

EXHIBIT “F”

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Attorneys for Bolthouse Properties, LLC

SUPERIOR COURT OF CALIFORNIA

COUNTY OF SANTA CLARA

* * *

11	COORDINATION PROCEEDING)	Judicial Council Coordination
12	SPECIAL TITLE (Rule 1550(b)))	Proceeding No. 4408
13	ANTELOPE VALLEY GROUNDWATER)	CASE NO. 1-05-CV-049053
14	CASES)	
15	INCLUDED ACTIONS:)	
16	LOS ANGELES COUNTY WATERWORKS)	
17	DISTRICT NO. 40 v. DIAMOND)	CROSS-COMPLAINT OF BOLTHOUSE
18	FARMING COMPANY, et al.,)	PROPERTIES, LLC
19	Los Angeles Superior Court)	
20	Case No. BC325201)	
21	LOS ANGELES COUNTY WATERWORKS)	
22	DISTRICT NO. 40 v. DIAMOND)	
23	FARMING COMPANY, et al.,)	
24	Kern County Superior Court)	
25	Case No. S-1500-CV-254348)	
26	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])	
	ROSAMOND COMMUNITY SERVICES)	
	DISTRICT,)	
	CROSS-COMPLAINANT,)	

1 BOLTHOUSE PROPERTIES, LLC,)
2 Cross-Complainant,)
3 v.)
4 ROSAMOND COMMUNITY SERVICES)
5 DISTRICT; LOS ANGELES COUNTY)
6 WATERWORKS DISTRICT NO. 40;)
7 PALMDALE WATER DISTRICT; CITY)
8 OF LANCASTER; CITY OF)
9 PALMDALE; LITTLEROCK CREEK)
10 IRRIGATION DISTRICT; PALM)
11 RANCH IRRIGATION DISTRICT;)
12 CALIFORNIA WATER SERVICE)
13 COMPANY; ANTELOPE VALLEY-EAST)
14 KERN WATER AGENCY; COUNTY OF)
15 SANITATION DISTRICTS NOS. 14)
16 and 20 OF LOS ANGELES COUNTY;)
17 and as against each and every)
18 party which subsequently files)
19 a Cross-Complaint against)
20 Bolthouse Properties, LLC; and)
21 MOES 1 through 10,000,)
22 Cross-Defendants.)
23)
24)
25)
26)

16 Cross-Defendant/Cross-Complainant, BOLTHOUSE PROPERTIES,
17 LLC., complains of Cross-Defendants, ROSAMOND COMMUNITY SERVICES
18 DISTRICT; LOS ANGELES COUNTY WATERWORKS DISTRICT NO. 40; PALMDALE
19 WATER DISTRICT; CITY OF LANCASTER; CITY OF PALMDALE; LITTLEROCK
20 CREEK IRRIGATION DISTRICT; PALM RANCH IRRIGATION DISTRICT;
21 CALIFORNIA WATER SERVICE COMPANY; ANTELOPE VALLEY-EAST KERN WATER
22 AGENCY; COUNTY OF SANITATION DISTRICTS NOS. 14 and 20 OF LOS
23 ANGELES COUNTY, and MOES 1 through 10,000, inclusive, and each of
24 them (collectively "Cross-Defendants"), and as against each and
25 every party which subsequently files a Cross-Complaint against
26 Bolthouse Properties, LLC as follows:

GENERAL ALLEGATION

1. Cross-Complainant, BOLTHOUSE PROPERTIES, LLC, is and at all times herein mentioned was, a California corporation authorized to do business in the State of California.

2. Cross-Complainant owns in fee certain parcels of real property, and/or own water rights for certain properties, (hereinafter individually referred to as a "PARCEL") in the Antelope Valley area of Los Angeles County, California. Each PARCEL has previously been identified in previous Complaints filed by WM. BOLTHOUSE FARMS, INC. in the Riverside action which was later coordinated with the Los Angeles County and Kern County actions filed by Los Angeles County Waterworks District No. 40.

3. Each PARCEL overlies percolating groundwater, the extent of which is unknown to Cross-Complainant. Cross-Complainant hereby incorporates by reference, as if set forth at length verbatim, the Cross-Complaints of Los Angeles County Waterworks District No. 40, et al., Antelope Valley-East Kern Water Agency and County Sanitation Districts Nos. 14 and 20 of Los Angeles County, not for the truth thereof, but as and for a basis for bringing this Cross-Complaint.

