

IN THE DISTRICT COURT OF GARVIN COUNTY
STATE OF OKLAHOMA

STATE OF OKLAHOMA }
GARVIN COUNTY } SS.

FILED

JUL 29 2024

AT 3:10 O'CLOCK P.M.

LAURA LEE, Court Clerk

BY R DEPUTY

MICHAEL KERNEN and)
GLADYS MARIE WILKERSON,)
TRUSTEE OF THE GLADYS MARIE)
WILKERSON 1999 TRUST,)

Plaintiffs,)

v.)

CITIZEN ENERGY II, LLC and)
CITIZEN ENERGY III, LLC,)

Defendants.)

Case No. CJ-2018-7

CLASS COUNSEL'S MOTION FOR APPROVAL OF ATTORNEYS' FEES

Class Counsel respectfully file this Motion for Approval of Attorneys' Fees, and hereby move this Court for entry of an Order approving Class Counsel's request for Attorneys' Fees in the amount of \$1,867,248.

Class Counsel base this Motion on: (1) the Declarations submitted as Exhibits 1 - 3 to this Motion; (2) the Memorandum of Law in Support of this Motion; (3) the Declaration of Jason A. Ryan and Drew Pate on Behalf of Class Counsel;¹ (4) the Declaration Michael Kernan;² (5) the Declaration of Gladys Marie Wilkerson;³ (6) the Affidavit of Barbara A. Ley;⁴ (7) the Affidavits

¹ Exh. 3 to Class Representatives' Memorandum of Law in Support of Motion for Final Approval.

² Exh. 1 to Class Representatives' Memorandum of Law in Support of Motion for Final Approval.

³ Exh. 2 to Class Representatives' Memorandum of Law in Support of Motion for Final Approval.

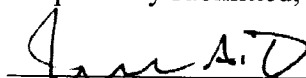
⁴ Exh. 4 to Class Representatives' Memorandum of Law in Support of Motion for Final Approval.

of Absent Class Members Castlerock Resources, Inc.; Kelsie Wagner; Pagosa Resources, LLC; Chieftain Royalty Company; and Sagacity, Inc.;⁵ (8) the applicable law, and (9) all pleadings, declarations, and records on file in this matter, which are respectfully incorporated by reference as if set forth fully herein.

Accordingly, Class Counsel respectfully request the Court enter the Proposed Order granting the relief stated above and such further relief to which the Court finds Class Counsel entitled.

DATED: July 29, 2024.

Respectfully submitted,



Patrick M. Ryan, OBA No. 7864

Jason A. Ryan, OBA No. 18824

Paula M. Jantzen, OBA No. 20464

**RYAN WHALEY COLDIRON JANTZEN PETERS
& WEBBER PLLC**

400 N. Walnut Ave.

Oklahoma City, OK 73104

Telephone: 405-239-6040

Facsimile: 405-239-6766

pryan@ryanwhaley.com

jryan@ryanwhaley.com

pjantzen@ryanwhaley.com

Bradley E. Beckworth, OBA No. 19982

Jeffrey Angelovich, OBA No. 19981

Lisa Baldwin, OBA No. 32947

Drew Pate, OBA No. 34600

Trey Duck, OBA No. 33347

NIX PATTERSON, LLP

8701 Bee Cave Road

Building 1, Suite 500

Austin, TX 78746

⁵ Exhs. 6-10 to Class Representatives' Memorandum of Law in Support of Motion for Final Approval.

Telephone: (512) 328-5333
Facsimile: (512) 328-5335
bbeckworth@nixlaw.com
jangelovich@nixlaw.com
lbaldwin@nixlaw.com
dpate@nixlaw.com
tduck@nixlaw.com

Susan Whatley, OBA No. 30960
NIX PATTERSON, LLP
P.O. Box 178
Linden, Texas 75563
Telephone: (903) 215-8310
swhatley@nixlaw.com

Michael Burrage, OBA No. 1350
WHITTEN BURRAGE
512 N. Broadway Ave., Suite 300
Oklahoma City, OK 73103
Telephone: (405) 516-7800
Facsimile: (405) 516-7859
mburrage@whittenburragelaw.com

