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10 Attorneys for Defendants  
11 Tejon Ranchcorp, Tejon Ranch Company,  
& Centennial Founders, LLC  
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13 **SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES**  
14 **NORTH DISTRICT**

15 \*\*\*

16 BRUCE BURROWS, et al.,  
17 Plaintiffs,  
18 vs.

19 TEJON RANCHCORP, etc., et al.,  
20 Defendants.

Case No. MC021281  
Unlimited Civil  
Action Filed: February 11, 2010  
Trial Date: None Set

**ANSWER BY TEJON RANCHCORP, TE-  
JON RANCH COMPANY, AND CENTEN-  
NIAL FOUNDERS, LLC, TO SECOND  
AMENDED COMPLAINT**

Assigned to Hon. Randolph A. Rogers for all  
purposes

24 Defendants Tejon Ranchcorp, Tejon Ranch Company, and Centennial Founders, LLC, re-  
25 spond to the unverified *Second Amended Complaint for Damages, Declaratory Relief, Estoppel,*  
26 *and Specific Performance* (Aug. 27, 2010) (the SAC), on file herein, as follows:

27 **GENERAL DENIAL**

28 1. As provided in California Code of Civil Procedure section 431.30, subdivision (d), each

1 defendant denies each and every allegation of the SAC, and further denies that plaintiffs, or ei-  
2 ther of them, have been damaged in any amount or at all, and further denies that plaintiffs, or ei-  
3 ther of them, are entitled to any relief against the defendant.

4 **FIRST AFFIRMATIVE DEFENSE**

5 **(Against Both Plaintiffs as to All Counts:**

6 **Failure to State a Cause of Action)**

7 2. Each defendant alleges that each and every cause of action purportedly stated in the SAC  
8 does not state facts sufficient to constitute a cause of action against the defendant.

9 **SECOND AFFIRMATIVE DEFENSE**

10 **(Against Both Defendants as to the Fifth Cause of Action:**

11 **Barred by Res Judicata)**

12 3. On January 25, 2006, plaintiff Bruce Burrows commenced a civil action against defen-  
13 dants Tejon Ranch Company and Tejon Ranchcorp in the Superior Court of California, County of  
14 Los Angeles, North District, case number MC017046, in which the plaintiff sought, among other  
15 things, to enjoin the Tejon Water Bank.

16 4. On February 8, 2007, plaintiff Burrows filed a request for dismissal of the entire complaint  
17 with prejudice in the aforementioned action, which was duly filed and entered by the court.

18 5. Plaintiff 300 A 40 H, LLC, is in privity with plaintiff Burrows.

19 6. The dismissal with prejudice bars plaintiffs' Fifth Cause of Action.

20 **THIRD AFFIRMATIVE DEFENSE**

21 **(Against Both Plaintiffs as to the Fourth Cause of Action:**

22 **Non-joinder of Parties)**

23 7. The Fourth Cause of Action is defective because it fails to name one or more indispensable  
24 parties in whose absence complete relief cannot be accorded among the existing parties, or else  
25 who claims an interest relating to priority of groundwater extraction rights in and to the Basin  
26 and is so situated that the disposition of the Fourth Cause of Action in his or her absence may as  
27 a practical matter impair or impede his or her ability to protect that interest or leave the existing  
28 parties subject to a substantial risk of incurring inconsistent obligations by reason of the interest.

1 **FOURTH AFFIRMATIVE DEFENSE**

2 **(Against Both Plaintiffs as to the Fifth Cause of Action:**

3 **Non-joinder of Parties)**

4 8. The Fifth Cause of Action is defective because it fails to name one or more indispensable  
5 parties in whose absence complete relief cannot be accorded among the existing parties, or else  
6 who claims an interest relating to the use of storage space within the Basin and is so situated that  
7 the disposition of the Fifth Cause of Action in his or her absence may as a practical matter impair  
8 or impede his or her ability to protect that interest or leave the existing parties subject to a sub-  
9 stantial risk of incurring inconsistent obligations by reason of the interest.

10 **FIFTH AFFIRMATIVE DEFENSE**

11 **(Against Plaintiff Bruce Burrows as to Fourth and Fifth Causes of Action:**

12 **Mis-joinder of Parties)**

13 9. Defendants are informed and believe, and on the basis of such information and belief al-  
14 lege, that plaintiff Bruce Burrows is not an owner or lessee of any of the parcels of real property  
15 which are the subject of the SAC, and therefore lacks standing to bring the Fourth and Fifth  
16 Causes of Action.

17 **SIXTH AFFIRMATIVE DEFENSE**

18 **(Against Both Plaintiffs as to the Fourth and Fifth Causes of Action:**

19 **Lack of Subject Matter Jurisdiction)**

20 10. The Fourth and Fifth Causes of Action are not ripe for adjudication.

21 **SEVENTH AFFIRMATIVE DEFENSE**

22 **(Against Plaintiff 300 A 40 H, LLC, as to the Second and Third Causes of Action:**

23 **Barred by the Parol Evidence Rule)**

24 11. As to the Second and Third Causes of Action, defendants allege that each cause of action  
25 is barred by the parol evidence rule.  
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**EIGHTH AFFIRMATIVE DEFENSE**

**(Against Both Plaintiffs as to the Sixth Cause of Action:**

**Barred by the Parol Evidence Rule)**

12. The Sixth Cause of Action is barred by the parol evidence rule.

**NINTH AFFIRMATIVE DEFENSE**

**(By Defendant Tejon Ranchcorp Against Plaintiff 300 A 40 H, LLC,**

**as to the First and Second Causes of Action:**

**Barred by Privilege)**

13. As to the First and Second Causes of Action, defendant Tejon Ranchcorp alleges that each cause of action is barred by the privilege in Civil Code section 47, subdivision (b).

