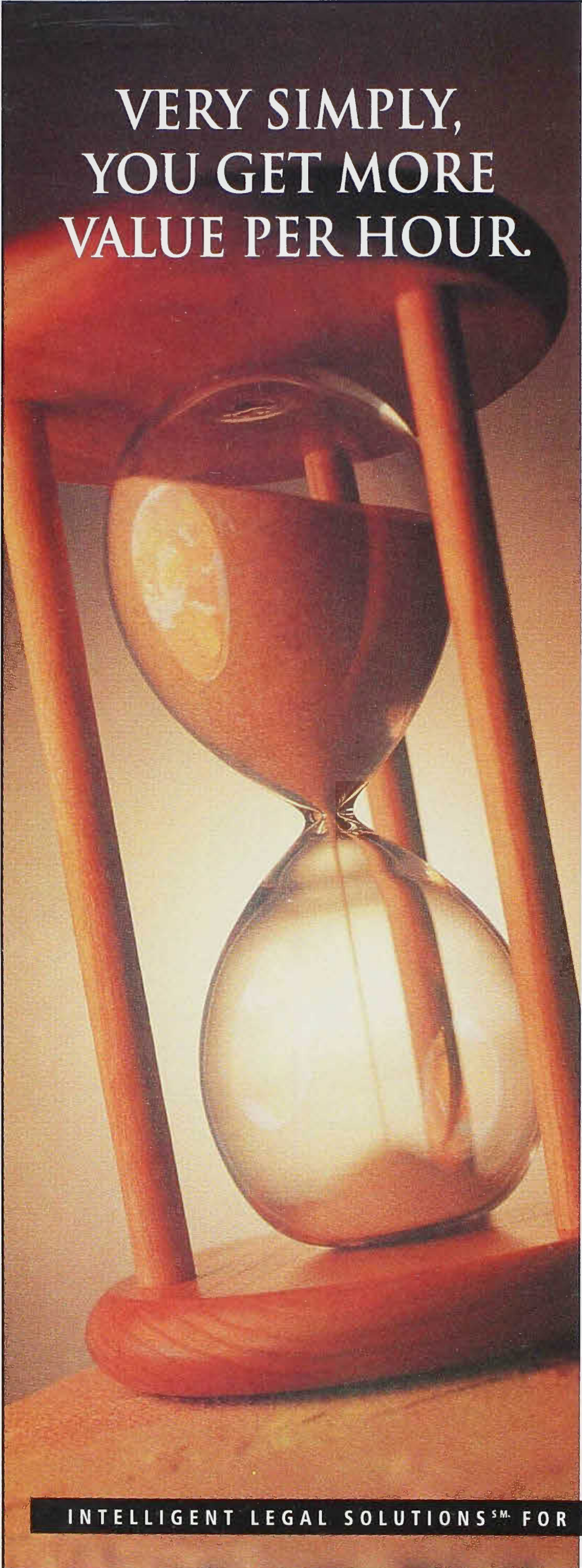


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 San Diego 92121-3762
National U Schl of Law, 1986

Aberle, Derek K(858) 651-5938
 FAX(858) 658-2503
 QUALCOMM Inc
 5775 Morehouse Dr
 San Diego 92121

Aker, Hazel M**(760) 431-1494
 FAX(760) 431-9980
 CancerVax Corporation
 5931 Darwin Court
 Carlsbad 92008-7302

Allison, Lesley A(858) 277-4767
 FAX(858) 565-9441
 Integrated Specialists Mgmt Svcs Inc
 3626 Ruffin Rd
 San Diego 92123
U of San Diego Schl of Law

Altman, Steven R......(858) 658-4837
 FAX(858) 658-2503
 QUALCOMM Inc
 5775 Morehouse Dr
 San Diego 92121
U of San Diego Schl of Law

Amico, Alan**(619) 446-3452
 FAX(619)446-3457
 PeopleFirst.com
 401 W. A Street Suite 1000
 San Diego 92101

Anselmo, Robert F(858) 882-6059
 FAX(858) 882-6040
 E-mailranselmo@leapwireless.com
 Leap Wireless International Inc
 10307 Pacific Center Ct
 San Diego 92122
UC Hastings Coll of The Law, 1987

Anthony, Mark W(858) 530-8364
 FAX(858) 530-8443
 E-mailm.anthony@motorola.com
 Motorola Inc
 9980 Carroll Canyon Rd
 San Diego 92131
U of San Diego Schl of Law, 1981

Arnold, David**(858) 651-5143
 FAX(858) 658-1576
 QUALCOMM Incorporated
 5775 Morehouse Drive
 San Diego 92121-2779

Aronow, Greta L**.....(619) 230-3390
 FAX(619) 230-3527
 Union Bank of California, N.A.
 530 B Street Suite 1050
 San Diego 92101

Asmus, John R Jr.....(619) 294-7304
 FAX(619) 294-8610
 E-mailjohn@larkinpension.com
 Larkin Pension Services Inc
 2251 San Diego Ave #A142
 San Diego 92110
U of San Diego Schl of Law, 1978

Atallah, Albert W(858) 451-3637
 FAX(858) 451-1169
 E-mailaatallah@thunderbirdgaming.com
 International Thunderbird Gaming Corp
 11545 W Bernardo Ct #307
 San Diego 92127
U of Detroit Mercy Schl of Law, 1981

Austin, James W III(858) 350-2800
 FAX(858) 350-2690
 E-mailjaustin@icwgroup.com
 Insurance Co of the West
 11455 El Camino Real
 San Diego 92130-2045
U of San Diego Schl of Law, 1975

Avery, Aloma H(650) 233-4794
 FAX(650) 233-4545
 E-mailaloma.h.avery@saic.com
 Science Applications International Corp
 10260 Campus Point Dr M/S F3
 San Diego 92121-1522
U of So California Law Schl

Baker, Donna M**(760) 603-4000
 FAX(760) 603-4199
 Gemological Institute of America
 5345 Armada Dr
 Carlsbad 92008-4602
UCLA Schl of Law

Baker, James William.....(858) 784-1259
 FAX(858) 784-1374
 E-mailjames_baker@intuit.com
 Intuit Inc
 6220 Greenwich Dr
 San Diego 92122-5988
U of Chicago Law Schl, 1991

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 FAX(858) 658-5703
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 5775 Morehouse Dr L-600F
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 FAX(858) 350-2690
 Insurance Co of the West
 11455 El Camino Real
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UC Hastings Coll of the Law

Banks, Katherine Arnold(858) 350-2528
 FAX(858) 350-2616
 E-mailkbanks@icwgroup.com
 Insurance Co of the West
 11455 El Camino Real
 San Diego 92130-2045

Barnes, E Gregory**(619) 696-2000
 FAX(619) 696-4838
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
Georgetown U Law Ctr

Barnett, Tamara C**.....(858) 882-3252
 FAX(858) 882-3650
 E-mailtbarnett@kyocera-wireless.com
 Kyocera Wireless Corp
 10300 Campus Point Dr #AA 4304
 San Diego 92121
Univ of San Diego Schl of Law, 1991

Barr, Cheryl L.....(858) 552-9842
 FAX(858) 552-9759
 E-mailCbarr@TiTan.Com
 Titan Wireless Inc
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 Science Applications International Corp
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 FAX(858) 410-4949
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- Berkman, Bari**(858) 826-7595
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 E-mail bari.l.berkman@saic.com
 Science Applications International Corp
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 La Jolla 92037
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 FAX(619) 232-4403
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 San Diego 92101-7901
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 PacketVideo Corp
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 San Diego 92123

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 San Diego 92122
- Brokowski, Jodie H****(858) 277-4767
 FAX(858) 565-0507
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 FAX(408) 492-4150
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 FAX(858) 792-0270
 Stelcom
 12670 High Bluff Drive
 San Diego 92121-1709
- Brown, Charles D**(858) 651-6731
 FAX(858) 658-2502
 E-mail.....charlesb@qualcomm.com
 QUALCOMM Inc
 5775 Morehouse Dr
 San Diego 92121
Loyola Law Schl (LA)
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 FAX(858) 410-8637
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 10210 Genetic Center Drive
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 FAX(619) 687-0002
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 San Diego 92101-3542
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 FAX(858) 826-3764
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 San Diego 92106
- Burgoon, Richard P Jr****(858) 453-7200
 FAX(858) 453-7210
 E-mailrburgoon@arenapharm.com
 Arena Pharmaceuticals Inc
 6166 Nancy Ridge Dr
 San Diego 92121
Franklin Pierce Law Ctr
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 Advanced Tissue Sciences, Inc.
 10933 North Torrey Pines Road
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 FAX(619) 696-4838
 E-mailrcadish@sempra.com
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
Santa Clara U Schl of Law
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 FAX(760) 929-6532
 E-mail.....kevin_cahill@upperdeck.com
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 E-mail dcalderon@medibuy.com
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 Sempra Energy
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 San Diego 92101-3017
Western State U
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 E-mailccc@cartas.com
 Cartas Co
 5600 Avenida Encinas #100
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- Call, Gregory L**(858) 799-3979
 FAX(858) 799-2567
 E-mail gregory.call@gateway.com
 Gateway Inc
 14303 Gateway Pl
 Poway 92064-7140
BYU J Reuben Clark Law Schl
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 100 Avenida La Pata
 San Clemente 92673
- Cannon, Mary E****(858) 350-2800
 FAX(858) 350-2690
 Insurance Company of the West
 11455 El Camino Real
 San Diego 92130
- Canoff, Karen H****(619) 497-1212
 FAX(619) 296-5783
 E-mailkcanoff@ndbi.com
 Nielsen Dillingham Builders Inc
 3127 Jefferson St
 San Diego 92110
Northwestern Schl of Law, 1981
- Carney, Thomas M****.....(858) 481-2460
 FAX(858) 481-2422
 Carney Legal Works
 12929 Claymont Court
 San Diego 92130
- Carroll, Kimberli****.....(619) 696-4961
 FAX(619) 696-4838
 Sempra Energy
 101 Ash Street, HQ 12
 San Diego 92101-3017
- Casey, Robert K**.....(760) 317-2976
 FAX(760) 741-8674
 E-mailrcaey@realtyincome.com
 Realty Income Corp
 220 W Crest St
 Escondido 92025-1707
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 FAX(760) 930-5019
 Callaway Golf Company
 2285 Rutherford Road
 Carlsbad 92008-8815
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 FAX(858) 505-1559
 Cubic Corporation
 9333 Balboa Avenue
 San Diego 92123
- Chaban, Jenette S**(760) 741-2111
 FAX(760) 741-8674
 E-mailjobrien@realtyincome.com
 Realty Income Corp
 220 W Crest St
 Escondido 92025-1707
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 Geneformatics Inc
 5830 Overlin Dr #200
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 FAX(858) 350-2690
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- Chao, Helen T**(619) 557-3071
 PeopleFirst.com
 401 W A St #1000
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U of San Diego Schl of Law
- Chatroo, Arthur J****.....(858) 793-0288
 FAX(858) 793-0288
 Akkadix Corporation
 3525 Del Mar Heights Road #285
 San Diego 92130
- Chen, Victoria****(858) 882-2000
 FAX(828) 882-3650
 Kyocera Wireless Corp
 10300 Campus Point Drive
 San Diego 92121
- Cheng, David D****.....(858) 228-2146
 FAX(858) 228-2026
 Wireless Facilities, Inc.
 4810 Eastgate Mall
 San Diego 92121
- Cheng, Karen M**.....(858) 694-6196
 FAX(858) 694-6256
 E-mailkmycheng@hotmail.com
 Solar Turbines Incorporated
 9330 Sky Park Ct CSC-6
 San Diego 92123-5398
Calif Western Schl of Law, 1998
- Choma, Tamala****(858) 499-3022
 FAX(858) 499-4065
 Sharp Healthcare
 8695 Spectrum Center Court
 San Diego 92123
- Christopher, Chris Arsenis Jr**...(760) 599-2900
 FAX(760) 599-4008
 Creative Nail Design Inc
 1125 Joshua Way
 Vista 92083-7840
U of Virginia Schl of Law
- Churchill, David B**(858) 748-3880
 FAX(858) 679-7894
 E-mailpcsinc@ix.netcom.com
 Professional Claims Svcs Inc
 13475 Community Rd
 Poway 92064-4446
Western State U, 1979
- Clark, David R****(619) 699-5053
 FAX(619) 696-4838
 Sempra Energy
 PO Box 1831
 San Diego 92112

- Clark, Randall Lee****(619) 696-2000
 FAX(619) 696-4838
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
Duke U Schl of Law, 1994
- Clarke, John D**(858) 826-7338
 FAX(858) 826-7992
 Science Applications International Corp
 10260 Campus Point Dr M/S F3
 San Diego 92121-1522
Georgetown U Law Center, 1990
- Closser, Daniel P****(619) 544-7568
 FAX(619) 544-8897
 National Steel & Shipbuilding Company
 P.O. Box 85278
 San Diego 92186-5278
- Cohen, Arthur David**(858) 845-5068
 FAX(858) 845-1249
 E-mail.....acohen@qualcomm.com
 QUALCOMM Inc
 5775 Morehouse Dr
 San Diego 92121
Georgetown Univ Schl of Law, 1975
- Cohen, Darcy M****(858) 658-5777
 FAX(858) 658-2503
 QUALCOMM Incorporated
 5775 Morehouse
 San Diego 92121-2779
- Cohen, Sharon L****(619) 696-2000
 FAX(619) 696-4838
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
- Collins, Loreen P****(858) 646-8273
 FAX(858) 625-0158
 Mycogen Corporation
 1561 Via Rancho Parkway
 Escondido 92029
- Collins, Timothy M**(800) 825-8131 x 440
 FAX(619) 309-6977
 Midland Credit Management, Inc.
 5775 Roscoe Court
 San Diego 92123
- Consolver, Carol A****(619) 696-2000
 FAX(619) 696-4838
 E-mail.....cconsolver@sempra.com
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
U of So Calif Schl of Law
- Cook, John Richard III**(858) 457-2553
 Dura Pharmaceuticals Inc
 7475 Lusk Blvd
 San Diego 92121
- Cottingham, John A****(760) 602-7200
 FAX(760) 476-6326
 Invitrogen Corporation
 1620 Faraday Avenue
 Carlsbad 92008
- Cowart, John D**(858) 485-4903
 FAX(858) 485-3255
 E-mail.....john.cowart@ncr.com
 NCR Corp
 17095 Via Del Campo
 San Diego 92127
U of Houston Law Center, 1998
- Crawford, Crystal****(858) 625-2000
 FAX(858) 625-2888
 Molsoft LLC
 3366 N Torrey Pines Ct #300
 La Jolla 92037
- Cromer, Brian E****(619) 696-2000
 FAX(619) 696-4838
 E-mail.....bcromer@sempra.com
 Sempra Energy
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Thomas Jefferson Schl of Law, 1994
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 Sempra Energy
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 San Diego 92101
- Davis, Ronald R**(619) 326-0326
 FAX(619) 326-0336
 E-mail.....rdavis@monarchcomm.com
 Monarch Communications
 8005 Paseo Arrayan
 Carlsbad 92009-6962
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 FAX(858) 882-6040
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 10307 Pacific Center Ct
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 530 B St #1050
 San Diego 92101-4407
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 FAX(619) 696-4838
 E-maildday@sempra.com
 Sempra Energy
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 FAX(858) 550-8755
 IDEC Pharmaceuticals Corp
 11011 Torreyana Rd
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 ALARIS Medical Systems Inc
 10221 Wateridge Cir
 San Diego 92121
Notre Dame Law Schl, 1983
- De La Cerra, Manuel Federico** ..(858) 882-3252
 FAX(858) 882-3650
 E-mailmcerra@kyocera-wireless.com
 Kyocera Wireless Corp
 10300 Campus Point Dr #AA 4304
 San Diego 92121
U of So Calif Law Ctr, 1996

- De Salis, Anthony J.**.....(858) 715-3780
FAX.....(858) 715-3788
ARC-SD
9575 Aero Dr
San Diego 92123-1803
- Dean, Cheryl H****.....(619) 260-4523
FAX.....(619) 260-4621
University of San Diego
5998 Alcalá Pk.
San Diego 92110
- DelMastro, John**.....(619) 332-5000
FAX.....(619) 332-7189
Ericsson Wireless Communication Inc
6455 Lusk Blvd
San Diego 92121
California Western Schl of Law, 1997
- Deleissegues, Richard L****.....(949) 863-4671
FAX.....(949) 863-3801
Taco Bell Corporation
125 Mangano Circle
Encinitas 92024
- Deller, Eric Paul****.....(858) 481-5000
FAX.....(858) 794-5057
E-mail.....edeller@peregrine.com
Peregrine Systems Inc
3611 Valley Center Dr
San Diego 92130
Stanford Law Schl, 1986
- Devine, Paul J.**.....(619) 233-8000
FAX.....(619) 696-0121
KPMG LLP
750 B St #1500
San Diego 92101
U of San Diego Schl of Law
- Devlin, Christopher D**.....(619) 238-1000
FAX.....(619) 239-1751
Southwest Marine Inc
2205 E Belt St
San Diego 92113
U of San Diego Schl of Law
- Dick, David Leslie**.....(760) 707-1900
FAX.....(760) 707-1909
The Allen Group
6005 Hidden Valley Rd #150
Carlsbad 92009
- Dix, William K****.....(858) 410-3139
FAX.....(858) 597-0401
Genetronics, Inc
11199 Sorrento Valley Road
San Diego 92121
- Dodge, Scott****.....(858) 530-8303
FAX.....(858) 530-8443
Motorola Inc.
2505 Caminito Muirfield
La Jolla 92037
- Dodson, James R****.....(619) 696-2000
FAX.....(619) 696-4838
E-mail.....jdodson@sempra.com
Sempra Energy
101 Ash St 12th Fl
San Diego 92101-3017
U of San Diego Schl of Law
- Doering, Vivian Velichkoff**.....(760) 489-9483
FAX.....(760) 746-5720
E-mail.....vndoering@aol.com
Doering Diversified Ltd
PO Box 2968
Escondido 92033-2968
U of San Diego Schl of Law, 1989
- Dozier, Jenneffer B****.....(858) 490-5222x5134
FAX.....(858) 616-6948
E-mail.....jdozier@metabolife.com
MetaboLife Intl Inc
5643 Copley Dr
San Diego 92111
Ventura Coll of Law
- Dunn, Darlene Sue**.....(858) 452-0882
FAX.....(858) 452-7229
E-mail.....ddunn@encad.com
Encad Inc
6059 Cornerstone Ct W
San Diego 92121-3734
UC Berkeley Schl of Law, 1981
- Dupree, E Scott**.....(619) 297-6771
FAX.....(619) 294-2451
E-mail.....sdupree@conam.com
Con Am Mgmt Corp
1764 San Diego Ave
San Diego 92110-1906
U of San Diego Schl of Law, 1977
- Durham, Teresa P.**.....(858) 623-7024
FAX.....(858) 623-7111
MP3.com Inc
4790 Eastgate Mall
San Diego 92121
Emory U Schl of Law, 1989
- Dyal, Nola S****.....(760) 564-8025
FAX.....(760) 564-8003
KSL Recreation Corporation
55-880 PGA Blvd
La Quinta 92253
- Eagleson, Beth****.....
Sempra Energy
101 Ash Street, 11th Floor
San Diego 92101
- Edmonston, Brian S.**.....(858) 658-3617
FAX.....(858) 658-2503
QUALCOMM Inc
5775 Morehouse Dr
San Diego 92121
U of San Diego Schl of Law
- Edwards, James R****.....(858) 882-6470
FAX.....(858) 882-6537
E-mail.....jedwards@wirelessknowledge.com
Wireless Knowledge Inc
5012 Wateridge Vista Dr
San Diego 92121
U of San Diego Schl of Law, 1977
- Elliott, Douglas**.....(619) 696-2000
FAX.....(619) 696-4838
Sempra Energy
101 Ash St 12th Fl
San Diego 92101-3017
UC Hastings Coll of the Law
- Elliott, William M****.....(858) 799-3420
FAX.....(858) 799-2605
Gateway, Inc.
14303 Danielson
Poway 92064
- Ellis, Bradley S**.....(858) 678-7263
FAX.....(858) 678-7231
Scripps Health
4275 Campus Point Ct
San Diego 92121-1513
U of San Diego Schl of Law
- Elmer, James Scott**.....(858) 550-7233
FAX.....(858) 550-7272
E-mail.....Selmer@ligand.com
Ligand Pharmaceuticals Inc
10275 Science Center Dr
San Diego 92121-1117
St Louis U Schl of Law, 1992

