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Rebecca Lee Willis and the Willis Class

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

**ANTELOPE VALLEY  
GROUNDWATER CASES**

This Pleading Relates to Included Action:  
REBECCA LEE WILLIS, on behalf of herself  
and all others similarly situated,

Plaintiff,

vs.

LOS ANGELES COUNTY 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; PHELAN PINON HILL  
COMMUNITY SERVICE DISTRICT; and  
DOES 1 through 1,000;

Defendants.

) RELATED CASE TO JUDICIAL  
) COUNCIL COORDINATION  
) PROCEEDING NO. 4408  
)

) **SUPPLEMENTAL DECLARATION**  
) **OF DAVID B. ZLOTNICK IN**  
) **SUPPORT OF MOTION FOR AN**  
) **AWARD OF ATTORNEYS' FEES;**  
) **REIMBURSEMENT OF EXPENSES;**  
) **AND CLASS REPRESENTATIVE**  
) **INCENTIVE AWARD**

) Date: March 22, 2011  
) Time: 10:00 a.m.  
) Judge: Hon. Jack Komar  
)  
)  
)

I, David B. Zlotnick, declare and state as follows:

1. I am Of Counsel to the law firm of Krause Kalfayan Benink & Slavens LLP  
("KKBS"), counsel for the Willis Class in the above captioned matter. I submit this

1 supplemental declaration in support of Plaintiff's Motion for An Award of Attorneys' Fees,  
2 Reimbursement of Expenses, and Class Representative Incentive Award. The matters stated  
3 herein are true to the best of my personal knowledge and, if called upon to testify thereto, I could  
4 and would competently do so.

5           2.     I am an attorney admitted to practice before the courts of the State of California,  
6 as well as the Federal District Courts for the Central and Southern Districts of California, and the  
7 Ninth Circuit Court of Appeals. I have been Of Counsel at KKBS for more than 10 years, prior  
8 to which time I was the senior partner of Zlotnick & Thomas.

9           3.     For the last 25 years, my practice has focused on handling complex class actions,  
10 derivative cases, and whistle blower litigation. I have acted as counsel in numerous complex  
11 actions over the years, resulting in total recoveries in excess of one billion dollars.

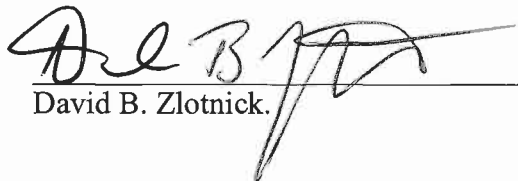
12           4.     My fee records previously submitted to this Court show that I spent only 1.75  
13 hours on this matter on April 22, 2008 – not 8.6 hours as stated in Defendants' Supplemental  
14 memorandum. My fee records further show that I spent only 1.0 hours on this case on December  
15 1, 2008 – not 8.3 hours as Defendants state. True and correct copies of the relevant fee records  
16 are attached as Exhibit A.

17           5.     Since 2006, in addition to this and other matters on which I have worked, I have  
18 served as co-lead class counsel on a case venued in Reno, Nevada captioned *Sobel v. The Hertz*  
19 *Corp.*, Case No. 3:06cv545 (D. Nev.) There was a status conference in that matter on April 22,  
20 2008. My Reno-based co-counsel, G. David Robertson, Esquire, attended and I participated by  
21 telephone. There was a motion to compel argued in the Sobel matter on December 1, 2008.  
22 That matter was argued by my co-counsel, Arthur Stock, Esquire, and I did not attend the  
23 hearing. Attached hereto as Exhibit B are true and correct copies of the District of Nevada  
24 Court docket verifying that I participated in the April 22, 2008 matter by telephone and that I did  
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1 not appear at the December 1, 2008 Hearing. My non-appearance at that Hearing was consistent  
2 with my general practice to avoid unnecessary duplication of efforts.

3 7. I have worked actively and continuously on this matter with Ralph Kalfayan since  
4 November 2006, when KKBS was retained to represent Rebecca Lee Willis and a class of  
5 Antelope Valley landowners. Given the complexities of this multi-party matter, I believe the  
6 firm's efforts have been appropriate and reasonable. At all times, we have sought to minimize  
7 unnecessary and duplicative efforts, whenever feasible dividing responsibilities between Mr.  
8 Kalfayan and myself. Consistent with our general practice of avoiding unnecessary duplication  
9 of efforts, Mr. Kalfayan and I divided responsibilities for the various issues raised in this matter.  
10 We had numerous brief conferences on matters that one of us was primarily responsible for. In  
11 order to avoid duplication of effort and billing, it was our general practice that only the attorney  
12 primarily responsible for a given matter generally billed for such short conferences. We both  
13 billed for conferences that were extended or that involved more complex issues that we were  
14 both working on.  
15

16 I declare under penalty of perjury and under the laws of the State of California that the  
17 foregoing is true and correct. Executed this 21<sup>st</sup> day of March, 2011, in San Diego, California.  
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21 David B. Zlotnick.  
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