

EXHIBIT 3

1 SUPERIOR COURT OF THE STATE OF CALIFORNIA

2 FOR THE COUNTY OF LOS ANGELES

ORIGINAL FILED

MAR - 4 2009

LOS ANGELES SUPERIOR COURT

3 COORDINATED PROCEEDING)
4 SPECIAL TITLE (Rule 1550(b)))

JUDICIAL COUNCIL)
PROCEEDING NO. 3408)

5 ANTELOPE VALLEY GROUNDWATER)
6 CASES)

PLAINTIFF WILLIS')
~~PROPOSED~~ ORDER)
CLASS NOTICE)
GOVERNING)

7 Included Action:)

Hearing:)

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

Date: December 16, 2008)
Time: 1:30 p.m.)
Place: Dept.17 (Santa Clara County))

Plaintiff,)

Judge: Hon. Jack Komar)

10 vs.)

11 LOS ANGELES COUNTY WATERWORKS)
12 DISTRICT NO. 40; et al.,)

13 Defendants.)

14 Los Angeles County Superior Court)
15 Case No. BC 364 553)

16 AND RELATED ACTIONS)

17 WHEREAS, on September 11, 2007, the Court entered an Order certifying this action as
18 a class action pursuant to Section 382 of the Code of Civil Procedure ("C.C.P.") ("Class
19 Certification Order"); and

20 WHEREAS, by Orders dated May 22, 2008 and September 2, 2008, the Court modified
21 its Class Certification Order in certain respects; and

22 WHEREAS, the Court has provisionally approved the form of Notice to the Class and
23 directed the parties to propose the means of providing Notice to the Class; and

24 WHEREAS, the Court having carefully considered the parties' submissions and the
25 relevant issues;

26 IT IS HEREBY ORDERED this 16th day of December, 2008 as follows:

- 27 1. The proposed Notice of Pendency of Class Action (the "Notice"), a copy of which
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1 is attached hereto as Exhibit A, satisfies the requirements of C.C.P. Section 382 and due process,
2 and is approved as to form and content. The Notice to be sent to Class members shall be in all
3 substantive respects in the form attached as Exhibit A.

4 2. On or before December 31, 2008, Los Angeles County Waterworks District No.
5 40 ("District 40") shall cause the Notice to be sent by first class mail to all persons who appear to
6 be members of the Willis Class (i.e., owners of unimproved properties within the Basin). All
7 class members' address information shall be updated through the National Change of Address
8 registry. All notices returned for incorrect or undeliverable addresses will be researched,
9 processed, and resent within 15 days of receipt of updated addresses. District 40 shall make a
10 good faith and reasonable effort to promptly locate the class members and resend any
11 undelivered notices.

12 3. Prior to February 13, 2009, District 40 shall cause the Summary Notice, in the
13 form attached hereto as Exhibit B, to be published on at least 4 separate occasions (including at
14 least two Sundays and two weekdays) in each of the following newspapers: *The Antelope Valley*
15 *Press*, *The Los Angeles Times*, and *The Bakersfield Californian*. The notices to be published in
16 the *Antelope Valley Press* and *Bakersfield Californian* shall be at least 1/4 page and shall be
17 placed in the Business sections of those papers. The notices to be published in the *Los Angeles*
18 *Times* may be published in the Legal Notices section of that paper and may be of any readable
19 size. .

20 4. On or before February 20, 2009, District 40 shall file and post a Declaration
21 attesting to service of the Notice, and publication of the Summary Notice, and shall make
22 available a list identifying all persons to whom the Notice was sent.


23 5. Class members shall have until March 1, 2009 to exclude themselves from the
24 Class. Any exclusion form postmarked by March 1, 2009 or received by March 5, 2009 shall be
25 deemed timely. Any person who timely returns the exclusion form or identifies him/herself as
26 not owning property within the Basin or as a pumper shall be excluded from the Class. All other
27 persons shall remain Class members. The above deadlines shall be subject to modification by
28 the Court upon a showing of good cause.

1 6. Class counsel in cooperation with District 40 counsel shall establish a class web
2 site (the "Web Site") to apprise class members in both the Willis and Wood class actions as to
3 developments in the case. The web site shall initially consist of an (1) Introductory Page, (2) the
4 Class Notice(s); (3) the Response Form, in a form that allows it to be electronically completed
5 and submitted; (4) a link to the Court's web site; (5) selected pleadings and Orders including the
6 operative Complaints and the Court's Orders certifying the Willis and Wood Classes; (6) a
7 "Frequently Asked Questions" page; and (7) contact information, with use of a toll free
8 telephone number, for those persons who have further questions.

9 7. The Web Site shall be periodically updated as the case progresses. Class counsel
10 shall post on the case docket any proposed entries to the Web Site, which shall be as objective as
11 possible. Any party may object to a proposed entry within five (5) business days of its posting,
12 in which event the matter will be considered by the Court at its next following Hearing. In the
13 event there is no objection within five business days, Class Counsel may make the entry on the
14 web site.

15 8. Within twenty (20) business days of the deadline for persons to exclude
16 themselves from the Class, Los Angeles County Waterworks District No. 40 shall file and serve
17 a list of all persons who have requested that they be excluded from the Class or who have
18 identified themselves as pumpers, as well as any other communications it has received in
19 response to the Notice.

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21 Dated: December 16, 2008



Judge of the Superior Court
JACK KOMAR

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