



Ontario Region Legal Symposium

Designed for franchisors and franchise industry representatives — presented by some of Canada's leading lawyers

MARCH 8, 2007 • 8:00 AM - 5:00 PM
The Old Mill, Toronto, Ontario

Don't miss the Canadian Franchise Association's Ontario Region Legal Symposium — your opportunity to glean critical insights into the most pressing legal developments facing Canada's thriving yet highly competitive franchise environment. This year, we've chosen "dancing" as a metaphor for the Presentations and Workshops that will be presented. As you all know, a dance is a series of co-ordinated movements performed (usually) by two or more people. It is our hope that the information that you obtain from the Presentations and Workshops will enable you to better co-ordinate your franchise systems.

The franchise practitioners who will lead the Workshops and Presentations include in-house and outside counsel. They will offer a best practices approach to several significant issues in the franchise sector.

The Symposium will begin with a legislative update followed by a comprehensive review of the past year's top 10 legal decisions and the lessons learned. Other highlights of the program include:

- "WHAT YOU SHOULD EXPECT FROM YOUR LAWYER AND WHAT YOUR LAWYER SHOULD EXPECT FROM YOU" (WORKSHOP)
- "BEST PRACTICES ON KEEPING A FRANCHISOR'S DISCLOSURE DOCUMENT, WEB-SITE AND MARKETING MATERIALS CURRENT" (PLENARY)

Whether you are or represent an existing Canadian franchisor looking to expand domestically, a Canadian start-up developing a new franchise system, or a leading global franchisor poised to enter the Canadian market, at only \$175 for CFA members, this is a great value and a "don't miss" event. We hope that you are as excited to attend the 2007 CFA Legal Symposium as we were to be co-chairing this program. We look forward to joining you on the dance floor. May we have this dance?

Sincerely,

Jennifer Dolman
Osler, Hoskin & Harcourt LLP
CFA Legal Symposium Co-Chair

David Kornhauser
Conway Kleinman Kornhauser LLP
CFA Legal Symposium Co-Chair

Agenda

8:00 A.M. – 9:00 A.M.
Registration and Continental
Breakfast

9:00 A.M. – 9:15 A.M.
Welcome and Introductory
Remarks

9:15 A.M. – 10:15 A.M.
Plenary: Judicial and Legislative
Update

10:15 A.M. – 11:15 A.M.
Concurrent Workshops – Group 1

11:15 A.M. – 11:55 A.M.
Swing Your Partner – Coffee and
First Round Tables

12:00 P.M. – 12:40 P.M.
Swing Your Partner – Second
Round Tables

12:40 P.M. – 12:50 P.M.
Summary of Round Table
Discussions
Roving Reporters

12:50 P.M. – 2:00 P.M.
Lunch and Special Guests

2:00 P.M. – 3:00 P.M.
Concurrent Workshops – Group 2

3:00 P.M. – 4:00 P.M.
Concurrent Workshops – Group 3

4:00 P.M. – 4:15 P.M.
Refreshment Break

4:15 P.M. TO 5:00 P.M.
Panel Presentation – Staying
Alive: Best Practices on Keeping
a Franchisor's Disclosure
Document, Web-Site and
Marketing Materials Current

5:00 P.M.
Closing Remarks

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Plenary

9:15 am – 10:15 am

Come Dance With Me:

The Judicial and Legislative Update

Jeff Hoffman, Gowling Lafleur Henderson LLP

Daniel So, McKenzie Lake Lawyers LLP

Changes to legislation across Canada and the top 10 legal decisions of the past year. The presentation will focus on the important lessons that can be learned from the top 10 court decisions of the past year and the practical impact of those decisions on franchisors/counsel.

Workshops

Group 1 (choose one)

10:15 am – 11:15 am

When the Dance is Over:

Franchise Defaults and Terminations (repeated)

Susan Friedman, Davis & Company LLP

Ned Levitt, Gowling Lafleur Henderson LLP

Geoff Shaw, Cassels Brock & Blackwell LLP

This Workshop will involve a debate between franchisor's counsel and franchisee's counsel. The Moderator will present various fact scenarios. Franchisor counsel will detail the steps that s/he would take in representing the franchisor. Franchisee's counsel will detail the steps that s/he would take to respond. The Workshop will illustrate the importance of: a) good drafting; b) communicating with the franchisee in a clear and concise manner; c) developing evidence of the franchisee's failure to comply; d) detailing the conduct required of the franchisor; e) how to resolve issues without going to Court; and f) what to do when you have to go to Court.

Dance with the Devil:

What To Expect From Your Lawyer and What Your Lawyer Should Expect From You (repeated)

Richard Alderson, Sr. VP Legal Affairs & General

Counsel, Shoppers Drug Mart Corporation

Bob Grant, VP Chief Legal Counsel, M&M Meat Shops Ltd.

Daniel Zalmanowitz, Witten LLP

This Workshop will elaborate on the critical issues that each of the franchisor and the lawyer must know and understand about each other in order to make the relationship work including, knowing when to speak to counsel; about what issues; the integration of your lawyer into the business decision making process; concerns about fees; how files should be prepared; who does what work; and lawyers' reporting letters.

