



# Eleanor Vaida Gerhards

Partner

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Eleanor serves as outside general corporate and franchise legal counsel to startup and established franchise clients. She guides the structuring of franchise programs, drafts franchise documents and counsels clients on regulatory compliance and state registration matters.

She handles a variety of complex matters for clients, including:

- acquisitions and sales of franchise businesses
- administration and negotiation of supply chain agreements and relationships
- advertising fund creation
- conversion of licensing, subscription or distribution models to franchise systems
- coordination with foreign counsel on expansion of brands outside the United States
- foreign brands entry into the U.S. market
- master franchising, multi-unit licensing and area-development business arrangements
- risk management alternatives to standard insurance products for a franchisor and its franchisees, including risk retention groups, captives and risk purchasing groups

Eleanor frequently provides franchise sales legal compliance training to her client's C-suite executives and marketing teams. She has also served as an expert witness for the franchisor in a nine-figure arbitration.

A partner in the firm's Corporate Department and Co-Chair of the Franchising & Distribution Practice Group, Eleanor represents regional, national and international clients in a broad range of matters with an emphasis on:

- franchising, licensing and distribution
- mergers and acquisitions
- hospitality, hotel and restaurant growth and expansion
- venture capital and angel financing
- securities and private placements

Eleanor also works with entrepreneurs and startup companies as well as established and emerging growth companies in the particular legal 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.

## Services

- Corporate
- Franchising & Distribution
- Emerging Companies & Venture Capital
- Food & Beverage
- Hospitality
- Mergers & Acquisitions

## 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 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.

## 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
  - Women's Caucus Steering Committee
- ABA Forum on Franchising
- International Franchise Association, Philadelphia Women's Franchise Network
- International Franchise Association
  - Legal Legislative Education Subcommittee
- 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)

## Transactional

- One of the largest music education franchise systems in the world in various transactional and domestic matters, including the repurchase of franchise units and sales of company-owned locations.
  - An automobile franchise concept with more than 150 locations on the acquisition of a competitive concept franchisees and state registration of concept under new corporate ownership structure.
  - An East Coast-based dessert concept in the sale of its franchise system to a private equity fund of fast casual eateries.
  - A leading national childcare franchise system in conducting a comprehensive insurance coverage audit for franchise system and franchisees as well as continuing advice regarding cyber coverage issues and related insurance matters.
  - A holding company of food service franchises in the sale of more than a dozen of its store locations in two separate transactions.
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*Results may vary depending on your particular facts and circumstances.*

## Conversion and Regulatory Matters

- An international entrepreneurial consulting, training, leadership and advising business in the conversion of over 400 licensees to a franchise model and registration of concept throughout the United States.
  - A southern barbecue-themed restaurant franchisor with more than two dozen locations across the United States in its conversion from a licensing to franchising structure.
  - A New York City high-end restaurateur in utilizing sophisticated, high-net-worth and large investment state and federal franchise exemptions from registration and disclosure.
  - 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 well-respected caterer in the structuring of a licensing program for online party and event planning and secured state franchise exemptions for the client offering fractional franchises.
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## Startups and Emerging Growth Companies

- Dozens of startup and emerging growth franchise systems in the launch and/or development of their franchise programs and drafting of franchise related documents and state registrations representing a variety of industries, including:
  - A chic candy and confectionary concept
  - An award-winning decadent breakfast and brunch bistro concept
  - A nationally recognized home building brand concept
  - A successful cabinetry design and retail sales concept
  - A gluten-free bakery concept
  - An East Coast-based sweet ice cream concept
  - A New York-based smoothie and health food concept
  - A New York-based eco-friendly junk removal service concept
  - A Texas-based pilates fitness concept
  - A West Coast-based high-end event planning business
  - A Pennsylvania-based online journal concept
  - A Northeast-based home organizational and de-cluttering concept
  - A startup maid and cleaning service franchise concept
  - A Florida-based dryer vent cleaning service franchise concept
- An established automobile company in its national franchise system 50 state launch as well as its annual franchise renewal registrations and updates and for the last 15 years acted as outside franchise counsel with respect to on-going

transfers, assignments and acquisitions; insurance appraisal and adjuster regulatory insurance counselling; employment and labor counselling; and approved vendor and supplier contract negotiations.

- An iconic 1950s full-service restaurant in the overhauling of its franchise documents for expansion throughout the east coast.
  - A California-based fitness concept with patented workout stations in the updating of its franchise offering materials and agreements and expansion throughout the United States
  - A publicly traded BBQ wing restaurant service franchisor in the rapid expansion and re-structuring of its franchise programs and drafting of franchise related documents.
  - 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.
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## International

- One of Argentina's most well-known and renowned gelato brands in its expansion into the United States through the operation of company-owned outlets and mobile, franchise unit and master franchise offerings.
  - A Korea-based hospitality group in the franchising of its multi-concept restaurants serving internationally ranked cuisine in the United States.
  - An eatery concept based in Spain with more than 400 units internationally in its expansion into the United States through franchising.
  - A high-end French fine candy franchise concept expanding into the United States including the drafting of the franchise disclosure document, franchise agreement and area development agreement.
  - A publicly traded Canadian cannabis concept in the expansion of its brands into the United States.
  - 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.
  - 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.
  - 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.
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## Distribution

- Dozens of manufacturers, suppliers and distributors in the negotiation and drafting of master supply, service, vendor and customer, distributor, license, joint venture and local partner agreements and terms and conditions representing a variety of industries, including:
  - A 100-year-old East Coast Italian food distributor
  - A national manufacturer of confectionary, deserts, treats and cookies
  - 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 international supplier of private label tea ingredients
  - A national foodservice wholesaler and distributor

