



Eleanor Vaida Gerhards

Partner

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Eleanor is a partner in the firm's corporate department, representing regional, national and international clients in a broad range of matters with an emphasis on:

- Franchising, licensing and distribution
- Corporate insurance and regulatory
- Mergers and acquisitions
- Venture capital and angel financing
- Securities and private placements

As Co-Chair of the firm's Franchising & Distribution Practice Group, Eleanor works with startup and established franchise clients in structuring franchise programs, drafting franchise documents and counseling clients on regulatory compliance matters. She also handles matters related to master franchising, multi-unit licensing and area-development business arrangements. Eleanor also represents franchisors and franchisees in connection with the acquisitions and sales of franchise businesses.



INSTITUTE OF CERTIFIED
FRANCHISE EXECUTIVES

Eleanor is a Certified Franchise Executive – a designation received from the Institute of Certified Franchise Executives, an academic branch of the International Franchise Association's Educational Foundation.

Eleanor also works with entrepreneurs and startup companies as well as established and emerging growth companies in the particular requirements, challenges and opportunities of their businesses. She has experience drafting operating and shareholders' agreements, noncompetition agreements, private offering documents, supply and vendor agreements, commercial agreements and asset and stock purchase agreements.

Insurance industry clients, including agencies, captive insurance companies and underwriters, rely on Eleanor's counsel in insurance coverage, regulatory and compliance matters. As a member of the firm's Privacy & Data Security Practice Group, Eleanor regularly assists businesses in navigating cyber insurance coverage and data security matters.

Client Resources

Eleanor is among the contributors to the firm's [Franchise Law Update](#) blog, which focuses on regulatory aspects of franchising as well as diverse topics such as business finance, employment, litigation and the protection of intellectual property including trademarks and copyrights.

Beyond Fox Rothschild

Eleanor serves as Chair of the IFA Philadelphia Women's Franchise Network and is a member of the IFA Legal Symposium Task Force and the ABA Forum on Franchising Women's Caucus. She is a former member of the ABA Forum on Franchising Program Committee. Eleanor frequently writes and speaks on legal issues in the franchise industry and has presented at ABA Forum on Franchising Annual Meetings and the IFA Legal Symposium. She authored a chapter in the ABA book *Exemptions and Exclusions under Federal and State Franchise Registration and Disclosure Laws*, as well as a chapter in the ABA *Franchise Deskbook Selected State Laws, Commentary and Annotations, Third Edition*. Her articles have appeared in the ABA Forum's Franchise Lawyer newsletter, the Franchise Law Journal, Law360 and Property Casualty 360.

Eleanor is active in the Bucks County Bar Association and currently serves on its Budget Committee, Bylaws Committee and Technology Committee. She is a former Director of the Bucks County Bar Association and past Chair of its Young Lawyers Division.

Eleanor also donates her time in a wide range of pro bono matters. She represents local nonprofits in business and corporate matters, provides free basic estate planning documents to first responders – including police, firefighters and paramedics – in the Wills For Heroes program and successfully argued before the New Jersey State Parole Board for the release of an indigent client imprisoned for a parole violation.

Honors & Awards

- Named to the "Pennsylvania Lawyers on the Fast Track" list by The Legal Intelligencer (2018)*
- Named to the "Who's Who Legal" list for Franchising by Who's Who Legal (2018, 2019)*
- Selected to the "40 Under 40" list by the Philadelphia Business Journal (2018)*
- Selected to the "Super Lawyers - Rising Stars" list for Business/Corporate Law in Pennsylvania (2017)*
- Named to the "Legal Eagles" list by the Franchise Times (2016-2019)*

[*Awards Methodology](#)



Practice Areas

- Corporate
- Franchising & Distribution
- Insurance
- Captive Insurance
- Emerging Companies & Venture Capital
- Privacy & Data Security



- Mergers & Acquisitions
- Hospitality
- Public Companies

Bar Admissions

- Pennsylvania
- New Jersey

Education

- Duquesne University (J.D., *magna cum laude*)
- Bloomsburg University of Pennsylvania (B.A., *cum laude*)

Memberships

- Pennsylvania Bar Association
- Bucks County Bar Association
- American Bar Association
- ABA Forum on Franchising
- International Franchise Association, Philadelphia Women's Franchise Network
- Central Bucks and Eastern Montgomery Chamber of Commerce
- Pennsylvania Restaurant and Lodging Association

Board of Directors

- Montgomery County Association for the Blind (Past Member)
- Bucks County Bar Association (Past Member)

Franchise Matters

Startup and Emerging Growth

Elle has assisted in the launch and/or development of their franchise programs and drafting of franchise-related documents for numerous startup and emerging growth franchise systems, including:

- a Philadelphia-based 1950s diner concept
- an East Coast-based sweet ice cream concept
- a New York-based hot yoga concept
- a Texas-based Pilates-based fitness concept
- a Pennsylvania-based online journal concept
- a Northeast-based home organizational and de-cluttering concept
- a startup maid and cleaning service franchise concept
- a Pittsburgh-based DIY party concept
- a Florida-based dryer vent cleaning service franchise concept as well as water remediation service concept

She has also represented:

- An established appraisal car service company in its national franchise system 50-state launch as well as its annual franchise renewal registrations and updates.
- A southern barbeque-themed restaurant service franchisor with more than dozen locations across the United States in its conversion from a licensing to franchising structure.
- A provider of youth amateur sports leagues and camps in the organization of its franchise system and preparation of its franchise disclosure documents and agreements.
- A startup California-based franchisor offering medical service franchises in the structuring of its franchise programs and drafting of franchise related documents.
- An established Puerto Rico-based healthy fast casual food concept expanding into the United States, including the drafting of the franchise disclosure document, franchise agreement and area development agreement.

International

Elle has represented:

- A France-based fine candy franchise concept expanding into the United States, including the drafting of the franchise disclosure document, franchise agreement and area development agreement.
- A large and established Asian bakery and sandwich chain in its expansion into franchising in the United States.
- An area representative of a Brazilian healthy food concept in the drafting and negotiation of its Representative and Development Agreement in the United States.
- A Korean specialty ice cream chain in its expansion into franchising in the United States including the drafting of the franchise disclosure document, franchise agreement and area development agreement and franchise state legal compliance issues.
- A tea and beverage licensor in its international expansion through licensing arrangements.
- An East Coast fast casual concept on the drafting of terms for granting master franchise rights of large fast casual concept in India.

Additional Franchise, Distribution & Licensing Matters

Elle has represented:

- National franchise systems ranging from five to more than 500 units in a variety of industries, including fast-casual food and beverage, child-care, automotive and retail, providing franchise regulatory and transactional counsel.
- A U.S.-based regional liquor distillery in an \$8 million investment by an international private equity group.
- A well-respected caterer in the structuring of a licensing program for online party and event planning and securing state franchise exemptions for the client offering fractional franchises.
- A publicly traded BBQ wing restaurant service franchisor in the rapid expansion and restructuring of its franchise programs and drafting of franchise related documents.
- A 100-year-old East Coast Italian food distributor in drafting distribution terms and conditions and related contractual matters.
- A New Jersey based seafood wholesaler in the negotiation and drafting of product distributor agreements with local partners.



- A licensor of cupcake stores in its business arrangements with bakery licensees located in three major cities.
- An established printing and publishing company in strategizing and structuring its franchise system utilizing the fractional franchise exemption.
- A New York City high-end restaurateur in utilizing state and federal franchise exemptions from registration and disclosure.
- An established East Coast jeweler in utilizing the fractional franchise exemption to expand locations.
- A holding company of food service franchises in the sale of 12 of its store locations in two separate transactions.