

# Patrick J. Johnson

Partner



#### CONTACT INFO

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#### OFFICE

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Patrick is a business and transaction lawyer. For nearly two decades, including eight years with large New York and international law firms, he has counseled clients on M&A, securities, financing and commercial matters. He is recognized in [The Best Lawyers in America®](#) (2013-19) for Corporate and M&A.

#### PRACTICE AREAS

Business and Corporate  
› Mergers & Acquisitions  
› Securities  
International & Cross Border  
Media and Publishing

#### INDUSTRIES

Manufacturing  
Media, Publishing, & Communications  
Utilities

#### EDUCATION

University of Virginia School of Law  
J.D., 1994; Managing Board, *Virginia Tax Review*, 1993-94  
University of Virginia  
B.A., 1991

#### BAR & COURT ADMISSIONS

New York  
North Carolina

## MY PRACTICE

### MERGERS & ACQUISITIONS

Patrick has extensive experience representing clients in the sale or purchase of a business. He negotiates and advises on earn out provisions, indemnification and survival provisions, exclusivity arrangements, and other key terms in M&A transactions.

His representative transactions include serving as a legal advisor to a:

- Media company in its acquisition of two television stations
- Software company in sale of business to public company in automobile business
- Software company in sale of its business to large media business

Media company in its acquisition of assets of six radio stations

Private health care service provider in its acquisition of family-owned health care service provider

Private owner of broadcast television stations in sale of stations to public company

Private U.S. distribution company in sale to U.K. public company

Private media company in sale of cable systems to private investor

Two Midwestern utilities in sale of jointly-held U.K. electricity distribution business to U.K. utility

Prominent investment banker in purchase of national magazine from large media company

National telecommunications company in large equity investment by financial buyer in telecommunications company's reorganization in Chapter 11

Public telecommunications company in its acquisition by private telecommunications company

Wine products business in sale to employees

Investment advisor in sale of advisory business

Purchaser of hardscape and landscaping business

Private equity fund in its investments in cable service provider

Pension trust of Fortune 10 company in its investments in public hotel chain and private direct marketing company

## GENERAL CORPORATE ADVICE AND COUNSEL

Patrick has a diverse corporate practice, counseling large corporations and small businesses on a variety of complex issues. He negotiates and advises on commercial contracts, such as ongoing supply and procurement agreements. He also advises clients on governance issues, organizational documents and choice of entity. He has significant experience advising on formation of private equity and real estate funds, and investment in private equity funds.

Current clients include:

A global materials manufacturing company with significant operations on four continents

Several large real estate funds

A large nonprofit organization involved in the mortgage industry

## SECURITIES, PRIVATE PLACEMENTS, AND FINANCE

Patrick advises issuers in connection with the private placement of securities, including private equity and real estate funds. He also advises clients on broker-dealer issues and matters related to the Investment Company Act and Investment Advisers Act.

Additionally, Patrick represents borrowers in secured debt facilities and negotiating credit and security agreements. Patrick has also advised on and represented numerous ISDA derivatives agreements for hedging commodities and foreign currency. Representative transactions include:

Formation of real estate fund and private placement of several hundred million dollars in limited partner interests to investors

Formation of second real estate fund and private placement of several hundred million dollars in limited partner interests to investors

Representing a "green" manufacturer borrower in secured credit facility

Representing a textile manufacturer borrower in secured subordinated lending facility

Representing a sports equipment manufacturer borrower in secured lending facility

Representing a borrower in a secured lending facility for real estate development

Representing a global material manufacturing business in negotiating numerous ISDA derivatives and hedging agreements

## INTERNATIONAL

Patrick represents client in international business transactions, including cross-border transactions and other arrangements involving foreign entities. He regularly counsels a global manufacturing business and advises it on commercial arrangements. Representative transactions include:

Two Midwestern utilities in sale of jointly-held U.K. electricity distribution business to U.K. utility

Private U.S. distribution company in sale to U.K. public company

Purchase agreement for ongoing supply of products from Canadian manufacturer for delivery at U.S. plants

Supply agreement for ongoing supply of products from U.S. manufacturer to Mexican plants

Numerous foreign entities in negotiating hedging arrangements with foreign banks

## HONORS

Recognized by his peers for inclusion in [\*The Best Lawyers in America\*](#) in Corporate Law and Mergers and Acquisitions Law (2013-2019)

40 Under 40 Leadership Award, *Triangle Business Journal*, 2009

Power of Justice Award, *Business Leader Magazine* and NC Bar, 2008

## COMMUNITY INVOLVEMENT

Chair, Steering Committee, North Carolina Lawyers for Entrepreneurs Assistance Program (NC LEAP) (2006-2009)

Council Member, [Business Law Section, North Carolina Bar Association](#) (2009-2010)

Vice Chair of Member Relations, [Leadership Raleigh](#) Alumni Association (2009-2010)

Graduate, [Leadership Raleigh](#) (2005-06)

Member, [American Bar Association](#)

Member, [North Carolina Bar Association](#)

Member, [Wake County Bar Association](#)

Member, [Rotary Club of Raleigh](#)

Board of Directors, [Rotary Club of Raleigh](#) (2014-2015)

Board of Directors, [United Arts Council of Raleigh and Wake County](#) (2014-2017)

Enforceability of Online Terms and Conditions Incorporated into a Written Contract, April 21, 2010

Patrick Johnson Serves as Panelist at CED Program, July 9, 2009

Frye, Johnson and Woosley Receive Power of Justice Awards, May 5, 2008