DOUGLAS J. EVERTZ, SBN 123066
MURPHY & EVERTZ, LLP
650 Town Center Drive, Suite 550
Costa Mesa, California 92626
Telephone: (714) 277-1700
Fax: (714) 277-1777

Attorneys for Defendants
City of Lancaster and Rosamond Community Services District

Exempt from filing fee
Government Code § 6103

SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF LOS ANGELES

ANTELOPE VALLEY GROUNDWATER CASES

Included Actions:

Los Angeles County Waterworks District No. 40 v. Diamond Farming Co. Superior Court of California, County of Los Angeles, Case No. BC325201;

Los Angeles County Waterworks District No. 40 v. Diamond Farming Co. Superior Court of California, County of Kern, Case No. S-1500-CV-254-348

Wm. Bolthouse Farms, Inc. v. City of Lancaster, Diamond Farming Co. v. City of Lancaster, Diamond Farming Co. v. Palmdale Water Dist., Superior Court of California County of Riverside, consolidated actions; Case Nos. RIC 353 840, RIC 344 436, RIC 344 668.

LASC, Case No. BC 325201

Judicial Council Coordination Proceeding No. 4408

Santa Clara Case No. 1-05-CV 049053
Assigned to The Honorable Jack Komar

OPPOSITION OF CITY OF LANCASTER AND ROSAMOND COMMUNITY SERVICES DISTRICT TO MOTION FOR AN AWARD FOR ATTORNEYS' FEES, REIMBURSEMENT OF EXPENSES; AND CLASS REPRESENTATIVE INCENTIVE AWARD

DATE: March 22, 2011
TIME: 9:00 a.m.
DEPT: 1

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I. INTRODUCTION AND SUMMARY OF ARGUMENT.

The First Cause of Action for Declaratory Relief contained in the Willis Class Second Amended Complaint ("SAC") states "Plaintiff and the Class further seek a judicial determination as to the priority and amount of water that *all parties in interest* are entitled to pump from the Basin." (Emphasis added.) The Willis Class settlement, however, does not achieve this result, as many issues remain unresolved, including the Class' right *vis a vis* other landowners. Instead, the Willis Class "settlement" merely resolves one limited issue -- partial settlement of yet to be proven claims of prescription by the Public Water Suppliers.[1] Moreover, the case settled on terms favorable to the Defendants and the Class did not prevail on its multiple causes of action requesting monetary damages. Lancaster and the Rosamond Community Services District ("Rosamond") respectfully request the motion be denied in its entirety or, alternatively, fees significantly reduced *by up to five times* for the following reasons:[2]

1. The Class settlement does not achieve a "significant benefit" for the Class members within the meaning of Code of Civil Procedure section 1021.5. While the settlement does impose a limit on the prescriptive rights that the settling Defendants will seek against the Willis Class, it does not resolve the Class members' rights in the Basin, as one of several issues left unresolved is whether the dormant landowners' rights may be subordinated.

2. Fees may only be awarded for time "reasonably spent." Class counsel entered the case in furtherance of the objective of the Court and Public Water Suppliers to achieve a comprehensive adjudication within the meaning of the McCarran Amendment -- but then once involved, Class counsel ran amok and ran up the bills. The amount of fees requested by Class counsel is excessive, unwarranted and outrageous. As just one example, Class attorneys appear to have spent nearly 1,000 hours in connection with written discovery and reviewing documents -- discovery that was not required to effectuate the limited settlement and documents the Class attorneys did not need to review.

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[1] The City of Lancaster ("Lancaster") is not a Public Water Supplier. On September 17, 2008, Lancaster affirmatively dismissed the First Cause of Action for Prescription contained in the Public Water Suppliers' First Amended Cross-Complaint.

[2] Lancaster and Rosamond join in the opposition briefs filed by the other Public Water Suppliers.

3. The Class is requesting fees in an amount that can only be described as shocking. Class counsel made no attempt to "prune" fees to what is reasonable, but instead padded hours and used block billing entries. The trial court should not simply reduce the Class' lodestar hours to "what they should have asked for in the first place." (*Christian Research Institute v. Alnor*, 165 Cal.App.4th, 1315, 1329 (2008) [affirmative reduction in time from over 600 hours to 71 hours].) Instead, case law holds that to discourage such greed, a trial court would be acting within its discretion if it denied an inflated fee request outright. Case law further provides that if any fees are awarded, the court would be acting within its discretion if it reduced the lodestar by up to five times -- which in this case equals a total award of $450,000.

