



## Ryan R. Palmer

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### MINNEAPOLIS

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### PRACTICE AREAS

Corporate & Business  
Corporate Finance  
Distribution  
Emerging & Mature Systems  
Franchise & Dealership Terminations  
Franchise & Distribution  
Franchise & Distribution Noncompete Agreements  
Franchise Litigation & Dispute Resolution  
Franchise M&A  
Franchise Registration & Compliance  
Franchising into the U.S. from Abroad  
Intellectual Property & Technology  
International Development  
International Law  
Licensing, Technology Transfer &

**Clients that work with Ryan consider him part of their teams. They say he "finds solutions and is a good educator." One client said, "In addition to Ryan's franchise knowledge, I like the way he explains legal issues in business terms." Ryan says, "I have relationships with my clients so they know they can count on me. They can reach out when there is any need and if it's not something I do, I will identify the right resource." He said, "The practice of law is not purely transactional. It's about trust, human connections, accessibility and reliability."**

Franchise and business law issues are complex. They require attention to detail, creativity, a deep understanding of franchise and business law, strong business acumen, and a willingness to listen to clients' goals, needs and concerns. These all are traits possessed by Ryan Palmer, a franchise partner, head of the firm's restaurant, food, and beverage industry team, and executive committee member at Lathrop GPM. He serves franchisors, large franchisees, proprietary rights owners, and private equity companies. He also works extensively with middle-market, non-franchised businesses.

Ryan provides legal guidance to domestic and international restaurants and hospitality organizations, and software, finance, and professional service clients including providers of daycare, beauty and spa, personal grooming, cleaning, and massage services. He also counsels brand and concept owners in the development of franchise and distribution systems. Clients rely on him to provide day-to-day advice on all aspects of business law, including sales, acquisitions, contract review and drafting, intellectual property, and corporate and



Commercialization  
Mergers & Acquisitions  
Multi-Unit Franchising  
Non-Compete, Non-Solicit,  
Trade Secrets & Other  
Restrictive Covenants  
Private Equity & Venture  
Finance  
Start-Up Systems  
Vicarious Liability/Risk  
Management

## INDUSTRIES

Restaurant, Food & Beverage  
Technology

## COURT MEMBERSHIPS

- Minnesota

## EDUCATION

University of St. Thomas School  
of Law, J.D., *cum laude*

St. Olaf College, B.A., *magna  
cum laude*

shareholder matters.

A true client advocate, Ryan understands issues that are important to his clients and frequently speaks on labor matters, industry trends, commodity prices, worker classifications, deal economics, and trademark and brand protection. He is often quoted by the media and has been interviewed by *HuffPost*, *Food on Demand*, *Franchise Times*, *Minnesota Lawyer* and *The Spoon*, among others. His multi-unit retail experience includes representing clients in refranchising and franchise finance transactions, and in the sale and acquisition of franchised brands.

A smart, practical, and easy-to-get-along-with attorney, Ryan also knows how to get deals done, when to negotiate, and when to fight for his clients. He counsels brand and concept owners in the development of franchise and distribution systems and helps businesses resolve disputes with franchisees and licensees. Ryan advises clients and represents lenders on a wide range of franchise finance transactions. He serves on the Legal/Legislative Committee for the International Franchise Association (IFA).

Ryan also understands the importance of his clients' intellectual property rights. He helps clients to build and protect their brands through the strategic use of copyrights, trademarks and trade secrets. He has reviewed and cleared hundreds of federal trademarks and assists clients in policing and defending their IP assets.

Ryan is a volunteer for LegalCORPS, which provides free assistance in non-litigation business law matters to low-income owners of small businesses, small nonprofit organizations and low-income innovators in Minnesota. For six years, he was an adjunct faculty member at the University of St. Thomas School of Law. He taught negotiations and mergers & acquisitions and continues to serve as a mentor.

## WHEN ASKED ...

**What inspires you about the practice of law?**

I enjoy being a go-to resource for clients. I want them to rely on me to solve their problems or find someone who can. My best clients call me whenever they have a question, even if they know I'm not the one who will work on it or when it's a pure business question they want my perspective on. I've had some clients for close to 20 years. That makes me proud.

