

CURRICULUM VITAE

LAW OFFICES OF BRIAN H. COLE

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Certified Specialist, Franchise and
Distribution Law
The State of California Board of
Legal Specialization

EXPERIENCE

Law Offices of Brian H. Cole, Manhattan Beach, California (March 2009 to present).
Chase Law Group, P.C., Manhattan Beach, California (January 2016 to present); *Of Counsel*.
Bryan Cave, LLP, Santa Monica, California (September 2006 to February 2009); Counsel.
Jenkins & Gilchrist, LP, Dallas, Texas and Los Angeles, California (March 2000 to September 2006); Counsel and Of Counsel.

Transactional/business attorney, emphasizing the issues affecting companies and individuals involved in franchise and distribution and related areas.

Prepare franchise agreements, franchise disclosure documents, and related agreements to allow companies to sell franchises.

Review franchise disclosure documents and advise prospective franchisees

Handle general transactional, corporate, and real estate matters, especially for clients that are either franchisors or franchisees.

Counsel clients concerning myriad issues, including contract interpretation, franchise sales, operations, acquisitions and divestitures, and human resources issues (including reductions in force).

Assist with franchise-related litigation (primarily franchise-related), including drafting briefs, preparing settlement documentation, and conducting written discovery.

PepsiCo, Inc., Wichita, Kansas, and Dallas, Texas (January 1986 to October 1997). Attorney, Senior Attorney, and Counsel.

Tricon Global Restaurants, Inc., *n/k/a* Yum! Brands, Inc., Dallas, Texas (October 1997 to March 2000). Counsel.

In-house attorney assigned to Pizza Hut, Inc. (subsidiary of each company) and nominal officer of all of Pizza Hut's operating subsidiaries. Addressed all issues applicable to large, privately-held restaurant franchisor, with primary emphasis on franchising and related issues.

Provided legal counsel for non-Pizza Hut subsidiaries (East Side Mario's and D'Angelo's Sandwich Shops).

Prepared franchise offering circulars for Pizza Hut and all affiliates involved in franchising (including Taco Bell and KFC).

Provided legal support for numerous departments, including acquisitions and divestitures, new concepts, supply-chain management, human resources, real estate, liquor and other licensing, government relations, operations, and risk management.

Managed Pizza Hut franchise administration process (over 100 franchisees, operating over 2,000 restaurants and delivery units).

Handled multiple simultaneous acquisitions and divestitures, both of groups of restaurants (ranging in size from a single restaurant to over 100 restaurants) and of restaurant chains, with values ranging up to over \$100 Million.

Supervised staff of up to ten people.

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Holland & Hart, Denver, Colorado (May 1981 to December 1985); Associate in Business Department.

Primary emphasis on issues of small, privately-held companies, as well as commercial issues of regional banks and other lenders.

Kaye, Scholer, Fierman, Hayes & Handler, New York, New York (Summer 1980); Summer Associate.
DeLange, Hudspeth, Pitman & Katz, Houston, Texas (Summer 1979); Summer Clerk.

Conducted research projects during summer internships.

EDUCATION

University of Texas School of Law, Austin, Texas, J.D. with Honors (August 1981).

Rice University, Houston, Texas, B.A. (May 1978); dual majors in Political Science and Psychology; President's Honor Roll six semesters; recipient of National Merit Scholarship (four years).

BAR ADMISSIONS AND ACTIVITIES

Colorado (1981) (currently on inactive status); District of Colorado (1981).

California (2001); Central and Southern Districts of California (2002).

Hawaii (2010) (currently on inactive status).

Certified Specialist, Franchise and Distribution Law (State Bar of California Board of Legal Specialization) since April 2009.

Franchise and Distribution Law Advisory Commission, California Board of Legal Specialization (Chair 2015-2016; Vice Chair 2014 to 2015; member 2013 to 2016)

Committee on Franchise Law, Business Law Section, State Bar of California (Chairman 2012-2013, 2011-2012, and 2006-2007; Vice-Chair 2005-2006, Secretary 2004-2005; member 2003-2007 and 2010 to 2013; advisor 2013 to present).

