



**Thomas J. (“Tom”) Klitgaard**  
Of Counsel

Dillingham & Murphy, LLP  
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**Curriculum Vitae**

**Professional Profile**

Law Clerk, United States Supreme Court Justice William O. Douglas,  
1961-1962

Associate, Gibson, Dunn & Crutcher, Los Angeles, 1963-1964

Associate, Pillsbury, Madison & Sutro, San Francisco, 1964-1971

Partner, Pillsbury, Madison & Sutro, San Francisco, 1971-1985

Vice President, Senior Vice President, General Counsel and Corporate  
Secretary, Tandem Computers Incorporated, Cupertino, California,  
1985-1992

Senior Vice President and General Counsel, Sega of America, Inc.,  
Redwood City, California, 1992-1996

Partner/Of Counsel, Dillingham & Murphy, LLP, San Francisco 1997-  
present

**Experience as Litigator**

- Litigator at law firms: antitrust, commercial, engineering, financial, intellectual property, legal malpractice, and securities regulation disputes, trials, appeals, arbitrations, mediations, and public agency hearings, 1967-1985, 1997-present
- Litigator at corporations: commercial, employment, financial, intellectual property, international distributorships, licensing, and securities law disputes, including mini-trials before senior executives, 1985-1996

**Experience as Arbitrator, Mediator, and as Special Master**

- Arbitrations and mediations involving commercial, distributorship, employment, intellectual property, investment, licensing, securities, and technology disputes, 1987-present
- Special Master: School Desegregation, Private Investment, Insurance, Attorney’s Fees, Discovery, United States District Court, Northern District of California, 1997-2010 intermittent

(the late Honorable William H. Orrick, Jr., and The Honorable William Alsup)

- Member of the Panels of Arbitrators and Mediators, American Arbitration Association (domestic, complex case panels) and International Centre for Dispute Resolution, New York (branch of American Arbitration Association)
- Member of the Panel of Appellate Mediators, California Court of Appeal, First Appellate District, San Francisco (no longer in existence)
- Member of the Panel of Civilian Mediators, San Francisco Police Department Office of Citizen Complaints

#### **Pacific Rim Experience**

- Commercial contracts, distribution agreements, joint venture agreements, technology transfer agreements involving China, Japan, and other countries on the Pacific Rim, 1979-present
- Chair and Administrator intermittently of business management training program for mid-level managers jointly conducted with the Shanghai Municipal Government Foreign Affairs Office and later with the Shanghai Economic Management College and China's State Owned Assets Supervision and Administration Commission Pudong Branch, 1984-2009
- Arbitrations, litigation, mediation, and business negotiations involving Asian and Pacific Rim business entities, 1985-present

#### **Business, Corporate Experience**

- Acquisitions and mergers, commercial contracts, employment agreements, international product distribution and representation agreements, joint venture agreements, real property acquisition and financing, domestic and international taxation and tax accounting, technology acquisition and development (patent and software licenses, original equipment manufacturing agreements), ERISA, international ocean freight agreements, levee construction and engineering agreements, and publishing agreements, 1963-present
- Compliance with Federal, State and Foreign antitrust laws, Foreign Corrupt Practices Act, corporate record keeping and reporting requirements under the Federal Securities laws; internal investigations of alleged wrongdoing by corporations and corporate officers and employees; coverage under directors' and officers' liability insurance policies; supervision of corporate security programs; evaluation and resolution of patent, copyright, trademark, and trade secret claims by and against corporations and individuals, 1985-present

#### **Current Academic**

Adjunct Professor of Asian Law, University of San Francisco (Asian Legal Systems) 2002-present

### **Prior Academic**

Visiting Professor, Real Property Secured Transactions, Uniform Commercial Code, University of California at Berkeley Law School (Boalt Hall), 1967-1968

Adjunct Professor, Corporate Law and Partnerships, University of California at Berkeley Law School (Boalt Hall) 1997

### **Other Academic**

- Visiting Lecturer, East China University of Politics and Law, Shanghai, Legal Protection of Chinese Businesses as They Expand into the United States, 2011; Patent Damages, 2010
- Visiting Lecturer, San Francisco State Graduate School of Business Administration, Foreign Corrupt Practices Act, 2009

### **Education**

- Graduate, The Amos Tuck School of Business Administration Executive Program, Dartmouth College, 1990
- Graduate, Monterey Institute of International Studies, Training for Service Abroad, Basic Mandarin Chinese Language Program, 1979
- LL.B., University of California at Berkeley Law School (Boalt Hall), 1961; Editor-in-Chief, California Law Review
- Graduate, United States Army Guided Missile School, Computers, Electronics, Antiaircraft Guided Missile Systems, Fort Bliss, Texas, 1956-1957
- A.B., Summa Cum Laude, University of San Francisco, 1956

