

Exhibit 11

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

14 Coordination Proceeding
Special Title (Rule 1550(b))

Judicial Council Coordination
Proceeding No. 4408

15 ANTELOPE VALLEY GROUNDWATER
16 CASES

(Honorable Jack Komar)

17 RICHARD A. WOOD, an individual, on
18 behalf of himself and all others similarly
situated,

Case No.: BC 391869

19
20 Plaintiff,

**SUPPLEMENTAL DECLARATION
OF MICHAEL D. MCLACHLAN IN
SUPPORT OF MOTION FOR
APPROVAL OF AWARD OF
ATTORNEY FEES AND COSTS**

21 v.

22 LOS ANGELES COUNTY
WATERWORKS DISTRICT NO. 40; et al.

Date: January 7, 2014
Time: 10:00 a.m.
Dept: Los Angeles Superior Court, Old
Dept 1

23 Defendants.
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1 **SUPPLEMENTAL DECLARATION OF MICHAEL D. MCLACHLAN**

2 I, Michael D. McLachlan, declare:

3 1. I make this declaration of my own personal knowledge, except where stated
4 on information and belief, and if called to testify in Court on these matters, I could do so
5 competently.

6 2. I am co-counsel of record of record for Plaintiff Richard Wood and the
7 Class, and am duly licensed to practice law in California. I make this declaration in
8 support of the Motion for Approval of Award of Attorney Fees and Costs.

9 3. I was first asked to participate in this litigation during the summer of 2007.
10 I was later contacted by David Zlotnick in October of 2007, but due to my schedule and
11 some other concerns, declined to participate at that time. I did give Mr. Zlotnick a
12 number of potential names of class action attorneys to contact, and did in fact contact
13 three on my own in an effort to help him, to no avail. I remained in sporadic contact with
14 Mr. Zlotnick over the next six months, and he informed me in or about early May of 2008
15 that he had exhausted all potential contacts and was unable to find a qualified attorney
16 willing to take on the matter.

17 4. Attached as Exhibit 4 is a true and correct copy of the relevant portions of
18 the hearing transcript of December 18, 2007.

19 5. The inherent problems with the inability to recover expert costs, and hence
20 the inability retain work product experts, has been extremely challenging. So much so
21 that unless and until the law changes in this regard, I would never take this sort of case
22 again. Being put in the profoundly anxiety provoking and stressful position of being ever
23 on the verge of non-self-induced malpractice, on the one hand, and being forced to donate
24 large sums of unrecoverable case costs to a lawsuit of serious risk, is not a situation I
25 would wish on anyone.

26 6. On a particle day-to-day level, not having access to an expert for five years
27 on a case of this technical nature, made it extremely challenging to litigate. If I did not
28 have more than 20 years' experience working with hydrologists, hydrogeologists, and

1 engineers, as well as my own science background, it would have been impossible to
2 adequately represent the Class.

3 7. In the early phase of my involvement in this litigation, I conducted a
4 nationwide survey of cases, as well as an internet search, in order to determine whether a
5 class action

6 8. The example of purportedly excessive legal research D40 attempts to
7 reference in September of 2011 (Opp. 10:1-4), involved in fact absolutely no legal
8 research. D40 overstates the quantity of work at 21.9 hours, and also mistakes what is
9 entirely technical research on numerous water use issues impacting the Class, and
10 directly relevant to the then-ongoing but settlement discussions as well as the substance
11 of the overall litigation. While a portion of this work might have been done by an expert
12 witness, D40 did its level best to stop any expert work until December of 2012. I will
13 also note that I did use a paralegal where appropriate on this task (see September 7, 2011,
14 3.8 hours).

15 9. I am not shy in using paralegal where the work to be performed is properly
16 paralegal work. As can be seen by the billing records, we used nearly 500 hours of
17 paralegal time on this case. Like most contingent lawyers, I use sound judgment in
18 deploying my staffing resources, as well as my own time. The division of labor in my
19 office, which at all relevant times has also included Mr. O'Leary's office, is one lawyer
20 (two if you include Mr. O'Leary), paralegals, and administrative staff.

21 10. D40 questions my review and summary of the deposition transcripts of its
22 key defense experts prior to the Phase Three Trial. This is standard practice for me in
23 preparing for trial, although I typically do this only for the more important witnesses, as
24 was the case here. And, much of this work involved preparing my examination outlines
25 for the witnesses in question. It should also be noted that I did not attend the depositions
26 of several of these witnesses, so my analysis and review of their transcripts was necessary
27 in any event. Similarly, D40 criticizes me for having spent almost 70 hours reviewing
28 and analyzing the incredible mass of data and reports generated by the parties and

1 experts. Again, all of this work in November of 2011 was necessary in preparation for
2 the Phase 3 Trial. Some of this work might have been performed by an expert witness
3 (perhaps only a small portion), but D40 insisted that we litigate without such an expert.
4 Given the choice lay down and do nothing in the face of these obstacles, or to zealously
5 pursue the interests of my client and Class, I chose the latter, as would have any
6 responsible attorney.

7 11. All but one of the remaining time entries D40 questions, totaling
8 approximately 32 hours, was all directly related to the Phase 3 and Phase 4 trials. It is
9 unknown exactly how much discovery material was produced and generated in those
10 years, but it was many thousands of pages (and I believe well over 10,000 pages). It
11 would have been impossible to litigate this case without reviewing some of these
12 materials, and it is frankly surprising to me that I did not spend much more time doing so
13 (I am certain that I did not record a good bit of my time spent in this regard, but I have
14 now surrendered that time).

15 12. The one other entry D40 challenges, on June 11, 2010, related to the data
16 generated by class member survey, as well as the nearly 700 responses to the class
17 questionnaire. This work related to primarily two things: the identification of non-class
18 members and an assessment of the data that class members could provide regarding their
19 water use. This was all property attorney work. As the Court can see in the time entries
20 during the summer of 2010, I left nearly all of the paralegal-type work on these projects
21 to paralegals, as is reflected in the large amounts of paralegal time.

22 13. What is also of note is that D40 does not cite to a single instance of block
23 billing, or duplicative billing by either Class Counsel.

24 14. Attached hereto as Exhibit 5 is a true and correct copy of San Francisco
25 Daily Journal Article published on August 12, 2012 summarizing the Valeo 2012
26 Halftime Report, as survey of legal billing rates conducted by Valeo Partners, LLC. This
27 survey shows the average partner and associate billing rates in Los Angeles are \$797 and
28 \$550 respectively, and in San Francisco, \$750 and \$495, respectively.

1 15. Attached as Exhibit 6 are several Westlaw CourtExpress Legal Billing
2 Reports for many California attorneys in 2009. These rates support a market rate above
3 the negotiated rate of \$550.

4 16. Attached as Exhibit 7 is ALM's Daily Report dated February 22, 2011 of
5 for many California attorneys. These rates support a market rate above the negotiated
6 rate of \$550.

7 17. The following are some rates that have been found reasonable by Courts in
8 California: *Charlebois v. Angels Baseball LP* (C.D.Cal. May 30, 2012) 2012 U.S.Dist.
9 LEXIS 91069 [disability access class action; 22 years of experience, \$630 for 2012];
10 *Molina, et al. v. Lexmark Inter'l*, LASC Case No. BC 339177 [class action for vacation
11 pay; 17 years, \$600, and 20 years, \$550 for 2012]; *Stonebrae v. Toll Bros.* (N.D.Cal.
12 2011) 2011 U.S.Dist. LEXIS 39832 [commercial action; 18 years, \$515 in 2010]; *Wren v.*
13 *RGIS Inventory Specialists* (N.D.Cal. 2011) 2011 U.S.Dist LEXIS 38667 [class action;
14 17 years, \$650 in 2010]; *Anderson v. Nextel Retail Stores, LLC* (C.D.Cal. 2010) U.S.Dist.
15 LEXIS 71598 [wage and hour; 14 years, \$655 in 2010].

16 18. Attached as Exhibit 8 is a true and correct copy of a 2010 Order in the
17 Central District of California awarding a Los Angeles attorney (Douglas Silverstein),
18 with 15 years of experience, an hourly rate of \$700 in a wage and hour class action.

19 19. In the event it is of relevance to the Court, attached as Exhibit 9 is a true
20 and correct copy of the allocation table used by the Settling Defendants to set the
21 payment percentages in the Settlement Agreement. This table is based upon relative
22 groundwater production by the various public water suppliers during the period of 2000-
23 2006. The numbers found in this table come from the Summary Expert Report, discovery
24 documents, and data produced by the water suppliers in this litigation.

1 I declare under penalty of perjury under the laws of the State of California that the
2 foregoing is true and correct. Executed this 1st day of January, 2014, at Los Angeles,
3 California.

4 Michael
5 McLachlan



Digitally signed by Michael McLachlan
DN: cn=Michael McLachlan, o=Law
Offices of Michael D. McLachlan, ou,
email=mike@mclachlanlaw.com, c=US
Date: 2014.01.01 09:03:15 -08'00'

6 Michael D. McLachlan

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Exhibit 4

1 LOS ANGELES, CA; TUESDAY, DECEMBER 18, 2007; 9:00 A.M.

2 DEPARTMENT NO. 1 HON. JACK KOMAR, JUDGE

3 CASE NO.: SANTA CLARA CASE NO. 1-05-CV-049053

4 CASE NAME: ANTELOPE VALLEY GROUNDWATER CASES

5 APPEARANCES: (AS NOTED ON TITLE PAGE)

6

7 (CHARLOTTE NICHOLAS MOHAMED, CSR #2384)

8 ---0---

9 THE COURT: GOOD MORNING.

10 IN THE ANTELOPE VALLEY MATTERS, THIS IS THE TIME
11 SET FOR HEARING ON THE MOTION TO AMEND AND TO CERTIFY A CLASS.
12 IT IS ALSO HERE FOR A STATUS CONFERENCE AND A CASE MANAGEMENT
13 CONFERENCE.

14 I THINK WE HAVE A LARGE NUMBER OF PEOPLE ON THE
15 TELEPHONE, AND SEVERAL COUNSEL ARE HERE. I THINK WHAT WE WILL
16 DO FIRST IS GET APPEARANCES FROM THOSE WHO ARE HERE. AND I'D
17 REMIND EACH OF YOU WHO ARE HERE AND ON THE TELEPHONE, WHEN YOU
18 SPEAK, PLEASE IDENTIFY YOURSELF EACH TIME FOR THE BENEFIT OF
19 THE COURT REPORTER.

20 ALL RIGHT. SO LET'S HAVE COUNSEL WHO ARE
21 PRESENT.

22 MR. DOUGHERTY: GOOD MORNING, YOUR HONOR.

23 ROBERT DOUGHERTY FOR ANTELOPE VALLEY UNITED
24 MUTUAL GROUP.

25 MR. WEINSTOCK: GOOD MORNING, YOUR HONOR.

26 HENRY WEINSTOCK FOR TEJON RANCH.

27 MR. LEMIEUX: GOOD MORNING, YOUR HONOR.

28 WAYNE LEMIEUX, SPECIAL APPEARANCE FOR THE

1 ANTELOPE VALLEY STATE WATER CONTRACTORS ASSOCIATES.

2 MY SON KEITH WILL BE HERE IN A MOMENT. HE IS IN
3 ANOTHER DEPARTMENT APPEARING ON BEHALF OF LITTLEROCK CREEK
4 IRRIGATION DISTRICT AND SEVERAL OTHERS FOR WHICH HE HAS
5 APPEARED IN THE PAST.

6 MR. EVERTZ: GOOD MORNING, YOUR HONOR.

7 DOUG EVERTZ FOR THE CITY OF LANCASTER.

8 MS. GOLDSMITH: GOOD MORNING, YOUR HONOR.

9 JANET GOLDSMITH FOR THE CITY OF LOS ANGELES.

10 MR. MARKMAN: GOOD MORNING, YOUR HONOR.

11 JAMES MARKMAN FOR THE CITY OF PALMDALE.

12 MR. BUNN: GOOD MORNING, YOUR HONOR.

13 THOMAS BUNN FOR PALMDALE WATER DISTRICT AND
14 QUARTZ HILL WATER DISTRICT.

15 MR. DAVIS: GOOD MORNING, YOUR HONOR.

16 MICHAEL DAVIS, MARLENE ALLEN-HAMMARLUND, AND TINA
17 BRISTER OF GRESHAM SAVAGE NOLAN AND TILDEN FOR SERVICE ROCK
18 PRODUCTS, FOR HEALY ENTERPRISES, AND FOR SHEEP CREEK WATER
19 COMPANY.

20 MR. TOOTLE: GOOD MORNING, YOUR HONOR.

21 JOHN TOOTLE FOR CALIFORNIA WATER SERVICE COMPANY.

22 MR. ZLOTNICK: GOOD MORNING, YOUR HONOR.

23 DAVID ZLOTNICK FOR PLAINTIFF WILLIS.

24 MR. BRUNICK: BILL BRUNICK FOR ANTELOPE VALLEY EAST KERN
25 WATER AGENCY.

26 MR. PFAEFFLE: GOOD MORNING.

27 FRED PFAEFFLE, L.A. COUNTY WATER WORKS DISTRICT
28 40.

1 MR. DUNN: GOOD MORNING, YOUR HONOR.

2 JEFFREY DUNN FOR L.A. COUNTY WATER WORKS DISTRICT
3 NUMBER 40 AND ROSAMOND COMMUNITY SERVICES DISTRICT.

4 MR. FIFE: GOOD MORNING, YOUR HONOR.

5 MICHAEL FIFE, ANTELOPE VALLEY GROUNDWATER
6 AGREEMENT ASSOCIATION.

7 THE COURT: ALL RIGHT. LET'S HAVE TELEPHONIC
8 APPEARANCES, PLEASE.

9 MR. CROW: GOOD MORNING, YOUR HONOR.

10 MICHAEL CROW FOR THE STATE OF CALIFORNIA.

11 MR. BLUM: GOOD MORNING, YOUR HONOR.

12 SHELDON BLUM ON BEHALF OF THE SHELDON R. BLUM
13 TRUST.

14 MR. KIEL: GOOD MORNING, YOUR HONOR.

15 PETER KIEL FOR [INTELLIGIBLE]

16 [SUBSEQUENT STATED TELEPHONE APPEARANCES UNINTELLIGIBLE]

17 THE COURT: OKAY. NOW I WANT EVERYBODY TO STOP FOR A
18 MOMENT. WE MISSED A COUPLE. ACCORDING TO THE REPORTER WE
19 MISSED ALOT OF YOU.

