



# Entrepreneurial Business Law Journal



## Marry Me and Make Me Rich: Franchise Law in the 21st Century

With Special Thanks to:



8 a.m. – 4:30 p.m.  
March 7, 2008

The Barrister Club  
25 West 11th Ave.  
Columbus, OH 43201

The Ohio State University Moritz College of Law

## Marry Me and Make Me Rich: Franchise Law in the 21st Century

The Ohio State University *Entrepreneurial Business Law Journal* Symposium 2008 will feature expert panelists from the legal practice, business sector, and academia presenting their insights on the current status of franchise law in the United States and abroad. The symposium will provide attorneys with an understanding of the intricacies and recent developments in the business and law of franchising.

Commentary on the History and Evolution of Franchising will be provided by Professor Francine Lafontaine of the University of Michigan Rose School of Business. Professor Lafontaine will provide insights on the history and developments of franchising from its humble beginnings to the trillion dollar industry it is today.

The Panel on Franchise Disputes will focus on issues regarding the settling of disputes that arise within the franchise relationship between franchisors and franchisees.

The Keynote Address, to be given by Martin Mendelsohn, will provide commentary on various aspects of international franchising. He will provide legal and business analysis based on his experiences throughout his prolific career as both an attorney and business advisor in international franchising, including his work advising governments of numerous countries in drafting laws and regulations on franchising.

The Panel on Franchise Regulation will provide an in depth analysis of governmental regulation of franchising. The focus will be on recent developments and reflections on the current system.

The Panel on Franchise Contracts and Economics will explore the use of choice of law and choice of forum clauses in franchise contracts, the economic implications of merger and other specific clauses in franchise contracts, and general economic issues surrounding the franchising industry.

The Panel on Issues in International Franchising will analyze the evolution of franchise regulation around the world and investigate the failure of franchisors' expansion into the European Union market.

The Ohio State University Moritz College of Law's *Entrepreneurial Business Law Journal* is privileged to host its third annual symposium. We at EBLJ hope that you will join us in Columbus, Ohio, to participate in this event.

## Acknowledgements

The *Entrepreneurial Business Law Journal* would like to thank the International Franchise Association for its support and generosity. The IFA, headquartered in Washington, D.C., is the world's oldest and largest association representing the interests of franchising, with more than 1,000 franchisor members, 8,000 franchisee members, and 400 franchise supplier members. The membership of IFA includes franchise systems operating in more than 75 different industries. For more information, please contact the IFA Media and Communications department at (202) 628-8000 or visit IFA's web site at [www.franchise.org](http://www.franchise.org).

The *Entrepreneurial Business Law Journal* would like to extend our sincerest gratitude to Dean Nancy Rogers and the Moritz College of Law for their generous assistance and contributions. EBLJ would also like to acknowledge the special efforts of journal advisors Professors Dale Oesterle, Larry Garvin, and Allan Samansky. EBLJ would also like to thank our moderators for their time, effort, and thoughtful input.

The *Entrepreneurial Business Law Journal* extends a special acknowledgment to Mr. James White, Jr. EBLJ thanks him for his generous gift and for his ongoing support of and loyalty to the Moritz College of Law.

Register online: [moritzlaw.osu.edu/eblj/symposium/registration.php](http://moritzlaw.osu.edu/eblj/symposium/registration.php)

### Distinguished Speakers

**THOMAS M. ARNOLD** is the Professor of Law and Director of the Entrepreneurial Law Certificate Program at University of Tulsa College of Law. His teaching interests include agency and partnership, civil procedure, contracts, corporate law, franchise law, and unfair trade practices.

**RUPERT BARKOFF** has been practicing franchise, distribution and corporate law with Kilpatrick Stockton in Atlanta, Georgia since 1973. His franchise practice emphasizes solutions to registration and structuring issues and developing individual and collective solutions to franchisor-franchisee relationship problems.