4. Any request for a positive multiplier should be denied. In fact, the court should apply a negative multiplier because the quality of legal representation is already accounted for in counsel's lodestar hourly rate, payment of any fees will fall upon rate-payers and will be paid out of limited public funds, and Class counsel did not prevail on seven of the eight causes of action set forth in the SAC. Thus, if the court decides to award fees, the lodestar should be decreased significantly to (i) reflect the Class' limited success in a settlement that could have been negotiated with limited participation of Class counsel, (ii) the outrageous number of hours claimed, and (iii) the fact that public agencies will be required to pay the bills. (*See San Diego Police Officers' Association v. San Diego Police Department*, 76 Cal.App.4th 19, 24 (1999) [affirming trial court's reduction of lodestar by five times the amount requested based in part on the fact that "award of fees would ultimately be borne by the taxpayers"].)

5. The Motion should be denied in its entirety as it relates to Lancaster for three reasons: (1) Lancaster does not claim prescriptive rights and dismissed its claim for prescription long ago, (2) Lancaster has not signed the settlement agreement and therefore the Class cannot be considered a "prevailing party" on any claim *vis a vis* Lancaster, and (3) requiring Lancaster to pay any portion of the award will result in its taxpayers having to effectively pay twice, as rate-payers of Public Water Suppliers operating within Lancaster will be called upon to pay any fee award -- and these Public Water Supplier rate-payers are also Lancaster taxpayers.

II. CLASS-COUNSEL IS NOT ENTITLED TO ANY ATTORNEYS' FEES UNDER CODE OF CIVIL PROCEDURE SECTION 1021.5.

A. This Case Did Not Confer a Significant Benefit Justifying an Award of Attorneys' Fees.

The outcome of the SAC did not confer a "significant benefit" justifying an award of any attorneys' fees. Code of Civil Procedure section 1021.5 gives the trial court discretion to award fees to a successful party if that party's action (1) vindicated an important public right, (2) conferred a significant benefit on the general public or a large class of persons, and (3) was necessary. (*Concerned Citizens v. City of La Habra*, 131 Cal.App.4th 329, 334 (2005).) "The award of fees under Section 1021.5 is an equitable function, and the trial court must realistically and pragmatically evaluate the impact of the litigation to determine the statutory requirements have been met." (*Id.*) An important right affecting the public interest and a significant public benefit are not synonymous. The burden is on the fee claimant to establish each prerequisite to an award of attorneys' fees under Section 1021.5. (*Ryan v. California Interscholastic Federation*, 94 Cal.App.4th 1033, 1044 (2001).)

The Willis Class has not met its burden to establish that this lawsuit has conferred a "significant benefit" upon its members. One of the central legal issues associated with the Willis Class is whether, in a basin-wide adjudication, the rights of dormant landowners have been subordinated. While the approved Willis Class settlement imposes a limit on the prescriptive right that the Defendants will seek against the Willis Class if prescription is ultimately proved to the satisfaction of the court, it also acknowledges that the issue of subordination of the rights of the dormant landowners is not resolved by the settlement. Section IV.D.2(a) provides:

> "If there is a subsequent Court decision whereby the Court determines that the Willis Class Members do not have overlying rights, this agreement shall not require settling defendants to give the Willis Class Members any right to pump from the native safe yield." (10:27-11:2.)

Because the Defendants have agreed in the settlement to only enforce any prescriptive rights to the extent of 15% of the Basin's Federally Adjusted Native Safe Yield, a situation is created where the Willis Class will of necessity seek to share in the other 85% correlatively with the other

landowners. This may well force the issue of whether dormant landowners are subordinated under *In Re Waters of Long Valley Creeks Stream System*, 25 Cal.3d 339, 355 (1979). In *Long Valley*, the California Supreme Court indicated that at least in the context of a State Water Resource Control Board adjudication, priority rights could be de-prioritized and quantified to create a sense of certainty. The fact that continuing to recognize a priority in unexercised overlying rights would impede management of groundwater resources was subsequently recognized by the California Supreme Court in a groundwater adjudication in the *City of Barstow v. City of Adelanto, et al.*, 23 Cal.4th, 1224, 1249, fn. 13 (2000).

