

David A. Beyer

Partner

David Beyer is widely and regularly recognized as one of the country's leading franchise and distribution lawyers for many reasons. There are few attorneys in the field with his depth and breadth of experience in franchise law. For national and international, household-name businesses, David organizes and structures franchise and other distribution programs; negotiates and prepares complex franchise, sub-franchise, and distribution agreements; represents franchisors and subfranchisors in compliance with franchise disclosure and registration laws; evaluates and negotiates supply relationships; counsels on the impact of antitrust and trade regulation laws; handles international franchising and distribution matters; prevents and resolves franchise disputes; assists in franchise and dealership terminations; facilitates joint ventures, mergers, acquisitions, and capital raising for franchise and growth companies; structures dealership and licensing programs; and works on countless other related corporate and business matters.

David frequently advises clients on other sales and distribution methods, with a special emphasis on avoiding burdensome franchise sales laws, including licensing, multilevel distribution, direct selling, sales representatives, joint ventures, dealerships, and business opportunities. He actively represents franchisors on technology-related issues, including website development, e-commerce, cybersquatting, and channel conflict. He regularly counsels clients in numerous industries, including hospitality (hotels, restaurants, and travel), health care, automotive, publications, real estate and business brokerage, education and childcare facilities, and retail merchandising, among others. Having begun his career as a corporate and securities lawyer handling securities offerings, mergers, and joint ventures, David frequently leverages that experience in similar transactions involving franchise and other companies.

In short, there is exceedingly little that David hasn't done in the area of franchise law.

Because of his wide-ranging knowledge, David is a leader in the development of franchise law in Florida. He has served multiple terms as chairman of the Franchise Law Committee of the Florida Bar. In that role, he has led successful efforts both to improve franchise laws in Florida and to defeat destructive proposed legislation. He is one of just a handful of franchise lawyers honored by his peers to present at the keynote plenary sessions on both the Annual Developments in Franchise Law at the ABA Franchise Forum and the Judicial Update at the IFA Legal Symposium. Whatever the audience or need, he is a problem solver, clearly well



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equipped to help franchise clients achieve their goals and grow their businesses.

Legal Services

- Business Law
 - Antitrust and Trade Regulation
- Mergers & Acquisitions
- Direct Sales Industry
- Franchise & Distribution
- International Services

Education and Honors

- Vanderbilt University Law School (J.D., 1982)
 - *Vanderbilt Law Review* (Member)
- Tulane University (M.B.A., 1979)
 - Beta Gamma Sigma (Member, Business Honor Society)
- Tulane University (B.A., 1978)

Bar Admissions


- Florida

Professional and Civic Activities

- American Bar Association (Member, Forum Committee on Franchising)
- ABA *Franchise Law Journal* (Associate Editor and Editorial Board: 2006–2011)
- International Franchise Association (Member, Council of Franchise Suppliers and Legal Legislative Committee)
- The Florida Bar (Member; former multiple-term Chairman and founding member of the Antitrust, Franchise and Trade Regulation Committee)
- The Fellows of the American Bar Foundation (limited to two percent of the ABA)

Professional Recognition

- Selected for Chambers USA® (2013–present: Franchising)
- Martindale-Hubbell AV® Preeminent™ Peer Review Rated
- Consistently recognized by The Best Lawyers in America® (2006–present: Franchise Law)
- Consistently awarded status as a "Legal Eagle" in the franchising community by Franchise Times magazine's annual listings, including its Hall of Fame
- Consistently recognized by Florida Super Lawyers® 2006–2009,

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- 2011–present: Franchise/Dealership
- Selected annually in “Who’s Who of Franchise Lawyers” by the International Who’s Who of Business Lawyers
 - Certified Franchise Executive by the Institute of Certified Franchise Executives

Services

David spends the majority of his practice representing franchisors, but the range of services to those clients is expansive and encompasses a broad range of business activities, transactions, and relationships.

Franchise Registration and Disclosure

- Regularly assists franchisors in preparing franchise disclosure documents and counseling on information that is necessary to be disclosed, particularly with respect to unusual facts, circumstances, and transactions.
- Resolved numerous state compliance investigations alleging regulatory violations by franchisors for the alleged unregistered sale of franchises.
- Assisted companies in converting license, distributorship, and dealership programs into franchises, and assisted in resolving regulatory compliance disputes in connection with same.
- Regularly advises clients on structuring transactions to take advantage of regulatory exemptions.

