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**EXEMPT FROM FILING FEES
UNDER GOVERNMENT CODE
SECTION 6103**

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11 Attorneys for Defendant and Cross-Complainant
12 LOS ANGELES COUNTY WATERWORKS
DISTRICT NO. 40

13 SUPERIOR COURT OF THE STATE OF CALIFORNIA
14 COUNTY OF LOS ANGELES – CENTRAL DISTRICT

15
16 **ANTELOPE VALLEY
GROUNDWATER CASES**

17 Included Actions:
18 Los Angeles County Waterworks District
No. 40 v. Diamond Farming Co., Superior
19 Court of California, County of Los
Angeles, Case No. BC 325201;

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

23 Wm. Bolthouse Farms, Inc. v. City of
Lancaster, Diamond Farming Co. v. City of
24 Lancaster, Diamond Farming Co. v.
Palmdale Water Dist., Superior Court of
25 California, County of Riverside, Case Nos.
RIC 353 840, RIC 344 436, RIC 344 668
26

Judicial Council Coordination No. 4408

CLASS ACTION

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

**DECLARATION OF JEFFREY V. DUNN
RE SERVICE OF WILLIS CLASS NOTICE
OF SETTLEMENT AND PUBLICATION
OF SUMMARY NOTICE**

DECLARATION OF JEFFREY V. DUNN

I, Jeffrey V. Dunn, declare as follows:

1. I am a partner with the law firm of Best Best & Krieger LLP, counsel for defendant Los Angeles County Waterworks District No. 40 ("District 40"). I have personal knowledge of the facts stated herein and, if called upon to do so, I could testify to these facts.

2. On January 10, 2011, District 40 caused the Notice of Settlement (attached as Exhibit "A") to be sent by first class mail to all persons known to be members of the Willis Class.

3. District 40 has also caused the Summary Notice of Proposed Class Action Settlement (attached as Exhibit "B") of a readable size to be published as follows:

- (a) In the Los Angeles Times on January 18, 2011;
- (b) In the Antelope Valley Press on January 18, 2011; and
- (c) In the Bakersfield Californian on January 21, 2011.

4. Attached hereto as Exhibit "C" are true and correct copies of the proofs of publication of the Summary Notice of Proposed Class Action Settlement for the Willis Class.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed this 26th day of April, 2011, at Irvine, California.



Jeffrey V. Dunn

EXHIBIT A

**SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF LOS ANGELES**

REBECCA LEE WILLIS, on behalf of)
herself and all others similarly situated,)

Plaintiff,)

vs.)

LOS ANGELES COUNTY)
WATERWORKS DISTRICT NO. 40;)
CITY OF LANCASTER; CITY OF)
PALMDALE; PALMDALE WATER)
DISTRICT; LITTLEROCK CREEK)
IRRIGATION DISTRICT; PALM RANCH)
IRRIGATION DISTRICT; QUARTZ HILL)
WATER DISTRICT; ANTELOPE)
VALLEY WATER CO.; ROSAMOND)
COMMUNITY SERVICE DISTRICT; and)
DOES 1 through 1,000;)

Defendants.)

JUDICIAL COUNCIL COORDINATION)
PROCEEDING NO. 4408)

**NOTICE OF PROPOSED WILLIS
CLASS ACTION SETTLEMENT
AND SETTLEMENT HEARING**

DATE: December 17, 2010
TIME: 9:00 a.m.
PLACE: Superior Court of Los Angeles
County, Courtroom 1 (5th Floor)
111. N. Hill Street
Los Angeles, CA

**TO: PRIVATE LANDOWNERS WITHIN THE ANTELOPE VALLEY
THIS LEGAL NOTICE MAY AFFECT YOUR PROPERTY RIGHTS.
PLEASE READ IT CAREFULLY.**

1. Why should I read this Notice?
2. What is this lawsuit about?
3. Who is covered by the proposed settlement?
4. What are the terms of the proposed settlement?
5. What do I need to do?
6. Can I exclude myself from the Class?
7. Why, when and where will the Settlement Hearing take place?
8. Who represents Plaintiff and the Class?
9. Why does Plaintiff's Counsel favor the Settlement?
10. How will Plaintiff's Counsel's fees be paid?
11. Will I have to pay anything?
12. Will I receive any monetary compensation?

