

**ABA**  
AMERICAN BAR ASSOCIATION  
Forum on Franchising

**34TH ANNUAL**  
FORUM ON FRANCHISING



*FLYING THE FLAG*  
*of Franchising*



**OCTOBER 19TH-21ST, 2011**

THE MARRIOTT BALTIMORE WATERFRONT  
BALTIMORE, MARYLAND



# ★ *Dear Colleagues* ★ ★ ★ ★ ★ ★ ★ ★ ★ ★

It is our great pleasure to invite you to join us in Baltimore this October, along with several hundred of your existing or soon-to-become friends, for the 34th Annual Meeting of the ABA Forum on Franchising.

Baltimore's rich history explains this year's theme - Flying the Flag of Franchising. Our setting will be the Marriott Waterfront, just across the Baltimore Harbor from Fort McHenry, the birthplace of our National Anthem. Our setting will also remind us that the Baltimore of 2011 is not just about history; the Inner Harbor area where we will be headquartered is an active, vital, contemporary place, home to a variety of attractions within easy walking distance, ranging from Fells Point to the National Aquarium, with a generous array of restaurants and clubs mixed in.

The programs planned for Baltimore are equally stimulating. Remaining competitive and flying the franchise flag in the 21st century requires an understanding of precedent - our history - as well as the legal and business currents that continue to shape the industry. The Forum on Franchising has a proud tradition of excellence in its programming, a tradition that continues with our program offerings, highlighted by three distinctive half-day intensive programs on Wednesday afternoon, including:

- Fundamentals of Franchising® is a must-attend comprehensive overview for those new to franchise law, as well as those who need some brushing up, which will provide a foundation for our remaining programs and, just perhaps, your entire practice;
- Best Practices for Managing Your Franchise Disclosure and Registration Practice — An aptly named practical, hands-on survey of state and federal franchise disclosure and registration requirements as well as the practices followed by those engaged in the regular management of clients' disclosure and registration needs; and
- Anatomy of a Franchise Litigation Case— An exploration of the myriad issues encountered in the life of a complex franchise dispute, based upon the Forum's recent publication The Franchise Litigation Handbook, which will serve as part of the course materials.

Two plenary programs consisting of:

- Annual Franchise and Distribution Law Update — The ever-popular program surveying the past year's major developments in the field of franchise law, and
- Speed Reading People: Techniques to Improve Communications and Enhance Outcomes — A tutorial on proven techniques to help you better understand others' communication styles and preferences, and thereby enhance your success in negotiations and dispute resolution.

All this, as well as twenty-four interactive workshops led by experienced practitioners dealing with such current legal and business challenges as creating and implementing e-disclosure systems, savvy strategies in franchise litigation, new trends in ADA compliance and enforcement, differing treatment of franchisees in difficult economic times, the mysterious case of the disappearing franchisor, best practices in regulatory enforcement proceedings, franchising in Asia-Pacific countries, and ethical concerns in the use of consultants and paraprofessionals.

Flying the flag requires more than just education - occasionally good franchise lawyers need to relax, and our schedule will provide attendees ample opportunities to socialize in some of Baltimore's historic and contemporary venues, all the while developing their professional relationships. Newcomers will start off with Wednesday evening at Mustang Alley's Bar, Bowling and Bistro, which pretty much says it all. On Thursday, spouses and guests will tour historic Fell's Point and sample specially made dishes at unique family-owned restaurants. Our annual reception and dinner will take place at the B&O Railroad Museum, the birthplace of American railroading. Our Friday night casual event will include dinner, music and the opportunity to test your mettle on a mechanical bull at PBR Baltimore, a nightclub that is part of the exciting Power Plant Live attraction; be sure to prepare, and dress, accordingly.

Saturday will offer two choices: either a guided tour of colonial Annapolis, featuring a tour of the Maryland State House, the William Paca House (one of America's most impressive restored 18th Century mansions) and the United States Military Academy; or our annual community service event, which this year will have us pitching in at Moveable Feast, an organization that packs meals for individuals in need.

The venue, the programs and the social events at this year's Annual Forum will be unparalleled. Be sure to plan ahead and take advantage of the Early Bird Discount. We look forward to seeing you in Baltimore!

**MICHAEL K. LINDSEY**  
*Program Co-Chair*

**KAREN B. SATTERLEE**  
*Program Co-Chair*



2011 Forum on Franchising

# Leadership

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American Bar Association  
Chicago, IL





# PROGRAM SCHEDULE

## WEDNESDAY, OCTOBER 19, 2011

10:00am - 5:30pm

**Forum Registration**

11:30am - 12:00pm

**Box Lunch Pick-up**

12:00pm - 5:00pm

**Forum Intensive Programs**

I1 Fundamentals of Franchising®

I2 Best Practices for Managing Your Franchise

I3 Disclosure and Registration Practice

I3 Anatomy of a Franchise Litigation Case

5:00pm - 6:30pm

**Welcome Reception**

6:45pm - 10:00pm

**Newcomers/YLD Event at Mustang Alley's (Ticketed)**

## THURSDAY, OCTOBER 20, 2011

7:00am - 5:30pm

**Forum Registration**

7:00am - 8:30am

**Continental Breakfast**

7:00am - 8:15am

**Women's Caucus Breakfast**

8:30am - 10:00am

**Plenary 1**

SpeedReading People: Techniques to Improve Communications and Enhance Outcomes

10:00am - 10:30am

**Break**

10:30am - 11:45pm

**Concurrent Workshops**

W1 Differential Treatment of Franchisees in Tough Economic Times

W2 Savvy Litigation Strategies for the Franchise Lawyer

W3 You Don't Want To Be A Franchise? - Structuring Business Systems Not to Qualify As Franchises

W4 Going International: What Additional Restraints Will You Face?

W5 The Five Most Litigated Provisions in the FDD

W6 Best Practices in the Use of System Advertising and Marketing Funds

W7 Regaining Your Trademark After Abandonment or Misappropriation

11:45pm - 12:45pm

**Networking Buffet Lunch**

11:45pm - 12:45pm

**Diversity Lunch**

12:45pm - 4:30pm

**Fell's Point Food Tour for Guests (Ticketed)**

12:45pm - 2:00pm

**Concurrent Workshops**

W8 Streamlining the Franchise Disclosure Process: Creating and Implementing E-Disclosure in Franchise Systems

W9 The Use of Consultants and Paraprofessionals in Franchising: Are you Aiding and Abetting the Unauthorized Practice of Law?

W10 The New Era of ADA Compliance - What Does It Mean for Your Franchise System?

W11 Joint Representation of Franchisors, Their Officers, Employees and Affiliates in Litigation

W12 The Disappearing Franchisor

W13 Vendor Rebates: Considerations in Drafting and Litigating

W14 When is Control by Franchisors Out of Control?

