

EXHIBIT A

JOHN STEELE ATTORNEY AT LAW

LEGAL ETHICS, RISK MANAGEMENT, PROFESSIONAL LIABILITY

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For over fifteen years, Mr. Steele served as the top internal ethics lawyer at an AmLaw 100 and an AmLaw 200 law firm. Now a solo practitioner, he represents clients on matters of legal ethics, professional liability, risk management, and the law of lawyering. Mr. Steele speaks widely to professional audiences about legal ethics and risk management, and provides CLE credits in ethics, the elimination of bias in the legal profession, substance abuse, and law practice management. For over thirty semesters he has served as an adjunct lecturer, teaching legal ethics at leading American law schools, including at Stanford, UC-Berkeley, Santa Clara University, Indian University – Maurer School of Law, and Golden Gate University.

PROFESSIONAL WORK HISTORY:

John Steele, Attorney at Law
Solo practitioner (2009-)

Fish & Richardson P.C.
Special Counsel; Director of Conflicts & Ethics (2004-2009)
Representation of the firm in matters of ethics, legal compliance, and professional liability.
Primarily responsible for annual application and purchase of professional liability insurance.
Managed outside counsel hired to defend firm in liability cases.
Internal education regarding risk management and law of lawyering.

Rogers, Joseph, O'Donnell & Phillips
Shareholder (2003-2004)
Representation of lawyers and law firms regarding legal ethics and professional liability.

Fenwick & West LLP
Partner (1994-2003)
Ethics Partner (1994-2003)
Associate (1989-1993)
General commercial litigation and intellectual property litigation.
Managed the firm's conflicts vetting process.
Advised regarding waivers, engagement letters, etc.

Khourie & Crew
Litigation associate; Clerk (1985-1989)

COMMITTEE & PROFESSIONAL ASSOCIATION EXPERIENCE:

- California State Bar; Committee on Professional Responsibility and Conduct (COPRAC) (2005-2008)
- Santa Clara County Bar Association, Professionalism Committee: Member (2001-2004); Chair (2003, 2011)

- Santa Clara County Bar Association Fee Arbitration Program: Panel Arbitrator (1999-2009) Member; Executive Committee (2001)
- Bar Association of San Francisco Ethics Committee (2003-04)
- American Bar Association Intellectual Property Law Section's Committee on Professional Responsibility (2002-03); Co-chair (2005-06)
- Association of Professional Responsibility Lawyers (2001-present)
- Law Firm General Counsel Roundtable (Hildebrandt) (2005-2009)
- Member, Hon. William A. Ingram American Inn of Court
- Fellow, American Bar Foundation

Publications

Law Review and Book Chapters:

Corporate Affiliate Conflicts: A Reasonable Expectations Approach, 29 Western St. U. L. Rev. 283 (2002)(cited by Second Circuit in *GSI Commerce Solutions, Inc. v. BabyCenter, L.L.C.*, ___ F.3d ___ (2nd Cir. 2010))

Scandals Great and Small, 36 Hofstra L. Rev. 497 (2008)

A Seal Pressed in the Hot Wax of Vengeance: A Girardian Understanding of Expressive Punishment, 16 J. L. and Relig. 35 (2001).

Ethics in Negotiation (Chapter 4 of A LITIGATOR'S GUIDE TO EFFECTIVE USE OF ADR IN CALIFORNIA) (Continuing Education of the Bar, 2005)

Correspondent, Legal Ethics in Practice, LEGAL ETHICS (Hart Publications)(quarterly reports on developments in legal ethics in the USA)

Blog:

Co-founder and co-author, Legal Ethics Forum (three time honoree of ABA Top 100 Law Blogs awards)(www.legaethicsforum.com)

Editorial Work:

Advisory Board, GEORGETOWN JOURNAL OF LEGAL ETHICS

Editorial Advisory Board, LEGAL ETHICS (Hart Publications)(commencing December 2008)

Teaching Experience:

Approximately thirty semesters/terms of teaching legal ethics as Lecturer (formerly "adjunct") at UC-Berkeley School of Law, Stanford Law School, Santa Clara University School of Law, Indiana University– Maurer School of

Law (Visiting Professor 2010; 2011), and Golden Gate University School of Law.

