

**Clay Deanhardt**

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**EDUCATION**

- 1989 - 1992 **Harvard Law School** *Cambridge, MA*  
 Graduated *cum laude* with JD.
- 1985 - 1989 **East Carolina University** *Greenville, NC*  
 Graduated *summa cum laude* from Honors Program with BA in Philosophy and English, with a concentration in writing. GPA 3.9/4.0. Completed first year's requirements for MA in English.

**WORK HISTORY**

- 2006 - Present **Law Office of Clay Deanhardt** *Orinda, CA*  
*Principal / Owner*
- Provide outside general counsel services to small and emerging companies, including corporate formation, securities compliance, IP review and dispute resolution services.
  - Draft and negotiate inbound and outbound commercial agreements including technology licenses and Internet service agreements.
  - Draft and negotiate finance and purchase / sale agreements.
- 2005 - 2006 **Covad Communications Company** *San Jose, CA*  
*Assistant General Counsel*
- Led vendor negotiations that eliminated a potential \$30+ million software licensing liability in favor of a new license that reduced company expenses.
  - Participated in inbound and outbound service and license agreement negotiation and drafting.
  - Integrated Covad's litigation department with its business and regulatory goals.
  - Managed legal support for labor and employment issues, including legal issues surrounding a national reduction in force (resulting in no claims being filed against the company).
  - Managed customer relationships that had escalated to potential litigation threats.
  - Directed all of the company's litigation matters, including antitrust and IP litigation, using both internal resources and outside counsel and achieving successful results in a wide variety of matters.
  - Provided ongoing advice regarding SOX compliance and corporate communications.
- 2001-2005 **Deanhardt Consulting** *San Francisco, CA*  
*Principal / Owner*
- Provided business and legal services to clients including AT&T, the Minnesota Department of Commerce and the Arizona Residential Utility Consumer Office.
- 2000-2001 **Epidemic Networks** *Santa Barbara, CA*  
*President & General Counsel, member of Board of Directors*
- Managed a start-up peer-to-peer software company financed by the Santa Barbara Technology Incubator, first as COO/GC and later as President/GC and a member of the Board of Directors.
  - Transformed Epidemic Networks from a consumer Internet company with no revenue model into a business software company with a Fortune 500 pilot customer and three-year plan to profitability.
  - Wrote the business, marketing and financial plans.
  - Prepared and delivered business plan presentation for potential A-round investors.
  - Recruited executive team including VP of Engineering and VP of Marketing.

- Managed software development team located in Santa Barbara and New Zealand.

1999- 2000

**Covad Communications Company**  
*Senior Counsel*

*Santa Clara, CA*

- Led the cross-functional team that designed a new method for deploying DSL broadband services that opened the residential market to Covad, leading to wholesale relationships with major Internet service providers and profitability for Covad's DSL products.
- Negotiated and drafted agreements with incumbent local exchange carriers that allowed Covad to provide service across the United States.
- Managed Covad's legal and business relationship with U S WEST (now Qwest).
- Developed the company's legal and regulatory strategy for western United States and contributed to the development of national legal strategies.
- Advised Covad on a variety of securities law compliance and human resource legal issues.
- Reviewed corporate communications for disclosure issues and compliance with securities regulations.
- Retained and managed outside counsel on regulatory and litigation matters.

1996-1999

**Graham & James, LLP (now Squire, Sanders & Dempsey LLP)**  
*Associate*

*Palo Alto, CA*

- Practiced intellectual property and general commercial litigation.
- Conducted all aspects of litigation and trial preparation for cases including patent infringement actions, software licensing disputes, copyright infringement actions, and commercial transaction disputes.
- Advised clients on intellectual property and general business issues.

1993-1996

**Brown & Wood, LLP (now Sidley Austin LLP)**  
*Associate*

*San Francisco, CA*

- Practiced securities, general commercial and banking litigation.
- Helped prepare a \$40 million public financing as part of legal settlement in favor of my client.

1992-1993

**Dinkelspiel, Donovan and Reder**  
*Associate*

*San Francisco, CA*

- Practiced general commercial litigation, securities litigation and telecommunications law.

2/91-5/91

**Harvard University**

*Cambridge, MA*

Teaching assistant for "Thinking About Thinking" taught by Alan Dershowitz, Robert Nozick and Stephen Jay Gould.

## BAR ADMISSIONS

State of California; 9th Circuit Court of Appeals; Northern, Central, Southern and Eastern Districts of California.