4. Cross-Complainant is ignorant of the true names and capacities, whether individual, corporate, governmental, or otherwise, of the Cross-Defendants named in this Cross-Complaint as Moes 1 through 10,000, inclusive, and therefore sues these Cross-Defendants by these fictitious names. Cross-Complainant will amend this Cross-Complaint to allege the fictitiously-named Cross-

1 Defendants' names and capacities when ascertained.

2 5. By virtue of the location of each PARCEL overlying
3 groundwater, Cross-Complainant holds an overlying water right or
4 other right to groundwater, entitling Cross-Complainant to extract
5 groundwater and to put the water to reasonable and beneficial use
6 on the property ("Cross-Complainant's overlying water rights").

7 6. Cross-Complainant is informed and believes, and on the
8 basis of such information and belief alleges, that each of the
9 Cross-Defendants currently extracts groundwater for use on
10 property not held by the extracting Cross-Defendant or for some
11 other non-overlying use.

12 7. Cross-Complainant has an appurtenant right and/or other
13 water right to pump and reasonably use groundwater on the parcels
14 at issue in this lawsuit. These rights to pump groundwater are
15 superior to rights of the Cross-Defendants and/or other Cross-
16 Defendants depending upon the priority rights of such Cross-
17 Defendants based upon the California priority water allocation
18 system.

19 8. Cross-Complainant is informed and believes, and on the
20 basis of such information and belief alleges, that each Cross-
21 Defendant claims that it has water rights to extract groundwater
22 for uses that are superior to, or coequal with, Cross-
23 Complainant's overlying water rights, based upon alleged superior
24 water right, claim of prescription or otherwise, whether in law or
25 in equity.

26 9. The quantity of alleged superior and/or coequal rights

1 claimed by Cross-Defendants, each of them, currently is not known.

2 **FIRST CAUSE OF ACTION**

3 **(Quiet Title/Appurtenant Rights)**

4 10. Cross-Complainant sets forth herein at length verbatim
5 the general allegations contained in paragraphs 1 through 9 of
6 this Cross-Complaint.

7 11. Cross-Complainant owns PARCELS overlying the Antelope
8 Valley alluvial groundwater basin. Accordingly, Cross-Complainant
9 has appurtenant rights to pump and reasonably use groundwater on
10 such PARCELS.

11 12. Cross-Complainant herein requests a declaration from
12 the Court quieting title to Cross-Complainant's appurtenant rights
13 to pump and reasonably use groundwater on their PARCELS.

14 **SECOND CAUSE OF ACTION**

15 **(Declaratory Relief)**

16 13. Cross-Complainant sets forth herein at length verbatim
17 the general allegations contained in paragraphs 1 through 9 of
18 this Cross-Complaint.

19 14. Cross-complainant contends that by virtue of the filing
20 of the Complaints filed by Los Angeles County Waterworks District
21 No. 40 in Kern County and Los Angeles County, herein coordinated
22 with the Riverside action, that a current controversy exists as
23 between Cross-Complainant and Cross-Defendants and as to all other
24 Defendants in that Los Angeles County has requested a complete
25 basin-wide adjudication of all rights of all parties to water in
26 the Antelope Valley basin. Cross-Complainant requests quiet title

1 and/or other appropriate declaration of the right to pump and
2 reasonably use groundwater on its PARCELS and/or to pump and use
3 other groundwater based upon its rights as declared by the Court
4 herein.

5 **THIRD CAUSE OF ACTION**

6 **(Unlawful Taking/42 USC § 1983)**

7 15. Cross-Complainant sets forth herein at length verbatim
8 the general allegations contained in paragraphs 1 through 9 of
9 this Cross-Complaint.

10 16. State and federal constitutions and 42 USC § 1983
11 prevent the unlawful taking of property without due process and
12 just compensation. Cross-Defendants concealed their efforts to
13 obtain prescriptive rights against Cross-Complainant and have
14 failed to take property by appropriate legal means and without
15 notice, due process and/or the right to be heard, and have taken
16 such property in the absence of just compensation.

17 **FOURTH CAUSE OF ACTION**

18 **(Equal Protection/Due Process 42 USC § 1983)**

19 17. Cross-Complainant sets forth herein at length verbatim
20 the general allegations contained in paragraphs 1 through 9 of
21 this Cross-Complaint.