Designed and taught courses on legal ethics and the legal profession, including *Legal Profession; Trial Advocacy* (mock state bar disciplinary trial); *Legal Ethics: Theory & Practice; Critical View of the Legal Profession; Legal Ethics—Private Practice Emphasis; Legal Ethics in Non-firm Practice* and *Legal Ethics in Trial Practice*.

Lecturer & Faculty, National Institute for Trial Advocacy (1996 – approx. 2009); Teach modules on the ethics of deposition practice, witness preparation, and trial advocacy.

Other:

Attorney Internet Ethics (*California Lawyer* magazine, April 2002)

Federal Erosions of the Duty of Confidentiality: A Tragedy of the Commons? (Cal. Ethics Symposium)

Stand by Your Hire? (THE RECORDER, 1997)

Keeping Secrets: The Recorder Roundtable (THE RECORDER, February 7, 2002)

Program/Panel Director

Law Firm Risk Management (New York 2006) (Conference co-director)

Ethics and the Modern Transactional Lawyer (California State Bar Statewide Ethics Symposium)(May 2007)(panel)

Preserving Confidentiality in a Technological Age (California State Bar Statewide Ethics Symposium)(May 2006)(panel)

Ethics in the Valley: Legal Ethics in Corporate and Litigation Practice (February 2002)(author; moderator)

Selected Speeches/Presentations/Panels on Ethics:

“Legal Ethics in Mergers and Lateral Movement” (May 2010); delivered to ABA Tort Trial & Insurance Section (Half Moon Bay, CA)

“Avoiding the Ethical Minefield of Online Social Networking and Marketing: Do You Know Who Your Friends Are?” (March 2010); delivered at Suffolk University School of Law (Boston)

“Litigating Patent Disputes: Bridging the Gap Between In-house Counsel and Law Firms” (February 2010); delivered to Daily Journal Advanced Legal Forum (San Jose, CA)

Annual Ethics Update (January 2010); delivered to Continuing Education of the Bar conference (Sacramento & San Francisco, CA)

“Risk Management in Troubled Times” (December 2009); delivered to Hildebrandt Institute’s 8th Annual Law Firm General Counsel Forum (New York, NY)

“Ethics in IP Practice” (October 2009); delivered to AON Large Law Firm Symposium (San Francisco). Similar presentations have been made many times to various audiences.

“Ethical Issues in Intellectual Property Practice” (forthcoming July 2009), delivered to Michigan Institute for Continuing Education (Traverse City, MI)

“Developments in Attorney Client Privilege” (moderator, working title)(forthcoming May 2009), delivered to ABA National Conference on Professional Responsibility (Chicago)

“Malpractice and Risk Management in Patent Practice” (working title)(forthcoming March 2009), delivered to 8th Annual Legal Malpractice and Risk Management Conference (Chicago)

“Legal Ethics in Juvenile Law Practice” (forthcoming February 2009), delivered to Law Foundation of Silicon Valley Annual Retreat

“Ethics Update 2009” (forthcoming January 2009), delivered at Santa Clara County Bar Association (San Jose)

“Legal Ethics in Patent Practice” (December 2008), delivered to Advanced Patent Law Institute (UC-Berkeley Center for Law & Technology and University of Texas)(San Jose)

“Litigating Your Own Work Product” (November 2008 forthcoming); delivered to Hildebrandt General Counsel Roundtable (New York City)

“Legal Ethics in Direct Services” (October 2008); delivered to Legal Aid Association of California (San Francisco)

“Trust Fund Accounting” (September 2008); delivered to California State Bar Convention (Monterey)

“Electronic Ethics” (September 2008); delivered to California State Bar Convention (Monterey)

“Legal Ethics in Patent Litigation” (September 2008), delivered to PLI conference (San Francisco)

“Legal Ethics in Intellectual Property Practice” (July 2008); delivered to Michigan Institute for Continuing Education (Mackinac Island, MI)

“Lessons from Qualcomm” (July 2008); delivered to Bar Association of San Francisco (San Francisco)

“Legal Representation Contracts between Large Corporate Clients and Law Firms” (May 2008), delivered to Law & Society Association (Montreal)

“Lifting the Veil on Discovery: What the Qualcomm Decision Means for the Relationships among Clients, Lawyers, and Judges” (May 2008), delivered to the Northern District of California Judicial Conference (Napa, CA).

