



## Ryan Lowther

Partner

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Ryan is a skilled business lawyer who listens to his clients and has a practical and rational approach whether working directly with clients or negotiating on their behalf. He helps his clients identify and achieve their primary objectives without spending unnecessary time or expense on secondary issues that are unlikely to matter. This approach has made Ryan a trusted advisor to his clients for nearly two decades, and has often resulted in clients on the other side of a transaction hiring Ryan for future matters once the transaction has been completed.

Ryan works with clients across many industries and practices at the firm. His practice includes:

- Serving as outside general counsel to early stage and mature companies.
- Representing executives and fund managers with respect to their employment and compensation arrangements and exit packages.
- Leading merger and acquisition transactions.
- Advising investors, investment funds, and companies with respect to financing transactions.
- Working with Farella's private clients on their business matters, such as investments and the purchase of real estate or personal property assets.
- Working with family businesses on succession planning issues, including orchestrating the transfer of assets, redefining roles and responsibilities from one generation to the next, and assisting in the education and guidance of up-and-coming family members on the intricacies of the family's assets.

Ryan is the founder of Farella's cannabis practice. At Ryan's insistence, Farella was one of the first mid-sized law firms in the country to develop a dedicated cannabis practice to leverage over 60 years of experience in other highly regulated industries for the benefit of cannabis and cannabis-adjacent clients. Ryan counsels his cannabis clients to launch, fund, and expand their businesses and address the significant legal and regulatory hurdles faced by enterprises in this industry. Unlike many industry attorneys, he draws on years of experience as a high-level general legal advisor where he has experienced many parallel issues faced by his cannabis clients.

### Distinctions

- *Chambers USA*: Cannabis Law - Western United States, Band 1 (2019-2024)
- "Top Cannabis Lawyers" in California (2022) - *The Daily Journal*
- *Legal 500 United States*, Cannabis, Recommended Attorney (2021-2023)
- "Top 100 Lawyers" in California (2018) - *The Daily Journal*
- "Top 40 Under 40" leading lawyers in California (2016) - *The Daily Journal*
- Trailblazers in Cannabis Law - *National Law Journal* (2018)

### Memberships and Affiliations

- Founding member, chair (2018-2019), Executive Committee, Member, Cannabis Law Committee, Bar Association of San Francisco

### Services

- Business Transactions
- Cannabis
- Consumer Products + Manufacturing
- Executive Representation
- Private Client
- Renewable Energy
- Wine
- Private Equity and Venture Capital
- Family-Held Enterprises

### Education

- Columbia Law School (J.D., 2003)
  - Managing Editor, *Columbia Journal of Transnational Law*, Harlan Fiske Stone Scholar
- Florida State University (B.S., 1998)

### Bar Admissions

- California
- New York

- Lifetime member of the National Cannabis Bar Association
- Member of the National Cannabis Industry Association
- Former member, Board of Advisors, Sprouts Cooking Club

## Experience

### **TILT Holdings Inc. on \$10.5M Loan Transaction**

Advised TILT Holdings Inc., a global provider of cannabis business solutions, and its Pennsylvania subsidiary, grower and processor Standard Farms, on a \$10.5 million loan transaction that will provide the capital for Standard Farms to construct and operate retail dispensaries in the Commonwealth of Pennsylvania.

### **TILT Holdings Inc. \$86.7 Million Debt Refinancing**

Advised TILT Holdings Inc., a global provider of cannabis business solutions that include inhalation technologies, cultivation, manufacturing, processing, brand development, and retail, on a series of transactions to refinance its \$86.7 million legacy debt, effectively reducing TILT's outstanding debt by 47% over a 12-month period.

### **Next Green Wave Holdings Agreement to Sell to Planet 13 Holdings**

Represented California seed-to-shelf cannabis producer Next Green Wave Holdings (NGW) as U.S. counsel in its definitive arrangement agreement to be sold to Nevada-based cannabis company Planet 13 Holdings Inc.

### **TCPA Class Action**

Represent Tilt Holdings and cannabis technology company Baker Technologies in defending a proposed Telephone Consumer Protection Act (TCPA) class action.

### **Sale of Cannabis Distributor for \$50 Million**

Represented Blackbird Holdings Corp., a distribution company providing operations and software solutions that facilitate the movement of cannabis products at each touchpoint within the supply chain, in its \$50 million sale to TILT Holdings Inc. (CSE:TILT), a vertically-integrated technology and infrastructure cannabis company serving more than a third of dispensaries across the US and Canada.

## Publications

March 02, 2020

### **5 Key Highlights of the CDFA's Proposed Cannabis Appellations Program**

11/9/2017

### **Patents in the Burgeoning Cannabis Industry**

2/1/2017

### **Avoid These Cannabis Startup Pitfalls, Says Top Industry Legal Expert**

4/21/2016

### **Turning Point for Marijuana Regulation?**

## Outside the Office

Ryan is a skier and snowboarder, when possible (he's a new father). He's traveled extensively—recent destinations include Indonesia, Tahiti and Europe—and is an enthusiastic, if amateur, cook for friends and family.