Exh C – Notice of Proposed Settlement

13. What happens if the Settlement is approved by the Court?
14. What happens if the Settlement is not approved by the Court?
15. Where can I get additional information?
16. What are the Relevant Dates?
17. May I Pump Water on My Property?
18. What if I sell my property?

1. WHY SHOULD I READ THIS NOTICE

Available records indicate that you may own property in the Antelope Valley Groundwater Basin. Your property rights may be affected by the proposed settlement of this lawsuit. Your right to object to or comment on that settlement is described below. In addition, this notice contains important information about your disclosure obligations in the event you sell your property. **PLEASE TAKE THE TIME TO READ THIS IMPORTANT LEGAL NOTICE, WHICH IS DIFFERENT FROM THE PRIOR NOTICE SENT TO YOU ABOUT THIS CASE.**

2. WHAT IS THIS LAWSUIT ABOUT?

Under California law, property owners have a right to pump groundwater (water underneath the surface) and use it for reasonable purposes on their overlying land. In this case, however, the naturally available supply of water in the Basin may not be adequate to satisfy the needs of everyone who wants to use that water. Plaintiff Willis brought this action to protect her right and that of other "dormant" Antelope Valley landowners (i.e., persons who do not now and have not previously pumped groundwater on their properties) to pump groundwater and use the water on their properties in the future. She claims that she and other such landowners have water rights which are superior to the rights of certain public water suppliers and entities (listed as defendants on page 1) to use that water. The public water suppliers claim that their historical pumping has given them superior water rights.

This lawsuit has been consolidated with other pending cases relating to groundwater rights in the Antelope Valley, but the proposed settlement only concerns this case.

3. WHO IS COVERED BY THE PROPOSED SETTLEMENT?

You have been designated as a possible class member because records indicate that you own property in the Antelope Valley. The Willis class includes all private (i.e., non-governmental) landowners within the Antelope Valley Groundwater Basin who do not pump and have not pumped water on their properties, with certain exceptions set out below. A map of the Basin is attached to this notice.

You are not in the Class if you do not own real property within the Basin. In addition, you are NOT in the Class if any of the following are true as to you:

1. You pump groundwater on your property or have ever pumped water on your property; or
2. Your property is connected to and receives water from a public water system, public utility or mutual water company; or

3. You are already a party to this litigation.

4. WHAT ARE THE TERMS OF THE PROPOSED SETTLEMENT?

The following is a summary of the basic terms and conditions of the proposed settlement. You may view the complete settlement agreement at www.avgroundwater.com. If you do not have Internet access, you may request a copy of the settlement agreement by writing to the following: Antelope Valley Groundwater Litigation, P.O. Box _____, Riverside, CA.

In summary, the proposed settlement provides as follows: (capitalized terms are defined in the Agreement).

- a. The Class agrees not to contest the Settling Defendants' estimates of the Basin's Native Safe Yield as long as it is at least 82,300 acre feet of water per year. In the absence of agreement by all parties in the consolidated actions, the Court will determine the Basin's Native Safe Yield.
- b. The Class agrees not to contest the Settling Defendants' estimates of the Basin's Total Safe Yield as long as it is at least 110,500 acre feet of water per year. In the absence of agreement by all parties in the consolidated actions, the Court will determine the Basin's Total Safe Yield.
- c. The parties agree that the United States has a Federal Reserved Right to some portion of the Basin's Native Safe Yield, the amount of which will be determined by the Court.
- d. The Settling Parties agree that the Settling Parties each have rights to produce groundwater from the Basin's Native Safe Yield, as follows: (i) Settling Defendants collectively have the right to produce up to 15% of the Basin's Federally Adjusted Native Safe Yield; and (ii) the Willis Class has a correlative right (along with other overlying landowners) to produce up to 85% of the Federally Adjusted Native Safe Yield.
- e. All parties have the right to recapture return flows from water that they had imported. The Class agrees not to contest the Settling Defendants' estimates that such return flows total 28,200 acre-feet per year, of which 25,100 acre-feet is from municipal and industrial use.
- f. The Settling Parties agree that the Basin has limited water resources and that there is a need for a groundwater management plan for the Basin. The Parties have agreed to be bound by such a plan, as may later be ordered by the Court.
- g. The Settlement contains mutual releases of the claims the Settling Parties have asserted against each other in the litigation. The Settlement specifically provides that it will not prejudice the rights of non-settling parties.