“Ethics after Qualcomm” (May 2008), delivered via video webcast to the Professional Education Broadcast Network.

“The Legal Guild and Outsourcing” (April 2008), delivered to Institute for Global Challenges and the Law (UC Berkeley School of Law)

“The Qualcomm Decision” (March 2008), delivered to the Association of Business Trial Lawyers (San Francisco)

“Ethical Risks of Online Communications by Law Firms” (February 2008), delivered via video webcast for Stafford Publications

“Scandals Great and Small” (October 2007), delivered to “Hofstra Biennial Legal Ethics Conference: Lawyering at the Edge” (Hempstead, NY)

“Ethics Issues for Copyright, Trade Secret and Unfair Competition Practitioners” (October 2007), delivered to Annual Course of Study, Trademarks, Copyright and Unfair Competition for the General Practitioner and General Counsel, sponsored by ALI-ABA (Chicago)

“Legal Ethics in M&A Practice” (Fall 2007), delivered to Second Annual West Coast Forum on Technology M&A (San Francisco)

“Legal Ethics in Patent Practice” (October 2007), delivered to the International Association for the Protection of Intellectual Property (San Francisco)

“Ethical Issues in Legal Services Practices” (September 2007), delivered to the Santa Clara County Bar Association Legal Services Retreat (San Jose)

“Ethical Duties to Non-Clients” (September 2007), delivered to California State Bar Annual Meeting (Anaheim)

Conflicts of Interest (September 2007), delivered to California State Bar Annual Meeting (Anaheim)

“Legal Ethics in Patent Practice” (September 2007), delivered to Washington State Patent Lawyers Association (Seattle)

“Advertising and Solicitation Ethics” (September 2007), delivered to Legal Marketing Association conference (San Francisco)

“Ethics and IP Practice” (July 2007), delivered to Michigan Intellectual Property Law Summer Institute (Mackinac Island, MI)

“Legal Ethics in Investigations” (June 2007), delivered to the National Institute on Computing and the Law (ABA) (San Francisco)

“Ethics and the Modern Transactional Lawyer” (May 2007), delivered to the California State Bar Statewide Ethics Symposium (Los Angeles)

“Legal Ethics in Intellectual Property Practice” (April 2007), delivered to 22nd Annual Intellectual Property Law Conference (ABA Section of Intellectual Property Law)(Arlington, VA)

“Ethics and Risk Management in Intellectual Property Practice” (March 2007), delivered to the ABA’s 22nd Annual Intellectual Property Law Conference (Crystal City, VA)

“Litigating Your Own Work Product” (March 2007), delivered to the Hinshaw Sixth Annual Conference on Legal Malpractice & Risk Management (Chicago)

“Ethics and IP Practice” (February 2007), delivered to Utah IP Summit (Salt Lake City)

“Jurisdictional Issues in Intellectual Property Practice” (January 2007), delivered to the Santa Clara Computer & High Technology Law Journal Symposium (San Jose)

“Intellectual Property: Problems and Perils” (October 2006), delivered to AON Large Law Firm Symposium (Chicago)

“The Ethical Perils in Setting, Protecting and Collecting Your Fees” (October 2006), delivered to California State Bar Annual Meeting (Monterey, CA)

"Ethical Tips for Developing Lawyers: Advice on Ethics When You're Not the One Making the Ultimate Call" (September 2006), delivered to Barristers Club of the Bar Association of San Francisco (San Francisco)

"Odd Sources and Bad Applications of Legal Ethics Rules" (August 2006), delivered to Association of Professional Responsibility Lawyers (Los Angeles)

"Preserving Confidentiality in a Technological Age" (May 2006), delivered to California State Bar Statewide Ethics Symposium (Santa Clara, CA)

"Ethics of Law Firm Websites and Blogs" (January 2006), delivered as a web-based seminar (Stafford Publications)

