



## Mark Kirsch

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I see franchise law as more than simply offering legal solutions—it's about delivering practical business and legal guidance designed to advance a client's business objectives. I want to ensure that every client receives the personal care, responsiveness and attention to detail that I would want. My role is to support people, organizations and businesses as they face challenges, navigate complex regulations and succeed in an ever-evolving environment. Knowing that my efforts can contribute to a company's growth and, in turn, positively impact individuals, communities and the broader economy is incredibly fulfilling. One client said, "I have worked with multiple outside counsel, and what the best outside counsel does is meet us where we are. Mark does that."

As a domestic and international franchising and distribution attorney, Mark Kirsch counsels franchisors on business and regulatory matters. He assists clients with sales, international expansion, franchise M&A transactions, regulatory compliance and structuring business arrangements to avoid being classified as an "accidental franchise."

A significant portion of Mark's practice includes serving as special franchise counsel in franchise M&A transactions, involving both franchise system transactions and the sale of large multi-unit franchise portfolios. Mark's role, in which he has received numerous compliments for his practical and commercial approach to the deals, includes:

- Strategic guidance on structuring franchise M&A transactions
- Franchise due diligence

### Areas of Focus

#### Services

[Franchise & Distribution](#)  
[Mergers & Acquisitions](#)  
[Distribution](#)  
[Franchise Litigation & Dispute Resolution](#)  
[Franchise M&A](#)  
[Franchise Registration & Compliance](#)  
[Multi-Unit Franchising](#)  
[Start-Up Systems](#)  
[International Development](#)  
[Emerging & Mature Systems](#)

#### Sectors

[Education](#)  
[Health Care](#)  
[Industrial & Manufacturing](#)  
[Restaurant, Food & Beverage](#)  
[Retail & E-Commerce](#)  
[Wholesale & Retail Distribution](#)

- Purchase Agreement franchise-specific issues and drafting
- Addressing critical issues with management, lenders and rep & warranty insurers
- Providing pre- and post-closing franchise compliance advice and transaction regulatory work
- Leading teams of franchise lawyers to efficiently attack and address the multifaceted issues that arise in franchise M&A deals

Mark takes a holistic approach to collaborating with a diverse range of clients, from start-ups and emerging franchisors to large national and multinational companies across various industries.

He serves clients in the following industries:

- Automotive aftermarket services
- Business services
- Education
- Fitness and health care
- Home services
- Hospitality
- Manufacturing and distribution
- Real estate
- Restaurant, food and beverage
- Technology and telecommunications
- Wholesale and retail

When franchisors work with Mark, they gain benefits that contribute to the success and legal compliance of their business, including:

- Corporate and commercial counsel
- Dispute resolution
- Franchise agreement drafting and review
- Franchise Disclosure Document (FDD) compliance
- Growth, expansion and exit strategy, including business development
- Licensing
- Protection of intellectual property assets, including trade secrets and trademarks

- Regulatory compliance
- Risk mitigation

Mark's nearly 40 years of experience includes developing franchise and distribution systems, drafting and negotiating franchise and asset purchase agreements, and ensuring compliance with state and federal regulations.

Actively engaged in the franchise sector, Mark has been instrumental in designing and delivering Lathrop GPM's Increasing Diversity in Franchising program. He previously served as chair of the International Franchise Association's (IFA) Supplier Forum and as a member of its Board of Directors. He also is a guest lecturer in franchise classes for undergraduate and MBA students.

