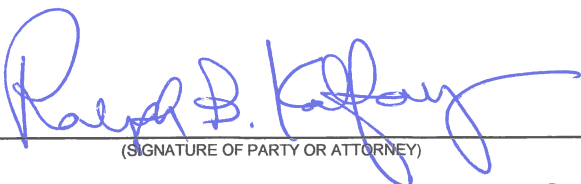


<p>ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, State Bar number, and address): Ralph B. Kalfayan, Esq. #133464 Krause, Kalfayan, Benink & Slavens, LLP 550 West C Street, #530 San Diego, CA 92101 TELEPHONE NO.: 619-232-0331 FAX NO. (Optional): 619-232-4019 E-MAIL ADDRESS (Optional): rkalfayan@kkbs-law.com ATTORNEY FOR (Name): Plaintiff and the Willis Class</p>	<p>FOR COURT USE ONLY</p>
<p>SUPERIOR COURT OF CALIFORNIA, COUNTY OF Los Angeles STREET ADDRESS: 111 N. Hill Street MAILING ADDRESS: 111 N. Hill Street CITY AND ZIP CODE: Los Angeles CA 90012 BRANCH NAME: Central Division</p>	
<p>PLAINTIFF/PETITIONER: Rebecca Lee Willis, et al. DEFENDANT/RESPONDENT: Los Angeles County Waterworks, et al OTHER:</p>	<p>CASE NUMBER: BC 364553 JUDICIAL OFFICER: Hon. Jack Komar</p>
<p>PROPOSED ORDER (COVER SHEET)</p>	<p>DEPT.:</p>

NOTE: This cover sheet is to be used to electronically file and submit to the court a proposed order. The proposed order sent electronically to the court must be in PDF format and must be attached to this cover sheet. In addition, a version of the proposed order in an editable word-processing format must be sent to the court at the same time as this cover sheet and the attached proposed order in PDF format are filed.

1. Name of the party submitting the proposed order: Plaintiff David Estrada and the Willis Class
2. Title of the proposed order: [Proposed] Order Awarding Plaintiffs' Counsel Attorneys' Fees and Reimbursement of Expenses
3. The proceeding to which the proposed order relates is:
 - a. Description of proceeding: Second Supplemental Motion for Award of Attorneys' Fees, Reimbursement of Expenses and Class Representative Incentive Award
 - b. Date and time: March 21, 2016 @ 1:30 P.M.
 - c. Place: Superior Court of California, County of San Jose
 Dept. TBD, 191 North First Street, San Jose, CA 95113
4. The proposed order was served on the other parties in the case.

Ralph B. Kalfayan, Esq.
 (TYPE OR PRINT NAME)


 (SIGNATURE OF PARTY OR ATTORNEY)

CASE NAME: Willis, et al. v. L.A. County Waterworks,	CASE NUMBER: BC 364553
--	---------------------------

**PROOF OF ELECTRONIC SERVICE
PROPOSED ORDER**

1. I am at least 18 years old and **not a party to this action.**
 - a. My residence or business address is (*specify*): Krause, Kalfayan, Benink & Slavens, LLP
550 West "C" Street, Suite 530
San Diego, CA 92101
 - b. My electronic service address is (*specify*): cbarba@kkbs-law.com
2. I electronically served the *Proposed Order (Cover Sheet)* with a proposed order in PDF format attached, and a proposed order in an editable word-processing format as follows:
 - a. On (*name of person served*) (*If the person served is an attorney, the party or parties represented should also be stated*): See attached Proof of Service
 - b. To (*electronic service address of person served*):
 - c. On (*date*):
 - d. At (*time*):

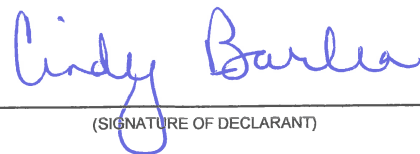
Electronic service of the *Proposed Order (Cover Sheet)* with the attached proposed order in PDF format and service of the proposed order in an editable word-processing format on additional persons are described in an attachment.

