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Mark C. Morril, Esq.

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Current Employer-Title MorrilADR LLC – Independent Arbitrator and Mediator

Profession Arbitrator and Mediator

Work History MorrilADR, 2012 – Present; Senior Vice President/Deputy General Counsel, Viacom Inc., 1999 – 2012; Senior Vice President/General Counsel Simon & Schuster Inc. (a Viacom Company), 1989 – 1999; Litigation Partner, Kay Collyer & Boose (merged into Davis Wright Tremaine subsequent to tenure), 1985 – 1989; Associate, Paul Weiss Rifkind Wharton & Garrison; Partner, Greenbaum Wolff & Ernst and Hale Russell & Gray; Staff Attorney, Legal Action Center of the City of New York; Law Clerk to Honorable Jack B. Weinstein, United States District Court Eastern District of New York.

Experience Full-time commercial arbitrator and mediator since 2012 in domestic and international matters. Very wide range of subject matter and size of matters, ranging up to matters exceeding \$1 billion in dispute. Experience as sole arbitrator, panel chair, co-arbitrator, emergency arbitrator, through the hearing and final award stages. Representative case list at MorrilADR.com. Experience and expertise in disputes relating to complex commercial contracts, joint ventures, partnerships, construction, IP including copyrights, trademarks, patents; telecommunications, Internet and domain names, distribution and licensing agreements, good faith and fair dealing, insurance, real estate, motion picture/TV financing and production, music licensing, insurance, favored nations pricing; law firm partnerships; fraud; mergers and acquisitions/post-closing adjustments; accounting; oil and gas; pharma; defamation, executive employment; competition law.

Served for 10 years as General Counsel of Simon & Schuster, then the largest English language publisher in the world, and for 13 years as Deputy General Counsel of ViacomCBS. ViacomCBS's media businesses comprised Paramount Pictures and 170 cable TV channels and multiplatform properties (including MTV, VH1, Nickelodeon, COMEDY CENTRAL and BET), CBS Broadcasting and Radio, CBS Outdoor, Showtime, Simon & Schuster, discontinued industrial operations of Westinghouse, Gulf Western, and Charter Oil.

Served as the company's senior litigator, responsible for ViacomCBS's enterprise-wide disputed matters docket. Extensive business experience as a senior manager at ViacomCBS, on the Executive Committee of Simon & Schuster and as manager of ViacomCBS's worldwide law department.

Experience at ViacomCBS also included transactional, labor and employment (including executive employment), benefits, copyright, trademark, patent, environmental, real estate, privacy, technology, insurance, compliance, regulatory and government affairs matters and legal issues relating to new technologies and the Internet. Involvement in complex negotiations and transactions included Viacom's sale of Simon & Schuster, the acquisitions of Blockbuster and CBS, the IPO of Blockbuster and the later spin-offs of Blockbuster and CBS. Was responsible for management of ViacomCBS's 275 lawyer global law department and ViacomCBS's worldwide outside counsel relationships.

Also managed the liabilities arising from ViacomCBS's extensive Westinghouse, Gulf+Western and Charter Oil discontinued industrial operations, including 138,000 asbestos cases arising from the Westinghouse business, numerous environmental matters arising from the operations of Gulf+Western and very large pollution insurance coverage disputes in the U.S. and London markets.

Extensive litigation and ADR experience as business client and internal lawyer at ViacomCBS included:

- Numerous contract and commercial matters
- Patent cases involving video games and various interactive video uses
- Copyright matters, involving new media copyrights, issues under the Digital Millennium Copyright Act and idea origination cases
- Executive employment, labor and benefits disputes
- Securities law claims
- Derivative actions
- Music performance rights and issues under the ASCAP and BMI consent decrees
- Trademark cases
- Environmental matters
- Antitrust matters involving book pricing, video and home video distribution, cable network distribution and music licensing
- Defamation matters relating to books, cable TV programming and movies
- Asbestos litigation (138,000 cases)
- Internal investigations and compliance

Focus on case management resulted in significant efficiencies while achieving positive results in the company's disputed matters. Has spoken extensively on case management techniques and effective collaboration between business clients and outside.

Mediator Experience

Mediator in more than 125 cases, including experience in complex commercial matters and large cases. Full-time mediator and arbitrator since 2012 with over 25 years of prior experience as an advocate, general counsel, corporate counsel and business representative in mediations. Experience includes claims exceeding \$300 million and relating to multi-billion dollar transactions, as well as claims in the \$1-15 million range. Worked as a mediator in the private sector and as a Special Master in the New York State Supreme Court, Appellate Division, First Department and the New York State Supreme Court, New York County Commercial Division.

