

2008 FRANCHISE LAW SYMPOSIUM

WINNIPEG, MANITOBA
MARCH 14, 2008

Sponsored by:



THE MARCEL A. DESAUTELS CENTRE
FOR PRIVATE ENTERPRISE AND THE LAW



ASPER CHAIR
OF INTERNATIONAL BUSINESS AND TRADE LAW



UNIVERSITY
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Robson Hall
Faculty of Law - University of Manitoba

Welcome to the 2008 Franchise Law Symposium



The goal of the symposium is to discuss issues relevant to franchise law as they pertain to Canada's legislated jurisdictions to determine which provisions work and which ought to be reconsidered. To do so, the Symposium will deal with important topics related to franchising, including:

- * Scope of Disclosure;
- * Exemptions from Disclosure; and
- * Relationship Considerations.

The organizers hope to frame all discussions within the context of balancing local legal interests with national business practices.

Ample opportunity will be provided for audience participation.

This is an exciting time for franchising as Manitoba has the opportunity of introducing Canada's most sophisticated legislation.

The Symposium commences with a reception for all panelists at the Manitoba Club on March 13, 2008.

Registration Fee: \$90+GST (includes lunch and snacks throughout the day)

Free admission for law students

Cora Tsouflidou - Keynote Speaker

Cora's Breakfast and Lunch Founder, President and CEO

For the founder of Cora's Breakfast & Lunch, initiative, perseverance, self-confidence and boundless energy have been the main ingredients in her recipe for success. In 1987, Cora Mussely Tsouflidou bought a small abandoned snack bar on Côte-Vertu Boulevard in Montreal's St-Laurent area and decided to focus solely on breakfasts. Combining fresh fruit, cheeses, cereal, omelettes, crêpes, waffles and French toast, Cora soon had customers lining up to experience her innovative breakfast menu.



The philosophy behind her success is simple, quality food and first class service. Cora strongly believes that if you offer customers the best, they will come back. This success soon led to the opening of several more locations in the Montreal area.

Enterprising by nature, Cora decided to market her concept through franchising. Today the company includes 55 restaurants in Quebec; 20 in Ontario; four in New Brunswick; four in Nova-Scotia; one in Prince-Edward Island; two in Newfoundland; two in Manitoba; and one in Calgary.

To ensure product quality, in 1995 Cora established Casseroles Cora Inc., a commissary and distribution facility that ensures the quality, standard and availability of many of Cora's unique and proprietary products and blends including, coffee, bacon, sausage, syrup, mixes, custard, and more.

Through Casseroles Cora the company works with suppliers and manufacturers to develop the high-end blends and superior cuts of meat that are exclusive to Cora restaurants. The company also subcontracts manufacturers to produce Cora exclusive products such as crêpe and waffle mixes, and cretons, a practice that ensures quality standards are met and products taste the same in each Cora restaurant across Canada.

Even 20 years after her debut, Cora remains up to date in the industry and regularly visits restaurants. She ensures that her standards of quality are being respected by remaining in contact with her customers, her main source of inspiration and motivation. Cora takes to heart and remains implicated in the creation of new dishes by testing and evaluating new recipes in order to better introduce them in the restaurants.

In the business world, Cora is the best example of a "self-made business woman". She has won several awards including the Ernst & Young Entrepreneur of the Year award in the Manufacturing / Consumer Products Category, the Pinnacle Award and the Tops in Hospitality Award from Food Service and Hospitality magazine. In 2004, Mrs. Cora Tsouflidou, was inducted into the Canadian Professional Sales Association's Hall of Fame and in 2005 she received the Hall of Fame award from the Canadian Franchise Association. Last year, the company was named one of Canada's 50 Best Managed Companies.

Panelists



1) Dan Zalmanowitz - Witten LLP

Daniel Zalmanowitz is a partner in the Edmonton, Alberta law firm of Witten LLP. He is a graduate with a Bachelor of Arts and Bachelor of Laws degrees from the University of Alberta and attended law school at the University of Alberta and the University of Toronto. He was admitted to the Bar of Alberta in 1979. Mr. Zalmanowitz practices in the area of commercial law with an emphasis on franchising and related areas on behalf of both franchisors and franchisees. He has authored numerous papers and articles on franchising for the Canadian Bar Association, the Canadian Franchise Association, The Franchise and Distribution Law Journal, The Lawyers Weekly and other publications. He has lectured in commercial law for the bar admission course for the Province of Alberta. He is past chair and current member of the Legal & Legislative Affairs Committee of the Canadian Franchise Association, and was a member of the Commercial Law Strategy, Uniform Law Conference of Canada and Uniform Franchise Law Committee and for many years was on the editorial board of The Franchise and Distribution Law Journal. He represents and advises franchisors, master franchisees and franchisees and is recognized in the International Who's Who of Franchise Lawyers, the Canadian Legal LEXPERT Directory and The Best Lawyers in Canada as a leading practitioner in the area of franchising.

