

Exhibit B

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 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 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. 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.scefilig.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