"Legal Ethics for In-house Counsel" (January 2006) delivered to ACC (Palo Alto, CA) and to other in-house groups, on multiple occasions

"Law Firm Risk Management" (New York 2006) (Conference codirector)

"Conflicts of Interest in Intellectual Property Practice" (delivered multiple times to audiences in New York City, Chicago, Los Angeles, and elsewhere)

"Annual Ethics Update" (delivered for the Santa Clara County Bar Association on multiple occasions)

"Legal Ethics for Legal Aid Lawyers" (Sacramento, 2004 and various other places and occasions)

"Privilege and Confidentiality in the Federal Arena: Recent Developments & Policy Implications" (June 2003), delivered to the Seventh Annual Statewide Ethics Symposium (Whittier Law School: Costa Mesa, California)

"Conflicts of Interest in Intellectual Property Practice" (June 2003, delivered to AILPA (Salt Lake City)

"Confidentiality: Law & Practice Are Changing" (June 2003), delivered to PLI seminar on privacy law (San Francisco)

"Legal Ethics for Law Firm Administrators" (April 2003), delivered to Association of Legal Administrators (San Diego)

"Ethics Issues for Copyright, Trade Secret and Unfair Competition Practitioners" (April 2003), delivered to 13th Annual Course of Study, Trademarks, Copyright and Unfair Competition for the General Practitioner and General Counsel, sponsored by ALI-ABA (Philadelphia)

"Legal Ethics for Legal Secretaries" (March 2003), delivered to the Palo Alto Legal Secretaries Association (East Palo Alto, California)

"Sarbanes-Oxley and Professional Responsibility" (January 2003), delivered to in-house counsel at Barclays (San Francisco)

"Economics and Ethics of Legal Representation" (January 2003), delivered to Pro Bono Project of Silicon Valley (San Jose)

"Ethics Issues in Third Party Opinions and Due Diligence" (January 2003), delivered (paper only) to the 26th Annual Mid-Winter Institute, sponsored by American Intellectual Property Law Association (San Marco Island, Florida)

"Corporate Law, the Sarbanes-Oxley Act, and Legal Ethics" (December 2002), co-sponsored by the Santa Clara County Bar Association's Business Law Section and Professionalism Committee (Santa Clara, California)

"Ethics in Family Law Practice" (December 2002), co-sponsored by the Santa Clara County Bar Association's Family Law Section and Professionalism Committee (Santa Clara, California)

"Ethics for the Transactional Attorney" (December 2002), sponsored by Fenwick & West LLP (Palo Alto, California)

"Strategic Considerations for Attorneys Making or Opposing Motions to Disqualify" (October 2002), sponsored by the Bar Association of San Francisco (San Francisco)

"Causation in Transactional Malpractice Suits: Is a 'Case-within-a-Case' Still Required?" (September 2002), sponsored by Fenwick & West LLP (Palo Alto, California)

"Ethics Issues in Advertising and Solicitation" (June 2002), delivered to the Business Development Seminar for Solo and Small Firm Practitioners, sponsored by the Santa Clara County Bar Association (Santa Clara, California)

"Subject Matter Conflicts & Other Risks in IT Practice" (May 2002), delivered to the 15th Annual Computer Law Conference, sponsored by the University of Texas School of Law (Austin)

"Intellectual Property Ethics" (April 2002), delivered to the 12th Annual Course of Study, Trademarks, Copyrights, and Unfair Competition for the General Practitioner and Corporate Counsel, sponsored by ALFABA (Washington, D.C.)