2) Edward (Ned) Levitt - Gowling Lafleur Henderson LLP

Edward (Ned) Levitt is a partner at Gowling Lafleur Henderson LLP in its Toronto office where he practises franchise, licensing and distribution law. He is recognized in Lexpert, the International Who's Who of Business Lawyers and by his peers as one of Canada's leading franchise law practitioners. Mr. Levitt has over 30 years experience practising franchise law, and was General Counsel to the Canadian Franchise Association between 2000 and 2007.

Mr. Levitt is a prolific writer, having published numerous books, papers and articles on franchise, licensing and distribution law, including Canadian Franchise Legislation published by Butterworths Canada Ltd.

A noted lecturer, Mr. Levitt has spoken at numerous seminars in Canada, the United States and Europe.

3) Ken Pattenden - President of Taco Time Canada

Ken Pattenden is the owner and President of Taco Time Canada Inc., a 120 unit Mexican restaurant chain with Food Court, Drive-thru and fast casual Cantina outlets throughout Canada. Ken is also the current Chairman of the Canadian Franchise Association, representing several hundred Franchise Brands and several thousand of their Franchisees in the promotion of ethical Franchising in Canada.

He is a graduate of the University of Michigan and a Chartered Accountant. He spent 14 years in the Real Estate Development industry in Senior Financial roles with Daon Development, Cadillac Fairview, Brookfield Properties and Schroeder Developments. He has spent the last 14 years in the Foodservice Industry with TacoTime. Ken is also the past president of the Calgary Children's Cottage, a crisis nursery serving over 3,500 Calgary children annually.

4) Thomas G. Frohlinger - Pullan Kammerloch Frohlinger Lawyers

Thomas Gordon Frohlinger joined the firm on Jan. 1, 2000, and became a named principal on July 1, 2000. He moved over to join his father-in-law from the higher profile Pitblado Buchwald Asper after 18 years there, starting as an articling student in 1981.

Before law he acquired an honours B.Sc in geology from McGill (1969); an M.Sc in earth science from the University of Manitoba (1973) and made the deans honor list at the Faculty of Law at the University of Manitoba in all three years between 1978 and 1981.

Tom's passion these days at the practice include the areas of entrepreneurial and commercial law, administrative law and construction litigation.

Besides law Frohlinger has professional credentials that embrace geology, engineering, and mining. Add to that his entrepreneurship (from running a northern fly-in lodge to building a computer training franchise for children), his law and commerce faculty lectureship responsibilities, his flying, his real estate brokerage, his northern Canada connections, his First Nations' rights interests, his restaurant involvement and sports franchises. All of these are part of the one package, and add his

award as master translator, plus appointment as Honorary Consul of the Republic of Hungary, and there is a heady mix of skills and experience (and good humor) at your table.

Frohlinger was 11 when he fled Budapest in the aftermath of the Soviet tank invasion of the tumultuous 1956 Hungarian Revolution. He emigrated to Canada in 1958 and holds dual Canadian-Hungarian citizenship. After securing his geology degree at McGill, he spent time with mining companies all across Canada doing geological exploration, line cutting, surveying, diamond drilling, mapping and prospecting. Then an opportunity came up with Manitoba's Department of Mines Resources and Environmental Management. He signed on becoming head of mineral administration after five years. In that time he was responsible for the financial and technical administration of all mining joint venture programs of the Government of Manitoba. This involved developing and implementing legislation governing development and production of metallic and industrial and quarry minerals as well as the technical and financial supervision of individual prospects.

These early career years developed his taste for Canada's north which launched him into the commercial tourism business. He bought Tamarack Lodge at Morson, Ont. As owner-operator came lessons in the realities environment, fisheries, tourism and crown lands bureaucracies. About that time, too, it became clear a flying license would be an asset, a belief, after experiences of "imperfect arrivals".

Tom is manager of professional resources for the firm. In this capacity he was nominated as Ernst and Young's Entrepreneur of the Year 2004 in the professional services category for Western Canada.

Frohlinger has spent a lot of time returning his experience to the profession.

The mid-1980s to the late 1990s are marked by many appointments to deliver lectures in business, commerce, management, law, and ethics- at the law faculty, at Banff and to the Law Society.