Robert N. Barnes, OBA No. 537
Patranell Lewis, OBA No. 12279
Emily Nash Kitch, OBA No. 22244
BARNES & LEWIS, LLP
208 N.W. 60th Street
Oklahoma City, OK 73118
Telephone: (405) 843-0363
Facsimile: (405) 843-0790
rbarnes@barneslewis.com
plewis@barneslewis.com
ekitch@barneslewis.com

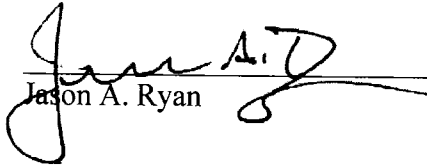
John M. Nelson, OBA No. 6618
PARK, NELSON, CAYWOOD & JONES, LLP
122 North Fourth Street
P.O. Box 968
Chickasha, OK 73023-0968
Telephone: (405) 224-0386
jnelson@pncj.com

ATTORNEYS FOR PLAINTIFFS

CERTIFICATE OF SERVICE

I hereby certify that on July 29, 2024 a true and correct copy of the foregoing document was sent, via first class mail and/or electronic mail, to the following counsel of record:

Travis Brown
Cody McPherson
Mahaffey & Gore, P.C.
300 N.E. 1st Street
Oklahoma City, OK 73104


Jason A. Ryan

**IN THE DISTRICT COURT OF GARVIN COUNTY
STATE OF OKLAHOMA**

MICHAEL KERNEN and)
GLADYS MARIE WILKERSON,)
TRUSTEE OF THE GLADYS MARIE)
WILKERSON 1999 TRUST,)

Plaintiffs,)

v.)

CITIZEN ENERGY II, LLC and)
CITIZEN ENERGY III, LLC,)

Defendants.)

Case No. CJ-2018-7

**DECLARATION OF PATRICK M. RYAN
IN SUPPORT OF MOTION FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES ON BEHALF OF
RYAN WHALEY COLDIRON JANTZEN PETERS & WEBBER, PLLC**

I, Patrick M. Ryan, of Ryan Whaley Coldiron Jantzen Peters & Webber PLLC ("RW"), declare, pursuant to 12 Okla. Stat. § 426 as follows:

1. I am a partner at RW. I submit this declaration in support of Class Counsel's Motion for Approval of Attorneys' Fees ("Fee Motion"), Class Counsel's Motion for Approval of Reimbursement of Litigation Expenses ("Expense Motion"), and Class Representatives' Motion for Case Contribution Award ("Case Contribution Award Motion"), which are filed contemporaneously herewith. Unless otherwise stated in this declaration, the statements made herein are based upon my personal knowledge and information available to me to the best of my recollection, and while I do not believe there are any errors, omissions, incomplete or incorrect statements, to the extent any occur, they are wholly accidental and unintentional.



2. I, and my law firm, have litigated class actions and complex commercial litigation in the United States District Courts for the Eastern District of Oklahoma, the Western District of Oklahoma, and the Northern District of Oklahoma, the state courts of Oklahoma, and numerous other state and federal courts around the country. A copy of RW's Summary Resume, as well as a brief biography of the RW attorneys who worked on this litigation, are attached hereto as Exh. A.

3. RW and Nix Patterson, LLP are court-appointed Class Counsel for Plaintiffs Michael Kernen and Gladys Marie Wilkerson, Trustee of the Gladys Marie Wilkerson 1999 Trust, on behalf of themselves and all others similarly situated ("Plaintiffs" or "Class Representatives"), and the Certified Class. I personally rendered legal services and had co-responsibility for coordinating and leading the activity carried out by attorneys at RW in this litigation. RW significantly contributed to this litigation and performed work on behalf of and for the benefit of the Class.

4. The information in this declaration regarding RW's time and expenses is based upon records maintained by RW in the ordinary course of business. I am one of the partners who provided oversight and conducted the day-to-day activities in the litigation. This declaration was prepared with the assistance of other lawyers and staff at RW with knowledge of the matters reflected herein and reviewed in detail by me before signing.