### **Publications**

Asian Legal Systems, University of San Francisco School of Law, Constitutions, Cases and Laws (10th Edition 2014)

Updated Insights on Arbitrating Disputes With Chinese Business Entities, US Law (Fall/Winter 2010)

The Context for Innovation in Japan: Comparative Competitive Aspects and Some Practical Comments, 21 Canada-United States Law Journal 55 (1995)

Arbitration Laws and Dispute Resolution in The People's Republic of China: Recent Developments, Symposium on Private Investments Abroad -- Problems and Solutions in International Business, Matthew Bender & Company (1992)

Remembrances of William O. Douglas on the 50th Anniversary of his Appointment to the Supreme Court, Journal of Supreme Court History (1992) (contributor)

High Technology Disputes: The Minitrial as the Emerging Solution, 8 Santa Clara Computer and High Technology Law Journal 1 (1992) (co-author)

Preferential Treatment for Foreign Investment in The People's Republic of China: Special Economic Zones and Industrial Development Districts, 7 The Hastings International and Comparative Law Review 377 (co-author) (1984)

People's Republic of China Joint Venture Dispute Resolution Procedures, 1 UCLA Pacific Basin Law Journal 1 (1982)

The Civil Rights Act and Mr. Monroe, 49 Cal. L. Rev. 145 (1961), reprinted in Selected Essays on Constitutional Law, Association of American Law Schools, West Publishing Co. (1963)

Criminal Law: Doubt as to Defendant's Sanity at Time of Trial, 48 Cal. L. Rev. 318 (1960)

Constitutional Law: Power of Legislative Committees to Compel a Witness to Reveal Communist Affiliations, 47 Cal. L. Rev. 930 (1959)

### **Lectures**

Reducing and Eliminating Bias in the Workplace Involving Persons of Asian Ethnicity (Lecture paper), American Immigration Law Association, California Chapter, San Francisco (2017)

China: An Emerging Global Power: Are We Ready?, California Emergency Medicine Physicians (2016)

China: The Value of Vagueness as the Door to Social Change and Emerging Protests in China, 1990 Institute, Teacher's Workshop (2015)

Myanmar (Burma): A Vision from the Past in the the Future, Golden Gate Breakfast Club (2015)

China: Humanism vs. Legalism in Modern Chinese Law, Chinese Culture Center (2015)

China: Balancing Economic Development with Environmental Sustainability in China, 1990 Institute, Teacher's Workshop (2014)

Controlling the Use of Technology at the Hearing, College of Commercial Arbitrators, Annual Meeting (2013)

Transnational Arbitration, 49<sup>th</sup> Annual Academy of American and International Law, Center for American and International Law, Plano, Texas (2012)

China: How Chinese Business Entities Can Protect Themselves as They Expand into the United States (Choice of Law), East China University of Politics and Law (2011)

China: Perspectives on Resolution of Disputes Inside and Outside of China Involving Chinese Entities, Stanford Law School (2011)

A Few of the Basics of Islam, Golden Gate Breakfast Club (2011)

Entitlement to Damages for Lost Profits in the United States Arising from Patent Infringement in the United States, East China University of Politics and Law (2010)

Licensing of Intellectual Property in the United States--as Affected by the United States Antitrust Laws--Which are Intended to Promote Competition, East China University of Politics and Law (2010)

Standards for Awards of Attorneys' Fees in the United States Federal District Court for the Ninth Circuit, Beijing Arbitration Commission (2010)

China: Some Information that You May Need to Have to Help Put Emerging China into Perspective for You and Your Grandchildren, San Francisco Committee on Foreign Relations (2010)

The Mediation of International Commercial Disputes, Successful Techniques, Northern California International Arbitration Club (2009)

The Foreign Corrupt Practices Act, Dealing with Corruption or Attempts to Corrupt in International Business Transactions, Graduate School of Business Administration, San Francisco State University (2009)

Emerging Ethical Issues in International Arbitration, College of Commercial Arbitrators (2008)

The Arbitration of International Business Disputes, Effective Practices under Differing Rules of Procedure, Graduate School of Business Administration, San Francisco State University (2008)

China: How Chinese State Owned Companies Can Identify and Manage Cost Effective Legal Services Which Are Necessary for Their Expansion into the United States Through Sales or Mergers, Shanghai Economic Management College (2007)

China: Arbitration in the People's Republic of China, Northern California International Arbitration Club (2005)

How to Obtain the Best Results In International Arbitration, Association for Transportation Law, Logistics and Policy (2001)

How to Succeed in the Practice of International Law in the New Millennium, Institute for International and Comparative Law, Dallas, Texas (2001)

Litigation, Indemnification, and D&O Policy Coverage, Directors College, Stanford Law School (1997, 1996, 1995)

Drafting Arbitration Clauses for International Contracts, American Bar Association (1997)