Because the rights of the Class have not been firmly and finally resolved in the context of the adjudication, and because many issues as to the Class are left unresolved, a significant benefit has not been conferred upon them. An award of fees under these circumstances and at this time would be inappropriate.

III. CLASS COUNSEL'S HOURS ARE UNREASONABLE AND EXCESSIVE.

"A trial court may not rubberstamp a request for attorneys' fees, but must determine the number of hours *reasonably* expended." (*Donahue v. Donahue*, 1982 Cal.App.4th 259, 271 (2010); *italics original.*)) The lodestar should not be turned into a windfall, and a trial court should "consider whether the case was overstaffed, how much time the attorneys spent on particular claims, and whether the hours were reasonably expended." (*Christian Research, supra*, 165 Cal.App.4th at 1320.) "Attorneys fees may be awarded only for *hours reasonably spent*." (*Ketchum v. Moses*, 24 Cal.4th 1122, 1137 (2001); *italics original.*) "Trial courts must carefully review attorney documentation of hours expended; 'padding' in the form of inefficient or duplicative efforts is not subject to compensation." (*Id.* at 1132; *Serrano v. Unruh* (Serrano IV) 32 Cal.3d 621, 635 (1982) ["a fee request that appears unreasonably inflated is a special circumstance permitting the trial court to reduce the award or deny one all together."])

The United States Supreme Court cautioned against overbilling in public interest litigation:

> "[The trial court should] exclude . . . hours that were not "reasonably expended." . . . Cases may be overstaffed . . .. Counsel for the prevailing parties should make a good faith effort to exclude from a fee request hours that are excessive, redundant, or

otherwise unnecessary, just as a lawyer in private practice ethically is obligated to exclude such hours from his fee submission. In the private sector, billing judgment is an important component in fee setting. It is no less important here. Hours that are not properly billed to *one's client* are also not properly billed to *one's adversary* pursuant to statutory authority." (*Hensley v. Eckerhart*, 461 U.S. 424, 434 (1983); *italics original.*)

In one case, a court of appeal upheld a trial court's reduction in attorneys fees from $137,459 to $30,000 because the time claimed to be spent by the prevailing parties' attorneys was excessive where four attorneys and five paralegals worked on the case. (*Levy v. Toyota Motor Sales*, 4 Cal.App.4th 807, 815-816 (1992).) The trial court in *Levy* aptly summed up the problem as follows:

"There is a growing practice in this community of which I am aware, for attorneys to take advantage of cases in which attorneys fees are permitted by statute . . . [by] exaggerat[ing] the amount of their fees because they realize they are going to be awarded attorneys' fees." (*Levy, supra*, 4 Cal.App.4th at 812, fn. 1.)

A. <u>Hours Billed by Class Counsel are Excessive and Unreasonable</u>.

While most of the work by the Willis Class counsel was performed by Mr. Kalfayan and Mr. Zlotnick, a total of eight attorneys, three "clerks," a paralegal and a staff member billed a total of 5,990.5 hours from November 2006 through December 2010 -- an average of 120 hours per month for each month that counsel has been involved in the case. This is nothing short of outrageous. As stated by one appellate court, quoting the California Supreme Court:

"If the Court were required to award a reasonable fee when an outrageously unreasonably one has been asked for, claimants would be encouraged to make unreasonable demands, knowing that the only unfavorable consequence of such misconduct would be a reduction of their fee to what they should have asked for in the first place. *To discourage such greed, a severer reaction is needed.*" [Quoting *Serrano v. Unruh* (1982) 32 Cal.3d 621, 635; emphasis added.] Similarly, counsel may not submit a plethora of non-compensible, vague, block billed attorney time entries and expect particularlized, individual deletions as the only consequence. The trial court

can reasonably conclude counsel made no effort to prune the fee request to comply with the law. Counsel erred grievously by attempting to transfer that responsibility onto the trial court. The trial court can reasonably conclude counsel's disregard for the law undercut the credibility of their fee request and as officers of the court, *warranted a severe reaction.*" (*Christian Research, supra*, 165 Cal.App.4th at 1329; emphasis added.)

Specific evidence and examples of overbilling are detailed in the Opposition Brief filed by Los Angeles County Water Works District No. 40 and are incorporated herein by reference. Other instances of overbilling and/or where fees should be significantly reduced are discussed below.