20 SO I'M GOING TO ASK TELEPHONIC TO START OVER
21 AGAIN, SPEAK SLOWLY, AND SPELL YOUR LAST NAME.

22 MR. CROW: MICHAEL CROW, C-R-O-W, FOR THE STATE OF
23 CALIFORNIA.

24 MR. BLUM: SHELDON BLUM FOR SHELDON R. BLUM TRUST,
25 B-L-U-M.

26 MR. KIEL: PETER KIEL, K-I-E-L, FOR COUNTY SANITATION
27 DISTRICTS.

28 MR. HERREMA: BRAD HERREMA, H-E-R-R-E-M-A, FOR ANTELOPE

1 VALLEY GROUNDWATER AGREEMENT ASSOCIATION.

2 MR. FATES: TED FATES, F-A-T-E-S, FOR DEL SUR RANCH LLC.

3 MR. LEININGER: THIS IS LEE LEININGER FOR THE UNITED
4 STATES, SPELLED L-E-I-N-I-N-G-E-R.

5 THE COURT: ALL RIGHT. ANY OTHERS?

6 MR. SANDERS: CHRIS SANDERS, S-A-N-D-E-R-S.

7 THE COURT: ALL RIGHT. ANY OTHERS ON THE TELEPHONE?

8 MR. ZIMMER: YES, YOUR HONOR.

9 RICHARD ZIMMER, Z-I-M-M-E-R, FOR BOLTHOUSE
10 PROPERTIES AND WILLIAM BOLTHOUSE FARMS.

11 MR. MELIN: AND, YOUR HONOR, THIS A FELIPE MELIN
12 REPRESENTING COPA DE ORO.

13 THE COURT: SPELL YOUR LAST NAME, COUNSEL.

14 MR. MELIN: M-E-L-I-N.

15 THE COURT: ANY OTHERS?

16 [NO AUDIBLE RESPONSE]

17 THE COURT: ALL RIGHT. WE HAVE SEVERAL MATTERS NOW TO
18 TALK ABOUT AND WE ARE GOING TO START WITH MR. ZLOTNICK,
19 REPRESENTING MISS WILLIS.

20 MR. ZLOTNICK: GOOD MORNING, YOUR HONOR..

21 THE COURT: GOOD MORNING.

22 I RECEIVED ESSENTIALLY A STATUS STATEMENT FROM
23 YOU BUT IT WAS NOT CLEAR TO ME WHAT YOU INTENDED TO DO.

24 MR. ZLOTNICK: YOUR HONOR, AS THE COURT IS AWARE, I
25 MEAN, AT THIS POINT, YOUR HONOR DID CERTIFY A CLASS AND MISS
26 WILLIS AS A REPRESENTATIVE FOR THE NON-PUMPING GROUP.

27 AT THIS POINT, DESPITE GOOD FAITH EFFORTS AND

28 OBVIOUSLY I HAD HOPED AND EXPECTED WE WOULD BE BEYOND THIS

1 STAGE BUT WE STILL DON'T HAVE EITHER A PROPOSED REPRESENTATIVE
2 OR DEFINITIVE AGREEMENT FROM COUNSEL TO REPRESENT THE GROUP OF
3 PUMPERS, SMALL PUMPERS.

4 SO I HAVE BEEN TALKING TO PEOPLE, WITHOUT TRYING
5 TO TWIST ARMS, TRYING TO USE MY PERSUASIVE EFFORTS, AND YET WE
6 HAVEN'T MADE ANY PROGRESS IN REALITY OR AT LEAST, YOU KNOW,
7 NONE THAT HAS REACHED THAT STAGE WHERE I CAN SAY THAT THERE
8 IS -- THAT WE HAVE A REPRESENTATIVE AND/OR COUNSEL.

9 SO ONE OF THE ISSUES -- AND THIS HAS BEEN A
10 STUMBLING BLOCK AND A CONCERN OF MR. MC LACHLAN WHO HAD
11 EARLIER INDICATED THAT HE WAS INTERESTED IN PROCEEDING AS
12 COUNSEL -- ONE OF THE ISSUES THAT HE HAS IS THAT HE HAS A
13 SMALL OFFICE AND IT IS HIS CONCERN THAT HE WOULD BE INUNDATED
14 WITH TELEPHONE CALLS FROM CLASS MEMBERS, AND THAT WOULD BE A
15 PROBLEM FOR HIM TO HANDLE THAT, GIVEN THE PRIOR EXPERIENCES
16 THAT HE HAS DEALING WITH SIMILAR TYPES OF CLASSES.

17 I'VE TRIED TO DISCUSS THAT WITH THEM AND COME UP
18 WITH WAYS THAT MIGHT AMELIORATE THAT PROBLEM. ONE
19 POSSIBILITY IS OBVIOUSLY IF WE WERE ABLE TO DEFER SENDING
20 NOTICE, FOR SOME PERIOD OF TIME AT LEAST, THAT WOULD OBVIOUSLY
21 ELIMINATE THAT CONCERN. HE WOULDN'T BE GETTING HUNDREDS OF,
22 WHATEVER, CALLS FROM PEOPLE. HE MAY GET A FEW BECAUSE OF
23 REPORTS FROM THE PRESS, BUT NOTHING VERY SIGNIFICANT.

24 I DID BROACH THAT IDEA WITH MR. DUNN WHO, WITHOUT
25 COMMITTING HIS CLIENT, CERTAINLY FELT THAT HIS CLIENT WOULD
26 RATHER SEND ONE NOTICE AT THE END, YOU KNOW, LATER ON IN THE
27 CASE, IF POSSIBLE, YOU KNOW, IN THE CONTEXT OF THE SETTLEMENT
28 RATHER THAN HAVE TO GO THROUGH THE EXPENSE TWICE. SO THAT IS

1 ONE POSSIBILITY.

2 I HAVE CALLS OUT THERE. SOMEBODY COULD CALL ME
3 TOMORROW AND SAY THEY ARE HAPPY TO STEP FORWARD. I'VE BEEN
4 SPEAKING TO PEOPLE AND ENCOUNTERED PEOPLE WHO INDICATED
5 INTEREST BEFORE, YOU KNOW, TURNS OUT HAVE ONE PROBLEM OR
6 ANOTHER WHEN PUSH COMES TO SHOVE.

7 SO I'M IN AN AWKWARD POSITION BECAUSE I'M NOT --
8 I CAN'T REPRESENT THEM. I AM REPRESENTING THE OTHER SUB
9 CLASS. AND I CAN'T EVEN PROMISE THEM AT THIS POINT WHO WOULD
10 BE REPRESENTING THEM.

11 SO IT HAS BEEN A FRUSTRATING PROCESS, AND I'M
12 SORRY BUT WE HAVE MADE NO REAL PROGRESS.

13 THE COURT: IN TERMS OF THE NON-PUMPING CLASS, AT THIS
14 POINT, AT THIS EARLY STAGE OF THESE PROCEEDINGS, IS THEIR
15 INTEREST DIFFERENT THAN THE SMALL PUMPER WHO MAY HAVE A WELL
16 IN THE BACKYARD OR ON THE ACRE OR TWO THAT IS OWNED BY THE
17 PARTY, SUCH THAT THERE IS A CONFLICT THAT WOULD PRECLUDE THIS
18 CASE PROCEEDING WITH THE CLASS CERTIFIED?

19 I'M LOOKING FOR A WAY TO MOVE THIS CASE ALONG TO
20 AVOID FURTHER DELAYS AND TO GET INTO SOME OF THE SUBSTANTIVE
21 ISSUES WHICH WE CANNOT DO --

22 MR. ZLOTNICK: RIGHT.

23 THE COURT: -- UNLESS THE COURT HAS JURISDICTION OVER
24 ALL THE PARTIES.

25 MR. ZLOTNICK: I UNDERSTAND, YOUR HONOR.

26 WELL, I WILL -- I MEAN, I THINK TO ANSWER YOUR
27 HONOR'S QUESTION, AT THIS STAGE I DON'T THINK THERE IS A
28 CONFLICT. I THINK WHEN YOU GET TO THE SELF-HELP ISSUE THEN

1 THERE IS A POTENTIAL CONFLICT YOU HAVE OF TRYING TO NEGOTIATE
2 A SETTLEMENT. IN THAT CONTEXT THERE IS A CONFLICT.

3 I THINK IF THERE WERE -- IF IT WERE STRUCTURED SO
4 THAT THERE WERE ONE CLASS AND MY OFFICE WAS APPOINTED AS LEAD
5 CLASS COUNSEL, AND THE CALLS WERE DIRECTED TO US, THAT
6 MR. MC LACHLAN WAS SORT OF SUB-CLASS COUNSEL FOR THE OTHER
7 PUMPING GROUP, THAT MIGHT BE ANOTHER WAY TO SOLVE THAT
8 PROBLEM. AND WE WOULD BE GETTING THE CALLS BUT DIRECT THE
9 CALLS FROM THE PUMPERS ONTO HIM TO THE EXTENT NECESSARY. I
10 MEAN, WE WOULD RESOLVE WHATEVER QUESTIONS WE COULD. SO THAT
11 MIGHT BE ANOTHER WAY TO SOLVE THE PROBLEM.

12 BECAUSE I DON'T THINK AT PRESENT, OTHER THAN THE
13 FACT OF IN THE SETTLEMENT CONTEXT -- AND QUITE FRANKLY, GIVEN
14 THE PRESENCE OF A NUMBER OF OTHER COUNSEL, VERY EXPERIENCED
15 AND CAPABLE COUNSEL -- MR. FIFE, MR. ZIMMER, MR. JOYCE --
16 REPRESENTING THE PUMPING GROUP, I'M NOT CONCERNED THAT THEIR
17 INTERESTS AS A GROUP ARE GOING TO GO UNREPRESENTED.

18 THE COURT: WELL, THE IMPORTANT OBLIGATION WE ALL HAVE
19 IS TO ENSURE THAT EVERY PARTY'S RIGHTS ARE PROTECTED AND THAT
20 DUE PROCESS IS PROVIDED TO THEM.

21 I WOULD BE INTERESTED IN HEARING FROM OTHER
22 COUNSEL CONCERNING THE SUGGESTION, THE QUESTION THAT I JUST
23 ASKED.

24 MR. DOUGHERTY: YOUR HONOR, ROBERT DOUGHERTY.

25 THE COURT: MR. DOUGHERTY, WHY DON'T YOU SPEAK BY
26 STEPPING UP TO THE PODIUM, PLEASE.

27 MR. DOUGHERTY: ROBERT DOUGHERTY.

28 YOUR HONOR, ON THE ISSUE OF THE POTENTIAL

1 CONFLICT, I UNDERSTAND THAT THERE ARE SOME PUMPERS THAT MAY
2 TAKE THE POSITION THAT THE NONPUMPERS DO NOT HAVE ANY WATER
3 RIGHTS. AND FOR THAT REASON ALONE I THINK IT WOULD BE A
4 CONFLICT OR A POTENTIAL CONFLICT.

5 THE COURT: WELL, THAT WOULD ARISE CERTAINLY AT A LATER
6 STAGE IN THE PROCEEDINGS, WOULDN'T IT?

7 MR. DOUGHERTY: I DON'T KNOW THAT IT WOULD.

8 THE COURT: IN THE FIRST INSTANCE, WHETHER ONE PARTY
9 DISPUTES ANOTHER PARTY'S RIGHTS TO PUMP OR TO HAVE A CLAIM OF
10 A RIGHT TO WATER, IT SEEMS ME IS NOT GOING TO ARISE UNTIL SUCH
11 TIME AS THE COURT HAS DETERMINED FIRST OF ALL THAT THERE IS A
12 CLAIM THAT IS SUPPORTABLE FOR PRESCRIPTIVE RIGHTS.

13 MR. DOUGHERTY: THAT IS POSSIBLE, YOUR HONOR. I FIGURE
14 IF THERE IS GOING TO BE A CONFLICT AT ANY STAGE OF THE
15 PROCEEDINGS, IT OUGHT TO BE RECOGNIZED AND AVOIDED AS SOON AS
16 POSSIBLE.

17 THE COURT: I AGREE WITH THAT PRINCIPLE, BUT THE
18 QUESTION THAT I HAVE IS WHETHER OR NOT WE CAN PHASE THE
19 SUBSTANTIVE ISSUES IN SUCH A WAY THAT THE CONFLICT DOESN'T
20 ARISE UNTIL LATER AND WE CAN DEAL WITH PROTECTING THOSE RIGHTS
21 OF OTHERS AT THAT TIME.

22 OF COURSE THE OTHER POSSIBILITY IS THAT IF THE
23 NOTICE IS SENT OUT AND A PARTY WISHES TO ASSERT THAT THEY ARE
24 NOT A MEMBER OF THE CLASS OR THAT THEIR INTERESTS DIVERGE,
25 THEY CAN CERTAINLY OPT OUT OF THE CLASS. AND THEN THEY ARE IN
26 A DIFFERENT POSITION, AREN'T THEY?

27 MR. DOUGHERTY: YES, YOUR HONOR. BUT IN THE IDEAL
28 WORLD YOU JUST WONDER HOW MANY OF THESE FOLKS DO GET SERVED.

1 UNLESS THEY DO CONTACT AN ATTORNEY, THEY ARE REALLY NOT GOING
2 TO KNOW WHAT IS GOING ON HERE.

3 AND I THINK OUR EXPERIENCE UP IN SANTA MARIA
4 SHOWS THAT YOU CAN SERVE A WHOLE BUNCH OF PEOPLE AND THEY JUST
5 SIT THERE.