Forum on Franchising, American Bar Association (member 1990 to present).

Honorable Benjamin Aranda III American Inn of Court (member 2015 to present)

PUBLICATIONS

Franchise System Operational Issues in FRANCHISE LAW COMPLIANCE MANUAL (3rd Edition, ABA Forum on Franchising, scheduled for publication in October 2020)(co-author with Susan Sheely).

California chapter of FRANCHISE LAW DESKBOOK (3rd Edition, ABA Forum on Franchising, July 2019) (co-author with Peter Greenfeld, Matthew Kreutzer, and Doug Luther).

Structuring Shared Services and Affiliation Programs such as Uber and Crossfit to Avoid the Application of Federal and State Franchise Laws, (ABA Forum on Franchising, November 2016) (co-author with Jennifer Brockett).

SBA Loans and the Franchise Registry in CALIFORNIA FRANCHISE LAW AND PRACTICE (California Education of the Bar, April 2013) (co-author with Stephen J. Olear).

Franchise System Operational Issues in FRANCHISE LAW COMPLIANCE MANUAL (2nd Edition, ABA Forum on Franchising, October 2011)(co-author with John Richardson, Andra Terrell, and Sandra Wall).

Seller Assisted Marketing Plans in CALIFORNIA FRANCHISE LAW AND PRACTICE (California Education of the Bar; March 2009, April 2011, April 2013).

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California Franchise Investment Law in CALIFORNIA FRANCHISE LAW AND PRACTICE (CEB; March 2009, April 2011, April 2013) (co-author with Kenneth R. Costello).

Representing and Dealing with Multi-Unit Franchisees—Does Size Really Matter? (ABA Forum on Franchising, October 2008) (co-author with L. Seth Stadfeld).

Fixing Things Manually: Updating and Modernizing Franchise Systems Through the Operations Manual, INTERNATIONAL FRANCHISE ASSOCIATION 40TH ANNUAL LEGAL SYMPOSIUM (May 2007) (co-author with Dara Solan and Kenneth E. Treat, CFE).

Franchisor vs. Franchisor – What’s Fair and What’s Foul When Franchise Systems Compete? (ABA Forum on Franchising, October 2000) (co-author with Thomas P. Johnson).

Tort vs. Contract Claims and the Economic Loss Rule: The Practical Effect of Meineke and Other Cases, IFA 32ND ANNUAL LEGAL SYMPOSIUM (May 1999) (co-author with Jack Laudermilk and Robert L. Zisk).

The MEGA Franchisee – Bigger, More Powerful, ... In Control(?), IFA 31ST ANNUAL LEGAL SYMPOSIUM (1998) (co-author with Ken Freed and Neil A. Simon).

Non-Traditional Distribution: Channel Management and Conflict, IFA 27TH ANNUAL LEGAL SYMPOSIUM (1994) (co-author with William P. Creasman and David W. Koch).

Renewal and Change in a Franchise System, IFA 24TH ANNUAL LEGAL SYMPOSIUM (1991) (co-author with Mark T. Hamer).

The Role of Renewal in a Changing Franchise System, in FRANCHISING: BUSINESS STRATEGIES AND COMPLIANCE ISSUES (PLI 1990) (co-author with Clay G. Small).

SHORT ARTICLES

Do Fee Payments Make Uber Drivers Franchisees?, THE FRANCHISE LAWYER Vol. 19 No. 1 (ABA Forum on Franchising, Winter 2016).

Civil Remedies for Breach of the California Franchise Investment Law, BUSINESS LAW NEWS (State Bar of California, Issue 1, 2016).

California’s Statute of Limitations and a Lesson from Mark Twain’s Cat, THE FRANCHISE LAWYER Vol. 18 No. 1 (ABA Forum on Franchising, Winter 2015).