12 Emminger SAN DIEGO CORPORATE COUNSEL

- Emminger, Michael M****(760) 758-8556
FAX(650) 745-1151
Hartford Financial Services Group, Inc.
1242 Capistrano Lane
Vista 92083
- English, Stephen Sean**(858) 658-4837
FAX(858) 658-2503
E-mailsenglish@qualcomm.com
QUALCOMM Inc
5775 Morehouse Dr
San Diego 92121
U of San Diego Schl of Law
- Englund, Philip J****(858) 613-1300
FAX(858) 613-1311
E-mailpenglund@itec.net
Imaging Technologies Corp
15175 Innovation Dr
San Diego 92128-3401
Santa Clara U Schl of Law, 1974
- Escher, Sandra****(650) 933-3009
FAX(650) 933-0298
SGI International
1600 Amphitheatre Parkway
Mountain View 94043
- Espelien, Joel B.**.....(858) 731-5360
FAX(858) 731-5303
E-mailespelien@packetvideo.com
PacketVideo Corp
4820 Eastgate Mall
San Diego 92121
Duke U Schl of Law, 1996
- Estes, Virginia D****(858) 404-7700
FAX(858) 453-3332
Silicon Wave, Inc.
6256 Greenwich Drive Suite 300
San Diego 92122
- Evans, Linda****
Agouron Pharmaceuticals, Inc.
10350 North Torrey Pines Road
La Jolla 92037
- Fassbender, Charles Joseph**(858) 451-4507
Unisys Corp
10850 Via Frontera
San Diego 92127-1705
U of San Diego Schl of Law
- Fazio, Donna****(858) 450-9009
FAX(858) 450-7150
BakBone Software Inc
10145 Pacific Heights Blvd Suite 900
San Diego 92121
- Feldhaus, Erik**.....(858) 456-3609
FAX(858) 459-4094
Merrill Lynch Trust Co
7825 Fay Ave #300
La Jolla 92037
Jacob D Fuchsberg Law Center
- Ferrone, Frank****(619) 449-6414
FAX(619) 466-2335
Retired
1592 Honey Hill Terr.
El Cajon 92020
- Ferry, Pamela D****(209) 537-0999
FAX(209) 538-7157
Evergreen Organics, Inc.
120 Birmingham Drive Suite 110G
Cardiff by the Sea 92007
- Field, Charles H Jr.**.....(619) 652-5422
FAX(619) 687-8138
E-mailcharles_field@nacm.com
Nicholas-Applegate Capital Mgmt
600 W Broadway Fl 32
San Diego 92101-3357
- Flori, Rod S****(858) 505-2269
FAX(858) 505-1559
Cubic Corporation
9333 Balboa Avenue
San Diego 92186-5587
- Fitting, Thomas**.....(858) 784-2937
FAX(858) 784-9399
E-mailfitting@scripps.edu
Scripps Research Inst
10550 N Torrey Pines Rd #TPC8
La Jolla 92037-1027
Western State U, 1989
- Flores, Aurella E.**.....(858) 826-7858
FAX(858) 826-7992
Science Applications International Corp
10260 Campus Point Dr M/S F3
San Diego 92121-1522
Stanford U Schl of Law
- Ford, Larry A.**.....(619) 233-7300
CGS Creditors Trust
5478 Soledad Rd
La Jolla 92037-7044
Ohio State Univ Coll of Law
- Foster, Leonard A****(760) 930-0350
FAX(760) 930-0318
Attorney
6610 Daylily Drive
Carlsbad 92009
- Foster-Horn, Christie D.**.....(858) 457-0086
FAX(858) 457-0570
GEA Power Cooling Systems Inc
610 W Ash St #1700
San Diego 92101
U of San Diego Schl of Law, 1978
- Fox, Fred****(858) 622-1430
FAX(858) 675-2028
Surface Optics Corporation
11555 Rancho Bernardo Road
San Diego 92127
- Fravel, Craig**.....(858) 755-1141
Del Mar Thoroughbred Club
PO Box 700
Del Mar 92014-0700
U of Virginia Schl of Law
- Friedman, Gary E****(858) 622-3127
FAX(858) 622-3297
E-mailgary.friedman@agouron.com
Agouron Pharmaceuticals Inc
10350 N Torrey Pines Rd
La Jolla 92037-1020
UC Berkeley Schl of Law, 1973
- Fuson, Harold W Jr**(858) 729-7617
FAX(858) 551-0608
Copley Press Inc
7776 Ivanhoe Ave
La Jolla 92038-1530
Cleveland State Univ, 1975
- Gaffney, Sylvia P**(619) 332-5000
FAX(619) 332-7189
Ericsson Wireless Communication Inc
6455 Lusk Blvd
San Diego 92121
U of San Diego Schl of Law
- Gaghen, Jennifer L****(858) 964-5500
FAX(858) 964-5511
American Property Management
Corporation
8910 University Center Lane Suite 500
San Diego 92122

- Gans, Robert M****(858) 581-7728
 FAX(858) 581-4707
 E-mail.....gansb@psmt.usa.com
 Price Smart, Inc.
 4649 Morena Blvd.
 San Diego 92117
 UCLA
- Garren, Bruce P****(949) 250-6819
 FAX(949) 250-6868
 Edwards Lifesciences Corporation
 1 Edwards Way
 Irvine 92614
- Garber, Don**.....(619) 696-2000
 FAX(619) 696-4838
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
UC Hastings Coll of the Law
- Garcin, Robert W**.....(760) 918-7760
 FAX(760) 476-2795
 E-mailbgarcin@lennar.com
 Greystone Lennar Corp
 5780 Fleet St #310
 Carlsbad 92008
U of So Calif Law Ctr, 1958
- Gardner, William Houghton**(858) 505-1419
 FAX(858) 279-8914
 Lawyers Title Co
 4542 Ruffner St
 San Diego 92111
Western State Univ
- Garrison, David A****(858) 228-2000
 FAX(858) 228-2026
 Fluor Corp
 4810 Eastgate Mall
 San Diego 92121
Vallparaiso U Schl of Law, 1983
- Gautsch, Pollie****(760) 929-3453
 FAX(760) 929-6544
 The Upper Deck Company
 5909 Sea Otter Place
 Carlsbad 92008
Calif Western Schl of Law
- Gay, Michael H****(858) 626-3233
 FAX(858) 625-0640
 Sun Microsystems, Inc.
 9540 Towne Centre Drive MS SAN-05
 San Diego 92121
- Genovese, Mathilde L****(858) 270-1738
 FAX(858) 270-8527
 Nelson Staffing Solutions
 3509 Jewell Street
 San Diego 92109
- Gergen, Mark J****(858) 713-7936
 FAX(858) 713-7910
 Advanced Tissue Sciences, Inc.
 10933 North Torrey Pines Road
 La Jolla 92037-1005
- Gettinger, Matthew**(858) 404-2440
 FAX(858) 404-2528
 E-mailmgettinger@gi.com
 Motorola Inc
 6450 Sequence Dr
 San Diego 92121
Vanderbilt U Schl of Law, 1984
- Getz, Pauline****(858) 486-1676
 FAX(858) 486-2702
 Episcopal Diocese of San Diego
 13025 Danielson St. Suite107
 Poway 92064
- Ghaly, Jane E**.....(858) 350-2421
 FAX(858) 350-2690
 Insurance Co of the West
 11455 El Camino Real
 San Diego 92130-2045
Loyola Law Schl (LA)
- Gianulis, James T**.....(619) 280-8282
 FAX(619) 235-2673
 E-mail.....pacco@adnc.com
 Pacific Co
 3838 Camino Del Rio N #300
 San Diego 92108
U of So Calif Law Schl
- Gildred, Julie A**.....(858) 623-7000
 FAX(858) 623-7111
 MP3.com Inc
 4790 Eastgate Mall
 San Diego 92121
U San Diego Schl of Law
- Gilligan, Michael J**.....(619) 874-4925
 FAX(619) 874-4921
 E-mailgilliganm@ctt.com
 Chicago Title Ins Co
 3750 Convoy St #118
 San Diego 92111
U of San Diego Schl of Law, 1984
- Gilmore, Thomas J****(858) 586-0826
 FAX(858) 586-1080
 E-mailtgilmore@san.rr.com
 12663 Rue Marabelle
 San Diego 92137
U of San Diego Schl of Law, 1979
- Girardi, Pamela C**(858) 678-7251
 FAX(858) 678-7231
 Scripps Health
 4275 Campus Point Ct #207
 San Diego 92121-1513
U of Wisconsin Law Schl, 1991
- Gleason, Robert H**.....(858) 539-7600
 FAX(858) 488-2524
 E-mail.....rgleason@evanshotels.com
 Evans Hotels
 998 W Mission Bay Dr
 San Diego 92109
U of San Diego Schl of Law, 1998
- Gleeson, Monica M****(858) 799-5703
 E-mail.....mmg@accelrys.com
 Accelrys Inc
 9685 Scranton Rd
 San Diego 92121
U of San Diego Schl of Law, 1989
- Glovinsky, Eli Harold**.....(858) 509-6390
 FAX(858) 481-0538
 Premier Inc
 12225 El Camino Real
 San Diego 92130
UC Hastings Coll of the Law, 1985
- Godsey, Sandy L**(858) 651-4517
 FAX(858) 658-2503
 E-mailsgodsey@qualcomm.com
 QUALCOMM Inc
 5775 Morehouse Dr
 San Diego 92121
U of Texas Schl of Law
- Gordon, Douglas B****.....(760) 448-8024
 FAX(760) 448-2178
 TriPort Technologies Inc
 201 Lomas Santa Fe Drive Suite 270
 Solana Beach 92075-1288

- Goss, Gregory S**(760) 599-0124
FAX(760) 599-0125
Millcon Environmental Inc
1241 Distribution Way
Vista 92083-8817
Seattle Univ Schl of Law, 1975
- Green, Patricia****(760) 707-1900
FAX(760) 707-1909
The Allen Group
6005 Hidden Valley Road Suite 150
Carlsbad 92009
- Green, Thomas L**(858) 677-5168
FAX(858) 452-0891
Encad Inc
6059 Cornerstone Ct W
San Diego 92121-3734
Western State U, 1976
- Greene, Rebecca****(858) 657-5622
FAX(858) 453-9180
Fujitsu ICL Systems, Inc.
11085 North Torrey Pines Road
La Jolla 92037
- Greenhaus, Bruce****(858) 651-6399
FAX(858) 845-5075
QUALCOMM Incorporated
5775 Morehouse Drive
San Diego 92121
- Greiner, Paul Houston**(858) 826-7360
FAX(858) 826-4037
E-mail.....paul.h.greiner@saic.com
Science Applications International Corp
10260 Campus Point Dr M/S F3
San Diego 92121-1522
Loyola Law Schl, 1985
- Grijalva, J Ernesto**.....(858) 581-5230
FAX(858) 581-4707
E-mail.....egrijalva@psmt.usa.com
PriceSmart Inc
4649 Morena Blvd
San Diego 92117
U of San Diego Schl of Law, 1984
- Gritzmacher, Christine A**(858) 410-8926
FAX(858) 410-8928
E-mailChristineg@gen-probe.com
Gen-Probe Inc
10210 Genetic Center Dr
San Diego 92121-1589
Calif Western Schl of Law, 1994
- Grossenbacher, Rebecca****(858) 784-4490
FAX(858) 784-1374
Intuit Inc.
6256 Greenwich Drive, Suite 10
San Diego 92122
- Guinn, Stanley W**.....(858) 530-9491
FAX(858) 530-9489
E-mailstan.guinn@greenpoint.com
GreenPoint Credit LLC
10089 Willow Creek Rd
San Diego 92131-1603
U of Michigan Schl of Law
- Guy, Martha****(858) 455-7503
FAX(858) 455-6142
Newland Communities
9404 Genesee Avenue Suite 230
La Jolla 92037
- Guy, Steven DeForest**(619) 477-4117
McMillin Co
2727 Hoover Ave
National City 91950-6625
UOP McGeorge Schl of Law
- Hageman, Douglas L****(858) 546-3258
FAX(858) 546-3245
TrizecHahn Development Corporaton
4350 La Jolla Village Drive Suite 400
San Diego 92122-1233
- Haile, Kimberly M**(858) 658-2765
FAX(858) 651-6161
QUALCOMM Inc
5775 Morehouse Dr
San Diego 92121
U San Diego Schl of Law, 1986
- Hancock, Carl M**(619) 423-6400
Land & Sea Marine Inc
1555 Bay Blvd
Chula Vista 91911-3940
Western State Univ
- Hanks, Linda M****(619) 622-3000
FAX(619) 622-3297
Agouron Pharmaceuticals, Inc.
10350 North Torrey Pines Road
La Jolla 92037
- Hansen, Gregory****(760) 639-4500
FAX(760) 639-4599
Genica Corporation
1890 Ord Way
Oceanside 92056
- Hapke, Daniel S****(858) 592-0671
FAX(858) 592-0670
San Diego Habitat for Humanity, Inc.
12949 Lomas Verdes Drive
Poway 92064
- Harkins, Daniel M**(858) 450-0055
FAX(858) 452-5785
JMC Group Inc
9710 Scranton Rd #100
San Diego 92121-1744
U of Kansas Schl of Law
- Harnois, Albert James Jr.**(858) 587-1121
FAX(858) 658-2503
QUALCOMM Inc
5775 Morehouse Dr
San Diego 92121
Loyola Law Schl, 1996
- Haroian, Richard****(619) 673-3061
FAX(619) 676-3727
Sony Electronics Inc.
16450 West Bernardo Dr
San Diego 92127-1898
- Harris, Carolyn****(760) 788-5432
FAX(760) 788-7155
E-mail.....carolynharris@earthlink.net
Attorney
910 Gem Lane
Ramona 92065
Southwestern U Schl of Law, 1988
- Hartogs, Michael D****(858) 651-4402
FAX(858) 651-1975
QUALCOMM Incorporated
5775 Morehouse Drive
San Diego 92121
- Haskell, Lee F****(619) 744-6151
FAX(619) 744-6011
Golden Eagle Insurance Corporation
525 B Street 16th Floor
San Diego 92101
- Haubrich, Karen K**.....(619) 237-2177
FAX(619) 238-9915
E-mail.....karen.haubrich@pactel.com
Pacific Telesis Group
101 W Broadway #1300
San Diego 92101
Santa Clara U Schl of Law

- Heaton, Holly L**(858) 499-3010
 FAX(858) 499-4065
 E-mailholly.heaton@sharp.com
 Sharp HealthCare
 8695 Spectrum Center Ct
 San Diego 92123
U of Denver Coll of Law, 1983
- Heinle, Tara****
 Sempra Energy
 101 Ash Street, 11th Floor
 San Diego 92101
- Heinrich-Wells, Susan****(858) 792-8414
 E-mailswells@san.rr.com
 Attorney
 10534 Corte Jarqin Del Mar
 San Diego 92130
Suffolk U Schl of Law, 1989
- Heipt, J Dennis**(858) 826-7323
 FAX(858) 826-7007
 Science Applications International Corp
 10260 Campus Point Dr M/S F3
 San Diego 92121-1522
U of West LA Schl of Law, 1976
- Helmbacher, Kevin S**.....(858) 455-9800
 FAX(858) 455-5169
 E-mailkevin_helmbacher@corvas.com
 Corvas Intl Inc
 3030 Science Park Rd
 San Diego 92121
Calif Western Schl of Law, 1994
- Hertzel, David E****(858) 676-2107
 FAX(858) 676-2170
 Accredited Home Lenders, Inc.
 15030 Avenue of Science, Suite
 San Diego 92128
- Hill, Jeffrey W**(858) 793-7454
 FAX(858) 793-7435
 Calif Bank & Trust
 11622 El Camino Real #200
 San Diego 92130-2045
U of So Calif Schl of Law, 1980
- Hoffman, William J**(858) 720-6700
 FAX(858) 720-6707
 E-mailbill.hoffman@trigild.com
 Trigild Corp
 3323 Carmel Mountain Rd Fl 2
 San Diego 92121
Western State U, 1977
- Hoffmann, James E**.....(858) 882-6059
 FAX(858) 882-6040
 E-mailjhoffman@leapwireless.com
 Leap Wireless International Inc
 10307 Pacific Center Ct
 San Diego 92122
UC Hastings Coll of The Law, 1980
- Holden, James T****(858) 799-5000
 FAX(858) 799-5100
 E-mailjholden@accelrys.com
 Accelrys Inc
 9685 Scranton Rd
 San Diego 92121
DePaul U Schl of Law, 1989
- Holland, Charles****(858) 942-7202
 FAX(858) 942-9123
 Sony Electronics Inc.
 16450 West Bernardo Drive
 San Diego 92127-1898
- Holloway, Sally A**.....(858) 609-4152
 FAX(858) 609-2037
 Household Intl
 6602 Convoy Ct
 San Diego 92111
Thomas Jefferson Schl of Law, 1980
- Holman, Molly A**(858) 642-7084
 FAX(858) 552-1936
 Amylin Pharmaceuticals Inc
 9373 Towne Centre Dr
 San Diego 92121
- Holman, Russell A****.....(858) 490-5222 x5147
 FAX(858) 616-6948
 Metabolife International, Inc.
 5643 Copley Drive
 San Diego 92111-7903
- Holmberg, James J****(619) 687-1014
 FAX(619) 687-1010
 St. Vincent De Paul Village, Inc.
 3350 E Street
 San Diego 92102
- Holmes, Emily M**.....(858) 784-2937
 FAX(858) 784-9399
 E-mail.....eholmes@scripps.edu
 Scripps Research Inst
 10550 N Torrey Pines Rd #TPC8
 La Jolla 92037-1027
U San Diego Schl of Law, 1994
- Hom, Cynthia****(858) 458-5459
 FAX(858) 453-9180
 Fujitsu Transaction Solutions Inc.
 11085 North Torrey Pines Road
 La Jolla 92037
- Huerta, Estanislá Minerva**(858) 597-2200
 FAX(858) 457-2876
 Northern Trust Bank of Calif NA
 4370 La Jolla Village Dr #1000
 San Diego 92122-1250
- Huffer, John M**(760) 438-1351
 FAX(760) 438-2852
 BioComp
 5835 Avenida Encinas #121
 Carlsbad 92008-4430
Golden Gate U Schl of Law, 1992
- Hymer, Therese H**.....(858) 974-5291
 FAX(858) 974-5298
 E-mailtherese.hymer@clarksecurity.com
 Clark Security Products
 4775 Viewridge Ave
 San Diego 92123-1641
Stanford U Schl of Law, 1986
- Irving, Robert J Jr**(858) 882-6059
 FAX(858) 882-6040
 E-mailrirving@leapwireless.com
 Leap Wireless International Inc
 10307 Pacific Center Ct
 San Diego 92122
Harvard Law Schl, 1982
- Jackson, Denise L****(858) 792-0711
 AMN Healthcare, Inc.
 12235 El Camino Real Suite 200
 San Diego 92130
- Jay, D Frederick****(858) 622-8055
 FAX(858) 622-3297
 Agouron Pharmaceuticals Inc
 10350 N Torrey Pines Rd
 La Jolla 92037-1020
Calif Western Schl of Law, 1974
- Jaye, Steven A****(760) 930-1586
 FAX(760) 930-1587
 Sunrise Medical, Inc.
 2382 Faraday Avenue, Suite 200
 Carlsbad 92008
- Jeffers, Fahari**.....(619) 263-7254
 FAX(619) 263-7899
 United Domestic Workers of America
 3737 Camino Del Rio S Fl 4
 San Diego 92108-4010

- Jensen, Thomas E.**.....(800) 404-4512
 FAX.....(760) 918-1418
 E-mail.....tejensen@kpinnfund.com
 Pinnfund USA
 2051 Palomar Airport Rd #100
 Carlsbad 92009
Santa Clara U Schl of law, 1977
- Jessee, Russell****.....(619) 778-9180
 Jessee & Associates Inc
 40000 Ranchwood Dr
 Murietta 92563
- Johnson, Christopher A**.....(858) 350-2800
 FAX.....(858) 350-2690
 Insurance Co of the West
 11455 El Camino Real
 San Diego 92130-2045
U of San Diego Schl of Law, 1993
- Johnson, Jacqueline M.**.....(619) 255-4401
 FAX.....(619) 255-4402
 E-mail.....jacqueline.johnson@westgroup.com
 West Group
 2303 Shamrock St
 San Diego 92105
UC Hastings Coll of the Law
- Johnson, Jeff Edward**.....(858) 793-2622
 FAX.....(858) 793-7616
 Calif Traditions Inc
 12526 High Bluff Dr #100
 San Diego 92130-2065
UC Hastings Coll of the Law, 1983
- Jones, Scott L.**.....(858) 277-6780
 FAX.....(858) 277-1559
 E-mail.....scott.jones@cubic.com
 Cubic Corp
 9333 Balboa Ave
 San Diego 92186-5587
Catholic U of America
- Kalmanson, Alvin G****.....(619) 435-4350
 Attorney
 200 A Avenue
 Coronado 92118
- Kanfer, Susan**.....(858) 546-3375
 FAX.....(858) 546-3245
 E-mail.....skanfer@aol.com
 TrizechHahn Development Corp
 4350 La Jolla Village Dr #700
 San Diego 92122-1233
Wayne State U Law Schl
- Kear, Frank E****.....(619) 544-5213
 FAX.....(619) 544-2832
 Solar Turbines Incorporated
 P.O. Box 85376
 San Diego 92186-5376
- Keese, Thomas J.**.....(619) 525-3313
 FAX.....(619) 525-3255
 E-mail.....tkeese@kpmg.com
 KPMG LLP
 750 B St #1500
 San Diego 92101
U of Iowa Coll of Law, 1978
- Kelley, Marianne E****.....(858) 499-4052
 FAX.....(858) 499-4065
 Sharp Healthcare
 8695 Spectrum Center Court 2nd Floor
 San Diego 92123
- Kelly, Alexandra T****.....(858) 490-8277
 FAX.....(619) 490-8272
 Catholic Diocese of San Diego
 P.O. Box 85728
 San Diego 92186
- Kennedy, Mark Alan**.....(858) 276-4401
 FAX.....(858) 276-0717
 E-mail.....mkennedy1@home.com
 Marathon Construction Corp
 3052 A Clairemont Dr
 San Diego 92117-6805
U of Utah Schl of Law, 1981
- Kent, Karlyn R**.....(858) 874-7400
 FAX.....(858) 874-6065
 Homecoming Financial Network Inc
 9275 Sky Park Ct #300
 San Diego 92123-4303
U of San Diego Schl of Law, 1989
- Kessler, Judd S**.....(858) 452-1915
 FAX.....(858) 452-2073
 E-mail.....JUDDK@ABACUSLAW.COM
 Abacus Data Systems Inc
 5230 Carroll Canyon Rd #306
 San Diego 92121-1781
National U Schl of Law
- Kim, Stanley Hyun-Ki**.....(858) 453-4100
 The Salk Institute
 10010 N Torrey Pines Rd
 La Jolla 92037
- Kimmel, Eilsabeth M**.....(858) 571-8888
 FAX.....(858) 495-9363
 KFMB Stations
 7677 Engineer Rd
 San Diego 92111-1515
Harvard U Law Schl
- King, Laura S**.....(760) 317-2910
 FAX.....(760) 741-8674
 E-mail.....lking@realtyincome.com
 Realty Income Corp
 220 W Crest St
 Escondido 92025-1725
Thomas Jefferson Schl of Law, 1994
- King, Martha J****.....(619) 446-3487
 FAX.....(619) 702-9050
 PeopleFirst.com
 401 W. A Street Suite #1000
 San Diego 92101
- Klein, Eric G****.....(619) 576-2760
 FAX.....(619) 279-7567
 Kyocera Wireless Corp
 8611 Balboa Avenue
 San Diego 92123
- Klicpera, Michael E**.....(858) 268-4488
 FAX.....(858) 292-8381
 E-mail.....klicpera@ivt.com
 InterVentional Technologies Inc
 3574 Ruffin Rd
 San Diego 92123
Thomas Jefferson Schl of Law, 1992
- Knight, Kelly J****.....(858) 646-8308
 FAX.....(858) 404-0750
 E-mail.....kelly.knight@senomyx.com
 Senomyx Inc
 11099 N Torrey Pines Rd
 La Jolla 92037-1007
U of San Diego Schl of Law
- Kohlenberg, Tracy****.....(858) 404-0750
 FAX.....(858) 646-8306
 E-mail.....tkohlenberg@idecpharm.com
 IDEC Pharmaceuticals Corp
 11011 Torreyana Rd
 San Diego 92121-1104
Calif Western Schl of Law, 1997
- Kolegraff, William J****.....(858) 882-3017
 FAX.....(858) 882-3650
 Kyocera Wireless Corp
 10300 Campus Point Drive
 San Diego 92021