6 AND THAT IS ALL I HAVE TO SAY.

7 THE COURT: ALL RIGHT.

8 ALL RIGHT. MR. FIFE?

9 MR. FIFE: MICHAEL FIFE.

10 YOUR HONOR, THERE IS A CURRENT CONFLICT, IT IS
11 NOT SOMETHING THAT IS IN THE FUTURE. IN THE ANTELOPE VALLEY
12 THERE IS A STRANGE DYNAMIC WITHIN THE LANDOWNERS THAT YOU
13 DIDN'T ENCOUNTER IN SANTA MARIA AND THAT REALLY HASN'T BEEN AT
14 THE FOREFRONT IN PAST ADJUDICATIONS, AND THAT IS THAT THE
15 DORMANT OVERLYERS, THAT IS THE NON-PUMPING LANDOWNERS, ARE SO
16 NUMEROUS AND MAKE UP SUCH A LARGE PART OF THE VALLEY, THAT THE
17 PUMPERS ARE ACTUALLY MORE ADVERSE TO THEM THAN THEY ARE TO THE
18 PURVEYORS.

19 THE THREAT OF CORRELATIVE RIGHTS, THE THREAT THAT
20 THOSE NONPUMPERS WOULD BEGIN TO PUMP AND THAT THE CURRENT
21 PUMPERS' RIGHTS WOULD BE DIMINISHED PROPORTIONATELY IS A MUCH
22 BIGGER THREAT TO THE PUMPING LANDOWNERS THAN IS THE THREAT OF
23 PRESCRIPTION.

24 THE WHOLE USE OF PRESCRIPTION HERE, BECAUSE OF
25 THAT DYNAMIC, WE SORT OF GET INTO A STRANGE REVERSAL FROM WHAT
26 WE HAVE ENCOUNTERED IN PAST ADJUDICATIONS WHERE THE PUMPERS IN
27 THE ANTELOPE VALLEY LEGALLY MAY PREFER TO BE PRESCRIBED
28 AGAINST SO THAT THEIR RIGHTS ARE DEFINED THROUGH SELF HELP.

1 THE NONPUMPERS DON'T FACE THAT. IF THEY ARE PRESCRIBED
2 AGAINST, THEY'LL GET NOTHING. AND SO THEY ARE INCLINED, FROM
3 THE FIRST MOMENT, TO FIGHT AGAINST PRESCRIPTION. WHEREAS THE
4 PUMPERS MAY ACTUALLY BE IN FAVOR OF BEING PRESCRIBED AGAINST.

5 AND SO THAT TRACES BACK THEN TO THE STAGE OF THE
6 ADJUDICATION RIGHT NOW. AS WE MOVE INTO THE NEXT PHASE,
7 ANYTHING THAT HAPPENS IN THIS COURTROOM THAT MOVES US TOWARDS
8 THE PRESCRIPTIVE RIGHTS PORTION OF THE CASE, WHETHER THAT IS
9 THE NEXT PHASE OR THE PHASE AFTER THE NEXT PHASE, THOSE TWO
10 INTERESTS WILL DIVERGE. THAT IS THE CONFLICT IN FRONT OF THE
11 COURT RIGHT NOW.

12 BUT THEN THERE IS ALSO THE ISSUE OF SETTLEMENT
13 NEGOTIATIONS. WE ARE CONDUCTING SETTLEMENT NEGOTIATIONS. THE
14 PUMPERS WILL GO INTO THE SETTLEMENT NEGOTIATIONS. AND I THINK
15 I CAN REVEAL MY POSITION; WON'T SAY ANYTHING ABOUT OTHERS. MY
16 POSITION GOING IN IS THAT THE NONPUMPERS GET ZERO. IF I HAVE
17 NONPUMPERS IN MY GROUP, I'LL BE ACTING ADVERSE TO THEM.

18 I REALLY DON'T SEE HOW MR. ZLOTNICK CAN GO INTO
19 THE SETTLEMENT NEGOTIATIONS AND SPEAK ON BEHALF OF HIS
20 CLIENTS, THE NONPUMPERS AND THE PUMPERS AT THE SAME TIME.
21 BECAUSE FOR THE PUMPERS, HE'LL HAVE TO SAY THAT THE NONPUMPERS
22 GET ZERO; FOR THE NONPUMPERS HE'LL HAVE TO SAY THEY GET
23 SOMETHING. THEY CAN'T BE RECONCILED.

24 THE COURT: EXPLAIN TO ME WHY YOU WOULD BE INTERESTED
25 IN HAVING PRESCRIPTION RUN AGAINST YOU?

26 MR. FIFE: IF WE ARE PRESCRIBED AGAINST, THEN OUR WATER
27 RIGHTS ARE DEFINED BY SELF HELP. AND THAT MEANS THAT OUR
28 WATER RIGHTS ARE DEFINED IN TERMS OF OUR HISTORICAL

1 PRODUCTION.

2 THE COURT: WELL, NOT NECESSARILY SO. YOU MAY ALSO
3 FIND YOUR RIGHTS ARE DIMINISHED.

4 MR. FIFE: THEY MAY BE DIMINISHED BUT THE POTENTIAL OF
5 DIMINISHMENT IS MUCH GREATER IF WE HAVE TO SHARE THE SAFE
6 YIELD OF THE BASIN CORRELATIVELY WITH THE THOUSANDS AND
7 THOUSANDS OF DORMANT OVERLYERS, EACH OF WHOM COULD PUT AN
8 ALFAFA FARM ON THEIR PROPERTY.

9 THE COURT: WELL, IT OBVIOUSLY WILL BE DETERMINED BY
10 WHETHER OR NOT THE DORMANT OVERLYERS HAVE ANY RIGHTS LEFT AT
11 ALL, BASED UPON PRESCRIPTION, SINCE THAT IS AN ISSUE THAT HAS
12 TO BE DETERMINED.

13 MR. FIFE: EXACTLY.

14 THE COURT: BUT LET'S BACK UP JUST A LITTLE BIT.

15 IS IT NOT TRUE THAT THE CONFIGURATION OF THE
16 VALLEY AND THE HYDROGEOLOGICAL ASPECTS OF THE VALLEY ARE
17 ISSUES ABOUT WHICH THERE IS NOT LIKELY TO BE A CONFLICT; THAT
18 THAT IS A DETERMINATION, HOWEVER IT TURNS OUT, THAT THE COURT
19 IS GOING TO HAVE TO MAKE THAT IS GOING TO IMPACT ALL PARTIES
20 EQUALLY?

21 MR. FIFE: NOT NECESSARILY. FOR EXAMPLE, THE QUESTION
22 OF SUB-BASINS. AND JUST USING THE ANALOGY OF SANTA MARIA
23 AGAIN. THERE WAS THE ISSUE OF SUB-BASINS IN SANTA MARIA.

24 YOU CAN ARGUE HYDROGEOLOGICALLY THAT THERE ARE
25 SUB-BASINS, BUT YOU CAN ARGUE JUST AS VALIDLY FROM A
26 MANAGEMENT PERSPECTIVE THAT A BASIN SHOULD BE TREATED AS ONE
27 BASIN. AND IT CAN HAVE -- IT CAN MAKE A DIFFERENCE WHEN YOU
28 ARE TALKING ABOUT PRESCRIPTION AND THE OVERALL WATER BALANCE,

1 WHETHER YOU ARE DOING MULTIPLE SUB-BASIN WATER BALANCES OR A
2 BASIN-WIDE WATER BALANCE. AND THAT'S THE REASON IT WAS AN
3 ISSUE IN SANTA MARIA, IT WAS BECAUSE IT WAS EASIER TO SHOW.

4 THE COURT: WELL, MR. FIFE, SHOULD WE JUST DISMISS ALL
5 THE COMPLAINTS AND CROSS-COMPLAINTS AND SAY THAT THIS CASE IS
6 AT AN END BECAUSE THE COURT CAN'T ADJUDICATE IT? IS THAT WHAT
7 WE SHOULD DO?

8 MR. FIFE: WELL, SINCE MY CLIENTS ARE DEFENDANTS AND
9 ARE PAYING A GREAT DEAL OF MONEY TO TRY TO DEFEND THEIR
10 PROPERTY RIGHTS, WE WOULDN'T MIND THAT.

11 THE COURT: HOW DO YOU THINK THAT WOULD BENEFIT YOUR
12 CLIENTS?

13 MR. FIFE: WELL, MY CLIENTS HAVE BEEN PUMPING FROM THE
14 ANTELOPE VALLEY FOR THREE GENERATIONS AND THE WATER LEVELS
15 HAVE GONE UP AND DOWN OVER THE COURSE OF THOSE GENERATIONS.
16 AND FOR THE LAST TEN YEARS THEY HAVE BEEN FAIRLY STABLE.

17 BUT WE HAVEN'T SUGGESTED THAT. AND WE HAVEN'T --
18 WE DON'T THINK THAT -- WE THINK THE CASE CAN MOVE FORWARD.
19 THERE ARE MANY AVENUES TO MOVE IT FORWARD. WE HAVE TRIED TO
20 ARTICULATE SOME OF THOSE IN OUR PAPERS THAT WE FILED.

21 THE COURT: WELL, GIVE ME AN EXAMPLE OF HOW THIS CASE
22 CAN MOVE FORWARD WITHOUT HAVING JURISDICTION OVER ALL THE
23 PEOPLE WHO HAVE ANY CLAIM AT ALL TO WATER RIGHTS IN THIS
24 VALLEY.

25 MR. FIFE: THE L.A. COUNTY CAN VERY EASILY PRODUCE THE
26 NAMES AND ADDRESSES OF EVERYONE IN THE VALLEY. THEY CAN -- WE
27 CAN CERTIFY A CLASS FOR NONPUMPERS. AND ANYONE WHO CHECKS
28 THAT BOX ON THE FORM THAT SAYS THAT THEY PUMP WATER SHOULD BE

1 INDIVIDUALLY NAMED AND SERVED. THAT IS ONE WAY TO DO IT.

2 THE COURT: OKAY. NOW THE COURT HAS PREVIOUSLY
3 CERTIFIED A CLASS OF NONPUMPERS; IS THAT TRUE?

4 MR. FIFE: UH-HUH.

5 THE COURT: I'VE MADE AN ORDER. I HAVEN'T SEEN THE
6 ACTUAL DESCRIPTION OF THE CLASS, BUT I THINK IT IS PRETTY
7 CLEAR WHAT IT IS.

8 MR. FIFE: AND I'VE GOTTEN CONFUSED BY THE STATE OF THE
9 PLEADINGS BECAUSE WE SEEM TO GO BACK AND FORTH. THE LAST I
10 CHECKED, MR. ZLOTNICK WAS ACTUALLY GOING TO FILE A MOTION.

11 THE COURT: WELL, HIS MOTION, THOUGH, IS GOING TO
12 ENCOMPASS THE CLASS OF SMALL PUMPERS.

13 MR. FIFE: OKAY.

14 THE COURT: BUT WHAT I WOULD LIKE TO SEE HAPPEN HERE IS
15 COUNSEL, AT LEAST COUNSEL WHO ARE CURRENTLY INVOLVED IN THE
16 CASE, TO COME TO SOME AGREEMENT AS TO HOW WE CAN PROCEED.
17 BECAUSE I WOULD LIKE TO SET THIS MATTER FOR PHASING THE TRIAL
18 AND I WOULD LIKE TO DO THAT WITH SOME REASONABLE CERTAINTY,
19 THAT WE CAN ACCOMPLISH IT. BUT I CAN'T DO THAT UNLESS WE HAVE
20 SOME AGREEMENT AS TO THE JURISDICTIONAL BASIS FOR EACH OF THE
21 PARTIES WHO ARE CURRENTLY BEFORE THE COURT AS WELL AS THE
22 CLASS OF DORMANT PUMPERS.

23 MR. FIFE: AND WE HAVE -- WE WANT THAT ALSO, YOUR
24 HONOR. AND WE HAVE NO OBJECTION TO THE CLASS OF NONPUMPERS.
25 WE REALLY, PROPERLY CONFIGURED, WOULD HAVE NO OBJECTION TO A
26 CLASS OF PUMPERS. WE, IN FACT, VOLUNTEERED TO REPRESENT THEM.
27 AND I RAISE THAT IN THE PAPERS.

28 YOU KNOW, A VERY SIMPLE WAY OF DOING THIS WHOLE

1 THING WOULD BE TO CERTIFY MR. ZLOTNICK'S CLASS FOR NONPUMPERS.
2 YOU COULD CERTIFY A CLASS FOR PUMPERS. PUT ALL THE PUMPERS
3 INTO ONE CLASS. OUR GROUP WILL REPRESENT THEM. AND THE
4 PURVEYORS CAN PAY THE BILL.

5 IT'S FUNNY BUT THERE IS PRECEDENCE FOR IT. IT IS
6 DONE IN OTHER ADJUDICATIONS.

7 THE COURT: I WOULD FAIL TO SEE THE HUMOR.

8 MR. FIFE: I'M SERIOUS THOUGH.

9 THE COURT: MY SENSE IS THAT WE CERTAINLY CAN MOVE
10 AHEAD WITH A CLASS OF NONPUMPERS. AND EVERYBODY WITHIN THE
11 VALLEY WHO OWNS REAL PROPERTY CAN BE SERVED WITH A COPY OF THE
12 NOTICE. AND IF THEY CHOOSE TO REPRESENT TO THE COURT THAT
13 THEY ARE IN FACT PUMPERS, THEY CAN BE INDIVIDUALLY SERVED AND
14 NAMED; AND/OR IF THEY OPT OUT, THEY CAN BE CERTIFIED AND
15 SERVED.

16 I MADE THAT SUGGESTION ABOUT TWO HEARINGS AGO
17 AND SUGGESTED THAT IT WOULD BE AN AUTOMATIC OPT-OUT FOR
18 ANYBODY WHO WAS A PUMPER THAT WAS NOT ALREADY SERVED HERE.