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## Experience

- Handled scores of private equity-backed M&A deals related to franchise systems and large multi-unit franchise portfolios.
- Served as franchise counsel to a sports league, providing guidance on state and federal franchise matters and advising on contractual arrangements related to the league, teams and players to ensure compliance with the franchise laws and avoid classification as a "franchise."
- Represented a major manufacturer of mechanical hand tools for over three decades and through four CEOs, beginning when they first explored a franchise distribution model. Our collaboration has involved drafting franchise disclosure documents (FDD) and agreements, ensuring regulatory compliance and providing counsel on franchising, finance and distributor relations.
- Represented a leading home care brand for elder care since 2005, helping to create their first franchise agreement and disclosure document. Nearly 20 years and four financial sponsors later, I continued as their outside franchise counsel and recently guided their merger and acquisition transaction with the current private equity investor. This involved addressing complex franchise sales issues and post-closing amendments, allowing the company to maintain a robust franchise development pipeline throughout the process.
- One of the top franchise brands in their industry segment approached us for help with several state investigations, and we achieved favorable results in each case. We are now the company's sole franchise counsel, overseeing franchise disclosure documents (FDD), compliance and agreements for three brands, managing litigation nationwide, supporting international expansion in over a dozen countries and advising on various franchise-related issues.
- Acted as special franchise counsel for a client in an acquisition involving a chain of over 700 restaurants. Responsibilities included due diligence, revising the equity purchase agreement, addressing issues uncovered during diligence, advising on franchise sales during the transaction, representing the company in matters with lenders and warranty insurers, and guiding post-closing franchise disclosure and sales.
- Advised an Atlanta-based investment firm regarding investment opportunities for their portfolio companies.

## Credentials

### Education

- The George Washington University Law School, J.D.
- University of Rochester, B.A., cum laude

### Bar Admissions

- District of Columbia
- Maryland
- Virginia

### Recognition

- Selected among *The Best Lawyers in America*®, 2014-2025
  - Franchise Law "Lawyer of the Year," 2025
- *Chambers USA: America's Leading Lawyers for Business*, Nationwide Franchise, 2014-2024
- *Lexology Index*, Thought Leader – USA Franchising, 2025
- *Lexology Franchise Guide (formerly Who's Who Legal)*, 2013-2023
- *Franchise Times*, "Legal Eagle," 2013-2025
  - *Franchise Times*, "Legal Eagles Hall of Fame," 2023
- Washington, D.C. *Super Lawyers*, 2006-2020
- Lexology Client Choice Award, District of Columbia – Franchising, 2016-2017

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## Presentations

- Panelist, "Pathways to Franchising: The Road to Entrepreneurship – Franchisee Preparedness," Prince George's County Economic Development Corporation (PGC EDC), April 2, 2024
- Opening Remarks, "Emerging Franchisor Bootcamp," 2023 IFA Annual Convention, February 27, 2023
- Co-presenter, "The 2022 NASAA Statement of Policy and Other Regulatory Developments," ABA 45th Annual Forum on Franchising, November 2-4, 2022

