

IN THE  
SUPREME COURT OF CALIFORNIA

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RICHARD GROSSET,

*Plaintiff,*

vs.

ERIC P. WENAAS, ET AL.,

*Defendants and Respondents,*

SIK-LIN HUANG,

*Intervener and Appellant*

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SUPREME COURT  
FILED

SEP 18 2006

Frederick K. Ohlrich Clerk

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Deputy

AFTER A DECISION BY THE COURT OF APPEAL,  
FOURTH APPELLATE DISTRICT, DIVISION ONE  
(4TH CIVIL NO. D043684), AFTER A DECISION BY THE  
SAN DIEGO SUPERIOR COURT (NO. GIC 775153)

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**CHAMBER OF COMMERCE OF THE UNITED STATES OF AMERICA'S  
APPLICATION FOR LEAVE TO FILE BRIEF AS *AMICUS CURIAE* IN  
SUPPORT OF DEFENDANTS/RESPONDENTS**

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Robin S. Conrad  
Amar D. Sarwal  
National Chamber Litigation Center  
1615 H Street, N.W.  
Washington, D.C. 20062  
(202) 463-5337

Beth S. Brinkmann (Bar No. 129937)  
Seth M. Galanter  
MORRISON & FOERSTER LLP  
2000 Pennsylvania Ave., N.W., Suite 5500  
Washington, D.C. 20006  
(202) 887-1500

Jordan Eth (Bar No. 121617)  
Judson E. Lobdell (Bar No. 146041)  
Christopher A. Patz (Bar No. 185917)  
MORRISON & FOERSTER LLP  
425 Market St.  
San Francisco, California 94105  
(415) 268-7000

*Attorneys for Amicus Curiae*

CHAMBER OF COMMERCE OF THE UNITED STATES OF AMERICA

TO THE HONORABLE CHIEF JUSTICE AND THE HONORABLE  
ASSOCIATE JUSTICES OF THE SUPREME COURT OF THE STATE OF  
CALIFORNIA:

Pursuant to rule 29.1(f) of the California Rules of Court, the Chamber of Commerce of the United States of America (the “Chamber”) respectfully requests permission to file the accompanying *amicus curiae* brief in support of Defendants/Respondents.

The Chamber is the world’s largest business federation, representing an underlying membership of more than three million corporations, companies, and professional organizations of every size, in every industry sector, and from every region of the country. An important function of the Chamber is to represent the interests of its members in the courts on issues of vital concern to the nation’s business community.

Many of the Chamber’s members that do business in California are incorporated in another State; and many of the Chamber’s members that are incorporated in California engage in significant business in other States. The fundamental issue in this case regarding the application of the “internal affairs doctrine” is vital to all such corporations engaged in interstate commerce. Under that doctrine, the relationships among a corporation and its shareholders, directors, and officers are governed by one set of laws — the laws of the State in which that corporation is incorporated.

Adherence to the longstanding internal affairs doctrine provides corporations engaged in interstate commerce with needed certainty about which laws will govern their internal affairs and avoids the risks associated with having a corporation’s affairs subject to the potentially conflicting laws of each State in which they engage in business. Because the Chamber’s members routinely rely on the internal affairs doctrine in the course of their business, they bring extensive practical experience to bear on the issues presented in this litigation.

Affirming the Court of Appeal's opinion would advance important policies underlying the internal affairs doctrine, relating to choice, certainty, and efficiency. Reversing the Court of Appeal's decision, however, would undermine an important principle of corporate law on which the Chamber's members heavily rely. Accordingly, the interests of the Chamber and its members may be directly affected by the resolution of this case.

For all of these reasons, the Chamber respectfully requests that the Court accept the accompanying brief for filing.

Dated: September 18, 2006

Robin S. Conrad  
Amar D. Sarwal  
National Chamber Litigation Center Inc.  
1615 H Street, N.W.  
Washington, D.C. 20062  
(202) 463-5337

Respectfully submitted,

Beth S. Brinkmann (Bar No. 129937)  
Seth M. Galanter  
MORRISON & FOERSTER LLP  
2000 Pennsylvania Ave., N.W., Suite 5500  
Washington, D.C. 20006  
(202) 887-1500

Jordan Eth (Bar No. 121617)  
Judson E. Lobdell (Bar No. 146041)  
Christopher A. Patz (Bar No. 185917)  
MORRISON & FOERSTER LLP  
425 Market St.  
San Francisco, California 94105  
(415) 268-7000

By:



Judson E. Lobdell

Attorneys for *Amicus Curiae*  
Chamber of Commerce of the  
United States Of America

## DECLARATION OF SERVICE

I, Ruby M. Lim, declare as follows:

I am employed with the Morrison & Foerster LLP, whose address is 425 Market Street, San Francisco, CA 94105. I am readily familiar with the business practices of this office for collection and processing of correspondence. I am over the age of eighteen years and not a party to this action.


On September 18, 2006 I served the Chamber of Commerce of the United States Of America's

CHAMBER OF COMMERCE OF THE UNITED  
STATES OF AMERICA'S APPLICATION FOR  
LEAVE TO FILE BRIEF AS *AMICUS CURIAE* IN  
SUPPORT OF DEFENDANTS/RESPONDENTS

on the parties listed on the attached Service List in this action by placing true copies thereof in sealed envelopes, addressed as shown, for collection and delivery by overnight mail to the parties indicated.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on September 18, 2006 in San Francisco, California.

  
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Ruby M. Lim

Gretchen M. Nelson, Esq.  
Kreindler & Kreindler LLP  
707 Wilshire Blvd., Suite 5070  
Los Angeles, CA 90017  
Facsimile: 213.622.6019

William B. Federman, Esq.  
Federman & Sherwood  
120 N. Robinson, Suite 2720  
Oklahoma City, OK 73102  
Facsimile: 405.239.2112

George A. Shohet, Esq.  
Law Offices of George A. Shohet  
245 Main Street, Suite 310  
Venice, CA 90291  
Facsimile: 310.452.2270

Jeff S. Westerman, Esq.  
Milberg Weiss LLP  
300 S. Grand Ave., Suite 3900  
Los Angeles, CA 90071

**Attorneys for Plaintiff/Appellant Sik-Lin Huang**

Robert W. Brewer, Jr., Esq.  
Ross H. Hyslop, Esq.  
Robert A. Cocchia, Esq.  
McKenna Long & Aldridge LLP  
750 B Street, Suite 3300  
San Diego, CA 92101  
Facsimile: 619.595.5450

**Attorneys for Special Litigation Committee**

Robert W. Brownlie, Esq.  
Paul A. Reynolds, Esq.  
Stanley J. Panikowski, Esq.  
DLA Piper Rudnick Gray Cary US LLP  
401 B Street, Suite 1700  
San Diego, CA 92101-4297  
Telephone: 619.699-2700

**Attorneys for Defendants/Respondents**

Frank M. Pitre  
Consumer Attorneys of California  
770 L Street, Suite 1200  
Sacramento, CA 95814-3396

Raymond Paul Boucher  
Consumer Attorneys of California  
770 L Street, Suite 1200  
Sacramento, CA 95814-3396

**Attorneys for Consumer Attorneys of California - *Amicus Curiae***

California Court of Appeal  
Fourth District, Division One  
750 B Street, Suite 300  
San Diego, CA 92101

San Diego County Superior Court  
330 W. Broadway  
San Diego, CA 92101

Bill Lockyer, Esq.  
Attorney General of the State of California  
1300 I Street, 11th Floor  
Sacramento, CA 95814