Practice for Sale: Selling a Practice, GPSOLO MAGAZINE Vol. 29 No. 4 (ABA General Practice, Solo & Small Firm Division, July/August 2012).

Venue Selection: A Befuddled Muddle, in THE FRANCHISE LAWYER Vol. 5 No. 3 (ABA Forum on Franchising, Winter 2002) (co-author with Jonathan David Rapore).

International Franchising: Why Attorneys Need to Know the Laws in Other Countries, in LJN’S FRANCHISING BUSINESS & LAW ALERT, September 2001 (co-author with Kenneth R. Costello).

Federal Pre-Emption – Yes! in THE FRANCHISE LAWYER, Vol. 3 No. 4 (ABA Forum on Franchising, Spring 2000).

SPEECHES

STRUCTURING SHARED SERVICES AND AFFILIATION PROGRAMS SUCH AS UBER AND CROSSFIT TO AVOID THE APPLICATION OF FEDERAL AND STATE FRANCHISE LAWS, (ABA Forum on Franchising, Miami, Florida, November 2016).

USING OTHER PEOPLE’S INTELLECTUAL PROPERTY IN FRANCHISING, presented by California State Bar Association’s Business Law Section, Franchise Law Committee (webinar, July 2014).

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A WALK THROUGH THE FRANCHISE LAWS, California State Bar Annual Convention (Monterey, CA, October 2012).

HOT TOPICS IN FRANCHISE LAW—THE CURRENT STATE OF BUSINESS OPPORTUNITY COVERAGE, presented by California State Bar Association's Business Law Section, Franchise Law Committee (webinar, April 2011).

AN INTRODUCTION TO FRANCHISING, California State Bar Annual Convention (Monterey, CA, September 2010).

FRANCHISE LAW (Keynote Speaker); Hawaii State Bar Association Annual Convention (Honolulu, HI, September 2009).

REPRESENTING AND DEALING WITH MULTI-UNIT FRANCHISEES—DOES SIZE REALLY MATTER? (ABA Forum on Franchising, Austin, Texas, October 2008).

FRANCHISE LAW DEVELOPMENTS, California State Bar Annual Convention (Anaheim, CA, October 2007).

FIXING THINGS MANUALLY: UPDATING AND MODERNIZING FRANCHISE SYSTEMS THROUGH THE OPERATIONS MANUAL, IFA 40th Annual Legal Symposium (Washington, DC, May 2007).

MASTER LICENSING (SUBFRANCHISING): WHEN, HOW, AND WHY; Franchise Development and Leadership Conference 2004 (sponsored by FranchiseUPDATE Magazine); Atlanta, Georgia (September 2004).

FRANCHISOR VS. FRANCHISOR – WHAT'S FAIR AND WHAT'S FOUL WHEN FRANCHISE SYSTEMS COMPETE (ABA Forum on Franchising, New Orleans, LA, October 2000).

TORT VS. CONTRACT CLAIMS AND THE ECONOMIC LOSS RULE: THE PRACTICAL EFFECT OF MEINEKE AND OTHER CASES, IFA 32nd Annual Legal Symposium (Washington, DC, May 1999).

OPERATIONS & FINANCIAL ISSUES OF CO-BRANDING, IFA 39th Annual International Franchise Convention (Miami, FL, March 1999).

THE MEGA FRANCHISEE – BIGGER, MORE POWERFUL, ... IN CONTROL(?), IFA 31st Annual Legal Symposium (Washington, DC, 1998).

NON-TRADITIONAL DISTRIBUTION: CHANNEL MANAGEMENT AND CONFLICT, IFA 27th Annual Legal Symposium (Washington, DC, 1994).

RENEWAL AND CHANGE IN A FRANCHISE SYSTEM, IFA 24th Annual Legal Symposium (Washington, DC, 1991).