



## Andrae J. Marrocco

Co-Chair, Franchise and Distribution Group  
Toronto

416.865.7924

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### education and year of call

- Called to the Ontario bar - 2011
- Admitted to Practice in South Australia - 2000
- University of Adelaide (Australia), LL.B. (Honours) - 1999
- University of Adelaide (Australia), B. Com. (Corporate Finance) - 2001
- University of Adelaide (Australia), B. Soc. Sc. - 1999

### practice areas

business formation

business law

charities and not-for-profit

franchise and distribution

franchising and distribution disputes

mergers and acquisitions

negotiated transactions

private m&a

private equity

### industries

automotive

food, beverage and agribusiness

franchising and distribution

healthcare

private equity - buyouts & venture

capital investment

retail

service industries

### profile

Andrae is a partner in the Business Law Group and Co-Chair of the Franchise and Distribution Law Group. His transactional practice is focused on advising domestic and international businesses on franchise and distribution matters and corporate/M&A transactions. He has particular expertise in complex franchise arrangements, franchise system mergers and acquisitions, and cross-border/international transactions.

Andrae works with businesses and franchise systems (from start-ups to mature international enterprises) across a broad range of industries including professional services, technology, automotive, restaurant, retail, fitness and healthcare, childcare and education, real estate, manufacturing, and commercial services.

#### *Franchise & Distribution*

Andrae advises Canadian and international businesses on all aspects of Canadian franchise and distribution law including advice on structuring and expansion strategies, negotiation of franchise (master and area development), distribution and licensing agreements, regulatory and disclosure compliance, trademarks, acquisitions and dispositions, system changes, disputes and enforcement. He has specific expertise advising foreign franchisors expanding and adapting their systems to the Canadian market.

#### *Corporate / M&A*

Andrae's corporate practice is focused on advising Canadian and international businesses on cross-border expansion, optimum corporate structures, negotiated merger and acquisition transactions, corporate governance, project and ownership

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arrangements (including sophisticated shareholder, partnership and joint venture agreements), financing and restructuring matters, complex commercial arrangements, private equity investments, and international transactions.

#### *Not-For-Profit*

Andrae provides practical advice to not-for-profit organizations with respect to their articles/constitutions and bylaws, governance and employment matters, charitable status, conflict resolution, projects and business ventures.

Andrae frequently presents at Canadian and international franchise conferences and events, and routinely writes for national and international franchise journals and publications. He is an active member of various North American franchise organizations, and serves on several steering committees.

### directorships and professional associations

- Franchise Law Section Executive for 2018-2019
  - Appointed as a Member at Large
- Ontario Bar Association
  - Member of the Executive, Ontario Bar Association Franchise Law Section
  - Business and Not-For-Profit Sections
- Canadian Bar Association
- Law Society of Ontario
- Canadian Franchise Association
  - Member of the Legal & Legislative Affairs Committee
- International Franchise Association
  - Past Member of the IFA Legal Symposium Task Force
- International Bar Association
  - International Franchising Committee
- American Bar Association
  - Forum on Franchising
- Invest USA Committee
  - Board Member, Joint Secretary

### representative matters

- Canadian tourism business master franchisee selling rights back to the global franchisor.
- Canadian franchisor selling its commercial services franchise system.
- US restaurant business franchisor entering the Canadian market through sophisticated JV franchising structure.

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- Offshore private equity investor acquiring a significant portfolio of restaurant business franchises in Canada.
- Global renovation business franchisor undertaking a system wide rebrand through pilot program and progressive changeover.
- Healthcare services franchisor establishing its system under license with a leading retail store to roll out healthcare practices across Canada.
- Prominent restaurant business franchisor negotiating and documenting a management buyout arrangement.
- US based emerging beverage company negotiating initial distribution arrangements across the globe and replacement of those arrangements following exponential growth.
- NHL Players acquiring an OHL hockey team.
- Italian precious jewels business migrating head office (and global operations base) to the Canadian market.
- US based global distribution and outsourcing group acquiring several Canadian manufacturing corporations.
- Canadian hotel amenities corporation acquiring a Singaporean manufacturer from an Australian hedge fund.
- Hong Kong entrepreneurs acquiring Canadian/US kitchen amenities manufacturer and distributor.
- Global investment bank financing a billion dollar group restructure.
- Entrepreneur setting up a not-for-profit to develop and provide software solutions to healthcare institutions.
- NFP entering into negotiations to finance and outsource educational component of its operations.