Matters handled as mediator included disputes involving an international distribution agreement for consumer goods with claims exceeding \$10 million and complex injunctive relief, pharma dispute with claims exceeding \$75 million, energy patent dispute, international trademark licenses involving a consumer brand with multi-million dollar revenues in North America, large commercial real estate ventures and commercial leases, claims and counterclaims of fraud, misrepresentation, breach of fiduciary obligations and accounting issues in closely-held corporations, insurance underwriting, insurance fraud with claimed damages exceeding \$15 million, commercial contracts and joint ventures. As corporate counsel worked on multiple mediations as counsel and/or business representative in disputes relating to insurance coverage with various claims exceeding \$300 million, shareholder derivative claims, accounting, merger and acquisition post-closing adjustments and earn-outs in multi-billion dollar transactions, intellectual property, labor and employment (including employee benefits and discrimination claims) and executive employment, defamation, antitrust claims, class actions, accounting and royalties disputes, including residual payments in television and motion picture production agreements and complex commercial contracts.

Expertise and experience includes complex commercial matters and large cases, corporate transactions, corporate governance and internal investigations, joint ventures, mergers and acquisitions, licensing, intellectual property licensing and infringement (including patents,

trademarks and copyrights), insurance and risk management (including general liability, directors and officers, errors and omissions, business interruption and cyber liability coverage's), toxic torts and mass torts, environmental, media and entertainment law (including television, motion pictures, book publishing, music rights and music publishing), labor and employment (including discrimination based on age, race, sex and sexual orientation) and executive employment, international law, Internet and online law, distribution of video content through cable television, telecommunications and Internet channels, antitrust and competition law, securities law, shareholder derivative actions, First Amendment, libel and defamation, trade secrets, unfair competition (including claims under the California Unfair Business Practices Act BPC §17200 and the Massachusetts Consumer Protection Act, MGL §93A), false advertising, partnerships, domain names, fraud and misrepresentation, real estate, privacy, regulatory matters including FTC, FCC and European Union competition law and data transfer issues. As advocate, general counsel and corporate counsel represented both claimant and defendant positions in different matters.

Representative Issues Handled as a Mediator

Interpretation of complex commercial contracts, trademark licenses and distribution agreements.

Wrongful termination of international distribution agreement.

Insurance fraud involving misrepresentation of the nature of the insured's business at the underwriting stage.

Equitable subrogation on insurance policies.

Insurance "piggy-backing" or diversion claims.

Insurance coverage.

Fraud and misrepresentation.

Scope of trademark licenses.

Breach of commercial lease, calculation of damages, mitigation of damages.

Calculation of damages on breach of unexpired commercial lease.

Guarantor liability.

Statute of limitations, including when party has sufficient knowledge of facts from which fraud could reasonably be inferred under New York's "discovery rule".

Enforceability of oral promise to forebear from collection of promissory note.

Admissibility of parole evidence to vary terms of written contract.

Breach of contract relating to exclusive distribution agreement.

Breach of implied covenant of good faith and fair dealing and related damages issues including lost profits, expenses, attorneys' fees and interest.

Scope of fiduciary obligations and duty to account.

Forum non conveniens standard.

Mediator Style & Process Preferences

I believe that mediation is a highly effective process to resolve disputes, even where the parties initially are reluctant to participate or a court has ordered them to mediate. An effective mediator must be well-versed in the parties' dispute, imaginative, persistent and efficient in pursuit of a complete resolution of the controversy.

Frequently it is most productive to help the parties find common ground initially on some of the easier issues in the dispute and build towards resolution of the larger issues and ultimately the entire controversy. Where feasible, the mediator should help the parties consider solutions that involve benefits outside the strict confines of the dispute, such as facilitating insurance or indemnity

coverage or the possibility of future business relationships that can confer value on both parties and possibly incorporate a resolution of the current dispute.

While the mediator should be respectful of the parties' views on whether the process has a prospect of success, a mediator should be persistent in trying to find a solution and imaginative in suggesting potential solutions that may not be immediately apparent to the parties. So long as the parties are willing to continue the process, the mediator should be readily available to facilitate their needs. The same holds true where the process previously has failed or has been suspended and the parties are willing to resume discussions.