Franchise Transactions and Relationships

- Represented numerous franchisors in connection with negotiation of complex multi-jurisdictional and multiple-unit franchise transactions.
- Represented numerous franchisors in numerous industries in structuring and negotiating multi-tier and sophisticated franchise structures, including master franchises, subfranchising, area representative programs, area development programs, and franchise brokerage relationships.
- Represented multiple-unit subfranchisors, area representatives, and area developers in negotiating complex franchise transactions with their franchisors.
- Represented franchisors in connection with franchise, license, and similar commercial relationships with large institutional operators for large and special-format venues and sites.
- Represented multiple franchisors in connection with negotiations on franchise agreement terms, franchise policies, and other aspects of the franchise relationship with franchisee associations and advisory groups involving matters of territorial and channel conflict, including relating to e-commerce.

- Advised and assisted in structuring franchise e-commerce.
- Assisted multiple franchisors in drafting and negotiating supply and distribution agreements.

Franchise, Alternative Distribution, and Direct Sales

- Regularly assists companies in expanding their business through alternatives to franchising, including dealerships, distributorships, sales representatives, joint ventures, licenses, and direct sales (including multi-level marketing).
- Regularly assists growing companies in structuring their relationships to avoid federal and state franchise and business opportunity laws.
- Restructured programs to fit exclusions and exemptions in numerous industries, including food service, education and vocational training, lodging, and hospitality.
- Assisted growing companies with structuring joint venture transactions to avoid franchise laws or meet exemptions from them.

Mergers and Acquisitions

- Represented a franchisor selling substantially all of the company-owned and franchised assets of a car rental chain to a larger competitor, on all aspects of the acquisition transaction.
- Represented a franchisor in the sale of majority control of stock of a food and beverage chain, on all aspects of the acquisition transaction.
- Represented the selling franchisor of a food and beverage chain in the sale of majority control to a private equity firm, as special counsel on franchise aspects of the transactions.
- Represented a fast-growing restaurant chain in the sale of control of its common stock from one private equity firm to another, as special counsel on franchise aspects of the transaction.
- Represented a franchising company and founder in the sale of all of the assets of a special event publication franchisor to a private equity firm.
- Represented a sign-making and graphic services franchisor in the acquisition of a smaller competitor.
- Represented a sign-making and graphic services franchisor on its acquisition by a larger franchisor in complementary industries, as special counsel on franchise and other related matters.
- Represented a direct mail advertising franchisor in the acquisition of a digital coupon advertising company.
- Represented a large travel agency franchisor in its acquisition and consolidation of large multistate regional subfranchisors, on all aspects of the acquisition transaction.

- Represented a multistate regional subfranchisor for a real estate brokerage chain in its sale to the franchisor in a consolidation transaction, on all aspects of the acquisition transaction.
- Represented a multi-unit franchisee in its acquisition of substantially all of the assets of the franchisor so that it became the owner of the franchise system afterward.

International

- Represented franchisors in a variety of industries in numerous countries on international franchise transactions, including preparation and negotiation of international multi-unit and multi-jurisdictional franchise agreements, including master franchise and area development agreements, and working with international local counsel on franchise documentation and legal compliance.
- Represented franchisors and subfranchisors on both inbound (to U.S.) and outbound structures and transactions.

Dispute Resolution

- Regularly counsels franchisors in strategies for successful termination of franchise agreements and relationships.
- Assisted franchisors in settling franchise litigation arbitrations through settlements and other strategies and negotiating terms of same.
- Regularly counsels franchisors on handling franchise transfer issues and resolving conflicts on same.
- Advised an association of area representatives for a large fast-casual restaurant chain on their rights and remedies in connection with their development agent agreements.

Publications and Presentations

11/09/17

Bill To Narrow Joint Employment Passes In The House

Labor & Employment Alert

04/10/17

"Proposed Florida Franchise Bill Dies in Committee"

Franchise Law Insider

02/24/17

"Proposed Bill Threatens Franchising In Florida"

Law360

02/23/17

"Proposed Bill Threatens Franchising in Florida"

Franchise Law Insider

02/14/17

Proposed Bill Threatens Franchising in Florida

Franchise & Distribution Law Alert

01/30/17

"Financial Performance Representations"

International Franchise Association (IFA) Annual Convention (Moderator and Chair of Session)

11/07/16

"Should Franchisors be Concerned with the McDonald's Wage Deal?"

Franchise Law Insider

01/28/16

Department of Labor Issues Guidance on Joint Employment Under the FLSA

Franchise & Distribution Law Alert

01/27/16

"Franchisors: Take Note of New Joint Employment Guidance"

Franchise Law Insider

11/11/15

"NLRB Finds No Joint Employment Relationship In First Test Since Browning-Ferris"

Franchise Law Insider

10/16/14

"Fundamentals 201: Transfers and Assignments in Franchising"

ABA Forum on Franchising, Seattle

12/13/12

Class Certification in Text Messaging Case Contains Lessons for Franchisors

Franchise & Distribution Law Alert

10/01/12

"Changes in System Standards: What is the Extent of the Franchisor's Latitude?"

