



Susan A. Grueneberg

Member

Los Angeles

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Susan leads Cozen O'Connor's Franchising team and is a nationally recognized leader in the franchise law bar. As a certified franchise specialist with more than 30 years of experience, Susan is a trusted dealmaker, advocate, and regulatory guide.

Through her multidisciplinary practice, Susan represents franchisors, developers, sub-franchisors, and multi-unit franchisees, ranging from cutting-edge startups to Fortune 500 companies. Susan advises on corporate transactions, including franchise M&A, structures and registers new franchise programs, conducts audits, and assists with federal and state regulatory compliance. She also represents clients in franchisor-franchisee relations, defends government enforcement actions and investigations, and serves as an expert witness for franchisors in trials and arbitrations.

An important sub-area of Susan's practice is her work on behalf of non-U.S. franchisors seeking to enter the U.S. marketplace and, likewise, U.S. franchise programs seeking to expand abroad. Foreign companies coming to the United States face unique regulatory challenges, and Susan is known for guiding international companies through the maze of U.S. franchise law. Susan has considerable experience in China, having lived in Beijing and Hong Kong, and speaks Mandarin.

Susan is certified as a Franchise & Distribution Law Specialist by the California Board of Legal Specialization and ranked Band 1 in Business-Franchising (Nationwide) by Chambers USA. She is one of only 16 attorneys in North America listed as a "Global Elite Thought Leader" by *Who's Who Legal – Franchise Law*.

She is the former chair of the ABA's Forum on Franchising, former chair of the California State Bar's Franchise and Distribution Law Advisory Commission, and the chair of the Industry Advisory Committee to the North American Securities Administrators Association (NASAA)'s Franchise and Business Opportunities Project Group.

Susan is regularly approved by the California Department of Financial Protection and Innovation to conduct franchise remedial trainings for franchisors as part of the settlement of state enforcement actions, and she is a co-editor of the American Bar Association's *The FTC Franchise Rule, 3rd Edition*, recognized by practitioners as the authoritative guide to U.S. federal franchise law.

Susan earned her undergraduate degree, *cum laude*, from UCLA, and 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 won a fellowship from the U.S. National Academy of Sciences Committee on Scholarly Communication with the People's Republic of China to undertake post-graduate study in economics at the University of Beijing, China, where she played on the women's basketball team.

Experience

Represented the owners in the sale of more than 25 franchises in eastern Pennsylvania and New

Practice Areas

- China Practice
- Franchising
- International

Industry Sectors

- Food & Beverage
- Hospitality
- Real Estate & Construction
- Retail

Education

- UCLA School of Law, J.D., 1979
- University of California, 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 Administrators Association (NASAA)

Franchise Project Group, 1996-Present (Chair, 2006-2021)

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

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

Member program planning committees for legal symposia and national conventions

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)

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Awards & Honors

- Chambers USA: America's Leading Lawyers for Business, Franchising (Nationwide-Band 1), 2007-2024
- Southern California Super Lawyers, Franchise/Dealership, 2006-2025
- Southern California Super Lawyers, Southern California Women's Edition, Franchise/Dealership, 2016
- Southern California Super Lawyers, Franchise/Dealership - Corporate Counsel Edition, 2008-2013
- The Best Lawyers in America, Franchise Law, 2006-2025
- The Best Lawyers in America, Lawyer of the Year, Franchise Law, 2012, 2016, 2019
- Who's Who Legal, Franchise, 2004-2022
- Who's Who Legal, Global Elite Thought Leaders, 2018-2022
- Legal Eagle, Franchise Times, 2004-2018, 2020
- Legal Eagle, Hall of Fame, 2013
- The International Who's Who of Business Lawyers
- Corporate LiveWire Lawyer of the Year 2014: Franchise Law - Los Angeles, California

Jersey, and exclusive territorial rights, to a growing franchisee. The owners sold the business operations only, with the franchisee continuing to lease many of the restaurants from the sellers. This transaction drew on the experience of the firm's corporate; tax; real estate; technology, privacy, and data security; franchising; and labor and employment attorneys.

Advised on exemptions and exclusions from franchise laws for product distribution systems and exemption-based franchising.

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.

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.

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.

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.