**TENTH AFFIRMATIVE DEFENSE**

**(Against Both Plaintiffs as to the Sixth Cause of Action:**

**Barred by Privilege)**

14. The Sixth Cause of Action is barred by the privilege in Civil Code section 47, subdivision (b).

**ELEVENTH AFFIRMATIVE DEFENSE**

**(Against Plaintiff 300 A 40 H, LLC as to the Third Cause of Action:**

**Declaratory Relief Neither Necessary Nor Proper)**

15. If plaintiff 300 A 40 H, LLC, is finally determined to be entitled to any relief under the First or Second Cause of Action, it has an adequate coercive remedy available to it, and declaratory relief is neither necessary nor proper. Nothing set forth in this paragraph is intended, nor shall it be construed, as an admission by any defendant.

**TWELFTH AFFIRMATIVE DEFENSE**

**(By Defendant Tejon Ranchcorp Against Plaintiff 300 A 40 H, LLC,**

**as to the First and Second Causes of Action:**

**Damages Caused by Plaintiffs' Acts or Omissions)**

16. As to the First and Second Causes of Action, defendant Tejon Ranchcorp alleges that if it is finally determined that plaintiff 300 A 40 H, LLC, suffered damages as alleged in the SAC, the

1 damages were caused, not by Tejon Ranchcorp, but by plaintiffs' acts or omissions. Nothing set  
2 forth in this paragraph is intended, nor shall it be construed, as an admission by any defendant.

3 **THIRTEENTH AFFIRMATIVE DEFENSE**

4 **(Against Both Plaintiffs as to the Sixth Cause of Action:**

5 **Damages Caused by Plaintiffs' Acts or Omissions)**

6 17. If it is finally determined that either plaintiff suffered damages as alleged in the Sixth  
7 Cause of Action, the damages were caused, not by any defendant, but by plaintiffs' acts or omis-  
8 sions. Nothing set forth in this paragraph is intended, nor shall it be construed, as an admission  
9 by any defendant.

10 **FOURTEENTH AFFIRMATIVE DEFENSE**

11 **(By Defendant Tejon Ranchcorp Against Plaintiff 300 A 40 H, LLC**

12 **as to the First and Second Causes of Action:**

13 **Failure to Mitigate Damages)**

14 18. As to the First and Second Causes of Action, defendant Tejon Ranchcorp alleges that each  
15 cause of action is barred, in whole or in part, by plaintiff 300 A 40 H, LLC's failure to mitigate  
16 any damages it allegedly suffered.

17 **FIFTEENTH AFFIRMATIVE DEFENSE**

18 **(Against Both Plaintiffs as to the Sixth Cause of Action:**

19 **Failure to Mitigate Damages)**

20 19. The Sixth Cause of Action is barred, in whole or in part, by plaintiffs' failure to mitigate  
21 any damages that they allegedly suffered.

22 **SIXTEENTH AFFIRMATIVE DEFENSE**

23 **(Against Both Plaintiffs as to All Causes of Action:**

24 **Unclean Hands)**

25 20. Each and every cause of action is barred by plaintiffs' unclean hands.

26 **PRAYER**

27 WHEREFORE, defendants pray that judgment be entered as follows:

28 1. That plaintiffs take nothing by their SAC;

- 1       2. That the SAC be dismissed with prejudice;  
2       3. For each defendant's costs incurred herein;  
3       4. For such other and further relief as the Court deems just and proper.

4   Dated: September 28 2010

Respectfully submitted,

LEBEAU • THELEN, LLP

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7   By: \_\_\_\_\_



BOB H. JOYCE

Attorneys for Defendants Tejon Ranchcorp, Tejon  
Ranch Company, & Centennial Founders, LLC

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4 **PROOF OF SERVICE**

5 STATE OF CALIFORNIA, COUNTY OF KERN

6 I am a citizen of the United States and a resident of the county aforesaid; I am over the age  
7 of eighteen years and not a party to the within action; my business address is: 5001 E. Commercenter  
8 Drive, Suite 300, Bakersfield, California 93309. On September 28, 2010, I served the within  
9 **ANSWER BY TEJON RANCHCORP, TEJON RANCH COMPANY, AND CENTENNIAL**  
10 **FOUNDERS, LLC, TO SECOND AMENDED COMPLAINT**; on the interested parties in said  
11 action:

12 ☒ by placing ☐ the original ☒ a true copy thereof enclosed in a sealed envelope(s) addressed  
13 as follows:

14 Steven L. Hoch, Esq. (Lead Counsel)  
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1           ■     **(BY MAIL)** I am "readily familiar" with the firm's practice of collection and  
2 processing correspondence for mailing. Under that practice it would be deposited with the U.S.  
3 Postal Service on that same day with postage thereon fully prepaid at Bakersfield, California, in the  
4 ordinary course of business.

5           ■     **(STATE)** I declare under penalty of perjury under the laws of the State of California  
6 that the above is true and correct, and that the foregoing was executed on September 28, 2010, in  
7 Bakersfield, California.

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LEQUETTA HANSEN