

## EXHIBIT F

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

ORIGINAL FILED

MAR - 4 2009

LOS ANGELES  
SUPERIOR COURT

COORDINATED PROCEEDING  
SPECIAL TITLE (Rule 1550(b))

JUDICIAL COUNCIL COORDINATION  
PROCEEDING NO. 9408

ANTELOPE VALLEY GROUNDWATER  
CASES

PLAINTIFF WILLIS' REVISED  
~~PROPOSED~~ ORDER GOVERNING  
CLASS NOTICE

Included Action:

Hearing:

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

Date: December 16, 2008

Time: 1:30 p.m.

Place: Dept.17 (Santa Clara County)

Plaintiff,

Judge: Hon. Jack Komar

vs.

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

Defendants.

Los Angeles County Superior Court  
Case No. BC 364 553

AND RELATED ACTIONS

WHEREAS, on September 11, 2007, the Court entered an Order certifying this action as a class action pursuant to Section 382 of the Code of Civil Procedure ("C.C.P.") ("Class Certification Order"); and

WHEREAS, by Orders dated May 22, 2008 and September 2, 2008, the Court modified its Class Certification Order in certain respects; and

WHEREAS, the Court has provisionally approved the form of Notice to the Class and directed the parties to propose the means of providing Notice to the Class; and

WHEREAS, the Court having carefully considered the parties' submissions and the relevant issues;

IT IS HEREBY ORDERED this 14th day of December, 2008 as follows:

1. The proposed Notice of Pendency of Class Action (the "Notice"), a copy of which

1 is attached hereto as Exhibit A, satisfies the requirements of C.C.P. Section 382 and due process,  
2 and is approved as to form and content. The Notice to be sent to Class members shall be in all  
3 substantive respects in the form attached as Exhibit A.

4       2.       On or before December 31, 2008, Los Angeles County Waterworks District No.  
5 40 ("District 40") shall cause the Notice to be sent by first class mail to all persons who appear to  
6 be members of the Willis Class (i.e., owners of unimproved properties within the Basin). All  
7 class members' address information shall be updated through the National Change of Address  
8 registry. All notices returned for incorrect or undeliverable addresses will be researched,  
9 processed, and resent within 15 days of receipt of updated addresses. District 40 shall make a  
10 good faith and reasonable effort to promptly locate the class members and resend any  
11 undelivered notices.

12       3.       Prior to February 13, 2009, District 40 shall cause the Summary Notice, in the  
13 form attached hereto as Exhibit B, to be published on at least 4 separate occasions (including at  
14 least two Sundays and two weekdays) in each of the following newspapers: *The Antelope Valley*  
15 *Press*, *The Los Angeles Times*, and *The Bakersfield Californian*. The notices to be published in  
16 the *Antelope Valley Press* and *Bakersfield Californian* shall be at least 1/4 page and shall be  
17 placed in the Business sections of those papers. The notices to be published in the *Los Angeles*  
18 *Times* may be published in the Legal Notices section of that paper and may be of any readable  
19 size. .

20       4.       On or before February 20, 2009, District 40 shall file and post a Declaration  
21 attesting to service of the Notice, and publication of the Summary Notice, and shall make  
22 available a list identifying all persons to whom the Notice was sent.

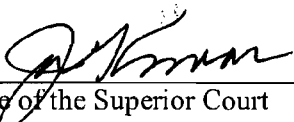
23       5.       Class members shall have until March 1, 2009 to exclude themselves from the  
24 Class. Any exclusion form postmarked by March 1, 2009 or received by March 5, 2009 shall be  
25 deemed timely. Any person who timely returns the exclusion form or identifies him/herself as  
26 not owning property within the Basin or as a pumper shall be excluded from the Class. All other  
27 persons shall remain Class members. The above deadlines shall be subject to modification by  
28 the Court upon a showing of good cause.

1           6.       Class counsel in cooperation with District 40 counsel shall establish a class web  
2 site (the "Web Site") to apprise class members in both the Willis and Wood class actions as to  
3 developments in the case. The web site shall initially consist of an (1) Introductory Page, (2) the  
4 Class Notice(s); (3) the Response Form, in a form that allows it to be electronically completed  
5 and submitted; (4) a link to the Court's web site; (5) selected pleadings and Orders including the  
6 operative Complaints and the Court's Orders certifying the Willis and Wood Classes; (6) a  
7 "Frequently Asked Questions" page; and (7) contact information, with use of a toll free  
8 telephone number, for those persons who have further questions.

9           7.       The Web Site shall be periodically updated as the case progresses. Class counsel  
10 shall post on the case docket any proposed entries to the Web Site, which shall be as objective as  
11 possible. Any party may object to a proposed entry within five (5) business days of its posting,  
12 in which event the matter will be considered by the Court at its next following Hearing. In the  
13 event there is no objection within five business days, Class Counsel may make the entry on the  
14 web site.

15           8.       Within twenty (20) business days of the deadline for persons to exclude  
16 themselves from the Class, Los Angeles County Waterworks District No. 40 shall file and serve  
17 a list of all persons who have requested that they be excluded from the Class or who have  
18 identified themselves as pumpers, as well as any other communications it has received in  
19 response to the Notice.