2:00pm - 2:15pm

**Break**

2:15pm - 3:30pm

**Concurrent Workshops**

W15 The Art of the Dispositive Motion in Franchise Disputes

W16 Go to the Head of the Line: How to Get Registered, Amended, Renewed or Exempted

W17 The Franchisee Lawyer's Checklist: What Every Franchisee Lawyer Should Know

W18 The Perils of Third Parties Selling or Servicing Your Brand: Broker, Area Representative and Area Developer Programs

W19 The Unauthorized Use of Corporate and Individual Identities in Advertising: Publicity and Privacy Rights in a Competitive Marketplace

W20 Managing System Impact When Applicable Laws Change

W21 Go East Young Franchisor: Franchising in Asia-Pacific other than China and India

3:30pm - 3:45pm

**Break**

3:45pm - 5:00pm

**Concurrent Workshops**

W22 The Fight over Where to Fight: Removal, Transfer of Venue, and Compelling Arbitration

W23 The Ultimate Remedy: Managing Regulatory Enforcement Actions

W24 Comparison of the Trilogy: Common Law Fraud, Franchise Investment Laws and State Little FTC Laws

W1 Differential Treatment of Franchisees in Tough Economic Times

W6 Best Practices in the Use of System Advertising and Marketing Funds

W7 Regaining Your Trademark After Abandonment or Misappropriation

5:00pm - 6:15pm

**LADR Reception**

**Corporate Counsel Reception (Ticketed)**

6:45pm - 10:00pm

**Annual Reception/Dinner at B&O Railroad Museum**

## FRIDAY, OCTOBER 21, 2011

7:00am - 4:30pm

**Forum Registration**

7:30am - 8:45am

**Continental Breakfast**

**IFDI Breakfast (Ticketed)**

**Franchise Professors' Open House**

**Solo/Small Firm Breakfast (Ticketed)**

**Paralegal/Franchise Administrator's Open House**

9:00am - 10:15am

**Concurrent Workshops**

W2 Savvy Litigation Strategies for the Franchise Lawyer

W3 You Don't Want To Be A Franchise? - Structuring Business Systems Not to Qualify As Franchises

W9 The Use of Consultants and Paraprofessionals in Franchising: Are you Aiding and Abetting the Unauthorized Practice of Law?

W19 The Unauthorized Use of Corporate and Individual Identities in Advertising: Publicity and Privacy Rights in a Competitive Marketplace

W20 Managing System Impact When Applicable Laws Change

W21 Go East Young Franchisor: Franchising in Asia-Pacific Other than China and India

W22 The Fight over Where to Fight: Removal, Transfer of Venue, and Compelling Arbitration

10:15am - 10:45am

**Break**

10:45am - 12:15pm

**Business Meeting**

**Plenary 2 - Annual Franchise and Distribution Law Developments**

12:15pm - 1:15pm

**Networking Buffet Lunch**

1:15pm - 2:30pm

**Concurrent Workshops**

W5 The Five Most Litigated Provisions in the FDD

W8 Streamlining the Franchise Disclosure Process: Creating and Implementing E-Disclosure in Franchise Systems

W11 Joint Representation of Franchisors, Their Officers, Employees and Affiliates in Litigation

W12 The Disappearing Franchisor

W14 When is Control by Franchisors Out of Control?

W23 The Ultimate Remedy: Managing Regulatory Enforcement Actions

W24 Comparison of the Trilogy: Common Law Fraud, Franchise Investment Laws and State Little FTC Laws

2:30pm - 2:45pm

**Break**

2:45pm - 4:00pm

**Concurrent Workshops**

W4 Going International: What Additional Restraints Will You Face?

W10 The New Era of ADA Compliance - What Does It Mean for Your Franchise System?

W13 Vendor Rebates: Considerations in Drafting and Litigating

W15 The Art of the Dispositive Motion in Franchise Disputes

W16 Go to the Head of the Line: How to Get Registered, Amended, Renewed or Exempted

W17 The Franchisee Lawyer's Checklist: What Every Franchisee Lawyer Should Know

W18 The Perils of Third Parties Selling or Servicing Your Brand: Broker, Area Representative and Area Developer Programs

6:00pm - 9:00pm

**Reception/Dinner at PBR Baltimore (Ticketed)**

## SATURDAY, OCTOBER 22, 2011

9:30am - 1:00pm

**Community Service Event with Moveable Feast**

8:30am - 5:00pm

**Excursion to Annapolis (Ticketed)**







# PROGRAM DESCRIPTIONS

## INTENSIVE PROGRAMS

### 11 FUNDAMENTALS OF FRANCHISING®

This program provides a comprehensive overview of franchise law for those who want a thorough introduction to this field, as well as those who want a refresher on one or more areas of franchise law practice. Some of the nation's top franchise lawyers will give presentations on structuring the franchise relationship, disclosure and registration requirements, defining and protecting a franchise system's intellectual property, franchise relationship laws, antitrust, and the representation of franchisees.

**Speakers:** Susan Grueneberg  
Joseph J. Fittane

Carol Anne Been  
Rupert M. Barkoff

Kerry L. Bundy  
Harris J. Chernow

### 12 BEST PRACTICES FOR MANAGING YOUR FRANCHISE DISCLOSURE AND REGISTRATION PRACTICE

In-house counsel, outside counsel and paralegals rarely have a forum to discuss the nuts and bolts of issues encountered in managing a franchise disclosure and registration practice. This program will provide this forum, examining the creation and maintenance of effective franchise disclosure documents ("FDDs"), and providing an in-depth review of state registration and disclosure laws. The program will survey the most common and easily avoidable impediments to registration, and suggest ways to expedite registration. In addition, this session will provide a practical overview of the most commonly used federal and state law exemptions from registration and discuss the pros and cons of establishing an exemption-based franchising program, potentially eliminating the need for an FDD. The panel will also explore ethical issues commonly faced by attorneys and paralegals during the creation and registration of FDDs, such as the degree to which counsel may rely on the representations of clients and when additional due diligence is necessary.

**Speakers:** Dale Cantone  
Halima Madjid

Robert A. Lauer  
Rochelle B. Spandorf

### 13 ANATOMY OF A FRANCHISE LITIGATION CASE

When franchisors and franchisees find themselves in litigation, the stakes include not only damages and injunctive relief, but potentially lasting effects on the franchise system as a whole. This program will provide inside and outside counsel with a comprehensive road map to the procedures and substantive issues they are likely to face in the course of a complex franchise dispute. Our experienced panel will explore the range of legal and political considerations, and demonstrate the skills required, to navigate successfully the challenges that franchise lawsuits present. The program will address whether to sue, the benefits of formal and informal dispute resolution techniques, the differences between arbitration and litigation, the range of effective claims and defenses that franchisors and franchisees may assert, grounds for obtaining injunctive relief and other equitable remedies, best practices and risks in the discovery process, the art of dispositive and pretrial motions, trial considerations, the appellate process, and techniques for enforcing a judgment or arbitration award. Although designed principally for litigators, the program will also appeal to transactional attorneys, whose franchise agreements and dispute resolution clauses will govern many aspects of the litigation or arbitration, and to inside counsel who must manage (and live with the results of) franchise litigation. The program's faculty will include some of the nation's most experienced litigators, including three of the authors of *The Franchise Litigation Handbook* (the text for this program). Attendees will receive the *Franchise Litigation Handbook* as part of the course materials.

**Speakers:** Marcus A. Banks  
Paula J. Morency

Erica Calderas  
Jonathan C. Solish

Michael Einbinder







# PLENARY SESSIONS

## P1 SPEED READING PEOPLE: TECHNIQUES TO IMPROVE COMMUNICATIONS AND ENHANCE OUTCOMES

Whether negotiating a delicate peace treaty, buying a car or trying to resolve a thorny dispute between a franchisor and franchisee through mediation, arbitration or trial, the degree to which the outcome is successful often comes down to one thing: the interpersonal skills of the two people sitting across the table from each other. Only a small percentage of people are naturally gifted communicators. Fortunately, for the vast majority who are not, there is “speed reading people”—using behavioral cues to learn about people’s personalities and communication preferences in order to become a more effective communicator and advocate. This system teaches two invaluable life skills: how to SpeedRead People, quickly understanding others’ key motivations, drives and preferred communication style, and how to SpeedREACH People, instantly getting on another’s wavelength and speaking their language. In this engaging, informative plenary session, Paul D. Tieger, a jury consultant for twenty-five years, creator of the SpeedReading People system and author of *The Art of SpeedReading People*, will teach participants how to begin to acquire these valuable skills and use them in all of their interpersonal interactions.

