

**GERARD P. DAVEY**  
A PROFESSIONAL LAW CORPORATION  
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## **LETTER OF INTRODUCTION**

### **EXPERIENCE**

Thirty years in practice, as a Board Certified Specialist in Franchise and Distribution Law,\* Gerard (Gerry) Davey counsels clients with franchising, marketing and related business issues:

#### **Franchising and Marketing Counseling**

Experience includes advice, document drafting and related services for all aspects of franchising, including organization of franchise systems (e.g., creation of franchise agreements, related agreements and operations manuals and preparation of all required franchise registration and disclosure documents and legal instruction to marketing personnel), structuring and negotiating regional and international franchising programs; advice and drafting cooperative advertising programs, marketing programs, sweepstakes and contents and internet advertising.

#### **Corporate, Business and Real Estate Counseling**

Experience includes various types of advice and document drafting for newly formed businesses and corporations (e.g., capitalization and finance of new ventures), commercial real estate and leasing, corporate acquisitions, dispositions and reorganizations, business planning, business opportunities, ongoing commercial and finance transactions, business disputes and negotiations.

#### **Expert Witness/Arbitrator and Mediator**

Experience as expert witness and as mediator and arbitrator in various cases involving complex franchise issues.

#### **Professional Certifications and Activities**

Board Certified Specialist in Franchise and Distribution Law (State Bar of California Board of Legal Specialization)

Experience includes serving as founding Chairperson of the Franchise and Distribution Law Advisory Commission of the California Board of Legal Specialization (2006-2007), serving as Chairperson of State Bar of California Franchise Law Committee (2005-2006), serving on the Executive Committee of the Business Law Section of the State Bar of

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\*CERTIFIED SPECIALIST IN FRANCHISE AND DISTRIBUTION LAW  
STATE BAR OF CALIFORNIA BOARD OF LEGAL SPECIALIZATION

California (2002), membership on the Forum Committee on Franchising of the American Bar Association, and author of two California statutes: "Fractional Franchise Exemption" (California Corporations Code, Section 31,108) and "Finance Lender Law Exemption" (California Financial Code, Section 22063).

## **ACHIEVEMENTS AND RESULTS OVERVIEW**

### **Private Practice**

As private practitioner for 25 years, represented hundreds of franchise companies in numerous industries, including Money Mailer, Century 21, Coldwell Banker, First Team Real Estate, Realty World, Homestore, Taco Bell, Sir Speedy Printing, PacifiCare Health Systems, Fantastic Sam's Hair Salons, Entrepreneur Magazine, Winchell's Donuts, World Gym Licensing and numerous other established firms and start up ventures; experience included structuring new franchise organizations, complying with franchise registration/disclosure laws, resolving dispute and litigation matters, and negotiating and documenting numerous corporate financing and merger and acquisition transactions.

### **Coldwell Banker**

As First Vice President and Senior Counsel, led the restructuring of Coldwell Banker law department

- Negotiated and documented numerous multi-million dollar franchise spin-offs and reorganizations
- Streamlined franchise registration and disclosure compliance system
- During tenure, successfully resolved several major outstanding litigation matters and franchisee disputes resulting in consistent net positive economic impact to company
- Developed systems processing franchise documentation, involving 1900+ transactions per year

### **Century 21**

As Vice President and Corporate Counsel for Century 21 Real Estate Corporation, the world's largest real estate sales organization, experience included compliance with franchise registration and disclosure laws for more than 30 affiliated subfranchisor companies; negotiation and documentation for acquisitions, dispositions, and reorganizations of major subsidiary operations; securities laws compliance (including SEC reporting); drafting new franchise agreements and various operations, policies and procedure manuals; management of litigation docket;

advertising review; conducting legal training seminars; and service as Director and Corporate Secretary for all major subsidiary companies.

**Southwestern Savings/Southwestern Financial**

As Corporate Counsel and Secretary for major savings and loan association and diversified financial services institution in Houston, Texas, experience included real estate development and syndication, contracting and construction, securities law matters, mortgage and commercial lending practices, secondary mortgage brokerage and marketing operations, commercial leasing and life insurance operations.

**QUALIFICATIONS AND LEGAL EDUCATION**

**State Bar Admissions**

California and Texas  
(Received 5th highest score on Texas Bar Exam)

**Federal Admissions**

U. S. Supreme Court  
9th and 5th Circuit Courts of Appeals  
Central and Southern Districts of California  
Southern District of Texas

**Education**

**Golden Gate University**

M. B. A. (Business Taxation), 1982

**University of Houston**

J. D., 1974  
Member, Order of Barrons (Legal Honor Society)

**University of Illinois**

B.S., Communications, 1971  
Illinois General Assembly Scholarship

**Memberships and Affiliations**

State Bar of California  
2006-2007 Chairperson, Franchise and Distribution Law Advisory  
Commission of the California Board of Legal Specialization  
2005-2006 and 1998-1999 Co-chair, Franchise Law Committee  
Author of California Laws:  
California SB459 - "Fractional Franchise Exemption"  
(California Corporations Code, Section 31,108)

California AB2921 – “Finance Lender Law Exemption”  
(California Financial Code, Section 22,063)

Biographee in:

Who's Who in American Law

Who's Who in the West

**Lecturer, Instructor and Author**

State Bar of California - 2007 Section Education Institute

- 2006, 2005, 1999 and 1998 Annual Meetings

- 2004 and 1997 Business Section Institutes

International Franchise Association – 1997 Annual Legal Symposium

California Continuing Education of Bar Seminars

Orange County Patent Law Association

Various Local Bar Associations

Chapter Author – California Franchise Law and Practice (CEB, 2009)