5. WHAT DO I NEED TO DO?

You are not required to do anything. However, if you wish to object to the settlement or to Plaintiffs' Counsel's Application for Fees and Expenses, you must file a Notice of Intent to Appear and Be Heard with the Clerk, Los Angeles County Superior Court, 111 N. Hill Street, Los Angeles, CA 90012. That Notice must be received by December 3, 2010 for it to be considered and must briefly state the position(s) you wish to take with respect to the Settlement and/or any related matters, such as counsel's fee application. In addition, you must send a copy of that Notice to the following attorneys by that date:

Exh C – Notice of Proposed Settlement

Exhibit A

Ralph B. Kalfayan, Esquire
rkalfayan@kkbs-law.com
Krause Kalfayan Benink & Slavens LLP
625 Broadway, Suite 635
San Diego, CA 92101
Class Counsel

Jeffrey V. Dunn, Esquire
Jeffrey.dunn@BBKLAW.com
Best Best & Krieger LLP
5 Park Plaza, Suite 1500
Irvine, CA 92614
Liaison Counsel for Defendants

6. CAN I EXCLUDE MYSELF FROM THE CLASS?

No. Class members were previously given the opportunity to exclude themselves from the Class, but you may not do so at this time. If you previously excluded yourself from the Class and wish to rejoin the Class, you may request the Court's approval to do so by contacting Ms. Rowena Walker, Clerk, at _____.

7. WHY, WHEN, AND WHERE WILL THE SETTLEMENT HEARING TAKE PLACE?

The Court must approve the proposed settlement after a fairness hearing in order for the settlement to become effective. That fairness hearing will take place on December 17, 2010, at 9:00 a.m. in Courtroom 1 on the fifth floor of the Stanley Mosk Courthouse, 111 N. Hill Street, Los Angeles, CA 90012. *You are welcome to attend that hearing but you are not required to attend.*

Any class member may appear in person or through counsel and state his or her comments on or objections to the proposed settlement and/or on counsel's fee application, *but only if he or she files a Notice of Intent to Appear and Be Heard pursuant to the procedures set forth in paragraph 5, above, on or before December 3, 2010.*

8. WHO REPRESENTS PLAINTIFF AND THE CLASS?

Plaintiff and the Class are represented by the following attorneys in this matter:

Ralph B. Kalfayan, Esquire rkalfayan@kkbs-law.com
David B. Zlotnick, Esquire david@kkbs-law.com
Krause Kalfayan Benink & Slavens LLP
625 Broadway, Suite 635
San Diego, CA 92101
(619) 232-0331
(619) 232-4019 (fax)

9. WHY DOES CLASS COUNSEL SUPPORT THE SETTLEMENT?

Class Counsel believe that the settlement reflects a reasonable and fair resolution of the claims asserted in this matter. The Settling Defendants assert that they have prescriptive rights to substantially more than 15% of the Basin's Native Safe Yield; the Class asserts that the Settling Defendants have no such prescriptive rights. Counsel believe that the Settlement fairly compromises the parties' positions.

Under the Settlement, the Class has agreed not to contest the Settling Defendants

estimates of the Basin's yield because we are confident that the Court will have adequate information to make an informed and fair determination of the Basin's yield. Other parties to the litigation have retained numerous experts who will provide evidence that will aid the Court in that determination.

10. HOW WILL PLAINTIFF'S COUNSEL'S FEES BE PAID?

Plaintiffs' counsel will petition for an award of fees and expenses to be paid by the Settling Defendants. *You will not be responsible to pay any portion of their fees.*

Plaintiffs' counsel have worked on this matter for almost 4 years without being paid and they have advanced considerable amounts to pay for out-of-pocket expenses, including travel, hearing transcripts, consultants, etc. Plaintiffs' Counsel reserve the right to seek a fee award of up to \$4.5 million to compensate them for their time and expenses in representing the Class in this matter. The Court will ultimately determine whether counsel are entitled to a fee award and the appropriate amount of any such award.