**Speaker:** Paul Tieger, President and CEO, SpeedReading People LLC

## P2 ANNUAL FRANCHISE AND DISTRIBUTION LAW DEVELOPMENTS

The Forum’s signature event; join us for a lively, thoughtful and comprehensive review of the year’s key judicial and legislative developments affecting franchising and distribution.

**Speakers:** Stuart Hershman Lee J. Plave

# WORKSHOPS

## W1 DIFFERENTIAL TREATMENT OF FRANCHISEES IN TOUGH ECONOMIC TIMES

Different strokes for different folks isn’t always the best policy, especially when it comes to treating franchisees differently. While franchisors may generally strive to treat all similarly situated franchisees in the same manner, the recent economic collapse has created difficult issues for some franchisors. What is a franchisor to do when a significant part of the system is not paying royalties? Can and should a franchisor require upgrades to franchised units in the current economy? Can upgrades for some units properly be deferred? Should the franchisor consider royalty concessions and, if so, must those concessions be offered on a system-wide basis? What claims are available to franchisees or franchisee associations that are arguably impacted by such discrimination?

**Speakers:** Jeffery S. Haff Kevin J. Moran  
Roger Schmidt

## W2 SAVVY LITIGATION STRATEGIES FOR THE FRANCHISE LAWYER

Franchise litigation requires careful thought and maneuvering. Between the initial client interview and receipt of the final judgment, strategic decisions must be made, sometimes on a daily, or even an hourly, basis. This mid-level workshop will discuss methods employed by experienced franchise counsel in discernment of the client’s goals in the litigation, formulation of strategies for achieving those goals, and the initial analysis of claims. The panel will focus on how to most effectively and efficiently obtain the key facts necessary to be able to professionally recommend, and strategize with the client about, the best “next steps.” The panelists will also share practical ways to ask the right questions in order to learn what the client actually wants to achieve, and will discuss methods for managing client expectations along the way. Discussion will also delve into the most opportune moments to approach settlement and other means for resolution of the case, including mediation and alternative dispute resolution methods. Join our expert panel in exploring the meatier questions faced by franchisor and franchisee counsel when counsel become the strategists in a lawsuit.

**Speakers:** Deborah S. Coldwell J. Michael Dady

## W3 YOU DON’T WANT TO BE A FRANCHISE? – STRUCTURING BUSINESS SYSTEMS NOT TO QUALIFY AS FRANCHISES

Clients often ask that their business system be structured to avoid franchise laws. This program will review the practical issues involved in designing programs that fall outside the purview of franchise laws, focusing on definitional elements, exemptions and exclusions, and administrative and case law interpretations of statutes and regulations as applied to distribution and licensing arrangements. The program will also serve as an opportunity for in-house and outside franchise practitioners to better understand the alternatives to franchising and how to avoid creating an “accidental franchise” when structuring these business systems.

**Speakers:** Ann Hurwitz David W. Oppenheim







#### W4 GOING INTERNATIONAL: WHAT ADDITIONAL RESTRAINTS WILL YOU FACE?

International franchising is important to franchisors concerned about brand expansion, particularly mature franchise systems operating exclusively or principally in the United States. However entry into foreign markets brings a myriad of risks, including the Foreign Corrupt Practices Act (FCPA), other anti-bribery laws worldwide and different competition regimes such as the new European antitrust rules applicable to franchising contracts (EC Regulation 330/2010 on vertical restraints). During this program the panel will discuss the FCPA, the EC regulation and other relevant laws and regulations and their implications for international franchisors; emerging issues that international franchisors should be aware of; and best practices to ensure compliance with the FCPA, other anti-bribery laws and competition laws in the EU and worldwide.

**Speakers:** Jeffery A. Brimer Alison C. McElroy John Pratt

#### W5 THE FIVE MOST LITIGATED PROVISIONS IN THE FDD

This program will explore the most common deficiencies in FDDs and how those deficiencies may serve as the basis for system-wide litigation. The speakers will review case law relating to deficient FDDs and the resulting consequences for both franchisor and franchisee. Disclosures discussed will include financial performance representations, supplier rebates under Item 8, development and/or competing units under Item 20, territorial rights/ restrictions disclosures under Item 12 and financial information regarding start-ups under the initial investment requirements in Items 5-7. This program will provide tips on how to spot, and how to defend, potentially costly common deficiencies.

**Speakers:** Gregg A. Rubenstein Robert F. Salkowski

#### W6 BEST PRACTICES IN THE USE OF SYSTEM ADVERTISING AND MARKETING FUNDS

Pooling advertising and marketing funds from all franchisees in a system can provide much greater purchasing power and marketing reach, but it can also create system-wide controversy. This workshop will feature a discussion of how advertising funds are described in the FDD, how they are created and the acceptable uses of advertising fund dollars, with a focus on new or developing trends. What concerns are triggered if franchisees contribute at different rates, if company-owned units contribute on a basis different from franchisees, if in-house marketing departments are used, if the franchisor or its affiliates have competing systems, if new advertising options are used that are not expressly addressed in the franchise agreement, or if expenditures are made that benefit one franchisee or group more than others? How does a franchisor obtain franchisee buy-in on advertising decisions? The panelists will discuss these and other issues that can result from differing views on the appropriate scope of marketing activities to be supported by common funds.

**Speakers:** Erika L. Amarante Eric H. Karp

#### W7 REGAINING YOUR TRADEMARK AFTER ABANDONMENT OR MISAPPROPRIATION

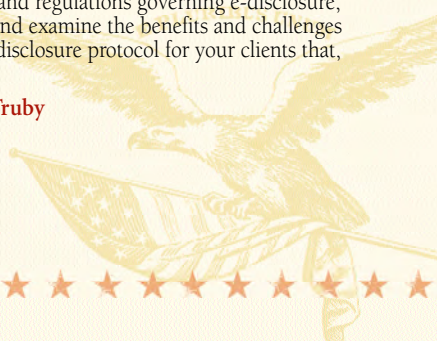
In entering domestic and foreign market, a franchisor may have the unsettling experience of finding its trademarks already registered – by someone else! Other times a non-franchisor may re-enter a country after an absence only to find that its marks have been deemed abandoned and, once again, that its trademarks have been registered by a third party. While the relevant legal issues will vary with the facts of each case, what are the practical issues in seeking to enforce trademark rights in these situations? Can the mark be purchased for a reasonable price? Is litigation cost effective in reducing the price? Does it make sense to bring the “squatter” in as a franchisee in consideration of surrender of the mark? This workshop will draw on the experiences of the panelists in defining best practices.

**Speakers:** Christopher P. Bussert Jennifer Dolman

#### W8 STREAMLINING THE FRANCHISE DISCLOSURE PROCESS: CREATING AND IMPLEMENTING E-DISCLOSURE IN FRANCHISE SYSTEMS

It has been four years since the FTC issued its amended FTC Rule and guidance on implementing electronic disclosures. During that period, franchisors have explored a variety of e-disclosure techniques in an effort to reduce the cost of creating and distributing FDDs, expedite the entire disclosure process and reduce the length of required stop-sales periods on annual renewal and for interim amendments. This program will review the laws, rules and regulations governing e-disclosure, survey the different forms of e-disclosure used by franchisors, and examine the benefits and challenges of each. The program will provide a road map for creating an e-disclosure protocol for your clients that, once established, can be managed entirely in-house.

