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VIA EMAIL ONLY

January 23, 2008

Richard G. Zimmer, Esq.
Clifford & Brown
1430 Truxtun Avenue, Suite 900
Bakersfield, CA 93301-5230

**Re: ANTELOPE VALLEY GROUNDWATER CASES
Santa Clara County Superior Court Case No.: 1-05-CV-049053
Judicial Council Coordination Proceeding No. 4408**

Dear Mr. Zimmer:

Your email letter dated January 21, 2008, which seeks to circulate a Stipulation with "All Counsel", in order to expedite your attempt to file the attached Amended Cross-Complaint of Bolthouse Properties, LLC., and Cross-Complaint of Wm. Bolthouse Farms, Inc., is highly unusual, radically improper and ill-timed.

In light of the pending March 3, 2008, hearing on Blum Trustee's Motions to Strike / Dismiss & Demurrer to Wm. Bolthouse Farms, Inc., Second Amended Complaint to Quiet Title; and Demurrer to Bolthouse Properties, LLC., Cross-Complaint, I find your conduct unwarranted and prejudicial to my responsive pleadings, as well as beyond the standards of our profession and legal process.

Similarly, your suggestion of placing a mandatory obligation on "All Counsel" to either raise an objection within ten (10) days, or otherwise you will seek Court approval based on a lack of objection exceeds reason, without foundation, and injurious to all parties before the Court, including those who you omit within your Stipulation that are not represented by "Counsel".

Although you previously engaged in this same ex-parte solicitation procedure via your Letter dated August 2, 2002, relative to the filing of Wm. Bolthouse Farms, Inc. Second Amended Complaint to Quiet Title, now that I am a party to this litigation, I hereby request that you immediately refrain from such tactics in the future. Consequently, without exception, a motion before the Court shall be your only recourse.

Moreover, it is obvious that your clients have vexatious tendencies, as the

above-stated filings by Bolthouse now represents three (3) separate pleadings concerning the same subject matter and parties.

Consistent with your adversarial pattern and practice against all parties, it is also reasonably foreseeable that your clients' vexatious propensities will be revisited in the future under a claim of 'overdraft basin' once a Watermaster is appointed in this case.

I sincerely hope and trust that you will govern your actions in accordance with this letter heretofore, and therefore proceed accordingly.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Sheldon R. Blum', with a large, circular flourish at the end.

SHELDON R. BLUM, Esq.