

Dudley W. Murrey



Partner

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Dudley Murrey practices in numerous areas of corporate and securities law. He represents multinational companies and others in domestic, cross-border and international corporate finance transactions, including public and private securities offerings, structured finance transactions, commercial lending arrangements, and facility and equipment financings. Dudley regularly advises clients on securities law compliance, corporate governance matters and the implications of the Dodd-Frank Wall Street Reform and Consumer Protection Act for their businesses. In addition, he represents clients in connection with mergers and acquisitions, corporate restructurings, and the acquisition and financing of commercial and corporate aircraft, and counsels clients regarding internal and regulatory investigations and inquiries.

In his decades of practice, Dudley has represented a wide range of companies, from Fortune 150 companies to small, privately-held companies. His work for those clients has included representing them in some of their most important financings and transactions, ranging from international financings and acquisitions to the sale of the family business, as well as counseling them regarding matters affecting their daily operations.

REPRESENTATIVE EXPERIENCE

Since early 2005, Dudley has represented a Dow 30 company in numerous public offerings of more than a total of \$43 billion of debt securities, including acting as the client's U.S. counsel with respect to public offerings in Japan.

Other financings and transactions representative of Dudley's experience are:

- Representation of the issuer in a Rule 144A placement of \$500 million of put reset notes
- Representation of a Fortune 150 company in its \$245 million synthetic lease financing of a major data processing facility
- Representation of a Fortune 150 company in its sale of \$150 million of receivables
- Representation of borrowers in the negotiation and documentation of in excess of \$40 billion of credit facilities, including a number of multi-currency credit facilities
- Representation of an aircraft finance company in the purchase, financing, lease and disposition of nine Airbus A319 aircrafts
- Representation of an international finance company in the \$750 million restructuring of an international broadband communications provider
- Representation of originator in connection with securitization of \$4 billion of government receivables

INDUSTRIES

Aviation
Banking/Financial Services
Finance
Manufacturing and Sales

PRACTICES

Capital Markets
Corporate
Corporate Compliance, Investigations and Defense
Debt Financing
Governance
Initial Public Offerings (IPO)
Securities
Structured Finance and Securitization

EDUCATION

JD, 1974, Southern Methodist University Dedman School of Law, *Southwestern Law Journal*, Assistant Editor-in-Chief
BA, 1971, with high honors, Southern Methodist University

ADMISSIONS

Texas 1974

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PUBLICATIONS

- PCAOB Proposes New Audit Standard for Related Party Transactions and Excites Concern About Auditor Involvement in Executive Compensation Decisions (April 5, 2012)
- Recent SEC Staff Comments Challenge Reporting of Equity Compensation (March 7, 2012)
- ISS Publishes Guidance on New Methodology for Evaluating Pay-for-Performance Alignment and Updates to its Governance Risk Indicators (January 10, 2012)
- ISS Publishes 2012 Updates to Benchmark U.S. Proxy Voting Guidelines (December 1, 2011)
- Recent Ruling Allows a Shareholder Lawsuit to Proceed After a Negative Say-on-Pay Vote: Quirk or Harbinger? (October 6, 2011)
- DC Circuit's Proxy Access Decision to Stand, but SEC to Allow "Private Ordering" of Proxy Access (September 20, 2011)
- Oil and Gas Companies Should Expect Increased SEC Scrutiny of Operations and Reserves (September 6, 2011)
- SEC Replaces Credit Ratings with New Wide Market Following Test for Shelf Registration Statement Eligibility (September 1, 2011)
- PCAOB Floats Possibility of Mandatory Audit Firm Rotation *Financial Fraud Report (January 2012)* (August 31, 2011)
- DC Circuit Panel Vacates Proxy Access Rule (July 28, 2011)
- PCAOB Considers Changes to Standards for Auditors' Reports on Audited Financial Statements *Financial Fraud Report (November/December 2011)* (July 6, 2011)
- Securities and Exchange Commission Adopts Final Whistleblower Rules under the Dodd-Frank Act; Internal Reporting Encouraged but Not Required (July 6, 2011)
- SEC Proposes Rules for Compensation Committees and Compensation Advisers (April 21, 2011)
- SEC Proposes Rules to Implement the Dodd-Frank Act's Mine Safety Disclosure Requirements (January 25, 2011)
- SEC Proposes Disclosure Rules for Payments by Resource Extraction Issuers (January 13, 2011)
- "What Hath Dodd (and Frank) Wrought? Preparing for the 2011 and Future Proxy Seasons in a Dodd-Frank Environment," *Securities Regulation Law Journal, Volume 38, Number 4* (Winter 2010)
- SEC Proposes New Whistleblower Rules Under the Dodd-Frank Act of 2010 (December 2, 2010)
- SEC Issues Interpretive Guidance Regarding Liquidity and Capital Resources Disclosures (October 20, 2010)
- SEC Proposes Enhanced Short-Term Borrowing Disclosure Rules (October 20, 2010)
- SEC Stays Proxy Access Rules (October 6, 2010)

BRIEFINGS, SEMINARS & SPEECHES

- Panelist, 2012 Annual Disclosure Changes and Trends (January 2012)
- Panelist, 2011 Annual Disclosure Changes and Trends (January 2011)
- Panel Moderator, RR Donnelley SEC Hot Topics Seminar — Dallas (2007-2011)
- Panelist, Preparing for the 2011 Proxy Season in a Dodd-Frank Environment, 18th Annual SMU Corporate Counsel Symposium (October 2010)

AFFILIATIONS

- State Bar of Texas