11. WILL I HAVE TO PAY ANYTHING?

No. You will not be required to pay anything in connection with the proposed settlement.

12. WILL I RECEIVE ANY MONETARY COMPENSATION FROM THE SETTLEMENT?

No. The settlement does not provide you with any monetary benefits. It simply preserves your correlative rights to use the groundwater under your property for reasonable and beneficial purposes.

13. WHAT HAPPENS IF THE SETTLEMENT IS APPROVED BY THE COURT?

If the Settlement is approved, the above litigation will be over. But the consolidated cases will continue until all claims to groundwater rights in the Basin have been settled or decided and a management plan has been adopted to protect the Basin. The extent to which the Class will need to participate in those matters or other aspects of the consolidated cases is unclear at this time.

14. WHAT HAPPENS IF THE SETTLEMENT IS NOT APPROVED BY THE COURT?

If the settlement is not approved, the settlement agreement will be null and void and the parties will be returned to their prior positions in the litigation.

15. WHERE CAN I GET ADDITIONAL INFORMATION?

The amended complaint and certain other documents from the litigation are available at www.avgroundwater.com. In addition, that website has a list of answers to certain other questions you may have and it has an e-mail address for you to obtain information if you have further questions. That website will be updated from time to time to advise you of the status of this litigation. Or you may call the following number for information: _____. Also, all of the documents filed in the case are available on the court's website at <http://www.scefilling.org/cases/casehome.jsp?caseId=19>.

Exh C – Notice of Proposed Settlement

16. WHAT ARE THE RELEVANT DATES?

The Settlement Hearing is scheduled for _____. If you wish to be heard at the Hearing, you must file a Notice of Intent to Appear and Be Heard with the Clerk, Los Angeles County Superior Court. **That Notice must be received by _____ 2010 for it to be considered.** In addition, by that date, you must send a copy of that Notice to the attorneys identified in paragraph 5, above.

17. MAY I PUMP WATER ON MY PROPERTY?

Yes. There are presently no restrictions on your ability to pump water on your property or the amount that you can pump for reasonable and beneficial uses on your property. However, it is likely that there will be limits imposed on the amount of pumping in the near future and that pumpers will be required to install meters on their pumps. *Hence, we strongly urge anyone who installs a pump on their property to make sure that it has a meter that will accurately record the amount of water pumped.* That will be less costly for you than being required to later install a meter on an existing pump.

18. WHAT HAPPENS IF I SELL MY ANTELOPE VALLEY PROPERTY?

If the Settlement is approved by the Court, anyone who acquires your property will be bound by the terms of the Settlement. Hence, you should disclose the terms of the Settlement to anyone who may acquire your Antelope Valley property.

PLEASE DO NOT CALL OR WRITE THE COURT OR CLERK'S OFFICE. IF YOU HAVE ANY QUESTIONS, PLEASE CONSULT YOUR OWN COUNSEL, VISIT THE WEB SITES LISTED ABOVE, OR WRITE TO CLASS COUNSEL AT THE ADDRESS ABOVE.

Dated: _____, 2010

BY ORDER OF THE SUPERIOR COURT OF
CALIFORNIA FOR THE COUNTY OF LOS
ANGELES

EXHIBIT B

**SUMMARY NOTICE OF PROPOSED CLASS ACTION SETTLEMENT
IN WILLIS V. LOS ANGELES COUNTY WATERWORKS DIST. NO. 40, ET AL.**

This Summary Notice is to advise you that there is a proposed settlement of the above class action, which is pending on behalf of persons who own land in the Antelope Valley Basin, as defined by the Court, on which they do not pump water (with certain specific exceptions). The proposed settlement does not provide any monetary compensation to the Class members, but protects Class Members' rights to make reasonable future uses of the groundwater underlying their properties.

On October __, 2010, the Superior Court for Los Angeles County granted preliminary approval of the proposed settlement, subject to further consideration at a fairness hearing scheduled for December 17, 2010. The terms of the proposed settlement, as well as Class Members' options, are more fully detailed in a Notice of Proposed Class Action Settlement that was previously mailed to the last known addresses of all class members. You may find a copy of that Notice, as well as the Settlement Agreement and other relevant documents at <http://www.avgroundwater.com/Index.html>. Alternatively, you may call (800) _____ to request a copy of the NOTICE.