1. <u>The Zlotnick Declaration and Billings</u>.

The Zlotnick Declaration indicates that "over the past 51 months, I have personally spent 1,363.75 hours working on this matter; my lodestar for this case is $613,687.50." (Zlotnick Decl., ¶ 8.) This means on average, Mr. Zlotnick spent 27 hours each month working on this case. Mr. Zlotnick was billing these hours while seven other lawyers for the Class billed away.

Moreover, Mr. Zlotnick's declaration claims that he spent 1,363.75 hours working on the matter, but the billings/invoices submitted in support of the motion only identified 670.25 hours. Mr. Zlotnick's bills also included significant "block billing" entries, which is frowned upon by the courts when reviewing fee claims.

2. <u>The Kalfayan Declaration and Billings</u>.

Paragraph 10 of the Kalfayan Declaration reflects that he spent countless hours on written discovery, reviewing technical documents, and assembling a data base. The question is "why?" Mr. Kalfayan is not a hydrologist, hydrogeologist or other expert, and therefore spent countless and unnecessary hours reviewing the documents. The same holds true for the countless hours spent on propounding written discovery. The settlement agreement now approved by this court could and should have been negotiated and finalized without any written discovery.

The Kalfayan Declaration further reflects that Mr. Kalfayan spent endless hours on unnecessary and unsuccessful efforts: the original complaint was defective and subject to a successful demurrer (Kalfayan Decl., ¶ 15.); Mr. Kalfayan brought an unsuccessful motion to strike

or enter judgment on the pleadings (Kalfayan Decl., ¶ 19.); the court denied Mr. Kalfayan's request for a jury trial (Kalfayan Decl., ¶ 20.); a motion to dismiss was unnecessary and wasteful (Kalfayan Decl., ¶ 21.); Mr. Kalfayan brought an unsuccessful motion for a court appointed expert when there was no authority for a civil litigant to pay for an opposing party's expert (Kalfayan Decl., ¶¶ 22-26.); Mr. Kalfayan spent hundreds of hours reviewing almost 90,000 pages of technical material -- a wasteful and unnecessary effort (Kalfayan Decl., ¶ 32.) The settlement that was ultimately approved could have been drafted and negotiated without Mr. Kalfayan performing any of the above work. Class counsel should not be rewarded for "running up the tab," bringing failed motions and performing unnecessary discovery.

A careful analysis of Mr. Kalfayan's billings is also revealing. As reflected in the opposition filed by County Waterworks District No. 40, hundreds of hours were billed for preparing a single opposition to a demurrer. Perhaps more egregious are the hours billed for written discovery and document review. While precise hours cannot be gleaned due to the block billed entries, it appears that approximately 520 hours were billed for written discovery and document review in 2008, and an additional 440 hours billed in 2009 -- for a total of 960 hours.

Class counsel has made an outrageous and unreasonable request for fees believing that the only consequence is a reduction of fees. As noted by our California Supreme Court in *Serrano, supra,* 32 Cal.3d at 621, "a severer reaction is needed" to discourage such greed. Class counsel made no effort to prune its fee request and is attempting to transfer that responsibility to this court. This court should not condone such actions.

3. <u>Class Counsel Cannot Recover Fees for Pursuing Unsuccessful Causes of Action</u>.

Trial courts should not award fees for pursuing separate and unsuccessful causes of action. (*Hammond v. Agran*, 99 Cal.App.4th 115, 130, fn. 6 (2002); *see also Hensley, supra,* 461 U.S. at 434-36 [if petitioner has pursued an unsuccessful claim that is unrelated to the successful claims, the trial court can exclude all hours litigating the unsuccessful claims]; *County of San Luis Obispo v. Abalone Alliance*, 178 Cal.App.3d 848, 869-70 (1986) [upholding trial court's reduction of fees of $220,669 to $82,500 (and denial of 150% multiplier) because the prevailing party was not completely

successful]; *San Bernardino Valley Audobon Society v. County of San Bernardino*, 155 Cal.App.3d 738, 757 (1984) [trial court properly deducted the amount of fees on unsuccessful causes of action from the total fees award].)