5. This case was filed over six (6) years ago, on January 12, 2018. Because RW is a relatively small firm, prosecution of this litigation required the devotion of substantial time, manpower, and resources from Class Counsel over that extensive period. Moreover, RW was limited in its ability to work on other cases as a result of the time and effort this litigation required.

6. Thus, RW has expended considerable time and effort in advancing the claims of the Class in this matter and, as a result of substantial time and labor, obtained an outstanding

Settlement for the Class. With this background, and based on the below information, I believe the fee request is fair and reasonable and should be approved.

7. We were retained by Class Representatives to prosecute this case on a fully contingent basis. Class Representatives negotiated, and we agreed to, a contract to prosecute this case on a fully contingent basis with a fee arrangement of 40% of any recovery obtained for Class Representatives and/or the Class. I believe, and numerous state and federal courts in Oklahoma have determined, that a 40% contingent fee is within the appropriate market rate range for cases of this nature. Under Oklahoma law, the percentage of the common fund method is permitted as long as the resulting fee is reasonable. *See Strack v. Continental Resources, Inc.*, 2021 OK 21, ¶19, 507 P.3d 609, 617. Indeed, the application of the equitable common fund doctrine is a bedrock premise of litigation in this country and has repeatedly been applied by the United States Supreme Court, the Tenth Circuit, Oklahoma federal and state courts, every federal circuit, and legal scholars. Otherwise, the absent class members would get a windfall at the expense of Class Counsel, Mr. Kernan, and Ms. Wilkerson. *See Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980); *Sprague v. Ticonic Nat'l Bank*, 307 U.S. 161, 165 (1939); *Brown v. Phillips Petroleum Co.*, 838 F.2d 451, 454 (10th Cir. 1988); *Court-Awarded Attorney Fees: Report of the Third Circuit Task Force*, 108 F.R.D. 237, 250 (3d Cir. 1985).

8. The application of hourly rates on a pay as you go basis could not and would not work here. Class Representatives could not afford to pay for the fees and expenses it took to litigate this matter. And, as a professional matter, neither myself, my firm, nor my partners could or would have agreed to take on this litigation on an hourly basis where we advanced costs and expenses and worked at risk of non-payment only to be paid an hourly rate if, and only if, we obtained a full recovery for our client and absent class members. This fact of business is a troublesome one for

most firms and their clients, and that trouble is compounded by the fact that the defendants in most royalty cases, including this one, are well-funded oil companies with their own internal legal department and a cadre of top outside counsel lawyers who work by the hour.

9. Nevertheless, in addition to the contractually agreed upon 40% contingent fee market rate, Class Representatives also negotiated an hourly rate that Class Counsel and additional Plaintiffs' Counsel would bill at in the event this Court determined that it was appropriate to consider Plaintiffs' Counsel's hourly rates to determine whether any fee request is fair and reasonable. To be clear, Class Representatives did not agree to pay these rates, nor could they afford to. The use of an hourly rate in a contingent fee case is an inefficient endeavor and, to put it simply, patently unreasonable in the context of commercial litigation. This is so because unlike our adversaries, who work by the hour, with no out of pocket expenses, we advance all costs and expenses, work entirely at risk, lose the ability to take on other paying work, and run the risk that we will lose both the value of our time and expenses if we lose. Further, our goal is always to achieve the best result possible for the class under the circumstances at the time, and if possible, resolve all claims as quickly and efficiently as possible. If that means we can obtain a fair and reasonable settlement the day we file the case, we will do so; if that means we must get a case certified, uphold that certification on appeal, then try the case to verdict and judgment, and then uphold that judgment on appeal, we will do so. Put simply, we will prosecute a case through trial and all appeals, completely at risk of non-payment and total and utter loss.

10. Based upon my experience, knowledge, education, study, and professional qualifications, I believe that the 40% contingent fee we agreed to with Class Representatives is the market rate for this case and is fair and reasonable and, further, that the hourly rates Class Representatives agreed upon for me, NP, and our co-counsel are below market rate for cases

prosecuted on a contingent basis and approved by Oklahoma state and federal courts for this type of case.