- Kolman, Richard L****(858) 597-8566
FAX(858) 546-7499
Mail Boxes Etc
6060 Cornerstone Court West
San Diego 92121-3795
- Kopf, Kenneth A****(858) 505-2986
FAX(858) 277-1559
Cubic Corp
9333 Balboa Ave
San Diego 92186-5587
Hamline U Schl of Law, 1979
- Krasne, Albert S**(619) 691-3703
FAX(619) 691-2801
E-mailakrasne@aerostructures.bfg.com
BF Goodrich Aerospace Aerostructures
Grp
850 Lagoon Dr
Chula Vista 91910-2098
Brooklyn Law Schl, 1971
- Kubik, Francis T**(858) 292-7002
Republic Indemnity Co of America
4995 Murphy Canyon Rd #401
San Diego 92123-4366
Thomas Jefferson Schl of Law
- Kyle, Gary W**(619) 696-2000
FAX(619) 696-4838
Sempra Energy
101 Ash St 12th Fl
San Diego 92101-3017
U of Chicago Schl of Law
- Labreche, Stephen O**(858) 481-3200
FAX(858) 481-6471
E-mailslabreche@westwindgroup.net
Westwind Group
12555 High Bluff Dr #120
San Diego 92130
Louisiana State Univ, 1978
- Lachuk, Michael B****(858) 826-7090
FAX(858) 826-7992
E-mailmichael.lachuk@saic.com
Science Applications International Corp
10260 Campus Point Dr M/S F3
San Diego 92121-1522
UOP McGeorge Schl of Law, 1982
- Landres, Linda Grey**(619) 522-8109
FAX(619) 522-8030
Hotel Del Coronado
1500 Orange Ave
Coronado 92118-2918
Boston U Schl of Law
- LaVance, Joan M****(858) 675-5729
FAX(858) 675-1920
BAE Systems Mission Solutions Inc.
16550 West Bernardo Drive
San Diego 92127
- Lawrence, Hugh**.....(619) 230-4587
FAX(619) 230-3527
Union Bank of California
530 B St #1050
San Diego 92101-4407
UC Berkeley Schl of Law, 1979
- Layton, Phil**.....(858) 496-4127
FAX(858) 277-6754
E-mailphill@maxwell.com
Maxwell Technologies Inc
9244 Balboa Ave
San Diego 92123-1514
U of San Diego Schl of Law, 1995
- Leadon, Marilynne P**(858) 571-0482
Critical Air Medicine
4141 Kearny Villa Rd
San Diego 92123-1705
Univ San Diego Schl of Law
- Lehmer, Suzanne****(858) 204-2647
FAX(858) 669-7769
E-mailsuzanne@mp3.com
MP3.com Inc
4790 Eastgate Mall
San Diego 92121
New York U Schl of Law
- Leicher, Lewis H****(858) 759-6008
FAX(858) 759-6005
WebMD Corporation
16092 San Dieguito Road
Rancho Santa Fe 92067-6306
- Leonhardt, Henry Joseph**(858) 410-4600
FAX(858) 410-4949
E-mailhleonhardt@genoptix.com
Nanogen Inc
10398 Pacific Center Ct
San Diego 92121
U of So Calif Law Schl
- LeSage, Joan M**(619) 696-2000
FAX(619) 696-4838
E-mailjlesage@sempra.com
Sempra Energy
101 Ash St 12th Fl
San Diego 92101-3017
UCLA Schl of Law, 1982
- Lestyk, Joseph A****(760) 746-4287
FAX(760) 746-2894
Ahlstrom USA, Inc.
139 East Third Ave. Suite 107
Escondido 92025
- Levin, Robert**(858) 826-7343
FAX(858) 826-7992
E-mailrobert.l.levin@saic.com
Science Applications International Corp
10260 Campus Point Dr M/S F3
San Diego 92121-1522
Calif Western Schl of Law, 1983
- Lewis, Carl M**(619) 232-9402
FAX(619) 232-9422
Vyrex Corp
2159 Avenida De La Playa
La Jolla 92037
- Lewis, Carlisle Coolidge III**.....(858) 499-3026
FAX(858) 449-4065
Sharp HealthCare
8695 Spectrum Center Ct
San Diego 92123
U of San Diego Schl of Law, 1985
- Lewis, Donald George**(619) 784-2937
FAX(619) 784-9399
E-maildlewis@scripps.edu
Scripps Research Inst
10550 N Torrey Pines Rd #TPC8
La Jolla 92037-1027
Southwestern U Schl of Law
- Lickness, Timothy R****.....(619) 744-6016
FAX(619) 744-6011
Golden Eagle Insurance Corporation
525 B Street Suite 1600
San Diego 92101
- Light, John R****(619) 696-2000
FAX(619) 696-4838
Sempra Energy
101 Ash St 12th Fl
San Diego 92101-3017
U of Kansas Schl of Law
- Lines, John K****(858) 799-7355
FAX(858) 799-7011
E-mailjohn.lines@tritech.com
TriTech Software Systems
9860 Mesa Rim Road
San Diego 92121

- Lipkin, Stephen D**(858) 535-4143
 FAX(858) 535-8199
 E-mail.....steve@yaleusa.com
 Yale Properties
 6256 Greenwich Dr
 San Diego 92122-5941
U of San Diego Schl of Law, 1990
- Lippert, Keven K****(760) 476-2214
 FAX.....(760) 929-3926
 ViaSat
 6155 El Camino Real
 Carlsbad 92009
- Lithgow, Timothy J**.....(858) 860-2500
 FAX.....(858) 860-2600
 E-mail.....TLITHGOW@Epimmune.com
 Epimmune Inc
 5820 Nancy Ridge Dr
 San Diego 92121-2829
UC Berkeley Schl of Law, 1991
- Little, David**(858) 530-8335
 FAX(858) 530-8443
 E-mail.....david.little@motorola.com
 Motorola Inc
 9980 Carroll Canyon Rd
 San Diego 92131
U of Texas Schl of Law, 1990
- Littlefield, William C****(858) 964-5500
 FAX(858) 964-5511
 American Property Management
 Corporation
 8910 University Center Lane Suite 500
 San Diego 92122
- Loaiza, Jacqueline****(619) 544-5086
 FAX(619) 544-2561
 Solar Turbines Incorporated
 2200 Pacific Highway
 San Diego 92186-5376
- Logan, April C**.....(760) 603-2762
 FAX(760) 603-3820
 E-mail.....alogan@isisph.com
 Isis Pharmaceuticals Inc
 2292 Faraday Ave
 Carlsbad 92008-7208
U of Tulsa Coll of Law, 1985
- Logue, Lawrence E****(760) 930-3611
 FAX(760) 931-4037
 International Lottery & Totalizator Systems,
 Inc.
 2131 Faraday Avenue
 Carlsbad 92008-7297
- Long, Alessandra M****(619) 699-5077
 FAX(619) 696-4838
 Sempra Energy
 101 Ash Street
 San Diego 92101-3017
- Lowenstam, Susan G****(858) 455-3299
 FAX(858) 455-3213
 General Atomics
 3550 General Atomics Court
 San Diego 92121-1122
- Lupin, Louis M**.....(858) 658-4808
 FAX(858) 658-2503
 E-mail.....llupin@qualcomm.com
 QUALCOMM Inc
 5775 Morehouse Dr
 San Diego 92121
Stanford U Law Schl, 1985
- Lutz, G Scott**(619) 332-5000
 FAX(619) 332-7189
 Ericsson Wireless Communication Inc
 6455 Lusk Blvd
 San Diego 92121
- Maas, Paul A****(858) 812-2240
 FAX(858) 812-2799
 Jenny Craig, Inc.
 11355 North Torrey Pines Road
 La Jolla 92038-7910
U of Minnesota Schl of Law, 1988
- MacLeod, Karen E**(858) 826-7592
 FAX(858) 552-4824
 Science Applications International Corp
 1200 Prospect St #400
 La Jolla 92037
- Mack, Cary**(619) 687-0001
 FAX(619) 687-0002
 Bruno Mack & Barclay
 402 W Broadway #900
 San Diego 92101-3542
Univ San Diego Schl of Law
- Mack, Jonathan****(858) 655-3684
 FAX(858) 655-5859
 Hewlett-Packard Company
 16399 West Bernardo Drive
 San Diego 92127-1899
- Madsen, Richard Wellington**(619) 691-2025
 FAX(619) 691-4222
 E-mail.....DMasen@aerostructures.bfg.com
 BF Goodrich Aerospace Aerostructures
 Grp
 850 Lagoon Dr
 Chula Vista 91910-2098
Georgetown U Law Center, 1963
- Majchrzak, Michelle Lynn**(619) 652-5112
 FAX(619) 233-1212
 E-mail.....michelle_majchrzak@nacm.com
 Nicholas-Applegate Capital Mgmt
 600 W Broadway Fl 31
 San Diego 92101-3357
- Mandel, David A**(858) 882-6059
 FAX(858) 882-6040
 E-maildmandel@leapwireless.com
 Leap Wireless International Inc
 10307 Pacific Center Ct
 San Diego 92122
Boston U Schl of Law, 1989
- Mandell, Mark**.....(858) 558-8550
 FAX(858) 558-8884
 E-mail.....mmandell@squareonedev.com
 Square One Dvlpmt
 4275 Executive Sq #1020
 La Jolla 92037-1478
Calif Western Schl of Law, 1977
- Marclari, Sandra A**.....(858) 799-3347
 FAX(858) 799-3384
 E-mail.....smarciari@telespectrum.com
 Telespectrum Worldwide Inc
 5590 Morehouse Dr
 San Diego 92121
U of San Diego Schl of Law
- Marley, Bruce R**(858) 530-8326
 FAX(858) 530-8443
 E-mailbruce.marley@motorola.com
 Motorola Inc
 9980 Carroll Canyon Rd
 San Diego 92131
U of San Diego Schl of Law
- Martin, Linda****(858) 651-1156
 FAX(858) 658-1576
 QUALCOMM Incorporated
 5775 Morehouse Drive
 San Diego 92121

Martin, Mary Beth(858) 350-2800
 FAX(858) 350-2690
 Insurance Co of the West
 11455 El Camino Real
 San Diego 92130-2045
U of San Diego Schl of Law

Martin, Roger W......(858) 658-4837
 FAX(858) 658-2503
 E-mailrmartin@qualcomm.cm
 QUALCOMM Inc
 5775 Morehouse Dr
 San Diego 92121
Univ San Diego Schl of Law

Martinez, Joseph Grant(760) 602-3292
 FAX(760) 602-3299
 E-mailjmartinez@jarmar.com
 JMAR Technologies Inc
 5800 Armada Dr
 Carlsbad 92008

Mason, Sarah**(858) 826-6649
 FAX(858) 826-6622
 SAIC
 12000 Prospect Suite 400
 La Jolla 92038

Matthews, David G(619) 332-5000
 FAX(619) 332-7189
 E-mail.....david.matthews@ericsson.com
 Ericsson Wireless Communication Inc
 6455 Lusk Blvd
 San Diego 92121

McCarthy, Daniel B......(858) 350-2800
 FAX(858) 350-2690
 E-maildbm@cts.com
 Insurance Co of the West
 11455 El Camino Real
 San Diego 92130-2045
UCLA Schl of Law

McCracken, Steven C**(760) 931-1771
 FAX(760) 804-4242
 Callaway Golf Company
 2180 Rutherford Road
 Carlsbad 92008

McCulloch, Kristen.....(619) 699-6921
 FAX(619) 235-6020
 E-mail.....kristen@jps.net
 Arthur Andersen LLP
 701 B St #1600
 San Diego 92101
U of San Diego Schl of Law

McPhee, Michael Joseph.....(858) 481-7767
 La Jolla Pacific Dvlpmt Grp
 2650 Camino Del Rio N #301
 San Diego 92108-1632
Univ San Diego Schl of Law

McQuater, Patricia A**(619) 544-5088
 FAX(619) 544-2561
 Solar Turbines Incorporated
 2200 Pacific Highway
 San Diego 92101

McVey, Lane L.....(619) 544-8700
 FAX(619) 544-8897
 E-maillmcvey@nassco.com
 National Steel & Shipbuilding Co
 2798 E Harbor Dr
 San Diego 92186-5278
Georgetown U Law Center

Melville, Keith W**(619) 696-2000
 FAX(619) 696-4838
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
U of San Diego Schl of Law

Mendlein, John D(858) 452-5000
 FAX(858) 452-5723
 E-mailMedndleinJ@aurorabiao.com
 Aurora Biosciences Corp
 11010 Torreyana Rd
 San Diego 92121
UC Hastings Coll of the Law

Mercer, James Arthur III(858) 404-5500
 FAX(858) 404-5555
 Tera Global Communications Corp
 9171 Towne Center Dr Fl 6
 San Diego 92122

Mersten, David**(858) 597-7311
 FAX(858) 535-6800
 Applied Micro Circuits Corporation
 6290 Sequence Drive
 San Diego 92121

Middleton, Reid A**(760) 929-3568
 FAX(760) 929-6544
 The Upper Deck Company
 5909 Sea Otter Place
 Carlsbad 92008
U of San Diego Schl of Law

Miller, Jules**(858) 451-6100
 FAX(858) 451-8625
 Berryman & Henigar
 11590 West Bernardo Court
 San Diego 92127-1622

Miller, Russell B......(858) 658-4833
 FAX(858) 658-2502
 E-mailbmiller@qualcomm.com
 QUALCOMM Inc
 5775 Morehouse Dr
 San Diego 92121
U of San Diego Schl of Law, 1982

Mitchell, Jack R(858) 451-3637
 FAX(858) 451-1169
 E-mailjmittchell@thunderbirdgaming.com
 International Thunderbird Gaming Corp
 11545 W Bernardo Ct #307
 San Diego 92127
U of Missouri Schl of Law

Moore, Blake**(619) 687-2837
 FAX(619) 687-8138
 Nicholas-Applegate Capital Management
 600 W. Broadway
 San Diego 92101

Moore, Donna E......(760) 599-5797
 FAX(760) 598-8125
 E-mail.....dmoore@breg.com
 BREG Inc
 2611 Commerce Way
 Vista 92083
Thomas Jefferson Schl of Law

Moore, Joanna L**(858) 642-7012
 FAX(858) 552-1936
 Amylin Pharmaceuticals, Inc.
 9373 Towne Centre Drive Suite 250
 San Diego 92121

Moran, Mary Jane.....(858) 826-7822
 FAX(858) 826-6622
 E-mail.....mary.j.moran@saic.com
 Science Applications International Corp
 1200 Prospect St #400
 La Jolla 92037

Moreno, Mark**(858) 369-4275
 FAX(858) 792-4629
 McDonald's Corporation
 11682 El Camino Real Suite 400
 San Diego 92130-2092

- Morris, Mark C**(619) 238-1077
FAX(619) 696-8614
Levitz Zacks & Ciceric CPA's
701 B St #400
San Diego 92101-8120
BYU-J Reuben Clark Law Schl
- Morris, Sandra L****(858) 560-6377
FAX(858) 715-8299
Attorney
4723 Valdina Way
San Diego 92124
- Mortensen, Tom W**(619) 225-9797
FAX(619) 221-5070
E-mail .tom.mortensen@valentineconstruc-
tion.com
Valentine Const Inc
3276 Rosecrans St Fl 3
San Diego 92110
U of San Diego Schl of Law, 1996
- Moselle, Gary W**(760) 438-7828
FAX(760) 438-0398
E-mail.....gary_moselle@msn.com
Craftsman Book Co
6058 Corte Del Cedro
Carlsbad 92009-1514
UC Berkeley Schl of Law
- Munyon, Randy**.....(619) 238-1077
FAX(619) 696-8614
E-mail.....randy@lzc.com
Levitz Zacks & Ciceric CPA's
701 B St #400
San Diego 92101-8120
U of Michigan Law Schl, 1990
- Murphy, Richard B**.....(619) 646-5955
FAX(619) 597-0177
Canji Inc
3525 John Hopkins Ct
San Diego 92121
DePaul U Schl of Law
- Murray, Michael J**(619) 696-2000
FAX(619) 696-4838
E-mail.....mmurray@sempra.com
Sempra Energy
101 Ash St 12th Fl
San Diego 92101-3017
Santa Barbara Schl of Law
- Najar, Paul J****(858) 848-5601
FAX(858) 486-2060
E-mailpnajar@anacomp.com
Anacomp Inc
12365 Crosthwaite Cir
Poway 92064-7104
UC Davis Schl of Law, 1988
- Natrass, Susan****(760) 942-0307
FAX(760) 942-0307
Yes Television, Inc.
2334 Newcastle Avenue
Cardiff 92007
- Naves, Ronald E****(858) 799-3977
FAX(858) 799-2567
Gateway, Inc.
4545 Towne Centre Court
San Diego 92121
- Nelson, Joyce L****(858) 658-2608
FAX(858) 651-5668
E-mail.....jnelson@qualcomm.com
QUALCOMM Inc
5775 Morehouse Dr
San Diego 92121
U of Detroit Schl of Law
- Nelson, Richard T****(858) 794-7456
FAX(858) 794-6033
Peregrine System Inc.
3611 Valley Centre Dr.
San Diego 92130
- Nelson, Steven C****
Sempra Energy
101 Ash Street, 11th Floor
San Diego 92101
- Newman, Rand**.....(858) 655-3400
FAX(858) 655-5859
Hewlett-Packard Co
16399 W Bernardo Dr M/S 66-838
San Diego 92127-1899
BYU J Reuben Clark Law Schl
- Nguyen, Ann Anh**.....(858) 453-7200
FAX(858) 453-7210
E-mail.....anguyen@arenapharm.com
Arena Pharmaceuticals Inc
6166 Nancy Ridge Dr
San Diego 92121
- Nichols, Yvonne L**(619) 744-8000
FAX(619) 744-8400
E-mailyvonne.nichols@us.pwcglobal.com
Price Waterhouse Coopers LLP
750 B St #2900
San Diego 92101
Golden Gate U Schl of Law
- Northrup, Thomas Edgar**.....(858) 784-2937
FAX(858) 784-9399
Scripps Research Inst
10550 N Torrey Pines Rd #TPC8
La Jolla 92037-1027
- Nunes, Rebecca****.....(858) 455-7503
FAX(858) 455-5368
E-mailmunes@newlandcommunities.com
Newland Communities
9404 Genessee Avenue Suite 230
La Jolla 92037-1354
California Western Schl of Law
- Ogle, Ron****.....(619) 736-6109
FAX(619) 736-6250
Fluid Components International
1755 LaCosta Meadows Drive
San Marcos 92069
- Ogrod, Gregory D**.....(858) 658-3617
FAX(858) 658-2503
QUALCOMM Inc
5775 Morehouse Dr
San Diego 92121
UOP McGeorge Schl of Law
- Olamendi Smith, Raul****(619) 699-5028
Sempra Energy
101 Ash Street
San Diego 92101
- Oldham, Anne Marie****.....(760) 931-1771
FAX(760) 930-5022
Callaway Golf Company
2180 Rutherford Road
Carlsbad 92008
- Olian, Jeffrey H****(858) 558-2500
FAX(858) 558-2507
Equity Management Inc.
4365 Executive Drive Suite 1000
San Diego 92121
- Orr, Jeffrey A**(858) 450-9606
FAX(858) 587-3920
E-mailjeffrey.orr@lpl.com
LPL Financial Svcs
9785 Town Center Dr
San Diego 92121-1968
BYU Reuben Clark Law Schl, 1992

- Ortenstone, Lori L**(619) 237-3329
 FAX(619) 238-2318
 E-mail.....lori.ortenstone@pactel.com
 Pacific Telesis Group
 101 W Broadway #1300
 San Diego 92101
UC Davis Schl of Law, 1984
- Osborne, W. David****.....(858) 274-4874
 FAX(858) 274-2329
 Moose McGillycuddy's
 1165 Garnet Avenue
 San Diego 92109
- Ottesen, S Eric**.....(858) 675-9400
 FAX(858) 675-9405
 Excel Legacy Corp
 17140 Bernardo Center Dr #300
 San Diego 92128
Southwestern U Schl of Law
- Padleschat, Joyce Ann****(619) 696-2000
 FAX(619) 696-4838
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
UCLA Schl of Law
- Paisley, J. Scott****(619) 237-2896
 FAX(619) 238-2318
 Pacific Telesis Group
 101 West Broadway, Suite 1300
 San Diego 92101
- Palmer, Darrell****(619) 954-1099
 N Compass Systems, Inc.
 P.O. Box 755
 Cardiff 92007
- Pappas, George****(858) 651-1306
 FAX(858) 845-5075
 QUALCOMM Incorporated
 5775 Morehouse Drive
 San Diego 92121
- Pardee, Vera****(858) 410-4600
 FAX(858) 410-4949
 Nanogen, Inc.
 10398 Pacific Center Ct.
 San Diego 92121
- Parker, Kenneth G**(760) 931-1771
 FAX(760) 930-5022
 Callaway Golf Co
 2180 Rutherford Rd
 Carlsbad 92008-8815
- Parker-Bodow, Chana****(858) 455-8906
 FAX(858) 546-7499
 Mail Boxes Etc.
 6060 Cornerstone Court West
 San Diego 92121-3795
- Parnell, Wendy T**(619) 659-1768
 FAX(619) 659-1970
 Viejas Casino & Turf Club
 5000 Willows Rd
 Alpine 91901
- Parra, Raymond A****(858) 675-2600
 BAE Systems Inc
 16550 W Bernardo Dr
 San Diego 92127-1870
- Parrott, Jeffrey M**.....(619) 696-2000
 FAX(619) 696-4838
 E-mail.....mksn92a@prodigy.com
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
U of San Diego Schl of Law
- Parshall, B Lynne**(760) 931-9200
 FAX(760) 931-9639
 Isis Pharmaceuticals Inc
 2292 Faraday Ave
 Carlsbad 92008-7208
Stanford U Law Schl
- Pay, Garry T****.....(858) 490-5222
 FAX(858) 616-6948
 Metabolife International, Inc.
 5643 Copley Drive
 San Diego 92111-7903
- Pearl, Jeremy K**(619) 525-3270
 FAX(619) 236-9563
 KPMG LLP
 750 B St #1500
 San Diego 92101
U of San Diego Schl of Law
- Pels, Ellen K**.....(858) 678-6047
 FAX(858) 678-7231
 Scripps Health
 4275 Campus Point Ct
 San Diego 92121-1513
Western State Univ
- Pepper, Ray**.....(858) 571-2434
 FAX(858) 694-1556
 E-mailRay.Pepper@foodmaker.com
 Jack in the Box Inc
 9330 Balboa Ave
 San Diego 92123-1516
U of San Diego Schl of Law, 1986
- Perkins, Ralph B****(619) 455-2733
 FAX(619) 455-3545
 General Atomics
 3550 General Atomics Court
 San Diego 92121-1194
- Perkins, Robert K**(858) 578-5885
 FAX(858) 578-1419
 Thermotrex Corp
 10455 Pacific Center Ct
 San Diego 92121-4339
George Washington Univ, 1993
- Perlmutter, Gary A****(619) 696-2000
 FAX(619) 696-4838
 E-mail.....gperlmutter@sempra.com
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
UC Hastings Coll of The Law, 1988
- Peterson, Whitney****(619) 258-6920x344
 FAX(619) 258-6936
 Mad Catz, Inc.
 P.O. Box 14778
 El Cajon 92022-4778
- Petrakes, Andrew N**(858) 826-2731
 FAX(858) 826-7992
 E-mail.....andrew.n.petrakes@cpms.saic.com
 Science Applications International Corp
 10260 Campus Point Dr M/S F3
 San Diego 92121-1522
George Washington U Law Schl
- Pfeiffer, Michael R**.....(760) 741-2111
 FAX(760) 741-8674
 E-mail.....mpfeiffer@realtynincome.com
 Realty Income Corp
 220 W Crest St
 Escondido 92025-1707
U of San Diego Schl of Law, 1985
- Pichney, Valerie B**.....(760) 603-0703
 Display Master Corp
 7202 Columbine Dr
 Carlsbad 92009
District of Columbia Law Schl

