

**EXHIBIT C**

1 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
2 FOR THE COUNTY OF LOS ANGELES

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

JUDICIAL COUNCIL COORDINATION  
PROCEEDING NO. 4408

5 ANTELOPE VALLEY GROUNDWATER  
6 CASES

Included Actions:

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

PLAINTIFF WILLIS' ~~PROPOSED~~  
SECOND ORDER MODIFYING  
DEFINITION OF PLAINTIFF CLASS

9 Plaintiff,

10 vs.

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

Hearing:

13 Defendants.

Date: August 11, 2008

Time: 9:00 a.m.

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

Place: Dept. 1 (L.A. Super. Ct.)

Judge: Hon. Jack Komar

16 AND RELATED ACTIONS

17 WHEREAS, this matter came before the court for Hearing on August 11, 2008, on the Public  
18 Water Suppliers' Motion to Amend or Modify September 11, 2007 Order Certifying Plaintiff Willis  
19 Class (the "PWS Motion"); and

20 WHEREAS, the Court had entered an Order on September 11, 2007 certifying a Plaintiff  
21 Class of non-pumping landowners (the "Willis Class"); and

22 WHEREAS, by Order dated May 22, 2008 (filed on June 3, 2008), the Court modified the  
23 definition of the Willis Class in certain respects;

24 NOW, THEREFORE, having considered and reviewed the PWS Motion, the points and  
25 authorities in support thereof, the responsive papers filed by other parties, and having considered the  
26 file in this matter and the arguments presented at the hearing on the Motion and in connection with  
27 prior Class Certification proceedings, and good cause appearing thereon;

28 THE COURT FINDS AS FOLLOWS:

1           A.     In order to achieve a comprehensive, binding, and lasting adjudication of the water  
2 rights at issue in this matter, it is important that all landowners within the Antelope Valley Basin be  
3 made parties to this proceeding. The Willis Class previously certified encompasses the bulk of the  
4 property in the Basin that is not owned by one of the present parties to this litigation.

5           B.     The Class previously certified by the Court requires modification to ensure that it  
6 does not overlap with the Class of Small Pumpers certified by the Court on August 11, 2008. Hence  
7 the Willis Class should exclude all persons or entities to the extent they own a property within the  
8 Basin on which they have ever pumped water.

9           C.     The Class of non-pumping landowners set forth below satisfies all of the requirements  
10 of Section 382 of the California Code of Civil Procedure and due process.

11          D.     The proposed Class is so numerous that joinder of all members would be  
12 impracticable.

13          E..    The claims asserted on behalf of Plaintiff Willis are typical of those asserted on  
14 behalf of the absent Class members.

15          F.     The claims asserted on behalf of the Class raise common issues of fact and law, which  
16 predominate over any individual issues.

17          G.     Willis is an adequate representative of the Class in that she is actively asserting her  
18 rights and those of the absent Class members; and there is no adversity or conflict between Willis'  
19 claims and those of the Class with respect to those issues.

20          H.     Willis' counsel is adequate and capable to represent the Class.

21          I.     The Class is ascertainable through the use of existing well permit records and other  
22 records, as well as studies showing the properties within the Basin that are improved. All persons  
23 who own property within the Basin and have filed such well permits shall be deemed excluded from  
24 the Class unless they affirmatively respond that they fall within the Class definition. In addition, all  
25 persons who own developed properties within the Basin which are outside the service area of any  
26 municipal water provider shall be deemed excluded from the Class unless they affirmatively respond  
27 that they fall within the Class definition

28          J.     Class certification is the superior means to adjudicate this matter, especially in light

1 of the need to obtain a comprehensive adjudication of water rights that is binding on all landowners  
2 within the Basin.

3 WHEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:


4 1. The Court hereby modifies its prior Class Certification order in the following  
5 respects: The Willis Class shall exclude all persons to the extent they own properties within the  
6 Basin on which they have pumped water at any time.

7 2. Paragraph 1.D. of the Court's Order of May 22, 2008 is hereby revised to provide as  
8 follows: "The Class shall exclude all property(ies) that are listed as 'improved' by the Los Angeles  
9 County or Kern County Assessor's office, unless the owners of such properties declare under penalty  
10 of perjury that they do not pump and have never pumped water on those properties."

11 3. The Court's prior Class Certification Orders remain binding in all other respects.

12 **IT IS SO ORDERED.**

13 Dated: SEP 02 2008

  
HON. JACK KOMAR  
JUDGE OF THE SUPERIOR COURT

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