

Successful Negotiation of Distribution Agreements



Live Audio Conference • July 26, 2011 • 1:00 PM – 2:30 PM EST

EXPRESS REGISTRATION

Sign up at

www.lorman.com/ID388208

Live Audio Conference ID: 388208

Presented by:

Joel R. Buckberg

Baker, Donelson, Bearman, Caldwell & Berkowitz, PC

Jon P. Christiansen

Foley & Lardner LLP

Joel R. Buckberg

- Of counsel in the Nashville office of Baker, Donelson, Bearman, Caldwell & Berkowitz, PC
- Over 25 years of franchise and distribution practice, including 19 years in-house
- Practice emphasizes all aspects of corporate and asset transactions and operations
- Author of several publications and conducts seminars related to the areas of hospitality, franchising, corporate transaction and compliance
- Achieved the highest rating in the *Martindale-Hubbell Law Directory*, listed in *Best Lawyers in America*® in the area of franchise law since 2008, named to *Who's Who Legal: The International Who's Who of Business Lawyers* since 2009, *The International Who's Who of Franchise Lawyers* in 2008, "Legal Eagles" by *Franchise Times* in 2007 to 2011, and "20 People to Watch in Franchising" by *Franchise Times* in November 2001
- J.D. and M.B.A. degrees, Vanderbilt University School of Law

Jon P. Christiansen

- Partner in the Milwaukee office of Foley & Lardner LLP
- Thirty-five years of experience in distribution and franchise counseling and litigation
- Founding chair of the firm's Distribution and Franchise Practice
- Co-wrote *Distribution Franchise Guide* – CCH
- Frequent lecturer to industry groups and CLE presentations in the area of distribution and franchise counseling and litigation
- Listed in *Best Lawyers in America*® in the fields of "Bet the Company" litigation, commercial litigation and franchise law; *Chambers USA: America's Leading Business Lawyers* from 2003 to 2010; *Franchise Times* selected Mr. Christiansen as one of its "Legal Eagles"; and *Wisconsin Super Lawyers*® lists from 2005 to 2010
- J.D. degree, Vanderbilt University School of Law

For a complete list of accomplishments, visit www.lorman.com/ID388208.

The distribution world undergoes steady evolution and sometimes revolution as technology, energy prices, customer needs and other important market factors change at an increasing rate. Manufacturers and their distributors face highly competitive markets that demand rapid responses to meet customer needs. The simple agreement and firm handshake of yesterday won't provide a high degree of comfort to either side. This live audio conference answers many of the questions raised at the cross roads of distribution system modernization. The wrong approach can invite expensive litigation and exposure to huge loss of economic value claims from distributors. Just because the contract says you can doesn't mean you should, or shouldn't, do what's best for the manufacturer. This live audio conference helps you understand the critical issues and analysis that needs to be understood before undertaking major distribution contract changes.

AGENDA

Starting From Scratch or Making Changes – Can a Manufacturer Unilaterally Impose Changes in a Distribution Contract?

- Is There an Existing Contract That Prevents a Change Mid-Term?
- The Effect of State Laws Regulating the Contract or Industry
 - General Distributorship Laws
 - Industry Specific Laws
 - State Common Law
- Practical Limitations on the Right of a Manufacturer to Impose a New Distribution Contract
- What Are the Timing Problems in the Implementation of a New Distribution Agreement?
 - Is Change of Contract Terms Constructive Termination?
 - What Is the Impact of the Supreme Court's Decision in *Mac's Shell v. Shell Oil*?

Tips for a Smooth Implementation of a New Distribution Contract

- Make Certain That There Is an Essential and Valid Business Reason for Any Change in the Contract
- Consider Whether There Are "Give Back" Provisions That Can Be

Included to Convince the Distributors That Contract Changes Involve a Fair Give and Take

- Typical Points of Resistance When Implementing a New Distribution Agreement
- Educate Your Field Representatives in the Purpose and Meaning of Each Provision of the Contract so That They Can Explain the Operation of the Contract and Appreciate the Business Reason for the Provision

Should You Negotiate Changes to the Standard Contract?

