MNAT

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

S. Mark Hurd

Partner

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Practices

- Corporate and Business Litigation

Education

- J.D., cum laude, 1993, Georgetown University Law Center
- B.S.F.S., magna cum laude, 1990, Georgetown University

Clerkships

- Law Clerk to the Honorable Murray M. Schwartz, United States District Court for the District of Delaware

Mark is a member of the Corporate and Business Litigation Group. His practice focuses on corporate mergers and acquisitions, defense of stockholder class and derivative actions, and statutory actions relating to the governance and valuation of Delaware corporations. Mark also advises boards of directors and special committees in conflict of interest transactions and derivative litigation, and has lectured for the Practising Law Institute and the American Bar Association on matters of corporate governance. He was selected by his peers for inclusion in *The Best Lawyers in America 2012* in Litigation – Mergers & Acquisitions and Corporate Law, in *Chambers USA: America's Leading Lawyers for Business 2011* for top-ranked Delaware Chancery practitioners, and in *Super Lawyers – Delaware Edition 2011* for corporate and business litigation.

NOTEWORTHY

- *Chambers USA: America's Leading Lawyers for Business*
- *Best Lawyers in America*
- *Super Lawyers*

REPRESENTATIVE MATTERS

Mark has represented numerous Fortune 500 corporations and their directors, as well as private corporations and their directors, in stockholder class and derivative proceedings in the Delaware Court of Chancery. He recently represented two of the directors of **The Walt Disney Company** in litigation challenging severance benefits paid to Michael Ovtiz, and represented **Martha Stewart Living in Omnimedia, Inc.** and certain of its directors in litigation asserting claims in connection with Martha Stewart's trading of shares in ImClone Systems, Inc.

Mark also has represented officers and directors of Delaware corporations in actions seeking advancement and indemnification, including ***Bergonzi v. Rite Aid Corp.***, ***Scharf v. Edgcomb Corp***., and ***Brady v. i2 Technologies*, Inc.** His practice also has included representations of special litigation committees for the boards of directors of **Nu Skin Enterprises, Inc**. and

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Union Pacific Corporation, as well as special committees negotiating transactions in the gaming, entertainment and restaurant industries. Mark also has significant experience in valuation disputes, actions arising out of mergers and tender offers, and a variety of statutory proceedings under the Delaware General Corporation Law.

NEWS

- 28 Morris Nichols Lawyers Listed in *The Best Lawyers in America*® 2015
- 17 Morris Nichols Attorneys Selected For Inclusion in Super Lawyers-Delaware Edition 2014
- Chambers USA 2014 Names 21 Morris Nichols Attorneys and 4 Practice Groups as Best in Delaware
- 2014 Chambers USA Directory Ranks 21 Morris Nichols Attorneys as 'Leaders in their Field"
- Morris Nichols Attorneys Named to 2014 Best Lawyers in America – 60 Practice Specialty Selections; 22 Top-Listed Practice areas; 5 Delaware Lawyers of the Year
- Chambers USA 2013 Names 17 Morris Nichols Attorneys and 4 Practice Groups as Best In Delaware
- 22 Morris Nichols Attorneys Selected for Inclusion in Super Lawyers – Delaware Edition 2013
- 28 Morris Nichols Attorneys Named to The Best Lawyers in America 2013
- Mark Hurd Quoted on Front Page of International Financial Law Review Analysis of AIG, In Re Citigroup Decisions

PUBLICATIONS

- Frederick H. Alexander, John P. DiTomo, S. Mark Hurd, *Morris Nichols Alert Featured on Harvard Law School Forum on Corporate Governance*

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and Financial Regulation, Harvard Law School Forum on Corporate Governance and Financial Regulation (November 2013)

- S. Mark Hurd, *Books and Records Demands and Litigation: Recent Trends and Their Implications for Corporate Governance*, 9 Del. Law Rev. 1 (2006)
- S. Mark Hurd, Andrew M. Johnston, *Special Committees of the Board*, Corporate Governance: Law & Practice (2004)
- S. Mark Hurd, *Indemnification of Directors and Officers Under Delaware Law, The Review of Commodities & Securities Regulation*, Vol. 35, No. 21, 262-69 (McGraw Hill Companies, 2002)
- S. Mark Hurd, Andrew M. Johnston, *Special Committees of Independent Directors*, Corporate Practice Series Portfolio No. 79 (The Bureau of National Affairs, Inc., 2002)
- S. Mark Hurd, A. Gilchrist Sparks III, *Special Committees of Directors – When Does the Business Judgment Rule Apply and To What Extent Are Committee Proceedings Confidential*, Delaware Law Review, Vol. 2 (Delaware State Bar Association 1999)
- S. Mark Hurd, A. Gilchrist Sparks III, *Special Negotiating Committees*, The Review of Securities & Commodities Regulation, Vol. 30, No. 8, 97-101 (McGraw-Hill Companies, 1997)
- S. Mark Hurd, *Update on Special Negotiating Committees*, Bowne Digest, Vol. 12, No.1, 7-8 (Brumberg Publications, Inc. 1998)

PROFESSIONAL & COMMUNITY ACTIVITIES

- Member, Delaware State Bar Association, Corporation Law Section
- Member, American Bar Association, Sections of Business Law and Litigation

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S. Mark Hurd

- Member, American Bar Association, Business Law Section Committee on Business and Corporate Litigation
- Member, American Bar Association, Business and Corporate Litigation Committees on Class and Derivative Actions

ADMISSIONS TO PRACTICE

- Delaware, 1994
- New York, 1994
- U.S. District Court for the District of Delaware, 1995
- U.S. Court of Appeals for the Third Circuit, 1995