What is a Fair Use of Copyright and Trademark?, Symposium on Antitrust/ Intellectual Property Claims in High Technology Markets, Third Annual Advanced ALI-ABA Course of Study for Plaintiffs' and Defendants' Bars and In-house Counsel (1997)

Personal Jurisdiction and Choice of Law in Disputes Over Real Interactions in Cyberspace, The Computer Law Association (1996)

The Transnational Arbitration of High-Tech Disputes, The Institute for Transnational Arbitration (1996)

China: Transferring International Technology - Modern Methods of Negotiating Technology Transfer Agreements with Chinese Organizations, San Francisco Global Trade Council (1996)

China: Resolving Trade and Investment Disputes with China, Institute for International Law & Business (1994)

ADR Provisions - Agreeing Upon and Drafting Pre-Dispute and Post-Dispute, American Intellectual Property Law Association (1993)

Circumstances Where ADR Is Appropriate and Not Appropriate, American Intellectual Property Law Association (1993)

Intellectual Property and Technology Issues, The Conference Board (1992)

Opinions in SEC Transactions, Practising Law Institute (1991)

High Technology Dispute Resolution, The Bar Association of the City of New York (1989)

China: Doing Business with the People's Republic of China, Commonwealth Club of California Business Economics Section (1986)

China: Negotiating with Chinese Entities, Skills and Challenges, The Chinese Culture Foundation of San Francisco (1984)

Subject Matter Jurisdiction, 17th Annual Advanced Antitrust Law Seminar, International Trade and the Antitrust Laws, Practising Law Institute (1977)

Trade Secret Litigation, California Continuing Education of the Bar (1975)

### **Book Reviews**

Book Reviews on the Seventy-Fifth Anniversary of President Roosevelt's Appointment of William O. Douglas to the Supreme Court, Strange Lands and Friendly People, Harper & Brothers, New York (1951), and Beyond the High Himalayas, Doubleday & Company, New York (1952)

### **Current Professional Activities**

Member, College of Commercial Arbitrators

Member, American Bar Association, Antitrust, Dispute Resolution, and Intellectual Property Sections

Member, Panel of International Commercial Mediators, Singapore International Mediation Centre

Co-Chair, Northern California Membership, United States

Supreme Court Historical Society

**Prior Professional Activities**

Director, American Arbitration Association

Chair, California State Bar Committee on the Maintenance of Professional Competence

Chair, Advisory Board, Institute for Law and Technology, Plano, Texas

Member, Legal Advisory Board, LexisNexis/Martindale-Hubbell

Member, Graduate Business School Advisory Council, San Francisco State University

**Current Community Service**

Member of the Board of Directors, Vice President-Incestments San Francisco- Bay Area Council, Boy Scouts of America

Member of the Board of Directors, Vice President, Chinese Culture Foundation, San Francisco

**Prior Community Service**

Trustee, University of San Francisco

Trustee, Asian Art Museum, San Francisco

Director, San Francisco-Shanghai Friendship City Committee

Director, World Affairs Council of San Francisco

Legal Counsel, Little Sisters of the Poor of Oakland, California

Legal Counsel, The Junior League of San Francisco, Inc.

**Seminars Attended in Last Four Years**

Advanced Licensing Agreements Program, Practicing Law Institute, 2017

Crossroads in International Arbitration: Discovery, Developments & Decision Making, ICC West Coast Conference, 2016

Update on Arbitration and Mediation in Asia Pacific Region, Hastings College of Law, 2016

Update on Fulfilling Your Fiduciary Requirements Under UPMIFA & UPIA: "What You Need to Know," Graystone Consulting, 2015

Annual Meetings, Various Arbitration Topics, College of Commercial Arbitrators, 2015, 2014, 2013

Asian Development Bank Outlook, California-Asia Business Council, 2013

### **Military Service**

Lieutenant, United States Army, Artillery, Active Duty 1956-1958

Lieutenant, Captain, United States Army Infantry, Psychological Warfare, Reserves 1958-1964

### **Prior Federal Certificate and Licenses**

Merchant Seaman's Certificate, United States Coast Guard, ordinary seaman and wiper, 1956

Private Pilot's License, Civil Aviation Administration, Single Engine Land, 1957, Single Engine Seaplane, 1959

### **Recent Awards, Recognition**

Magnolia Silver Award, Shanghai Municipal Government, 2011

Silver Beaver Award, San Francisco Bay Area Council, Boy Scouts of America 2011

Profile, **China Daily**, "Cultivator, Lawyer builds SF's ties to Shanghai," April 11-13, 2014

Article, **China Daily**, "China should police bad foreigners too: expert" (addressing corruption) March 31, 2015

### **Foreign Language**

Conversational Mandarin Chinese

### **Martindale-Hubbell Rating 2016: AV**

Highest rating for ability and integrity

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