- Changes in the Standard Contract for All Distributors
- Changes for Specific Distributors Based on Size, Scale or State Laws

Continuing Education Credit:

- CPIM/CFPIM/CSCP 1.0
- CLE*
- CPE 1.5
- ISM 1.50

For detailed credit information visit us at www.lorman.com/ID388208 or contact us at 866-352-9540.

*Visit www.lorman.com/ID388208 for a complete list of states approved.

Successful Negotiation of Distribution Agreements

Live Audio Conference • July 26, 2011 • 1:00 PM – 2:30 PM EST

Live Audio Conference Tuition (Includes Free Manual With Attendance)

- Yes!** I would like to attend. (\$149 per person)
- Yes!** I would like the Best Value discount.
(\$218 per package [\$149] plus CD recording [\$69*] of this seminar)

I am unable to attend but I am interested in:

- CD/Manual Package* (\$149 per package)

Amount Enclosed

\$ _____ Tuition Subtotal
 \$ _____ Shipping & Handling (\$7.95 first item, \$1.00 each additional)
 \$ _____ Sales Tax (If tax-exempt, please include your certificate.)
 \$ _____ TOTAL

*Add \$7.95 shipping & handling plus applicable sales tax to product orders. Please allow four to six weeks after the date of the live audio conference for delivery.

Payment Information

| | |
|--|-----------------|
| Total amount enclosed \$ _____ | |
| <input type="checkbox"/> Check enclosed payable to Lorman Education Services | |
| <input type="checkbox"/> Charge to credit card __ AE __ MC __ VISA Signature _____ | |
| Card number _____ | Exp. Date _____ |

Names of Attendees

| | | |
|-------------------------------|----------------------------------|--|
| PRIORITY CODE 15800 | DISCOUNT CODE F2716129 | |
| NAME | | |
| TITLE | EMAIL | |
| NAME | | |
| TITLE | EMAIL | |

Firm Information

| | | |
|-----------|-------|----------|
| FIRM NAME | | |
| ADDRESS | | |
| CITY | STATE | ZIP CODE |
| TELEPHONE | FAX | WEBSITE |

Approving Manager

| | |
|-------|-------|
| NAME | |
| TITLE | EMAIL |

© 2011 Lorman Education Services. All rights reserved.

GENERAL INFORMATION:

- This live audio conference may be recorded by Lorman.
- If you need special accommodations, please contact us two weeks in advance of the program.
- Lorman Education Services is not approved to offer self-study CPE credit for accountants; therefore, no CPE will be given for this program if ordered as a self-study package.

CANCELLATIONS: Substitute registrants can be named at any time. A full refund, less a \$20 service charge, will be given if notification is given six or more business days in advance. Notification of less than six business days will result in a credit that can be applied to any Lorman product or service. If you do not cancel or attend, you are responsible for the entire payment.

SPECIAL OFFER

Save 20%
when you use
Discount Code F2716129

How Do I Register?

EMAIL: customerservice@lorman.com

WEBSITE: www.lorman.com/ID388208

TELEPHONE: 866-352-9539

FAX: 715-833-3953

MAIL: Mail this form with payment information to:

Lorman Education Services
Dept. 5382, P.O. Box 2933
Milwaukee, WI 53201-2933

SEMINAR ID: 388208

Who Will Be There?

This live audio conference is designed for operations managers, purchasing managers, buyers, plant managers, facility managers, inventory specialists, controllers, presidents, vice presidents, owners and attorneys.

BEST VALUE

Receive an additional manual and CD package of this program for only \$69 with your seminar attendance!

LORMAN[®]
EDUCATION SERVICES
A DIVISION OF LORMAN BUSINESS CENTER, INC.

Keeping You Current.
Helping You Succeed.[®]