American Bar Association Forum on Franchising

10/01/12

"Changes in System Standards: What is the Extent of the Franchisor's Latitude?"

35th Annual American Bar Association Forum on Franchising, Los Angeles, California

04/19/12

"Legal Issues Facing Franchise Development Professionals"

*International Franchise Association Franchise Development Seminar,
Tampa, FL*

02/11/12

**"The Twitter Frontier: Harnessing the Power of Social Media While
Protecting Your Franchise System"**

International Franchise Association Convention, Orlando, Florida

05/15/11

"Judicial Update"

IFA 44th Annual Legal Symposium, Washington, DC

05/01/11

IFA Legal Symposium Judicial Update

05/01/11

IFA Legal Symposium Judicial Update Plenary Session

01/01/11

Franchise Law and Practice

*Florida Small Business Practice published by The Florida Bar, 2008 and
Seventh Edition, 2011*

10/06/10

"Franchise Sales Compliance"

IFA Franchise Development Seminar, Tampa, Florida

09/01/10

"Franchising and Distribution Currents"

Franchise Law Journal, Fall 2010, Fall 2009, Summer 2006-2008

01/16/10

"How to Franchise Your Business"

International Franchise Expo South, Miami Beach, Florida

03/21/09

"Administering a Franchise Program: Compliance Programs and Goals"

International Franchise Expo, Washington, DC

03/20/09

"Franchising as an Expansion Strategy"

International Franchise Expo, Washington, DC

12/01/08

"When Are Sales Representatives Also Franchisees?"

Franchise Law Journal

10/01/08

"Annual Franchise and Distribution Law Developments 2008"

American Bar Association Forum on Franchising

10/01/08

"Annual Franchise and Distribution Law Developments 2008"

31st Annual American Bar Association Forum on Franchising, Austin, Texas

01/01/08

"Franchise Desk Book - Selected State Laws, Commentary and Annotations"

American Bar Association Forum on Franchising, Florida Law Chapter, First Edition 2001 and Second Edition 2008

02/01/07

"Franchise Law Compliance Training"

47th Annual International Franchise Association Convention, Las Vegas, Nevada

01/01/07

"Elements of Successful Franchising"

International Franchise Expo, Miami, Florida

04/01/04

"Franchise Sales Compliance"

IFA Franchise Development Conference, Miami, Florida

04/01/04

"International Franchising: A Global View From the United States"

Barcelona-Florida International Legal Symposium, Barcelona, Spain

11/01/03

"Franchise Law"

Franchise 101 Bootcamp, City of St. Petersburg Economic Development Department

10/01/03

"Franchising in the Professions"

26th Annual American Bar Association Forum on Franchising, Hollywood, Florida

06/01/03

"Perilous Prospects - Part II: Lawsuits to Get Into the Franchise System"

Franchise Law Journal

05/01/03

"Franchise Lead Referral Networks: Brokers or Consultants?"

Franchising World

04/01/03

"Perilous Prospects - Part I: Lawsuits to Get Into the Franchise System"

Franchise Law Journal

01/01/03

"Franchise Sales and Disclosure Laws"

Florida bar Continuing Legal Education Committee and the Business Law Section, Miami, Florida

04/01/02

"Selling Franchises Without Getting Into Trouble"

International Franchise Expo, New Orleans, Louisiana

04/01/02

"The Use of Technology in Franchising"

International Franchise Expo, New Orleans, Louisiana

02/01/02

"Franchise Law Basics"

Institute for Certified Franchise Executives, International Franchise Association Educational Foundation, Orlando, Florida

11/01/01

"The Prevent Defense"

2001 Legal Roundtable Series, International Franchise Association, Ft. Lauderdale, Florida

02/01/01

Multilevel Marketing Seminar

Direct Selling Association, Baltimore, Maryland

02/01/01

Channel Conflict Business Roundtable, Internet Track

41st Annual International Franchise Association Convention, Las Vegas, Nevada

02/01/01

"Making the Word Safe for Franchising: Nieman v. Dryclean USA"

Florida Bar Journal

12/01/00

"Estimated Initial Investment Claims: Strict Liability or Strictly Folly?"