THE COURT HAS MADE NO DECISION AS TO LIABILITY AND THIS NOTICE IS NOT AN EXPRESSION OF ANY OPINION ON THE MERITS OF THE CLAIMS ASSERTED IN THE ACTION.

EXHIBIT C

RECORDING/FILING REQUESTED BY AND MAIL TO:
Best Best & Krieger LLP
5 Park Plaza, Suite 1500
Irvine, CA 92614

PROOF OF PUBLICATION
(California Code of Civil Procedure 2010, 2015.5)

STATE OF CALIFORNIA
County of Los Angeles

I am a citizen of the United States and a resident of the aforesaid County. I am over the age of eighteen years (18) years, and not a party to or interested in the above-entitled matter. I am the Principal Clerk of the printer of the **LOS ANGELES TIMES**, a newspaper of general circulation, printed and published DAILY in the City of Los Angeles, County of Los Angeles and which newspaper was adjudged a newspaper of general circulation by the Superior Court of the County of Los Angeles, State of California, under the date of April 28, 1952, Case Number 598599. The notice, a true and correct copy of which is annexed, has been published in each regular and entire issue of said newspaper on the following dates, to wit:

TUESDAY; JANUARY 18, 2011

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

Dated at Los Angeles, California,

This 20th day of January 2011



Signature

Angelina de Cordova

**SUMMARY NOTICE OF PROPOSED CLASS ACTION SETTLEMENT
IN WILLIS V. LOS ANGELES COUNTY WATERWORKS DIST.
NO. 40; ET AL.**

This Summary Notice is to advise you that there is a proposed settlement of the above class action, which is pending on behalf of persons who own land in the Antelope Valley Basin, as defined by the Court on which they do not pump water, (with certain specific exceptions). The proposed settlement does not provide any monetary compensation to the Class members, but protects Class Members' rights to make reasonable future uses of the groundwater underlying their properties.

On November 18, 2010, the Superior Court for Los Angeles County granted preliminary approval of the proposed settlement, subject to further consideration at a fairness hearing scheduled for February 24, 2011. The terms of the proposed settlement, as well as Class Members' options, are more fully detailed in a Notice of Proposed Class Action Settlement that was previously mailed to the last known addresses of all class members. You may find a copy of that Notice, as well as the Settlement Agreement and other relevant documents at <http://www.avgroundwater.com/index.html>. Alternatively, you may call (818) 282-0331 to request a copy of the NOTICE.

THE COURT HAS MADE NO DECISION AS TO LIABILITY AND THIS NOTICE IS NOT AN EXPRESSION OF ANY OPINION ON THE MERITS OF THE CLAIMS ASSERTED IN THE ACTION.



ESTABLISHED 1915

Mailing Address: P.O. Box 4050, Palmdale, California 93590-4050

January 18, 2011

BEST BEST & KRIEGER LLP
DANIEL S. ROBERTS
5 PARK PLAZA, SUITE 1500
IRVINE CA 92614

RE: Proof of Publication

Attn: DANIEL S. ROBERTS

Enclosed please find the Proof of Publication for the SUMMARY NOTICE OF PROPOSED CLASS ACTION SETTLEMENT published on January 18, 2011.

Thank you again for considering the Antelope Valley Press for your publication needs. If you need further assistance, please do not hesitate to contact me at (661) 267-4112.

Sincerely,

A handwritten signature in black ink, appearing to read "Alison Adams", written over a stylized logo for "Valley Press" in a cursive font.

Alison Adams
Legal Advertising Coordinator

Enclosure

Exhibit C

44939 10th Street West, Lancaster, California 93534-2313 • (661) 273-2700 • Fax (661) 949-3593
37404 Sierra Highway, Palmdale, California • (661) 273-2700 • Fax (661) 947-4870

PROOF OF PUBLICATION

(2015.5 C.C.P.)

