

## About Rachel E. Soffer

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Rachel E. Soffer is a high-energy attorney with over 20 years of experience working with businesses ranging from Fortune 500 corporations to emerging companies on a broad range of matters including mergers and acquisitions, joint ventures, strategic partnerships, the Internet and e-commerce, licensing, intellectual property, supply and distribution arrangements, franchising, and business entity organization and governance. Rachel has extensive experience representing clients in several industries including: software and related services; medical technology and devices; product manufacturing, marketing and distribution; and food products.

Rachel has a strong business law background and serves as outside general counsel to businesses that she advises on issues arising in day-to-day operations. She also assists clients with strategic and business planning, and helps them structure for growth, strengthen relationships with key stakeholders, partners and suppliers, and expand marketing and distribution channels.

Prior to joining Soffer Law Group, Rachel was a partner at two large Minneapolis law firms. She received her law degree from William Mitchell College of Law and her undergraduate degree from The George Washington University, Cum Laude. Rachel completed two years of her undergraduate study in Paris, France at the American University in Paris; Rachel speaks French fluently. Rachel lectures and makes presentations to business and academic audiences on issues regarding business law and intellectual property.



### Practice Areas

- General Corporate Counsel
- Intellectual Property Transfers, Licensing and Protection
- Internet, Software and E-Commerce
- Mergers and Acquisitions
- Product Manufacturing, Marketing and Distribution
- International Business Transactions
- Medical Technology and Devices
- Food Products

### Representative Transactions

#### General Corporate

Rachel has extensive experience counseling a broad range of companies at all stages—from business organization, product development, marketing and distribution, to mergers, acquisitions and sales. Rachel counsels clients on entity formation, shareholder agreements, member control agreements, governance and related issues. Rachel advises companies on matters that arise in day-to-day operations, including employment issues, independent contractor relationships, contract review, disputes and litigation management. She also advises on strategic and business planning matters, including structuring for growth, expanding marketing and distribution channels, and mergers, acquisitions and divestitures. Rachel also regularly advises clients on the transactions and related matters summarized below.

#### Intellectual Property Transfers, Licensing and Protection

Rachel advises clients on a variety of intellectual property matters regarding software, technology, trade secrets, trademarks and copyrights. Rachel negotiates and drafts a broad range of intellectual property agreements including confidentiality and non-use agreements, development agreements, licensing agreements, branding agreements, purchase and sale agreements. Rachel

has extensive experience in licensing medical technology and devices, software and related intellectual property.

#### **Internet, Software and E-Commerce**

Rachel has extensive experience counseling businesses on a broad range of Internet, software, and related services matters including website development and design, website agreements, mobile applications, user terms and conditions, privacy policies, hosting, application service provider agreements, linking and portal agreements, co-branding agreements, on-line agreements, intellectual property protection, data ownership and related issues. Rachel provides counsel regarding outsourcing agreements, software licenses, data processing agreements, customer relationship management and enterprise resource planning maintenance and related services.

#### **Mergers and Acquisitions**

Rachel has represented several Fortune 500 companies, public and privately-held companies in acquiring companies and assets in a broad range of industries including medical technology and devices, telecommunications, manufacturing, software and related services, and food products. Rachel provides counsel at all stages, including due diligence, letters of intent, deal structure, drafting and negotiating purchase agreements and related documents, and post-closing matters.

#### **Product Manufacturing, Marketing and Distribution**

Rachel has extensive experience structuring and negotiating domestic and international manufacture, supply and distribution agreements regarding a broad range of products. Rachel regularly counsels clients on matters including product development, product sourcing arrangements, manufacture and supply agreements, product branding, quality policies, warranties, product distribution, antitrust, intellectual property protection, trade secrets and confidential information.

#### **International Business Transactions**

Rachel's practice includes a variety of international business transactions including joint ventures, strategic partnerships and acquisitions. Many of the transactions described above regarding product manufacture, marketing and distribution are global in scope, and Rachel has substantial experience structuring marketing and distribution agreements that cover several countries, particularly with respect to EU countries. Similarly, many of the transactions described above regarding intellectual property, e-commerce, software and the Internet are multi-national or global in scope.

#### **Medical Technology and Devices**

Rachel has extensive experience representing multi-national leaders in medical technology as well as start-up medical technology companies. This experience has provided us with a valuable perspective and deep understanding of the dynamics and drivers of medical technology companies, their growth and the transactions that fuel such growth. In addition, Rachel has extensive experience counseling a broad range of medical technology companies at all stages—from the development of technology, through strategic licensing, manufacture and distribution arrangements, and acquisitions. Rachel has provided strategic counsel on numerous joint ventures, equity investments, mergers and acquisitions, and options to acquire, distribute and license medical technology.

#### **Food Products**

Rachel has substantial experience in the food industry representing restaurant franchisers and franchisees, producer cooperatives, consumer cooperatives and other food companies in establishing supply and distribution agreements, quality policies, product branding, advertising, trade secrets, intellectual property protection and related matters.

### **Selected Professional Activities**

**Minnesota State Bar Association:** Computer and Technology Law and International Business Law Sections

**Boards of Directors.** Rachel has served on boards throughout her career, including the boards of the organizations summarized below, with which she has ongoing responsibilities as legal counsel and/or as a board member.

**Board of Directors, Ragamala Dance Company,** Minneapolis, MN, Spring 2012 – present. Rachel serves on the Board of Directors of Ragamala Dance Company, an internationally acclaimed dance company that brings the eloquence of Bharatanatyam, traditional Indian dance, to

contemporary audiences around the world. Ragamala focuses on universal themes and transcends any barriers of culture, ethnicity, nationality and geography with its multi-dimensional performances that blend dance, music, poetry and art.

**Board of Directors, Lakewinds Natural Foods**, Minnetonka/Chanhassen, MN 2000-2007. Rachel served as President of the Board of Directors of this natural food and home products cooperative and worked with the board, management and affiliated organizations on strategic matters including expansion to two additional locations, capital campaigns, acquiring an additional store, market position, branding, vision, long-term planning and other board matters.

## Selected Community Involvement

**Dance Fitness Instructor, Aerobics With Soul®** (1990 – Present) Rachel has enjoyed teaching dance fitness classes based on African dance in numerous Twin Cities locations including LifeTime Fitness, The Marsh, Edina Community Center, YWCA-Uptown, and The College of St. Catherine. She is certified by Aerobics With Soul® creator, Maria Nhambu and has enjoyed teaching week-long classes with her at the internationally acclaimed health and wellness spa, Rancho La Puerta in Baja, Mexico each year since 2003.

**Minneapolis Institute of Art, Art Adventure Program** (2004 – 2010) Volunteer Art Adventure instructor at Gatewood Elementary School, Minnetonka, MN.

**Advocates for Human Rights – Volunteer Attorney** (Summer/Fall 2007). Represented political refugee's petition for asylum; utilized French language skills and legal expertise to successfully obtain grant of asylum from U.S. Department of Homeland Security.

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