Rachel L. O'Connor

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MINNEAPOLIS
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PRACTICE AREAS

Franchise & Distribution

Franchise M&A

Corporate & Business

Mergers & Acquisitions

Private Equity & Venture Finance

Non-Compete, Non-Solicit, Trade Secrets & Other Restrictive Covenants

Multi-Unit Franchising

Start-Up Systems

Emerging & Mature Systems

Franchise Registration & Compliance

International Development

International Law

COURT MEMBERSHIPS

- Minnesota
- U.S. District Court for the District of Minnesota

EDUCATION

University of St. Thomas School of Law, J.D., *cum laude, 2016*

Rachel is an associate in the firm's Franchise & Distribution practice group. Located in our Minneapolis office, Rachel counsels clients on transactional, business law, and franchise matters such as corporate governance and compliance, acquisitions and sales of businesses, corporate finance, and commercial agreements. Rachel advises clients in the due diligence process of transactions, identifying key issues and risks. She also reviews and drafts purchase agreements, shareholder and owner operating agreements and real estate leases, prepares governing documents, and conducts business sale closings.

Prior to joining Lathrop GPM, Rachel worked at another law firm in Minneapolis. There, she advised individuals, businesses, private equity funds, and developers, considering potential issues and assessing risk to get a full view of a situation so that clients could focus on their work and maximize their productivity.

Representative Experience

- Represented a private equity investment firm in its acquisition of a keyless remote business for approximately $50 million
- Represented various quick-service restaurant franchise operators in both acquisitions and divestitures of various restaurants
- Represented clients in financing transactions, including advising issuers and investors and handling acquisition financing for lenders, borrowers, and investors
- Represented clients in creating new businesses, restructuring existing businesses, and expanding on a national and international level
- Represented tenants in negotiating office, industrial, and multi-unit retail leases, lease assignments, lease amendments and related

Marquette University, B.A., Political Science and Spanish, *magna cum laude, 2013*

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Events

- ESG Essentials for Franchise Companies Webinar
  June 21, 2023

Presentations

- Co-presenter, "ESG Essentials for Franchise Companies," Lathrop GPM Webinar, June 21, 2023

Publications

- Co-author, "Addressing Five Essential ESG Questions for Franchise Companies," *Franchising Magazine USA*, November 1, 2023
- Co-author, "Current M&A in the U.S.: the franchisor's guide," *Global Franchise Magazine*, September 2022

Client Alerts And Blog Posts

- Illinois Federal Court Grants Franchisor’s Motion to Dismiss Terminated Franchisee’s Fraudulent Misrepresentation and Breach of Contract Claims
  March 14, 2024
- Florida Federal Court Allows Franchisor’s Lanham Act and Breach of Contract Claims to Proceed
  February 15, 2024
- Maryland Federal Court Recertifies Class Action Against Hotel Franchisor for Claims Related to Data Breach
  January 18, 2024
- Seventh Circuit Affirms Dismissal of Inventor’s Claim that Distributor Failed to Use Commercially Reasonable Efforts to Sell Its Products
  December 8, 2023
- New Jersey Federal Court Denies Customers’ Motion to Declare Class Action Waiver & Arbitration Provision Invalid
  November 1, 2023
- Fifth Circuit Affirms Enforcement of Jury Trial Waiver in Franchise Transfer Agreement
  October 5, 2023
- Michigan Federal Court Grants Summary Judgment Enforcing Franchise Agreement Termination and Awarding Liquidated

Damages and Attorneys' Fees
September 7, 2023

- Fifth Circuit Affirms Dismissal and Summary Judgment on Distributor's Claims for Fraud and Breach of Contract Against Manufacturer
  August 10, 2023
- Tennessee Federal Court Compels Arbitration in Fraudulent Inducement Dispute
  July 6, 2023
- Tennessee Federal Court Compels Arbitration in Fraudulent Inducement Case and Grants Preliminary Injunction Enjoining Enforcement of Noncompete
  June 8, 2023
- Minnesota Prohibits Certain Restrictive Covenants in Franchise Agreements
  June 8, 2023
- Oklahoma Federal Court Grants Franchisor's Post-Termination Motion for Preliminary Injunction Related to Trademark Infringement
  May 4, 2023
- Tennessee Federal Court Denies Franchisor's Motion to Dismiss Claims of Bad Faith in Denying Relocation
  April 5, 2023
- Virginia Federal Court Enforces Alleged "Scrivener's Error" Extending Term
  March 9, 2023
- New York Federal Court Denies Franchisor's Motion for Preliminary Enforcement of Noncompete
  February 9, 2023
- Connecticut Federal Court Denies Franchisee's Motion for Temporary Restraining Order Following Termination
  January 11, 2023
- Illinois Federal Court Rules Distributor Agreement's Requirement to Carry Inventory above Wholesale Could Constitute a Franchise Fee Under the Illinois Franchise Disclosure Act
  August 11, 2022
- Utah Court of Appeals Affirms Enforcement of a "Walk-Away" Settlement Agreement
  July 14, 2022

News Releases

- Lathrop GPM Attorneys Named 2023 Minnesota Super Lawyers and Rising Stars
  July 18, 2023
- Lathrop GPM Grows Franchise & Distribution Practice with New Partner and Associates
  June 13, 2022

Professional Affiliations

- Minnesota State Bar Association
- Hennepin County Bar Association
- The Minneapolis Women's Rotary Board
- University of St. Thomas School of Law Mentor

Honors

- *Thomson Reuters*, "Minnesota Rising Star," 2023