11. I am personally experienced and qualified to offer evidence regarding what I believe are reasonable attorney rates in Oklahoma multi-state class actions. I have testified at least 20 times in state and federal courts on the reasonableness of attorney fees.

12. I have been practicing law for more than 54 years in Oklahoma state and federal courts, as well as in military courts during my first four years of practice.

13. I graduated from the University of Oklahoma College of Law in 1969, where I was Order of the Coif and an editor of the Oklahoma Law Review. After graduating from law school, I served for four years in the United States Air Force, including serving for two years as the Chief Military Justice for Southeast Asia. I then returned to Oklahoma and practiced for several years at an Oklahoma City law firm before establishing my own civil litigation firm in Oklahoma City in 1981. In 1995, I was appointed United States Attorney for the Western District of Oklahoma, where I served until 1999. During that time, I prosecuted Oklahoma City Bombing Defendants Timothy McVeigh and Terry Nichols.

14. In 1999, I returned to private practice as President/Director of RW. As a partner at RW, I have prosecuted and defended numerous class actions and complex commercial actions in the United States District Courts for the Eastern, Northern, and Western Districts of Oklahoma, the state courts of Oklahoma, and numerous other state and federal courts around the country. During the course of my career, I have tried more than 200 jury trials and countless bench trials, specializing in all forms of business litigation, defense of bad faith insurance claims, pharmaceutical and medical device claims, oil and gas royalty claims, and high-profile criminal defense matters, including securing the acquittal of a founder/CEO in one of the largest corporate

fraud cases prosecuted by the U.S. Department of Justice. My practice has included working both against and with some of the preeminent attorneys in the country.

15. My class action experience includes suits involving oil and gas, securities accounting, environmental pollution, and other topics and industries. In many of those cases, I have defended corporations and financial institutions against class actions, including BNY Mellon in the matter *Compsource v. BNY Mellon* in the United States District Court for the Eastern District of Oklahoma. I defended that case against Nix Patterson, LLP (“NP”) and Michael Burrage, who acted as Class Counsel. RW has also served as court-appointed class counsel for plaintiffs and settlement classes in oil and gas royalty litigation, and in those cases and others, have submitted many fee applications in Oklahoma courts. For example, RW was appointed Class Counsel with NP in a contingent fee royalty class action, *Reirdon v. XTO Energy, Inc.*, Case No. 16-cv-00087, in the United States District Court for the Eastern District of Oklahoma. There, we achieved a common fund settlement for the Class. Since that case, NP and RW have been appointed as Class Counsel in no fewer than eight similar class actions in Oklahoma federal courts. I have also prosecuted and defended major MDL cases, involving breast implants, pharmaceutical products, securities, tobacco products, and other types of cases assigned by the MDL panel.

16. I am an active member of the Oklahoma Bar. I have served on the Board of Governors for the Oklahoma Bar Association, as President of the Oklahoma County Bar Association, Vice-President of the Oklahoma Bar Foundation, and President of the Oklahoma Young Lawyers. I am a Master Emeritus of all three Inns of Court for the Western District of Oklahoma. I was elected to the American College of Trial Lawyers, am a Fellow in the International Academy of Trial Lawyers, and the Americans Board of Trial Advocates, where I served as President of the Oklahoma chapter. Through my leadership roles in these organizations,

I have interacted with trial attorneys practicing not only throughout Oklahoma, but throughout the country, and through those relationships, have become familiar with the rate and fee structures utilized by attorneys in a wide range of matters.

17. My experience litigating on both sides of the docket—representing both plaintiffs and defendants in a variety of fee arrangements, including billing by the hour—gives me special expertise in what constitutes reasonable attorney rates in Oklahoma in complex class actions, like this one. Through my experience as an expert witness regarding attorneys' fees in Oklahoma, I have become familiar with the market rates for attorneys operating on various fee structures, including contingent fees where expenses are advanced, as well as hourly fees where expenses are not advanced.