19 WHY WOULD THAT NOT CONFER JURISDICTION SUFFICIENT
20 TO MOVE THIS CASE FORWARD AND SET IT FOR TRIAL?

21 MR. FIFE: I THINK THAT WOULD BE SUFFICIENT. AND WHEN
22 YOU SUGGESTED THAT A COUPLE OF HEARINGS AGO, WE WERE QUITE
23 SATISFIED WITH THAT. IT WAS THEN THAT THERE WERE OTHER
24 PROPOSALS THAT CAME IN TO TRY TO PUT PUMPERS INTO A CLASS, AND
25 THAT IS WHERE WE HIT THE SAME SNAG EVERY TIME. EVERY TIME
26 THAT IT IS JUST A NONPUMPERS CLASS AND PUMPERS WOULD BE
27 INDIVIDUALLY NAMED AND SERVED, EVERYTHING IS FINE AND THERE IS
28 NO OBJECTION. IT ONLY GETS MESSED UP WHEN THERE IS THEN A

1 PROPOSAL THAT COMES IN TO TRY TO PUT PUMPERS IN A CLASS.

2 THE COURT: ALL RIGHT. MR. LEMIEUX.

3 MR. WAYNE LEMIEUX: THANK YOU, YOUR HONOR.

4 I SHOULD BE CLEAR: I'M WAYNE LEMIEUX. I'M HERE
5 REPRESENTING THE LITTLE ROCK GROUP.

6 THE COURT: THE OTHER LEMIEUX.

7 MR. WAYNE LEMIEUX: THE OTHER LEMIEUX.

8 I REALLY DON'T HAVE -- WHATEVER THE EUPHEMISM
9 IS -- "A DOG IN THIS FIGHT." I GUESS THAT IS POOR TASTE AFTER
10 MICHAEL VICK. BUT I HAVE A SUGGESTION: PERHAPS THE NOTICE
11 SHOULD INCLUDE THE WAIVER OF CONFLICT, BECAUSE THAT IS WHAT WE
12 ARE TALKING ABOUT HERE IS WAIVER OF CONFLICT OR THE EXISTENCE
13 OF A POTENTIAL CONFLICT. AND MAYBE EVEN THE COURT COULD MAKE
14 A FINDING THAT AS OF TODAY THERE IS NO CONFLICT AND THAT UNTIL
15 YOU SAY DIFFERENTLY THERE IS NO CONFLICT. AND THEN ALL WE
16 HAVE TO WORRY ABOUT IS FORMER CLIENT PROBLEMS. AND IF WE STAY
17 AHEAD OF THAT, AS WOULD BE THE CASE WITH THE NOTICE, THAT
18 MIGHT SOLVE IT. I WOULD THINK SMALL PUMPERS COULD OPT INTO
19 THE CLASS, IF THEY WANTED TO, BY WAIVING CONFLICT.

20 THE COURT: WELL, I THINK THERE IS HOWEVER A CONFLICT.

21 MR. WAYNE LEMIEUX: EVENTUALLY.

22 THE COURT: YEAH. AND I THINK MY RHETORICAL QUESTION
23 ABOUT THERE NOT BEING ONE REALLY, I THINK, HELPS TO EXPLAIN
24 THAT THERE IN FACT IS ONE.

25 I THINK THAT, HOWEVER, A PROPER NOTICE SENT OUT
26 TO ALL PROPERTY OWNERS GIVING ANYBODY WHO IS A PUMPER WHO IS
27 NOT ALREADY A PARTY TO THIS LAWSUIT AN OPPORTUNITY TO OPT OUT
28 OR TO CHECK A BOX THAT SAYS THEY ARE A PUMPER THEREFORE THEY

1 ARE A MEMBER OF THE CLASS AND THEY WOULD BE OBLIGATED TO
2 PROVIDE THE COURT WITH THAT NOTICE, WOULD THEN GIVE THE COURT
3 AN OPPORTUNITY TO PROCEED BECAUSE THE PARTIES CAN THEN SERVE
4 THOSE INDIVIDUALS INDIVIDUALLY.

5 MR. WAYNE LEMIEUX: I THINK I'M ONLY ADDING ONE OTHER
6 LAYER TO THAT AND ASKING IS IT POSSIBLE FOR THAT SMALL PUMPER
7 TO CHECK A BOX TO SAY, "I AM A PUMPER. I RECOGNIZE THERE IS A
8 CONFLICT BUT I STILL WANT TO BE IN THE CLASS."

9 THE COURT: YES. I THINK THAT IS CERTAINLY SOMETHING
10 THEY CAN DO. BUT WAIVER OF A CONFLICT --

11 MR. WAYNE LEMIEUX: TRICKY THING.

12 THE COURT: YEAH. I'M A LITTLE CONCERNED ABOUT THE DUE
13 PROCESS ASPECTS OF THAT WAIVER.

14 MR. WAYNE LEMIEUX: THANK YOU, YOUR HONOR.

15 THE COURT: BUT I WOULD LIKE TO SEE, IF COUNSEL CAN
16 AGREE AS TO A FORM OF NOTICE TO THE NON-PUMPING CLASS THAT IT
17 WOULD ENCOMPASS THAT TYPE OF A NOTICE, I THINK WE COULD
18 PROBABLY MOVE FORWARD.

19 MR. DOUGHERTY: ROBERT DOUGHERTY AGAIN.

20 THE CONCERN I WOULD SEE THERE IS WHAT HAPPENS IF
21 THE FOLKS GET THE NOTICE; THAT THEY JUST DON'T DO A THING WITH
22 IT. AND YOU CAN'T OBVIOUSLY TELL WHO IS A PUMPER OR WHO IS
23 NOT A PUMPER. AND SO THAT KIND OF BRINGS YOU WHERE PROBABLY
24 YOU WOULD HAVE TO SERVE THEM.

25 THE COURT: WELL, IF A PARTY RECEIVES A NOTICE THAT
26 PUTS THEM IN THE CLASS, THEY DO HAVE AN OBLIGATION TO RESPOND
27 TO THE COURT TO OPT OUT, TO CLAIM THEY DON'T FIT WITHIN THE
28 CLASS, OR THAT THEY CHOOSE NOT TO BE A MEMBER OF THE CLASS

1 FOR A NUMBER OF REASONS. AND YOU ARE ASKING HOW WE MAKE
2 EVERYBODY ACT PERFECTLY TO PROTECT THEIR OWN INTERESTS. AND I
3 DON'T THINK I KNOW THE ANSWER TO THAT ANY MORE THAN YOU DO.

4 MR. DOUGHERTY: THAT IS TRUE, YOUR HONOR. THE QUESTION
5 WOULD BE IF THEY DON'T RETURN THE NOTICE OR WHATEVER THEY ARE
6 TO SIGN, THEN HOW DO WE CHARACTERIZE THEM? DO WE SAY THAT
7 THEY ARE NONPUMPERS OR THAT THEY ARE PUMPERS? I DON'T KNOW.

8 THE COURT: WELL, THEIR RIGHTS WOULD BE DETERMINED AS A
9 MEMBER OF THE CLASS.

10 WELL, I WOULD LIKE COUNSEL TO MEET AND CONFER
11 CONCERNING THE FORM OF A NOTICE. AND I'M THINKING THAT I
12 WOULD LIKE YOU TO DO THAT -- OF COURSE THERE ARE ALOT OF
13 PEOPLE ON THE TELEPHONE THAT AREN'T HERE, SO I'M GOING TO HAVE
14 TO GIVE YOU SOME DEADLINES FOR ACCOMPLISHING THAT, AND I WILL.

15 BUT I WOULD LIKE TO KNOW IF ANYBODY ELSE HAS
16 ANYTHING TO OFFER CONCERNING THAT? EITHER HERE IN THE
17 COURTROOM OR ON THE TELEPHONE.

18 MR. DUNN?

19 MR. DUNN: YOUR HONOR, JUST SO THAT SOME OF US ARE
20 CLEAR ON WHAT DIRECTION WE ARE HEADED, MAYBE IT IS HELPFUL TO
21 CIRCLE BACK JUST BRIEFLY FOR A MOMENT WITH HOW WE GOT TO THIS
22 POINT.

23 THE REASON WHY I THINK WE ARE HERE TODAY
24 GENERALLY IS THAT WE HAVE A LARGE NUMBER OF PROPERTY OWNERS IN
25 THE ANTELOPE VALLEY WHO NEED TO BECOME PART OF THIS CASE
26 SUBJECT TO COURT JURISDICTION. WE KNOW GENERALLY THEY EXIST
27 IN TWO GROUPS.

28 THERE IS A GROUP OF PEOPLE WHO PUMP; PEOPLE WHO

1 DO NOT PUMP. I THINK IT IS IMPORTANT FOR US TO BRING OUT THE
2 FACT THAT PRAGMATICALLY, REALISTICALLY, TO ACQUIRE
3 JURISDICTION OVER THESE PROPERTY OWNERS, THE CLASS MECHANISM
4 IS NECESSARY. AND IT WILL BE NECESSARY FOR BOTH SMALL PUMPERS
5 AND PEOPLE WHO DO NOT PUMP, BECAUSE BOTH GROUPS ARE ESTIMATED
6 TO BE QUITE LARGE, EXTRAORDINARILY LARGE IN NUMBER.

7 AND IF THERE WERE TO BE A SITUATION WHERE THERE
8 WOULD ONLY BE A SINGLE CLASS OF SMALL PUMPERS -- EXCUSE ME --
9 A SINGLE CLASS OF NONPUMPERS, REPRESENTED BY MR. ZLOTNICK, THE
10 COURT AND THE PARTIES, THE PRESENT PARTIES, WOULD STILL BE
11 FACED WITH THE PROBLEM OF THIS LARGE NUMBER OF ESTIMATED SMALL
12 PUMPERS. AND SO WE COME BACK TO THAT ISSUE YET AGAIN.

13 AND SO I THINK WHERE THIS CASE HAS TO BE HEADED,
14 QUITE FRANKLY, IS IN ORDER TO MOVE IT ALONG IS THAT WE WILL
15 NEED A CLASS MECHANISM OR CLASS MECHANISMS FOR BOTH GROUPS.

16 TODAY WE HAVE A CLASS OF NONPUMPERS REPRESENTED
17 BOTH BY LEGAL COUNSEL AND A CLASS REPRESENTATIVE. THE ISSUE
18 IS HOW DO WE DEAL THEN WITH THESE "SMALL PUMPERS," AS THEY ARE
19 COMMONLY CALLED HERE.

20 THERE HAS BEEN SOME CONCERN RAISED BY
21 MR. ZLOTNICK THAT AGAIN THE SHEER NUMBER OF THESE FOLKS MAY
22 INUNDATE BOTH CLASS COUNSEL, BOTH FOR THE PUMPERS AND SMALL
23 PUMPERS. AND ONE SOLUTION TO THAT, ONE ALTERNATIVE, IS WHAT
24 MR. ZLOTNICK SUGGESTED, AND THAT IS THAT THE COURT USE THE
25 CLASS MECHANISM BUT IN A WAY THAT IS COMMONLY DONE BOTH IN THE
26 FEDERAL AND STATE COURT SYSTEM IN TERMS OF NOTICE AND THAT IS
27 THE NOTICE IS SENT TO THE CLASS MEMBERS GENERALLY AT THE TIME
28 THAT THERE IS A SETTLEMENT PROPOSED SO IT GIVES CLASS MEMBERS

1 AN OPPORTUNITY TO NOT JUST OPT OUT OF THE CLASS BUT TO OPT OUT
2 OF THE CLASS SETTLEMENT. AND THAT IS ONE ALTERNATIVE THAT WAS
3 RAISED BY MR. ZLOTNICK. IN THAT THE CASE COULD MOVE FORWARD
4 TO SOME EXTENT, PARTICULARLY ON THE SETTLEMENT SIDE, AND THE
5 CLASS NOTICE THEN COULD GO OUT ONCE THERE IS AN PROPOSED
6 SETTLEMENT FOR THE CLASS.

7 THE OTHER ALTERNATIVE IS WHAT THE COURT HAS
8 BROUGHT UP THIS MORNING, AND IT HAS BEEN DISCUSSED EARLIER,
9 AND THAT IS THE CLASS MECHANISM IS VERY PRAGMATIC. WE CAN
10 CERTIFY A CLASS OF ALL PROPERTY OWNERS FOR THE LIMITED
11 PURPOSES, FOR THE PURPOSES THAT THE COURT HAS DESCRIBED THIS
12 MORNING. THERE ARE PREDOMINANT ISSUES OF FACT THAT ARE COMMON
13 TO ALL THE PROPERTY OWNERS IN THE BASIN AND THAT HAS TO DO
14 WITH THE YIELD OF THE BASIN, HOW MUCH WATER CAN BE SAFELY
15 ALLOCATED REGARDLESS OF WHETHER YOU PUMP OR DON'T PUMP OR YOU
16 ARE A PURVEYOR.

17 THERE ARE CERTAIN YIELD DETERMINATIONS AND
18 CHARACTERISTICS OF THE BASIN THAT ARE COMMON TO ALL PROPERTY
19 OWNERS. AND I WOULD ALSO ADD THAT PROPERTY OWNERS ALSO SHARE
20 COMMON FACTUAL AND LEGAL ISSUES REGARDING THE RIGHTS THAT THE
21 PUBLIC WATER SUPPLIERS HAVE.

22 THE CONCERNS THAT HAVE BEEN RAISED THIS MORNING
23 BY VARIOUS COUNSEL FOR PROPERTY OWNERS HAVE TO DO WITH
24 CONFLICT THAT YET MAY ARISE WHEN PROPERTY OWNERS, VIS A VIS
25 EACH OTHER, ATTEMPT TO USE THESE LEGAL PROCEEDINGS. UNDER
26 WELL-ESTABLISHED CLASS ACTION LAW AND PROCEDURE WE CAN DEAL
27 WITH THAT AT A LATER TIME. AND I THINK WHAT WE ARE SUGGESTING
28 HERE IS IT MAY BE AN ACCEPTABLE RESOLUTION OF THIS ROADBLOCK

1 THAT WE FACE TO HAVE A CLASS CERTIFIED FOR CERTAIN ISSUES.

2 AND THEN THE LAST COMMENT IS: I AGREE WITH THE
3 COURT; I THINK THIS CAN AND SHOULD BE WORKED OUT WITH COUNSEL.
4 I THINK IT CAN BE DONE.