**CHRISTOPHER R. DRAHOZAL** is the John M. Rounds Professor of Law at the University of Kansas School of Law. He has written extensively on the law and economics of arbitration. Prior to teaching, Professor Drahozal was in private law practice in Washington, D.C., and served as a law clerk for the Iran-U.S. Claims Tribunal, the United States Supreme Court, and the United States Court of Appeals for the Fifth Circuit.

**ANTONY W. DNES** is Professor of Economics and Head of Economics in the University of Hull Business School.

**EDWARD WOOD DUNHAM** is a partner in Wiggin and Dana LLP. For over twenty-five years, Mr. Dunham has represented businesses in a wide variety of complex litigation, including antitrust, patent and trademark infringement, trade secrets, product recall, and employment discrimination disputes.

**ROBERT W. EMERSON** is Huber Hurst Professor of Business Law, and Chair of the Department of Management & Legal Studies, at the University of Florida's Warrington College of Business Administration. A graduate of Harvard Law School and former litigator in Baltimore, Prof. Emerson teaches graduate and undergraduate courses on the legal environment of business and various other law-related classes.

**HERBERT HEDDEN** is a partner in the Columbus office of Vorys, Sater, Seymour and Pease LLP. He practices in the area of commercial law with an emphasis on franchising and distribution law.

The Ohio State University Moritz College of Law  
*Entrepreneurial Business Law Journal*



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CLE credit has been requested.

March 7, 2008  
8 a.m. – 4:30 p.m.

### Schedule of Events

8:00 – 8:30 a.m.	Registration and Breakfast
8:30 – 8:40 a.m.	Introduction – Dean Nancy H. Rogers
8:40 – 8:50 a.m.	Opening Remarks – Matthew Shay of IFA
8:50 – 9:20 a.m.	The History and Evolution of Franchising – Francine Lafontaine
9:20 – 10:20 a.m.	PANEL I: Franchise Disputes
Panelists	Alexander Meiklejohn, Edward Dunham, Christopher Drahozal
10:20 – 10:30 a.m.	Discussion, Question and Answer
10:30 – 10:45 a.m.	Break
10:45 – 11:45 p.m.	The Keynote Address: Martin Mendelsohn
11:45 – 12:45 p.m.	Lunch
12:45 – 2:05 p.m.	PANEL II: Franchise Regulation
Panelists	Rupert Barkoff, Herbert Hedden, Matthew Shay, Dennis Wieczorek, Thomas Arnold
2:05 – 2:15 p.m.	Discussion, Question and Answer
2:15 – 2:30 p.m.	Break
2:30 – 3:30 p.m.	Panel III: Franchise Contracts and Economics
Panelists	Bruce Kobayashi, Robert Emerson, Antony Dnes
3:30 – 3:40 p.m.	Discussion, Question and Answer
3:40 – 4:20 p.m.	Panel IV: Issues in International Franchising
Panelists	Udo Schlenrich, Philip Zeidman
4:20 – 4:30 p.m.	Discussion, Question and Answer
4:30 p.m.	Conclusion and Closing Remarks

All students, staff, and faculty of The Ohio State University may attend panels without paying the symposium fee but should register in order to reserve a seat.

## Featured Keynote Speaker

**MARTIN MENDELSON** is a lawyer, author, and the Chairman of the Eversheds Franchise Group throughout its 21 offices in the UK, Continental Europe, the Middle East and the far east. He has been particularly involved in franchising, distribution, agency and licensing transactions both domestic to the UK and internationally for 40 years, as well as UK and EC Competition Law. His introduction to franchising came in 1964 when he was retained to advise a USA franchise company in the UK. In 1965 he was appointed as Managing Director of its UK subsidiary which he ran for some 5-6 years in addition to his law practice. He has also been a non-executive director of another franchise company as well as other commercial companies not involved in franchising. His practical experience in franchising is what enabled him to write a wide range of business books which have been published in numerous editions and languages over the years. Innumerable franchise companies have taken advantage of this wealth of experience to obtain business advice on their day-to-day activities. Dr. Mendelsohn has also advised countless companies on structuring and restructuring their business arrangements, and in the development of their expansion programmes whether franchised or not. He has extensive experience in advising in the international marketplace being consulted by companies, including small to major multinationals, from all parts of the globe.