Pickwell, Timothy A**(858) 793-9596
 FAX(858) 909-0675
 High Tech Advisors
 1119 Santa Rufina Ct.
 Solana Beach 92075

Pistorius, Benjamin Luke**(858) 720-5432
 FAX(858) 794-5057
 Peregrine Systems Inc
 3611 Valley Center Dr
 San Diego 92130
SMU Schl of Law, 1997

Pittman, Cindy S......(858) 826-2586
 FAX(858) 826-7992
 E-mailcindy.s.pittman@cpmx.saic.com
 Science Applications International Corp
 10260 Campus Point Dr M/S F3
 San Diego 92121-1522
Cornell Law Schl, 1991

Pletcher, Robert......(619) 336-3672
 FAX(619) 336-3572
 E-mailbpletcher@mcmillin.com
 McMillin Co
 2727 Hoover Ave
 National City 91950-6625
Western State U, 1992

Poirier, Phillip L(858) 784-4490
 FAX(858) 784-1374
 Intuit Inc
 6220 Greenwich Dr
 San Diego 92122-5988
Univ San Diego Schl of Law

Poole, Bruce D**(858) 452-4688
 FAX(858) 597-8929
 Hughes Network Systems
 10450 Pacific Center Court
 San Diego 92121

Potts, Jerry R.....(858) 655-5973
 FAX(858) 592-5859
 E-mailjerry_potts@hp.com
 Hewlett-Packard Co
 16399 W Bernardo Dr
 San Diego 92127-1801
Southwestern U Schl of Law, 1974

Pretto, Charles J.....(619) 523-2700
 FAX(619) 523-2715
 Kobey Corp
 3350 Sports Arena Blvd #K
 San Diego 92110-4531
U San Diego Schl of Law

Provost, Norman J(619) 696-2000
 FAX(619) 696-4838
 E-mailnprovost@sempra.com
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
U of Utah Coll of Law

Prows, Tex**(858) 490-5222 x5132
 FAX(858) 616-6948
 Metabolife International, Inc.
 5643 Copley Drive
 San Diego 92111-7903

Pruitt, Robin K**(858) 309-6964
 FAX(858) 309-6977
 Midland Credit Management, Inc.
 5775 Roscoe Court
 San Diego 92123

Quinlan, Thomas McKnight.....(858) 253-3468
 FAX(858) 794-3676
 E-mailthomasq@brandes.com
 Brandes Investment Partners
 11988 El Camino Rd #500
 San Diego 92191-9048
U of San Diego Schl of Law

Quinn, Andrew W**(858) 942-2466
 FAX(858) 942-9123
 Sony Electronics Inc.
 16450 West Bernardo Drive
 San Diego 92127

Quinn, John H Jr(619) 233-5400
 FAX(619) 235-1268
 First National Bank
 401 W A St
 San Diego 92101-7901
Calif Western Schl of Law

Rand, Frederick(858) 658-4837
 FAX(858) 658-2503
 E-mailfrand@qualcomm.com
 QUALCOMM Inc
 5775 Morehouse Dr
 San Diego 92121
UC Davis Schl of Law

Razi, Ali**(858) 228-2323
 FAX(858) 228-2026
 Wireless Facilities, Inc.
 4810 Eastgate Mall
 San Diego 92121

Reed, Elizabeth E**(858) 530-3613
 Anadys Pharmaceuticals
 9050 Camino Santa Fe
 San Diego 92121

Reeve, Paul D**(858) 455-8800
 FAX(858) 546-7499
 Mail Boxes Etc
 6060 Cornerstone Ct W
 San Diego 92121-3762
Calif Western Schl of Law

Reeves, David B**(619) 696-2000
 FAX(619) 696-4838
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
UCLA Schl of Law

Reilly, Kevin T(858) 481-3200
 FAX(858) 481-6471
 Westwind Group
 12555 High Bluff Dr #120
 San Diego 92130

Reimus, William S(760) 918-6234
 FAX(760) 918-6008
 E-mailbill_reimus@taylormade-golf.com
 Taylor Made Golf Co Inc
 5545 Fermi Ct
 Carlsbad 92008
UC Hastings Coll of the Law, 1993

Respass, William L.....(858) 646-0774
 FAX(858) 646-0775
 E-maillrespass@graviton.com
 Graviton Inc
 11025 N Torrey Pines Rd
 La Jolla 92037
Geo Washington Schl of Law, 1972

Richardson, Jane E.....(858) 824-1206
 FAX(858) 457-2876
 E-mailjer@ntrs.com
 Northern Trust Bank of Calif NA
 4370 La Jolla Village Dr #1000
 San Diego 92122-1250
U of San Diego, 1980

Richman, Kathryn K.....(858) 676-2100
 FAX(858) 676-2170
 Accredited Home Lenders Inc
 15030 Avenue of Science #100
 San Diego 92128
Calif Western Schl of Law

- Rickerson, Stuart E****(858) 756-7597
E-mail.....dfensnet@pacbell.net
Golden Truangle, Ltd (Defense Net Legal
Strategic Management
P.O. Box 510
Rancho Santa Fe 92067-0510
- Rider, Michael J**(760) 930-5849
FAX(760) 930-5022
E-mail.....miker@callawaygolf.com
Callaway Golf Co
2180 Rutherford Rd
Carlsbad 92008-8815
U of San Diego Schl of Law, 1983
- Ries, Deborah A**.....(760) 688-1144
E-mail.....dries@entreport.com
EntrePort Corp
5937 Darwin Ct #109
Carlsbad 92008
SMU Schl of Law, 1987
- Riggs, Alison****(858) 942-1335
FAX(858) 942-9123
Sony Electronics Inc
16450 West Bernardo Drive
San Diego 92127-1898
- Rigoglioso, Domenic C****(858) 505-2226
FAX(858) 505-1559
E-mail.....riggs@cubic.com
Cubic Corp
9333 Balboa Ave
San Diego 92186-5587
Western State U
- Riley, Patricia A**(858) 793-2850
FAX(858) 793-1749
Gatlin Development Co Inc
12625 High Bluff Dr #304
San Diego 92130-2054
U of Michigan Schl of Law, 1988
- Ritchie, MaryBeth**(858) 455-1500
eAssist Global Solutions Inc
5005 Wateridge Vista Dr #100
San Diego 92121
- Rivers, Steven A**.....(858) 455-1541
E-mail.....srivers@preceptmortgage.com
Precept Corp
5375 Mira Sorrento Pl #540
San Diego 92121
UCLA Schl of Law, 1995
- Roberts, Donald M**(858) 576-7502
FAX(858) 277-6754
E-mail.....roberts@maxwell.com
Maxwell Technologies Inc
9244 Balboa Ave
San Diego 92123-1514
UC Berkeley Schl of Law, 1973
- Roberts, Theodore E****(619) 699-5111
FAX(619) 696-4838
E-mail.....troberts@sempra.com
Sempra Energy
101 Ash St 12th Fl
San Diego 92101-3017
Calif Western Schl of Law
- Rodgers-Leahy, Paulette E**.....(619) 230-3319
FAX(619) 230-3527
E-mail.....paulette.leahy@uboc.com
Union Bank of California
530 B St
San Diego 92101-4407
Calif Western Schl of Law, 1977
- Rollins, Scott C**.....(858) 458-9700
FAX(858) 452-3600
E-mailc3cfo@san.rr.com
Cornerstone Communities
4365 Executive Dr #600
San Diego 92121
BYU J Ruben Clark Law Schl, 1981
- Romaker, John****(858) 613-6698
FAX(858) 613-6680
FlowerAuction.com dba
USAFlowerExchange
11440 West Bernardo Court Suite 280
San Diego 92127
- Roman, Sondra J****(858) 523-7164
FAX(858) 523-7005
E-mailsroman@jni.com
JNI Corporation
10945 Vista Sorrento Parkway
San Diego 92130
U of Virginia Schl of Law, 1987
- Romney, David S**(858) 655-3940
FAX(858) 592-5859
Hewlett-Packard Co
16399 W Bernardo Dr MS/66U838
San Diego 92127-1801
Harvard Law Schl
- Rose, Ian N**.....(858) 523-3251
FAX(858) 794-3676
E-mail.....ianr@brandes.com
Brandes Investment Partners
11988 El Camino Rd #500
San Diego 92191
UCLA Schl of Law
- Rosenberg, Bruce M**(760) 806-3760
E-mail.....brosenberg@mbe.com
Mail Boxes Etc
13374 Gelbourne Pl
San Diego 92130
Catholic U of America, 1974
- Ross, John Riley Jr**.....(858) 646-5439
FAX(858) 646-5301
Thermotrex Corp
10455 Pacific Center Ct
San Diego 92121-4339
Dusquesne U Schl of Law, 1969
- Roth, Theodore J**.....(858) 759-7260
FAX(858) 759-6656
Totem Enterprises Inc
PO Box 2551
Rancho Santa Fe 92067-2551
Marquette U Law Schl
- Rouse, Thomas Richard**(858) 658-4837
FAX(858) 658-2503
QUALCOMM Inc
5775 Morehouse Dr
San Diego 92121
Loyola Law Schl (LA)
- Rowland, Lloyd A****(858) 642-7066
FAX(858) 552-1936
Amylin Pharmaceuticals, Inc.
9373 Towne Centre Drive
San Diego 92121
- Rowland, Mark A**(858) 826-3521
FAX(858) 826-7992
E-mail.....mark.a.rowland@saic.com
Science Applications International Corp
10260 Campus Point Dr M/S F3
San Diego 92121-1522
George Washington Univ

- Rubin, Marjorie G**(858) 546-3346
FAX(858) 546-3245
TrizecHahn Development Corp
4350 La Jolla Village Dr #700
San Diego 92122-1233
U of San Diego Schl of Law, 1984
- Ruhrup, Thomas J****(619) 299-3464
FAX(619) 299-3763
LandAmerica Financial Group Inc.
1081 Camino Del Rio South Suite 211
San Diego 92108
- Rummer, Keith****(858) 509-3582
FAX(866) 894-2791
AMN Healthcare, Inc.
12235 El Camino Real Suite 200
San Diego 92130
- Rusnak, Anthony A****(858) 551-0511
FAX(858) 551-9797
ITLA Captial
888 Prospect Street Suite 110
La Jolla 92037
- Rutman, Keith H**(619) 232-0444
FAX(619) 232-3283
E-mail.....keithesq@aol.com
Xelan Inc
401 W A St #2250
San Diego 92116
U of San Diego Schl of Law, 1989
- Sackett, Richard A****(619) 544-8860
FAX(619) 544-8897
National Steel & Shipbuilding Company
P.O. Box 85278
San Diego 92186-5278
- Sailer, William B****(858) 651-2477
FAX(858) 658-2503
E-mail.....wsailer@qualcomm.com
QUALCOMM Inc
5775 Morehouse Dr
San Diego 92121
U of Michigan Schl of Law, 1985
- Sajor, Donald J**(760) 431-1210
FAX(760) 602-7401
E-mail.....dsajor@centexhomes.com
Centex Homes
1815 Aston Ave #101
Carlsbad 92008
UC Hastings Coll of the Law, 1934
- Sakaguchi, James Kenechi**(858) 452-5000
FAX(858) 452-5723
Aurora Biosciences Corp
11010 Torreyana Rd
San Diego 92121
UCLA Schl of Law, 1995
- Sanderson, Lisa A**(619) 449-1100
FAX(619) 562-5774
Buck Knives Inc
1900 Weld Blvd
El Cajon 92020-1099
Brooklyn Law Schl
- Sands, Marc L****(858) 658-5820
FAX(858) 658-1565
QUALCOMM Incorporated
5775 Morehouse Drive
San Diego 92121-1714
- Sanzo, Judi M****(619) 579-0299
FAX(619) 579-5888
Attorney
3755 Avocado Blvd. #521
La Mesa 91941-7301
- Satz, Joseph R**(858) 581-4506
FAX(858) 581-4964
Price Enterprises Inc
4649 Morena Blvd
San Diego 92117-3650
Brooklyn Law Schl
- Schauf, Lawrence E****(858) 571-2436
FAX(858) 694-1556
Jack in the Box Inc.
9330 Balboa Avenue
San Diego 92123
- Schenone, Matthew****(619) 291-6330
FAX(619) 296-5783
Nielsen Dillingham Builders, Inc.
3127 Jefferson Street
San Diego 92110
- Schroeder, Lisa Taylor**(858) 678-0990
FAX(858) 678-0880
Western Titanium
8015 Silverton Ave
San Diego 92126
U of San Diego Schl of Law, 1990
- Schulze-Claasen, Susan Linda**(858) 635-3849
FAX(858) 689-0433
Paragon Steakhouse Restaurants Inc
10200 Willow Creek Rd
San Diego 92131
Valparaiso U Schl of Law
- Schwartz, Jeffrey S**(619) 234-5678
FAX(858) 467-4799
E-mail.....jschwartz@ionus.com
ionus.com
5703 Oberlin Dr Ste 108
San Diego 92121-1743
Western State U Coll of Law, 1984
- Schwartz, Lloyd A**(619) 238-1000
FAX(619) 239-1751
E-mail.....schwartzl@swmarine.com
Southwest Marine Inc
2205 E Belt St
San Diego 92113
U of So Calif Schl of Law, 1972
- Scott, Douglas E****(858) 826-7325
FAX(858) 826-6808
SAIC
10260 Campus Point Drive M/SF-3
San Diego 92121
- Secondine, Joseph****(760) 476-6270
FAX(760) 476-6326
Invitrogen Corporation
1600 Faraday Avenue
Carlsbad 92008
- Self, Robert****(858) 530-8355
FAX(858) 530-8443
Motorola Inc.
9980 Carroll Canyon Road
San Diego 92131
- Seyle, Michael R****(760) 431-9911
FAX(760) 431-2747
Douglass Frontier LLC
5963 La Place Court Suite 200
Carlsband 92109
- Sharp, Dennis Lee**(619) 216-7509
FAX(619) 216-6099
E-mail.....dennis@sharpresolutions.com
Sharp Resolutions Inc
2380 Greenbriar Dr #E
Chula Vista 91915
John Marshall Law Schl, 1987

- Shea, Margaret M**(858) 658-5894
FAX(858) 658-2503
QUALCOMM Inc
5775 Morehouse Dr
San Diego 92121
U San Diego Schl of Law
- Sheridan, Richard R**(858) 678-7227
FAX(858) 678-7231
Scripps Health
4275 Campus Point Ct
San Diego 92121-1513
Boston U Schl of Law
- Sherman, Ronni L****(619) 535-5400 x5414
FAX(619) 535-0071
Stratagene
11011 North Torrey Pines Road
La Jolla 92037
- Sherman, William R****(858) 530-8881
FAX(858) 536-5345
Mitchell International
9889 Willow Creek Dr.
San Diego 92131
- Shevlin, Michael R**(858) 458-7661
FAX(858) 458-6005
E-mailmshevlin@alarismed.com
ALARIS Medical Systems Inc
10221 Wateridge Cir
San Diego 92121
U of San Diego Schl of Law, 1994
- Shorf, Barbara J**(858) 571-2413
FAX(858) 694-1556
Jack in the Box Inc
9330 Balboa Ave
San Diego 92123-1516
U of San Diego Schl of Law
- Simmons, William**(858) 485-1700
FAX(858) 485-0760
E-mailbillsimmons@rbhomes.com
RE/Max of Rancho Bernardo
16730 Bernardo Center Dr
San Diego 92128-2510
UC Hastings Coll of the Law, 1964
- Singer, Lisa R**(760) 737-3377
FAX(760) 737-3348
Cush Automotive
1700 Auto Pky N
Escondido 92029
UCLA Schl of Law
- Sipos, Mary Beth**(619) 744-6431
FAX(619) 744-6112
E-mailmarybethsipos@goldeneaglecorp.com
Golden Eagle Ins Corp
525 B St Fl 16
San Diego 92186
Boston U Schl of Law, 1986
- Skoff, Tavin David**(619) 699-6623
FAX(619) 235-6020
E-mailtavin.d.skoff@us.andersen.com
Arthur Andersen LLP
701 B St #1600
San Diego 92101
- Skrokov, Susan Mary**(858) 637-4130
FAX(858) 637-4189
Factory 2-U Stores Inc
4000 Ruffin Rd
San Diego 92123
- Smallwood, Joseph D****(619) 661-3940
FAX(619) 661-3953
E-mailjoseph.smallwood@hhea.hitachi.com
Hitachi Home Electronics America, Inc.
1855 Dornoch Court
San Diego 92154-7225
- Smith, W. Davis****
Sempra Energy
101 Ash Street, 12th Floor
San Diego 92101-3017
- Smolin, Vessi**(858) 882-6059
FAX(858) 882-6040
E-mailvsmolin@aol.com
Leap Wireless International Inc
10307 Pacific Center Ct
San Diego 92122
U of San Diego Schl of Law
- Snider, Michael J**(858) 571-2440
FAX(858) 694-1526
E-mailmike.snider@jackinthebox.com
Jack in the Box Inc
9330 Balboa Ave
San Diego 92123-1516
U of Maryland Schl of Law, 1988
- Snyder, Abby****(619) 699-5139
FAX(619) 699-5189
Sempra Energy
101 Ash Street
San Diego 92101-3017
- Snyder, Marcela M****(858) 651-3602
FAX(858) 658-1576
QUALCOMM Incorporated
5775 Morehouse Drive
San Diego 92121
- Soneff, Jonathan****(858) 362-0347
FAX(858) 458-0994
MacroPore Inc.
6740 Top Gun Street
San Diego 92121
- Sonne, Carl Wintch**(858) 547-5700
FAX(858) 452-3780
WorldxChange Communications
9999 Willow Creek Rd
San Diego 92131
BYU J Reuben Clark Law Schl
- Spain, Pamela R**(619) 687-5000
FAX(619) 687-5010
E-mailpspain@1stcommercial.com
First Commercial Corp
550 W C St Fl 10
San Diego 92101
U of San Diego Schl of Law, 1983
- Spector, Steven W****(858) 453-7200x229
FAX(858) 677-0065
E-mailsspector@arenapharm.com
Arena Pharmaceuticals, Inc
6166 Nancy Ridge Rd
San Diego 92121
U of Pennsylvania Schl of Law, 1991
- Spring, J Paul**(619) 744-2727
FAX(619) 238-0275
E-mailSpring@securitytrust.com
Security Trust Co
PO Box 121589
San Diego 92112-1589
Western State Univ, 1980
- Squillaro, Thomas S**(858) 350-2800
FAX(858) 350-2690
Insurance Co of the West
11455 El Camino Real
San Diego 92130-2045
George Washington Law Schl
- Srigley, Jana K**(858) 623-9000
National Enterprises
5440 Morehouse Dr #4000
San Diego 92121-1798
Syracuse U Coll of Law

- Stafslie, Joan B****(858) 458-7242
 FAX(858) 458-6156
 ALARIS Medical Systems, Inc.
 10221 Wateridge Circle
 San Diego 92121
- Stanczak, Stephen P****(760) 341-8126
 FAX(760) 346-4024
 United States Filter Corporation
 40-004 Cook St
 Palm Desert 92211
- Standefer, Peggy**(858) 793-7455
 FAX(858) 793-7438
 E-mailstandefer@calbt.com
 Calif Bank & Trust
 11622 El Camino Real #200
 San Diego 92130-2045
Thomas Jefferson Schl of Law, 1982
- Stebbing, Clare****(858) 277-4767
 FAX(858) 244-2285
 ISMS Legal Department
 P.O. Box 85057
 San Diego 92186-5057
U of San Diego Schl of Law, 1989
- Stein, Larry I**(619) 696-2000
 FAX(619) 696-4838
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
UC Berkeley Schl of Law
- Stemen, Robin M****(858) 558-2500
 FAX(858) 558-2507
 Equity Management Inc.
 4365 Executive Drive Suite 1000
 San Diego 92121
- Stenman, Eric Gregory**(858) 455-6651
 FAX(858) 535-3895
 E-mailegstenman@aol.com
 Los Alamos International Inc
 4660 La Jolla Village Dr #1025
 San Diego 92122-4606
Calif Western Schl of Law, 1989
- Stenstrom, Dennis G****(858) 655-8488
 FAX(858) 673-5859
 Hewlett-Packard Co
 16399 W Bernardo Dr M/S 66U838
 San Diego 92127-1801
Loyola of Chicago Schl of Law, 1977
- Stenstrom, Dennis****(619) 655-8488
 FAX(619) 655-5859
 Hewlett-Packard Company
 16399 W. Bernardo Drive M/S 66U838
 San Diego 92127-1899
- Stevens, Walter S****(858) 655-5028
 FAX(858) 655-5859
 Hewlett-Packard Company
 16399 West Bernardo Drive MS 66-838
 San Diego 92127-1899
- Stewart, Ramsey**(858) 431-8447
 FAX(858) 731-8755
 E-mailrstewart@idecpharm.com
 IDEC Pharmaceuticals Corp
 11011 Torreyana Rd
 San Diego 92121-1104
U of Denver Coll of Law, 1993
- Stewart, William C****(858) 505-2276
 FAX(619) 277-8985
 Cubic Corporation
 9333 Balboa Avenue
 San Diego 92186-5587
- Stieber, Thomas**(866) 321-2433
 FAX(858) 874-5942
 E-mailtstieber@bigcitychefs.com
 Big City Chefs Inc
 PO Box 232206
 San Diego 92193
U of San Francisco Schl of Law, 1997
- Stiska, John C**(858) 535-9660
 FAX(858) 535-9664
 Commercial Bridge Capital
 4275 Executive Sq #350
 La Jolla 92037-1476
- Stryker, Dennis J****(619) 908-3515
 FAX(619) 908-3517
 Rick Engineering Company
 5620 Friars Road
 San Diego 92110-2596
- Stuart, Christopher****(760) 929-3488
 FAX(760) 929-6544
 The Upper Deck Company
 5909 Sea Otter Place
 Carlsbad 92008
- Stubblefield, Dennis Arnold**(619) 640-9090
 Sentra Securities Corp
 2355 Northside Dr #200
 San Diego 92108
- Stubenberg, Audrey Nelson**(760) 931-2400
 FAX(760) 931-2405
 Onsite Energy
 701 Palomar Airport Rd #200
 Carlsbad 92009-1027
Univ San Diego Schl of Law
- Stutzman, Mark E**(619) 440-7023
 FAX(619) 579-6378
 E-mailmstutz@capplan.com
 Capital Growth Planning Inc
 405 E Lexington Ave #202
 El Cajon 92022
Northwestern Schl of Law, 1986
- Sullivan, Glen J**(619) 696-2000
 FAX(619) 696-4838
 E-mailgsullivan@sempra.com
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
Stanford Law Schl, 1976
- Swanson, Brian D****(619) 699-5115
 FAX(619) 696-4838
 Sempra Energy
 25484 Lake Wohlford Road
 Escondido 92027
- Swenson, Tamara L****(619) 544-7965
 FAX(619) 544-8897
 National Steel & Shipbuilding Company
 P.O. Box 85278
 San Diego 92186-5278
- Szymanski, Paul A****(619) 696-2000
 FAX(619) 696-4838
 E-mailpszymanski@sempra.com
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
Whittier Law Schl, 1988
- Tappe, Todd N**(619) 230-1434
 FAX(619) 921-4844
 E-mailttappe@yahoo.com
 1434 5th Ave
 San Diego 92101-3017
U of San Diego Schl of Law, 1999

