



## **Richard D. Leblanc**

**Partner | Toronto**

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### **Biography**

Richard Leblanc practises corporate and commercial law with a focus on franchising and distribution, financings and mergers and acquisitions. Richard is on the executive of the Franchise Law Section of the Ontario Bar Association and is a member of the Legal and Legislative Affairs Committee of the Canadian Franchise Association.

Richard advises on all aspects of franchising and distribution including compliance with Canadian franchise legislation; disclosure requirements; purchase and sale of franchises; terminations and renewals; franchise finance; dispute resolution, and intellectual property issues.

In addition, Richard frequently counsels borrowers and financial institutions in respect of secured lending transactions, and advises businesses in relation to incorporation, governance, shareholder matters, financings, dispute resolution, privacy, mergers and acquisitions, ecommerce, intellectual property, privacy and consumer protection; and purchase and sales of assets and businesses.

Richard is a frequent speaker and contributor in the areas of commercial and franchising law issues. Most recently, Richard contributed the chapter on Franchising in *Business Laws of Canada* published by West. Richard also wrote "The Purchase and Sale of a Privately Held Business" in *Advanced Corporate Procedures* published by Emond Montgomery. Richard is a member of the Canadian Franchise Association, the Ontario Bar Association Corporate Law SubCommittee, the Canadian Bar Association Business Law Section and the American Bar Association Business Law Section and Forum on Franchising.

### **Professional achievements & leadership**

- *The Best Lawyers in Canada* - Franchising Law, 2015 – 2024
- *The Canadian Legal Lexpert Directory* - Franchising Law, 2015 - 2024
- *Who's Who Legal*, Canada Guide – National Leader; Canada - Franchising, 2022; Global Leader, Franchising, 2023
- Richard Leblanc receives 2017 Martindale-Hubbell Client Champion Platinum Award.
- Public affairs liaison for the Ontario Bar Association Franchise Law

### **RELATED SERVICES**

Corporate  
Financial Services

### **RELATED INDUSTRIES**

Banking  
Franchising & Distribution

group, 2015

- Clerk to the Honourable Mr. Justice Robert Décary, Federal Court of Appeal, 1995 - 1996

## **Notable matters**

### **Franchising**

- Acted for motor vehicle manufacturers in relation to system wide purchase and sale, termination and renewal issues;
- Acted for a multi-unit franchisee in establishing Canadian credit facilities for expansion of its Canadian QSR outlets pursuant to its area development rights;
- Acted for a private equity investor in the purchase of a large portfolio of Canadian outlets of a multinational QSR concept
- Assisted a Canadian franchisor with franchise resale issues in the context of the sale by receiver of an insolvent franchisee's assets;
- Negotiated a master franchise agreement to assist a U.S. based home maintenance franchisor in developing its international expansion plans;
- Advised a U.S. executive training franchisor with respect to Canadian franchise law, Canadian documentary requirements and the legal requirements for doing business in Canada;
- Advised a major Australian food service franchisor with respect to its Canadian expansion plans and drafted appropriate Canadian documentation to assist in this expansion;
- Drafted franchise agreements and disclosure documentation for Canadian and U.S. franchisors operating in Ontario;
- Administered franchise litigation in the enforcement of restrictive covenants against a competing former master-franchisee;

### **Other**

- Advised a cloud computing business with respect to business structuring and advised through angel and venture capital investment rounds;
- Advised an integrated food processor with respect to the acquisition of additional processing capacity in Ontario;
- Acted as Canadian counsel on behalf of a multi-unit hotel owner with respect to a \$3B cross border loan facility;
- Advised a community health services provider with respect to the negotiation of a project infrastructure loan for the construction of a modern building and facilities;
- Advised a Canadian Schedule I Bank and draft loan and security documentation with respect to secured term and revolving credit facilities offered to private company lenders;
- Advised a minority shareholder group of their rights in the context of a corporate takeover and exercise of a compulsory drag-along;
- Negotiated a technology supply and licence agreement in connection with a client's purchase of infrastructure assets under a design build contract;

## **Thought leadership**

### **Presentations**

- Speaker, "Development Considerations for the Franchisor", Ontario Bar Association's 18th Annual Franchise Law Conference, November 13, 2018
- Chair of round table session respecting Franchising in Canada at the 54th Annual International Franchise Association Convention in New Orleans, February 25, 2014
- Bringing a Franchise System to Canada, roundtable moderator, International Franchise Association Annual Convention, February