The space above for filing stamp only

STATE OF CALIFORNIA

County of Los Angeles

} ss

SUMMARY NOTICE OF PROPOSED CLASS ACTION SETTLEMENT

I am a citizen of the United States and a resident of the County aforesaid; I am over the age of eighteen years, and not a party to or interested in the above entitled matter. I am the principal clerk of the printer of the Antelope Valley Press, a newspaper of general circulation, printed and published daily in the City of Palmdale, County of Los Angeles, and which newspaper has been adjudged a newspaper of general circulation by the Superior Court of the County of Los Angeles, State of California, under date of October 24, 1931, Case Number 328601; Modified Case Number 657770 April 11, 1956; also operating as the Ledger-Gazette, adjudicated a legal newspaper June 15, 1927, by Superior Court decree No. 224545; also operating as the Desert Mailer News, formerly known as the South Antelope Valley Foothill News, adjudicated a newspaper of general circulation by the Superior Court of the County of Los Angeles, State of California on May 29, 1967, Case Number NOC564 and adjudicated a newspaper of general circulation for the City of Lancaster, State of California on January 26, 1990, Case Number NOC10714, Modified October 22, 1990; that the notice, of which the annexed is a printed copy (set in type not smaller than nonpareil), has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:

January 18, 2011

I certify (or declare) under penalty of perjury that the fore-going is true and correct.


Signature

Dated: January 18, 2011
Executed at Palmdale, California

SUMMARY NOTICE OF PROPOSED CLASS ACTION SETTLEMENT IN WILLIS V. LOS ANGELES COUNTY WATERWORKS DIST. NO. 40, ET AL.

This Summary Notice is to advise you that there is a proposed settlement of the above class action, which is pending on behalf of persons who own land in the Antelope Valley Basin, as defined by the Court, on which they do not pump water (with certain specific exceptions). The proposed settlement does not provide any monetary compensation to the Class members, but protects Class Members' rights to make reasonable future uses of the groundwater underlying their properties.

On November 18, 2010, the Superior Court for Los Angeles County granted preliminary approval of the proposed settlement, subject to further consideration at a fairness hearing scheduled for February 24, 2011. The terms of the proposed settlement, as well as Class Members' options, are more fully detailed in the Notice of Proposed Class Action Settlement that was previously mailed to the last known addresses of all class members. You may find a copy of that Notice, as well as the Settlement Agreement and other relevant documents at <http://www.svggroundwater.com/index.html>. Alternatively, you may call (818) 232-0331 to request a copy of the NOTICE.

THE COURT HAS MADE NO DECISION AS TO LIABILITY AND THIS NOTICE IS NOT AN EXPRESSION OF ANY OPINION ON THE MERITS OF THE CLAIMS ASSERTED IN THE ACTION.
Publish: 1/18/11

Valley Press

37404 SIERRA HWY., PALMDALE CA 93550
Telephone (661)267-4112/Fax (661)947-4870

Exhibit C

PROOF OF PUBLICATION

(2015.5 C.C.P.)

The space above for filing stamp only

STATE OF CALIFORNIA

County of Los Angeles

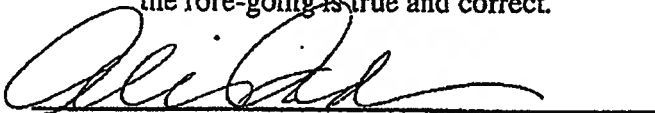
} ss

SUMMARY NOTICE OF PROPOSED CLASS ACTION SETTLEMENT

I am a citizen of the United States and a resident of the County aforesaid; I am over the age of eighteen years, and not a party to or interested in the above entitled matter. I am the principal clerk of the printer of the Antelope Valley Press, a newspaper of general circulation, printed and published daily in the City of Palmdale, County of Los Angeles, and which newspaper has been adjudged a newspaper of general circulation by the Superior Court of the County of Los Angeles, State of California, under date of October 24, 1931, Case Number 328601; Modified Case Number 657770 April 11, 1956; also operating as the Ledger-Gazette, adjudicated a legal newspaper June 15, 1927, by Superior Court decree No. 224545; also operating as the Desert Mailer News, formerly known as the South Antelope Valley Foothill News, adjudicated a newspaper of general circulation by the Superior Court of the County of Los Angeles, State of California on May 29, 1967, Case Number NOC564 and adjudicated a newspaper of general circulation for the City of Lancaster, State of California on January 26, 1990, Case Number NOC10714, Modified October 22, 1990; that the notice, of which the annexed is a printed copy (set in type not smaller than nonpareil), has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:

January 18, 2011

I certify (or declare) under penalty of perjury that the fore-going is true and correct.



