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NORTHROP GRUMMAN SYSTEMS  
CORPORATION

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

ANTELOPE VALLEY  
GROUNDWATER CASES

**INCLUDED ACTIONS:**

LOS ANGELES COUNTY  
WATERWORKS DISTRICT NO. 40 v.  
DIAMOND FARMING COMPANY, et  
al., Los Angeles Superior Court Case No.  
BC325201;

LOS ANGELES COUNTY  
WATERWORKS DISTRICT NO. 40 v.  
DIAMOND FARMING COMPANY, et  
al., Kern County Superior Court Case  
No. S-1500-CV-254-348;

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  
355840]

Judicial Council Coordination No. 4408

**NORTHROP GRUMMAN SYSTEMS  
CORPORATION'S APPLICATION FOR  
APPROVAL OF STIPULATION CONCERNING  
LAND OWNERSHIP AND PRIOR  
GROUNDWATER PRODUCTION;  
[PROPOSED] ORDER**

Case No. 1-05-CV-049053


Assigned to The Honorable Jack Komar

Trial Date: May 28, 2013  
Time: 9:00 a.m.

1 Pursuant to the Court's March 1, 2013 Minute Order, Northrop Grumman Systems  
2 Corporation submits this Application for Approval of Stipulation Concerning Land Ownership  
3 and Prior Groundwater Production. The proposed Stipulation is attached to this application.  
4

5 DATED: March 15, 2013

EDWARD J. CASEY  
NEAL MAGUIRE  
**ALSTON & BIRD LLP**

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Edward J. Casey  
Attorneys for Cross-Defendant  
NORTHROP GRUMMAN SYSTEMS  
CORPORATION  
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1 Los Angeles County Waterworks District No. 40, Quartz Hill Water District, Littlerock  
2 Creek Irrigation District, Palm Ranch Irrigation District, Palmdale Water District, the City of  
3 Palmdale, the City of Lancaster, and Rosamond Community Services District (the "PWAs") and  
4 Northrop Grumman Systems Corporation ("Landowner") (collectively, the "Stipulating Parties")  
5 enter into this Stipulation Between Certain Public Water Agencies And Landowner Concerning  
6 Land Ownership, Prior Groundwater Production And Proposed Allocation Of Groundwater  
7 Rights; And Order Thereon ("Stipulation") through their respective counsel of record. This  
8 Stipulation is based on the matters set forth in Section I, below.

9 **I.**

10 **RECITALS**

11 A. Landowner owns land overlying the Antelope Valley Groundwater Basin (the  
12 "AV Basin"). (For purposes of this Stipulation, the term "AV Basin" shall mean the Antelope  
13 Valley Groundwater Basin as determined and defined by the Honorable Jack Komar in his  
14 March 12, 2007 Revised Order After Hearing on Jurisdictional Boundaries.)

15 B. Landowner served its (i) Response To December 12, 2012 Discovery Order for  
16 Phase 4 Trial and the Non-Expert Witness Designation ("Discovery Response") and (ii)  
17 Stipulation In Lieu Of Deposition Testimony For Phase 4 Trial ("Declaration") on all parties in  
18 the instant action.

19 **II.**

20 **TERMS OF THE STIPULATION**

21 A. Based on the Landowner's Discovery Response and Declaration, the PWAs have  
22 no objection to the Court making the following findings of fact:

23 (1) Landowner currently owns land overlying the AV Basin, which land is  
24 comprised of Assessor Parcel No. ("APN") 241-430-05 (the "Subject Property").

25 (2) As of January 1, 2013, Landowner currently uses the Subject Property as  
26 follows: decommissioning activities associated with prior manufacturing operations.

27 (3) Landowner used the Subject Property during calendar years 2011 and  
28 2012 as follows: manufacturing operations in 2011 and decommissioning activities occurred in

1 2012.

2 (4) Landowner produced the following quantities of groundwater from the  
3 AV Basin during calendar years 2011 and 2012: 1-2 acre-feet per year ("AFY") in 2011 and 1  
4 AFY in 2012.

5 (5) Landowner or its predecessor in interest to the Subject Property produced  
6 the following quantities of groundwater from the AV Basin during the period from January 1,  
7 2000 through December 31, 2004 (the "2000-04 Time Period"): 3 AFY in 2000, 3 AFY in 2001,  
8 3 AFY in 2002, 3 AFY in 2003, and 3 AFY in 2004, for a total of 15 acre-feet ("AF").

9 (6) Landowner or its predecessor used the groundwater described in this  
10 Section II-A for "reasonable and beneficial" uses on the Subject Property. For purposes of this  
11 Stipulation, the term "reasonable and beneficial" shall have the meaning as understood in Article  
12 X, Section 2 of the California Constitution.