"Ethics Issues for Legal Secretaries" (March 2002), delivered to the Bay Area Legal Secretaries Forum (Santa Clara, California)

"Ethics in the Valley: Legal Ethics in Corporate and Litigation Practice" (February 2002), author and moderator, sponsored by the Santa Clara County Bar Association's Professionalism Committee (Stanford, California)

"Destruction of Electronic Evidence: How to Spot It. How to Avoid It" (February 2002), delivered to Computer Law Association Cyberspace Bootcamp (San Jose, California)

"Detection of Recusal Events" (February 2002), California Court of Appeal Satellite Broadcast, produced by California's Administrative Office of the Courts (Palo Alto, California)

"Ethics Issues for Privacy Officers" (January 2002), delivered to the Silicon Valley Privacy Forum (Palo Alto, California)

"Client Confidentiality: Issues and Ethics" (December 2001), a Recorder Roundtable presentation (San Francisco)

"Ethics Issues for Corporate Counsel" (November 2001), delivered to the Silicon Valley Association of General Counsel (Atherton, California)

"Subject Matter Conflicts in Patent Practice" (November 2001), at the University of Texas School of Law's "Advanced Patent Law Institute" (Austin)

"Ethics Issues including Third-Party Opinions and Responses to Audit Inquiries (September 2001), at the Practising Law Institute's "Preparing Trademark Legal Opinions" (Palo Alto, California)

"Ethics Issues for Law Firm Secretaries & Administrative Assistants" (July 2001)

"Conflicts of Interest in Corporate Families" (June 2001), at The State Bar of California's Fifth Annual Statewide Ethics Symposium (Fullerton, California)

"Ethics for Business and Intellectual Property Lawyers" (April 2001), at Second Annual Spring Meeting of the State Bar of California Business Law Section and Intellectual Property Law Section (Torrey Pines, California)

"Ethics Issues in Trademark, Copyright, and Unfair Competition Practice (March 2001), at Eleventh Annual ALI ABA Course of Study, (Scottsdale, Arizona)

"Ethics Issues for In-House Counsel" (delivered to several Silicon Valley companies in Fall 2000-Winter 2001 and Fall 2001-Winter 2002)

"Legal Ethics Pitfalls and How to Avoid Them" (January 2001), sponsored by the Santa Clara County Bar Association

"Legal Ethics Pitfalls and How to Avoid Them" (January 2000), sponsored by the Santa Clara County Bar Association

"Ethics Issues for Class Action Counsel" (Winter 2000), sponsored by Fenwick & West LLP

"Legal Ethics for Legal Secretaries" (1998 and subsequently), sponsored by Fenwick & West LLP

"Legal Ethics for Paralegals" (1998 and subsequently), sponsored by Fenwick & West LLP

"The Legal Ethics of Public Interest Practice" (Fall 1998 and subsequently)(moderator, panel discussion in class)

"The Legal Ethics of Criminal Law" (Fall 1998 and subsequently)(moderator, panel discussion in class)

"Legal Malpractice" (Fall 1998 and subsequently)(moderator, panel discussion in class)

"Waiving Conflicts and Making Written Disclosures" (June 1997), to in-house counsel, sponsored by Fenwick & West LLP

"Protecting the Castle; Good Client Intake Procedures Are Your Moat," presented to PILOT-LEGIS (June 1997)

"Ethics Issues In Patent and Trademark Representation," presented at Software Publishers Association Advanced Corporate Counsel Institute (June 1997)

"Look Before You Leap: Ethical Traps and Pitfalls" sponsored by Bar Association of San Francisco (April 1997)

Guest Lectures, Professional Responsibility Course at Boalt Hall School of Law (March 1997, and subsequently)

"Conflicts and Disqualifications" (January 1997), panel presentation to Federal Circuit Bar Association Seminar

"Conflicts and Disqualifications in Silicon Valley; and Waiving Conflicts" (January 1997), presented to in-house counsel, and sponsored by Fenwick & West

"The Ethics of Witness Preparation" (first presented on November 8, 1996 at the National Institute for Trial Advocacy Western Deposition Training Program, and presented numerous times since then)

"Who Can I Talk To? And What Can I Say? (Ethical Concerns in Interviewing Current and Former Employees of

Parties to Litigation)" (first presented on November 8, 1996 at the National Institute of Trial Advocacy Western Deposition Training Program, and presented numerous times since then)

"Ethics Update" (delivered repeatedly, beginning in 1994)

Bar Memberships:

California; All United States District Courts in California; United States Court of Appeals for the Ninth Circuit; United States Tax Court

Education:

J.D., Georgetown University Law Center (1985); B.A., Bucknell University (1982)