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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

CASE NO.: 1-05-CV-049053

**ANTELOPE VALLEY GROUNDWATER
CASES ,**

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'S AND
WM. BOLTHOUSE FARMS, INC.'S
REPLY TO PLAINTIFF WILLIS' REPLY
MEMORANDUM IN SUPPORT OF
MOTION FOR ORDER GRANTING
PRELIMINARY APPROVAL OF CLASS
ACTION SETTLEMENT AND
APPROVING NOTICE TO THE CLASS**

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: November 18, 2010
TIME: 9:00 a.m.
DEPT: 1
JUDGE: Hon. J. Komar

1 BOLTHOUSE PROPERTIES, LLC and BOLTHOUSE FARMS, INC. (collectively,
2 "BOLTHOUSE") hereby submit their reply to Plaintiff Willis' Reply Memorandum in Support
3 of Motion for Order Granting Preliminary Approval of Class Action Settlement and Approving
4 Notice to the Class as follows:

5 **BOLTHOUSE ARUGMENTS AS TO WHY PRELIMINARY APPROVAL SHOULD**
6 **NOT BE MADE, HAVE NOT BEEN ADDRESSED**

7 The initial Objection filed by Bolthouse was very general and included a joinder in the
8 Objection by AGWA. Bolthouse does not intend to argue the AGWA objections at the time of
9 hearing and will leave this to AGWA.

10 However, Bolthouse, after further reflection and consideration of the complex issues at
11 hand, filed a Supplemental Objection to Motion for Order Granting Preliminary Approval of
12 Class Action Settlement and Approving Notice to the Class. In the Supplemental Objection,
13 Bolthouse raises numerous arguments why the proposed preliminary approval should not be
14 granted.

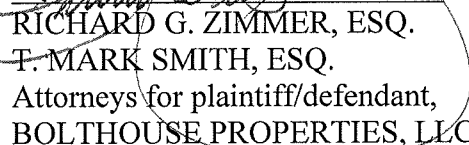
15 In fairness to the Class attorneys, it appears the Willis' Reply passed the Bolthouse
16 Supplemental Objection in the mail. Bolthouse herein invites reply as to why the issues raised
17 by Bolthouse in the Supplemental Objection, lack merit or otherwise do not compel denial of
18 preliminary approval of the Class settlement.

19
20 DATED: October 27, 2010

Respectfully submitted,

21 CLIFFORD & BROWN

22
23
24 By:


25 RICHARD G. ZIMMER, ESQ.
26 T. MARK SMITH, ESQ.
27 Attorneys for plaintiff/defendant,
28 BOLTHOUSE PROPERTIES, LLC

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Santa Clara County Superior Court Case No. 1-05-CV-049053

I am employed in the County of Kern, State of California. I am over the age of 18 and not a party to the within action; my business address is 1430 Truxtun Avenue, Bakersfield, CA 93301.

On October 27, 2010, I served the foregoing document(s) entitled:

**BOLTHOUSE PROPERTIES LLC'S AND WM. BOLTHOUSE FARMS, INC.'S REPLY
TO PLAINTIFF WILLIS' REPLY MEMORANDUM IN SUPPORT OF MOTION FOR
ORDER GRANTING PRELIMINARY APPROVAL OF CLASS ACTION
SETTLEMENT AND APPROVING NOTICE TO THE CLASS**

— 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 October 27, 2010, at Bakersfield, California.

X (State) I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

— (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.

Nanette Maxey
NANETTE MAXEY
2455-2