**Speakers:** Nancy G. Gourley Phyllis Alden Truby





## W9 THE USE OF CONSULTANTS AND PARAPROFESSIONALS IN FRANCHISING: ARE YOU AIDING AND ABETTING THE UNAUTHORIZED PRACTICE OF LAW?

A current hot topic for state bars and attorney regulatory bodies throughout the U.S. is the Unauthorized Practice of Law (“UPL”). A UPL issue in the franchise arena is whether franchise consultants or “independent” paralegals are engaging in the practice of law when providing drafting and counseling services related to franchise agreements and franchise regulatory activities when not working through or with lawyers. A related, but under-considered, topic is the extent to which lawyers can be charged with aiding and abetting the unauthorized practice of law when they participate in the delivery of “bundled” franchise-related consulting and legal services, such as reviewing (and blessing) franchise agreements or disclosure documents drafted by non-lawyers, or drafting such documents for use by non-lawyers who use them with clients when not working through or with the lawyers. This workshop will examine UPL and related issues from the point of view of the various state attorney regulatory schemes, considering the current state of the law and recent state-level developments. It will also look at best practices for franchise professionals (non-lawyers and lawyers) to avoid the professional and regulatory traps presented by these issues, and look at the different roles that consultants, paralegals and lawyers play in assisting franchise systems. *(Ethics credit has been applied for)*

**Speakers:** Beata K. Krakus

Warren L. Lewis

Mario Altieri

## W10 THE NEW ERA OF ADA COMPLIANCE – WHAT DOES IT MEAN FOR YOUR FRANCHISE SYSTEM?

There has been an increased focus on the Americans with Disabilities Act (the “ADA”) in recent years, with both the plaintiffs’ bar and the Department of Justice taking a markedly increased interest in ADA compliance at franchised properties. In November of 2010, Hilton Worldwide, Inc. entered into an ADA-based Consent Decree with the Department of Justice impacting its owned, managed and franchised properties. This decree may have significant implications throughout the franchise industry. This workshop will provide an overview of the reported ADA cases, from the early Cendant/Days Inn cases to the recent Chipotle decision, that address the question of whether a franchisor is an “operator” of a franchised business under Title III of the ADA. This program will also consider recent investigations and consent decrees entered into between the Department of Justice and franchisors and the application, if any, of those decrees to their franchisees. The speakers will explore the future of the continuing distinction between franchisor and franchisee for ADA compliance purposes and the impact of the new 2010 ADA regulations on franchise systems.

**Speakers:** Beth Esposito  
Geoff Weirich

Kathryn M. Kotel  
Renee Wohlenhaus

## W11 JOINT REPRESENTATION OF FRANCHISORS, THEIR OFFICERS, EMPLOYEES AND AFFILIATES IN LITIGATION

Franchisees suing their franchisors often assert claims against officers, employees and affiliates of the franchisor, and many state statutes expressly provide for such claims. This workshop will consider the benefits and drawbacks of joint representation and explore both ethical and strategic issues that arise in franchise litigation and state regulatory proceedings against related defendants. The panelists will discuss the impact of joint representation on the attorney client privilege. They will also assess the benefits and drawbacks of joint representation in the context of criminal investigations. The program will conclude with best practices in dealing with conflicts of interest present in joint representation.

**Speakers:** M. Leslie Smith

Eric L. Yaffe

## W12 THE DISAPPEARING FRANCHISOR

In a down economy and even in good times, franchisors and suppliers frequently stop franchising, go out of business, go bankrupt, sell a product line, withdraw from markets, or, like old soldiers, simply fade away, leaving their franchisees behind. According to one Small Business Administration study from a number of years ago, as many as 75% of new franchise systems cease to franchise within 12 years after starting. What are the consequences of a disappearing franchisor or supplier or a discontinued brand? What becomes of the franchisees and dealers? Is there common law or statutory liability for market withdrawals? What, if any, value is left in the trademarks, logos, website, promotional materials, supplier contracts and other remnants of the former system? What rights do the franchisees have to continue using these assets? What claims and causes of action can be asserted against the franchisor, its officers, directors or other related parties? How do franchisors and suppliers plan for an eventuality they hope will never occur? This workshop will venture into territory that most franchisors and franchisees hope never to have to explore.

**Speakers:** Carmen D. Caruso

Jon P. Christiansen

## W13 VENDOR REBATES: CONSIDERATIONS IN DRAFTING AND LITIGATING

Vendor rebate litigation continues to make news in franchise circles despite the perceived safe harbor of disclosure of all rebates in the FDD. This workshop will survey the claims asserted in such litigation, ranging from common law fraud and negligent misrepresentation to violations of state consumer protection and unfair/deceptive practices laws as well as antitrust and other state and federal laws addressing kickbacks and brokerage payments. The speakers will also analyze issues in drafting vendor rebate disclosures and how some disclosures have actually exacerbated litigation claims. Litigators will want to compare notes with the panelists who have worked through the range of potential claims and related responses, and transactional lawyers will want to learn what types of rebate arrangements will likely trigger the most scrutiny.

**Speakers:** Lee N. Abrams

Robert T. Joseph





#### W14 WHEN IS CONTROL BY FRANCHISORS OUT OF CONTROL?

It is one of the most important choices a franchisor will ever face: how to maximize the franchisor's ability to manage its brand and enforce system standards without blurring the status of its franchisees as independent owner/operators. This workshop will explore how far a franchisor should go to effect change through the modification of system standards and operations manuals; problematic words and deeds that can cause a franchisor to unwittingly become an employer or joint employer of its franchisees or their employees; and how a franchisor's involvement in the manufacture, branding and distribution of goods and services can increase its risk of liability to both franchisees and consumers.

**Speakers:** Fredric A. Cohen

David J. Meretta

Sandra J. Wall

#### W15 THE ART OF THE DISPOSITIVE MOTION IN FRANCHISE DISPUTES

This program will focus on drafting and arguing effective summary judgment and other dispositive motions, with an emphasis on issues that frequently arise in franchise litigation. The workshop will include practical suggestions on how parties should build their case from the outset to lead to or to defeat a dispositive motion, including how to determine whether a franchise case is suitable for such a motion; developing and implementing a strategy to move toward the motion; optimal timing for the motion; and changes in practice resulting from the 2007 U.S. Supreme Court decision in *Bell Atlantic Corp. v. Twombly*. The panelists will also discuss the types of arguments to be made, how they should be framed and the evidence necessary to support those arguments, in order to be most persuasive in making or opposing such motions.

**Speakers:** Diane Green-Kelly

Tahlia Townsend

#### W16 GO TO THE HEAD OF THE LINE: HOW TO GET REGISTERED, AMENDED, RENEWED OR EXEMPTED

Nothing is more frustrating for franchisors and prospective franchisees than the inadvertent "dark period" or lapse of franchise registration effectiveness. Failure to maintain a current FDD that is properly registered, where required, can wreak havoc on the franchise sales program and have damaging consequences for franchisees intending to close sales or loans by a deadline imposed by a seller or lender. This program will present the best practices franchisor counsel can employ when going through the registration, amendment and renewal process. The panelists will also explore alternatives to registration and disclosure, including the most readily available state and federal exemptions.