### **What do you do outside of work?**

I have twin pre-teen boys, so my wife, who's also an attorney, and I don't have trouble staying busy. We spend time at the kids' golf, soccer, and baseball tournaments, traveling, trying new restaurants, and reading. And we're big fans of the Minnesota United football club.

### **Representative Experience**

- Assisted a restaurant franchise in its acquisition of a restaurant group, and then leading the company and brands through a successful public-to-private merger transaction.
- Served one of the largest franchised restaurant operators in the country in its sale to a long-time minority owner. The transaction was and one of the largest in the industry that year.
- Handled the sale of a 135-unit, quick-service restaurant franchise to a private equity firm. The goal was for the equity group to invest in the systems, enhanced data collection, and create more efficient processes to support current franchisees, operators, and company-owned locations.
- Oversaw the multi-brand restaurant company acquisition of a family restaurant concept with more than 30 company-owned restaurants and 114 franchised restaurants.
- Facilitated a large number of franchise start-up programs during the COVID-19 pandemic including food and beverage, after-school enrichment, medi-spa, physical therapy, and an indoor urban farming concept.

### **Events**

- Harnessing the Power of AI for Franchisors  
September 23, 2020
- Franchise Webcast: Intellectual Property in Franchising - How to Protect Your Brand and Build Value  
August 3, 2017

## Presentations

- Moderator, "Financing a Transaction: What the Higher Cost of Capital Means for Getting a Deal Done in 2024," 2023 Restaurant Finance & Development Conference, November 14, 2023
- Moderator, "Revolutionizing Payments & The FOH Experience," 6th Annual Food On Demand Conference, May 4, 2023
- Moderator, "Packaging Up a Better Experience," Food On Demand Conference, May 5, 2022
- Presenter, "Fresh Ideas for the Lunchtime Daypart," Food on Demand Conference, November 11, 2021
- Presenter, "Franchisor/Franchisee Conflict - Tips for Narrowing the Differences," Restaurant Finance Monitor - Restaurant Finance & Development Conference, November 2021
- Moderator, "Changing the Game: Training and Support During a Period of Rapid Innovation," IFA 2021 Annual Convention, February 17, 2021
- Speaker, "COVID-19 Strategy Summit for Food & Restaurants," The Spoon, April 6, 2020
- Panelist, "Survival Mode: What a Restaurant Needs to Do Over the Next Three Months," Franchise Times, April 3, 2020
- Panelist, "Introduction to Third-Party Delivery," Food On Demand Virtual Workshop, webinar, June 13, 2018
- Co-presenter, "Franchise 2.0: Tools for Taking Your Franchise Model to the Next Level," International Franchise Expo, New York, NY, May 31, 2018
- Panelist "Legal/Liability/Finance Landmines," Food on Demand Conference, Dallas, TX, March 20, 2018

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Speaker, "Franchise Webcast: Intellectual Property in Franchising - How to Protect Your Brand and Build Value," Gray Plant Mooty Webcast, August 3, 2017

- Presenter, "10 Commandments of Franchise Sales," International Franchise Exposition, New York, NY, June 16, 2017
- Presenter, "Selecting the Best Franchise Structure for Domestic and International Expansion," International Franchise Exposition, New York, NY, June 1, 2017; June 2, 2016
- Presenter, "Franchise 2.0: Tools for Taking Your Franchise Model to the Next Level," International Franchise Exposition, New York, NY,

