

Register me for:
7th Annual Franchise Law Conference: Practising Locally in a Global Industry

Thursday, November 15, 2007 - 9:00 a.m. to 4:30 p.m.

REGISTRATION [Fee includes materials. Please circle fee category]	CBA Member	CBA Student Member	Non-Member
7th Annual Franchise Law Conference: Practising Locally in a Global Industry	\$375	\$230	\$425

WORKSHOP I (please choose one)	WORKSHOP II (please choose one)
<input type="checkbox"/> Franchisor Remedies	<input type="checkbox"/> Franchisee Remedies
<input type="checkbox"/> Issues in Franchise Sales, Transfers and Changes of Control	<input type="checkbox"/> Disclosure Issues in a National and Global Environment
<input type="checkbox"/> Alternative Expansion Models	<input type="checkbox"/> Protecting Your Intellectual Property in Canada and Abroad

ROUNDTABLES (please choose two)
<input type="checkbox"/> R1 <input type="checkbox"/> R2 <input type="checkbox"/> R3 <input type="checkbox"/> R4 <input type="checkbox"/> R5 <input type="checkbox"/> R6 <input type="checkbox"/> R7 <input type="checkbox"/> R8 <input type="checkbox"/> R9 <input type="checkbox"/> R10 <input type="checkbox"/> R11 <input type="checkbox"/> R12

EDUCATIONAL MATERIALS (Available 3-4 weeks post-program)	CBA Member	Non-Member
Publications <input type="checkbox"/> Publication (Binder) <input type="checkbox"/> Publication (Download)	\$90	\$115

Payment (registrations must be prepaid)

Cheque (Payable to Ontario Bar Association) or please charge Visa MasterCard

Credit Card Number: _____ Expiry Date: _____

Signature: _____

CONTACT INFORMATION CONSENT

The OBA's programs may be supported by preferred suppliers, sponsors and exhibitors. Subject to the following paragraph, I understand that the provision of contact information on this registration form constitutes my consent to such information being disclosed to the preferred suppliers, sponsors, exhibitors, speakers or attendees of this program. For further information about the CBA's and OBA's treatment of contact information, see Members Privacy Policy at www.cba.org or www.oba.org. By checking this box , I do not wish my contact information disclosed to the preferred suppliers, sponsors, exhibitors, speakers or attendees of this program.

Name: _____ CBA #: _____

Firm: _____

Address: _____

City: _____ Postal Code: _____

Bus. Tel. #: () _____ Fax #: () _____ E-mail: _____

LOCATION

OBA Conference Centre, Suite 200 - 20 Toronto St., Toronto (just north of the King Edward Hotel). Wheelchair access: Through the Counsel Court Building on Adelaide Street East, between Victoria and Toronto Street.

REGISTRATION POLICY

Registrations must be prepaid. Registrations will be accepted by FAX at (416) 642-0424 and at the Ontario Bar Association address shown on the Registration Form. A credit card number must accompany all faxed registrations. Walk-in registrations will be accommodated only if accompanied by credit card or cheque. Seating and meal preference, if applicable, will be given to prepaid registrants.

REFUNDS AND CANCELLATIONS

Course fee is refundable (less \$50.00 plus \$3.00 GST) per program if notice is received in writing five business days before the course. We reserve the right to cancel or reschedule courses, refuse admission, or change speakers, location or content. No refunds will be made if notification is received after November 8, 2007. Please note that a CBA member in the same category may attend in your place. If the delegate is not a CBA member s/he will be required to pay the difference in fee. The OBA GST registration number is R100760495.

FEE CATEGORIES

CBA Member - A member in good standing of the Canadian Bar Association
 CBA Student Member - CBA Law Student OR Articling and Bar Admission Candidate.
 Non-Member

GM090707

HOW TO REGISTER

Phone: 1-800-668-8900
 (416) 869-1047
 Have your credit card handy.

Fax: (416) 642-0424
 Credit card number MUST accompany faxed registrations.

Internet: www.oba.org/pd

Mail: Paid to the order of,
Ontario Bar Association,
 300-20 Toronto St.
 Toronto, Ontario
 M5C 2B8

07BUS1115C

7th Annual Franchise Law Conference: Practising Locally in a Global Industry

Thursday, November 15, 2007 - 9:00 a.m. to 4:30 p.m.