**Speakers:** Anne Connelly

Patrick J. Maslyn

Timothy O'Brien

Dennis E. Wiczorek

#### W17 THE FRANCHISEE LAWYER'S CHECKLIST: WHAT EVERY FRANCHISEE LAWYER SHOULD KNOW

Franchisees frequently come to their lawyers in moments of crisis, whether the last minute before execution of a franchise agreement, the impending termination of a franchise agreement or worse, a termination letter with a demand to de-identify the property already in hand. This program will focus on the information the franchisee lawyer must obtain from the franchisee in order to adequately assess the franchisee's situation and determine the leverage the franchisee may have to achieve its objectives. This program will help you understand whether your client has viable claims or defenses, what options the franchisee has in attempting to reach a business resolution to the problem and how to manage client expectations. It will also explore strategies and tactics for working with franchisor counsel in negotiating franchise agreements, transfers, renewals and terminations.

**Speakers:** Julianne C. Lusthaus

Peter R. Silverman

#### W18 THE PERILS OF THIRD PARTIES SELLING OR SERVICING YOUR BRAND: BROKER, AREA REPRESENTATIVE AND AREA DEVELOPER PROGRAMS

This workshop will discuss the various types and structures of broker and three-party arrangements utilized in franchising, along with the pros and cons of each for franchisors, franchisees and the brokers or representatives. This session will include an assessment of the key legal issues facing franchise sellers and the companies they represent, including who is a "franchise seller" within the meaning of the FTC Rule and applicable state laws; the differences between a franchise seller and a broker; licensing and registration obligations for brokers/representatives in various states; the franchisor's obligations to disclose the existence of franchise sellers in various states; the franchisor's responsibilities to ensure that franchise sellers are complying with applicable law; and the franchisor's responsibilities to inform franchise sellers regarding material changes to the system.

**Speakers:** Michael S. Levitz

Christina M. Noyes

Phillip L. Wharton





## W19 THE UNAUTHORIZED USE OF CORPORATE AND INDIVIDUAL IDENTITIES IN ADVERTISING: PUBLICITY AND PRIVACY RIGHTS IN A COMPETITIVE MARKETPLACE

Even seemingly careful use of imagery, symbols, photographs and color in franchisor or franchisee advertising may result in unexpected claims of trademark or copyright infringement, unfair competition or false endorsement, as well as violation of the right of publicity or invasion of the right of privacy. Whether the advertiser relies on a third party vendor or prepares advertising, website content or other promotional materials in-house, franchisors and franchisees alike may face claims of illegal use of others' intellectual property. In addition, any such use might trigger claims under the latest FTC privacy or product endorsement regulations. The panel will discuss the intellectual property issues raised by such advertising, the lines drawn by federal and state regulations, how these claims typically arise, and best practices to help insulate advertisers from missteps.

**Speakers:** **Natalma M. McKnew** **Clay A. Tillack**

## W20 MANAGING SYSTEM IMPACT WHEN APPLICABLE LAWS CHANGE

One virtually universal provision in franchise agreements is the requirement that the parties obey all applicable federal and state laws. Franchisors generally select a governing law to harmonize interpretation of the franchise agreement and protect the interests they consider important at the time of contracting. This program will examine how the franchise system, and the respective rights of the parties, can be affected when changes occur to significant applicable laws that may be "baked into" the franchise agreement or other components or practices of the franchise system. The panelists will focus on dealing with traditionally volatile laws, such as the interpretation of non-competition covenants and resale price maintenance restrictions, with sea changes such as healthcare reform, and with targeted policy changes such as the Kansas prohibition of indemnification. This program will also review tips for drafting franchise agreements to address changes in law that could fundamentally impact the franchise relationship.

**Speakers:** **Ted P. Pearce** **Joel R. Buckberg**

## W21 GO EAST YOUNG FRANCHISOR: FRANCHISING IN ASIA-PACIFIC OTHER THAN CHINA AND INDIA

Continuing the popular series of programs dealing with global regional differences in franchising practice, this program will survey the different models for franchise regulation – in particular, franchise disclosure laws and franchise relationship requirements in Asia-Pacific countries such as Australia, Indonesia, Japan, Malaysia, South Korea, Taiwan and Vietnam – which have made franchising in Asia the most legally intensive market to enter today.

**Speakers:** **Stephen Giles** **Andrew P. Loewinger** **Sherin Sakr**

## W22 THE FIGHT OVER WHERE TO FIGHT: REMOVAL, TRANSFER OF VENUE, AND COMPELLING ARBITRATION

This program will examine the strategic fight over "where the dispute must be resolved." Specifically, the program will discuss the considerations and tactics for selecting a state court or federal court forum; strategies related to petitions for removal as well as motions for remand; and the tactical maneuver of moving to transfer venue based on the existence of a forum selection clause, a claim of forum non conveniens, or a claim of lack of personal jurisdiction. The workshop will also examine motions to compel arbitration and the two front war often caused by actions to enjoin arbitration proceedings or the continued litigation of claims carved out of the arbitration clause (such as injunctive relief). Additionally, the program will examine attacks on the enforceability of the arbitration clause itself as well as efforts to compel or prevent non-parties from arbitrating. The panelists will analyze the law governing enforcement of forum selection and arbitration clauses, and will provide practical tips on the choice of such provisions in clients' franchise and other agreements.

**Speakers:** **Michael J. Boxerman** **Jason M. Murray** **James M. Susag**

## W23 THE ULTIMATE REMEDY: MANAGING REGULATORY ENFORCEMENT ACTIONS

Nothing concerns a franchisor more than an inquiry from a federal or state regulator relating to the content and quality of their FDD or franchise sales practices. What are the current enforcement issues facing state and federal franchise regulators? Has the downturn in the economy affected the number or nature of violations? Are all transgressions created equal? Has the number of franchisees taking advantage of statutory offers of rescission increased? What are examiners' specific thoughts on the process? What are some of the the best practices to manage the process and minimize the impact of a regulatory inquiry? This workshop will address these weighty issues and also analyze the rescission offer process generally, the life cycle of enforcement proceedings and the alternatives franchisors and franchisees involved in them may have.

**Speakers:** **Martin Cordell** **Mark B. Forseth** **Brian B. Schnell**

## W24 COMPARISON OF THE TRILOGY: COMMON LAW FRAUD, FRANCHISE INVESTMENT LAWS AND STATE LITTLE FTC LAWS

Franchisees often bring these claims in tandem against franchisors, but few courts have distinguished the liability and remedy nuances of these three similar, but different, claims. This program will examine scienter requirements, types of misrepresentations and omissions, the impact of integration clauses, no representation and non-reliance clauses, causation issues, reliance damages and the remedy of rescission. It will also examine how, in light of the FTC Rule, the use of disclaimers in franchise agreements can impact those claims as well as language franchisors should consider using to protect themselves in their FDDs and franchise agreements.