- Presenter, “Trademark Licenses and Accidental Franchises: Navigating Differences Between Trademark Licenses and Franchises, Avoiding Naked Licenses,” Strafford CLE, August 17, 2021
- Co-presenter, “Who You Gonna Call: The Role of Franchise Lawyers in Mergers & Acquisitions,” American Bar Association, 43rd Annual Forum on Franchising, October 27, 2020
- Presenter, “Structuring Relationships: Avoiding Traps and the Accidental Franchise,” AIPLA Annual Meeting, October 25, 2018
- Guest Lecturer, “Entrepreneurship and Franchising,” University of Rochester Simon School of Business, May 1, 2014; April 28, 2017
- Presenter, “Data Privacy Protection & Cyber Security Concerns for Franchise Systems,” Maryland State Bar Association, Franchise & Distribution Law Committee, April 1, 2015
- Presenter, “Franchising in the Health Care Industry,” Colorado Health Law Symposium, March 13, 2015
- Moderator, “Cyber Security & Data Privacy Protection: Practical Steps to Manage this Potentially Brand Threatening Risk,” IFA 55th Annual Convention, February 17, 2015
- Presenter, “Reviewing ‘Heavily Regulated’ Franchise Businesses: Special Registration and Disclosure Issues for Franchises in Heavily Regulated Industries Including Medical, and Health Care Businesses,” NASAA Franchise and Business Opportunity Training Program, November 15, 2014
- Co-presenter, “Franchising in the Health Care Industry,” ABA 37th Annual Forum on Franchising, October 15, 2014
- Moderator, “Financing, Due Diligence, Deal Structuring and Exits,” Capital Roundtable’s Private Equity Investing in Franchise Companies, November 1, 2013
- Presenter, “Social Media Strategies, Beyond the Basics: How to Market, Monitor and Defend Your Brand,” International Franchise Association’s 52nd Annual Convention, February 2012; IFA’s 53rd Annual Convention, February 1, 2013
- Presenter, “Franchising in Regulated Industries, 27th Annual Joint Conference,” IFA and International Bar Association, May 1, 2011
- Co-presenter, “Business Laws and Regulations That Affect Franchise Systems,” American Bar Association’s 33rd Annual Forum on Franchising, October 2010
- Presenter, “A Seller’s Guide to Preparing to Sell the Franchise System,” International Franchise Association 42nd Annual Legal Symposium, May 1, 2009
- Presenter, “Structures and Operational Strategies for Successful Expansion Within the US,” International Franchise Expos, January 1, 2007
- Presenter, “Co-Branding and Multi-Brand Alliances,” International Franchise Expos, January 1, 2007
- Presenter, “Rescission of Franchise Agreements Under Maryland Law,” Maryland State Bar Association Franchise and Distribution Committee Meeting, April 1, 2006

- Presenter, “Special Issues Involving Multiple Concept Franchising,” International Franchise Association 38th Annual Legal Symposium, May 1, 2005
  - Presenter, “Franchise and Licensing Issues for Lenders & Workout Professionals,” Turnaround Management Association, June 1, 2004
  - Presenter, “The Accidental Franchise,” ABA 24th Annual Forum on Franchising, October 10, 2001
  - Presenter, “Practical Solutions to Franchise Conflicts,” IFA Legal Roundtable Series, September 1, 1999
  - “Mergers and Acquisitions Involving Franchise Networks,” International Franchise Association 32nd Annual Legal Symposium, May 1, 1999
  - Presenter, “Co-Branding and Multi-Branding,” International Franchise Expo, April 1, 1999
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## Publications

- Contributing Editor and Author, “Global Overview,” *Lexology Panoramic Franchise 2025* (formerly known as *Getting the Deal Through*), July 2024
  - Contributing Editor and Author, “Global Overview,” *Franchise 2024 Lexology Getting the Deal Through*, August 2023
  - Contributing Editor and Author, “Global Overview,” *Franchise 2023 Lexology Getting the Deal Through*, August 2022
  - Contributing Editor and Author, “Global Overview,” *Franchise 2022 Lexology Getting the Deal Through*, July 2021
  - Co-author, “Franchising in the United States,” *Lexology*, November 24, 2017
  - Chapter Co-author, “International Franchising,” *Fundamentals of Franchising*, October 16, 2015
  - Chapter Co-author, “Due Diligence of Franchise Systems,” *Mergers and Acquisitions of Franchise Companies*, July 2014
  - Author, “Health Care Changes Present Challenges and Opportunities for Franchising,” *Franchising World*, February 7, 2014
  - Chapter Co-author, “Mergers and Acquisitions of Franchise Systems,” ABA Forum on Franchising’s law school casebook *Franchising: Cases, Materials & Problems*, January 1, 2013
  - Author, “Building a Co-Branding Alliance,” *Canadian Business Franchise*, November 2006, January 2007, March 2010
  - Author, “Healthcare Services: An Accidental Franchise?” *Maryland Bar Journal*, November 1999
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## Professional Activities

- International Franchise Association, Board of Directors, 2013-2015; Supplier Forum, Chair, 2014-2015
- American Bar Association, Business Law Section and the Forum on Franchising

- Maryland State Bar Association, Chair of the Committee on Franchise & Distribution Law of the Section on Business Law, 1999-2001
- District of Columbia Bar Association