5 OUR REQUEST IS THAT IF THE COURT IS GOING TO SET
6 A DEADLINE TO DO THAT, I THINK IT SHOULD BE A SHORT DEADLINE,
7 PERHAPS NO LATER THAN JANUARY 4, BECAUSE IT IS JUST OVER A
8 COUPLE OF WEEKS. THESE ISSUES ARE NOT NEW TO THE ACTIVE
9 COUNSEL IN THIS CASE. WE HAVE BEEN DEALING WITH THIS NOW FOR
10 A LONG TIME. I THINK WE ARE AT A POINT WHERE WE CAN
11 INTELLIGENTLY DISCUSS AND GET IT RESOLVED.

12 HAVING SAID THAT, IT IS VERY DIFFICULT, WITH THE
13 LARGE NUMBER OF ACTIVE COUNSEL IN THIS CASE, PARTICULARLY ON
14 THE PROPERTY OWNER SIDE, TO GET PEOPLE TOGETHER, TO SIT DOWN
15 IN A ROOM AND TRY AND DO THIS. IT HAS BEEN MUCH MORE
16 PRODUCTIVE TO HAVE SORT OF INDIVIDUAL CONVERSATIONS WITH MR.
17 ZLOTNICK AND WITH OTHERS.

18 AND I'LL CLOSE BY SIMPLY SAYING I THINK WE ARE AT
19 A POINT WHERE WE NEED TO AGAIN RE-VISIT THE LIAISON COUNSEL
20 ROLE AND OPPORTUNITIES JUST TO HELP IN THESE KINDS OF PROBLEMS
21 WHEN THEY COME UP WHERE WE NEED TO, WITHIN A REASONABLE PERIOD
22 BUT SHORT PERIOD OF TIME, GET IMPORTANT ISSUES RESOLVED.

23 I'M CONCERNED THAT IF WE DECIDE JANUARY 4 IS
24 GOING TO BE OUR DEADLINE TO GET THIS ISSUE RESOLVED -- AND I
25 THINK THAT IS AN APPROPRIATE DEADLINE -- IT IS GOING TO BE
26 PARTICULARLY DIFFICULT WITH THE LARGE NUMBER OF COUNSEL. IT
27 IS NOT AN INTENT TO EXCLUDE ANYONE BUT A REQUEST PERHAPS TO
28 HAVE A MORE ORGANIZED APPROACH ON THE COUNSEL, LEGAL COUNSEL,

1 SIDE SO THAT WE ARE NOT COMING BACK EVERY 30 DAYS BEFORE THE
2 COURT AND WE DON'T HAVE ISSUES RESOLVED.

3 THANK YOU.

4 THE COURT: WELL, MR. DUNN, IT SEEMS TO ME THAT IF THE
5 COURT SETS A DEADLINE -- I DO INTEND TO DO THAT -- I WANT A
6 DEADLINE THAT MAY NOT NECESSARILY PRESENT TOTAL AGREEMENT BY
7 ALL COUNSEL, BUT I WANT A PROPOSAL THAT THE COURT CAN ACCEPT
8 AS A REASONABLE PROPOSAL THAT I CAN MAKE MY COURT ORDER.

9 SO I THINK IT APPROPRIATE TO HAVE COUNSEL MEET
10 AND CONFER. AND I MAY HAVE MORE THAN ONE PROPOSAL THAT THE
11 COURT CAN CHOOSE FROM. BUT I CERTAINLY WOULD EXPECT THAT TO
12 OCCUR.

13 AND I AM ALSO THINKING, IN TERMS OF OUR NEXT
14 HEARING DATE, BECAUSE THERE ARE A COUPLE OF MATTERS THAT ARE
15 CURRENTLY SCHEDULED.

16 MR. DUNN: YES.

17 THE COURT: ONE ON THE 14TH, I BELIEVE, AND ONE ON THE
18 28TH, OF JANUARY.

19 SO IT SEEMS TO ME THAT -- I WANT THIS TO HAPPEN
20 QUICKLY. I THINK THAT THE PROPOSAL OF THE CLASS NOTICE TO
21 DORMANT PUMPERS IS SOMETHING THAT I EXPECT TO SEE A PROPOSAL
22 FOR A FORM AND I WANT COUNSEL TO WORK WITH MR. ZLOTNICK. YOU
23 CAN DO IT INDIVIDUALLY OR YOU CAN DO IT ALL AT ONCE OR HOWEVER
24 SEQUENTIALLY YOU FIND IT MOST APPROPRIATE; MAKING SURE THAT
25 YOU LET -- THAT EVERY COUNSEL RECEIVES NOTICE OF WHAT YOU ARE
26 DOING, SO THAT THEY WILL HAVE AN OPPORTUNITY TO PARTICIPATE TO
27 SEE IF YOU CAN REACH AGREEMENT. BUT I'M NOT INSISTING THAT
28 YOU REACH AGREEMENT.

1 MR. DUNN: I UNDERSTAND.

2 THE COURT: I WILL MAKE AN ORDER APPROPRIATELY BASED ON
3 A RECOMMENDATION.

4 NOW THERE ARE A COUPLE OF WAYS, AS YOU HAVE
5 INDICATED, THAT THIS CAN BE ACCOMPLISHED. IT IS GOING TO
6 REQUIRE NOTICE BE SENT OUT, AND IT IS GOING TO GIVE PARTIES AN
7 OPPORTUNITY TO OPT OUT.

8 WE CAN'T SEND OUT A NOTICE OF SETTLEMENT UNLESS
9 THE PRINCIPAL PARTIES HAVE AN AGREEMENT TO SETTLE THIS CASE.
10 AND IT DOESN'T SEEM TO ME THAT THAT IS LIKELY TO HAPPEN
11 QUICKLY. IT MAY ULTIMATELY HAPPEN, BUT I THINK THAT THE MAJOR
12 PLAYERS HAVE TO BE INVOLVED HERE BEFORE THAT CAN HAPPEN.

13 SO I'D BE INTERESTED, IF ANY OTHER COUNSEL HAVE
14 ANYTHING THEY WANT TO OFFER CONCERNING THIS PROPOSAL,
15 INCLUDING COUNSEL ON THE TELEPHONE.

16 MR. JOYCE: YOUR HONOR?

17 THE COURT: YES.

18 MR. JOYCE: BOB JOYCE.

19 I CAME IN ON LINE LATE. I WANT TO MAKE FORMALLY
20 MY APPEARANCE.

21 THE COURT: ALL RIGHT. THANK YOU, MR. JOYCE.

22 MR. JOYCE: THANK YOU.

23 THE COURT: OKAY. WELL, MR. DUNN, YOU THINK YOU CAN
24 HAVE A PROPOSAL THAT REPRESENTS YOUR THOUGHTS AS WELL AS THE
25 THOUGHTS OF OTHER COUNSEL BY THE 14TH?

26 MR. DUNN: YES, YOUR HONOR.

27 THE COURT: OKAY. THAT WILL BE THE DATE. JANUARY 14.

28 WE HAVE A MOTION THAT IS CURRENTLY SCHEDULED FOR

Exhibit 5

SF Daily Journal
August 10, 2012

Associate billing rates start climbing again

*Average rates going
back up after stagnation
brought on by recession*

By Kevin Lee

Daily Journal Staff Writer

Average law firm billing rates are back on the rise after stagnating somewhat in the years following the 2008 financial crisis. But most of the action is taking place in associate billing rates, which jumped 7.5 percent in the first half of the year compared to the same period in 2011, more than twice the average rate increase in partner billing rates nationwide.

Industry experts say the discrepancy appears to be the market correcting itself after firms sloughed off associates and froze associate hiring in 2009 and 2010.

Partner billing rates, by comparison, rose 3.4 percent in the first half of the year compared to the year-earlier period, according to the latest research by Valeo Partners LLC, a Washington D.C.-based consulting firm.

Valeo compiled data on the billing rates of lawyers at 550 U.S. law firms through publicly available documents, such as court filings, fee applications and disclosure statements submitted to federal agencies.

Chuck Chandler, a Valeo co-founder and partner, said this year's rate increases were instituted to offset the lack of rate movement during the recession.

"The associates took the hit after 2008. Some firms laid off as much as 10 percent of their associates, delayed hiring new classes and froze compensation," he said. "Naturally, billing rates were slow to increase during that period."

For the first six months of this year, California markets all saw associate rate increases below the national average. Associates in San Francisco and Silicon Valley together claimed the highest average rate increase of the California markets — 7.3 percent.

"Northern California has all of the social media, the technology companies, which creates a lot of dealmaking and IPOs and also good fees and hourly rates," Chandler said.

By comparison, Los Angeles associates saw their rates go up an average of 6.6 percent. In San Diego, associate rates rose 4.2 percent.

Law firms generally increase billing rates each year, according to Sheppard, Mullin, Richter & Hampton LLP partner Marc A. Sockol, who manages the firm's Palo Alto office.

"If inflation goes up 3 percent, so do our associate billing rates, because that is what covers rent, lights, computers, telephones, desks," Sockol said. "During those first couple years of this recession, we chose not to

See Page 5 — ASSOCIATE

Average Law Firm Billing Rates

Location	Position	2012	2011	Percent Increase
Los Angeles	Partner	\$797	\$766	4.0%
	Associate	\$550	\$516	6.6%
San Diego	Partner	\$568	\$568	0%
	Associate	\$394	\$378	4.2%
San Francisco	Partner	\$675	\$654	3.2%
	Associate	\$482	\$449	7.3%
National	Partner	\$750	\$725	3.4%
	Associate	\$495	\$460	7.5%

Source: Valeo 2012 Halftime Report

Associate billing rates going up

Continued from page 1

boost our billing rates."

Sokol declined to provide specific billing rates but said the firm varies its associate rates by practice group and geography. For 2012, the firm raised associate billing rates roughly 3 percent, he said.

James G. Leipold, executive director of the National Association for Law Placement in Washington D.C., said the jump in billing rates results from the overall decrease of associates at law firms, especially at large law firms. Large law firms, which are the biggest employers of junior lawyers, are relying less on partnership-track associates and more on staff lawyers, paralegals and contract lawyers.

NALP data reveals that from 2008 to 2011, large law firms on average hired entry-level associates at an

annual starting salary of \$160,000. Some law firms cut their starting salaries to \$145,000 during that time but not many. Leipold said he thought more firms would follow suit.

"If inflation goes up 3 percent, so do our associate billing rates, because that is what covers rent, lights, computers, telephones, desks."

— Marc A. Sokol

"What we saw was that law firms reduced their associate class sizes dramatically, but they didn't reduce their pay," Leipold said. "They just

provided many fewer jobs."

Some large firms have turned to creating nonpartnership-track staff lawyer positions for new classes of junior lawyers, whose billing rates and compensation are lower than those of partnership-track associates.

Law firms can then maintain or increase the billing rates for the small number of associates on the partnership track, knowing they can turn to their staff lawyers, paralegals or contract lawyers to drive down the cost of legal services for clients.

"I think you'll see that [approach] more in the next couple of years," Leipold said. "It's another way for them to bring the salary structure back down and meet the cost-containment demands of clients and use people more efficiently."

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Exhibit 6

Westlaw CourtExpress

LEGAL BILLING REPORT

VOLUME 11, NUMBER 1

May 2009

BY BILLING RATE

California Rate Report

PROFESSIONAL	FIRM	GRADUATED	ADMITTED	STATE	RATE	HOURS	TOTAL
P Kelly, Jr., Daniel	Davis Polk & Wardwell (CA)	1986	1986	CA	\$ 960.00	4.50	\$ 4,320.00
P Cowles, Julia	Davis Polk & Wardwell (CA)	1990	1990	CA	955.00	17.00	16,235.00
P Durham, Scott	O'Melveny & Myers LLP (CA)	1975	1975	CA	860.00	1.10	946.00
P Tuchin, Michael	Klee Tuchin, Bogdanoff & Stern, LLP	1990	1990	CA	850.00	0.50	425.00
P Balback, Kerem	Weil, Gotschal & Mangels LLP (CA)	1986	1986	CA	799.00	0.80	639.20
P Arnold, Dennis	Gibson Dunn & Crutcher, LLP (CA)	1975	1976	CA	790.00	4.50	3,555.00
OC Morris, Michael	Hennigan Bennett & Dorman LLP	1979	1979	CA	760.00	65.20	49,552.00
P Avitch, Craig	White & Case LLP (CA)	1984	1984	CA	760.00	128.10	96,075.00
P Kharsach, Ira D.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1982	1982	CA	750.00	2.30	2,175.00
P Kornfeld, Alan	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1987	1987	CA	725.00	0.80	550.00
A Lamb, Peter	Davis Polk & Wardwell (CA)	2005	2005	CA	690.00	101.40	68,952.00
P Irving, Jaehne E.	Hennigan Bennett & Dorman LLP	1978	1978	CA	675.00	10.10	6,868.00
P Kavane, Henry	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1985	1986	CA	670.00	19.10	12,892.50
A Gonsich, Ronald	White & Case LLP (CA)	2001	2001	CA	665.00	176.20	117,173.00
P Brown, Kenneth H.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1977	1981	CA	650.00	27.30	17,745.00
P Fidler, David	Klee, Tuchin, Bogdanoff & Stern, LLP	1997	1998	CA	650.00	23.10	15,015.00
P Welssmann, Henry	Munger Tolles & Olson LLC	1987	1987	CA	650.00	0.50	325.00
P Benjithal, David M.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1989	1993	CA	645.00	35.60	22,962.00
P Montgomery, Cromwell	Gibson Dunn & Crutcher, LLP (CA)	1997	1997	CA	635.00	0.80	508.00
P Brown, Dennis	Munger Tolles & Olson LLC	1970	1970	CA	625.00	17.80	11,125.00
A Newman, Samuel	Gibson Dunn & Crutcher, LLP (CA)	2001	2001	CA	610.00	13.50	8,235.00
A Delrahim, Shiva	White & Case LLP (CA)	2003	2003	CA	600.00	183.70	110,220.00
P Vincent, Garth	Munger Tolles & Olson LLC	1988	1988	CA	600.00	124.60	74,760.00
A Scott, Melanie	White & Case LLP (CA)	2004	2004	CA	600.00	20.90	12,540.00
P Brocharan, Laura	Klee, Tuchin, Bogdanoff & Stern, LLP	1991	1991	CA	590.00	0.20	118.00
A Gar Kwang-chien, B.	Weil, Gotschal & Mangels LLP (CA)	2003	2003	CA	580.00	28.50	16,530.00
A Eddaj, David	Gibson Dunn & Crutcher, LLP (CA)	2003	2003	CA	570.00	2.80	1,653.00
P Hejruz, Jeffrey	Munger Tolles & Olson LLC	1984	1984	CA	550.00	35.10	19,305.00
P Ritten, James	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1995	1995	CA	535.00	21.40	11,449.00
A Morse, Joshua	Munger Tolles & Olson LLC	1997	1997	CA	525.00	25.60	13,545.00
A Malotic, Michael	Hennigan Bennett & Dorman LLP	2000	2000	CA	505.00	13.10	6,615.50
A Bershop, Melissa	Weil, Gotschal & Mangels LLP (CA)	2005	2005	CA	500.00	36.50	18,250.00
A Liu, Leslie	Gibson Dunn & Crutcher, LLP (CA)	2006	2006	CA	470.00	14.00	6,580.00
A Kaufman, Derek	Weil, Gotschal & Mangels LLP (CA)	2006	2006	CA	465.00	45.80	21,343.50
A Hochlauer, Brian	Munger Tolles & Olson LLC	2005	2005	CA	450.00	508.30	228,735.00
A Nathan, Joseph	Munger Tolles & Olson LLC	2002	2002	CA	435.00	0.30	130.50
A Jasper, M. Lance	Weil, Gotschal & Mangels LLP (CA)	2007	2007	CA	415.00	25.20	10,458.00
A Eskandar, Barney	Munger Tolles & Olson LLC	2006	2006	CA	400.00	96.20	38,480.00
A Rubin, Erendira E.	O'Melveny & Myers LLP (CA)	2006	2006	CA	385.00	8.40	3,520.00
		2006	2006	CA	385.00	8.40	3,318.00