Taylor, James Thomas III.....(858) 848-3779
 Gateway Inc
 14303 Gateway Pl
 Poway 92064
Calif Western Schl of Law

Taylor, John R.....(858) 551-1090
 FAX.....(858) 551-0247
 E-mail.....jrtldelmar@aol.com
 SGI International
 1200 Prospect St #325
 La Jolla 92037-3608
Loyola Law Schl (LA), 1969

Teel, Robert L.....(619) 583-4040
 FAX.....(619) 583-0093
 E-mail.....rteel@pacbell.net
 Pacific View
 6363 El Cajon Blvd #206
 San Diego 92115-2644
U of Kansas Schl of Law, 1986

Thibault, Thomas.....(858) 651-2356
 FAX.....(858) 658-2503
 E-mail.....tthibaul@qualcomm.com
 QUALCOMM Inc
 5775 Morehouse Dr
 San Diego 92121
Calif Western Schl of Law, 1996

Thomas, Teigue**.....(858) 799-3979
 FAX.....(858) 799-2567
 Gateway, Inc.
 4545 Towne Centre Ct. SD-04
 San Diego 92121

Thompson, Vicki L**.....(619) 696-2000
 FAX.....(619) 696-4838
 E-mail.....vthompson@sempra.com
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
UC Hastings Coll of The Law

Thorp, Michael**.....
 Sempra Energy
 101 Ash Street, 11th Floor
 San Diego 92101

Tierney, Michael C**.....(619) 696-2000
 FAX.....(619) 696-4838
 E-mail.....mtierney@sempra.com
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
U of Denver Schl of Law, 1987

Tipton, Richard D**.....(949) 719-3700
 FAX.....(949) 719-6472
 Waterpik Technologies Inc
 23 Corporate Plaza #246
 Newport Beach 92660

Tolstad, Scott Campbell.....(760) 744-7288
 FAX.....(760) 471-3609
 Martin Susco Inc
 1550 W Linda Vista Dr
 San Marcos 92069-3808
Boston U Schl of Law

Torrey, Kelly A.....(619) 744-2729
 FAX.....(619) 238-8146
 E-mail.....ktorrey@chicagotrustcalifornia.com
 Chicago Trust Co of Calif
 401 B St #900
 San Diego 92101
U of San Diego Schl of Law

Trapp, Randa M**.....(619) 669-5189
 FAX.....(619) 696-4838
 Sempra Energy
 101 Ash Street, 11th Floor
 San Diego 92101-3017

Tucker, Bruce**.....(858) 451-6400
 FAX.....(858) 451-0815
 Network Music
 4126 Seri Street
 San Diego 92117

Turner, Wendy Laura.....
 Ciros Investments
 PO Box 1695
 Rancho Santa Fe 92067

Twining, Joseph P.....(619) 696-2000
 FAX.....(619) 696-4838
 E-mail.....jptwining@earthlink.net
 Sempra Energy
 101 Ash St 12th Fl
 San Diego 92101-3017
Suffolk U Schl of Law

Veldkamp, Arnold Lee.....(760) 745-0556
 Superior Ready Mix Concrete L P
 1508 W Mission Rd
 Escondido 92029-1105
U of Iowa Coll of Law

Vincenti, Ross D**.....(858) 521-3350
 FAX.....(858) 521-3436
 Siemens Information and Communication
 Mobile LLC
 16745 W. Bernardo Dr. Suite 400
 San Diego 92127-1903

Vitols, Diane**.....(619) 445-5400
 FAX.....(619) 659-1970
 Viejas Casino
 5000 Willows Road
 Alpine 91901

Vo, Dang Mh.....(619) 332-5000
 FAX.....(619) 332-7189
 Ericsson Wireless Communication Inc
 6455 Lusk Blvd
 San Diego 92121
U of Connecticut Schl of Law

Vomhor, Marion J.....(619) 702-9726
 FAX.....(619) 702-9760
 E-mail.....mjvomhof@abac.com
 First Alliance Corp
 525 B St Fl 17
 San Diego 92101
National U Schl of Law, 1993

Vrechek, Daniel**.....(858) 845-5041
 FAX.....(858) 651-5668
 E-mail.....dvrechek@qualcomm.com
 QUALCOMM Incorporated
 5775 Morehouse Drive, MS T770G
 San Diego 92121-1743
Thomas Jefferson Schl of Law

Waage, Lina Pitesa.....(858) 799-3979
 FAX.....(858) 799-2567
 Gateway Inc
 14303 Gateway Pl
 Poway 92064-7140

Wade, Alison Riggs.....(858) 942-1335
 FAX.....(858) 942-9123
 E-mail.....alison.riggs@am.sony.com
 Sony Electronics Inc
 16450 W Bernardo Dr
 San Diego 92127-1898
U of So Calif Law Ctr

Wadsworth, Philip R.....(858) 651-4404
 FAX.....(858) 658-2502
 E-mail.....philipw@qualcomm.com
 QUALCOMM Inc
 5775 Morehouse Dr
 San Diego 92121
U of Miami Schl of Law

- Wagner, Rhonda S****(858) 651-2424
FAX(858) 658-2503
QUALCOMM Incorporated
5775 Morehouse Drive
San Diego 92121-1714
- Walsh, James F****(619) 696-2000
FAX(619) 696-4838
E-mailjwalsh@sempra.com
Sempra Energy
101 Ash St 12th Fl
San Diego 92101-3017
- Walsh, Rebecca J****(858) 848-5592
FAX(858) 486-2060
Anacomp, Inc.
12365 Crosthwaite Circle
Poway 92064
- Wasinger, Ronald A****(858) 942-7812
FAX(858) 942-8171
Sony Electronics Inc.
16765 West Bermuda Drive
San Diego 92127
- Wasserman, Allan Barry**(619) 692-1600
FAX(619) 692-0926
E-mailawasser@stewart.com
Stewart Title Guaranty Co
3111 Camino Del Rio N #900
San Diego 92108-5720
Western State U
- Waters, John Abben III**(619) 652-4700
FAX(619) 652-4711
E-mailwww.burnhampac.com
Burnham Pacific Properties
610 W Ash St #1600
San Diego 92101-3349
Western State U
- Wehrli, John E****(650) 314-3754
FAX(650) 314-3810
Pharsight Corporation
800 West El Camino Real
Mountain View 94040
- Weiser, Jonathan C****(858) 658-4841
FAX(858) 658-1587
E-mailjweiser@qualcomm.com
QUALCOMM Inc
5775 Morehouse Dr
San Diego 92121
Pepperdine U Schl of Law, 1985
- Weiss, Darryl****(858) 455-5530
FAX(858) 452-4258
E-maildweiss@orincon.com
Orincon Corporation International
9363 Towne Centre Dr
San Diego 92121
- Weller, Wm. Bradford****(858) 228-2395
FAX(858) 228-2022
Wireless Facilities, Inc.
4810 Eastgate Mall
San Diego 92121
- Wesley, Darity****(619) 670-9462
FAX(619) 455-6173
Cyberspace Consultants
3755 Avocado Blvd. Suite 282
Los Angeles 91941-7301
- West, Anne****(858) 202-4900
FAX(858) 450-6849
E-mailsdreception@stressgen.com
Stressgen Biotechnologies Corporation
10241 Wateridge Circle, Suite C-200
San Diego 92014
- Wheeler, Gerald W****(858) 523-3233
FAX(858) 314-1023
Brandes Investment Partners, L.P.
11988 El Camino Real Suite 500
San Diego 92130
- White, Robert A****(858) 675-5805
FAX(858) 675-1920
E-mailrobert.a.white@baesystems.com
BAE Systems Mission Solutions Inc
16550 W Bernardo Dr
San Diego 92150-9009
Wayne State U Law Schl, 1980
- Wieczorek, Mark D****(858) 677-6390
FAX(858) 677-6391
Innercool Therapies, Inc.
3931 Sorrento Valley Blvd.
San Diego 92107
- Wilken, Laurence S**(858) 615-1345
FAX(858) 694-6801
E-maillswilken@solartubines.com
Solar Turbines Incorporated
9330 Sky Park Ct
San Diego 92123-5398
- Wilkins, Donald J****(858) 560-1301
FAX(858) 259-4186
E-maildwilkins@remec.com
REMEC Inc
3790 Via de la Valle
Del Mar 92014-4247
Catholic U of America, 1980
- Wilson, David R****(619) 691-3842
FAX(619) 691-2801
BF Goodrich Aerostructures Group
850 Lagoon Drive
Chula Vista 91910-2098
- Wilson, Lazondra****(858) 658-5018
FAX(858) 658-1558
QUALCOMM Incorporated
5775 Morehouse Drive
San Diego 92121
- Wilson, Lee E**(619) 234-8851
FAX(619) 234-1448
E-maillwilson@continentalmaritime.com
Continental Maritime
1995 Bay Front St
San Diego 92113-2122
Western State U Coll of Law, 1981
- Wisnia, Howard N****(858) 450-6868
FAX(858) 450-3187
CryoGen, Inc.
11065 Sorrento Valley Court
San Diego 92121
- Woo, Jennifer A**(858) 650-4484
FAX(858) 541-0457
E-mailjprice@cushcars.com
Cush Automotive
5202 Kearney Mesa Rd
San Diego 92111
Loyola Law Schl (LA), 1993
- Woodbury, Mitchell R**(858) 784-6300
FAX(858) 657-0981
E-mailmwoodbury@durapharm.com
Dura Pharmaceuticals Inc
7475 Lusk Blvd
San Diego 92121
U of San Diego Schl of Law, 1971
- Woolcott, Kenneth J****(858) 431-8500
FAX(858) 431-8755
E-mailkwoolcott@idecpharm.com
IDEC Pharmaceuticals
3030 Callan Road
San Diego 92121-1104
G Washington U Schl of Law, 1985

Wren, Katherine**(858) 228-2412
FAX(858) 228-2026
E-mailkatherin.wren@wfinet.com
Wireless Facilities, Inc.
4810 Eastgate Mall
San Diego 92121

Wright, Brian A**(760) 599-2999
FAX(760) 599-2987
DC Shoes, Inc.
1333 Keystone Way, Unit A
Vista 92083

Wurst, John E**(858) 410-5174
FAX(858) 410-5343
Alliance Pharmaceutical Corp.
3040 Science Park Road
San Diego 92121

Young, D. Bradley**(619) 661-4134
FAX(619) 661-4107
Sanyo North America Corporation
2055 Sanyo Avenue
San Diego 92154

Young, Steven M......(858) 431-8680
FAX(858) 431-8755
E-mail.....syoung@idecpharm.com
IDEC Pharmaceuticals Corp
11011 Torreyana Rd
San Diego 92121-1104
UC Berkeley Schl of Law, 1985

Zaffron, Andrew S**(858) 577-3290
FAX(858) 577-3307
Sony Online Entertainment, Inc.
8928 Terman Court
San Diego 92121

Zybala, Michael G**(858) 673-4722
FAX(858) 673-5406
Santa Fe Financial Corporation
P.O. 270828
San Diego 92198-2828

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ATTORNEY

SPECIALTY LISTINGS

ADR/Arbitration**HUERTA, Lawrence A.**

Huerta & Associates
550 West B St., Ste. 380
San Diego 92101

(619) 236-7944
Fax (619) 236-7986
E-mail: huertala@pacbell.net

Business Litigation**PETERSON, James M.**

Higgs, Fletcher & Mack LLP
401 West A St., Ste. 2600
San Diego 92101

(619) 236-1551
Fax (619) 696-1410
E-mail: peterson@higgslaw.com
Website: www.higgslaw.com

SLAVEY, Heather

Cooley Godward LLP
4401 Eastgate Mall
San Diego 92121-1909

(858) 550-6000
Fax (858) 550-6420
E-mail: hslavey@cooley.com
Website: www.cooley.com

Common Interest Developments**McCORMICK, James R.**

Peters & Freedman, LLP
191 Calle Magdalena, Ste. 220
Encinitas 92024

(760) 436-3441
Fax (760) 436-3442
E-mail: mail@hoalaw.com

Employment Discrimination**PETERSON, James M.**

Higgs, Fletcher & Mack LLP
401 West A St., Ste. 2600
San Diego 92101

(619) 236-1551
Fax (619) 696-1410
E-mail: peterson@higgslaw.com
Website: www.higgslaw.com

General Counsel**MURNANE, Larry N., Esq.**

Peterson & Price, A.P.C.
530 B St., Ste. 1700
San Diego 92101

(619) 234-0361
Fax (619) 234-4786
E-mail: lnm@petersonprice.com
Website: www.petersonprice.com

Immigration**SPEYER, Pieter D.**

7825 Fay Ave., Ste 200
La Jolla 92037

(858) 551-6888
Fax (858) 459-1863
E-mail: pspeyerl@san.rr.com

Intellectual Property**BARNHORST, Marnie Wright, Esq.****(619) 232-7002**

THE TRADEMARK GROUP
A Professional Law Corporation
2200 Symphony Towers
750 B St., Ste 2200
San Diego 92101

Fax (619) 232-7003

E-mail: mbarnhorst@trademarkgroup.com

Website: www.trademarkgroup.com

REIDELBACH, JR., Charles F., Esq.**(619) 236-1551**

Higgs, Fletcher & Mack, LLP
401 W. A St., Ste. 2600
San Diego 92101

Fax (619) 696-1410

E-mail: reidelbach@higgslaw.com

Website: www.higgslaw.com

SLAVEY, Heather**(858) 550-6000**

Cooley Godward LLP
4401 Eastgate Mall
San Diego 92121-1909

Fax (858) 550-6420

E-mail: hslavey@cooley.com

Website: www.cooley.com

WAWRZYNIAK, Richard E.**(858) 552-1311**

FITCH, EVEN, TABIN & FLANNERY
4250 Executive Sq., Ste. 510
La Jolla 92037

Fax (858) 552-0095

E-mail: rich@fitcheven.com

Website: www.fitcheven.com

Mediation**HUERTA, Lawrence A.****(619) 236-7944**

Huerta & Associates
550 West B St., Ste. 380
San Diego 92101

Fax (619) 236-7986

E-mail: huertala@pacbell.net

Mergers & Acquisitions**SLAVEY, Heather****(858) 550-6000**

Cooley Godward LLP
4401 Eastgate Mall
San Diego 92121-1909

Fax (858) 550-6420

E-mail: hslavey@cooley.com

Website: www.cooley.com

Mexico/NAFTA**SPEYER, Pieter D.****(858) 551-6888**

7825 Fay Ave. Ste. 200
La Jolla 92037

Fax (858) 459-1863

E-mail: pspeyer1@san.rr.com

Patent Law**MAXHAM, Lawrence A.****(619) 233-9004**

The Maxham Firm
750 B St., Ste. 3100
San Diego 92101

Fax (619) 544-1246

E-mail: lmaxham@maxhamfirm.com

Website: www.maxhamfirm.com

BAUZ, N. Thane**(858) 678-5070**

Fish & Richardson
4350 La Jolla Village Dr., Ste. 500
San Diego 92122

Fax (858) 678-5099

E-mail: bauz@fr.com

Telecommunications

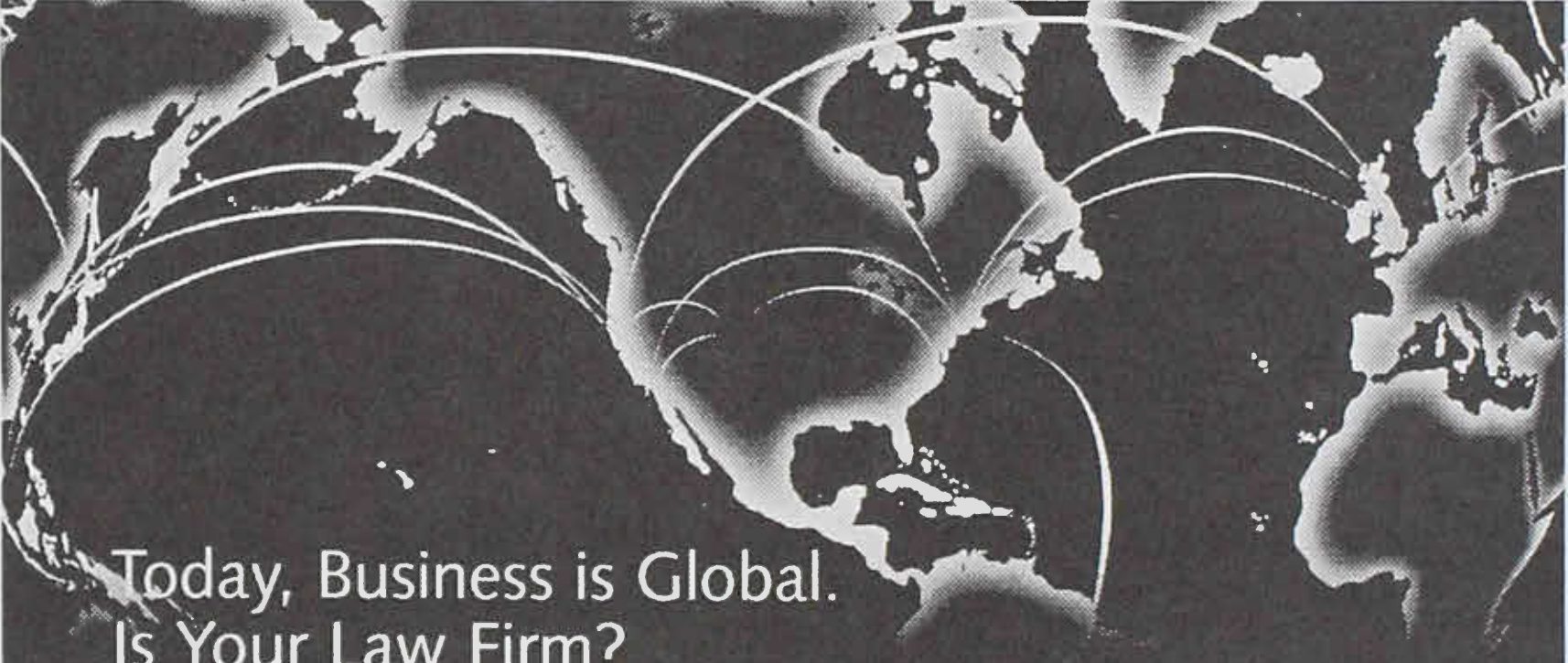
SLAVEY, Heather
Cooley Godward LLP
4401 Eastgate Mall
San Diego 92121-1909

(858) 550-6000
Fax (858) 550-6420
E-mail: hslavey@cooley.com
Website: www.cooley.com

Trademarks

BARNHORST Marnie Wright, Esq.
THE TRADEMARK GROUP
A Professional Law Corporation
2200 Symphony Towers
750 B St., Ste 2200
San Diego 92101

(619) 232-7002
Fax (619) 232-7003
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Website: www.trademarkgroup.com



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LISTINGS**

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15030 Avenue of the Science, Ste. 100 Fax (858) 676-2170
San Diego 92128

David E. Hertz, *General Counsel*

ADVANCED TISSUE SCIENCES, INC. (858) 450-5809
10933 N. Torrey Pines Rd. Fax (858) 450-5732
La Jolla 92037-1005

Mark J. Gergen, *Vice-President, General Counsel & Secretary*
John Burns, *Patent Counsel*

AGOIRON PHARMACEUTICALS, INC. (858) 622-8000
10350 N. Torrey Pines Rd. Fax (858) 622-3297
La Jolla 92037-1020

Gary E. Friedman, *Corp. Vice-President & General Counsel*
Greta C. Botka, *Assoc. General Counsel*
D. Frederick Jay, *Assoc. General Counsel*
Linda M. Hanks, *Asst. General Counsel*
Linda Evans, *Patent Counsel*

AHLSTROM DEVELOPMENT CORP. (760) 793-4287
139 E. 3rd Ave., Ste. 107 Fax (760) 746-2894
Escondido 92025

Joseph A. Lestyk, *Vice-President & General Counsel*

AKKADIX CORP. (858) 646-8273
3525 Del Mar Heights Rd., Ste. 285 Fax (858) 625-0158
San Diego 92130

Arthur J. Chatroo, *EVP & General Counsel*

ALARIS MEDICAL SYSTEMS, INC. (858) 458-7000
10221 Wateridge Cir. Fax (858) 458-6156
San Diego 92121

Stuart E. Rickerson, *Vice-President & General Counsel*
Joan B. Stafslie, *Sr. Corporate Attorney*

ALLIANCE PHARMACEUTICAL CORP. (858) 558-4300
3040 Science Park Rd. Fax (858) 678-4133
San Diego 92121-1102

John E. Wurst, *Patent Counsel*

AMERICAN PROPERTY MANAGEMENT CORPORATION (858) 964-5500
8910 University Center Ln., Ste. 500 Fax (858) 964-5511
San Diego 92122

