

Procedures for Handling Concerns or Complaints
Regarding Accounting, Internal Controls and Auditing
Matters (Adopted September 28, 2004)

Any employee of the Company may submit a good faith concern or complaint regarding accounting, internal controls and auditing matters (an "Employee Concern") to the Company without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Audit Committee of the Company's Board of Directors will oversee the treatment of any Employee Concern.

In order to facilitate the reporting of Employee Concerns, the Audit Committee has established the following procedures for the confidential, anonymous submission of Employee Concerns and their retention and treatment.

- I. Receipt of an Employee Concern
 - a. Employee Concerns may be reported in person to the
Chairman of the Audit Committee (the "Audit Chair").
 - b. Alternatively, Employee Concerns may be forwarded on a confidential and anonymous basis to the Audit Chair through the following hotline number or regular mailing address:

Hotline Number: 800-826-6762

Mailing Address: Chairman of the Audit Committee
4275 Executive Square, Suite 300
La Jolla, CA 92037

- c. Employee Concerns should be sufficiently detailed to permit the Audit Chair and the Audit Committee to undertake an investigation if they feel one is warranted.

II. Scope of Matters Covered by this Procedure

- a. Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company
- b. Fraud or deliberate error in the recording and maintaining of financial records of the Company
- c. Deficiencies in or noncompliance with the Company's internal accounting controls
- d. Misrepresentation or false statement to or by a senior officer of accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company
- e. Deviation from full and fair reporting of the Company's financial condition

III. Treatment of Employee Concerns

- a. Upon receipt of an Employee Concern, the Audit Chair will (i) determine if it pertains to accounting, internal controls or auditing matters, and (ii) when possible, acknowledge receipt of the Employee Concern to the sender.
- b. Employee Concerns related to such matters will be reviewed by the Audit Chair under the oversight of the Audit Committee.

Confidentiality will be maintained to the fullest extent possible consistent with any need to conduct an adequate review.

- c. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.
- d. If in the opinion of the Audit Chair the Employee Concern does not pertain to accounting, internal controls or auditing matters, the audit Chair will communicate this to the employee if possible. Matters not pertaining to accounting, internal controls or auditing matters are outside of the scope of this Procedure, and may or may not be addressed by the Audit Chair and/or the Audit Committee as they deem appropriate.
- e. The Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against any employee related to the good faith submission of a concern or complaint, or otherwise as specified in section 806 of the Sarbanes/Oxley Act of 2002.

IV. Reporting and Retention of Employee Concerns and Investigations

The Audit Chair will maintain a log of all Employee Concerns received, noting their date of receipt, investigation and resolution, and shall prepare a periodic summary report thereof for the Audit Committee. This log shall be made available to all members of the Audit Committee.