



# Susan A. Grueneberg

## Member

## Los Angeles

[sgrueneberg@cozen.com](mailto:sgrueneberg@cozen.com) | (213) 892-7996

Susan advises clients on franchise and distribution law issues, including compliance with federal and state franchise and business opportunity laws. Clients are primarily franchisors with some large area developers, sub-franchisors, and multi-unit franchisees. Her clients range from startup franchisors to Fortune 500 companies. Susan is certified as a Franchise & Distribution Law Specialist by the California Board of Legal Specialization.

Susan's practice includes structuring franchise programs; preparing, structuring and registering franchise programs, including drafting Franchise Disclosure Documents, Franchise Agreements, Area Development Agreements, Subfranchise Agreements, Master License Agreements, Area Representative Agreements, Joint Venture Agreements, and ancillary agreements; counseling on compliance with disclosure and other regulatory requirements; exemption-based franchising, mergers and acquisitions of franchise companies; international expansion of U.S. franchise programs, introduction of non-U.S. franchise programs to the United States; franchise relationship issues involving transfers, defaults and terminations; counseling non-compliant programs and defending government enforcement actions and investigations; assisting in franchise disputes in conjunction with litigators; protection of intellectual property, working with trademark counsel; joint employment and vicarious liability avoidance including joint employment audits; and she also serves as an expert witness for franchisors in arbitration and litigation.

Susan earned her undergraduate degree, *cum laude*, from University of California, Los Angeles. Susan earned her law degree from UCLA School of Law. While in law school, she attended Yale-in-China Studies Center and taught at United College, Chinese University of Hong Kong on a U.S. State Department Teaching Fellowship. After law school, Susan received a fellowship from post-graduate study in Chinese law and economics awarded by the U.S. National Academy of Sciences, Committee on Scholarly Communication with the People's Republic of China at the University of Beijing, China.

## Experience

Represented the majority shareholder of a company that licenses all real estate brokerages operating under a well-known brand within the state of California in a stock sale transaction.

Advised a client in connection with the acquisition of a company with domestic and international franchised retail outlets.

Established registration and compliance programs for numerous franchise concepts including obtaining registrations in registration states, in some cases utilizing the coordinated review process.

Assisted a major hotel company in converting its disclosure documents from UFOC Guidelines format to that of the amended FTC Rule.

Served as franchise counsel in the acquisition of a fitness concept by a lodging company.

Structured a franchise program based solely on fractional franchise exemptions.

## Practice Areas

- China Practice
- Franchise Disputes
- Franchising
- International

## Industry Sectors

- Food & Beverage
- Health Care & Life Sciences
- Real Estate & Construction
- Sports

## Education

- UCLA School of Law, J.D., 1979
- University of California at Los Angeles, B.A., *cum laude*, 1973

## Bar Admissions

- California

## Court Admissions

- Supreme Court Of California

## Affiliations

Industry Advisory Committee to the North American Securities Administrations Association (NASAA) Franchise Project Group, 1996-Present (Chair, 2006-Present)

American Bar Association, Forum on Franchising (Chair, 2001-2003)

State Bar of California Board of Legal Specialization, Franchise and Distribution Law Advisory Commission (Member, 2009-2013; Chair, 2012-2013)

State Bar of California Business Law Section, Executive Committee (Member, 1990-1992)

State Bar of California Franchise Law Committee (Chair, 1988-1989; Member, 1986-1989, 2006-2009)

International Franchise Association Legal/Legislative Committee (Member, 1995-Present)

## Awards & Honors

- Southern California Super Lawyers, Franchise/Dealership, 2006-2020
- Southern California Super Lawyers, Southern California Women's Edition, Franchise/Dealership, 2016

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P: (213) 892-7996 | F: (213) 784-9071

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- Southern California Super Lawyers, Franchise/Dealership- Corporate Counsel Edition, 2008-2013
- The Best Lawyers in America, Franchise Law, 2006-2020
- The Best Lawyers in America, Lawyer of the Year, Franchise Law, 2012, 2016, 2019
- Chambers USA: America's Leading Lawyers for Business, Franchising (Nationwide), 2007-2019
- Who's Who Legal, Franchise, 2004-2018
- Who's Who Legal, Global Elite Thought Leaders, 2018-2020
- Legal Eagle, Franchise Times, 2004-2018
- Legal Eagle, Hall of Fame, 2013-2018
- The International Who's Who of Business Lawyers
- Corporate LiveWire Lawyer of the Year 2014: Franchise Law - Los Angeles, California

Served as franchise counsel for a franchisor in mediation with a franchisee association, resulting in re-drafting of the system's franchise agreement as part of the mediation process.

Provided counsel to a major franchise chain in structuring several international franchise agreements in Canada, Japan, and Taiwan.

Assisted a publicly-held restaurant franchisor in connection with development and franchise agreements in China, Hong Kong, Japan, Korea, Singapore, Indonesia, Malaysia, the Philippines, Mexico, Dubai, and India.

Served as franchise counsel in a franchisor's Chapter 11 bankruptcy proceedings.

Advised on exemptions and exclusions from franchise laws for a product distribution system.

Analyzed a distribution program involving multiple layers of distributors, and a prepared strategy with respect to franchise and business opportunity laws.

Represented a food manufacturer in a state government franchise investigation into whether the distribution method was a franchise. The state agency declined to bring any enforcement action.