June 1, 2016

- Panelist, "(Re)invigorating Franchise Systems Through Transfers and Repurchases," IFA Franchise Business Network (FBN) meeting, May 3, 2016
- Moderator, "You Can Finance Anything: 21st Century Funding Options for Your Restaurants," National Restaurant Association Show, May 16, 2015
- Moderator, "What Franchisees Want," Franchise Finance & Growth Conference, April 1, 2015
- Moderator, "Crowd Funding and Peer-to-Peer Lending: What It Means for the Future of Restaurant Finance," Restaurant Finance & Development Conference, November 1, 2014
- Moderator, "Franchise Lending Today," BoeFly Franchise Lending Spotlight, October 1, 2014; Franchise Finance & Growth Conference, March 1, 2014
- Co-presenter, "How to Grow and Sell Your Restaurant Business," National Restaurant Association Show, May 1, 2014
- Facilitator, "Best Practices & Strategies to Implement to Attract Banks to Approve Your System Operators," International Franchise Association Convention, February 1, 2014
- "Case Study: Popeye's and KFC," Minnesota Real Estate Journal Retail & Restaurant Summit, June 1, 2013
- "Should I Franchise My Restaurant?" National Restaurant Association Show, May 18, 2013
- Moderator, "Up and Comers," Franchise Finance, Development and Growth Conference, April 25, 2013

## Publications

- Featured, "Local Businesses Join Virus Insurance Fight," Minnesota Lawyer, April 28, 2020
- Quoted, "As States Loosen Alcohol Laws to Help Struggling Restaurants, Some Want the Changes to be Permanent," The Counter, April 23, 2020
- Quoted, "COVID-19 Summit: Restaurant Owners Need to Act on the Paycheck Protection Program Now", The Spoon, April 7, 2020
- Featured, "4 Key Legal, Operational Insights for 'Survival Mode,'" Franchise Times, April 3, 2020
- Quoted, "How to Support Restaurants Without Putting Food Delivery Workers at Risk", Huffington Post, March 25, 2020

- Featured, "Breaking the Ice: Restaurant Clients Seek Advice During Pandemic", *Minnesota Lawyer*, March 25, 2020
- Featured, "Restaurant Expert Q&A: COVID-19 Bigger than Great Recession", *Food On Demand*, March 18, 2020
- Podcast Guest, "Innovative Funding Options," *Food Service Radio*, February 15, 2016
- Podcast Guest, "Franchising Your Restaurant," *Food Service Radio*, October 3, 2012
- Guest, "Good Question: What Can We Legally Share on-Line?" *WCCO-TV*, March 19, 2012
- Author, "Middle Ground: Taking a New Approach to Old Franchisor Problems," *Franchise Times*, October 2011
- Author, "Eight Common Questions About Royalty Audits," *Franchising World*, October 2011
- Author, "Improving the Franchise System: Understanding Franchisee Profitability," *IFA Legal Symposium*, May 2010
- Author, "Troubled Franchisees: Franchisor to the Rescue?" *Franchising World*, September 2009
- Author, "Strategies to Assist Distressed Franchisees," *IFA Legal Symposium*, May 2009
- Author, "Gift Cards: Take Care to Follow Some Tough Rules," *Franchise Times*, April 2008
- Author, "When is it Time to Change Management?" *Franchising World*, January 2008

### In The News

- *Food On Demand* Features Partner Ryan Palmer, Panel on Next-Gen Payments and Customer Experiences at 2023 Conference May 18, 2023
- *Food On Demand* Features Catering Panel with Ryan Palmer Moderating September 17, 2020
- *Minnesota Lawyer* Quotes Ryan Palmer on Denial of COVID-19-Related Insurance Claims April 28, 2020
- *The Counter* Quotes Ryan Palmer on Post-Pandemic Liquor Regulations April 23, 2020

- Franchise Times Features Ryan Palmer on COVID-19 Survival  
April 16, 2020
- The Spoon Features Ryan Palmer on Advice for Restaurant Owners  
April 7, 2020
- HuffPost Quotes Ryan Palmer on Restaurants' Shift to Delivery and Takeout  
March 25, 2020
- Minnesota Lawyer Feature Ryan Palmer on Advice During a Pandemic  
March 25, 2020
- Food on Demand Interviews Ryan Palmer on Restaurant Response to COVID-19  
March 18, 2020
- "Food on Demand Conference Highlights," Food Service News  
May 2019
- "Gray Plant Mooty Elects Five Board Members," Minneapolis/St. Paul Business Journal  
April 10, 2019
- "When It's Legal, It All Circles Back to the Contract," Food On Demand  
April 9, 2018