A mediator should be cautious about expressing views on the merits of the dispute or on individual issues involved in the matter, but should be willing to take on an evaluative role when invited to do so or when it appears helpful to enable the parties to assess the risks and opportunities involved in the case and to make appropriate risk-based decisions. When invited by all parties, the mediator also may advance a proposed resolution of the matter. The parties may use the mediator's proposal as the basis for further discussions or as a final proposal each is free to accept, reject or adapt as the basis to resolve the dispute.

Finally, efficiency is an important value in mediation, as it is in arbitration. While most mediations are designed to be short processes and are inherently efficient, part of the mediator's role is to ensure that the process is as streamlined and efficient as possible, while sufficient to ensure that the relevant issues are exposed, analyzed and negotiated to reach a full resolution of the controversy.

Education

Columbia Law School (JD, James Kent Scholar-1972); Tufts University (BA, magna cum laude-1969).

Professional Licenses

Admitted to the Bar: New York, 1985; U.S. District Court: Southern and Eastern Districts of New York; U.S. Court of Appeals, Second Circuit; U.S. Supreme Court.

Professional Associations

Association of the Bar of the City of New York;
Current: Chair, Council on the Profession
Prior: Vice President; Executive Committee, Chair; Executive Committee Liaison to Committees on Arbitration, ADR and International Commercial Disputes; Chair, Task Force on New Lawyers in a Changing Profession; Chair, Committee on Professional and Judicial Ethics.

Chief Litigation Counsel Association (past Chair); Corporate Counsel International Arbitration Group; Institute for Transnational Arbitration (Advisory Board); American Bar Association (Dispute Resolution, Intellectual Property Law and Litigation Sections; Fellow); New York State Bar Association (Dispute Resolution Section); Federal Bar Council.

Recent Publications & Speaking Engagements

ADR SPEAKING ENGAGEMENTS:

Annual Americas Workshop of the Institute for Transnational Arbitration, Brazilian Arbitration Committee and the Arbitration and Mediation Center of the Brazil-Canada Chamber of Commerce: Practice and Strategy in the Final Stages of Arbitration (September 2013)

ABA Section of Dispute Resolution

Panel on Myth Busting: Arbitration Perceptions, Realities and Ramifications (April 2012)

ABA Annual Meeting

Myth Busting Panel (August 2012)

Institute for Transnational Arbitration (ITA) (June 2012)

Panel on Corporate Counsel and Arbitrator Perspectives (moderator)

Invitational Discussion Forum (co-moderator)

LITIGATION AND CASE MANAGEMENT RELATED SPEAKING ENGAGEMENTS:

New York County Lawyers Association: Panel on The Client's Perspective of Business Litigation (May 2012)

New York State Bar Association Corporate Counsel Institute: Panel on Litigation Management (October 2011)

Sandpiper Partners Leading Law Departments Summit: Panel on Techniques for Saving Money, Improving Efficiency and Adding Value (February 2011)

New York State Bar Association Commercial and Federal Litigation Section Annual Meeting: Panel on How Inside and Outside Litigation Counsel Can Add Value and Reduce Costs for Corporate Clients (January 2011)

Sandpiper Partners Leading Law Firms Conference
Panel on Resetting the Agenda with Corporate Clients (October 2011)

Panel on Making The Short List in 2011 and Staying on It (November 2010)

AmLaw Litigation Summit: Panel on Data Driven Triage for Painful Lawsuits: Insights for Corporate Legal Departments on Risk, Predictability and Cost Control (October 2010)

New York State Commercial Division Judges: In-House Counsel Panel (June 2010)

Conference of Chief Judges - Mid-Atlantic Conference on Business Courts: Panel on Qualifications and Training Business Court Judges (Delaware, October 2008)

PUBLICATION:

Legal Background Paper: Party Autonomy Reigns Supreme: Arbitration and Class Actions in the High Courts October 2012 Term (Washington Legal Foundation 2013)

Mediation Rate	\$25,000 Per Day
Languages	English
Citizenship	United States of America
Locale	New York, NY

The AAA's Rules provide the AAA with the authority to administer a mediation including, mediator appointment, general oversight and billing. Accordingly, mediations that proceed without AAA administration are not considered AAA mediations, even when the parties select an mediator who is on the AAA's Roster.

The information contained in this resume has been supplied solely by the individual mediator and may, or may not, be a complete recitation of their experience. The AAA assumes no responsibility for the content, completeness, accuracy, or reliability of the information contained in a mediator's resume. If you have any questions about a mediator's experience or background, you are encouraged to contact your case manager.

Mediators on the AAA Roster are not employees or agents of the AAA.