5) Daniel F. So - McKenzie Lake Lawyers LLP

Daniel F. So specializes in franchise, licensing and intellectual property law and heads the franchise law department at McKenzie Lake Lawyers LLP. Dan is a member of the Canadian Franchise Association's legal and legislative committee, and has presented and written numerous articles about franchising for the Ontario Bar Association, the Canadian Bar Association, the Canadian Franchise Association, and Franchise Canada magazine. Dan is on the Executive of the Ontario Bar Association Subcommittee on Franchising and he has been consulted by several provinces for input on their franchise legislation and regulations. Dan is the official legal advisor at North America's largest franchise show series and he is the author of the best-selling text Canadian Franchise Law Handbook, published by Lexis-Nexis Butterworths in 2005.

Dan is an adjunct professor at the Faculty of Law in the University of Western Ontario, an instructor of Business Law at Kings College at the University of Western Ontario and the Canadian Institute of Management. Dan is additionally an associate member of the Intellectual Property Institute of Canada. In his spare time, Dan is an avid offshore sailor.

6) John M. Sotos - Sotos LLP

Mr. Sotos, a founding partner of Sotos LLP, is a leading practitioner in Canadian franchise, licensing and distribution law with large national and international client base. He has extensive experience in franchise system development, repositioning, insolvencies and complex litigation including class actions. Mr. Sotos is listed in the International Who's Who of Franchise Lawyers, Lexpert and Leading 500 Lawyers in Canada; listed in www.BestLawyers.com; and attained highest rating in Martindale-Hubbell. Mr. Sotos sits on the editorial board of industry and professional publications; serves as special counsel to a number of franchisors and associations; co-chaired the Uniform Law Conference of Canada franchise law project; served on the Franchise Working Sector Team advising the Ontario government on franchise industry management; instructs internationally on franchising as a vehicle for economic growth; and serves on the Board of numerous corporations and charities.

Mr. Sotos' most recent publications include: "How to support and conduct franchising for economic development" (November 2006); "Types of Licensing Agreements and the Relationship between the Licensor and the Licensee" (April 2007); "Differences of legal aspects between Licensing and Franchising" (April 2007); and "I Prepared My Ontario Disclosure Document: Now What?" (April 2007).

7) Ben V. Hanuka - Goldman Sloan Nash & Haber LLP

Ben Hanuka obtained his law degree from Osgoode Hall Law School in Toronto in 1996. He concentrates his law practice in the area of franchise law and franchise litigation, and is listed in the Canadian LEXPERT Legal Directory as a leading practitioner in franchise litigation in Toronto. Ben has acted and continues to act in leading edge franchise court cases interpreting various aspects of the Arthur Wishart Act (Franchise Disclosure), 2000, including franchise class proceedings. Leading the Franchise Law and Franchise Litigation Team at Goldman Sloan Nash & Haber LLP, Ben and members of the team serve the interests of qualifying franchisors, qualifying franchisees and other franchise industry players with respect to the establishment and operation of franchise systems, and all aspects of the franchisor/franchisee relationship. Ben is frequently quoted on franchise law issues in the general business media and is a frequent writer and speaker at continuing legal education seminars.

8) Andrew Ogaranko, Q.C. - Pitblado LLP

Andrew Ogaranko is a senior partner and a past-Managing Partner of the Winnipeg law firm of Pitblado LLP and has over 30 years experience in the practice of law. Andrew practices primarily in the area of corporate and business law where he provides advice and legal services to public and privately-held companies, partnerships and sole proprietors. His practice extends to advising both franchisors and franchisees, as well as other parties doing business in, or related to the franchise field at the local, national and international levels. He is often retained to assist clients with planning, structuring, negotiating and implementing effective business models for applica-

tions in franchise operations. Andrew has been called upon to speak before various groups on the topic of franchising, including participating in seminars on the subject for the Law Society of Manitoba. He has also authored several articles and delivered papers on various aspects of the franchise industry and the relationships within it. Andrew is a member of the Canadian Bar Association, the International Bar Association Forum Committee on Franchising and an international associate member of the American Bar Association.

9) Lawrence M. Weinberg - Cassels Brock

Larry practises franchising and intellectual property law, with specific experience in all forms of franchising, licensing, trademarks, and the distribution of goods and services. He has organized and spoken at numerous seminars on licensing, distribution and franchising conducted by the Ontario government, International Bar Association, Ontario Bar Association, American Bar Association, Osgoode Hall Law School's Professional Development Programme, the Canadian Institute and the Canadian Franchise Association. Frequently, Larry is asked to comment on small business and franchising issues for newspapers, magazines, radio and television. In 2002, Larry was overall co-editor and one of the authors of the Canadian Franchise Association's first official book publication entitled *How To Franchise Your Business*. In 2004, he co-edited the American Bar Association Forum on Franchising's book entitled *Fundamentals of Franchising - Canada*. In 2006, he co-authored and edited the chapter on Canada for the ABA Forum's book entitled *International Franchise Sales Laws*. Currently, he acts as a Contributing Editor for the Federated Press quarterly journal *Franchise and Distribution*.