**Speakers:** **Dennis R. LaFiura** **Peter C. Lagarias** **Victor D. Vital**



# SPEAKER LIST

**Lee N. Abrams**  
Mayer Brown LLP  
Chicago, IL

**Mario Altiery**  
Upside Group Inc.  
Phoenix, AZ

**Erika L. Amarante**  
Wiggin and Dana LLP  
New Haven, CT

**Marcus A. Banks**  
Wyndham Worldwide Corp.  
Parsippany, NJ

**Rupert M. Barkoff**  
Kilpatrick Townsend & Stockton LLP  
Atlanta, GA

**Carol Anne Been**  
SNR Denton US LLP  
Chicago, IL

**Michael J. Boxerman**  
Marcus & Boxerman LLP  
Chicago, IL

**Jeffrey A. Brimer**  
Faegre & Benson LLP  
Denver, CO

**Joel R. Buckberg**  
Baker Donelson Bearman  
Caldwell & Berkowitz PC  
Nashville, TN

**Kerry L. Bundy**  
Faegre & Benson LLP  
Minneapolis, MN

**Christopher P. Bussert**  
Kilpatrick Townsend & Stockton LLP  
Atlanta, GA

**Erica L. Calderas**  
Hahn Loeser & Parks LLP  
Cleveland, OH

**Dale E. Cantone**  
Office of Attorney General, Maryland  
Baltimore, MD

**Carmen D. Caruso**  
Caruso Kaplan LLC  
Chicago, IL

**Harris J. Chernow**  
Chernow Kapustin LLC  
Horsham, PA

**Jon P. Christiansen**  
Foley & Lardner LLP  
Milwaukee, WI

**Fredric A. Cohen**  
Cheng Cohen LLC  
Chicago, IL

**Deborah S. Coldwell**  
Haynes and Boone, LLP  
Dallas, TX

**Anne Connelly**  
Office of Attorney General, Illinois  
Springfield, IL

**Martin Cordell**  
Washington State Dept of Financial  
Institutions, Securities Division  
Olympia, WA

**J. Michael Dady**  
Dady & Gardner PA  
Minneapolis, MN

**Jennifer Dolman**  
Osler Hoskin & Harcourt LLP  
Toronto, Canada

**Michael Einbinder**  
Einbinder & Dunn LLP  
New York, NY

**Beth Esposito**  
Civil Rights Division, Disability Rights  
Section, US Dept of Justice  
Washington, DC

**Joseph J. Fittante**  
Larkin Hoffman Daly & Lindgren Ltd.  
Minneapolis, MN

**Mark B. Forseth**  
Marriott International Inc.  
Bethesda, MD

**Stephen Giles**  
Norton Rose LLP  
Melbourne, Australia

**Nancy G. Gourley**  
Hilton Worldwide Inc.  
McLean, VA

**Diane Green-Kelly**  
Reed Smith  
Chicago, IL

**Susan Grueneberg**  
Snell & Wilmer LLP  
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**Jeffery S. Haff**  
Dady & Gardner PA  
Minneapolis, MN

**Stuart Hershman**  
DLA Piper  
Chicago, IL

**Ann Hurwitz**  
Baker Botts  
Dallas, TX

**Robert T. Joseph**  
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Washington, DC

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**Kathryn M. Kotel**  
Carlson Restaurants, Inc.  
Carrollton, TX

**Beata K. Krakus**  
Greensfelder  
Chicago, IL

**Dennis R. LaFiura**  
Day Pitney LLP  
Parsippany, NJ

**Peter C. Lagarias**  
Lagarias & Boulter LLP  
San Rafael, CA

**Robert A. Lauer**  
Haynes and Boone, LLP  
Austin, TX

**Michael S. Levitz**  
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**Andrew P. Loewinger**  
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**Patrick J. Maslyn**  
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Snap Fitness  
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**Jason M. Murray**  
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**Christina M. Noyes**  
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State Corporation Commission,  
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**David W. Oppenheim**  
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Oppenheim LLP  
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**Ted P. Pearce**  
Driven Brands  
Charlotte, NC

**Lee J. Plave**  
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**John H. Pratt**  
Hamilton Pratt  
London, England

**Gregg A. Rubenstein**  
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Kahala Corp.  
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**Robert F. Salkowski**  
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Curves International Inc.  
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**Peter R. Silverman**  
Shumaker Loop & Kendrick LLP  
Toledo, OH

**M. Leslie Smith**  
Foley & Lardner LLP  
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**Jonathan C. Solish**  
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**Rochelle B. Spandorf**  
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**Paul D. Tieger**  
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**Clay A. Tillack**  
Schiff Hardin LLP  
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**Phyllis Alden Truby**  
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**Geoff Weirich**  
Paul Hastings  
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Atlanta, GA

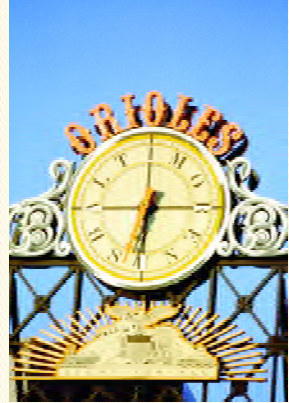
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**Eric L. Yaffe**  
Gray Plant Mooty  
Washington DC



# Special Events



## WEDNESDAY, OCTOBER 19

### WELCOME RECEPTION

5:00 p.m. – 6:30 p.m.

#### Marriott Waterfront Hotel

Located in Harbor East, Baltimore's premier neighborhood, the Baltimore Marriott Waterfront sits on the water's edge. Baltimore's Inner Harbor is one of the most photographed and visited areas of the city. It has been one of the major seaports in the United States since the 1700s and started blossoming into the cultural center of Baltimore in the 1970s. Distinct in function and form, you'll enjoy Baltimore's Inner Harbor and the surrounding neighborhoods that offer a variety of fine dining, cultural experiences and exciting nightlife. Embrace the spectacular views of the Baltimore Harbor, as you gather with colleagues and friends for cocktails and hors d'oeuvres to celebrate the beginning of the 34th Annual Forum! *Complimentary for all attendees and their guests.*

### NEWCOMERS' NETWORKING NIGHT

6:45 p.m. – 10:00 p.m.

#### Mustang Alley's

##### *Transportation Provided*

Come join us for a night on the town in Fell's Point, Baltimore's eclectic waterfront neighborhood! Young lawyers (**that is, those lawyers under the age of 35 or who have been admitted to practice for less than 5 years**) and first and second time attendees to the Forum always enjoy meeting and socializing after a long day at the intensive programs! This year we are off to Mustang Alley's for cocktails, dinner and bowling. With 12 lanes of bowling, chef-inspired menus and almost 1,000 inches of HDTV, Mustang Alley's is a premier upscale club unique to the Baltimore area. Come for the entertainment and networking and enjoy a little competitive fun! Don't get left behind! *Additional fee for attendees and guests.*

## THURSDAY, OCTOBER 20

### WOMEN'S CAUCUS BREAKFAST

7:00 a.m. – 8:15 a.m.

#### Professionalism: How to Put Your Best Foot Forward, At the Office, In Court and On-Line.

Attorneys, particularly women, are not judged solely on their intelligence and legal acumen. Attire, social graces, and the use of social media can impact one's perception of a lawyer's skills and judgment. This year, the Women's Caucus Breakfast will discuss professionalism and the perception of women lawyers. Mary Legg, President and General Counsel of Firm Advice, Inc., will provide tips and insight on how to present yourself professionally, across-the-board. Time permitting, we will divide the audience into roundtable groups and promote interactive discussions on this essential topic. *Additional fee for attendees.*

### DIVERSITY LUNCH

11:45 p.m. – 12:45 p.m.

The Diversity Caucus invites all diverse interested members of the Forum to join us for a lunch discussion about how to get involved in Forum related activities such as writing, speaking and much more. Come with your suggestions about how we can support our diverse members and reach more diverse members to get them involved.

### GUEST/ SPOUSE TOUR

12:45 p.m. – 4:30 p.m.

#### Fell's Point Food Tour

##### *Transportation Provided*

Join us as we explore a town of narrow rowhouses, cobbled streets, and fantastic local cuisine, encapsulating three centuries worth of charm. The Fell's Point Food Tour explores parts of Baltimore's best preserved historic district that was founded nearly 280 years ago. On this guided, narrated walking tour, you will experience and learn about the significance of the small town once separated from Baltimore. During the tour, you will stop to sample specially made dishes and beverages at unique family owned restaurants. See what makes this port town so unique and delicious! Wear comfortable clothing and walking shoes! *Additional fee for guests.*

### NETWORKING RECEPTION SPONSORED BY LADR

5:00 p.m. – 6:15 p.m.