## News Releases

- Ten Lathrop GPM Attorneys Recognized as Franchise Legal Eagles  
April 1, 2024
- 11 Lathrop GPM Attorneys Recognized in the International Who's Who Legal Franchise 2023 List  
November 27, 2023
- Eight Lathrop GPM Attorneys Named Lawyer of the Year, 89 Ranked as The Best Lawyers in America©  
August 17, 2023
- Lathrop GPM LLP Hosts Diverse Professionals Network Retreat  
June 21, 2023
- 10 Lathrop GPM Attorneys Recognized in the International Who's Who Legal Franchise 2022 List  
September 28, 2022
- Six Lathrop GPM Attorneys Named Lawyer of the Year, 95 Ranked as The Best Lawyers in America©  
August 18, 2022

- Eight Lathrop GPM Attorneys Recognized as Franchise Legal Eagles  
April 1, 2022
- 11 Lathrop GPM Attorneys Recognized in the International Who's Who Legal Franchise 2021 List  
October 12, 2021
- Seven Lathrop GPM Attorneys Named Lawyer of the Year, 100 Ranked as The Best Lawyers in America©  
August 19, 2021
- Lathrop GPM Franchise Practice Group Closes \$13.5 Million Deal with BBQ Holdings, Village Inn and Bakers Square  
August 3, 2021
- 8 Lathrop GPM Attorneys Recognized as Franchise Legal Eagles  
April 1, 2021
- Lathrop GPM Attorneys Named to The Best Lawyers in America©, Lawyer of the Year, and Ones to Watch for 2021  
August 20, 2020
- 16 Lathrop GPM Attorneys Recognized as Franchise "Legal Eagles"  
April 1, 2020
- Lathrop GPM Develops COVID-19 Client Response Team  
March 18, 2020
- Gray Plant Mooty Attorneys Named The Best Lawyers in America© 2020  
August 15, 2019
- Gray Plant Mooty Attorneys Named 2019 Minnesota Super Lawyers and Rising Stars  
July 5, 2019
- 17 Gray Plant Mooty Attorneys Recognized as 2019 "Legal Eagles"  
April 1, 2019
- Gray Plant Mooty Announces Newly Elected Board Members  
March 27, 2019
- Gray Plant Mooty Attorneys Named 2018 Minnesota Super Lawyers and Rising Stars  
July 5, 2018
- 15 Gray Plant Mooty Attorneys Recognized as 2018 "Legal Eagles"  
April 3, 2018
- 43 Gray Plant Mooty Lawyers Named 2017 Minnesota Super Lawyers and Rising Stars  
July 5, 2017



- 15 Gray Plant Mooty Franchise Attorneys Recognized As 2017 “Legal Eagles”  
April 3, 2017
- 40 Gray Plant Mooty Lawyers Named 2016 Minnesota Super Lawyers and Rising Stars  
July 5, 2016
- 15 Gray Plant Mooty Franchise Attorneys Recognized As “Legal Eagles”; Largest Number of All Firms  
April 6, 2016
- Gray Plant Mooty Welcomes 7 New Attorneys in March  
March 25, 2016
- Gray Plant Mooty Adds Ryan Palmer and Lavon Emerson-Henry to Global Franchise Practice  
March 2, 2016

### Professional Affiliations

- American Bar Association: Business Section - Forum on Franchising
- Minnesota Bar Association
- Hennepin County Bar Association

### Honors

- Selected among *The Best Lawyers in America*®, 2021-2024
- *The International Who's Who of Franchise Lawyers*, 2021-2023
- *Franchise Times*, "Legal Eagle," 2010-2024
  - *Franchise Times*, "Legal Eagle Hall of Fame," 2019
- "Minnesota Rising Star," *Thomson Reuters*, 2016-2019
- "Top Franchise Legal Player," *1851 Franchise*, 2018