William Littlefield, *Vice President & Corporate Affairs*
Mark Brody, *Corporate Counsel*
Jennifer L. Gaghen, *Corporate Counsel*

AMN HEALTHCARE, INC. (858) 792-0711
12235 El Camino Real., Ste. 200 Fax (858) 282-0305
San Diego 92130

Denise L. Jackson, *Vice President & General Counsel*
Keith Rummer, *Corporate Counsel*

Amylin Pharmaceuticals Inc. (858) 552-2200
9373 Towne Centre Dr. Fax (858) 552-2212
San Diego 92121

Roland A. Lloyd, *Vice-President, Secretary & Gen. Counsel*
Joanna L. Moore, *Asst. General Counsel*

ANACOMP, INC. (858) 679-9797
12365 Crosthwaite Cir. Fax (858) 486-2060
Poway 92064-7104

Paul J. Najar, *VP, Secretary & Gen. Counsel*
Rebecca J. Walsh, *Assoc. General Counsel*

ANADYS PHARMACEUTICALS (858) 530-3613
9050 Camino Santa Fe Fax (858) 527-1540
San Diego 92121

Elizabeth E. Reed, *Director of Legal Affairs*

APPLIED MICRO CIRCUITS CORPORATION (858) 597-7311
6290 Sequence Dr. Fax (858) 535-6800
San Diego 92121

David Mersten, *General Counsel*

ARENA PHARMACEUTICALS, INC. (619) 453-7200
6166 Nancy Ridge Dr. Fax (619) 453-7210
San Diego 92121

Richard P. Burgoon, *Sr. VP Operations, Gen. Counsel & Secretary*

BAE SYSTEMS INC. (858) 675-5805
16550 W. Bernardo Dr., Fax (858) 675-1920
P.O. Box 509009
San Diego 92150-9009

Joan M. LaVance, *Counsel*

BAKBONE SOFTWARE INC. (858) 450-9009
10145 Pacific Heights Blvd. #900 Fax (858) 450-7150
San Diego 92121

Donna Fazio, *General Counselor*

BERRYMAN & HENIGAR (858) 451-6100
11590 West Bernardo Court Fax (858) 451-8625
San Diego 92127-1622

Jules Miller, General Counsel

BF GOODRICH AEROSPACE AEROSTRUCTURES GRP. (619) 691-4111
850 Lagoon Dr. Fax (619) 691-4222
Chula Vista 91910-2098

David R. Wilson, Senior Attorney

BIDLAND SYSTEMS, INC. (858) 349-5025
P.O. Box 1758 Fax (858) 777-3399
La Jolla 92038-1758

Michael D. Briggs, General Counsel

BRANDES INVESTMENT PARTNERS, L.P. (858) 755-0239
11988 El Camino Real, Ste. 500 Fax (858) 794-3676
San Diego 92130

Gerald W. Wheeler, General Counsel

BRIDGE MEDICAL INC. (858) 314-5510
120 S. Sierra Ave. Fax (858) 314-5681
Solana Beach 92075

Scott D. Benjamin, Corporate Counsel

CALLAWAY GOLF COMPANY (760) 931-1771
2285 Rutherford Rd. Fax (760) 930-5022
Carlsbad 92008-8815

Steven C. McCracken, SEVP, Chief Legal Officer & Secretary

Anne Marie Oldham, VP, Assoc. Gen. Counsel, Asst. Secretary

Michael A. Catania, Intellectual Property Counsel

CAMFT (858) 292-2638
7901 Raytheon Rd. Fax (858) 292-2666
San Diego 92111-1606

Bonnie Benitez, General Counsel

CANCERVAX CORPORATION (760) 431-1494
5931 Darwin Court Fax (760) 431-9980
Carlsbad 92008-7302

Hazel M. Aker, Vice President & General Counsel

CATHOLIC DIOCESE OF SAN DIEGO (858) 490-8277
P.O. Box 85728 Fax (858) 490-8272
San Diego 92186

Alexandra T. Kelly, General Counsel

CHICKEN OF THE SEA INTERNATIONAL (858) 558-9662
12663 Rue Marabelle Fax (858) 597-4566
San Diego 92131

Thomas J. Gilmore, *General Counsel*

CRYOGEN, INC. (858) 450-6868
11065 Sorrento Valley Court Fax (858) 450-3187
San Diego 92121

Howard N. Wisnia, *General Counsel & Director of IP & Legal*

CUBIC CORP. (858) 277-6780
9333 Balboa Ave. Fax (858) 505-1559
San Diego 92123

Kenneth A. Kopf, *Vice-President, Gen. Counsel & Asst. Secretary*

William C. Stewart, Jr., *VP, Secretary, Special Counsel to the Board*

Anne E. Celentino, *Sr. Attorney*

Rod S. Fiori, *Sr. Attorney*

Domenic Rigoglioso, *Sr. Attorney*

CYBERSPACE CONSULTANTS (619) 670-9462
3755 Avocado Blvd., Ste. 282 Fax (619) 455-6173
Los Angeles 91941-7301

Darity Wesley, *Counsel*

DC SHOES INC. (760) 599-2999
1333 Keystone Way, Ste. A Fax (760) 597-2505
Vista 92083

Brian A. Wright, *General Counsel*

DOUGLAS FRONTIER LLC (760) 431-9911
5963 La Place Ct., Ste. 200 Fax (760) 431-2747
Carlsbad 92008

Michael R. Seyle, *General Counsel*

EDWARDS LIFESCIENCES CORPORATION (949) 250-6819
1 Edwards Way Fax (949) 250-6868
Irvine 92614

Bruce P. Garren, *Corporate Vice-President, Gen. Counsel*

EPISCOPAL DIOCESE OF SAN DIEGO (858) 486-1676
13025 Danielson St., Ste. 107 Fax (858) 486-2702
Poway 92064

Pauline H. Getz, *General Counsel*

EQUITY MANAGEMENT INC. (619) 558-2500
4365 Executive Dr., Ste. 1000 Fax (619) 558-2507
San Diego 92121

Jeffrey H. Olian, *EVP & General Counsel*

Robin M. Stemen, *Assoc. Counsel*

FLOWERAUCTION.COM DBA USAFLOWEREXCHANGE (858) 613-6698
11440 West Bernardo Court., Ste. 280 Fax (858) 613-6680
San Diego 92127

John Romaker, *General Counsel*

FLUID COMPONENTS INTERNATIONAL (760) 736-6109
1755 LaCosta Meadows Dr. Fax (760) 736-6250
San Marcos 92069

Ron Ogle, *Director of Administration*

FUJITSU INCORPORATION (858) 657-5622
11085 N. Torrey Pines Rd (858) 453-9180
La Jolla 92037

Rebecca Green, *Assistant Corporate Counsel*

Cynthia Hom, *Assoc. General Counsel*

GATEWAY INC. (858) 799-3979
4545 Towne Centre Dr. Fax (858) 799-2567
San Diego 92121-1900

Ronald Naves, *Group Counsel Litigation Management*

Thomas J. Teigue, *Staff Counsel*

James Taylor, *Staff Counsel*

GDE SYSTEMS, INC. (619) 675-5805
P.O. Box 509009 Fax (619) 675-1920
San Diego 92150-9009

Robert A. White, *Assistant General Counsel*

GEMOLOGICAL INSTITUTE OF AMERICA (909) 683-1549
5345 Armada Dr. Fax (909) 787-0747
Carlsbad 92008

Donna Baker, *General Counsel*

GENERAL ATOMICS (858) 455-2733
3550 General Atomics Ct., P.O. Box 85608 Fax (858) 455-3545
San Diego 92121-1194

Ralph B. Perkins, *Attorney*

Susan G. Lowenstam, *VP, Gen. Counsel & Secretary*

GENETRONICS, INC (858) 410-3139
11199 Sorrento Valley Rd Fax (858) 597-0401
San Diego 92121

William K. Dix, *Vice President & General Counsel*

GENICA CORPORATION (760) 639-4500
1890 Ord Way Fax (760) 639-4599
Oceanside 92056

Gregory Hansen, *General Counsel*

GEN-PROBE INC. (858) 410-8000
10210 Genetic Center Dr. Fax (858) 410-8928
San Diego 92121

William Bowen, *Vice-President & General Counsel*

Diane G. Brown, *Counsel*

GOLDEN EAGLE INSURANCE CORP. (619) 714-6000
525 B St., Fl. 16, P.O. Box 85826 Fax (619) 744-6011
San Diego 92186

Timothy R. Lickness, *Sr. Vice-President & General Counsel*

Lee F. Haskell, *Corporate Counsel*

GOLDEN TRIANGLE LTD. (858) 756-7597
P.O. Box 510
San Diego 92186

Stuart E. Rickerson, *Vice-President & General Counsel*

GROSVENOR INDUSTRIES (619) 221-0228
1220 Rosecrans St., Ste. 284 Fax (619) 221-0229
San Diego 92106

Stephen D. Burchett, *Vice-President & General Counsel*

HARTFORD FINANCIAL SERVICES GROUP, INC. (760) 758-8559
1242 Capistrano Ln. Fax (760) 745-1151
Vista 92083

Michael M. Emminger, *Asst. Vice-President & Director of Counsel*

HEWLETT-PACKARD COMPANY (858) 655-4560
16399 W. Bernardo Dr. M/S 66U838 Fax (858) 592-5259
San Diego 92127-1899

Jonathan Mack, *Intellectual Property Litigation Manager*

Dennis G. Stenstrom, *Corporate Counsel*

Walter S. Stevens, *Corporate Counsel*

HIGH TECH ADVISORS (858) 793-9596
1119 Santa Rufina Ct. Fax (858) 909-0675
Solana Beach 92075

Timothy A. Pickwell, Principal

HITACHI HOME ELECTRONICS (AMERICA), INC. (619) 661-3940
1855 Dornoch Ct. Fax (619) 661-3953
San Diego 92154

Joseph D. Smallwood, General Counsel

HUGHES NETWORK SYSTEMS (858) 452-4688
10450 Pacific Center Court Fax (858) 597-8929
San Diego 92121

Bruce D. Poole, Director of Contracts

IDEC PHARMACEUTICALS CORP. (858) 550-8500
3030 Callan Rd Fax (858) 550-8755
San Diego 92121

Kenneth J. Woolcott, VP, General Counsel & Licensing Exec.

IMAGING TECHNOLOGIES CORP. (858) 613-1300
15175 Innovation Dr. Fax (858) 613-1311
San Diego 92128-3424

Philip J. Englund, General Counsel

INJET DIGITAL AEROSOLS, INC. (858) 509-9222
12555 High Bluff Dr., Ste. 330 Fax (858) 509-9202
San Diego 92130

James R. Edwards, VP, General Counsel & Secretary

INNERCOOL THERAPIES INC. (858) 677-6390
3931 Sorrento Valley Blvd. Fax (858) 677-6391
San Diego 92121

Mark D. Wieczorek, Director of Intellectual Property

INSURANCE COMPANY OF THE WEST (858) 350-2800
11455 El Camino Real Fax (858) 350-2690
San Diego 92130

Mary E. Cannon, VP & Asst. General Counsel

INTEGRATED SPECIALISTS MGMT. SVCS. INC. (858) 277-4767
3626 Ruffin Rd. Fax (858) 565-9441
San Diego 92123

Jodie Hardmeyer Brokowski, Gen. Counsel.

INTERNATIONAL LOTTERY & TOTALIZER SYSTEMS, INC. (760) 931-4000
2131 Faraday Ave. Fax (760) 931-4037
Carlsbad 92008-7297

Lawrence E. Logue, General Counsel

INTUIT INC. (858) 784-4490
6256 Greenwich Dr., Ste. 100 Fax (858) 784-1374
San Diego 92122

Rebecca Grossenbacher, *Sr. General Counsel*

INVITROGEN CORPORATION (760) 602-7200
1620 Faraday Ave. Fax (760) 476-6326
Carlsbad 92008

John A. Cottingham, *VP, General Counsel & Secretary*

Joseph Secondine, *Corporate Counsel*

ITLA CAPITAL CORP. (858) 551-0511
888 Prospect St., Ste. 110 Fax (858) 551-9797
La Jolla 92037

Anthony A. Rusnak, *First VP, General Counsel & Secretary*

JACK IN THE BOX INC. (858) 571-2121
9330 Balboa Ave. Fax (858) 694-1556
San Diego 92123-1516

Lawrence E. Schauf, *EVP, Corporate Secretary*

Victoria J. Brush, *Corporate Counsel*

JENNY CRAIG, INC. (858) 812-2240
11355 N. Torrey Pines Rd. Fax (858) 812-2799
La Jolla 92038-7910

Paul A. Maas, *Vice President & General Counsel*

JESSEE & ASSOCIATES, INC. (619) 778-9180
40000 Ranchwood Dr.
Murietta 92563

Russell Jessee, *President*

KSL RECREATION CORP. (760) 564-1088
55-880 PGA Blvd. Fax (760) 771-5469
La Quinta 92253

Nola S. Dyal, *Vice-President & General Counsel*

KYOCERA WIRELESS CORPORATION (619) 576-2781
8611 Balboa Ave. Fax (619) 279-7567
San Diego 92123

Eric G. Klein, *Manager - Legal Dept.*

LANDAMERICA FINANCIAL GROUP INC. (619) 299-3464
1081 Camino Del Rio S., Ste. 211 Fax (619) 299-3763
San Diego 92108

Thomas J. Ruhrup, *Underwriting Counsel / W. Region*

LEAP WIRELESS INTERNATIONAL, INC. (858) 882-9031
10307 Pacific Center Court Fax (858) 882-6080
San Diego 92121

Darren L. Brooks, Sr. Corporate Counsel

MACROPORE INC. (858) 262-0347
6740 Top Gun St. Fax (858) 458-0994
San Diego 92121

Jonathan Soneff, Manager of Legal Affairs

MAD CATZ, INC. (619) 258-6920
P.O. Box 14778 Fax (619) 258-6936
El Cajon 92022-4778

Whitney E. Peterson, VP of Corp. Development & General Counsel

MAIL BOXES ETC. USA, INC. (858) 455-8800
6060 Cornerstone Ct. W. Fax (858) 546-7499
San Diego 92121

Debra Kaufman, VP & General Counsel

Chana Parker-Bodow, Sr. Director Domestic & Int. Tran.

Richard L. Kolman, Sr. Franchise Counsel

Paul Reeve, Director of Litigation

MARCONI INTEGRATED SYSTEMS, INC. (619) 675-5720
16550 W. Bernardo Dr. Fax (619) 675-1920
San Diego 92127

Raymond A. Parra, Vice President & General Counsel

MAXIMUM COVERAGE MEDIA INC. (760) 929-0041
2260 Rutherford Rd., Ste. 101 Fax (760) 929-0104
Carlsbad 92008

Daniel C. Cushman, Counsel

MCDONALD'S CORPORATION (858) 369-4275
11682 El Camino Real., Ste. 400 Fax (858) 792-4629
San Diego 92130-2092

Mark Moreno, Sr. Counsel

METABOLIFE INTERNATIONAL INC. (858) 490-5222
5070 Santa Fe St. Fax (858) 490-8866
San Diego 92109

Russell A. Holman, Counsel

Samuel S. Baxter, Assoc. General Counsel

Jenneffer B. Dozier, Assoc. General Counsel

Garry T. Pay, Asst. General Counsel

Tex Prows, Asst. General Counsel

- METAGENICS, INC. (949) 369-3372
100 Avenida La Pata
San Clemente 92673
Susan Y. Campbell, *Lead General Counsel*
- MIDLAND CREDIT MANAGEMENT, INC. (800) 825-8131
5575 Roscoe Court Fax (619) 309-6977
San Diego 92123
Timothy M. Collins, *Legal Counsel*
Robin R. Pruitt, *Sr. Vice President & General Counsel*
- MITCHELL INTERNATIONAL (858) 530-8881
9889 Willow Creek Rd. Fax (858) 536-5345
San Diego 92131
William R. Sherman, *Vice-President & General Counsel*
- MOLECULAR SIMULATIONS, INC. (858) 799-5515
9685 Scranton Rd. Fax (858) 450-5041
San Diego 92121
Monica Gleeson, *Corporate Attorney*
James T. Holden, *Corporate Attorney*
- MOLSOFT LLC (858) 625-2000
3366 N. Torrey Pines Ct. Fax (858) 625-2888
La Jolla 92037
Crystal Crawford, *General Counsel*
- MOOSE MCGILLYCUDDY'S/FRED'S MEXICAN CAFE (858) 274-2325
1165 Garnet Ave. Fax (858) 274-2329
San Diego 92109
David W. Osborne, *Corporate Counsel*
- MOTOROLA INC. (858) 530-8303
9980 Carroll Canyon Rd. Fax (858) 530-8443
San Diego 92131
Scott Dodge, *Contracts & Compliance Manager*
Robert Self, *Attorney*
- MP3.COM INC. (858) 623-7024
9790 Eastgate Mall Fax (858) 623-7111
San Diego 92131
Suzanne Lehmer, *Corporate Counsel-Commercial Affairs*
- MYCOGEN CORPORATION (858) 646-8273
1561 Via Rancho Parkway Fax (858) 625-0158
Escondido 92029
Loreen P. Collins, *Legal Counsel*

N COMPASS SYSTEMS, INC. (619) 954-1099
P.O. Box 755
Cardiff 92007

Darrell Palmer, Asst. General Counsel

NANOGEN, INC. (858) 410-4600
10398 Pacific Center Ct. Fax (858) 410-4949
San Diego 92121

Randy J. Berholtz, Sr. Attorney

Vera P. Pardee, VP. General Counsel & Secretary

NATIONAL STEEL & SHIPBUILDING COMPANY (619) 544-3400
2798 E. Harbor Dr., P.O. Box 85278 Fax (619) 544-8897
San Diego 92186-5278

Daniel P. Closser, Jr., Counsel

Richard A. Sackett, Counsel

Tamara L. Swenson, Counsel

NELSON STAFFING SOLUTIONS (858) 270-1738
3509 Jewell St. Fax (858) 270-8527
San Diego 92109

Mathilde L. Genovese, Contract Counsel

NETWORK MUSIC (858) 451-6400
4126 Seri St. Fax (858) 451-0815
San Diego 92117

Bruce Tucker, Vice President & General Counsel

NEWLAND COMMUNITIES (858) 455-7503
9404 Genessee Ave. Ste. 230 Fax (858) 455-6142
La Jolla 92037-1354

Martha Guy, Vice President General Counsel

Rebecca Nunes, Asst. General Counsel

NICHOLAS-APPLEGATE CAPITAL MANAGEMENT (619) 687-8000
600 W. Broadway Fax (619) 687-8138
San Diego 92101-3357

Blake Moore, Jr., General Counsel

NIELSEN DILLINGHAM BUILDERS, INC. (619) 291-6330
3127 Jefferson St. Fax (619) 296-5783
San Diego 92110

Karen H. Canoff, Division Counsel

Matthew Schenone, Staff Attorney

ORINCON CORPORATION INTERNATIONAL (858) 455-5530
10630 Grand Teton Way Fax (858) 452-4258
Santee 92071

Darryl Weiss, *Vice President*

PACIFIC TELESIS GROUP (619) 237-2922
101 W. Broadway Fax (619) 238-9915
San Diego 92101

J. Scott Paisley, *General Attorney*

PARS ASSETS, LLC (858) 547-1800
7310 Miramar Rd., Ste. 500 Fax (858) 547-1900
San Diego 92126

Bart Blechsmidt, *In-House Counsel*

PEOPLEFIRST.COM INC. (619) 232-5660
401 W. A St., Ste. 1000 Fax (619) 338-3737
San Diego 92101

Alan J. Amico, *General Counsel*

Martha J. King, *Assoc. General Counsel*

PEREGRINE SYSTEM INC. (858) 794-5185
3611 Valley Centre Fax (858) 794-5057
San Diego 92130

Eric P. Deller, *Vice President & General Counsel*

Richard T. Nelson, *Vice President, General Counsel & Secretary*

Benjamin Pistorius, *Assoc. Counsel*

PHARSIGHT CORPORATION (650) 314-3754
800 W. El Camino Real Fax (650) 314-3810
Mountain View 94040

John E. Wehrli, *Vice President, General Counsel & Secretary*

PRICESMART INC. (858) 581-4530
4649 Morena Blvd. Fax (858) 581-4707
San Diego 92117

Robert M. Gans, *General Counsel*

QUALCOMM INC. (858) 587-1121
5775 Morehouse Dr. Fax (858) 658-2503
San Diego 92121

Marc L. Sands, *Vice-President & Division Counsel*

Jonathan C. Weiser, *Vice-President & Division Counsel*

William B. Sailer, *Sr. Legal Counsel*

Rhonda S. Wagner, *Vice-President Legal*

Joyce Nelson, *Sr. Legal Counsel*

Darcy M. Cohen, *Eudora Legal Counsel*

QUALCOMM INC. (CONTINUED)

David Arnold, *Contracts Attorney*
Linda Martin, *Legal Counsel*
Marcela Snyder, *Legal Counsel*
Lazondra Wilson, *Legal Counsel*
Bruce Greenhaus, *Sr. Patent Counsel*
George Pappas, *Patent Counsel*
Michael P. Hartogs, *Attorney*
Daniel D. Vrechek, *Attorney*

REMEC, INC. (858) 505-3198
 3790 Via del Valle Fax (858) 505-3338
 San Diego 92014
Donald J. Wilkins, *Vice-President & General Counsel*

RICK ENGINEERING COMPANY (619) 291-0707
 5620 Friars Rd. Fax (619) 291-4165
 San Diego 92110
Dennis J. Stryker, *General Counsel*

SAIC (858) 826-7523
 10260 Campus Point Dr., M/SF-3 Fax (858) 826-6808
 San Diego 92121
Douglas E. Scott, *Sr. Vice President & General Counsel*
Michael B. Lachuk, *Sr. Intellectual Property Counsel*
James J. Buchanan, *Deputy Sector Director of Contracts*
Sarah Mason, *Sr. Real Estate Attorney*

SAN DIEGO HABITAT OF HUMANITY, INC. (858) 592-0671
 12949 Lomas Verdes Dr. Fax (858) 592-0670
 Poway 92064
Daniel S. Hapke, *Legal Counsel*

SANTA FE FINANCIAL CORP. (858) 673-4722
 P.O. Box 270828 Fax (858) 373-5406
 San Diego 92198-2828
Michael G. Zybala, *General Counsel*

SANYO NORTH AMERICAN CORP. (619) 661-4134
 2055 Sanyo Ave. Fax (619) 661-4107
 San Diego 92173
D. Bradley Young, *Staff Counsel*

SEMPRA ENERGY (619) 696-2000
 101 Ash St., P.O. Box 1831 Fax (619) 696-4838
 San Diego 92112-4150
John R. Light, *Exec. Vice-President & General Counsel*
Joan M. LeSage, *Director-Commercial, Environmental Law*

SEMPRA ENERGY (CONTINUED)

W. Davis Smith, *Attorney*

David R. Clark, *Asst. General Counsel*

Robert D. Cadish, *Chief Labor Counsel*

Diana Lynn Day, *Corporate Counsel*

Abby Snyder, *Counsel*

Paul A. Szymanski, *Counsel*

Alessandra M. Long, *Staff Attorney*

E. Gregory Barnes, *Attorney*

William A. Calders, *Attorney*

Randall Clark, *Attorney*

Carol A. Consolver, *Attorney*

Brian E. Cromer, *Attorney*

Charles Larry Davis, *Attorney*

James R. Dodson, *Attorney*

Tara Heinle, *Attorney*

Keith W. Melville, *Attorney*

Steven C. Nelson, *Attorney*

Joyce A. Padleschat, *Attorney*

Gary A. Perlmutter, *Attorney*

David B. Reeves, *Attorney*

Raul Olamendi Smi, *Attorney*

W. Davis Smith, *Attorney*

Vicki L. Thompson, *Attorney*

Michael Thorp, *Attorney*

Michael C. Tierney, *Attorney*

Randa M. Trapp, *Attorney*

James F. Walsh, *Attorney*

Kimberli Carroll, *Litigation Law Clerk*

Theodore E. Roberts, *Legal Research Clerk*

SEKOMYX INC.