Franchise Law Journal

05/01/00

"Selling Franchises Without Getting Into Trouble"

International Franchise Expo, Orlando, Florida

01/14/00

"Franchise Issues Under the Florida Deceptive and Unfair Trade Practices Act"

The Florida Bar, Miami, Florida

02/03/99

"Branding Options and Alternatives"

The 1999 Rudnick & Wolfe Lodgings and Timeshare Summit, Chicago, Illinois

05/17/98

"Vicarious or Derivative Liability"

IFA Judicial Update, Washington DC

10/22/97

"Multilevel Marketing and Direct Selling: Laws and Regulations"

ABA Forum on Franchising, Colorado Springs, Colorado

10/01/97

"Multilevel Marketing and Direct Selling"

ABA Forum on Franchising Annual Meeting, Colorado Springs, Colorado

04/01/97

"Florida Clarifies Enforcement of Noncompetes"

Franchise Law Journal, American Bar Association Vol. 16, No. 4

04/01/97

"ADR and Franchise Disputes"

Dispute Resolution Times, American Arbitration Association, Midwest and Southern Edition

12/20/96

"Florida's Non-compete Law, Practical Aspects of Franchisee Representation"

The Florida Bar, Miami, Florida

08/01/96

"New Florida Legislation Clarifies Enforcement of Noncompetes"

Florida Bar Quarterly Report Vol. IX, No. 1

12/08/95

"Florida's Non-compete Law, Practical Aspects of Franchisee Representation"

The Florida Bar, Miami, Florida

10/11/95

"Limited Liability Companies: What They Are and What You Do With Them"

ABA Forum on Franchising, Orlando, Florida

09/26/95

“Franchise Law: An Overview of Federal and State Regulation of the Sale of Franchises”

USF Small Business Development Center Legal Forum, Tampa, Florida

04/01/95

“Florida Becomes the Battleground for Vicarious Liability”

IFA Franchise Legal Digest, Volume I

03/01/95

“Franchise Vicarious Liability in Florida: A Survey and Recent Developments”

Florida Bar Journal, Volume LXIX, No. 2, February 1995 and Volume LXIX, No. 3, March 1995

12/09/94

“Multiple-Unit Franchising”

Florida Franchise Association, Ft. Lauderdale, Florida

08/11/94

“Franchisor Liability for its Franchisees’ Operations: Their Liability May Be Your Liability!”

Florida Franchise Association, Tampa, Florida

05/20/94

“Ending the Confusion on Earnings Claims”

Analysis prepared for the Florida Franchise Association

12/10/93

“The Impact of Franchise Laws on Negotiations With Prospective Franchisees and The New UFOC: For Better or For Worse, Emerging Issues and Franchise Negotiations”

The Florida Bar, Miami, Florida

12/01/93

“The Proposed Florida Fast Food Franchise Practices Act: Franchisees Have It Their Way”

Analysis prepared for the Florida Franchise Association and the Florida Coalition for Responsible Franchising, Inc.

09/23/93

“The New UFOC: For Better or For Worse”

Florida Franchise Association, Tampa, Florida

09/23/93

“Summary of the Iowa Franchise Act”

Florida Franchise Association, Tampa, Florida

06/25/93

"International Franchising: A Travel Guide"

The Florida Bar, Lake Buena Vista, Florida

06/25/93

"International Law Update: Emerging Practice Areas for Florida Lawyers"

The Florida Bar, Lake Buena Vista, Florida

05/24/93

"Master Franchising/Sub-franchising"

*International Franchise Association 26th Annual Legal Symposium,
Washington, DC*

01/01/93

"Legal Considerations in Establishing Franchise Programs, Franchise Law and Practice"

The Florida Bar

11/05/92

"Legislative Assault: Balancing the Scales or Franchisee Protectionism"

Florida Franchise Association, Tampa, Florida

05/29/92

"Planning and Financing the Franchise System"

*First Annual Statewide Franchise Conference, University of Central Florida,
Orlando, Florida*

04/01/92

"Advertising Pools and the Free Rider Problem - Who Can Sue?"

Franchise UPDATE, Second Quarter 1992

12/13/91

"Franchise Divorce: Terminations and Breakaways. Franchise Disputes in Arbitration, Litigation and Mediation"

The Florida Bar, Miami, Florida

11/01/91

"Summary of Financial Statement Requirements for Franchising"

Florida Franchise Association, Orlando, Florida

10/29/91

"Breaking Up is Hard to Do: Divorce and Alternatives in Franchise Relationships"

IFA Legal Roundtable, Miami, Florida

06/13/91

“Enhancing Collection of Royalties and Service Fees Through the Franchise Agreement”

Florida Franchise Association, Tampa, Florida

03/09/91

“Participation in Franchise Shows”

Florida Franchise Association, Orlando, Florida

12/14/90

“Multiple Unit Franchising, Franchising and its Alternatives”

The Florida Bar, Miami, Florida

12/14/90

“Introduction to Regulation of Multilevel Marketing Methods: Focus on Florida, Franchising and its Alternatives”

The Florida Bar, Miami, Florida