20  
21 Dated: December 16, 2008

  
\_\_\_\_\_  
Judge of the Superior Court  
**JACK KOMAR**

# EXHIBIT A

**SUPERIOR COURT OF THE STATE OF CALIFORNIA**

**FOR THE COUNTY OF LOS ANGELES**

REBECCA LEE WILLIS, on behalf of ) JUDICIAL COUNCIL COORDINATION  
herself and all others similarly situated, ) PROCEEDING NO. 4408  
)  
Plaintiff, )  
)  
vs. )  
)  
LOS ANGELES COUNTY ) **NOTICE OF CLASS ACTION**  
WATERWORKS DISTRICT NO. 40; CITY )  
OF LANCASTER; CITY OF PALMDALE; )  
PALMDALE WATER DISTRICT; )  
LITTLEROCK CREEK IRRIGATION )  
DISTRICT; PALM RANCH IRRIGATION )  
DISTRICT; QUARTZ HILL WATER )  
DISTRICT; ANTELOPE VALLEY WATER )  
CO.; ROSAMOND COMMUNITY )  
SERVICE DISTRICT; and DOES 1 through )  
1,000; )  
)  
Defendants. )  
)

**TO: PRIVATE LANDOWNERS WITHIN THE ANTELOPE VALLEY**

**THIS LAWSUIT MAY AFFECT YOUR PROPERTY RIGHTS**

This notice is to advise you about a pending class action lawsuit. You may be a member of the Class. **PLEASE TAKE THE TIME TO READ THIS IMPORTANT LEGAL NOTICE. YOU ARE REQUIRED TO SUBMIT THE ATTACHED RESPONSE FORM BY MARCH 1, 2009.**

**This Class Action lawsuit involves water rights in the Antelope Valley Groundwater Basin.** Plaintiff Willis brought this case to protect her right and that of other landowners in the Basin to pump water on their properties in the future. The case has been combined with other cases to determine all the groundwater rights in the Basin. The Court has not yet decided the case. This Notice is intended to inform you of the pendency of this case and advise you how you can protect your rights. You have been sent this Notice because as a property owner in the Antelope Valley your rights to pump and use groundwater on your property may be affected by this case. **PLEASE SUBMIT THE ATTACHED RESPONSE FORM AS SOON AS POSSIBLE, EVEN IF YOU DO NOT OWN PROPERTY IN THE ANTELOPE VALLEY.**

## **ARE YOU A MEMBER OF THE CLASS?**

You have been designated as a possible class member because records show that you may own property in the Antelope Valley. The class includes all private (i.e., non-governmental) landowners within the Antelope Valley Groundwater Basin, with certain exceptions set out below. A map of the Basin is attached to this notice.

You are **NOT in the Class** if you fall within one of the categories set forth below. **BUT YOUR RIGHTS MAY BE AFFECTED UNLESS YOU RETURN THE ATTACHED RESPONSE FORM AND MAKE CLEAR THAT YOU ARE NOT IN THE CLASS. HENCE, IT IS IMPORTANT THAT YOU RETURN THE RESPONSE FORM AS PROMPTLY AS POSSIBLE, EVEN IF YOU ARE NOT A CLASS MEMBER.**

You are **NOT** in the Class if your property within the Antelope Valley Basin falls within any of the following categories:

1. You pump groundwater on your property or have ever pumped water on your property; *or*
2. Your property is connected to *and* receives water from a public water system, public utility or mutual water company; *or*
3. You are already a party to this litigation (but, in that event, you may elect to join the Class).

## **WHAT IS THE CASE ABOUT?**

Under California law, property owners have a right to pump and use groundwater (water underneath the surface) on their land. In this case, however, the naturally available supply of water in the Basin may not be adequate to satisfy everyone who wants to use that water. Plaintiff Willis brought this action to protect her right and that of other Antelope Valley landowners to pump and use the water under their properties and to obtain compensation for any wrongful taking of their property rights. She claims that she and other landowners have water rights which are superior to the rights of certain public water suppliers (listed as defendants on page 1) to use that water. The public water suppliers claim that their historical pumping has given them superior water rights. If the public water suppliers win, your rights to use the groundwater under your property may be cut back.

In other words, the Willis Class Action asks the Court to rule that private land owners in the Antelope Valley who do not presently pump water on their properties retain the right to use the water underlying their properties. The Court has not yet ruled on these claims.

## **WHAT DO YOU NEED TO DO?**

**YOU ARE REQUIRED TO COMPLETE AND SUBMIT the attached RESPONSE FORM by March 1, 2009. You may complete and submit it online at [www.avgroundwater.com](http://www.avgroundwater.com) or return it by mail to the address listed below. All persons who receive this Notice should submit the Response Form,** so that the parties and Court will know whether you are a class member.

If you are a Class Member (any private (i.e., non-governmental) person or entity who owns property within the Antelope Valley Basin and who does not fall within any of the exclusions set forth above), you have the right to remain in the Class or exclude yourself from the Class. You should

complete and return the attached response form stating whether you wish to (a) remain in the Class or (b) exclude yourself from the Class.