(858) 646-8300

11099 N. Torrey Pines Rd.

Fax (858) 404-0750

La Jolla 92037-1007

Tracy Kohlenberg, *Vice President & Corporate Counsel*

Kelly J. Knight, *Associate Counsel*

SGI INTERNATIONAL

(650) 933-3009

1600 Amphitheatre Parkway

Fax (605) 933-0298

Mountain View 94043

Sandra Escher, *Vice President & General Counsel*

- SHARP HEALTHCARE (858) 499-3022
8695 Spectrum Center Court Fax (858) 499-4065
San Diego 92123
Tamala T.S. Choma, *Corporate Legal Counsel*
Marianne E. Kelley, *Corporate Counsel*
- SIEMENS INFORMATION AND COMMUNICATION (858) 521-3350
16745 W. Bernardo Dr., Ste. 400 Fax (858) 521-3436
San Diego 92127-1903
Ross D. Vicenti, *Vice President & General Counsel*
- SILICON WAVE INC. (858) 453-9100
6256 Greenwich Dr., Ste. 300 Fax (858) 453-3332
San Diego 92122
Virginia D. Estes, *VP & General Counsel*
- SOLAR TURBINES INC. (619) 544-5000
2200 Pacific Hwy., P.O. Box 85376 Fax (619) 544-2832
San Diego 92186-5376
Frank E. Kear, *General Counsel*
Patricia A. McQuater, *Sr. Corporate Attorney*
Jacqueline Loaiza, *Corporate Attorney*
- SOLAR TURBINES INC. (858) 694-6794
9330 Sky Park Ct. Fax (858) 694-6256
San Diego 92123
William A. Bower, *Sr. Corporate Attorney*
- SONY ELECTRONICS INC. (858) 942-2400
16450 W. Bernardo Dr. Fax (858) 942-9123
San Diego 92127-1898
Richard Haroian, *Chief Counsel, Customs & Import*
Andrew W. Quinn, *Senior Counsel*
Charles Holland, *Chief Counsel, Southern California*
Alison Riggs, *Counsel*
Ronald Wasinger, *Counsel*
- SONY ONLINE ENTERTAINMENT, INC. (858) 577-3290
8928 Terman Court Fax (858) 577-3307
San Diego 92121
Andrew S. Zaffron, *General Counsel*
- ST. VINCENT DE PAUL VILLAGE, INC. (619) 687-1014
3350 E St. Fax (619) 687-1010
San Diego 92102
James J. Holmberg, *Architect/Attorney*

- STELCOM (858) 947-1677
12670 High Bluff Dr. Fax (858) 792-0270
San Diego 92121-1709
Alexia E. Brown, General Counsel
- STRATAGENE (858) 535-5400
11011 N. Torrey Pines Rd. Fax (858) 535-0071
La Jolla 92037-1029
Ronni L. Sherman, Exec. Vice-President & General Counsel
- STRESSGEN BIOTECHNOLOGIES CORPORATION (858) 812-5616
4445 Eastgate Mall., 2nd Fl. Fax (858) 812-5613
San Diego 92121
Anne West, General Counsel
- SULLIVAN & CURTIS INSURANCE BROKERS (858) 646-3064
4370 La Jolla Village Dr, Ste. 400 Fax (858) 646-3065
San Diego 92122
John J. Burke, III, Attorney
- SUN MICROSYSTEMS INC. (858) 626-3233
9594 Towne Centre Dr. Fax (858) 625-0640
San Diego 92121
Michael H. Gay, Assoc. General Counsel
- SUNRISE MEDICAL , INC. (760) 930-1500
2382 Faraday Ave., Ste. 200 Fax (760) 930-1585
Carlsbad 92008
Steven A. Jaye, Sr. Vice-President & General Counsel
- SURFACE OPTICS CORP. (858) 622-1430
P.O. Box 22671 Fax (858) 675-2028
San Diego 92192-2671
Fred Fox, Counsel
- TACO BELL CORP. (949) 863-4500
125 Mangano Cir. Fax (949) 863-3801
Encinitas 92024
Richard L. Deleissegues, Assoc. Attorney
- THE ALLEN GROUP (760) 707-1900
6005 Hidden Valley Rd., Ste. 150 Fax (760) 707-1909
Carlsbad 92009
Patricia Green, General Counsel
- THE ESTRIDGE GROUP, INC. (619) 260-2016
2355 Northside Dr., Ste. 180 Fax (619) 280-0843
San Diego 92108
Kathy A. Breedlove, Corporate Counsel

THE SCRIPPS RESEARCH INSTITUTE (858) 784-2937
10550 N. Torrey Pines Rd. Fax (858) 784-9398
La Jolla 92037

Douglas Bingham, *EVP & General Counsel*

THE UPPER DECK COMPANY (760) 929-3453
5909 Sea Otter Place Fax (760) 929-6544
Carlsbad 92008

Reid A. Middleton, *Corporate Counsel*

Christopher Stuart, *Attorney*

Kevin Cahill, *Sr. Staff Attorney*

Pollie Gautsch, *Staff Attorney*

TREGA BIOSCIENCE INC. (858) 410-6546
9880 Campus Point Dr. Fax (858) 410-6649
San Diego 92121

Edward Yip, *Director of Legal Affairs & Secretary*

TRIPORT TECHNOLOGIES INC. (760) 448-8024
201 Lomas Santa Fe Dr., Ste. 270 Fax (760) 448-2178
Solana Beach 92075-1288

Douglas B. Gordon, *Legal Counsel*

TRITECH SOFTWARE SYSTEMS (858) 799-7355
9860 Mesa Rim Rd. Fax (858) 799-7011
San Diego 92121

John K. Lines, *Chief Development Officer & Gen. Counsel*

TRIZECHAHN DEVELOPMENT CORP. (858) 546-1001
4350 La Jolla Village Dr., Ste. 400 Fax (858) 546-3245
San Diego 92122-1233

Douglas L. Hageman, *Vice-President & General Counsel*

UNION BANK OF CALIFORNIA, N.A. (619) 230-3390
530 B St., Ste. 1050 Fax (619) 230-3527
San Diego 92101

Greta L. Aronow, *Vice President & Senior Counsel*

UNITED STATES FILTER CORP. (760) 341-8126
40-004 Cook St. Fax (760) 346-4024
Palm Desert 92211

Stephen P. Stanczak, *EVP, Gen. Counsel & Corporate Secretary*

UNIVERSITY OF SAN DIEGO (619) 260-4523
5998 Alcalá Pk. Fax (619) 260-4621
San Diego 92110

Cheryl H. Dean, *Director of Planned Giving*

VIASAT (760) 476-2214
6155 El Camino Real Fax (760) 929-3926
Carlsbad 92009

Keven K. Lippert, *Assoc. General Counsel*

VIEJAS CASINO & TURF CLUB (619) 445-5400
5000 Willows Rd. Fax (619) 659-1970
Alpine 91901

Diane Vitols, *Director of Legal Affairs*

VITAFREE.COM INC. (858) 496-1100
7975 Raytheon Rd., Ste. 380 Fax (858) 573-5100

Holly J. Bryan, *Sr. Vice President & General Counsel*

WATER PIK TECHNOLOGIES INC. (949) 719-3700
23 Corporate Plz., Ste. 246 Fax (949) 719-6472
Newport Beach 92660

Richard D. Tipton, *Vice-President, General Counsel & Secretary*

WEBMD CORPORATION (858) 759-6008
16092 San Dieguito Rd. Fax (858) 759-6005
Rancho Santiago 92067-6306

Lewis H. Leicher, *Sr. Vice President & Asst. Gen. Counsel*

WIND RIVER SYSTEMS, INC. (858) 824-4302
10505 Sorrento Valley Rd., Apt. 1 Fax (858) 824-4352
San Diego 92121-1272

Julie E. Bishop, *Counsel*

WIRELESS FACILITIES INC. (858) 450-7339
9805 Scranton Rd., Ste. 100 Fax (858) 450-7371
San Diego 92121

Brad Weller, *Vice-President of Legal Affairs & General Counsel*

David A. Garrison, *Assoc. General Counsel*

Ali Razi, *Corporate Attorney*

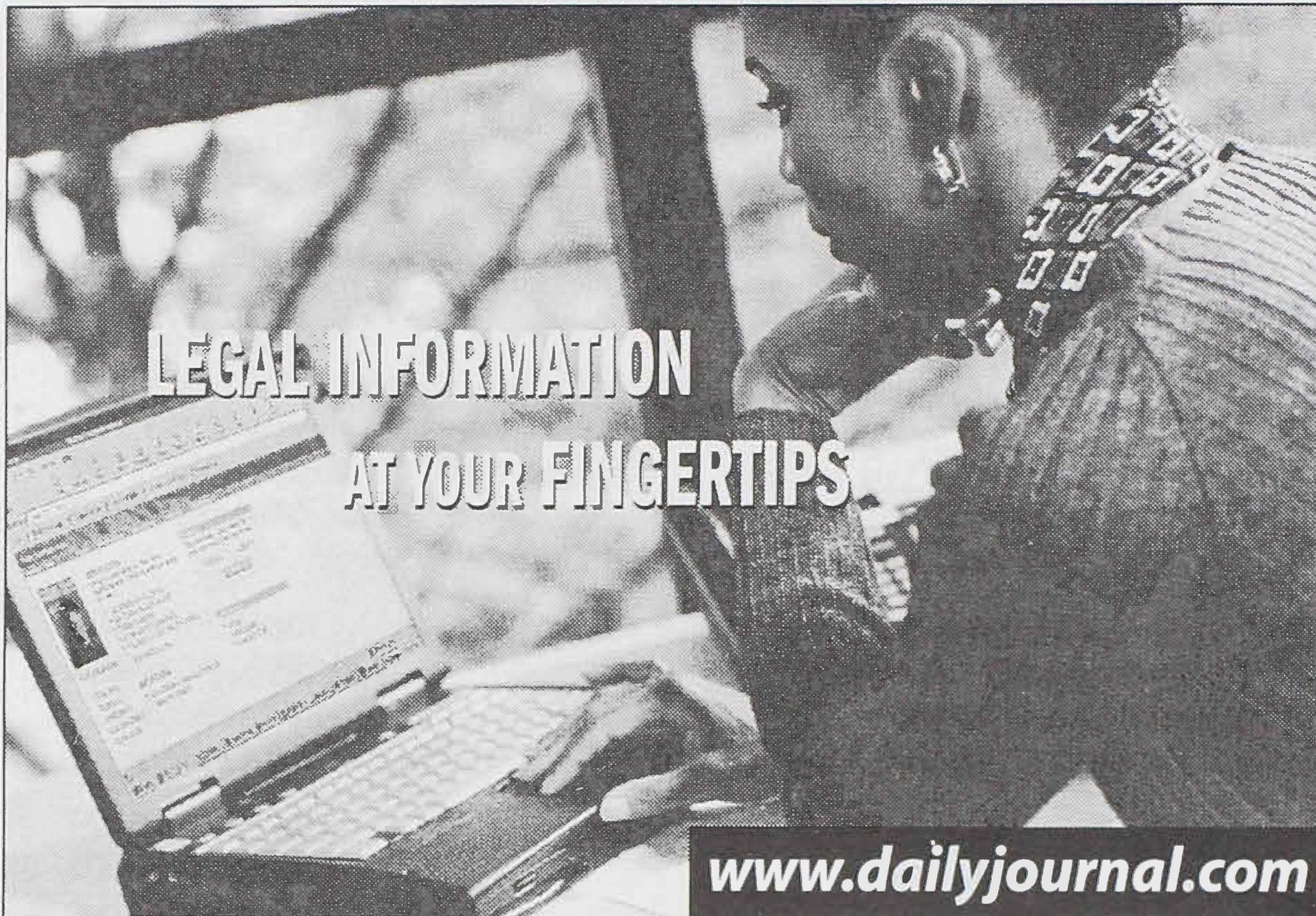
David D. Cheng, *Sr. Attorney*

Katherine Wren, *Sr. Attorney*

Patricia Brennan, *Attorney*

YES TELEVISION, INC. (760) 942-0307
2334 Newcastle Ave. Fax (760) 942-0307
Cardiff 92007

Susan Natrass, *VP General Counsel & Human Resources Dir.*




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**American
Corporate Counsel
Association**

SAN DIEGO CHAPTER

MISSION STATEMENT

The American Corporate Counsel Association promotes the common professional and business interests of attorneys who are employed to practice law by corporations, associations, and other private-sector organizations by developing and disseminating information, providing educational initiatives, facilitating networking opportunities, supporting collegiality, and engaging in advocacy on behalf of the in-house bar.

VISION STATEMENT

The American Corporate Counsel Association (ACCA) will strengthen its role as the premier bar association serving the diversified needs of in-house counsel. To fulfill this role, ACCA will:

- Anticipate and understand the needs of the in-house bar;
- Assist members to strengthen their own practices, to ensure the efficient delivery of services to their corporate clients, and to promote the value of in-house services;
- Influence the practice of law as it affects the in-house bar; and
- Deliver a mix of focused services, including information, education, networking and advocacy.

OPERATING PHILOSOPHY

The primary responsibility of the American Corporate Counsel Association is to work on behalf of its members and maintain a member-responsive organizational culture. To this end, ACCA has adopted a core set of operating values to guide its strategic efforts and shape the delivery of its future services. ACCA believes that as a professional association committed to serving the in-house bar, it is imperative to:

- Ensure in-house attorneys have the opportunity to participate as full and equal members of the legal profession;
- Advocate excellence among in-house practitioners, assisting them to effectively represent their clients and efficiently deliver services;
- Advance the highest ethical standards governing the practice of law in a corporate setting;
- Promote diversity and inclusiveness in its leadership, membership and staff, and encourage law departments, corporations and law firms to embrace diversity;
- Encourage public service and a commitment to pro bono service;
- Foster a sense of collegiality, facilitating networking and interaction among members of the in-house bar; and
- Create an atmosphere of professionalism, openness and candor among members.

Adopted by ACCA's Board of Directors, November 1995
American Corporate Counsel Association.
1025 Connecticut Ave, NW, Suite 200, Washington, DC 20036-5425.
(202) 293-4103; webmistress@acca.com
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**BY-LAWS OF THE
SAN DIEGO CHAPTER
OF THE
AMERICAN CORPORATE COUNSEL ASSOCIATION**

(Amended and Restated as of March 6, 2001)

Purpose: The purpose of the Chapter shall be to promote continuing legal education, professional development and networking by and among in-house counsel and to further the purposes of the American Corporate Counsel Association.

**ARTICLE I
OFFICE**

The Chapter may have an office at such location as may be designated by its Board of Directors.

**ARTICLE II
BOARD OF DIRECTORS**

A. **Board of Directors.** The activities, property and affairs of the Chapter shall be managed, subject to the policies and procedures of the American Corporate Counsel Association, by the Board of Directors which shall consist of no less than six (6) and no more than twenty-one (21) directors, as the Board of Directors shall from time to time determine.

1. **Directors.** Each Directors shall serve a term of three (3) years, beginning on January 1 of the year following the Annual Meeting at which the Director was elected, through December 31 of the final year of the Director's term. Directors shall be limited to uninterrupted Board membership of two (2) three-year terms, provided however, that this limitation shall not apply to a Director who is serving as an officer of the Chapter, as Officer or Director of ACCA, or as a Director of the ACCA Foundation when that Director's second three-year term expires. Any Director who is initially appointed or elected to fill the unexpired term of a previous Director shall be eligible to serve two (2) full three-year terms in addition to completing such unexpired term.
2. **Election.** The election of directors to the Board of Directors shall be by vote of the members of the Chapter with a plurality of votes cast required for election. Vacancies occurring in the membership of the Board of Directors shall be filled, until the next annual

meeting, by vote of a majority of the remaining members of the Board of Directors. The election of directors to regular vacancies on the Board shall take place at the Annual Meeting.

3. Meetings.

- (a) Regular Meetings. Regular meetings of the Board of Directors shall be held at periodic intervals as the Board of Directors may deem appropriate. However, the Board of Directors shall meet no less frequently than once a calendar quarter.
- (b) Special Meetings. The Chair may call a special meeting of the Board of Directors at any time and a special meeting must be called on the written request of at least one-third of the members of the Board of Directors and the notice must state the object of the meeting.
- (c) Quorum. Forty percent (40%) of its members shall constitute a quorum at meetings of the Board of Directors.
- (d) Chair. The Chair of the Board shall be the President of the Chapter.
- (e) Voting. A majority vote of a quorum shall be required to approve any issue before the Board. In the event of a tie vote, the matter at issue shall be deemed to be disapproved.

4. **Nominations.** Nominations received from the Nominating Committee for candidates for membership of the Board of Directors and officers shall be mailed by the Secretary to the members of the Chapter with the notice of the annual meeting. Other nominations for members of the Board of Directors and Officers may be made in writing if signed by at least ten members of the Chapter and delivered to the Secretary at least seven days before the annual meeting, and these nominations (if delivered to the Secretary at least thirty days prior to the annual meeting) shall likewise be mailed by the Secretary with the notice of the meeting.

5. **Removal or Disqualification.** Any director may be removed for cause by the affirmative vote of a majority of the Board of Directors. Any director who shall no longer be qualified for membership in the Chapter as set forth in Articles IV and V hereof shall, on the effective date of ineligibility cease to be a director. A director may be removed from the board as follows: If a member of the board of Directors is absent from three (3) meeting of the board (within a 12 month calendar period), the Board shall:

- (a) Request an explanation from the Board member; and
- (b) Determine, based (on all the information before it, whether:)

- (i) the Board Member shall remain on the Board; or
- (ii) the Board Member should be removed from the Board; or
- (iii) the Board shall take such action as may be appropriate in the circumstances.

B. Committees. The Board of Directors shall establish the following standing committees and may establish such other functional, standing and special committees as it deems desirable.

1. Standing Committees.

- (a) **Auditing Committee.** The Auditing Committee shall consist of three members, who shall not be directors, to annually audit the Chapter and Committees' financial records. The Auditing Committee shall report the results of such audit at the first Chapter meeting after the close of the Chapter's fiscal year. The report of the Auditing Committee shall be submitted to the Chapter President; the Regional Director; and ACCA's Executive Director.
- (b) **Nominating Committee.** Annually, the Board of Directors shall appoint a Nominating Committee which shall consist of five members of the Chapter at least three of whom shall not be members of the Board of Directors. At least five weeks before the annual meeting, the Committee shall advise the Secretary of its nominations for officers and candidates for the vacancies in the membership of the Board of Directors to be filled at the next annual meeting.
- (c) **Program Committee.** The Program Committee shall consist of at least three (3) members. The Committee shall arrange for subjects, speakers, and types of meetings. The Committee shall submit an annual program to the Chapter Board of Directors for approval.
- (d) **Membership Committee.** The Membership Committee shall stimulate interest of eligible candidates for membership by personal contact, descriptive literature, and guest attendance at appropriate Chapter events.

2. Functional Committees. Functional Committees shall be established, modified or terminated by the Board of Directors as the interest of the membership of the Chapter shall dictate. Each Functional Committee shall meet as frequently as the membership of the Committee shall determine and shall have the right to assess a fee of its members to meet the expenses of meetings of the Committee. Upon establishment, the Chair of a Functional Committee shall notify national headquarters of the establishment of Committee so that its national counterpart, if one exists, may initiate liaison with it.

3. **Special Committees.** Special committees may be appointed from time to time by the Chair or the Board to consider and report to the Board of Directors or the Chapter on subjects of interest to the Chapter as a whole.
4. **Committee Protocol.** Except as otherwise provided by the Chair or Board of Directors, every Committee shall conduct its affairs in the following manner. Each Committee Chair shall be appointed by the Board of Directors to serve for a period of one (1) year. Each committee shall establish its own activities and rule of operation, provided that the Chair may direct a Committee to act and/or report on certain matters.

ARTICLE III OFFICERS

Officers. The elective officers of the Chapter shall be a President; a Vice President; a Secretary; a Treasurer; and such other elective officers as may be established by the Board of Directors.

1. **Election and Term.** All officers shall be elected annually from among the members of the Board of Directors, including those newly elected, by vote of the membership of the Chapter and shall hold office until their successors have been elected. The election of each officer shall be by plurality vote. All officers subject to election shall be elected for the next year within two weeks of the Annual Meeting of the Chapter. The regular term of office for each officer shall be from January 1 through December 31 of the year following the Annual Meeting of the Chapter.
2. **President.** The President, or in the President's absence, the Vice President shall act as Chair of the Board of Directors and shall preside over all meetings of the Chapter and the Board of Directors. In the absence of these officers, a temporary presiding officer shall be elected from among the members of the Board of Directors present at the meeting. The President shall appoint the Chair and all members of Special Committees unless it is specially provided or ordered otherwise by the Board of Directors of the Chapter. The President shall exercise general supervision over all of the affairs of the Chapter. The President shall send notices of meetings to the members of the Chapter or the Board of Directors as may be required.
3. **Vice President.** The Vice President shall perform such duties as from time to time may be assigned by the Board of Directors or the President. At the request, or in the absence, of the President, the Vice President, shall perform the duties of the President. The vice-president shall also be the president-elect and shall automatically

succeed to the office of president the year following the vice-president's election to the office of vice-president.

