

EXHIBIT B

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

**ANTELOPE VALLEY
GROUNDWATER CASES**

) **JUDICIAL COUNCIL COORDINATION
) PROCEEDING NO. 4408**

This Pleading Relates to Included Action:
REBECCA LEE WILLIS, on behalf of
herself and all others similarly situated,

) **CASE NO. BC 364553**

Plaintiff,

vs.

) **[PROPOSED] ORDER GRANTING
) PRELIMINARY APPROVAL OF CLASS
) ACTION SETTLEMENT AND
) DIRECTING NOTICE TO THE CLASS**

LOS ANGELES COUNTY WATERWORKS)
DISTRICT NO. 40; CITY OF LANCASTER;)
CITY OF LOS ANGELES; 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;

) **Date: October 7, 2010
) Time: 9:00 a.m.
) Dept: 1
) Judge: Hon. Jack Komar
) Coordination Trial Judge**

Defendants.

This matter has come before the Court on the Motion of Plaintiff Rebecca Lee Willis (the
“Motion”) for Preliminary Approval of the Stipulation of Settlement (the “Stipulation” or the
“Settlement”) between and among Rebecca Lee Willis and the Willis Class, on the one hand; and
Los Angeles County Waterworks District No. 40 (“District 40), the City of Palmdale, Palmdale
Water District, Littlerock Creek Irrigation District, Palm Ranch Irrigation District, Quartz Hill

1 Water District, California Water Service Company, Rosamond Community Service District,
2 Phelan Pinon Hills Community Services District, Desert Lake Community Services District, and
3 North Edwards Water District (collectively, "Settling Defendants"), on the other hand.

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

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

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

24 3. A final approval hearing shall be held by this Court on December 17, 2010, at
25 9:00 a.m., to consider and finally determine:

26 a. Whether the Settlement should be finally approved as fair, reasonable, and
27 adequate;

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11. The Court reserves the right to adjourn the Settlement Hearing without further notice other than posting on the case website.

Dated: October __, 2010

Judge of the Superior Court