*If you remain in the Class*

- You will be bound by the decision in the case, whether favorable or unfavorable.
- Plaintiff Willis and her attorneys will act as your representatives in this case, and you will not personally be obligated to pay any fees or costs out of your pocket.
- You *may*, but need not, hire your own lawyer at your own expense to represent you.

*If you exclude yourself from the Class,*

- You will not be bound by any decision that affects the Class.
- But you may be added to the lawsuit as an individual defendant, and you may have to represent yourself or hire a lawyer to represent you.

**Please complete and submit the attached response form no later than March 1, 2009 either online at [www.avgroundwater.com](http://www.avgroundwater.com) or to the following address:**

Antelope Valley Groundwater Litigation  
P.O. BOX 12013  
Riverside, CA 92502-9839

**WHERE CAN YOU GET ADDITIONAL INFORMATION?**

**The amended complaint and certain other documents from the litigation are available at [www.avgroundwater.com](http://www.avgroundwater.com). You may complete and submit the response form on that website. In addition, that website has a list of answers to certain other questions you may have.** That website has an e-mail address for you to obtain information if you have further questions. That website will be updated from time to time to advise you of the status of this litigation. Or you may call the following number for information: (866) 302-4225. Also, all of the documents filed in the case are available on the Court's website at <http://www.sceffiling.org/cases/casehome.jsp?caseId=19>.

PLEASE DO NOT CALL OR WRITE THE COURT OR CLERK'S OFFICE. IF YOU HAVE ANY QUESTIONS, PLEASE CONSULT YOUR OWN COUNSEL, VISIT THE WEB SITES LISTED ABOVE, OR WRITE TO CLASS COUNSEL AT THE ADDRESS ABOVE.

Dated: December 17, 2008

BY ORDER OF THE SUPERIOR COURT OF  
CALIFORNIA FOR THE COUNTY OF LOS  
ANGELES

[EXHIBIT A WILL BE THE MAP SHOWING THE BASIN (as set out in the Court's ruling).]

**ANTELOPE VALLEY GROUNDWATER LITIGATION RESPONSE FORM**  
[SELF MAILER]

**PLEASE COMPLETE AND SUBMIT A SEPARATE FORM FOR EACH SEPARATE PROPERTY YOU OWN WITHIN THE BASIN IN ORDER TO FULLY PROTECT YOUR RIGHTS.**

**PLEASE CHECK THE APPROPRIATE BOXES BELOW AND SUBMIT THIS FORM AS SOON AS POSSIBLE AND IN ANY EVENT BEFORE MARCH 1, 2009. IF YOU HAVE ANY QUESTIONS, PLEASE CONSULT YOUR COUNSEL OR VISIT THE FOLLOWING WEB SITE, WHICH HAS INSTRUCTIONS ON HOW YOU SHOULD COMPLETE THIS FORM: www.avgroundwater.com. PLEASE CHECK ONLY ONE BOX FOR EACH ITEM. PLEASE THEN SUBMIT THE FORM ON-LINE OR SIGN, FOLD, AND RETURN THE FORM.**

1. I OWN \_\_\_ DO NOT OWN \_\_\_ PROPERTY WITHIN THE ANTELOPE VALLEY BASIN (AS SHOWN ON EXHIBIT A, ABOVE)

*IF YOU ANSWERED NO, PLEASE PROVIDE THE CONTACT INFORMATION REQUESTED BELOW. THEN, SIGN AND DATE BELOW AND RETURN THIS FORM.*

*IF YOU ANSWERED YES, PLEASE CHECK **ONE** ANSWER FOR EACH STATEMENT BELOW.*

2. I AM \_\_\_ AM NOT \_\_\_ PRESENTLY PUMPING GROUNDWATER ON MY PROPERTY.
3. I HAVE \_\_\_ HAVE NOT \_\_\_ PUMPED GROUNDWATER ON MY PROPERTY IN THE PAST.

**PLEASE SELECT ONE OF THE FOLLOWING:**

- A, I WANT TO REMAIN IN THE CLASS. \_\_\_\_\_
- B. I WANT TO EXCLUDE MYSELF FROM THE CLASS. \_\_\_\_\_
- C. I AM A PARTY BUT WISH TO JOIN THE CLASS. I UNDERSTAND THAT BY JOINING THE CLASS I MAY BE GIVING UP THE RIGHTS I OTHERWISE WOULD HAVE TO CONTROL THE POSITIONS TAKEN ON MY BEHALF IN THIS LITIGATION. \_\_\_\_\_.

ASSESSOR'S PARCEL NUMBER AND ADDRESS OR LEGAL DESCRIPTION OF YOUR PROPERTY IN THE BASIN: \_\_\_\_\_

THE ABOVE PROPERTY TOTALS APPROXIMATELY \_\_\_\_\_ ACRES.

PRINT YOUR NAME: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

MAILING ADDRESS: \_\_\_\_\_

CITY, STATE, ZIP CODE: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

E-MAIL ADDRESS \_\_\_\_\_