All attendees of the 34th Annual Forum on Franchising are cordially invited to a networking reception on Thursday afternoon hosted by LADR. LADR is the Forum's committee for issues concerning litigation and ADR. Renew old acquaintances and make new ones at this Reception while unwinding from the day's seminars before heading out to the Annual Dinner. *Complimentary for all attendees.*

### CORPORATE COUNSEL RECEPTION

5:00 p.m. – 6:15 p.m.

The Corporate Counsel Committee will once again host a cocktail party for this year's member event. You will not want to miss out on the only event at the Forum intended specifically for, and restricted to, in-house counsel. The goal of the event is to create a networking opportunity for in-house counsel and to share the unique challenges, perspectives and experiences that in-house counsel face in their daily work routines. This will be a relaxed casual atmosphere complete with cocktails and light hors d'oeuvres. Do not miss this very special opportunity to spend some quality time with your in-house peers. Only attendees with tickets will be admitted. *Additional fee for attendees.*

### ANNUAL RECEPTION/DINNER

6:45 p.m. – 10:00 p.m.

#### B&O Railroad Museum

##### *Transportation Provided*

The site of the Baltimore and Ohio Railroad Museum is where Americans pioneered a new transportation technology that carried people west and linked the Nation economically, politically and socially. Located among Baltimore City's historic southwest neighborhoods, at the original site of the historic Mt. Clare Shops, the B&O Railroad Museum is recognized universally as the birthplace of American railroading. It was here within the Museum's 40-acre campus that Baltimore businessmen, surveyors, and engineers set about building the B&O Railroad in 1829, laying the first commercial long-distance track, building the first passenger station, and inventing America's unique railroad. Railroad work has been conducted at Mt. Clare for over 130 years, and it continues today. Share this amazing piece of history with friends over dinner! *Additional fee for guests.*





## FRIDAY, OCTOBER 21

### INTERNATIONAL FRANCHISE AND DISTRIBUTION DIVISION (IFDI) BREAKFAST

7:30 a.m. - 8:45 a.m.

The Forum's International Division provides an opportunity for education, networking and the exchange of ideas among franchise lawyers from around the world. This year's Division breakfast program will focus on how to deal with a foreign master franchisee or developer who is not performing – the issues to be analyzed will concentrate on alternatives to litigation that franchisors should take into account before instructing their lawyers to start proceedings. A panel of speakers with a wealth of international franchising experience will discuss both the successful and the not-so-successful strategies they have pursued in the course of their international franchise activities across various jurisdictions. *Additional fee for attendees.*

### SOLO AND SMALL FIRM BREAKFAST

7:30 a.m. – 8:45 a.m.

The Solo and Small Firm Network is open to attorneys who are members of or employed by law firms of ten or fewer attorneys. This dynamic group will meet over breakfast to network and exchange ideas. Our focus is to provide a sounding board for the current issues of the group—in litigation, transactional work, client development and Forum leadership. Take advantage of this unique opportunity to share knowledge and get face to face input from your peers in roundtable and open meeting discussions. Participants can expect to gain ideas and information that will help them build more successful and efficient practices. Registrants will be asked to bring “hot topics” and “burning issues” to the group. *Additional fee for attendees.*

### RECEPTION/DINNER

6:00 p.m. – 9:00 p.m.

#### PBR Baltimore

##### *Walking Distance*

PBR is where cowboy cool meets urban chic! PBR is located in Power Plant Live, Baltimore's premier dining, entertainment and retail destination, and just a short walk from the Marriott Waterfront. Join us for a cool country night that will include country western music, cold beers, southern cooking and a little bull riding! *Additional fee for attendees and guests.*

## SATURDAY, OCTOBER 22

### COMMUNITY SERVICE EVENT

9:30 a.m. – 1:00 p.m.

#### *Transportation Provided*

Baltimore's Moveable Feast is giving ABA Forum members the opportunity to hone their amateur kitchen skills (or learn some!) by preparing nutritious, free meals for people in need. In its ninth year, the Forum on Franchising presents a community service event that everyone can enjoy, right in the heart of Baltimore.

For over 20 years, Moveable Feast has been providing healthy meals to people suffering from HIV/AIDS, cancer, or other life-threatening illnesses. Moveable Feast relies on volunteers like us to prep and pack meals for the upcoming week. The event promises to be a meaningful, rewarding, and fun experience for everyone, from those who “can't boil water” to the master chefs!

Although the time commitment is a wonderful opportunity to socialize and work side-by-side with other Forum members and to spend some time giving back to the community we are visiting, Moveable Feast will benefit from our monetary donations as well. Please consider making a donation to this worthwhile cause, on behalf of your firm yourself, or on behalf of someone you know who has suffered from a similar life-threatening illness. You may make your donation by dropping off a check (made payable to Moveable Feast) or cash at the ABA Registration Desk.

### TOUR OF ANNAPOLIS

8:30 a.m. – 5:00 p.m.

#### *Transportation Provided*

You will depart the busy port city of Baltimore for a 45-minute ride to the capital of Maryland, nestled on the Severn River, at the mouth of the Chesapeake Bay. When you arrive in Annapolis, you will begin your stroll of this alive colonial town at the Maryland State House, the oldest in continuous use, where you will see the Old Senate Chamber where George Washington resigned his commission as Commander-in-Chief of the Continental Armies, and where the Treaty of Paris, ending the Revolutionary War was signed. The stroll will continue to the Hammond-Harwood House, and the Chase-Lloyd House where guests will learn of each homes architectural history while viewing them from the outside. The next stop will be the William Paca House, one of Annapolis's—and America's—most impressive restored 18th-century mansions. When built by Paca in 1763–65, it was one of the first five-part Georgian homes in Annapolis. Continuing the walking tour, the next stop will be the United States Naval Academy and the Academy Chapel (pending availability based on events). Beneath the chapel is a crypt with the sarcophagus of John Paul Jones, the father of the U.S. Navy.

You will enjoy lunch at one of the restaurants that line the Annapolis Waterfront and time will be saved for browsing the shops and boutiques that line the cobblestone streets!

## *Things To Do in Baltimore*

Baltimore is a vibrant city on the water with activities abound for visitors of all ages. The Inner Harbor of Baltimore is world famous and is surrounded by great hotels, unique shops, and fine restaurants for everyone's taste and style. Baltimore is a diverse city with unique museums and distinct neighborhoods known for its delicious fresh crabs, scenic views and sparkling waterfront attractions. The museums, including the National Aquarium in Baltimore, are very popular attractions among visitors. Aptly, Baltimore is often called the “city of neighborhoods” and more commonly “Charm City”. While in Baltimore, try to visit a few of its most popular sites, such as:

THE NATIONAL AQUARIUM - [www.aqua.org](http://www.aqua.org)

BALTIMORE MUSEUM OF ART - [www.artbma.org](http://www.artbma.org)

FORT MCHENRY NATIONAL MONUMENT - [www.nps.gov/archive/fomc/home.htm](http://www.nps.gov/archive/fomc/home.htm)

BABE RUTH BIRTHPLACE AND SPORTS LEGENDS AT CAMDEN YARDS – [www.baberuthmuseum.com](http://www.baberuthmuseum.com)

POWER PLANT LIVE – [www.powerplantlive.com](http://www.powerplantlive.com)

FELL'S POINT MARITIME MUSEUM - <http://www.mdhs.org/explore/maritime/>

For more information on Baltimore and all it has to offer during your stay, please visit [www.baltimore.org](http://www.baltimore.org).