4. **Secretary.** The Secretary shall keep a complete record of all proceedings and correspondence of the Chapter and the Board of Directors as required. The Secretary shall prepare ballots for the election of officers and directors including the names of all candidates nominated by the Nominating Committee and the members of the Chapter; be responsible for the administration of the rules governing memberships; send such reports to the national headquarters of the American Corporate Counsel Association as it shall require and perform all other duties ordinarily expected of an organization's Secretary.

5. **Treasurer.** The Treasurer shall perform the duties ordinarily associated with this office including maintaining accurate records of receipts and disbursements as prescribed by ACCA; prescribing those procedures to be followed by the Area of Law Committees with respect to their finances; and shall give bond if required by the Board of Directors. The Treasurer shall make payments only for bills properly approved by the Board of Directors, and all checks in excess of one hundred dollars (\$100.00) shall bear the signature of one other officer in addition to that of the Treasurer. In the absence or incapacity of the Treasurer, the power to sign checks may be delegated by the Board of Directors to one of its members.

B. **Execution of Documents.** Contracts and formal documents shall be signed by two (2) officers.

C. **Removal or Disqualification.** Any officer may be removed for cause by the affirmative vote of a majority of the Board of Directors. Any officer who shall no longer be qualified for membership in the Chapter as set forth in Articles IV and V hereof shall, on the effective date of his ineligibility, cease to be an officer.

D. **Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors, to the President, or to the Secretary of the Chapter. Any such resignation shall take effect on the date or receipt of notice or at any later specified time, and unless otherwise specified, the acceptance of a resignation shall not be necessary to make it effective.

E. **Vacancies.** Vacancies in officer positions shall be filled by the Board of Directors.

ARTICLE IV MEMBERSHIP

A. **Geographic Boundaries.** The Chapter's geographic boundaries shall include San Diego County and Imperial County, California and such other parts of southern California as the American Corporate Counsel Association shall deem as appropriate ("Chapter Boundaries").

B. **Qualification and Admission to Membership**

1. **Qualification.** Membership in the Chapter shall be open to attorneys:

- (a) who are members in good standing of the American Corporate Counsel Association; and
- (b) whose place of employment is within the Chapter Boundaries or who, irrespective of whether their place of employment is within such Chapter Boundaries, reside within them.

Any member ceasing to have the necessary qualifications for membership as set forth in the Bylaws of the American Corporate Counsel Association shall be dropped from the roll of membership by the Board of Directors.

2. **Admission.** A candidate for membership shall submit to the Chair of the Membership Committee an application in such form as may be prescribed by the Board of Directors of the American Corporate Counsel Association, together with dues.

The Chair of the Membership Committee shall make such inquiries into the qualification of the candidate as is appropriate. The Chair of the Membership Committee may refer any questions to the Board of Directors. All proceedings with respect to application for membership shall be privileged and confidential. After completing the investigation, the Chair of the Membership Committee shall forward the application and dues to the national headquarters, of American Corporate Counsel Association, Attention: Membership Committee, with recommendation with respect to approval of membership.

C. Meeting of the Chapter

1. **Annual Meeting.** The annual meeting of the Chapter for election of officers and members of the Board of Directors and the transaction of the general business of the Chapter shall be held on the **second Thursday of the month of December** or such other time as the Board of Directors shall set. Notice of the annual meeting shall be sent to all Chapter members at least 30 days prior to the date of such meeting.
2. **Special Meetings.** Special meetings of the Chapter may be called at any time by the President (or in the President's absence by the Vice-President or the Secretary) or on written request of not less than ten members of the Chapter.
3. **Notice.** Unless otherwise provided, not less than fifteen days' notice of any meeting must be given to the members of the Chapter, and the notice must state the object of the meeting.
4. **Quorum.** The lesser of twenty (20) members or 25% of the membership, represented in person or by proxy, shall constitute a quorum at meetings of the Chapter.
5. **Voting.** Each member in good standing shall be entitled to one vote in the affairs of the Chapter. Proxy voting is permitted. Unless otherwise provided herein, an affirmative vote by a majority of those represented at a meeting at which a quorum is present shall be required to take action on matters properly before the meeting.

ARTICLE V DUES AND FEES

Amount. The dues for membership shall be that amount established from time to time by the American Corporate Counsel Association per year per member.

ARTICLE VI AMENDMENTS

These by-laws may be amended by the affirmative votes, cast in person or by proxy, of (i) a majority of the members, or (ii) a majority of the members voting when at least twenty (20) votes are cast, whichever number is less, at any regular or special meeting of the Chapter, provided

notice of such amendment or amendments and the nature thereof shall have been given to the members of the Chapter at least fifteen (15) days prior to the date for the meeting at which the amendment or amendments are to be presented for consideration; and provided further that such amendment shall not become effective until approved by ACCA. These Bylaws may also be amended by a two-thirds vote of the Board of Directors.

ARTICLE VII FISCAL YEAR

The fiscal year of the Chapter shall start on October 1st of each year and continue through September 30th of the following calendar year.

ARTICLE VIII DISTRIBUTION OF PROPERTY ON DISSOLUTION

In the event of revocation of the charter of this Chapter or voluntary dissolution, its property shall be distributed as follows:

After the payment of all outstanding debts and obligations, its remaining assets shall be deemed the property of the American Corporate Counsel Association.

**AMERICAN CORPORATE COUNSEL ASSOCIATION
SAN DIEGO CHAPTER****OFFICERS - 2002**

<i>Jodie H. Brokowski</i> , President	(858) 277-4767
<i>William B. Sailer</i> , VP/President-Elect	(858) 651-2477
<i>John E. Wurst</i> , Treasurer	(858) 410-5174
<i>Clare Stebbing</i> , Secretary	(858) 277-4767

DIRECTORS - 2002

<i>Karen Boudreau</i>	(858) 848-2564
<i>Anne Celentino</i>	(858) 505-2325
<i>Helen Chao</i>	(619) 557-3071
<i>Scott Dodge</i>	(858) 530-8303
<i>Terri Durham</i>	(858) 623-7271
<i>James R. Edwards</i>	(858) 882-6470
<i>Frank A. Ferrone</i>	(619) 449-6414
<i>Dan Hapke</i>	(858) 592-0671
<i>Fred Jay</i>	(858) 622-3000
<i>Richard L. Kolman</i>	(858) 597-8566
<i>Anne Marie Oldham</i>	(760) 931-1771
<i>W. David Osborne</i>	(858) 274-4874
<i>Darrell Palmer</i>	(619) 954-1099
<i>Doug Scott</i>	(858) 826-7325
<i>Michael C. Tierney</i>	(619) 699-5033
<i>Teigue Thomas</i>	(858) 848-3979
<i>Wm. Bradford Weller</i>	(858) 228-2395

PAST CHAPTER PRESIDENTS

<i>Anne E. Celentno</i>	2001
<i>Michael C. Tierney</i>	2000
<i>Donald J. Wilkins</i>	1999
<i>Don Campbell</i>	1998
<i>Lloyd Rowland</i>	1998
<i>Dennis Stryker</i>	1997
<i>Ken Woolcott</i>	1996
<i>Jim Edwards</i>	1994 & 1995

Advisory Board Members

<i>Alvin G. Kalmanson</i>	(619) 435-4350
<i>Dennis J. Stryker</i>	(619) 908-3515

ACCA FACT SHEET

ACCA is the *in-house bar association*, a specialty bar association comprised solely of attorneys who practice law in corporations and other private-sector organizations.

ACCA promotes the common interests of its members, contributes to their continuing education, seeks to improve understanding of the role of in-house attorneys, and encourages advancement in the standards of corporate legal practice.

ACCA "operates" in six primary business lines: **(1) Advocacy** (as voice of the in-house bar on issues such as attorney-client privilege, reimbursement of attorneys' fees, ethics and professionalism, civil justice reform, principle activities – filing amicus briefs or comments to federal or state agencies); **(2) Education/CLE** (Annual Meeting; Monthly Programs); **(3) Information** (substantive legal resources including forms and policies delivered through InfoPAKs, ACCA Online Virtual Library, In-house Case Law database; Committee NewsNet – customized daily slip opinions); **(4) Networking** (MemberToMember, chapters, national committees); **(5) Publishing** (ACCA Docket, In-house, Outside Counsel, and jointly published books with the West Group); and **(6) Services** (unique offerings provided by 12 ACCA Alliance partners, e.g. Altman Weil and West Group).

Some Points to Note:

ACCA was founded in 1982, and is celebrating its 20th anniversary this year. **ACCA's** network includes 43 chapters (including one in Europe) and 12 National Committees.

ACCA's 2001 budget was \$5 Million; **ACCA's** professional staff numbers 29.

ACCA supports a membership base of over 13,000 in-house counsel, representing over 5,000 organizations, 90 of which are enrolled in the "Large Law Department" membership category, more than 51% of the GC's from the top 200 law departments are ACCA members. **ACCA's** membership retention rate is about 86%.

ACCA Online continues to grow: began in June 1997 with 56,000 hits, to over 1.5 million hits by January 2000.

ACCA's Annual Meeting is the largest single gathering of in-house counsel. Approximately 2,000 attendees (registrants, faculty, guests, and sponsors) attended in 2001. The 2002 Meeting will be held in Washington, D.C., on October 21-23, 2002.

ACCA's San Diego Chapter won the Small Chapter of the Year Award in 1999. San Diego is also one of only three cities to have hosted the ACCA Annual Meeting more than once. The San Diego chapter has 290 members from over 145 companies.

For more information about ACCA, call 202.293.4103, or visit ACCA Online at www.acca.com. For the local San Diego chapter, call the Chapter Administrator at 619.334.5445, or fax 619.749.4588.

What's Happening at ACCA in 2002

ADVOCACY: ACCA will increase its activities and visibility as the "voice of the in-house bar." Primary focus will be on issues directly affecting the in-house practice (e.g., attorney-client privilege, mission to practice, and reimbursement of attorneys' fees). Additional focus will be on issues of significant importance/impact to our members' clients (e.g., civil justice reform, and multi-jurisdictional practice).

ETHICS/PROFESSIONALISM: ACCA will continue its efforts to be the leader in developing materials and information on ethical and professional issues directly affecting in-house counsel. This includes the creation of, "In-House Case Law" on-line database, a compilation of reported decisions that define the in-house practice. In addition, programs addressing ethics issues for in-house counsel will be provided to our members. ACCA jointly published with the West Group a treatise, *Guidelines for In-House Counsel*.

NewsNET: This is a unique service not available at any other bar association and jointly developed by ACCA with West Group to deliver daily on-line updates of the latest legal and business developments in the substantive areas served by ACCA's national committees.

THE VIRTUAL LIBRARY: This is the premier on-line library of information for the in-house profession. This Virtual Library of practical information donated by in-house counsel and their in-house peers offers one-stop shopping for those seeking to benchmark with their peers or obtain sample forms, policies, and information. Think of ACCA's Virtual Library as a way to leverage the information available to in-house counsel from the files in one corporate department to the information from files donated by several thousand corporate counsel worldwide.

ANNUAL MEETING: On October 21-23, in Washington, D.C., there will be the largest gathering of corporate counsel worldwide, featuring more than 80 substantive programs. The theme "Leading the Way: transforming the in-house profession," will underscore in-house practitioner's contributions to the legal profession. Special features will include the CLO Club, Chair's Forum, On-Line Legal Clinics, On-site Pro Bono Clinic, CyberCafe, Leadership Development Institute, automated on-line CLE reporting, and audio-simulcast of CLE programs to a "virtual audience."

INCREASE AWARENESS: Member and potential member awareness of the products and services provided by ACCA will be improved through increased promotion and enhanced efforts with the media. Particular focus will be given to ACCA Online and the ACCA Alliance Programs with our outside vendors.

DIVERSITY: ACCA will work with its chapters and members to increase diversity within the in-house community and the legal profession.

TECHNOLOGY: ACCA maintains a web-based membership records database and our members can upgrade ACCA information online.

SAN DIEGO CHAPTER: At the local level, the San Diego chapter has set the following goals for 2002:

First Annual Black and White Ball, co-sponsored by the San Diego Chapter of ACCA, the San Diego County Bar Foundation, and the San Diego County Bar Association

Increase awareness of in-house practice with local law schools by organizing panels of in-house attorneys to visit local law schools

Conduct career development workshops

Increase membership to over 300 members

Continue to offer high quality CLE programs to ACCA members

Offer ACCA members opportunities to provide pro bono services

Continue to promote ACCA and its activities in the local legal community

Coordinate the annual ACCA Del Mar "Day at the Races" event

For more information about ACCA, call 202.293.4103, or visit ACCA Online at www.acca.com. For the local San Diego chapter, call the Chapter Administrator at 619.334.5445, or fax 619.749.4588.

Join ACCA Today!...



Already a Member? Pass this along to a friend.

*Submission of this application constitutes agreement to abide by the association's bylaws:

I understand that membership is limited to attorneys who actively practice inside a corporation or other private sector organization, and do not hold themselves out to the public for the practice of law.

Signature: _____

Name _____

Title _____

Association/Company Name* _____

Company's Unit Level in Organization (circle one): Region/Division/Group/Subsidiary/Headquarters

Parent Company's Name: _____

Your Mailing Address _____

City _____ State/Province _____

Country _____ Postal or Zip Code _____

Sponsor's Name/Who Introduced you to ACCA? (optional) _____

Telephone _____ Fax _____

Email _____

U.S. State(s) In Which Admitted: _____

Law School _____ Year Graduated _____

- A) Please select all Committees you wish to enroll in as a member (no additional dues).**
- Commercial Law
 - Corporate & Securities Law
 - Environmental Law
 - Insurance Staff Counsel
 - Intellectual Property
 - International Energy
 - International Legal Affairs
 - Labor and Employment Law
 - Law Department Management
 - Litigation
 - Non-Profit & Professional Associations
 - Pro Bono
 - Small Law Departments

- B) Please calculate your dues:**
- First Member from an organization..... \$175+
 - Additional Member from an organization..... \$150+
- † Includes national, chapter, and national committee memberships. Chapter assignments based on location. Select national committees from section "A" on this form. ACCA dues are not deductible as a charitable contribution for federal tax purposes, but may be deductible as a business expense. Membership is for one year. ACCA Docket subscription price of one year (\$175) is included in membership dues, and dues may not deduct subscription price from annual dues or dues renewals.*

C) Please check payment method in US dollars:

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American Corporate Counsel Association, Membership Department,
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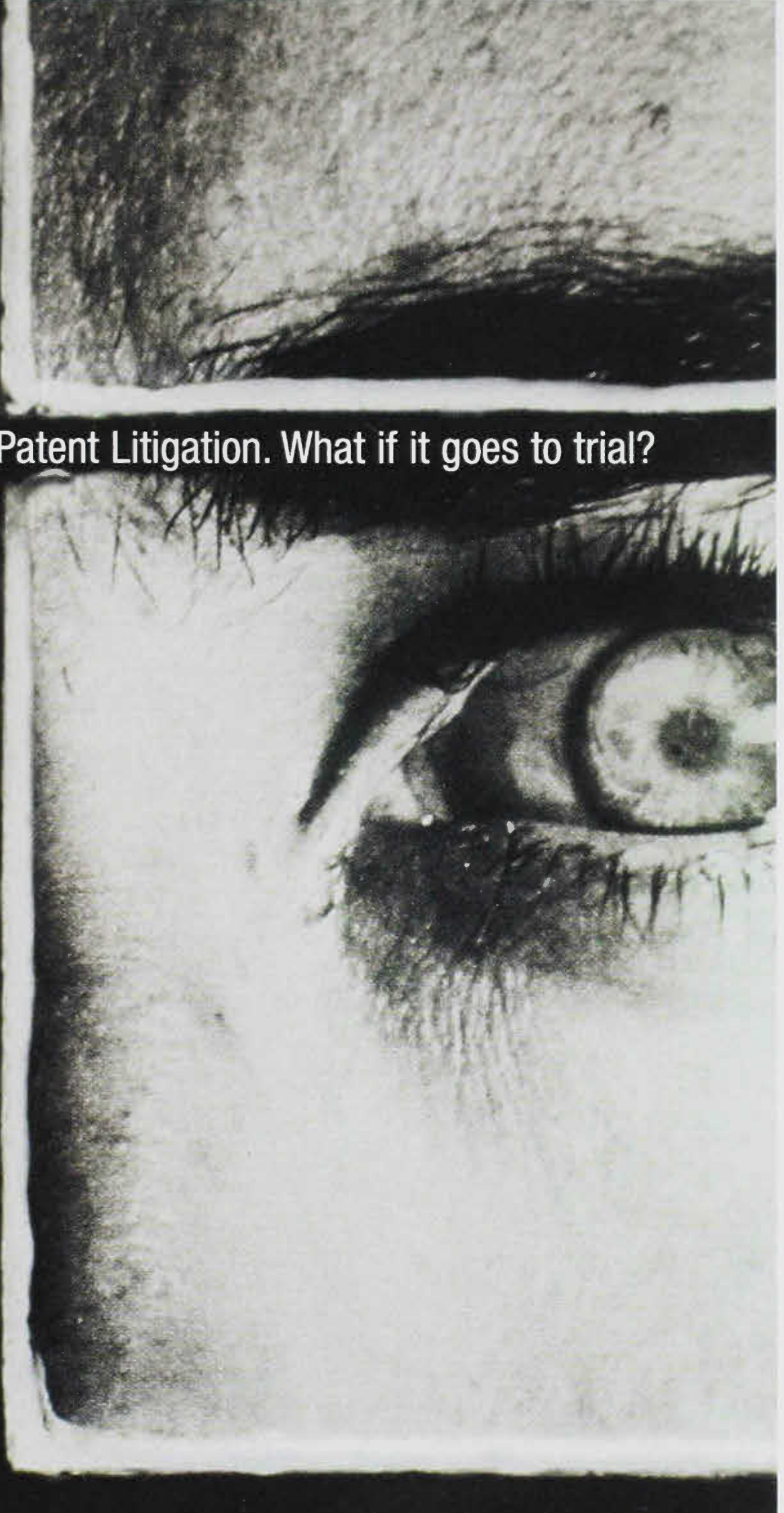
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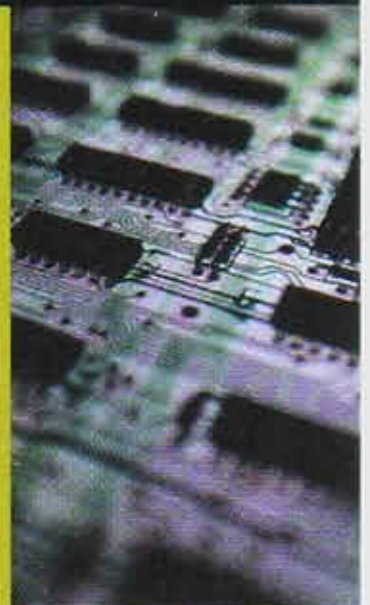
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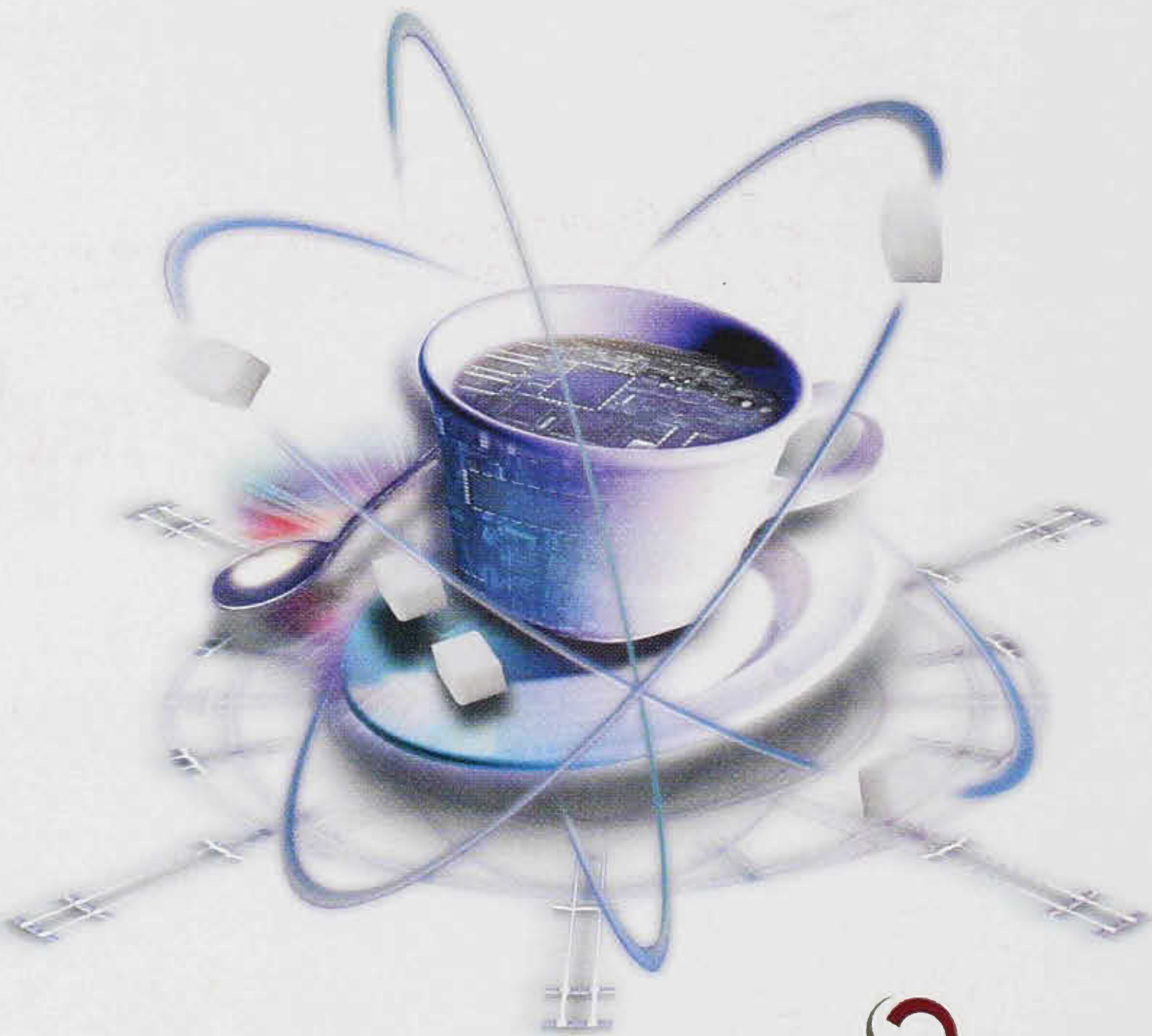
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