18. Based upon my own personal experiences, and the knowledge, skill and experience I have gained from my own work and study on this issue, I believe I am qualified to testify regarding the reasonableness of attorneys' fees in a contingent fee class action such as this one. Based on my qualifications and experience, I can attest that a 40% contingent rate is the market rate for a complex, multistate royalty class action like this one. In my opinion, there are very few Oklahoma firms who have the skill, ability, and funding to prosecute a case like this one. In my opinion, the vast majority of law firms could not and would not take such a case on a contingent basis. Moreover, in my experience, I am not aware of a single law firm that would agree to take on a case like this at an hourly rate and also agree that they would (1) advance all costs and expenses and (2) would only get paid that straight hourly rate if they obtained a settlement or judgment and, even then, (3) could only get paid upon judicial review and approval.

19. I have instructed the attorneys and staff at my firm working on this matter to keep records regarding their time, even though we are working on a fully contingent basis. For the

motions at issue, I asked each attorney and staff member at the firm to report to me regarding the time they spent prosecuting this matter. I have been provided with access to material information supporting the fee and expense requests that are the subject of this declaration, and have reviewed such materials. As a result of this review, reductions were made to both time and expenses in the exercise of "billing judgment." As a result of the review and the adjustments made, I believe the time and expenses set forth below are reasonable in amount, and were necessary for the effective and efficient prosecution and resolution of the litigation.

20. RW's total number of hours in this litigation to date is at least 423 hours. The total lodestar for RW for this time period is \$ 292,760.00.

21. Further, we anticipate working approximately 90 additional hours preparing for the August 26 Final Fairness Hearing and working with Class Members and the Settlement Administrator on distribution. This would result an additional value of approximately \$58,000 in hours worked.

22. In my judgment, the number of hours expended, and the services performed by the attorneys at RW were reasonable and provided a benefit to the Class. I believe this total number of hours is a conservative and understated amount because, among other things, all of our attorneys work extensively on many matters in a collaborative context where it is not possible to record every hour worked and/or not possible to reduce any given hour to only one case. Therefore, I believe my firm worked more hours on this case than the hours listed above.

23. RW's hourly figures are based on its billing rates, which do not include charges for expense items. Expense items are billed separately, and such charges are not duplicated in the billing rates.

24. As set forth in the chart below, RW has incurred a total of \$648.45 in unreimbursed expenses in connection with this litigation as of the date of this declaration. In my judgment, these expenses were reasonable, necessary, and critical to the prosecution of this litigation:

**Ryan Whaley Coldiron Jantzen Peters & Webber PLLC
Expense Report**

	Total Category Expense
Administrative Expenses	
FedEx/ Postage	\$32.91
Court Fees/ Filing/ Reporting/Deposition Transcripts/Witness Fees	\$19.00
Copies	\$13.80
Travel/Meals	
Mileage	\$425.85
Meals	\$142.30
Consultant Work	
Matlin Petroleum Corporation	\$14.59
TOTAL LITIGATION EXPENSES	\$648.45

25. These expenses are reflected on the books and records of RW. It is RW's policy and practice to prepare such records from expense vouchers, check records, credit card records, and other source materials. Based on my oversight of RW work in connection with this litigation and my review of these records, I believe them to constitute an accurate record of the expenses actually incurred by the Firm in connection with this litigation.

26. Finally, Mr. Kernan and Ms. Wilkerson ("Class Representatives") are seeking a Case Contribution Award. I and other members of my firm have worked with Class Representatives for years on this case both prior to its filing and throughout its prosecution. Class Representatives have been instrumental in the successful pursuit of this case, and they have diligently worked with Plaintiffs' Counsel to pursue the best interests of the Class. Class Representatives have identified and collected relevant documents, reviewed discovery and filings submitted in the Litigation and used during mediation, and they were directly involved in the

negotiation process that led to the excellent settlement for the Class. Therefore, we believe the Case Contribution Award they are seeking is more than fair and reasonable and should be granted.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 26, 2024.