OBA Conference Centre - Suite 200 - 20 Toronto Street, Toronto

Featured Speakers:

- Joseph Y. Adler, Hoffer Adler LLP
- H. Ross R. Bain, Executive Vice President, Secretary & Legal Counsel, Prime Restaurants of Canada Inc. - Mississauga
- Jonathon D.A. Baker, Stevensons LLP
- Sheldon Burshtein, Blake, Cassels & Graydon LLP
- Dan Caldarone, Aird & Berlis LLP
- Allan D. J. Dick, Sotos LLP
- Peter M. Dillon, Siskind, Cromarty, Ivey & Dowler LLP - London
- Jennifer Dolman, Osler, Hoskin & Harcourt LLP
- George Eydt, Hodgson Russ LLP
- Susan E. Friedman, Davis LLP
- Andraya C. Frith, Osler, Hoskin & Harcourt LLP
- Ben V. Hanuka, Goldman Sloan Nash & Haber LLP
- Jeffrey P. Hoffman, Gowling Lafleur Henderson LLP
- Paul D. Jones, Jones & Company
- Keith W. Medansky, DLA Piper - Chicago, IL
- Mary A. Ormond, Vice President, Real Estate at Cara Operations Limited
- Arthur L. Pressman, Nixon Peabody LLP - Boston, MA
- Steve S. Rogers, President and CEO, The Franchise Company
- Ian N. Roher, Teplitsky, Colson LLP
- Geoffrey B. Shaw, Cassels Brock & Blackwell LLP
- Daniel F. So, McKenzie Lake Lawyers LLP - London
- John M. Sotos, Sotos LLP
- Wayne A. Steinberg, General Counsel, WSI Internet Consulting & Education - Mississauga
- Debi M. Sutin, Feltmate Delibato Heagle LLP - Burlington
- Arthur Trebilcock, Sotos LLP
- Lawrence M. Weinberg, Cassels Brock & Blackwell LLP
- John Yiokaris, Sotos LLP
- Frank Zaid, Osler, Hoskin & Harcourt LLP
- Jonathan Zepp, Robins, Appleby & Taub LLP

Focus: Advising your franchise client during various phases of development and expansion, including a focus on the complex legal issues raised by the national and international context of the franchise business model

Highlights will include:

- Helping your franchise client expand nationally and internationally
- A review of key Canadian franchising, licensing and distribution cases and an analysis of recent trends, as well as lessons we can learn from the US experience
- Franchise disclosure issues in a national and global environment, including best practices when disclosing on a voluntary basis and a discussion of the pros and cons of the wraparound versus one Canadian Disclosure Document
- Remedies available to both franchisors and franchisees, including various strategies and options available to both parties to a dispute
- Managing the franchisee sales and transfer process, including the approval process, the franchisor's involvement in establishing the purchase price and related disclosure issues
- An overview of alternative expansion models to the unit franchise agreement, including a discussion of the pros and cons of each model for regional, national and international expansion
- Protecting the franchisor's intellectual property in Canada and abroad

Co-Chairs:



Allan D. J. Dick,
Sotos LLP



Andraya C. Frith,
Osler, Hoskin & Harcourt LLP



ONTARIO BAR ASSOCIATION
 A Branch of the CANADIAN BAR ASSOCIATION

7th Annual Franchise Law Conference: Practising Locally in a Global Industry

Thursday, November 15, 2007 - 9:00 a.m. to 4:30 p.m.

Practising franchise law in Canada presents special challenges to Ontario lawyers. Ontario is often only one of the many jurisdictions in which the franchise system operates and in many cases is not the home jurisdiction of the franchisor. This program will feature in-depth analyses from experienced counsel covering a wide-range of issues which confront Ontario business and litigation lawyers when practising in the global franchising industry. The program will also highlight issues relating to professional responsibility and liability which arise given foreign law considerations, which form an integral part of the franchising lawyer's practice. *Program includes lunch.*

Co-Chairs: **Allan D. J. Dick**, Sotos LLP
Andraya C. Frith, Osler, Hoskin & Harcourt LLP

9:00 a.m. Introductory Remarks

9:10 a.m. **Plenary I – Your Clients' Horizons Have No Borders – Should Yours?**

- Acting for your client during various phases of development and expansion
- Across provincial borders
- Across international borders
- Acting for franchisors expanding into Canada
- Professional responsibility and liability issues

Steve S. Rogers, President and CEO,
The Franchise Company
Wayne A. Steinberg, General Counsel,
WSI Internet Consulting & Education - Mississauga
Frank Zaid, Osler, Hoskin & Harcourt LLP

10:10 a.m. Break

10:20 a.m. Workshop I (*choose one*)

A. **Franchisor Remedies**

- Statutory vs. common law remedies and issues
- Defaults and terminations
- Reconciling remedies
- Settlement best practices

Ben V. Hanuka, Goldman Sloan Nash & Haber LLP
Ian N. Roher, Teplitsky, Colson LLP

B. **Issues in Franchise Transfers (Resales & Changes of Control) and Renewals**

- Disclosure
- The consent and approval process
- Exercising rights and discretion
- Establishing resale price
- Remedies