# Conference Information

## 1. HOTEL INFORMATION:

The conference will be held at the Baltimore Marriott Waterfront; Phone 410/385-3000 - Guest Fax 410/895-1900. Arrangements for childcare can be made by contacting the hotel's concierge. Visit the hotel's website at [www.baltimoremarriottwaterfront.com](http://www.baltimoremarriottwaterfront.com) for further information.

## 2. HOTEL RESERVATIONS:

The Forum on Franchising has negotiated a special room rate of \$260 per single/double room at the Marriott. A 12.5% sales tax will also apply per night. To make your hotel reservations online, please follow the instructions on the registration form. You may call the hotel directly at 800-266-9432 and mention the ABA Forum on Franchising 2011 Meeting. We have reserved a limited block of rooms through September 26, 2011. You must register for the conference prior to making your hotel reservation. After this date, the Hotel Reservation Office will assign rooms on a space available basis. All changes and cancellations to guaranteed hotel reservations must be made by 6:00 p.m. on the scheduled day of arrival to avoid a one night cancellation charge.

## 3. AIR TRAVEL:

Airfare discounts to ABA meetings are available through ABA Online Travel. To access ABA Online Travel, go to [www.americanbar.org](http://www.americanbar.org), and click on the link at the bottom of the ABA Calendar Box. At ABA Online Travel you will have automatic access to meeting airfare discounts, web fares and web book only airlines. The ABA's toll-free number for Orbitz for Business (OFB) is 1-877-222-4185.

**Ground Travel:** The Marriott Waterfront is only a 12 mile drive from the Baltimore-Washington International Airport, a 45 mile drive from Ronald Reagan Airport and a 52 mile drive from Dulles Airport. Taxis are available at a rate of \$30, \$110 and \$150 each way from the respective airports. On-site self-parking for guests at the Marriott is \$26.00 per night and \$40 for Valet.

## 4. PROGRAM REGISTRATION:

To register for all programs and events described in this brochure, **we encourage you to register online at [www.americanbar.org/groups/franchising](http://www.americanbar.org/groups/franchising)**. Confirmations will be emailed to you within 72 hours of registration receipt. In order to be included in the list of program attendees, **you must register by September 26, 2011**. Guest tickets for special events are available for an additional fee. Please see the registration form for price details.

## 5. ON-SITE CHECK-IN:

Beginning Wednesday, October 19, 2011 at 10:00 a.m. – 5:30 p.m., attendees may check-in at the ABA registration desk to pick up badges and course materials.

## 6. ON-SITE REGISTRATION:


On-site registration is available for those persons who missed the registration deadline. If you plan to register at the door, please call Kim Nelson at 312/988-5666 on or before Friday, October 14th, to confirm that space is still available. Failure to call in advance may preclude admission to a sold out conference. On-site registrants must pay the registration fees by check, money order, Visa, MasterCard, or American Express. **NO** registrations will be accepted without payment.

## 7. TUITION INFORMATION:

Tuition for the intensive programs is separate and in addition to the main program registration fee. Intensive program tuition includes course materials, box lunch, and welcome reception. Tuition for the main program includes admission to the two-day program, welcome reception, continental breakfasts, beverage breaks, lunches, course materials and the Annual Reception/Dinner. The Forum will be providing this year's program materials in advance electronically in an effort to help "green" the environment.

## 8. CANCELLATION POLICY:

Registrants who are unable to attend the conference will receive a refund less a \$50 administrative fee if written cancellation is received by **September 26, 2011**. Cancellations may be e-mailed to [aba@texperts.com](mailto:aba@texperts.com) or faxed to 630-262-1520. **No refunds will be granted after September 26, 2011**. Substitutions are acceptable, or conference materials will be sent in lieu of a refund after the program. The ABA reserves the right to cancel any programs and assumes no responsibility for personal expenses.







## 9. CLE CREDIT:

CLE accreditation has been requested for this conference from every state with mandatory continuing legal education requirements for lawyers. Please be aware that each state has its own rules and regulations, including its definition of CLE. Check with your state agency for confirmation of this program's approval. Attorneys seeking to obtain CLE credit in Louisiana and/or Pennsylvania will be required to pay state accreditation fees directly to these states. You may contact your respective state(s) for confirmation of the number of CLE credit hours requested by the ABA or credit approved by any particular state.

## 10. MEMBERSHIP:

To encourage registrants to join the ABA Forum on Franchising, the reduced member's tuition rate will be extended to registrants who join the Forum when they register for the conference. Forum membership dues are \$50 for attorneys/associates and \$10 for law students. Membership in the ABA and one Section is a prerequisite to Forum membership. Please include a separate check (payable to the American Bar Association) for membership dues.

## 11. ADDITIONAL COURSE MATERIALS:

Materials for all programs may be available for purchase after the conference by calling the ABA Service Center at 1-800-285-2221.

## 12. FORUM POLICY REGARDING SELF-PROMOTION AND CONFLICTS:

In order to insure a spirit of collegiality at the Annual Forum, please respect the Forum on Franchising's policy which provides that no individual, group or entity (other than the ABA) may engage in any type of self-promotion or conflicting activities (such as giving gifts; hosting group functions - i.e., more than six guests - including meals, parties, sporting events, meetings or seminars; or displaying or distributing advertising, marketing materials, books, articles, case reports or anything of value or scheduling non-Forum sponsored group meetings) at or in connection with the Annual Forum or any Forum-sponsored events (i.e., from the time the first event or program starts to the time the last event or program ends), in or near the city where the Forum event is taking place. The 2011 Annual Forum starts at noon, Wednesday, October 19, 2011 and concludes at the end of the Annapolis Excursion, October 22nd at 4:00 PM.

## 13. TAX DEDUCTION FOR EDUCATIONAL EXPENSES:

In the United States, an income tax deduction may be allowed for educational expenses undertaken to maintain or improve professional skills. This includes registration fees, travel, meals and lodging expenses (see Treas. Reg. Sec. 1.162-2) *Coughlin v. Commissioner*, 203 F.2d 307 (2nd Cir. 1953).

## 14. AMERICANS WITH DISABILITIES ACT:

If special arrangements are required for disabled individuals to attend this program, please contact Kim Nelson in writing by September 26, 2011 at the American Bar Association, 321 N. Clark Street, Chicago, Illinois, 60654, or [kim.nelson@americanbar.org](mailto:kim.nelson@americanbar.org).

## 15. DRESS:

In keeping with Forum tradition, participants are encouraged to wear business casual attire during the programs and to the special events.

## 16. FOR THE LATEST PROGRAM INFORMATION:

Please visit the Forum on Franchising at [www.americanbar.org/groups/franchising](http://www.americanbar.org/groups/franchising). For further information on the city, travel, activities and entertainment options, visit [www.baltimore.org](http://www.baltimore.org).

## 17. QUESTIONS:

If you have questions or require additional conference information, please call 312/988-5666. Fax: 312/988-5677; e-mail: [kim.nelson@americanbar.org](mailto:kim.nelson@americanbar.org).







American Bar Association  
Forum on Franchising  
321 North Clark Street  
Chicago, IL 60654  
[www.americambar.org/groups/franchising](http://www.americambar.org/groups/franchising)

# FLYING THE FLAG of Franchising



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