

# CONTENTS

	<i>Page</i>
Foreword – Brian Smart – Executive Director of the British Franchise Association	v
Contents	vii
Contributors' profiles	xi
Acknowledgements	xxviii
Editor's note	xxv
The role of international franchising – James W Watson – Chairman of the British Franchise Association	xxvii

## Part I

<i>The preliminaries</i>	1
Chapter 1      Commercial preparation – Brian A Smith – Ernst & Young, London	3
Chapter 2      Financing international expansion – Ron Campbell – The Royal Bank of Scotland plc, Edinburgh.	12
Chapter 3      Structure – Mark Abell – Field Fisher Waterhouse, London	16

## Part II

<i>Issues to be considered when negotiating the agreement</i>	53
Chapter 4      Strategic approach to anti-trust – Richard Wozenilek – Weir & Foulds, Toronto	55
Chapter 5      The grant – Mark Abell – Field Fisher Waterhouse, London	67

	<i>Page</i>
Chapter 6 Intellectual property rights – Louis Lafili and Nicole Van Ranst – Lafili & Van Crombrugghe, Brussels	72
Chapter 7 The financial aspects – Dr Rudolf Meroni – Mueller, Wehrli & Partners, Zurich	87
Chapter 8 Development schedule – Mark Abell – Field Fisher Waterhouse, London	100
Chapter 9 General obligations of both parties – Mark Abell – Field Fisher Waterhouse, London	103
Chapter 10 Product liability – Mark Abell and Anthony Landes – Field Fisher Waterhouse, London and Dr Andreas Rau, Rau v Pander & Partner, Munich	106
Chapter 11 Property – Mark Abell and Suzanne Middleton-Lindsley – Field Fisher Waterhouse, London	119
Chapter 12 Confidentiality and non-competition restrictions – Tony Fisher and Mark Abell – Field Fisher Waterhouse, London	123
Chapter 13 Sale of sub-franchisor's/developer's rights – Michael J Bell – MacRoberts, Edinburgh and Glasgow	129
Chapter 14 Notification/consents – Mark Abell – Field Fisher Waterhouse, London	136
Chapter 15 Miscellaneous considerations – Mark Abell – Field Fisher Waterhouse, London	138
 <i>Part III</i>	
Taxation	141
Chapter 16 Taxation – Alison Sparshatt – Ernst & Young, London	143

	<i>Page</i>
<b>Part IV</b>	
<i>Disputes and termination</i>	167
Chapter 17 Resolving international franchise disputes – Nick Rose – Field Fisher Waterhouse, London	169
Chapter 18 Termination – Mark Abell – Field Fisher Waterhouse, London	205
<b>Part V</b>	
<i>Individual countries</i>	213
Chapter 19 United States – Jeffrey M Freedman – Brown Rudnick, Freed & Gesmer, Boston	215
Chapter 20 Canada – Richard Wozniak – Weir & Foulds, Toronto	238
Chapter 21 Belgium – Louis Lafili and Nicole Van Ranst – Lafili & Van Crombrugge, Brussels	268
Chapter 22 The Netherlands – Hans Beeftink, Moret, Ernst & Young, Amsterdam	282
Chapter 23 Switzerland – Dr Rudolf Meroni – Mueller, Wehrli & Partners, Zurich	293
Chapter 24 Spain – Javier Deleito – Banco Santander, Madrid	300
Chapter 25 Japan – Mark Abell – Field Fisher Waterhouse, London	306
Chapter 26 China – Gan Xiao Lan – on secondment to Field Fisher Waterhouse, London, from The Beijing Law Firm for Foreign Economy and Trade	321

	<i>Page</i>
<b>Part VI</b>	
<i>Case studies</i>	337
Chapter 27 Tie Rack plc case study – Ronald Delnevo – former Franchise and Property Director, Tie Rack plc, former Vice Chairman of the BFA, presently Managing Director of Essanelle Ltd	339
Chapter 28 Fastframe in America – John L Scott – President, Fastframe USA Inc	348
<b>Part VII</b>	
<i>Appendices</i>	357
Appendix 1 EC Know How block exemption tabular analysis – Mark Abell, Field Fisher Waterhouse, London	359
Appendix 2 Master franchise agreement precedent – Mark Abell, Field Fisher Waterhouse, London	373
Appendix 3 Joint venture agreement precedent – Mark Abell, Field Fisher Waterhouse, London	395
Appendix 4 National franchise associations	409