Larry is an active member of the American Bar Association Forum on Franchising, the International Bar Association Committee on Franchising, and the Canadian Franchise Association. He is also a member of the Executive of the Ontario Bar Association Joint Subcommittee on Franchising. In 2006, Larry was the first Canadian lawyer to be appointed Director of the ABA Forum's International Division and to a leadership role on its Governing Committee. Larry and the firm are listed in *Lexpert's* legal directory as being among the leaders in Canada in franchise law.

In 1999, the Canadian Franchise Association bestowed upon Larry its "Special Recognition Award." In 2002, the Canadian Franchise Association bestowed a further award upon Larry, namely its "Affiliate Recognition Award." Both awards are given once annually, "in recognition of outstanding support and contribution to the Canadian Franchise Association and the franchising community."

12) Lorraine McLachlan - Canadian Franchise Association

Lorraine McLachlan is the President and Chief Executive Officer of the Canadian Franchise Association (CFA), the national voice of Canadian franchising. With more than 430 corporate members nation-wide, representing many of Canada's best-known brands, the CFA represents franchisors and franchisees as it works with all levels of government to ensure the development of industry-made solutions. The CFA promotes ethical franchising and educates Canadians about franchising, specific franchise opportunities and proper due diligence.

Lorraine is responsible for the management of the Association, providing strategic advice to the Board and leadership to the staff. Key areas of responsibility include: fiscal growth, advocacy and government relations, membership development, issues analysis, strategic planning, education program development, media relations, and enhancement of public awareness of franchising and the CFA. She has held senior leadership roles in trade associations and not for profit organizations for more than 15 years. Lorraine is a graduate of the University of Toronto and holds an MBA from Royal Roads University, B.C. She currently serves on the Board of Directors of the University of Toronto Alumni Association and on the Board of Directors and Executive Committee of the Trillium Chapter of the Canadian Society of Association Executives.

11) Darlene P. Jonsson - Legal Counsel Manitoba Law Reform Commission

Darlene Jonsson joined the Manitoba Law Reform Commission as Legal Counsel in 2006. Darlene obtained a Bachelor of Social Work from the University of Manitoba (1985), a law degree from the University of Toronto (1989) and a diploma in legislative drafting from the Boston University School of Law (2002). Darlene's experience is concentrated in legal research, legal policy development and analysis and legislative drafting. She was formerly the Director

of Research and Library Services for the Northwest Territories Legislative Assembly, and served as legislative counsel in the Northwest Territories. Darlene has also worked in legal research and law reform for the Northern Territory Government (Australia), the Government of Western Australia and the Australian Senate, and carries out policy development and legislative drafting contract services for the Government of Nunavut. Darlene is currently working on the Manitoba Law Reform Commission's Final Report on Franchise Law.

Hosts



THE MARCEL A. DESAUTELS CENTRE
FOR PRIVATE ENTERPRISE AND THE LAW

John Pozios - Director, Marcel A. Desautels Centre for Private Enterprise and the Law

The mandate of The Marcel A. Desautels Centre for Private Enterprise and the Law is to integrate the disciplines of law, business and the humanities as they apply to family-controlled and other private enterprises, the principal foundation of all economic activity in Canada. The focus on private enterprise, rather than public corporations, and a multi-disciplinary approach to understanding business people, as well as their businesses, makes the Centre unique for a Canadian law school.



ASPER CHAIR
OF INTERNATIONAL BUSINESS AND TRADE LAW

Bryan Schwartz - Research Chair, Asper Chair of International Business and Trade Law

Professor Schwartz is the editor of two annual publications, the Asper Review of International Business and trade LAW, and Underneath the Golden Boy(a survey of legislative developments in Manitoba). The Asper program has sponsored a number of other conferences, including on money laundering and proceeds of crime law, NAFTA and investment law and the future of the Canadian Wheat Board.

Location

A) The Manitoba Club - 194 Broadway Ave. Winnipeg, MB



MC

Established in 1874, the Manitoba Club is western Canada's oldest private club. The Manitoba Club's facilities are designed for the highest quality entertaining for social, business or family events.

