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 6 Attorneys for Cross-Defendants and Cross-  
 Complainants, ANTELOPE VALLEY UNITED  
 7 MUTUAL GROUP; Cross-Defendants, MIRACLE  
 IMPROVEMENT CORPORATION dba Golden  
 Sands Mobile Home Park [ROE 1121], SAINT  
 8 ANDREW'S ABBEY, INC. [ROE 623], SERVICE  
 ROCK PRODUCTS, LP, as successor-in-interest to  
 9 Owl Properties, Inc., SHEEP CREEK WATER  
 COMPANY, INC.; and unnamed Cross-Defendant  
 10 ADAMS BENNETT INVESTMENTS, LLC

11 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**  
 12 **IN AND FOR THE COUNTY OF LOS ANGELES**

|    |   |   |  |
|----|---|---|--|
| 13 | Coordination Proceeding                         | ) | Judicial Council Coordination                |
|    | Special Title (Rule 1550(b))                    | ) | Proceeding No. 4408                          |
| 14 |   | ) |  |
| 15 | <b>ANTELOPE VALLEY</b>                          | ) | Santa Clara Case No. 1-05-CV-049053          |
|    | <b>GROUNDWATER CASES</b>                        | ) | Assigned to the Honorable Jack Komar         |
|    |   | ) | Department 17C                               |
| 16 | Including Actions:                              | ) |  |
| 17 | <b>Los Angeles County Waterworks District</b>   | ) | <b>OFFER OF PROOF BY CROSS-</b>              |
|    | <b>No. 40 v. Diamond Farming Co.</b>            | ) | <b>DEFENDANT SERVICE ROCK PRODUCTS,</b>      |
| 18 | Superior Court of California, County of Los     | ) | <b>LP, AS SUCCESSOR-IN-INTEREST TO</b>       |
|    | Angeles, Case No. BC 325 201                    | ) | <b>OWL PROPERTIES, INC. OF 2011 AND 2012</b> |
| 19 |   | ) | <b>GROUNDWATER PRODUCTION AND</b>            |
|    | <b>Los Angeles County Waterworks District</b>   | ) | <b>[PROPOSED] ORDER RE PHASE 4 TRIAL</b>     |
| 20 | <b>No. 40 v. Diamond Farming Co.</b>            | ) |  |
|    | Superior Court of California, County of Kern,   | ) | Trial Date: May 28, 2012                     |
| 21 | Case No. S-1500-CV-254-348                      | ) | Time: 10:00 A.M.                             |
|    |   | ) | Dept.: TBD                                   |
| 22 | <b>Wm. Bolthouse Farms, Inc. v. City of</b>     | ) | Judge: Hon. Jack Komar                       |
|    | <b>Lancaster</b>                                | ) |  |
| 23 | <b>Diamond Farming Co. v. City of Lancaster</b> | ) |  |
|    | <b>Diamond Farming Co. v. Palmdale Water</b>    | ) |  |
| 24 | <b>Dist.</b>                                    | ) |  |
|    | Superior Court of California, County of         | ) |  |
| 25 | Riverside, consolidated actions, Case Nos.      | ) |  |
|    | RIC 353 840, RIC 344 436, RIC 344 668           | ) |  |
| 26 |   | ) |  |
| 27 | AND RELATED ACTIONS.                            | ) |  |

1 **OFFER OF PROOF**

2 Cross-Defendant SERVICE ROCK PRODUCTS, LP, as successor-in-interest to Owl  
3 Properties, Inc. ("SERVICE ROCK"), by and through its counsel of record, Michael Duane  
4 Davis, Marlene L. Allen-Hammarlund, and Derek R. Hoffman, of GRESHAM SAVAGE  
5 NOLAN & TILDEN, PC, having either stipulated with and/or having received no material  
6 objections from any party, and based on the evidence identified in the Exhibit List of said party  
7 and the proposed testimony of the witness(es) identified in the Witness List of said party, which  
8 evidence is summarized in the Trial Brief of said party, makes an Offer of Proof that its  
9 groundwater production from within the Area of Adjudication, for the years 2011 and 2012 was  
10 as follows:

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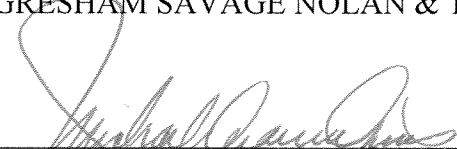
| PERIOD | ACRE FEET PER YEAR |
|--------|--------------------|
| 2011   | 561 acre feet      |
| 2012   | 445 acre feet      |

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15 The afore-stated figures do not take into account any in-lieu water, any claimed return  
16 flows from imported water, any water from natural springs, any water produced outside the Area  
17 of Adjudication, or any water other than groundwater produced within the Area of Adjudication  
18 during the years of 2011 and 2012.

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20 Respectfully submitted,

GRESHAM SAVAGE NOLAN & TILDEN, PC

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22 By:   
23 MICHAEL DUANE DAVIS, ESQ.  
24 MARLENE L. ALLEN-HAMMARLUND, ESQ.  
25 DEREK R. HOFFMAN, ESQ.  
26 Attorneys for CROSS-DEFENDANT SERVICE ROCK  
27 PRODUCTS, LP, AS SUCCESSOR-IN-INTEREST TO  
28 OWL PROPERTIES, INC.

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**[PROPOSED] ORDER**

**THE COURT FINDS THAT** the Offer of Proof made by SERVICE ROCK PRODUCTS, LP is either stipulated to or not materially contested by any party.

**THE COURT FURTHER FINDS THAT** the Offer of Proof satisfies the requirements of this Court for the purposes of the Phase 4 Trial proceedings.

**IT IS HEREBY ORDERED** that this Order shall not result in any determination of any water right, or the reasonableness of SERVICE ROCK PRODUCTS, LP's water use or manner of applying water to the use. This Order will not preclude SERVICE ROCK PRODUCTS, LP from introducing in a later phase evidence to support its claimed water rights, or any other party to this action from introducing in a later phase evidence to contest SERVICE ROCK PRODUCTS, LP's claimed water rights, including, without limitation, evidence of water use in years other than 2011 and 2012. All parties reserve their rights to produce any evidence to support their claimed water rights and to make any related legal arguments including, without limitation, arguments based on any applicable constitutional, statutory, or decisional authority.

**IT IS FURTHER ORDERED** that pursuant to the Stipulation(s) of the parties to this action and/or upon the failure of any party to make a valid objection thereto; and based upon the offer of proof and/or evidence presented to this Court, the groundwater pumping claimed by SERVICE ROCK PRODUCTS, LP for purposes of the Phase 4 trial is as follows:

| <b>PERIOD</b> | <b>ACRE FEET PER YEAR</b> |
|---------------|---------------------------|
| 2011          | 561 acre feet             |
| 2012          | 445 acre feet             |

**IT IS SO ORDERED:**

DATED: \_\_\_\_\_, 2013

\_\_\_\_\_  
HONORABLE JACK KOMAR

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**PROOF OF SERVICE**  
**STATE OF CALIFORNIA, COUNTY OF RIVERSIDE**

Re: *ANTELOPE VALLEY GROUNDWATER CASES*  
Los Angeles County Superior Court Judicial Council Coordinated  
Proceedings No. 4408; Santa Clara County Superior Court Case No. 1-05-CV-049053

I am employed in the County of Riverside, State of California. I am over the age of 18 years and not a party to the within action; my business address is: 3750 University Avenue, Suite 250, Riverside, CA 92501-3335.

On May 23, 2013, I served the foregoing document(s) described as on the interested parties in this action in the following manner:

**OFFER OF PROOF BY CROSS-DEFENDANT SERVICE ROCK PRODUCTS, LP, AS SUCCESSOR-IN-INTEREST TO OWL PROPERTIES, INC. OF 2011 AND 2012 GROUNDWATER PRODUCTION AND [PROPOSED] ORDER RE PHASE 4 TRIAL**

( X ) **BY ELECTRONIC SERVICE** – I posted the document(s) listed above to the Santa Clara County Superior Court website, <http://www.scefiling.org>, in the action of the Antelope Valley Groundwater Cases,

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

Executed on May 23, 2013, at Riverside, California.

  
\_\_\_\_\_  
DINA SNIDER