2014

- The Silent Partners: Franchisor's Associates, Brokers and Agents and why so many Lawsuits Name Them – Presented by Richard D. Leblanc and Daniel MacKeigan: 13th Annual Ontario Bar Association Franchise Law Conference, November 19, 2013
- Franchise Buybacks – Round table Session, 12th Annual Ontario Bar Association Franchise Law Conference, November 6, 2012
- Co-Chaired a round table with Larry Weinberg entitled “Expansion to Canada – Is Now the Time” at the International Franchise Association’s 52nd Annual Convention, February 14, 2012
- *The Arthur Wishart Act* – An Overview, Ontario Bar Association Institute 2012, February 9, 2012
- Chaired a round table on Scope of Franchise Disclosure in light of recent cases such as Dollar It at the CFA Franchise Law Day, February 2, 2012
- Expansion to Canada, is Now the Time?, roundtable moderator, International Franchise Association Annual Convention, February 2012
- Advertising Funds, roundtable moderator, 11th Annual Ontario Bar Association Franchise Conference, November 2011
- Mergers and Acquisitions of Franchise Systems, Franchise Voice, Canadian Franchise Association, June 2011
- Drafting Enforceable Non-Competition Covenants, 3rd Essentials of Commercial Contracts Course, Federated Press, June 20, 2011
- Earnings Claims: Dangers of Why and Why Not, Canadian Franchise Association Annual Convention, April 2 - 5, 2011
- The Enforcement of Franchisee Releases and Settlement Agreements in Light of the Tutor Time and Midas Cases, Canadian Franchise Association Legal Day, March 2, 2011
- Advising the Franchisor on the Use of Financial Performance Representations, 10th Annual Ontario Bar Association Franchise Conference, November 25, 2010
- Cyber Brand Attacks – Defeating Cyber Bullies, Canadian Franchise Association Legal Day, March 2, 2010
- Refranchising: An Overview of Franchise Re- Sales and Transfers, 2009 Canadian Franchise Association National Convention, May 3 - 5, 2009
- It's Not All About the *Wishart Act*: Consumer Protection Laws Relevant to Franchising, Canadian Franchise Association Legal Day, March 3, 2009
- New Franchise Clients, Putting Principles into Practice – Presented by Richard D. Leblanc and Joseph Adler: 8th Annual Ontario Bar Association Franchise Conference, November 25, 2008
- Signing on the Dotted Line: The Legal Side of Franchising Your Business, Canadian Franchise Association Convention Franchise Show, October 21, 2007
- Franchise Disclosure in Canada in 2007 and Beyond, Presented by Richard D. Leblanc and Peter Macrae Dillon., 6th Annual Ontario Bar Association Franchise Conference, November 16, 2006
- Privacy Legislation in Ontario and its Application in the Appraisal Industry, Fee Appraisers’ Symposium 2005, Toronto, February 4, 2005
- Franchising in Ontario: An Overview for Prospective Franchisors and Franchisees, Cambridge Chamber of Commerce Miller Thomson Legal Series Seminars, January 11, 2005

#### **Publications**

- “Is it Time to Expand my Franchise Concept Internationally”, Ask the Experts, *The Franchise Voice*, Winter 2016, Volume 7, Issue 1.

- “Selling your Franchise: Is it Time?”, *FranchiseCanada Magazine*, April 2016.
- Legislative Developments, Retail Industry Update, July 2015
- Legislative Developments, in *The Franchise Voice*, Canadian Franchise Association, May 2015
- The International Comparative Legal Guide to: Franchise 2015 – A practical cross-border insight into franchise law, 1st edition, Jurisdictional Chapter: Canada, Global Legal Group, 2014
- “Oh, Canada” *Franchise Times*, May 2014
- “Wok Box cleans up its franchise act after ‘fire storm’ over early approach”, *Franchise Focus*, National Post, April 28, 2014
- Legislative Update: New Laws Affecting Franchise Systems, *The Franchise Voice*, April 10, 2014
- Chapter 8 on Franchising in Business Laws of Canada published by West (a Thomson Reuters business) and edited by Miller Thomson LLP, 2014
- The Case for Electronic Disclosure (in Ontario), Ontario Bar Association Franchise Law Newsletter, June, 2013
- The Hallmarks of a Strong Franchise System, *Franchise Voice*, Canadian Franchise Association, August, 2012
- What do I need to know about Mergers and Acquisitions?, *The Franchise Voice*, 2011
- “Franchise Disclosure Legislation” in Sale of a Business, LexisNexis Canada, 9th Ed., 2011
- Drafting Enforceable Non-Compete Covenants, 3rd Essentials of Commercial Contracts Course, Federated Press, 2011
- Mergers and Acquisitions of Franchise Systems, *Franchise Voice*, Canadian Franchise Association, 2011
- The Enforcement of Franchisee Releases and Settlement Agreements in Light of the Tutor Time and Midas Cases, 2011
- It’s Not All About the *Wishart Act*: Consumer Protection Laws Relevant to Franchising, 2009
- “As a new franchisee, what do I need to know about commercial leasing?”, *Franchise Canada Magazine*, Ask the Experts column, 2009
- Signing on the Dotted Line: The Legal Side of Franchising Your Business, 2009
- Refranchising: An Overview of Franchise Re- Sales and Transfers, 2009
- Case Comment: *1518628 Ontario Inc. et al v. Tutor Time Learning Centres, LLC, et al.* [2006] O.J. No. 3011 (S.C.J.), confirmed on appeal April 12, 2007, *Business Beat Magazine*, 2007
- Franchise Disclosure in Canada in 2007 and Beyond, Franchise Disclosure in Canada in 2007 and Beyond, Presented by Richard D. Leblanc and Peter Macrae Dillon., 2006
- Privacy Issues in Franchise Relationships: A Practical Guide, *Canadian Franchise Review*, 2006
- Privacy Legislation in Ontario and its Application in the Appraisal Industry, Fee Appraisers’ Symposium 2005, 2005
- Franchising in Ontario: An Overview for Prospective Franchisors and Franchisees, 2005
- Franchise Expansion by System Acquisition: Principal Issues and Concerns, 2004
- Disclosing without Fear: Tips and Strategies for Effective Disclosure to Prospective Franchisees, 2003

## Professional memberships

- Law Society of Ontario

- Canadian Bar Association (Business Law Section)
- Canadian Franchise Association
- American Bar Association (Business Law Section)
- Ontario Bar Association Corporate Law Sub-Committee
- Canadian Franchise Association Legal and Legislative Affairs Committee
- Member of Section Executive, Ontario Bar Association Franchise Law Section

## **Languages spoken**

- English
- French
- Italian

## **Bar admissions & education**

- Ontario, 1997
- LL.B, University of British Columbia
- B.Soc.Sc. *magna cum laude* (Political Science), University of Ottawa