22 18. The State and federal constitutions require equal
23 protection under the law. Cross-Defendants seek to exclude what
24 they define as "de minimus" overlying water producers and other
25 appropriators from the lawsuit. They intend not to name and/or
26 serve these individuals, thereby intentionally treating them

1 differently than similarly situated persons with no rational basis
2 for different treatment denying them equal protection under the
3 law and in violation of 42 USC § 1983.

4 19. Cross-Defendants also potentially make claims that
5 separate management areas should exist. Separate management areas
6 as between correlative overlying rights holders and treating these
7 areas differently, denies equal protection to overlying landowners
8 in violation of State and Federal Constitutions and violates 42
9 USC § 1983.

10 FIFTH CAUSE OF ACTION

11 (Declaratory Relief of *Inter Se* Appropriative Rights)

12 20. Cross-Complainant sets forth herein at length verbatim
13 the general allegations contained in paragraphs 1 through 9 of
14 this Cross-Complaint.

15 21. Cross-Complainants have failed to name all
16 appropriators as defendants. In the event that Cross-Defendants
17 prove the Antelope Valley Groundwater basin is, or has been, in a
18 state of common law overdraft, cutbacks may be required to balance
19 the demand with the supply available. The California priority
20 water allocation system requires that appropriative users cutback
21 water usage before overlying landowners are required to cutback
22 usage. Cutbacks among the appropriators are based upon priority
23 as between appropriators. Appropriators with first in time
24 appropriative rights have priority over later in time
25 appropriators. Accordingly, in order to apply the California
26 priority water allocation system, all appropriators must be

1 included in the action so that the priority of appropriative
2 rights can be litigated which will allow the Court by injunction
3 or physical solution to cutback appropriators based upon such
4 priorities in the event that Cross-Defendants prove the Antelope
5 Valley Groundwater basin is in common law overdraft and that an
6 injunction and/or physical solution is necessary to balance the
7 water demand with water supply.

8 **SIXTH CAUSE OF ACTION**

9 **(Return Flows - Against All Defendants)**

10 22. Cross-Complainant sets forth herein at length verbatim
11 the general allegations contained in paragraphs 1 through 9 of
12 this Cross-Complaint.

13 23. Cross-complainant has pumped and used groundwater on
14 its PARCELS to irrigate crops. This water was pumped from a lower
15 aquifer not significantly hydraulically connected to the upper
16 aquifer and which water would not otherwise be supplied to the
17 upper aquifer. A portion of this water has reached the upper
18 aquifer by percolation. Cross-Complainant has a priority right to
19 these return flows as well as a right to store water in the upper
20 aquifer from the return flows and has a paramount right against
21 all other parties to this water and a paramount right against all
22 other parties to recapture this water or an equivalent amount of
23 such water.

24 **SEVENTH CAUSE OF ACTION**

25 **(Self Help - Against Purveyor Parties)**

26 24. Cross-Complainant sets forth herein at length verbatim

1 the general allegations contained in paragraphs 1 through 9 of
2 this Cross-Complaint.

3 25. Cross-complainant contends that Cross-Defendants must
4 prove any claim for prescription or adverse possession and prove
5 that they prevented Cross-Complainant from pumping amounts which
6 Cross-Complaint desired to pump during any alleged period of
7 adverse possession or prescription. However, to the extent the
8 Court rules that self help constitutes an affirmative request for
9 relief by Cross-Complainant, Cross-Complainant claims water rights
10 based upon self help.

11 **EIGHTH CAUSE OF ACTION**

12 **(Storage Rights)**

13 26. Cross-Complainant sets forth herein at length verbatim
14 the general allegations contained in paragraphs 1 through 9 of
15 this Cross-Complaint.

16 27. Cross-Complainant possesses overlying rights to produce
17 water on its PARCELS in the Antelope Valley. Cross-Complainant
18 possesses an appurtenant right to storage space in the fractured
19 bedrock and alluvial water basin and the right to water stored
20 therein based upon the California water allocation priority
21 system.

22 **NINTH CAUSE OF ACTION**

23 **(Storage Space - Against All Defendants)**

24 28. Cross-Complainant sets forth herein at length verbatim
25 the general allegations contained in paragraphs 1 through 9 of
26 this Cross-Complaint.