## awards and rankings

- Recognized by *Chambers Canada (2020)* as a leading lawyer in the area of Franchising
- Recognized by *Best Lawyers in Canada (2020)* as a leading lawyer in the area of Franchise Law
- Recognized in the *2019 Canadian Legal Lexpert Directory* as a Repeatedly Recommended lawyer in the area of Franchise Law
- Ranked in *Chambers Canada 2019* which states: Andrae is regarded by clients as "a very valuable resource" and "highly detailed lawyer" who is "very on top of developments in franchising law."
- Recognized by *Best Lawyers in Canada (2019)* as a leading lawyer in the area of Franchise Law.
- Listed in *Who's Who Legal: Canada 2018* as a leader in

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Franchise.

- Recognized in *Who's Who Legal: Franchise 2018* as a leading practitioner.
- *Certified Franchise Executive* designation by the Institute of Certified Franchise Executives.
- Named on the *Franchise Times* list of "Legal Eagles" which quotes that "Andrae Marrocco combines a deep understanding of corporate commercial law, mergers and acquisitions and franchise law with practical business savvy."
- *Who's Who Legal: Franchise* says "the excellent Andrae Marrocco is counted among the very best in Canada and is noted for his communicative, charismatic and professional approach."
- *Who's Who Legal: Canada* writes that "Andrae Marrocco is impressive and manages client mandates with a persuasive, personal and professional style."
- *The Canadian Legal Lexpert Directory* recognizes Andrae as one of Canada's leading franchise lawyers.
- *Lexpert Guide to the Leading US/Canada Cross-Border Corporate Lawyers in Canada* recognizes Andrae as one of Canada's leading cross-border corporate lawyers.
- Andrae's literary contributions on the subject of franchise related mergers and acquisitions have earned him the title of "Expert" by *Getting the Deal Through*.

## community involvement

- Andrae holds leadership positions and serves on the executive of a number of not-for-profit organizations and charitable institutions.

## media mentions

- "[5 must-dos for franchising in Canada](#)", *Global Franchise Magazine*, July 17, 2019
- "[Franchise Legal Players: Andrae J. Marrocco, Partner and Co-Chair of the Franchise & Distribution Law Group, McMillan LLP](#)", *1851 Franchise*, April 1, 2019
- "[5 Factors to Find your Franchise Counsel](#)", *Global Franchise Magazine*, August 28, 2018

## publications

### May 2019

Getting the Deal Through (Canada Chapter) – Private Equity 2019 – Fund Formation

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**May 2019**

Getting the Deal Through (Canada Chapter) – Private Equity  
2019 – Transactions

**February 2019**

Co-Author, Canada Chapter on Fund Formation  
Getting the Deal Through, Private Equity 2019

**February 2019**

Co-Author, Canada Chapter on Transactions  
Getting the Deal Through, Private Equity 2019

**January 2019**

M&A in International Franchising Chapter, Lexology Getting The  
Deal Through, Franchise 2019

**January 2019**

Franchising in Canada: 2018 Year in Review

**December 2018**

Five Key Takeaways from the 18th Annual Franchise Law  
Conference  
Franchise and Distribution Bulletin

**November 2018**

A Word of Warning to Franchisors – ADR Provisions May  
Postpone the Limitation Period for Rescission  
Franchise and Distribution Bulletin

**presentations**

**September 2019**

Co-Chair of the Canadian Franchise Association Franchise Law  
Day

**April 2019**

Franchise Law Webcast: Trends Affecting Franchise Systems  
Operating in Canada

**September 2018**

Multi-Unit and Multi-Brand: The New Trend in Franchising  
2018 Canadian Franchise Association Franchise Law Day