California Rate Report

PROFESSIONAL	FIRM	GRADUATED	ADMITTED	STATE	RATE	HOURS	TOTAL
A. Schneider, Bradley	Munger, Toiles & Olson LLC	2004	2004	CA	\$ 395.00	1.30	\$ 513.50
A. Reagan, Matthew	Weil, Gotshal & Manges LLP (CA)	2008	2008	CA	355.00	13.50	4,792.50
A. Guzman, Tanya	O'Melveny & Myers LLP (CA)	2007	2007	CA	330.00	2.50	825.00
PP Necltis, Ross	O'Melveny & Myers LLP (CA)				260.00	6.20	1,612.00
Finslyson, Kaiha	Pachulski Slag Ziehl Young Jones & Weintraub (CA)				225.00	27.60	6,210.00
Jeffries, Patricia J.	Pachulski Slag Ziehl Young Jones & Weintraub (CA)				225.00	0.40	90.00
PP Pearson, Sandra	Klee, Tuchin, Bogdanoff & Stern, LLP			CA	215.00	1.90	408.50
PP Floyd, Kevin	Hennigan Bennett & Dorman LLP				210.00	0.30	63.00
PP Knottis, Cheryl	Pachulski Slag Ziehl Young Jones & Weintraub (CA)				205.00	2.20	451.00
CMA Pitman, Shonlie	Pachulski Slag Ziehl Young Jones & Weintraub (CA)				125.00	2.50	325.00

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BY BILLING RATE

California rate Report

PROFESSIONAL	FIRM	GRADUATED	ADMITTED	STATE	RATE	HOURS	TOTAL
P. Tolles, Stephen L.	Gibson Dunn & Crutcher, LLP (CA)	1982	1982	CA	\$ 860.00	0.10	\$ 86.00
P. Patterson, Thomas	Klee, Tuchin, Bogdanoff & Stern, LLP	1984	1984	CA	850.00	225.00	191,250.00
P. Tuchin, Michael	Klee, Tuchin, Bogdanoff & Stern, LLP	1980	1890	CA	850.00	74.40	67,240.00
P. Stern, David	Klee, Tuchin, Bogdanoff & Stern, LLP	1975	1975	CA	850.00	32.90	27,965.00
P. Isister, Paul S.	Gibson Dunn & Crutcher, LLP (CA)	1986	1986	CA	840.00	6.35	5,334.00
P. Arnold, Dennis	Gibson Dunn & Crutcher, LLP (CA)	1975	1976	CA	840.00	4.10	3,444.00
P. Timmons, Brian	Quinn Emanuel Urquhart Oliver & Hedges, LLP	1991	1991	CA	820.00	72.80	59,696.00
P. Bailack, Karen	Well, Gotshal & Manges LLP (CA)	1988	1986	CA	810.00	40.40	32,724.00
P. Ziehl, Dean A.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1978	1978	CA	795.00	20.30	16,138.50
P. Glimora, Danielle	Quinn Emanuel Urquhart Oliver & Hedges, LLP	1993	1994	CA	775.00	9.50	7,382.50
P. Averch, Craig	White & Case LLP (CA)	1984	1984	CA	750.00	189.20	141,900.00
P. Keller, Tobias	Jones Day (CA)	1990	1990	CA	750.00	1.90	1,425.00
P. Baker, James	Jones Day (CA)	1980	1980	CA	750.00	0.20	150.00
P. Winston, Eric D.	Quinn Emanuel Urquhart Oliver & Hedges, LLP	1999	1999	CA	740.00	7.10	5,234.00
P. Orig, Johanna Y.	Quinn Emanuel Urquhart Oliver & Hedges, LLP	1987	1987	CA	740.00	6.30	4,662.00
P. Kornfeld, Alan	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1987	1987	CA	725.00	10.10	7,322.50
A. Clark, Jeffrey E	Sidley Austin Brown & Wood LLP (CA)	1997	1998	CA	700.00	110.90	77,639.00
P. Myers, Martin	Jones Day (CA)	1987	1987	CA	700.00	26.50	18,550.00
P. Grassgreen, Debra I.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1991	1992	CA	695.00	5.50	3,822.50
A. Gustafson, Mark E.	White & Case LLP (CA)	1998	1998	CA	685.00	117.70	80,824.50
P. Arashi, Dora	Gibson Dunn & Crutcher, LLP (CA)	1995	1995	CA	675.00	39.40	26,595.00
A. Gorsich, Ronald	White & Case LLP (CA)	2001	2001	CA	665.00	22.50	147,237.50
P. Montgomery, Croftwell	Gibson Dunn & Crutcher, LLP (CA)	1997	1987	CA	635.00	2.50	1,587.50
A. Newman, Samuel	Gibson Dunn & Crutcher, LLP (CA)	2001	2001	CA	610.00	11.50	7,015.00
A. Dairahim, Shiva	White & Case LLP (CA)	2003	2003	CA	600.00	217.50	130,500.00
A. Scott, Melanie	White & Case LLP (CA)	2004	2004	CA	600.00	74.90	44,940.00
P. Trodella, Robert	Jones Day (CA)	1996	1996	CA	600.00	35.30	21,180.00
A. Ger Kwang-chien, B.	Well, Gotshal & Manges LLP (CA)	2003	2003	CA	580.00	54.20	31,436.00
OC Matcalf, Brian	Klee, Tuchin, Bogdanoff & Stern, LLP	1999	1989	CA	575.00	12.40	7,139.00
A. Eddel, David	Gibson Dunn & Crutcher, LLP (CA)	2003	2003	CA	570.00	0.50	285.00
C. Crosby IV, Peter	Jones Day (CA)	1984	1984	CA	565.00	13.30	7,514.50
A. Martin, Jill	White & Case LLP (CA)	2006	2006	CA	550.00	45.80	25,190.00
A. Correa, Michaeline	Jones Day (CA)	2001	2001	CA	525.00	1.70	892.50
OC Brandt, Gina F.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1976	1976	CA	525.00	1.30	682.50
A. Maleik, Michael	Well, Gotshal & Manges LLP (CA)	2005	2005	CA	500.00	175.30	87,650.00
A. Rodriguez, Noel	Jones Day (CA)	2003	2003	CA	500.00	41.80	20,900.00
A. Heyn, Malhev	Klee, Tuchin, Bogdanoff & Stern, LLP	2003	2003	CA	495.00	111.80	55,341.00
A. Barshob, Melissa	Gibson Dunn & Crutcher, LLP (CA)	2006	2006	CA	470.00	4.10	1,927.00
A. Liu, Leslie	Well, Gotshal & Manges LLP (CA)	2006	2006	CA	465.00	302.70	140,755.50
A. Chun, Sebyul	White & Case LLP (CA)	2008	2008	CA	460.00	162.10	74,566.00

California rate Report

PROFESSIONAL	FIRM	GRADUATED	ADMITTED	STATE	RATE	HOURS	TOTAL
A Morrison, Kelley M	White & Case LLP (CA)	2008	2008	CA	\$ 460.00	105.50	\$ 48,530.00
A Hawk, Jonathan	White & Case LLP (CA)	2007	2007	CA	460.00	20.30	9,338.00
P Phillip, Laurence	McKenna Long & Aldridge LLP (CA)	1997	1997	CA	450.00	15.00	6,750.00
P Larsen, J David	McKenna Long & Aldridge LLP (CA)	1997	1997	CA	450.00	10.00	4,500.00
A Guess, David	Klee, Tuchin, Bogdanoff & Stern, LLP	2005	2005	CA	430.00	366.79	157,681.00
A Pozmantier, Courtney	Klee, Tuchin, Bogdanoff & Stern, LLP	2005	2005	CA	430.00	23.20	9,976.00
A Dickerson, Matthew	Sidley Austin Brown & Wood LLP (CA)	2007	2007	CA	425.00	25.30	10,752.50
A Tran, William	Sidley Austin Brown & Wood LLP (CA)	2006	2006	CA	425.00	5.40	2,295.00
A Nathan, Joseph	Well, Gotshal & Mannaes LLP (CA)	2007	2007	CA	415.00	61.50	25,522.50
A Wilson, Lorna S.	Gibson Dunn & Crutcher, LLP (CA)	2008	2008	CA	400.00	4.00	1,600.00
A Simonds, Ariella	Sidley Austin Brown & Wood LLP (CA)	2008	2008	CA	375.00	49.30	18,487.50
A Deanthan, Kevin	Klee, Tuchin, Bogdanoff & Stern, LLP	2008	2008	CA	300.00	4.70	1,410.00
A Elliot, Karin	Klee, Tuchin, Bogdanoff & Stern, LLP	2008	2008	CA	300.00	2.10	630.00
LIB Forrester, Leslie A.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)				250.00	4.90	1,225.00
PP Harris, Denise A.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)				225.00	8.50	1,912.50
PP Gycensar, Michelle	McKenna Long & Aldridge LLP (CA)				215.00	40.60	8,729.00
PP Pearson, Sandra	Klee, Tuchin, Bogdanoff & Stern, LLP			CA	215.00	36.00	7,740.00
PP Brown, Thomas J.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)				195.00	2.00	390.00
LIB Jones, Carla H.	Gibson Dunn & Crutcher, LLP (CA)				165.00	0.50	82.50

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LEGAL BILLING REPORT

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BY BILLING RATE

California Rate Report

PROFESSIONAL	FIRM	GRADUATED	ADMITTED	STATE	RATE	HOURS	TOTAL
		1978	1979	CA	\$		\$
P. Pachulski, Richard M.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1984	1984	CA	865.00	267.62	257,419.90
P. Patterson, Thomas	Klea, Tuchin, Bogdanoff & Stern, LLP	1990	1990	CA	850.00	382.60	333,710.00
P. Tuchin, Michael	Klea, Tuchin, Bogdanoff & Stern, LLP	1975	1975	CA	850.00	201.40	171,190.00
P. Stern, David	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1978	1978	CA	850.00	66.80	58,480.00
P. Pachulski, Richard M.	Gibson Dunn & Crutcher, LLP (CA)	1975	1978	CA	840.00	66.00	57,800.00
P. Arnold, Dennis	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1978	1978	CA	825.00	256.25	211,406.25
P. Ziehl, Dean A.	Quinn Emanuel Urquhart Oliver & Hedges, LLP	1981	1991	CA	820.00	240.60	197,282.00
P. Timmons, Brian	Quinn Emanuel Urquhart Oliver & Hedges, LLP	1986	1986	CA	820.00	80.20	65,784.00
P. Lyons, Duane	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1981	1981	CA	795.00	357.30	284,053.50
P. Ornel, Robert B.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1980	1981	CA	795.00	158.50	126,007.50
P. Richards, Jeremy	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1978	1978	CA	795.00	94.00	74,730.00
P. Ziehl, Dean A.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1978	1978	CA	795.00	20.30	16,138.50
P. Ziehl, Dean A.	Quinn Emanuel Urquhart Oliver & Hedges, LLP	1989	1989	CA	740.00	54.00	39,960.00
P. Whinston, Eric D.	Quinn Emanuel Urquhart Oliver & Hedges, LLP	1997	1997	CA	740.00	11.20	8,288.00
P. Ong, Johanna Y.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1987	1987	CA	725.00	10.10	7,322.50
P. Kornfeld, Alan	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1981	1982	CA	695.00	5.50	3,822.50
P. Grassmann, Debra I.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1983	1983	CA	685.00	3.40	2,363.00
P. Calne, Andrew	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1968	1970	CA	675.00	60.80	41,040.00
P. Parker, Daryl	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1968	1967	CA	675.00	16.60	11,205.00
P. Mahtony, James	Gibson Dunn & Crutcher, LLP (CA)	1985	1985	CA	675.00	14.80	9,990.00
P. Arash, Dara	Klea, Tuchin, Bogdanoff & Stern, LLP	1985	1985	CA	650.00	1.40	910.00
P. Davids, Ronn	Gibson Dunn & Crutcher, LLP (CA)	2001	2001	CA	610.00	3.70	2,257.00
A. Newman, Samuel	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1987	1987	CA	585.00	100.80	59,976.00
C. Hochman, Harry	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1998	1997	CA	585.00	32.50	19,337.50
A. Newmark, Victoria	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1997	1997	CA	585.00	19.40	11,543.00
C. Cho, Shirley	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1987	1987	CA	575.00	57.60	33,170.00
C. Hochman, Harry	Klea, Tuchin, Bogdanoff & Stern, LLP	1989	1989	CA	575.00	1.40	805.00
A. Dinkelmann, Jennifer	Klea, Tuchin, Bogdanoff & Stern, LLP	1999	1999	CA	575.00	0.70	402.50
OC Matcalf, Brian	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	1976	1976	CA	525.00	1.30	682.50
OC Brandt, Gina F.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	2003	2003	CA	495.00	108.70	54,301.50
A. Hahn, Mathew	Pachulski Stang Ziehl Young Jones & Weintraub (CA)	2006	2006	CA	470.00	2.10	987.00
P. Brown, Gillian	Well, Goethel & Mencia LLP (CA)	2006	2006	CA	465.00	9.80	4,557.00
A. Liu, Leslie	McKenna Long & Aldridge LLP (CA)	1997	1997	CA	450.00	2.70	1,215.00
P. Phillip, Laurence	Klea, Tuchin, Bogdanoff & Stern, LLP	2005	2005	CA	430.00	402.90	173,247.00
A. Guess, David	Quinn Emanuel Urquhart Oliver & Hedges, LLP	2008	2008	CA	380.00	4.60	1,748.00
PP Sardas, Joseph C	Klea, Tuchin, Bogdanoff & Stern, LLP	2006	2006	CA	300.00	16.80	4,980.00
A. Elliot, Konin	Quinn Emanuel Urquhart Oliver & Hedges, LLP	2030	2030	CA	250.00	20.30	5,075.00
PP Lacroix, Martine	Pachulski Stang Ziehl Young Jones & Weintraub (CA)				250.00	4.90	1,225.00
LIB Forrester, Leslie A.							

