

Melinda Brunger



Partner

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PRACTICES

Corporate
Corporate Compliance,
Investigations and
Defense
Governance
Mergers and
Acquisitions
Securities

EDUCATION

JD, 1990, University of
Houston Law Center,
Houston Law Review,
Chief Research Editor,
Order of the Barons
MBA, 1986, The
University of Texas at
Arlington
BA, 1973, Middlebury
College

ADMISSIONS

Texas 1990

LANGUAGES

French (Proficient)

Melinda's practice includes public offerings, and mergers and acquisitions of public and private companies. In addition, she counsels clients on corporate governance, Sarbanes-Oxley and Dodd-Frank requirements, SEC reviews, shareholder proposals and proxy contests.

REPRESENTATIVE EXPERIENCE

Representative M&A Experience

- Represented Frontier Oil Corporation in connection with its stock-for-sale merger with Holly Corporation, with an announced enterprise value of approximately \$7 billion for the combined company
- Represented an international auto manufacturer in connection with its acquisition of a publicly-traded finance company for total cash consideration of approximately \$3.5 billion
- Represented an energy services company in the sale of a subsidiary for approximately \$500 million
- Represented a public company in the acquisition of assets of a public energy services company in bankruptcy
- Represented public company in \$6.8 billion acquisition by Baker Hughes
- Represented NYSE-listed acquirer in \$5.6 billion merger with NYSE-listed TEPPCO Partners, L.P.
- Represented NASDAQ-listed acquirer in connection with \$2.3 billion acquisition of NYSE-listed energy services company
- Represented a public company in bankruptcy in the sale of a trading subsidiary

Special Committee Representations

- Counsel to special committee of a public partnership in multiple transactions involving acquisitions of energy transportation assets and equity interests
- Counsel to special committee of a public company in connection with acquisition of a real property company
- Counsel to special committee of a public partnership in connection with issuance of a newly authorized class of equity securities
- Counsel to special conflicts committee of a public partnership in connection with the exchange of classes of equity securities

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- Counsel to audit committee of a public company in connection with an internal investigation
- Advice to audit committees of public companies in connection with reviews of internal control over financial reporting
- Experience as counsel to public companies in connection with special committee investigations

Representations in Connection with Proxy Contests and Shareholder Activism

- Regular advice to corporate clients in developing corporate governance programs, considering shareholder nominations and responding to proposals from shareholders
- Regular advice to shareholders regarding Schedule 13D filings and potential proxy contests
- REIT: Represented company in settlement of a proxy contest and subsequent merger
- Energy services company: Represented company in response to an exempt solicitation filed by a former director; also represented company in developing governance program and communicating with significant shareholder
- Manufacturing company: Represented shareholder who was elected to Board of Directors in a proxy contest
- Pharmaceutical company: Represented shareholder who was appointed to the board of directors by agreement with the company
- Biopharmaceutical company: Represented shareholder in a proxy contest in opposition to a proposed merger; merger terms were restructured and shareholder was appointed to the Board of Directors by agreement with the company
- Business process company: Represented shareholder who was appointed to the Board of Directors by agreement with the company after a proxy contest

Securities Representations

- Represented Nasdaq-listed company in private placement of \$300 million of senior secured notes
- Represented initial purchasers in private placement of \$250 of convertible notes
- Represented company in exchange of convertible notes for common stock
- Represented NYSE-listed company in public offering of \$250 million of senior notes
- Represented NYSE-listed company in public offering of \$250 million of floating rate notes and \$250 million of senior notes
- Represented underwriters in initial public offering of limited liability company interests in management company
- Represented public partnership in initial public offering of units
- Represented underwriters in initial public offering of energy company
- Represented NYSE-listed company in public offerings of common stock
- Represented company in initial public offering of construction services company
- Represented company in formation of a joint venture among four public companies and subsequent business combination with public partnership

PUBLICATIONS

- Recent SEC Staff Comments Challenge Reporting of Equity Compensation (March 7, 2012)
- Serving on the Board of a Public Company: Roadmap for Directors (October 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 Disclosure Rules for Payments by Resource Extraction Issuers (January 13, 2011)
- Takeaways From SEC Comments On New Oil, Gas Rules *Law360* (December 2, 2010)
- "Steps to Take During the IPO Registration Period" *IPO Journal Trends and Techniques for the IPO Professional* (September 2001)

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PROFESSIONAL RECOGNITION

- Profiled as one of the leading Mergers and Acquisitions lawyers, *The US Legal 500* (2010)

AFFILIATIONS

- Houston Bar Association
- State Bar of Texas

PRESS RELEASES

- Andrews Kurth Recognized Twice for Deal of the Year in M&A Atlas Awards (March 22, 2011)
- Andrews Kurth Represents GM in "Deal of the Year" (March 15, 2011)