Everybody on the Dance Floor:

Working with Advisory Councils/Franchisee Associations

Ben Hanuka, Goldman, Sloan, Nash & Haber LLP

John Yiokaris, Sotos LLP

This workshop will address the following issues: a) differences between advisory councils and franchisee associations; b) why advisory councils/franchisee associations are formed; c) franchisor reaction, recognition and involvement; d) what roles do advisory councils/franchisee associations fulfill and what benefits accrue to the franchisor; and e) how each should be addressed in a franchise agreement, including, methods of communication and dispute resolution.

**Workshops continue onto next page*

Round Tables & Coffee

11:15 am – 11:55 am - Round 1

12:00 pm – 12:40 pm - Round 2

1. ADR in the Franchise Context
2. Managing the Mature Franchise System
3. Exporting Your Franchise System
(inter-provincial/international)
4. Co-Branding
5. Loyalty Programs
6. Marketing Practices
7. Advertising Funds
8. Privacy Issues

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Workshops

Group 2 (choose one)
2:00 pm – 3:00 pm

When the Dance is Over:

Franchise Defaults and Terminations

Susan Friedman, Davis & Company LLP
Ned Levitt, Gowling Lafleur Henderson LLP
Geoff Shaw, Cassels Brock & Blackwell LLP

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The Chicken Dance:

Leasing and Franchising

Sheldon Disenhouse, Goodman & Carr LLP
Angela Mockford, Weir & Foulds LLP

This workshop will address the following issues: a) who might be the tenant with control of the premises; b) reasons for choosing who will be the tenant — from both franchisor and franchisee perspective; c) conditional assignments if franchisee is the tenant; d) subleases from franchisor to franchisee; e) consideration of practical issues facing franchisor and franchisee; f) dealing with landlord requirements for a direct covenant with franchisee subtenants; g) issues surrounding the financing of the lease and granting security in the lease; and h) use and exclusivity covenants, including franchise system recognition.

A New Dance Partner? Best Practices in Renewals, Resales, Transfers and Buybacks

Joseph Adler, Hoffer Adler LLP
Debi Sutin, Feltmate Delibato Heagle LLP

This workshop will address the following issues: a) when can a franchisor refuse to renew; b) complying with disclosure requirements and exploring exemptions from disclosure; c) disclosing renewals, resales, transfers and buybacks; d) dealing with a right of first refusal; e) what documents should the franchisee be required to sign; and f) valuing a franchisee's business.

Workshops

Group 3 (choose one)
3:00 pm – 4:00 pm

Dance with the Devil:

What To Expect From Your Lawyer and What Your Lawyer Should Expect From You (repeated)

Richard Alderson, Sr. VP Legal Affairs & General
Counsel, Shoppers Drug Mart Corporation
Bob Grant, VP Chief Legal Counsel, M&M Meat Shops Ltd.
Daniel Zalmanowitz, Witten LLP

This Workshop will elaborate on the critical issues that each of the franchisor and the lawyer must know and understand about each other in order to make the relationship work including, knowing when to speak to counsel; about what issues; the integration of your lawyer into the business decision making process; concerns about fees; how files should be prepared; who does what work; and lawyers' reporting letters.

Dancing on the Ceiling: Intellectual Property & E-Commerce Issues in Franchising

Andrew Alleyne, Fasken Martineau Dumoulin LLP
Chris Hale, Blake, Cassels & Graydon LLP

This Workshop will address the following issues: franchisee owned websites, including encroachment issues; franchisor owned websites including website participation agreements, policies and procedures; how to stop a franchisee from continuing to infringe a franchisor's trade-mark; linking; meta-tagging; franchisor limits on a franchisee's activities via a website; ID verification procedures; and privacy.

The Barnyard Dance: Expansion of the Franchise System

Dan Caldarone, Aird & Berlis LLP
Larry Weinberg, Cassels Brock & Blackwell LLP

Apart from single unit franchising, there are a number of ways which a franchisor can expand the franchise system and/or achieve a higher level of market penetration. This Workshop will address the business and legal considerations in relation to these methods, including: the opening of non-traditional outlets, alternative channels of distribution, multi-unit development deals, master franchising and others. Included will be a consideration of the potential tension between the franchisor's desire to preserve as much of the market for potential growth and encroachment of previously granted rights.

Panel Presentation

4:15 pm – 5:00 pm

Staying Alive:

Best Practices On Keeping a Franchisor's Disclosure Document, Web-Site and Marketing Materials Current

Ross Bain, Exec. VP, Secretary & Legal
Counsel, Prime Restaurants of Canada, Inc.
Arthur Trebilcock, Sotos LLP

Frank Zaid, Osler, Hoskin & Harcourt LLP

Franchisors must be vigilant in ensuring that their disclosure documents and other written and electronic materials are kept current. Although the emphasis will be on maintaining a franchisor's disclosure document, where applicable the Panel will also address issues of a franchisor's other written and electronic materials. Issues to be covered include: a) how the franchisor and the lawyer should work together to ensure that the disclosure document contains the right information; b) how a lawyer can best inform the franchisor on the importance of what "material facts" are; c) what steps should be taken when the person signing the disclosure document is not the same person who is responsible for maintaining its currency; d) frequently overlooked disclosure items; e) what internal mechanisms should franchisors implement to ensure that the disclosure document is complete and remains current; and f) what should franchisors expect from their lawyers in informing them of practice changes and legal developments affecting their disclosure documents.

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Registration
Form

Space is
Limited
Book today!

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