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

Date: January 22, 2016

Cindy Barba

(TYPE OR PRINT NAME OF DECLARANT)



(SIGNATURE OF DECLARANT)

1 Ralph B. Kalfayan (SBN 133464)
Phillip E. Stephan (SBN 283818)
2 KRAUSE KALFAYAN BENINK &
SLAVENS, LLP
3 550 West C Street, Suite 530
San Diego, CA 92101
4 Tel: (619) 232-0331
Fax: (619) 232-4019
5

6 Class Counsel for the Willis Class
7

8 SUPERIOR COURT OF THE STATE OF CALIFORNIA
9 FOR THE COUNTY OF LOS ANGELES

10 ANTELOPE VALLEY GROUNDWATER
11 CASES

12 This Pleading Relates to Included Action:
13 REBECCA LEE WILLIS and DAVID
14 ESTRADA, on behalf of themselves and all
others similarly situated,

15 *Plaintiffs,*

16 v.

17 LOS ANGELES COUNTY WATERWORKS
18 DISTRICT NO. 40; CITY OF LANCASTER;
19 CITY OF PALMDALE; PALMDALE
20 WATER DISTRICT; LITTLEROCK CREEK
IRRIGATION DISTRICT; PALM RANCH
21 IRRIGATION DISTRICT; QUARTZ HILL
WATER DISTRICT; ANTELOPE VALLEY
22 WATER CO.; ROSAMOND COMMUNITY
SERVICE DISTRICT; PHELAN PINON
23 HILL COMMUNITY SERVICE DISTRICT;
and DOES 1 through 1,000;

24 *Defendants.*

RELATED CASE TO JUDICIAL COUNCIL
COORDINATION PROCEEDING NO. 4408

Case No. BC 364553

**[PROPOSED] ORDER AWARDING
PLAINTIFFS' COUNSEL ATTORNEYS'
FEES AND REIMBURSEMENT OF
EXPENSES**

Date: March 21, 2016

Time: 1:30 P.M.

Place: San Jose Superior Court
191 North First Street
San Jose, CA 95113

Judge: Hon. Jack Komar

25 The Court, having considered Plaintiffs' Second Supplemental Motion for an Award of
26 Attorneys' Fees and Reimbursement of Expenses and the Memorandum of Points and Authorities
27 and Declarations in support thereon, and after hearing, hereby finds that:

28 1. Plaintiffs' Second Supplemental Motion for Attorneys' Fees and Reimbursement of

1 Expenses (the “Motion”) requests an award of attorneys’ fees of \$2,143,340. Further, Plaintiffs’
2 counsel request reimbursement of out-of-pocket litigation costs and expenses in the amount of
3 \$105,107.62.

4 2. The Court finds that the Plaintiffs are entitled to recover their fees and costs under
5 California C.C.P. sections 1021.5 and 1033.5. Section 1021.5 authorizes the award of attorney’s
6 fees to a prevailing party when (1) the action has resulted in the enforcement of an important right
7 affecting the public interest; (2) a significant benefit has been conferred on the general public or a
8 large class of persons; and (3) the necessity and financial burden of private enforcement are such
9 to make the award appropriate.

10 3. The Willis Class’ rights have been protected by this physical solution and a comprehensive
11 adjudication could not be achieved without the Class’ participation. The Judgment and physical
12 solution have resulted in the enforcement of an important public right that affected the public
13 interest. A significant benefit has been conferred on the class of over 65,000 landowners and the
14 public at large. The necessity and financial burden of private enforcement are such to make an
15 award appropriate. Class counsel are also entitled to an award of costs in the amount of
16 \$105,107.62.

17 4. The hours expended and hourly rates claimed by Class counsel are reasonable.
18 Given the contingent fee nature of the case and the substantial risks undertaken by Class Counsel,
19 a 1.5 multiple of their lodestar is fair and reasonable.

20 5. Upon consideration of the Motion and accompanying Declarations and based upon
21 all matters of record including the pleadings and papers filed in this action, the Court hereby finds
22 that the fee requested is reasonable and proper, and that the costs and expenses incurred by
23 plaintiffs’ counsel were necessary, reasonable and proper.

24 Accordingly, it is hereby ORDERED and DECREED that:

25 A. Plaintiffs’ counsel are awarded attorneys’ fees of \$_____.

26 B. Plaintiffs’ counsel are awarded reimbursement of their litigation costs and expenses
27 in the amount of \$105,107.62.
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

C. The attorneys' fees awarded and reimbursement of litigation costs and expenses shall be paid by the Public Water Suppliers. They are directed to meet and confer and agree upon an allocation of these fees and costs.

IT IS SO ORDERED.

Dated: _____

Honorable Jack Komar,
Judge of the Superior Court