Here, the SAC includes eight causes of action for declaratory relief, quiet title, damages pursuant to the California Constitution Takings Clause, damages pursuant to the United States Constitution Takings Clause, public and private nuisance, trespass, conversion, and injunctive relief -- the latter of which is not a cause of action. The third through seventh causes of action all request monetary damages, and the Class was unsuccessful in pursuing these claims, yet billings submitted by Mr. Kalfayan reference hundreds of hours researching and pursuing these failed causes of action for monetary damages. A significant discount of the lodestar is required under these circumstances.

IV. THE 150% UPWARD MULTIPLIER CLASS COUNSEL HAS REQUESTED IS UNREASONABLE AND UNSUBSTANTIATED -- A SUBSTANTIAL NEGATIVE MULTIPLIER IS APPROPRIATE.

While courts have upheld multipliers, "the parties seeking the fee enhancement bears the burden of proof" to show that contingent risk, difficulty in the legal questions and quality of representation merit an upward multiplier. (*Ketchum, supra,* 24 Cal.4th at 1138.) The difficulty in the legal questions and the quality of representation are already accounted for in the hourly rate, so any multiplier for these factors would be "improper double accounting." (*Id.* at 1138.) In addition, the complexity of the issues is already accounted for in the billable hours. (*Blum v. Stenson*, 465 U.S. 886, 899 (1984).)

A multiplier may not be "imposed for the purpose of punishing the losing party." (*Ketchum, supra*, 24 Cal.4th at 1139.) A 150% multiplier would increase Mr. Kalfayan's hourly rate of $400 per hour and Mr. Zlotnick's hourly rate of $450 per hour to $600 per hour and $675 per hour, respectively. These rates would effectively punish the settling public agency Defendants. The California Supreme Court has cautioned that where the attorneys' fees award would not be paid out by a private wrongdoer, "but would ultimately fall upon the shoulders of California taxpayers," this factor weighs against a multiplier. (*Serrano v. Unruh*, (Serrano III), 20 Cal.3d 25, 49 (1978); *see*

also San Diego Police Officers' Association, supra, 76 Cal.App.4th at 24 [affirming trial court's reduction of lodestar by five times amount requested based in part on the fact that "award of fees would ultimately be borne by the taxpayer."]; *Andre v. City of West Sacramento*, 92 Cal.App.4th 532, 537 (2001) [attorneys to prevailing plaintiff in inverse condemnation cases may be reduced because they impose an unnecessary burden on public funds.])

"Needless to say, the trial court may not consider a multiplier when presented with an inflated, unreasonable fee request." (*Christian Research, supra,* 165 Cal.App.4th at 1329.) Furthermore, "the unjustified duplication of work . . . requires a negative multiplier decreasing the lodestar." (*Thayer v. Wells Fargo Bank*, 92 Cal.App.4th 819, 834 (2001).) Similarly, in *Californians for Responsible Toxics Management v. Kizer*, 211 Cal.App.3d 961, 975 (1989), the court approved a trial court's use of a 35% fractional multiplier because "Plaintiff did not succeed on any of its motions. Likewise, the Court made the factual finding that the result achieved was contributed to by 'many other agencies, political entities and individuals."

Here, the court has been presented with an inflated and unreasonable fee request that will be borne by rate payers of public agencies. As in *California for Responsible Toxics Management*, Class counsel failed on all its motions. Similarly, the approved settlement agreement was primarily the work of the settling Defendants. The court would be acting well within its discretion, consistent with the authorities cited above, applying a negative multiplier and reduce the lodestar by five times, resulting in a fee award of $450,000.

V. NO FEES OR COSTS SHOULD BE ACCESSED OR AWARDED AGAINST THE CITY OF LANCASTER.

At the request of County Waterworks District No. 40, Lancaster joined as a party to the Public Water Suppliers' First Amended Complaint, as it supported and continues to support the concept of a need for a comprehensive physical solution. Lancaster, however, only produces water as a overlyer. Therefore, on September 17, 2008, Lancaster filed a request for dismissal of the first cause of action of the first amended cross-complaint of the Public Water Suppliers' -- the cause of action which alleged prescriptive rights. Lancaster has never claimed prescriptive rights -- a fact that has been known to the Willis Class counsel all along. Given that the settlement only partially

resolves the issue of prescription between the Class and other public water agency/appropriators, no fee should be awarded against Lancaster.

