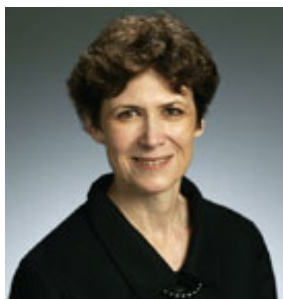


Gail Merel



Partner

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Gail practices in the corporate and securities and business transactions areas of the firm, with extensive experience in a variety of corporate transactions and a particular emphasis in corporate finance matters, including taxable and tax-exempt public debt issuances, private placements, commercial paper programs, syndicated and single-lender loan and letter of credit facilities, debt restructures, project financings, leveraged and synthetic lease transactions, structured financings, asset securitizations, cross-border and multi-currency financings, collateralized mortgage obligations, venture capital investments and lender liability counseling. Gail has represented a wide range of participants in these matters, including national, state and foreign banking institutions, insurance companies, trustees, asset-based and other lending institutions, underwriters, venture capital investors, securities issuers, borrowers and other corporate clients. A significant portion of her practice has also been devoted to transactions related to the health care industry. Gail also has extensive experience in handling secured transactions, including under both Articles 8 and 9 of the Uniform Commercial Code.

Gail was named a "Texas Super Lawyer" for each year 2003-2008, as published in *Law & Politics* and *Texas Monthly*; one of Houston's "Best Lawyers" for 1998 and 2002, as published in *Inside Houston*; and one of the "Best Lawyers in America" for 1995-2007, as published by *Woodward/White Publications*.

ARTICLES/PUBLICATIONS

- Legal Opinion Risk Seminar Handbook (October 2006)
- Supplement No. 1 to the Report on the Legal Opinions Committee Regarding Legal Opinions on Usury *Bulletin of the Business Law Section of the State Bar of Texas* (December 1994)
- "The Protection of Individual Choice: A Consistent Understanding of Religion Under the First Amendment" *The University of Chicago Law Review* (1978)
- "Liberalism and Religion in Political Philosophy and American Constitutional Law" *The University of Chicago Law Review*

INDUSTRIES

Banking/Finance
Energy Transactions
Health Care
Manufacturing/Sales

PRACTICE AREAS

Banking/Finance
Corporate/Securities
International

EDUCATION

JD, 1977, *magna cum laude*, Harvard Law School

PhD, 1974, Graduate School of Arts and Sciences, Harvard University, National Science Foundation Fellow

BS, 1969, valedictorian, School of Industrial and Labor Relations, Cornell University

ADMITTED

Texas 1988
New York 1978

Gail Merel

BRIEFINGS, SEMINARS & SPEECHES

- "Legal Opinions Under the New BOC," The University of Texas School of Law 2006 Partnerships, Limited Partnerships and LLCs Conference, July and September, 2006
- "Statement on Legal Opinions Regarding Indemnification and Exculpation Provisions Under Texas Law," Subcommittee on Legal Opinions Regarding Indemnities, Legal Opinions Committee of the Business Law Section of the State Bar of Texas, Texas Journal of Business Law of the State Bar of Texas, Spring, 2006
- "Working with Opinions Under the New Texas Business Organizations Code," The University of Texas School of Law, Houston and Dallas, Texas, 2006
- "Update on Legal Opinions: The Effect of the TBOC on Legal Opinion Practice," State Bar of Texas, 3rd Annual Advanced Business Law 2005, Houston, Texas, November 3-4, 2005
- Co-chair of the Subcommittee on Legal Opinions in Investment Securities which authored Supplement No. 2 to the Report on the Legal Opinions Committee Regarding Legal Opinions on Security Interests in Investment Property, Texas Journal of Business Law of the State Bar of Texas, Spring, 2001
- "Legal Opinions - Their Scope and Relevance in Today's Practice," State Bar of Texas Business Law Symposium, June, 1999
- "Legal Opinions," State Bar of Texas Business Law Seminar, June, 1997
- Testified on the Subcommittee Report on Proposed Constitutional Amendment Relating to School Prayer, on behalf of the Committee on Federal Legislation of the Association of the Bar of the City of New York, Hearings on S.J. Res. 73 and S.J. Res. 212 before the Subcommittee on the Constitution of the Senate Committee on the Judiciary, 98th Congress, First Session, 1983

PROFESSIONAL/CIVIC AFFILIATIONS

Awarded the Certificate of Merit for Outstanding Service to the State Bar of Texas, June 2002

Chair, Vice Chair and Immediate Past Chair, Business Law Section of the State Bar of Texas (approximately 3,500 members), 2003-2006

Member

- State Bar of Texas, Business Law Section
 - Council Member of the Section (1998-2005)
 - Member, Commercial Financial Services Committee
 - Past Chair and member, Legal Opinions Committee
- National Legal Opinion Project Study Group (2005 - Present)
- New York State Bar Association
- The Association of the Bar of the City of New York (1981-1987)
 - Committee on Federal Legislation (1981-1983)
 - Committee on Banking Law (1984-1987)
- American Bar Association
 - Business Law Section, Legal Opinions Committee
 - Investment Securities Subcommittee of the Uniform Commercial Code Committee of the Business Law Section (1996-1997)
- Texas Association of Bank Counsel
- Texas Business Law Foundation
 - Director, 1995 to Present

Gail Merel

- Member, Subcommittee on the Usury Reform Act Bill
- Houston Commercial Finance Lawyers Forum

Listed - Texas Super Lawyer in Banking, Texas Monthly (2003-2008)

HEADLINE NEWS

- Thirty-Five Andrews Kurth Partners Named in Texas Super Lawyers 2008 (October 3, 2008)