1 29. Cross-Complainant possesses a right to produce
2 groundwater in the Antelope Valley and storage rights related
3 thereto. Accordingly, assuming there is storage space available
4 for all overlying needs, Cross-Complainant possesses a right to
5 compensation from parties storing water in the basin.

6 **TENTH CAUSE OF ACTION**

7 **(Injunction/Physical Solution)**

8 30. Cross-Complainant sets forth herein at length verbatim
9 the general allegations contained in paragraphs 1 through 9 of
10 this Cross-Complaint.

11 31. Cross-Complainant contends that Cross-Defendants, which
12 are seeking an injunction/physical solution, must prove common law
13 overdraft, the nature and extent of all pumping occurring in the
14 Antelope Valley, appropriative *inter se* priority rights, the
15 rights of all groundwater producers in the Antelope Valley and a
16 legal basis for an injunction against parties holding inferior
17 rights based upon the California groundwater allocation priority
18 system. Cross-Complainant further contends that if water cutbacks
19 are necessary, appropriative users must be cutback first to
20 prevent continuing common law overdraft. To the extent Cross-
21 Defendants prove that common law overdraft exists, Cross-
22 Complainant requests the Court enjoin parties holding inferior
23 appropriative rights from pumping and/or that the Court impose a
24 physical solution on appropriators to prevent continuing common
25 law overdraft.

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1. For a judgment against the Cross-Defendants;
2. For a declaration quieting title to Cross-Complainant's rights to pump and reasonably use groundwater on their PARCELS and to their rights to otherwise pump groundwater;

4. For continuing jurisdiction of the Court to litigate disputes as necessary in the future consistent with the Court judgment herein and consistent with California water law;

5. For a declaration that no party hereto may hereinafter obtain prescriptive rights as against any other party to this action and that all parties will act in conformance with the terms of any such judgment;

6. For a judgment for Cross-Complainant for all available remedies to secure and protect Cross-Complainant's continuing overlying water rights;

7. For an award of reasonable attorneys' fees and costs of suit; and

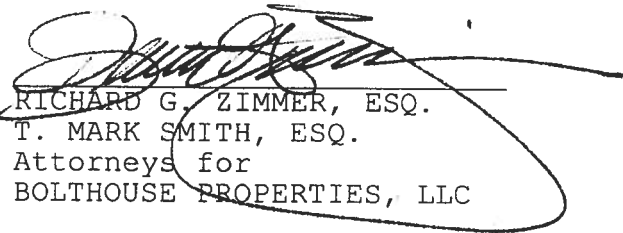
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1 8. For such other and further relief as the court deems
2 just and proper.

3
4 DATED: January 2nd, 2007

5 CLIFFORD & BROWN

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7
8 By:


RICHARD G. ZIMMER, ESQ.
T. MARK SMITH, ESQ.
Attorneys for
BOLTHOUSE PROPERTIES, LLC

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PROOF OF SERVICE

STATE OF CALIFORNIA COUNTY OF KERN:

I am a resident of the County aforesaid; I am over the age of eighteen years and not a party to the within entitled action; my business address is 1430 Truxtun Avenue, Suite 900, Bakersfield, California, 93301.

On January 2, 2007, I served the **CROSS-COMPLAINT OF BOLTHOUSE PROPERTIES, LLC'S** on the interested parties in said action.

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

() VIA FACSIMILE - [C.C.P. § 1013(e)]; - The telephone number of the sending facsimile machine was (661) 322-3508. The telephone(s) number of the receiving facsimile machine(s) is listed below. The Court, Rule 2004 and no error was reported by the machine. Pursuant to California Rules of Court, Rule 2006(d), the machine was caused to print a transmission record of the transmission, a copy of which is attached hereto.

() VIA OVERNIGHT DELIVERY on the date below stated, pursuant to CCP §1013(c)(d), I deposited such envelope with delivery fees fully prepaid with CALIFORNIA OVERNIGHT.

() BY MAIL I am readily familiar with the business' practice for collection and processing of correspondence and documents for mailing with the United States Postal Service. Under that practice, the correspondence and documents would be deposited with the United States Postal Service that same day, with postage thereon fully prepaid, in the ordinary course of business at Bakersfield, California.

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

Executed on January 2, 2007, at Bakersfield, California.



ROSEMARY MYERS