



Franchising and Distribution

Building the best brands – regional, national, and international.

From first-time franchisors to multiunit systems to individual franchisees, Spencer Fane represents companies of all sizes, providing comprehensive services from development, operation, and expansion to termination, nonrenewals, and contractual disputes. We advise on both federal and state franchise and distribution law, representing existing franchise systems as well as businesses seeking to franchise for the very first time.

Overview

Advising on every step in the franchise process

We know the universe of legal and business needs of both franchisors and franchisees – from developing infrastructure for companies wanting to franchise to advising on regulatory compliance to counseling on franchisor-franchisee relations and resolving disputes.

The Spencer Fane Franchising and Distribution team advises franchisors and distributors in a full range of areas, including:

- **Corporate**, including entity structure, governance, and mergers and acquisitions
- **Regulatory compliance**, including registration and disclosure obligations and exemptions
- **Tax**
- **Intellectual property**, trademarks, copyrights, and other IP
- **Employment**
- **Dispute resolution**, including litigation, arbitration, and mediation
- **Real estate**
- **Bankruptcy**

We assist manufacturers by:

- **Preparing distribution agreements** that govern the product distribution relationship between manufacturers and wholesalers and between wholesalers and retailers.
- **Advising on state laws governing the termination of dealers**, including advance notice and “good cause” requirements.
- **Helping them navigate the inventory repurchase obligations** that exist when terminating dealers.