



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

matters

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