Signature

Dated: January 18, 2011
Executed at Palmdale, California

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On November 18, 2010, the Superior Court for Los Angeles County granted preliminary approval of the proposed settlement, subject to further consideration at a fairness hearing scheduled for February 24, 2011. The terms of the proposed settlement, as well as Class Members' options, are more fully detailed in a Notice of Proposed Class Action Settlement that was previously mailed to the last known addresses of all class members. You may find a copy of that Notice, as well as the Settlement Agreement and other relevant documents at <http://www.avgroundwater.com/index.html>. Alternatively, you may call (819) 232-0331 to request a copy of the NOTICE.

THE COURT HAS MADE NO DECISION AS TO LIABILITY AND THIS NOTICE IS NOT AN EXPRESSION OF ANY OPINION ON THE MERITS OF THE CLAIMS ASSERTED IN THE ACTION.
Publish: 1/18/11

Valley Press

37404 SIERRA HWY., PALMDALE CA 93550
Telephone (661)267-4112/Fax (661)947-4870

Exhibit C

PROOF OF PUBLICATION

The BAKERSFIELD CALIFORNIAN
P.O. BOX 440
BAKERSFIELD, CA 93302

Ad Number: 12242676 PO#: 1
Edition: TBC Run Times
Class Code Legal Notices
Start Date 1/21/2011 Stop Date 1/21/2011
Billing Lines 24 Inches 144.92
Total Cost \$ 221.21 Account 1259861
Billing LAW OFFICES OF BEST BEST & KR
Address 5 PARK PLAZA 1500
IRVINE, CA 92614

LAW OFFICES OF BEST BEST &
KRIEGER
5 PARK PLAZA 1500
IRVINE, CA 92614

STATE OF CALIFORNIA
COUNTY OF KERN

I AM A CITIZEN OF THE UNITED STATES AND A RESIDENT OF THE COUNTY AFORESAID; I AM OVER THE AGE OF EIGHTEEN YEARS, AND NOT A PARTY TO OR INTERESTED IN THE ABOVE ENTITLED MATTER. I AM THE ASSISTANT PRINCIPAL CLERK OF THE PRINTER OF THE BAKERSFIELD CALIFORNIAN, A NEWSPAPER OF GENERAL CIRCULATION, PRINTED AND PUBLISHED DAILY IN THE CITY OF BAKERSFIELD COUNTY OF KERN,

AND WHICH NEWSPAPER HAS BEEN ADJUDGED A NEWSPAPER OF GENERAL CIRCULATION BY THE SUPERIOR COURT OF THE COUNTY OF KERN, STATE OF CALIFORNIA, UNDER DATE OF FEBRUARY 5, 1952, CASE NUMBER 57610; THAT THE NOTICE, OF WHICH THE ANNEXED IS A PRINTED COPY, HAS BEEN PUBLISHED IN EACH REGULAR AND ENTIRE ISSUE OF SAID NEWSPAPER AND NOT IN ANY SUPPLEMENT THEREOF ON THE FOLLOWING DATES, TO WIT: 1/21/11

ALL IN YEAR 2011

I CERTIFY (OR DECLARE) UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.



DATED AT BAKERSFIELD CALIFORNIA

1/21/11

Solicitor I.D.: 0

First Text

SUMMARY NOTICE OF PROPOSED CLASS ACTION

Ad Number 12242676

**SUMMARY NOTICE OF PROPOSED CLASS ACTION SETTLEMENT
IN WILLIS V. LOS ANGELES COUNTY WATERWORKS DIST. NO. 40, ET AL.**

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THE COURT HAS MADE NO DECISION AS TO LIABILITY AND THIS NOTICE IS NOT AN EXPRESSION OF ANY OPINION ON THE MERITS OF THE CLAIMS ASSERTED IN THE ACTION.