B) The Fort Garry Hotel - 222 Broadway Ave. Winnipeg, MB



The Fort Garry Hotel is designated as a national historic site. Since 1913, this former Grand Trunk Pacific Railway hotel has stood as a symbol of Winnipeg's importance as a North American transportation hub and of the prairie city's affinity for old world elegance. One of Winnipeg's most prestigious landmarks, The Fort Garry is now in its 10th decade. In recent years, this grand hotel has enjoyed an unparalleled renaissance, winning new admirers and accolades from patrons and guests as the hotel approaches its 100th year on Broadway.



2008 FRANCHISE LAW SYMPOSIUM

2008 FRANCHISE LAW SYMPOSIUM SCHEDULE:

Time	Topic	Panelists
8:30 – 9:00 am	Registration and Coffee	
9:00 – 10:20 am	<p>Introduction</p> <p>Panel 1: Scope of Disclosure</p> <ul style="list-style-type: none"> • Standard • Elements • Timing 	<p>Mr. John Pozios (Symposium Chair)</p> <p>1. Mr. Larry Weinberg</p> <p>2. Ms. Darlene Jonsson</p> <p>3. Mr. Dan Zalmanowitz</p> <p>4. Ms. Lorraine McLachlan</p>
10:30 – 11:50 am	<p>Panel 2: Exemptions from Disclosure</p> <ul style="list-style-type: none"> • Uphold Current Exemptions: <ul style="list-style-type: none"> o Existing Franchisees o Section 5(1)(g) of Arthur Wishart Act. o Ministerial Discretion o Financial Disclosure - Additional Exemptions 	<p>1. Mr. Dan F. So</p> <p>2. Mr. John Sotos</p> <p>3. Mr. Ken Pattenden</p>
12:00 – 1:20 pm	Lunch and Keynote Speaker	Mrs. Cora Tsouflidou
1:30 – 2:50 pm	<p>Panel 3: Franchise Relationships</p> <ul style="list-style-type: none"> • Power Imbalance • Contracts (renewal, termination, etc) • Need for Regulatory Body • Transfer/sale of Franchise • Restrictive Covenants • Mandatory ADR 	<p>1. Mr. Ben V. Hanuka</p> <p>2. Mr. Ned Levitt</p> <p>3. Mr. Tom Frohlinger</p> <p>4. Mr. Andrew Ogaranko</p>
2:50 – 3:00 pm	Concluding Remarks	Dr. Bryan Schwartz

Registration

Please register online by credit card at:



http://www.umanitoba.ca/law/franchise_symposium

If you would like to register many attendees at once, or you would like to pay using a method *other than* credit card please contact:

Rosa Muller - Events Coordinator

303-224 Dysart Rd.

Robson Hall, University of Manitoba

R3T 2N2

ph. 204-474-6130

fax. 204-474-7580

**Registration Fee: \$90+gst
(includes lunch and snacks throughout the day)**

Free admission for law students



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2008 FRANCHISE LAW SYMPOSIUM

WINNIPEG, MANITOBA • MARCH 14, 2008

Will Manitoba soon have its first franchise legislation?

What should it say?

What lessons can we learn from the rest of the world?

Come meet with top experts in business, policy and law as we explore the future of this crucial part of our economy.

Manitoba Club, 194 Broadway

Winnipeg, Manitoba

March 14, 2008

8:30 am -3:00 pm

Registration: \$90^{+GST}

http://www.umanitoba.ca/law/franchise_symposium

Keynote Speaker: Mrs. Cora Tsouflidou (founder and owner of Cora's)

Register by Fax or Mail

Name: _____ Dr. Mr. Mrs. Ms. Miss Other: __
Organization _____ Unit _____ Position _____

(if you are registering on behalf of several members of your organization please attach a list with each attendee's information)

Street: _____

City: _____ Province: _____ Postal Code: _____

Phone: _____ Fax Number _____

Email: _____

Payment Method

Method 1: Credit Card (please register on-line for individuals, reserve this method for registering multiple attendees)

Visa Mastercard Total amount: \$ _____ @\$94.50

Cardholder Name: _____ Authorized Signature: _____

Card Number: _____ Expiration Date: _____

Method 2: Cheque or Money Order

Total amount enclosed: \$ _____ @\$94.50

Please make cheque or money order (Canadian funds only) payable to *University of Manitoba*

Refund Policy: Notification of cancellation must be received by Mail or Fax before March 7, 2008 in order to receive a refund of a paid registration fee, less an administration fee of CAD \$10.00. Registrations may be transferred without an administration fee before February 29, 2008.

Send to **Rosa Muller - Events Coordinator**

303-224 Dysart Rd, Robson Hall,

University of Manitoba, Winnipeg MB R3T 2N2

or

Fax: **(204) 474-7580**

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