California Rate Report

PROFESSIONAL	FIRM	GRADUATED	ADMITTED	STATE	RATE	HOURS	TOTAL
					\$		\$
LIB Forrester, Leslie A.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)				250.00	1.80	450.00
PP Harris, Denise A.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)				225.00	47.80	10,777.50
PP Harris, Denise A.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)				225.00	8.50	1,912.50
PP Harrison, Felice	Pachulski Stang Ziehl Young Jones & Weintraub (CA)				225.00	0.40	90.00
PP Grysonek, Michelle	McKenna Long & Aldridge LLP (CA)				215.00	60.40	12,986.00
PP Pearson, Sandra	Klea, Tuchin, Bozdanoff & Stern, LLP				215.00	52.40	11,286.00
PP Brown, Thomas J.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)				195.00	59.75	11,651.25
PP Matteo, Mike	Pachulski Stang Ziehl Young Jones & Weintraub (CA)				195.00	6.00	1,170.00
PP Brown, Thomas J.	Pachulski Stang Ziehl Young Jones & Weintraub (CA)				195.00	2.00	380.00
L.S. Everheart, Christine	McKenna Long & Aldridge LLP (CA)				180.00	3.00	540.00
PP Sahin, Andrew	Pachulski Stang Ziehl Young Jones & Weintraub (CA)				150.00	16.80	2,535.00
PP Bass, John	Pachulski Stang Ziehl Young Jones & Weintraub (CA)				150.00	0.80	120.00

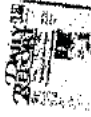
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Name	Title	Practice Area	Firm	City	State	Country	Graduated Law School
Adelson, Eliot A.	Partner	Litigation	Kirkland and Ellis	San Francisco	CA	United States	
Agostini, Aaron L.	Associate		Jones Day	San Francisco	CA	United States	
Alford, Hays J.	Associate	Employee Benefits and Exec Comp	Jones Day	San Francisco	CA	United States	420
Baker, James P.	Partner		Jones Day	San Francisco	CA	United States	263
Bass, Eric	Associate	Business Restructuring and Reorganization	Farrille Braun and Menel	San Francisco	CA	United States	1980
Bonaville, Peter J.	Partner	Business and Finance	Jones Day	San Francisco	CA	United States	450
Bernog, Scott M.	Associate	Business and Finance	Morgan Lewis and Boekus	San Francisco	CA	United States	1974
Bernthal, David M.	Partner	Commercial Litigation	Pechulski, Stang, Ziehl and Jones	San Francisco	CA	United States	2003
Bersch, Marita	Partner	Corporate, Criminal Investigations	Jones Day	San Francisco	CA	United States	1966
Bernstein, Jeffrey	Partner	White Collar Crime, Commercial Litigation	K and L Gates	San Francisco	CA	United States	525
Brown, David W.	Partner	Business and Finance	Clayton and Burting	San Francisco	CA	United States	940
Browning, J. Taylor	Associate	Trial and Environmental Litigation	Morgan Lewis and Boekus	San Francisco	CA	United States	1996
Bucabalo, Bernard N.	Partner	Environmental	King and Spalding	San Francisco	CA	United States	1994
Casro, Ruth Ann	Associate	Corporate Finance and HealthCare	Farrille Braun and Menel	San Francisco	CA	United States	340
Gibson, G. Emily	Partner	Corporate Finance and HealthCare	O'Malley and Myers	San Francisco	CA	United States	675
Griffin, Ryan M.	Associate	Business Restructuring and Reorganization	Jones Day	San Francisco	CA	United States	315
Conrad, Michaelina	Associate	Business Restructuring and Reorganization	Jones Day	San Francisco	CA	United States	2001
Crooby, Peter J.	Counsel	Business Restructuring and Reorganization	Jones Day	San Francisco	CA	United States	1994
Davies, Doug	Partner	Employment	Farrille Braun and Menel	San Francisco	CA	United States	510
Dibble, Sam	Partner	Business Transactions	Farrille Braun and Menel	San Francisco	CA	United States	450
Dixon, Benjamin	Partner	Complex Commercial Trial	Holtz Ehrlich	San Francisco	CA	United States	246
Dixon, Megan	Associate	Complex Commercial Trial	Holtz Ehrlich	San Francisco	CA	United States	575
Dobrykowski, Daniel T.	Associate	Construction	Jones Day	San Francisco	CA	United States	2007
Douglas, Scott	Partner	Construction	Farrille Braun and Menel	San Francisco	CA	United States	525
Dune, Heather	Associate	Construction	DLA Piper	San Francisco	CA	United States	425

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Name	Title	Practice Area	Firm	City	State	Country	Graduated Law School	Practicing Since	2006 Rates	2007 Rates	2008 Rates	2009 Rates
Adkins, Eliot A.	Partner	Litigation	Kirkland and Ellis	San Francisco	CA	United States						
Alexander, Aaron L.	Associate		Jones Day	San Francisco	CA	United States			430			
Altshuler, James J.	Associate	Employee Benefits and Exec Comp	Kirkland and Ellis	San Francisco	CA	United States	1980		260			750
Baker, James P.	Partner		Jones Day	San Francisco	CA	United States						
Bass, Erik	Associate	Business, Restructuring and Reorganization	Farella Braun and Menzel	San Francisco	CA	United States				400	748	775
Berman, Peter J.	Partner	Business and Finance	Jones Day	San Francisco	CA	United States	1974					
Berning, Scott M.	Associate	Commercial Litigation, Bankruptcy and Reorganization	Morgan Lewis and Boekeler	San Francisco	CA	United States	2007	2003			685	345
Bertram, David M.	Partner	Corporate, Criminal Investigations	Pachulski, Szang, Ziehl and Jones	San Francisco	CA	United States						
Boersch, Moritz	Partner	Corporate, Criminal Investigations	Jones Day	San Francisco	CA	United States		1965				725
Borstein, Jeffrey	Partner	White Collar Crime, Commercial Litigation	K and L Gates	San Francisco	CA	United States				525	590	
Brown, David W.	Partner	Business and Finance	Covington and Burling	San Francisco	CA	United States			640			
Browning, James J.	Associate	Tort and Environmental Litigation	Morgan Lewis and Boekeler	San Francisco	CA	United States	1956	1996				550
Bunialio, Stefania M.	Partner	Environmental	King and Spalding	San Francisco	CA	United States		1984				580
Casale, Ruth Ann	Associate	Corporate Finance and Real Estate	Farella Braun and Menzel	San Francisco	CA	United States				380	675	
Christensen, C. Murphy	Partner	Corporate Finance and Real Estate	O'Melveny and Myers	San Francisco	CA	United States						
Christen, Ryan M.	Associate	Business, Restructuring and Reorganization	Kirkland and Ellis	San Francisco	CA	United States	2001	2001	315			625
Conrad, Michelle	Associate	Business, Restructuring and Reorganization	Jones Day	San Francisco	CA	United States						665
Crooby, Peter J.	Counsel	Business, Restructuring and Reorganization	Jones Day	San Francisco	CA	United States		1994				
Devar, Doug	Partner	Banking	Farella Braun and Menzel	San Francisco	CA	United States				510		
Doble, Sam	Partner	Banking	Farella Braun and Menzel	San Francisco	CA	United States				460		
Dook, Benjamin	Associate	Banking	Farella Braun and Menzel	San Francisco	CA	United States				295		
Dixon, Megan	Associate	Commercial Litigation	Heller Ehrlich	San Francisco	CA	United States						575
Dobynowski, David T.	Associate	Trial	Jones Day	San Francisco	CA	United States						
Douglas, Scott	Partner	Construction	Farella Braun and Menzel	San Francisco	CA	United States	2007	2007				350
Durr, Heather	Associate	Construction	DLA Piper	San Francisco	CA	United States				425		

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Name	Title	Practice Area	Firm	City	State	Country	Completed Law School	Practicing Since	2005 Rates	2007 Rates	2008 Rates	2009 Rates
Adelson, Erol A.	Partner	Litigation	McKend and Ellis	San Francisco	CA	United States						
Agelios, Aaron L.	Associate		Jones Day	San Francisco	CA	United States						
Alford, Hans J.	Associate	Employees, Benefits and Exec Comp	Kobling and Ellis	San Francisco	CA	United States			430			
Baker, James P.	Partner		Jones Day	San Francisco	CA	United States	1980	1980	260		520	
Bass, Eric	Associate											750
Benveniste, Peter J.	Partner	Business Restructuring and Reorganization	Farriss Braun and Merrill Jones Day	San Francisco	CA	United States	1974	1974		400	745	775
Bennig, Scott M.	Associate	Banking and Finance	Morgan Lewis and Boecher	San Francisco	CA	United States	2007	2008				345
Berentzen, David M.	Partner	Commercial Litigation, Bankruptcy and Reorganization	Pichalski, Stang, Zalk and Jones	San Francisco	CA	United States					595	
Beersch, Martha	Partner	Corporate, Criminal Investigations	Jones Day	San Francisco	CA	United States		1985				725
Bennett, Jeffrey	Partner	White Collar Crime, Commercial Litigation	K and L Gates	San Francisco	CA	United States				555	390	
Brown, David W.	Partner	Business and Finance	Coughlin and Burling	San Francisco	CA	United States			640			
Browning, J. Taylor	Associate	Trust and Estate Planning	Morgan Lewis and Boecher	San Francisco	CA	United States	1995	1995				550
Buonanno, Brandon N.	Partner	Litigation	King and Spalding	San Francisco	CA	United States						580
Castro, Ruth Ann	Associate	Environmental	Farriss Braun and Merrill	San Francisco	CA	United States				360	975	
Chabrian, C. Bioghy	Partner	Corporate Finance and Healthcare	OMLeary and Myers	San Francisco	CA	United States						
Christian, Ryan M.	Associate	Business Restructuring and Reorganization	Katland and Ellis	San Francisco	CA	United States	2001	2001	315			325
Comet, Michelle	Associate	Business Restructuring and Reorganization	Jones Day	San Francisco	CA	United States						
Crosby, Peter J.	Counsel	Business Restructuring and Reorganization	Jones Day	San Francisco	CA	United States	1984	1984			965	965
Darden, Doug	Partner	Employment	Farriss Braun and Merrill	San Francisco	CA	United States				510		
Dibble, Sam	Partner	Business Transactions	Farriss Braun and Merrill	San Francisco	CA	United States				700		
Dogg, Benjamin	Associate	Complex Commercial	Hecker Ehrman	San Francisco	CA	United States				235		
Glau, Megan	Associate	Securities Litigation	Hecker Ehrman	San Francisco	CA	United States				575		
Polchynski, Daniel T.	Associate	Trial	Jones Day	San Francisco	CA	United States						350
Douglas, Scott	Partner	Construction	Farriss Braun and Merrill	San Francisco	CA	United States	2007	2007				
Cunniff, Heather	Associate	Construction	DLA Piper	San Francisco	CA	United States			425	525		