13 March \_\_\_\_\_, 2013 ALSTON & BIRD, LLP

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15  
16 By: \_\_\_\_\_  
EDWARD J. CASEY

17 Attorneys for Northrop Grumman Systems Corporation

18  
19 March \_\_\_\_\_, 2013 BEST BEST & KRIEGER LLP

20  
21 By: \_\_\_\_\_  
JEFFREY V. DUNN

22 Attorneys for Los Angeles County Waterworks District No. 40

23  
24 March \_\_\_\_\_, 2013 CHARLTON WEEKS LLP

25  
26 By: \_\_\_\_\_  
BRADLEY T. WEEKS

27 Attorneys for Quartz Hill Water District  
28

1 March \_\_\_\_\_, 2013 LEMIEUX & O'NEILL

2  
3 By: \_\_\_\_\_  
4 WAYNE K. LEMIEUX

5 Attorneys for Littlerock Creek Irrigation District and Palm Ranch  
6 Irrigation District

7 March \_\_\_\_\_, 2013 LAGERLOF, SENECA, GOSNEY & KRUSE

8  
9 By: \_\_\_\_\_  
10 THOMAS BUNN III

11 Attorneys for Palmdale Water District

12 March \_\_\_\_\_, 2013 RICHARDS, WATSON & GERSHON

13  
14 By: \_\_\_\_\_  
15 STEVEN R. ORR

16 Attorneys for City of Palmdale

17 March \_\_\_\_\_, 2013 MURPHY & EVERTZ LLP

18  
19 By: \_\_\_\_\_  
20 DOUGLAS J. EVERTZ

21 Attorneys for City of Lancaster and Rosamond Community Services  
22 District

1 **[PROPOSED] ORDER**

2 On March 15, 2013, Northrop Grumman Systems Corporation filed its Application for  
3 Approval of Stipulation Concerning Land Ownership and Prior Groundwater Production (the  
4 "Application"). Having read and considered all papers filed in connection with the Stipulation  
5 attached to the Application, and having received no objections thereto,

6 **IT IS HEREBY ORDERED THAT:** the facts set forth in Section II of the Stipulation  
7 are deemed admitted.

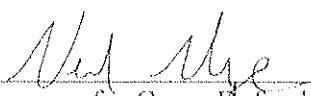
8  
9 **IT IS SO ORDERED.**

10  
11 DATED: \_\_\_\_\_

12 \_\_\_\_\_  
13 Honorable Jack Komar  
Judge of the Santa Clara County Superior  
Court

14 Respectfully submitted by:

15 NEAL MAGUIRE  
16 ALSTON & BIRD LLP

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19 Attorneys for Cross-Defendant  
Northrop Grumman Systems Corporation

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**PROOF OF SERVICE**

I, Yolanda S. Ramos, declare:

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action. My business address is Alston & Bird LLP, 333 South Hope Street, Sixteenth Floor, Los Angeles, CA 90071. I am over the age of eighteen years and not a party to the action in which this service is made.

On March 15, 2013, I served the document(s) described as NORTHROP GRUMMAN SYSTEMS CORPORATION'S APPLICATION FOR APPROVAL OF STIPULATION CONCERNING LAND OWNERSHIP AND PRIOR GROUNDWATER PRODUCTION; [PROPOSED] ORDER on the interested parties in this action by enclosing the document(s) in a sealed envelope addressed as follows:

☐ BY MAIL: I am "readily familiar" with this firm's practice for the collection and the processing of correspondence for mailing with the United States Postal Service. In the ordinary course of business, the correspondence would be deposited with the United States Postal Service at 333 South Hope Street, Los Angeles, California 90071 with postage thereon fully prepaid the same day on which the correspondence was placed for collection and mailing at the firm. Following ordinary business practices, I placed for collection and mailing with the United States Postal Service such envelope at Alston & Bird LLP, 333 South Hope Street, Los Angeles, California 90071.

☒ BY ELECTRONIC MAIL: By posting the document listed above to the Santa Clara Superior Court website: [www.scefilings.org](http://www.scefilings.org) regarding the ANTELOPE VALLEY GROUNDWATER matter.

☐ BY FEDERAL EXPRESS ☐ UPS NEXT DAY AIR ☐ OVERNIGHT DELIVERY: I deposited such envelope in a facility regularly maintained by ☐ FEDERAL EXPRESS ☐ UPS ☐ Overnight Delivery [specify name of service: ] with delivery fees fully provided for or delivered the envelope to a courier or driver of ☐ FEDERAL EXPRESS ☐ UPS ☐ OVERNIGHT DELIVERY [specify name of service:] authorized to receive documents at Alston & Bird LLP, 333 South Hope Street, Los Angeles, California 90071 with delivery fees fully provided for.

☐ BY FACSIMILE: I telecopied a copy of said document(s) to the following addressee(s) at the following number(s) in accordance with the written confirmation of counsel in this action.

☒ [State] I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

☐ [Federal] I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 15, 2013, at Los Angeles, California.

  
YOLANDA S. RAMOS