







# Brenton Twitchell

Associate

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 @millernashllp

**“Clients appreciate my dedication, approachability, and strategic thinking. I care deeply about their success. I get to know them and their businesses. Together, we craft strategies anticipating obstacles and focusing on their goals.”**

Brenton Twitchell partners with growing technology and services businesses to proactively and thoughtfully guide them through the legal aspects of achieving their business objectives. He routinely assists owners and management in:

- Navigating complex mergers and acquisitions.
- Creating and structuring legal entities and businesses.
- Raising capital through private securities offerings.
- Forming strategic alliances.
- Managing vendor, supplier, and contractor relationships.
- Complying with fiduciary and governance obligations.
- Planning around incentivizing employees and issues related to succession.

Brenton has represented companies from a variety of industries, including technology, biotech, renewable energy, food and beverage, real estate, and manufacturing.

Brenton has extensive experience negotiating transactions. His approach is collaborative and team-based, leveraging a wealth of experience and insight on behalf of his clients. Brenton’s clients often rely on him to act as their outside general counsel, coordinating legal teams and business teams to achieve the desired business objectives. Brenton enjoys educating his clients and their in-house teams, and has given presentations on a variety of topics, including contract management, contractual risk allocation, and navigating mergers and acquisitions.

Before private practice, Brenton served as a law clerk to Justice James M. Johnson of the Washington State Supreme Court and was a project supervisor at a class action administrator. Brenton is an Eagle Scout and has served as a local Boy Scout troop leader. He lived in Brazil for a number of years where he engaged in service work in towns and villages along the Amazon River. Brenton is active in Miller Nash’s pro bono efforts, representing asylum seekers as well as local nonprofits in a variety of matters.

## Education

J.D., University of Arizona, *summa cum laude*, 2012  
 ▪ Order of the Coif

B.A., Brigham Young University, *magna cum laude*, 2008

## Bar Admissions

Washington, 2012

## Languages

Portuguese

## Professional Activities

- Washington State Bar Association, member
- BYU Management Society, member
- Washington State Supreme Court, Justice James M. Johnson, Law Clerk, 2012-2013

## Civic Activities

- Boy Scout Troop Leader, volunteer
  - Eagle Scout

## Representative Experience

### Mergers & Acquisitions

- Assisted the owners of a local, innovative technology company operating in the health care industry sell their equity in the company for approximately \$100 million.
- Advised a growing real estate business through three acquisitions of assets and equities occurring during a relatively short two-year window as this business expanded its operations and footprint.
- Guided a regional distributor in the food and beverage industry in its \$3 million acquisition of the assets of one of its local competitors.
- Negotiated and developed a strategic alliance agreement for a local manufacturer to partner with an international manufacturer and services business to secure larger, more lucrative contracts.
- Assisted the owners of a competitor to an engineering and construction business acquire part of the equity of that business from its second generation owners—who had outstanding obligations to the first generation—navigating complex debt, management, and succession issues.
- Guided a local technology services business through a merger with a competitor from another state, helping the business resolve complaints from a troublesome minority shareholder to complete the deal in a timely manner.
- Counseled a prominent local nonprofit corporation with a substantial interest in real estate in its evaluation of, and eventual partnering via affiliation agreement with, another prominent local nonprofit corporation with substantial real estate assets.

### Private Securities Offerings

- Guided a regional company operating in the hospitality industry through a \$20 million private securities offering.
- Advised an autonomous vehicle company in its evaluation of investment offers from major corporations and venture capitalists.
- Assisted a technology company with unique products in the food and beverage space convert millions in outstanding debt into equity as part of a strategic repositioning for future business and fundraising initiatives.
- Aided a company designing and manufacturing high-end sports equipment in raising capital from a wealthy foreign financier.

### Contract Negotiation

- Assisted a local company manufacturing and distributing products all over the world in negotiating and drafting various supplier, vendor, and sales agreements with global parties.
- Guided a sales executive with a large book of business in the evaluation and negotiation of an employment offer and agreement which included incentive equity grants and options to purchase equity.
- Negotiated and developed a \$1 million client services agreement for a technology services business, which included part of the compensation taking the form of equity.

**Legal Entity Formation & Structuring**

- Advised a professional athlete and a collegiate-level coach form a limited liability company and then subsequently acquire a sports-related franchise business.
- Guided the co-founders of a new technology venture in the health care space through the corporate formation process, as well as locating and connecting them with appropriate regulatory counsel and compliance experts.
- Counseled the owner of a growing services business through the restructuring of his various legal entities and operations to provide for more operational efficiency, a more efficient tax structure, and better platform for future expansion.

**Publications**

- “The Entrepreneur’s Guide from Start to Finish,” Ryan, Swanson & Cleveland
- “An Introduction to Convertible Notes, What They Are, and Why You Might Consider Using Them,” Washington State Bar Association, Advising the New Tech Startup: Financing & Ethical Considerations, Business Law Section CLE (Apr. 2015)

**Presentations**

- “Paralegals Role in Mergers and Acquisitions,” Lorman Education Services (Apr. 2020)
- “Robo Advice,” Puget Sound Area Chief Compliance Officers Registered Investment Advisors (Jan. 2017)
- Advising the New Tech Startup: Financing & Ethical Considerations, Washington State Bar Association, Business Law Section CLE (Apr. 2015)

**Recognition & Honors**

- Selected for inclusion as a Washington Super Lawyer—Rising Star, 2020-present

**Personal Activities**

Brenton enjoys spending time with his wife, Martha, their three kids (identical twin sons and a daughter), and their dog, Mila. Brenton and Martha both grew up in the greater Seattle area and have deep ties to the Pacific Northwest. Brenton rides a Kawasaki ER-6N, enjoys sci-fi movies and shows, and likes any sport or activity that involves going into the mountains.