

Taft Stettinius & Hollister LLP http://www.taftlaw.com

Cincinnati / Cleveland / Columbus / Dayton / Indianapolis / Northern Kentucky / Phoenix

Franchise and Distribution Overview

The Franchise and Distribution practice offers a broad range of legal services to franchisors, franchisees, associations of franchisees, managers and distributors. Taft represents franchisors in preparing Uniform Franchise Offering Circulars, franchise agreements, area agreements and related contracts, and in litigation and other dispute resolution procedures.

Taft has represented franchisees throughout the nation in litigation to protect franchise rights. Taft advises franchisees in evaluating franchises, negotiating franchise agreements, raising capital and ongoing business issues. Taft has represented several franchisee associations on system-wide issues. Taft also represents manufacturers and distributors in managing, terminating and restructuring the distribution relationship.

The Franchise and Distribution practice has decades of experience advising franchisors, franchisees, manufacturers and distributors on the many issues presented by the franchise or non-franchise distribution relationship. Our franchise clients range from start-up to Fortune 500 in size. Likewise, our clients cover many industries.

Litigation

Taft franchise lawyers have litigated throughout the nation in federal and state courts on issues of importance to franchisors, franchisees, manufacturers and distributors. Taft franchise lawyers also have experience in arbitration, mediation and other alternative dispute resolution procedures. Taft has both pursued and defended breach of contract actions, including actions related to:

- Exclusive territories
- Encroachment



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- Non-competition agreements
- Rights to transfer the franchise
- Termination rights
- Franchisor and franchisee performance

Taft franchise lawyers have litigated good faith and fair dealing claims and claims of implied or quasi contract dealing with changing methods of distribution, rights to new products, franchisor pricing of its products and other aspects of the franchise and distribution relationship.

Taft lawyers have litigated as to the consequences of franchisors acquiring other franchise systems. Taft also has litigated statutory and tort franchise issues, including compliance with state registration/disclosure laws, business opportunity laws, relationship/termination laws, and claims of fraud, tortious interference, infringement and other conduct.

Taft's franchise lawyers have litigated cases arising under federal and state antitrust and unfair trade laws involving franchise/distribution systems, vertical restraints, tying arrangements, price discrimination and deceptive or unfair trade practices.

Business Representation

Taft advises franchisors on compliance with FTC and state franchise disclosure/registration laws, relationship/termination laws and business opportunity laws. We counsel on structuring distribution to minimize the impact of such laws.

Taft assists franchisors in preparing Uniform Franchise Offering Circulars (UFOC), franchise agreements, license agreements and protecting trademarks, copyrights, trade class and patents.

Taft's franchise lawyers have advised franchisors, franchisees, franchisee associations, manufacturers and distributors on:



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- Advertising funds
- Pricing
- Customer relations
- Trademarks
- Antitrust
- Internet commerce
- Purchase cooperatives
- Transshipments and gray market problems
- Exclusivity
- Non-competition
- Franchisee transfers
- Termination

Taft lawyers have handled many sale acquisitions of franchise and distribution businesses, some up to hundreds of millions of dollars. These services include:

- Structuring the transaction
- Tax advice
- Negotiating the acquisition agreements
- Environmental issues
- Employment issues
- Hart-Scott-Rodino filings
- Post-closing issues