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7	SUPERIOR COURT OF THE STATE OF CALIFORNIA		
3	FOR THE COUNTY OF LOS ANGELES		
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0	ANTELOPE VALLEY)GROUNDWATER CASES)	JUDICIAL COUNCIL COORDINATION PROCEEDING NO. 4408	
1		CASE NO. BC 364553	
$2 \mid$	This Pleading Relates to Included Action:)REBECCA LEE WILLIS, on behalf of)herself and all others similarly situated,)	CASE NO. BC 304333	
3	Plaintiff,		
1	vs.	[PROFESSED] ORDER GRANTING PRELIMINARY APPROVAL OF CLASS	
5) LOS ANGELES COUNTY WATERWORKS)	ACTION SETTLEMENT AND DIRECTING NOTICE TO THE CLASS	
6 7	DISTRICT NO. 40; CITY OF LANCASTER;) CITY OF LOS ANGELES; CITY OF		
3	PALMDALE; PALMDALE WATER) DISTRICT; LITTLEROCK CREEK)		
9	IRRIGATION DISTRICT; PALM RANCH) IRRIGATION DISTRICT; QUARTZ HILL)		
0	WATER DISTRICT; ANTELOPE VALLEY) WATER CO.; ROSAMOND COMMUNITY) SERVICE DISTRICT; and DOES 1 through)	Date: November 18, 2010 Time: 9:00 a.m.	
1	1,000;	Dept: 1 Judge: Hon. Jack Komar	
2	Defendants.)	Coordination Trial Judge	
3	This matter has come before the Court of	on the Motion of Plaintiff Rebecca Lee Willis (the	
4	"Motion") for Preliminary Approval of the Stipulation of Settlement (the "Stipulation" or the		
5	"Settlement') between and among Rebecca Lee Willis and the Willis Class, on the one hand; and		
3	Los Angeles County Waterworks District No. 40 ("District 40), the City of Palmdale, Palmdale		
7 8	Water District, Littlerock Creek Irrigation District, Palm Ranch Irrigation District, Quartz Hill		
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Water District, California Water Service Company, Rosamond Community Service District, Phelan Pinon Hills Community Services District, Desert Lake Community Services District, and North Edwards Water District (collectively, "Settling Defendants"), on the other hand.

The Motion having come on for hearing before the above Court; the Court having reviewed and considered all documents, evidence and arguments of counsel presented in support of and opposition to said Motion; the Court being fully advised in the premises and good cause appearing, the Court enters its order and, subject to final determination by the Court as to the fairness, reasonableness and adequacy of the Settlement following Notice to the Class and a final fairness hearing, finds and orders as follows:

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The Stipulation of Settlement (lodged as Exhibit A to the Motion) and the 1. Settlement set forth therein are preliminarily approved as fair, reasonable, and adequate, subject 12to a final fairness hearing to be held after notice to the Class. 13

The Court finds that the form and content of the notice of the proposed Settlement 2. 14(as set forth in the Notice of Class Action Settlement lodged as Exhibit B to the Motion) (the 15"Class Notice") will provide the best practicable notice to members of the Class, certified by this 16 Court's Order of September 11, 2007, as amended by Orders dated May 22, 2008 and September 17 2, 2008. Accordingly, District 40 shall provide notice of the proposed Settlement by mailing the 18 Class Notice via first class U.S. mail to the last known addresses of Class Members and by 19 posting the Notice on the Class website. The costs and expenses of such notice shall be paid by 20District 40. The Court authorizes the settling parties to make minor, non-substantive, revisions 21to the Class Notice as they may jointly deem necessary or appropriate, without the necessity of 22further Court action or approval. 23

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A final approval hearing shall be held by this Court on February 24, 2010, at 9:00 3. a.m., to consider and finally determine:

Whether the Settlement should be finally approved as fair, reasonable, and

26adequate; 27

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a.

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1b.The merits of any objections to the Stipulation and the Settlement set forth2therein, or any of its terms; and

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c. Whether attorneys' fees, costs and expenses should be awarded to Plaintiff's Counsel and an incentive award made to the Representative Plaintiff.

5 The final approval hearing described in this paragraph may be postponed, adjourned, or 6 continued by order of the Court without further notice to the Plaintiff Settlement Class.

Any member of the Class or other person who objects to approval of the proposed
Settlement or the request for an award of fees may appear at the final approval hearing in person
or through counsel to show cause why the proposed settlement and/or fee request should or
should not be approved as fair, reasonable, and adequate. Any member of the Class who seeks to
intervene in the Action may file and serve a motion to intervene in accordance with applicable
law.

5. However, no person may be heard at the final approval hearing, or file any papers 13or briefs with respect thereto, unless at least 14 days before the Hearing such person files with 14 the Clerk of the Court and serves on counsel for the Class and Settling Defendants a timely 15 16 written objection and notice of intent to appear, in accordance with the procedures specified in the Class Notice. Any member of the Class or other person who does not make his or her 17 18 objection to the Settlement or fee request in the manner provided herein and in the Notice, shall be deemed to have waived such objection or right to intervene for purposes of appeal, collateral 19 20attack or otherwise.

6. The dissemination of the Notice, as directed by this Order, constitutes the best
notice practicable under the circumstances and sufficient notice to all members of the Plaintiff
Class. The contents of the Notice and the manner of its dissemination satisfy the requirements of
California Rule of Court 3.769, other applicable California law, and state and federal due
process.

7. Any and all persons who timely excluded themselves from the Class and did not
 rejoin the Class shall *not* be Plaintiff Settlement Class members and shall have no rights or
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1 || obligations with respect to the Settlement.

If the Settlement is finally approved, the Court shall enter a Final Judgment 8. $\mathbf{2}$ approving the Settlement, which shall be binding on the Settling Parties, including all members 3 of the Class. 4 9. In the event that, for any reason, the proposed Settlement as provided in the $\overline{5}$ Stipulation is not approved by the Court, or the Court does not enter the Final Judgment, then the 6 Stipulation, and all drafts, negotiations, discussions, and documentation relating thereto, shall $\overline{7}$ 8 become null and void. In such event, the Stipulation and all negotiations and proceedings relating thereto shall be withdrawn without prejudice to the rights of any and all parties thereto, 9 10 who shall be restored to their respective positions as of the date of the execution of the 11 Stipulation. The dates of performance of this Order are as follows: 1210. The Class Notice shall be disseminated by website posting, and U.S. mail, 13 a. as well as publication of a summary notice in the newspapers in which the earlier notice was 14 published. The parties shall use their best efforts to complete the posting, publication, and 15mailing of the notice by December 10, 2010. 16 17b. By December 23, 2010, District 40 shall certify to the Court that it has 18 complied with the notice requirements set forth in this Order. 19 Plaintiff shall file a motion for final approval of the Settlement and c. 20supporting papers by January 21, 2010, 2010. 21Any objections or oppositions to the settlement or request for fees, and d. 22any requests for intervention and notices of intention to appear and be heard at the final approval 23hearing shall be deemed timely only if filed with the Court and served on counsel for the parties 24by February 10, 2011. 2526Any parties may file and serve reply papers in support of the Settlement e. 274 28Exh B – Prelim Approval Order BC 364553

1	and fee request on or before February 17, 2011.	
2	f. The Final Settlement Hearing shall take place in Courtroom 1 of the above	
3	Court on February 24, 2011, 2010 at 9:00 a.m.	
4	11. The Court reserves the right to adjourn the Settlement Hearing without further	
5	notice other than posting on the case website.	
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8	Dated: November/8, 2010	
9	Hon Jack Komar, Judge	
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