The motion should be denied as to Lancaster for two additional reasons. First, as counsel for Lancaster will confirm to the Court, Lancaster, like the City of Los Angeles, State of California, and the Antelope Valley East-Kern Water Agency (none of whom where named in the Willis Class SAC) is an overlyer. Lancaster has repeatedly requested Class counsel dismiss Lancaster from the proceeding, but to date has been unsuccessful in negotiating the dismissal. An appropriate motion will be brought by Lancaster if it is not ultimately dismissed by the Willis Class from its SAC. Lancaster was not privy to the negotiations surrounding the settlement agreement and is not a signatory to the now approved settlement agreement. Because Lancaster is not a signatory to the settlement agreement, the Class cannot be considered a "prevailing party" as against Lancaster for the purpose of a fee award pursuant to Code of Civil Procedure section 1021.5. (*See Graham v. Daimler Chrysler*, 34 Cal.4th 553, 566, 575 (2005).)

A final reason that fees should not be awarded against Lancaster is that its taxpayers would effectively be hit twice. Both County Waterworks District No. 40 and Quartz Hill Water District provide water service within Lancaster's jurisdiction. If rate payers of those agencies residing within Lancaster city limits bear the burden of a fee award, those same people would effectively be paying twice -- both as water district rate payers and City taxpayers.

VI. CONCLUSION.

Class counsel became involved in this case solely to address pre-existing McCarran Amendment concerns. If Class counsel perceived its role was to only obtain a settlement or result consistent with the terms of the approved settlement agreement, that result could have been obtained with a fraction of the time or effort allegedly expended by Class counsel.

Because no real significant or final benefit has been conferred on the Class, the court would be justified in awarding nothing. Similarly, unreasonably inflated bills, as is the case here, is a special circumstance permitting the court to deny the fee request altogether. (*See Serrano IV, supra,* 32 Cal.3d at 635.) Alternatively, if the court awards fees, it would be acting within its discretion, and should in fact reduce the lodestar significantly -- up to five times of the requested lodestar -- because

of (1) unsuccessful motions, (2) unsuccessful causes of action, (3) unnecessary discovery, (4) block billed entries, (5) the utilization of eight attorneys, (6) excessive hourly rates, (7) the approved settlement agreement could have been negotiated at a small fraction of the time and costs expended, and (8) public agencies will ultimately be paying the fee award.

DATED: March 9, 2011

MURPHY & EVERTZ LLP

BY: _____

Douglas J. Evertz, Attorneys for Defendants City of Lancaster and Rosamond Community Services District

PROOF OF SERVICE

ANTELOPE VALLEY GROUNDWATER CASES
Judicial Council Coordination, Proceeding No. 4408

Santa Clara Case No. 1-05-CV 049053
Assigned to the Honorable Jack Komar
Los Angeles County Superior Court, Central, Dept. 1

I am a resident of the State of California, over 18 years of age and not a party to this action. I am employed in the County of Orange, State of California. My business address is 650 Town Center Drive, Suite 550, Costa Mesa, California 92626. On March 9, 2011, I served the within document(s):

OPPOSITION OF CITY OF LANCASTER AND ROSAMOND COMMUNITY SERVICES DISTRICT TO MOTION FOR AN AWARD FOR ATTORNEYS' FEES, REIMBURSEMENT OF EXPENSES; AND CLASS REPRESENTATIVE INCENTIVE AWARD

☒ by posting the document(s) listed above to the website http://www.scefiling.org, a dedicated link to the Antelope Valley Groundwater Cases; Santa Clara Case No. 1-05-CV 049053, Assigned to the Honorable Jack Komar, said document(s) is electronically served/distributed therewith.

☐ By transmitting via e-mail the document(s) listed above to the e-mail address(es) and/or fax number(s) set forth below on this date.

☐ by placing the document(s) listed above in a sealed Overnite Express envelope/package for overnight delivery at Costa Mesa, California addressed as set forth below.

☐ by causing personal delivery by Nationwide Legal of the document(s) listed above, to the person(s) at the address(es) set forth below.

I am readily familiar with Murphy & Evertz, LLP's practice for collecting and processing correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service on the same day that the correspondence is placed for collection and mailing, it is deposited in the ordinary course of business with the United States Postal Service, in a sealed envelope with postage fully prepaid.

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

Executed on March 9, 2011, at Costa Mesa, California.

Lorin Moreno

LORIN MORENO