For more information about EBLJ or to subscribe online: [moritzlaw.osu.edu/eblj](http://moritzlaw.osu.edu/eblj)

## Distinguished Speakers

**BRUCE H. KOBAYASHI** is Professor of Law at George Mason University School of Law. He currently serves on the advisory board for the BNA Patent, Copyright & Trademark Journal, and is a member of the executive board of the AALS Section on Antitrust and Economic Regulation.

**FRANCINE LAFONTAINE** is Professor of Business Economics and Public Policy in the Stephen M. Ross School of Business, University of Michigan and Professor of Economics, the Department of Economics, University of Michigan. The main thrust of her research is on the application of recent advances in contract theory to analyses of vertical relationships and franchising arrangements.

**ALEXANDER MEIKLEJOHN** is Professor of Law in the Quinnipiac University School of Law. Professor Meiklejohn teaches contracts, commercial law, real estate transactions, and a seminar on franchise law.

**UDO SCHLENTZ** is a graduate of the Lausanne Hotel Management School in Switzerland, Cornell University and holds his Ph.D. from Strathclyde University. His primary areas of research lie in the investigation of the drivers of customer loyalty and the modeling of risk and opportunity assessment in the area of publicly listed franchise companies as well as their financial performance.

**MATTHEW SHAY** is President of the International Franchise Association. Since joining IFA in 1993, he has also served as Executive Vice President and Chief Operating Officer, Senior Vice President and Chief Counsel, as well as Vice President and Director of Government Relations.

**DENNIS E. WIECZOREK** is a partner in DLA Piper's Chicago office and is the Chair of its Franchise and Distribution Practice Group. He has concentrated in US and international franchising, licensing, antitrust, and distribution law matters for over 25 years.

**PHILIP F. ZEIDMAN**, a senior partner with DLA Piper US LLP, devotes his practice to franchising law and the rapidly growing field of international distribution, licensing, and franchising law.

## To Register

To register for the symposium, please detach and mail the registration form along with the appropriate fee to: **Chris Trolinger, Entrepreneurial Business Law Journal, Moritz College of Law, The Ohio State University, 55 West 12th Ave., Room 159, Columbus, OH 43210-1391. Checks should be made payable to: Entrepreneurial Business Law Journal.**

Registration is also available at: [moritzlaw.osu.edu/eblj/symposium/registration.php](http://moritzlaw.osu.edu/eblj/symposium/registration.php)

## Special Accommodations

The *Entrepreneurial Business Law Journal* would like to do everything within its power to satisfy the needs of each symposium participant. Please inform us of any special accommodation requests at (614) 370-1432.

## Cancellation Policy

Registrations cancelled by **February 21** will receive a 50 percent refund by mail.

Registrants unable to attend the symposium may designate a substitute.

**Please mark the status for which you wish to register:**

- General Participant, plus one-year subscription, plus CLE credit: \$140**  
Fee includes admission to all panels, lunch, CLE credit, and a one-year subscription to the *Entrepreneurial Business Law Journal*.
- General Participant, plus one year subscription: \$100**
- General Participant, plus CLE Credit: \$115**
- General Participant: \$75**
- Ohio State Faculty/Student with lunch: \$15**
- Ohio State Faculty/Student without lunch: FREE**  
Open to all students, staff, and faculty of The Ohio State University and includes admission to panels only. Please register by e-mailing Chief Symposium Editor Chris Trolinger at [trolinger.1@osu.edu](mailto:trolinger.1@osu.edu) or by placing this registration form in his 3L mailbox.

**For groups of four or more please contact Chris Trolinger to discuss group rates.**

Please detach and mail form above

## Registration Form

Online Registration is available on our web site: [moritzlaw.osu.edu/eblj/symposium/registration.php](http://moritzlaw.osu.edu/eblj/symposium/registration.php)

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