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Attorneys for Bolthouse Properties, LLC and Wm. Bolthouse Farms, Inc.

SUPERIOR COURT OF CALIFORNIA  
COUNTY OF SANTA CLARA

COORDINATION PROCEEDING,  
SPECIAL TITLE (Rule 1550 (b)),

Judicial Council Coordination  
Proceeding No. 4408

**ANTELOPE VALLEY GROUNDWATER  
CASES ,**

CASE NO.: 1-05-CV-049053

INCLUDED ACTIONS:, LOS ANGELES  
COUNTY WATERWORKS DISTRICT NO.  
40 v. DIAMOND FARMING COMPANY, et  
al.,,  
Los Angeles Superior Court Case No.  
BC325201,

**BOLTHOUSE PROPERTIES LLC AND  
WM. BOLTHOUSE FARMS, INC.  
OBJECTION TO MOTION FOR ORDER  
GRANTING PRELIMINARY APPROVAL  
OF CLASS ACTION SETTLEMENT AND  
APPROVING NOTICE TO THE CLASS;  
NOTICE OF JOINDER**

LOS ANGELES COUNTY WATERWORKS  
DISTRICT NO. 40 v. DIAMOND FARMING  
COMPANY, et al. ,  
Kern County Superior Court Case No. S-1500-  
CV-254348,

DIAMOND FARMING COMPANY, and  
W.M. BOLTHOUSE FARMS, INC., v. CITY  
OF LANCASTER, et al.,  
Riverside Superior Court Case No. RIC  
344436 [c/w case no. RIC 344668 and 353840] ,

DATE: October 7, 2010  
TIME; 9:00 a.m.  
DEPT: 1  
JUDGE: Hon. J. Komar

1 BOLTHOUSE PROPERTIES, LLC and BOLTHOUSE FARMS, INC. (collectively,  
2 "BOLTHOUSE") objects to the Motion for Order Granting Preliminary Approval of Class  
3 Action Settlement and Approving Notice to Class and the concurrently filed proposed  
4 settlement agreement filed by the class represented by Rebecca L. Willis ("Willis Class"). The  
5 criteria for fairness of the proposed settlement to the class have not been met in advance of a  
6 preliminary fairness hearing. California Rules of Court, Rule 3.769(g); *See Dunk v. Ford Motor*  
7 *Co.* (1996) 48 Cal.App.4<sup>th</sup> 1794, 1801; *In re Microsoft I-V Cases* (2006) 135 Cal.App.4<sup>th</sup> 706,  
8 723. Accordingly, the finding of fairness to both the class and the remaining landowner  
9 defendants cannot be made.

10 The consideration for the settlement remains undefined. The public water suppliers have  
11 agreed in the settlement only to enforce any prescriptive rights to the extent of 15% of the  
12 basin's federally adjusted native safe yield. Therefore, the Willis Class members will seek to  
13 share in the any remaining 85% of the federally adjusted native safe yield correlatively with the  
14 other landowners. Nevertheless, the native safe yield remains undefined at this juncture of the  
15 litigation as is the issue of subordination of the dormant landowners' pumping rights.  
16 Preliminary approval of the settlement would be unfair to both class members and other  
17 landowners who remain participants in the litigation.

18 **JOINDER**

19 Bolthouse hereby joins in the remaining substantive arguments offered by the Antelope  
20 Valley Groundwater Agreement Association ("AGWA") in its objection filed on September 24,  
21 2010.

22 DATED: September 24, 2010

CLIFFORD & BROWN

23  
24  
25 By: 

RICHARD G. ZIMMER, ESQ.

T. MARK SMITH, ESQ.

Attorneys for plaintiff/defendant,

BOLTHOUSE PROPERTIES, LLC

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*Judicial Counsel Coordination Proceeding No. 4408  
Santa Clara County Superior Court Case No. 1-05-CV-049053*

On September 24, 2010, I served the foregoing document(s) entitled:

— by placing the true copies thereof enclosed in sealed envelopes addressed as stated on the attached mailing list.

— by placing \_\_ the original, \_\_ a true copy thereof, enclosed in a sealed enveloped addressed as follows:

**X BY SANTA CLARA SUPERIOR COURT E-FILED IN COMPLEX LITIGATION PURSUANT TO CLARIFICATION ORDER DATED OCTOBER 27, 2005.**

Executed on September 24, 2010, at Bakersfield, California.

— (Federal) I declare that I am employed in the office of a member of the Bar of this Court at whose direction the service was made.

Rosemary Myers  
ROSEMARY MYERS  
2455-2