- A top aftermarket auto parts manufacturer
- A manufacturer and supplier of flame retardant clothing
- An aerosol contract packaging and filling company
- Numerous medical device, pharmaceutical and pharmaceutical packaging manufacturers and suppliers

## Corporate and Transactional Matters

Eleanor has represented clients of all sizes in a variety of corporate transactions, including:

- A 100-year-old manufacturer of grated cheese, breadcrumbs on other specialty item in multiple acquisition targets of competitive companies.
- An eye care and surgery center group with seven locations in its sale to a leading regional multi-specialty ophthalmology group in June 2021.
- An international software service company in the sale of its assets to a world leading software company.
- A U.S.-based regional liquor distillery in a multimillion-dollar investment by an international private equity group.
- An established New Jersey-based insurance agency in a multimillion-dollar cash and earn-out asset purchase.
- A worldwide designer and manufacturer of industrial dryers to chemical, specialty chemical, pharmaceutical, mineral, food, and food additives industries to Komline-Sanderson Corporation. [Read More](#)
- Keystone Asset Management, Inc. a Pennsylvania based REO/asset management, appraisal and valuation business in its sale to California based LRES Corporation. [Read More](#)
- The Young Men's Christian Association of Bucks County in multiple mergers with the Upper Bucks YMCA, Lower Bucks YMCA and Hunterdon, New Jersey YMCA. [Read More](#)
- QuantumClean, a leading provider of cleaning technology to the semiconductor industry, in its acquisition of the Metron CPS business from Applied Materials, Inc. (Nasdaq: AMAT). [Read More](#)
- Global Security Glazing, one of North America's largest security glass and safety glass manufacturers, in its sale to the private equity fund Grey Mountain Partners. [Read More](#)

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## Leadership

Eleanor is Chair of the IFA Philadelphia Women's Franchise Network and a member of the ABA Forum on Franchising Membership Committee and IFA Legal Legislative Education Subcommittee. Within the firm, she previously served on the Partnership Advancement Committee and as a Corporate Department Administrator.

She is a past member of the Legal Symposium Task Force, the ABA Forum on Franchising Women's Caucus, and ABA Forum on Franchising Program Committee.

Eleanor frequently writes and speaks on business, franchise and insurance legal issues. She presented the opening general session *Franchise Annual Developments* at the ABA Forum on Franchising Annual Meeting in 2024 and was a speaker at workshops at the ABA Forum on Franchising Annual Meetings in San Diego (2022), Nashville (2018) and Miami (2016). She presented the annual *Judicial Update* plenary session at the IFA Legal Symposium in 2022 and previously spoke at the IFA Legal Symposium in 2025 and 2018, the Bucks County Bar Association Business Law Institute, and the Captive Insurance Group of New Jersey. Eleanor has also served as a judge for the Philadelphia Chamber of Commerce at its Speed Pitching for Nonprofits event.

Eleanor is co-author of *Annual Franchise and Distribution Law Developments 2024* as well as chapters in the ABA book *Exemptions and Exclusions Under Federal and State Franchise Registration and Disclosure Laws* and the ABA's *Franchise Deskbook Selected State Laws, Commentary and Annotations, Third Edition*.

Her articles have been published in the ABA Forum's Franchise Lawyer newsletter, the *Franchise Law Journal*, Law360 and Property Casualty 360. She is a frequent presenter of franchise legal webinars hosted by My Law CLE, Strafford, and Lorman.

# Women's Franchise Network

In franchising, as in any industry, women leaders benefit when they come together to form networks, trade ideas and share resources.

That's why Elle took an instrumental role in the 2018 relaunch of the IFA Philadelphia Women's Franchise Network.

The Women's Franchise Network is designed to create, promote and inspire a network of business professionals dedicated to strengthening the success of women in the franchise industry. Backed by the resources of the International Franchise Association, the network fosters connections among women in franchising, bringing them together at engaging events to address issues, share ideas and offer solutions.

The Philadelphia Chapter of the WFN is a local community open to franchisors, franchisees, multi-unit owners and franchise industry suppliers. The Chapter holds meetings and events throughout the year devoted to:

- Networking
- Industry Knowledge
- Charitable Outreach

To join, download the [Membership Information Form](#).

For more information, contact Elle at [egerhards@foxrothschild.com](mailto:egerhards@foxrothschild.com)

## Honors & Awards

- **Selected to the list of attorneys ranked by *Chambers USA* for Franchising: Nationwide (2023-2025)**  
*This award is conferred by Chambers & Partners. A description of the selection methodology is [available here](#). No aspect of this advertisement has been approved by the Supreme Court of New Jersey.*
- **Selected to the *Franchise Times* list of "Legal Eagles" (2016-2026) and "Legal Eagles Hall of Fame" (2025)**  
*This award is conferred by Franchise Times. A description of the selection methodology is [available here](#). No aspect of this advertisement has been approved by the Supreme Court of New Jersey.*
- **Selected to the "40 Under 40" list (2019)**  
*This award is conferred by Philadelphia Business Journal. A description of the selection methodology is [available here](#). No aspect of this advertisement has been approved by the Supreme Court of New Jersey.*
- **Selected to the "Lawyers on the Fast Track" list (2018)**  
*This award is conferred by The Legal Intelligencer. A description of the selection methodology is [available here](#). No aspect of this advertisement has been approved by the Supreme Court of New Jersey.*
- **Selected to the "Super Lawyers – Rising Stars" list for Business/Corporate Law in Pennsylvania (2017)**  
*This award is conferred by Thomson Reuters. A description of the selection methodology is [available here](#). No aspect of this advertisement has been approved by the Supreme Court of New Jersey.*