January 21, 2011 (12242676)

Exhibit C

PROOF OF PUBLICATION

The BAKERSFIELD CALIFORNIAN
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STATE OF CALIFORNIA
COUNTY OF KERN

I AM A CITIZEN OF THE UNITED STATES AND A RESIDENT OF THE COUNTY AFORESAID; I AM OVER THE AGE OF EIGHTEEN YEARS, AND NOT A PARTY TO OR INTERESTED IN THE ABOVE ENTITLED MATTER. I AM THE ASSISTANT PRINCIPAL CLERK OF THE PRINTER OF THE BAKERSFIELD CALIFORNIAN, A NEWSPAPER OF GENERAL CIRCULATION, PRINTED AND PUBLISHED DAILY IN THE CITY OF BAKERSFIELD COUNTY OF KERN,

AND WHICH NEWSPAPER HAS BEEN ADJUDGED A NEWSPAPER OF GENERAL CIRCULATION BY THE SUPERIOR COURT OF THE COUNTY OF KERN, STATE OF CALIFORNIA, UNDER DATE OF FEBRUARY 5, 1952, CASE NUMBER 57610; THAT THE NOTICE, OF WHICH THE ANNEXED IS A PRINTED COPY, HAS BEEN PUBLISHED IN EACH REGULAR AND ENTIRE ISSUE OF SAID NEWSPAPER AND NOT IN ANY SUPPLEMENT THEREOF ON THE FOLLOWING DATES, TO WIT: 1/21/11

ALL IN YEAR 2011

I CERTIFY (OR DECLARE) UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.



DATED AT BAKERSFIELD CALIFORNIA

1/21/11

Solicitor I.D.: 0

First Text
SUMMARY NOTICE OF PROPOSED CLASS ACTION

Ad Number 12242676

**SUMMARY NOTICE OF PROPOSED CLASS ACTION SETTLEMENT
IN WILLIS V. LOS ANGELES COUNTY WATERWORKS DIST. NO. 90, ET AL.**

This Summary Notice is to advise you that there is a proposed settlement of the above class action, which is pending on behalf of persons who own land in the Antelope Valley Basin, as defined by the Court, on which they do not pump water (with certain specific exceptions). The proposed settlement does not provide any monetary compensation to the Class members, but protects Class Members' rights to make reasonable future uses of the groundwater underlying their properties.

On November 18, 2010, the Superior Court for Los Angeles County granted preliminary approval of the proposed settlement, subject to further consideration at a fairness hearing scheduled for February 26, 2011. The terms of the proposed settlement, as well as Class Members' options, are more fully detailed in a Notice of Proposed Class Action Settlement that was previously mailed to the last known addresses of all class members. You may find a copy of that Notice, as well as the Settlement Agreement and other relevant documents at <http://www.svwgroundwater.com/index.html>. Alternatively, you may call (619) 232-0331 to request a copy of the NOTICE.

THE COURT HAS MADE NO DECISION AS TO LIABILITY AND THIS NOTICE IS NOT AN EXPRESSION OF ANY OPINION ON THE MERITS OF THE CLAIMS ASSERTED IN THE ACTION.

January 21, 2011 (12242676)

Exhibit C

PROOF OF SERVICE

I, Kerry V. Keefe, declare:

I am a resident of the State of California and over the age of eighteen years, and not a party to the within action; my business address is Best Best & Krieger LLP, 5 Park Plaza, Suite 1500, Irvine, California 92614. On April 26, 2011, I served the within document(s):

DECLARATION OF JEFFREY V. DUNN RE SERVICE OF WILLIS CLASS NOTICE OF SETTLEMENT AND PUBLICTAION OF SUMMARY NOTICE

- by posting the document(s) listed above to the Santa Clara County Superior Court website in regard to the Antelope Valley Groundwater matter.
- by placing the document(s) listed above in a sealed envelope with postage thereon fully prepaid, in the United States mail at Irvine, California addressed as set forth below.
- by causing personal delivery by ASAP Corporate Services of the document(s) listed above to the person(s) at the address(es) set forth below.
- by personally delivering the document(s) listed above to the person(s) at the address(es) set forth below.
- I caused such envelope to be delivered via overnight delivery addressed as indicated on the attached service list. Such envelope was deposited for delivery by Federal Express following the firm's ordinary business practices.

I am readily familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

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

Executed on April 26, 2011, at Irvine, California.


Kerry V. Keefe

LAW OFFICES OF
BEST BEST & KRIEGER LLP
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IRVINE, CALIFORNIA 92614

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