H. Ross R. Bain, Executive Vice President,
Secretary & Legal Counsel,
Prime Restaurants of Canada Inc. - Mississauga
Daniel F. So, McKenzie Lake Lawyers LLP - London

C. **Alternative Expansion Models**

- Comparing unit franchise, master franchise, area representative and area developer agreements and joint ventures and multi-unit franchisees

Joseph Y. Adler, Hoffer Adler LLP
Debi M. Sutin, Feltmate Delibato Heagle LLP
- Burlington

11:15 a.m. Break

11:25 a.m. **Roundtables**

(R1 - R12, 40 minutes each, will be repeated at 12:05 p.m.: choose two)

R1 - Privacy

H. Ross R. Bain, Executive Vice President,
Secretary & Legal Counsel,
Prime Restaurants of Canada Inc. - Mississauga
Paul D. Jones, Jones & Company

R2 - Franchise Association and Advisory Councils

Geoffrey B. Shaw, Cassels Brock & Blackwell LLP
John Yiokaris, Sotos LLP

R3 - *Competition Act* Issues

Ian N. Roher, Teplitsky, Colson LLP
Frank Zaid, Osler, Hoskin & Harcourt LLP

R4 - Advertising Funds

Dan Caldarone, Aird & Berlis LLP
John M. Sotos, Sotos LLP

R5 - Good Faith Update

Jonathon D.A. Baker, Stevensons LLP
Jennifer Dolman, Osler, Hoskin & Harcourt LLP

R6 - Start Ups

Joseph Y. Adler, Hoffer Adler LLP
Daniel F. So, McKenzie Lake Lawyers LLP - London

R7 - Leasing Issues

Mary A. Ormond, Vice President,
Real Estate at Cara Operations Limited
Jonathan Zepp, Robins, Appleby & Taub LLP

R8 - Legal Component to Franchisee Conventions

George Eydt, Hodgson Russ LLP
Susan E. Friedman, Davis LLP

R9 - Working with Foreign Counsel

Peter M. Dillon,
Siskind, Cromarty, Ivey & Dowler LLP - London
Arthur L. Pressman, Nixon Peabody LLP - Boston, MA

R10 - Disclosure Compliance and International Procedures

Arthur Trebilcock, Sotos LLP
Jeffrey P. Hoffman, Gowling Lafleur Henderson LLP

R11 - Finding an International Partner

Keith W. Medansky, DLA Piper - Chicago, IL
Wayne A. Steinberg, General Counsel
WSI Internet Consulting & Education - Mississauga

R12 - Advising the Prospective Franchisee

Ben V. Hanuka, Goldman, Sloan, Nash & Haber LLP
Debi M. Sutin,
Feltmate Delibato Heagle LLP - Burlington

12:45 p.m. Lunch (*provided*)

1:45 p.m. **Plenary II – Judicial Update**

- A review and analysis of the past year's cases across Canada
- Highlights of cases pending before the courts
- U.S. experience on developing areas including good faith, encroachment, e-commerce, implied obligations and business trends

Susan E. Friedman, Davis LLP
Arthur L. Pressman, Nixon Peabody LLP - Boston, MA
Geoffrey B. Shaw, Cassels Brock & Blackwell LLP

3:15 p.m. Break

3:25 p.m. Workshop II (*choose one*)

D. **Franchisee Remedies**

- Group and class actions
- Disclosure remedies
- Common law and statutory remedies
- Pre-emptive injunctions

Jonathon D.A. Baker, Stevensons LLP
Jeffrey P. Hoffman, Gowling Lafleur Henderson LLP

E. **Disclosure Issues in a National and Global Environment**

- Using an Ontario disclosure document in another province
- Advising foreign franchisors
- Material fact disclosure - responsibilities and liabilities

John M. Sotos, Sotos LLP
Lawrence M. Weinberg, Cassels Brock & Blackwell LLP



F. **Protecting Your Intellectual Property in Canada and Abroad**

- What, when and where to protect
- Internet and e-commerce protection
- Working with foreign counsel and agents
- Dealing with markets where protections are not available

Keith W. Medansky, DLA Piper - Chicago, IL
Sheldon Burshtein, Blake, Cassels & Graydon LLP

4:15 p.m. Concluding Remarks
• Top 10 Points To Take Away

Allan D.J. Dick, Sotos LLP
Andraya C. Frith, Osler, Hoskin & Harcourt LLP

4:30 p.m. Program Concludes

This CLE program has been approved for a LAWPRO CLE Premium Credit. To obtain your \$50 LAWPRO insurance premium reduction, please visit their website: www.lawpro.ca/clecredit

The sessions noted with this logo are co-sponsored by the American Bar Association Forum on Franchising's International Division.