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Name	Title	Practice Area	Firm	City	State	Country	Graduated Law School	Practicing Since	2006 Rates	2007 Rates	2008 Rates	2009 Rates
Egan, Charlotte C.	Associate Partner	Trial	Jones Day	San Francisco	CA	United States	2008	2008	685	725	535	375
Eisenbach, Robert L.	Partner	Bankruptcy and Restructuring	Conroy, Gonzalez, Knovich, Morrison and Frazier	San Francisco	CA	United States	1975	1975	540	330	535	375
Engel, G. Larry	Partner	Bankruptcy and Restructuring	Jones Day	San Francisco	CA	United States	2006	2006	355	355	375	375
Espinoza, Chisty	Associate Partner	Bankruptcy and Restructuring	Farella Braun and Menzel	San Francisco	CA	United States	1975	1975	540	330	535	375
Ford, Robert	Partner	Bankruptcy and Restructuring	Jones Day	San Francisco	CA	United States	2006	2006	355	355	375	375
Frank, Michael T.	Partner	Bankruptcy and Restructuring	DLA Piper	San Francisco	CA	United States	1975	1975	540	330	535	375
Frach, Ashua M.	Partner	Bankruptcy and Restructuring	DLA Piper	San Francisco	CA	United States	1975	1975	540	330	535	375
Friedrichs, John E.	Partner	Bankruptcy and Restructuring	DLA Piper	San Francisco	CA	United States	1975	1975	540	330	535	375
Garmt, Benjamin P.	Associate	Bankruptcy and Restructuring	DLA Piper	San Francisco	CA	United States	1975	1975	540	330	535	375
Gerking, Tyler	Associate	Bankruptcy and Restructuring	DLA Piper	San Francisco	CA	United States	1975	1975	540	330	535	375
Gloster, Dean	Partner	Bankruptcy and Restructuring	Farella Braun and Menzel	San Francisco	CA	United States	1975	1975	540	330	535	375
Golsher, Neil	Partner	Bankruptcy and Restructuring	Farella Braun and Menzel	San Francisco	CA	United States	1975	1975	540	330	535	375
Gross, John	Partner	Bankruptcy and Restructuring	Farella Braun and Menzel	San Francisco	CA	United States	1975	1975	540	330	535	375
Hanzick, Jan	Partner	Bankruptcy and Restructuring	Farella Braun and Menzel	San Francisco	CA	United States	1975	1975	540	330	535	375
Hart, Daniel	Associate	Bankruptcy and Restructuring	Farella Braun and Menzel	San Francisco	CA	United States	1975	1975	540	330	535	375
Hodan, Frederick D.	Partner	Bankruptcy and Restructuring	Farella Braun and Menzel	San Francisco	CA	United States	1975	1975	540	330	535	375
Hunkley, Lynn M.	Of Counsel	Bankruptcy and Restructuring	Farella Braun and Menzel	San Francisco	CA	United States	1975	1975	540	330	535	375
Jacobs, Lynn	Associate	Bankruptcy and Restructuring	Farella Braun and Menzel	San Francisco	CA	United States	1975	1975	540	330	535	375
Kane, John	Partner	Bankruptcy and Restructuring	Farella Braun and Menzel	San Francisco	CA	United States	1975	1975	540	330	535	375
Karsh, Scott D.	Partner	Bankruptcy and Restructuring	Farella Braun and Menzel	San Francisco	CA	United States	1975	1975	540	330	535	375
Karsh, Christopher W.	Partner	Bankruptcy and Restructuring	Farella Braun and Menzel	San Francisco	CA	United States	1975	1975	540	330	535	375
Kelly, Tobias S.	Partner	Bankruptcy and Restructuring	Farella Braun and Menzel	San Francisco	CA	United States	1975	1975	540	330	535	375
Kim, Henry	Associate Partner	Bankruptcy and Restructuring	DLA Piper	San Francisco	CA	United States	1975	1975	540	330	535	375
Konrad, Carl	Partner	Bankruptcy and Restructuring	DLA Piper	San Francisco	CA	United States	1975	1975	540	330	535	375
Kordtshahn, Sam	Partner	Bankruptcy and Restructuring	DLA Piper	San Francisco	CA	United States	1975	1975	540	330	535	375

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Name	Title	Practice Area	Firm	City	State	Country	Graduated Law School
Larkach, Justin	Counsel	Corporate Finance	Obelkevich and Myers	San Francisco	CA	United States	1997
Marshall, Robert G.	Partner	Employee Benefits and ERISA Comp	Jones Day	San Francisco	CA	United States	1997
Mason, Cory	Associate Partner	Restructuring and Insolvency	Finkle Braun and Marzel Webster and Sothern	San Francisco	CA	United States	1997
McDermott, Brian D.	Associate Partner	Trial Practice	Jones Day	San Francisco	CA	United States	2002
McKean, Mark E.	Partner	Business and Finance	Arundel and Ellis	San Francisco	CA	United States	1992
Meyers, William A.	Partner	Business and Finance	Morgan Lewis and Bockius Jones Day	San Francisco	CA	United States	1987
Meyers, Martin H.	Partner	Recovery	Jones Day	San Francisco	CA	United States	1987
Nagraj, Azhi	Associate	Litigation	Finkle Braun and Marzel	San Francisco	CA	United States	2002
Hobbs, Casey M.	Associate	Banking and Finance	Kirkland and Ellis	San Francisco	CA	United States	1979
Olson, James D.	Partner	Banking and Finance	Jones Day	San Francisco	CA	United States	1979
Os, Amanda M.	Associate	Labor and Employment	Jones Day	San Francisco	CA	United States	1979
Osgood, Michael C.E.	Associate	Litigation	Kirkland and Ellis	San Francisco	CA	United States	1979
Pelton, Kasia	Associate	Labor and Employment	Obelkevich and Myers	San Francisco	CA	United States	1979
Pleasant, Karan H.	Of Counsel	California Employment	Morgan Lewis and Bockius	San Francisco	CA	United States	1979
Pollock, Thomas R.	Partner	Courtroom	Finkle Braun and Marzel	San Francisco	CA	United States	1979
Prentice, Alex	Associate	Corporate	Faulk Hastings, Jenkity and Walker	San Francisco	CA	United States	2008
Reppel, Ramon	Associate	Corporate	Finkle Braun and Marzel	San Francisco	CA	United States	2008
Rhodes, Katherine S.	Partner	Corporate	Finkle Braun and Marzel	San Francisco	CA	United States	1995
Ritter, Peter	Partner	Corporate	Finkle Braun and Marzel	San Francisco	CA	United States	1995
Rodriguez, Noel	Associate	Trial Practice	Jones Day	San Francisco	CA	United States	1995
Sabina, Cheryl	Associate Counsel	Business Tax and Investment	Obelkevich and Myers	San Francisco	CA	United States	1995
Schubert, William	Partner	Business Litigation	Finkle Braun and Marzel	San Francisco	CA	United States	2003
Selling, Jerzynt	Of Counsel	Trial Practice	Kang and Spalding	San Francisco	CA	United States	1999
		Private Client	Finkle Braun and Marzel	San Francisco	CA	United States	2003
		Family Wealth Group	Finkle Braun and Marzel	San Francisco	CA	United States	1999

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2007 Rate	2008 Rate	2009 Rate	2010 Rate
540	540	540	625

2007 Rate	2008 Rate	2009 Rate	2010 Rate
245	245	245	300

2007 Rate	2008 Rate	2009 Rate	2010 Rate
590	590	590	595

2007 Rate	2008 Rate	2009 Rate	2010 Rate
395	395	395	460

2007 Rate	2008 Rate	2009 Rate	2010 Rate
300	300	300	360

2007 Rate	2008 Rate	2009 Rate	2010 Rate
285	285	285	340

2007 Rate	2008 Rate	2009 Rate	2010 Rate
310	310	310	370

2007 Rate	2008 Rate	2009 Rate	2010 Rate
465	465	465	560

2007 Rate	2008 Rate	2009 Rate	2010 Rate
675	675	675	810

2007 Rate	2008 Rate	2009 Rate	2010 Rate
485	485	485	580

2007 Rate	2008 Rate	2009 Rate	2010 Rate
695	695	695	840

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Shenard, Michael	Associate	Securities Litigation	Heller Ehrman	San Francisco	CA	United States	2008	2008	759	2007	2006	2009
Shir, Susan	Associate	Labor and Employment	Hudson and Williams	San Francisco	CA	United States	2008	2008	287	2007	2006	2009
Shoemaker, Leah	Associate	Commercial Litigation	R. and L. Gates	San Francisco	CA	United States	2003	2003	430	2007	2006	2009
Shover, Ian	Associate	Commercial Disputes	King and Spalding	San Francisco	CA	United States						
Shover, Eric	Associate	Business Transactions	Fennell, Braun and Martel	San Francisco	CA	United States						
Shover, Kenneth J.	Associate	Litigation	Arnold and Porter	San Francisco	CA	United States						
Thaler, Alexander (Saman)	Associate	Labor and Employment	Chelverny and Myers	San Francisco	CA	United States						
Thompson, Grant	Associate	Tax	Fennell, Braun and Martel	San Francisco	CA	United States						
Topral, Chandra D.	Associate	Tax	Paul, Hastings, Janofsky and Walker	San Francisco	CA	United States						
Trickett, Nolan	Partner	Business Transactions and Risk	Fennell, Braun and Martel	San Francisco	CA	United States	1986	1986	285	2007	2006	2009
Trodella, Robert A.	Partner	Business Transactions and Risk	James Day	San Francisco	CA	United States						
Urbano, Suzzanne	Partner	Finance, Corporate and Bankruptcy	Chelverny and Myers	San Francisco	CA	United States						
Voep, Gay M.	Senior Legal Assistant	Litigation	Korholz and Ellis	San Francisco	CA	United States						
Waggoner, Kristina	Associate	Business Transactions	Fennell, Braun and Martel	San Francisco	CA	United States						
Walt, Gregory A.	Senior Attorney	Labor/Employee	Squire Sanders and Smith	San Francisco	CA	United States						
Wassals, Kelly	Associate	Litigation	King and Spalding	San Francisco	CA	United States						
Whalen, Jon	Partner	Insurance and Risk Management	Fennell, Braun and Martel	San Francisco	CA	United States						
White, Jack L.	Associate	Restructuring	Korholz and Ellis	San Francisco	CA	United States						
Wizans, Barbara	Counsel	Bankruptcy and Creditors Rights	Chelverny and Myers	San Francisco	CA	United States						
Woodruff, Kelly	Partner	Bankruptcy and Creditors Rights	Fennell, Braun and Martel	San Francisco	CA	United States						
Zwolskin, Michael	Partner	New Century Financial Corp	Heller Ehrman	San Francisco	CA	United States						

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Exhibit 8

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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

DARIO BARRERA, individually, and
on behalf of all others similarly
situated,

Plaintiff,

v.

GAMESTOP CORP.;
GAMESTOP, INC.;
and DOES 1 through 100, inclusive,

Defendants.

Case No. CV 09-1399 ODW (Ex)

[Assigned to the Hon. Otis D. Wright II,
Courtroom 11]

**ORDER GRANTING PLAINTIFF'S
REQUEST FOR ATTORNEYS' FEES AND
COSTS AND CLASS REPRESENTATIVE
ENHANCEMENT [51]**

Date: December 6, 2010
Time: 1:30p.m.
Place: Courtroom 11

Complaint filed: January 23, 2009
Trial date: none set

On June 21, 2010, this Court preliminarily approved the proposed Joint Stipulation of Settlement and Release (the "Settlement Agreement") between Plaintiff Dario Barrera ("Barrera"), the proposed Settlement Class (as defined herein) and Defendants GAMESTOP CORP. and GAMESTOP, INC., (collectively

1 "GAMESTOP" or "Defendants"). All terms herein should have the same meaning
2 as defined in the Stipulation.

3 This Court has considered the propriety of Class Counsel's application for
4 the reasonable fee of up to 33 1/3%, or \$1,083,333.33 of the Maximum Settlement
5 Amount in attorneys' fees for serving as Class Counsel, and \$10,000.00 for
6 reimbursement of actual costs for serving as Class Counsel. The Court has further
7 considered Class Counsel's request for a \$10,000.00 enhancement award for Dario
8 Barrera, for serving as the Named Plaintiff

9 Based upon the unopposed Motion, this Court having read and considered all
10 papers, pleadings, arguments, and evidence submitted, and good cause appearing
11 therefore, this Court now finds and orders as follows:

12 **FINDINGS**

13 The Court finds that Class Counsel's request for a 33 1/3 % of Maximum
14 Settlement Amount is reasonable given the benefits of the class action settlement to
15 the class, and the amount of time and energy class counsel invested into reaching a
16 resolution. Class Counsel's hourly rates are also reasonable compared to rates
17 charged by similar attorneys, especially in light of Counsel's extensive experience
18 in the field and. Specifically, the Court finds that the following hourly rates are
19 reasonable: Douglas N. Silverstein, \$700; Michael G. Jacob, \$450; Catherine J.
20 Roland, \$300; and, Alicia Goukasian, \$475. The Court finds that a multiplier of 1.8
21 is reasonable in light of the contingent nature of this matter.

22 The Court also approves the Incentive Award to the Named Plaintiff to
23 reward him for his stalwart dedication to the Class and active involvement in the
24 suit.

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Exhibit 9

WILLIS CLASS' PROPOSAL FOR ALLOCATION OF FEES AND COSTS
 BASED ON PWS HISTORICAL PUMPING 2000 to 2006

	<u>LA</u>	<u>PWD</u>	<u>LCID</u>	<u>QH</u>	<u>RCS</u>	<u>AVWC</u>	<u>PRID</u>	<u>DLCS</u>	<u>NECS</u>	<u>PPHC</u>	<u>Total</u>
2000	17,419	9,625	1,810	1,419	1,461	827	1,147	353	250	1,000	35,311
2001	21,736	11,281	1,830	3,040	2,185	810	1,147	353	250	1,000	43,632
2002	21,196	8,281	1,950	2,801	2,359	787	1,536	353	250	1,000	40,513
2003	16,791	10,587	1,930	1,554	1,767	602	1,558	353	250	1,000	36,392
2004	21,281	10,990	2,230	1,347	1,989	595	814	353	250	1,000	40,849
2005	19,201	11,045	1,870	1,244	1,701	614	1,139	353	250	1,000	38,417
2006	12,277	11,320	2,150	1,386	2,212	534	591	353	250	1,000	32,073
Ave.	<u>21,650</u>	<u>12,188</u>	<u>2,295</u>	<u>2,132</u>	<u>2,279</u>	<u>795</u>	<u>1,322</u>	<u>412</u>	<u>292</u>	<u>1,167</u>	<u>44,531</u>
%	<u>48.62%</u>	<u>27.37%</u>	<u>5.15%</u>	<u>4.79%</u>	<u>5.12%</u>	<u>1.78%</u>	<u>2.97%</u>	<u>0.92%</u>	<u>0.65%</u>	<u>2.62%</u>	