Patrick M. Ryan

Exhibit A

Patrick Ryan

Director

With more than 35 years of experience in civil litigation, Pat Ryan is best known for successful high-profile cases including his work as U.S. Attorney in the prosecution and conviction of Oklahoma City Bombing defendants Timothy McVeigh and Terry Nichols in Denver, and just recently securing the acquittal of a founder/CEO in one of the largest corporate fraud cases prosecuted by the U. S. Dept. of Justice. After serving four years in the United States Air Force, including two years as the Chief Military Justice for Southeast Asia, Ryan practiced at a local Oklahoma City law firm before establishing his own civil litigation firm in Oklahoma City in 1981. Ryan is former president of the Oklahoma County Bar Association and the Oklahoma Chapter of the American Board of Trial Advocates and former member of the Board of Governors of the Oklahoma State Bar Association.

Education/Military

- J.D., University of Oklahoma
- United States Air Force, Chief of Military Justice for Southeast Asia, 1972 - 1974

Professional Activities

- Fellow in the American College of Trial Lawyers
- Fellow in the International College of Trial Lawyers
- Oklahoma County Bar Association, Former President
- Oklahoma Chapter of the American Board of Trial Advocates, Former President
- Oklahoma State Bar Association, Former Governor

Honors/Awards

- Attorney General of the United States Gold Medallion
- President's Victim Rights Award
- Oklahoma County Bar Association's Leadership Award
- Excellence awards from the City of Oklahoma City, the FBI and multiple federal and state agencies.
- Listed in Every Edition of "Best Lawyers in America"
- Listed as one of Oklahoma's 10 "Super Lawyers"
- Listed in "Chambers" as one of Oklahoma's Top 3 Business Litigators

PAULA M. JANTZEN
Ph: 405-228-2131
Email: pjantzen@ryanwhaley.com

Ms. Jantzen attended the University of Oklahoma where she earned a B.A. in Philosophy. After receiving a Masters Degree in Classics from St. John's College in Santa Fe, New Mexico, she worked as a policy analyst with the New Mexico Office of the Governor and Department of Public Safety. She received her J.D. from Cornell School of Law and she is a Director at the Firm.

Ms. Jantzen's practice experience includes administrative proceedings and litigation involving: the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA); the Resource Conservation and Recovery Act (RCRA); the Clean Water Act (CWA); the federal Natural Gas Act (NGA); the Archaeological Resources Protection Act (ARPA); the Native American Graves Protection and Repatriation Act (NAGPRA); and various state counterparts to these federal statutes.

Ms. Jantzen is admitted to practice in Oklahoma and New Mexico and, in addition to her experience in administrative matters and litigation, Ms. Jantzen also has experience on appellate matters in the States of Oklahoma, New Mexico, Kansas, and Texas, as well as the United States Court of Appeals for the Tenth Circuit and the United States Supreme Court. Ms. Jantzen has represented a variety of commercial, industrial, and agricultural clients on matters that involve:

- environmental contamination and natural resource damages issues;
- remediation of contaminated properties;
- oil and gas royalties;
- the underground storage of natural gas;
- agricultural and industrial permitting and compliance (both state and federal);
- solid and hazardous wastes;
- water quality, stormwater runoff, and wastewater treatment;
- environmental torts;
- sale and transfer of contaminated properties;
- work with technical consultants and expert witnesses;
- class actions;
- development of permit applications, site plans, and consent decrees;
- soil, sediment, and groundwater contamination;
- responding to EPA CERCLA 104 requests; and
- business transaction disputes such as breach of contract, indemnity obligations, and insurance coverage disputes.

Jason A. Ryan

Director

Jason A. Ryan graduated from the Oklahoma City University School of Law in 2000.

Mr. Ryan was admitted to practice in Oklahoma in 2000 and since that time has focused on civil litigation. Mr. Ryan has successfully handled numerous cases involving death and serious injuries resulting from automobile or trucking accidents, medical errors, defective products, nursing home neglect, construction negligence, insurance bad faith, and a host of other wrongful conduct. Many of these cases have resulted in million dollar and multi-million dollar recoveries for his clients.

Mr. Ryan was recently selected by The National Trial Lawyers to be part of its list of Top 100 Trial Lawyers for the State of Oklahoma. Mr. Ryan has also been selected by the National Trial Lawyers for its Top 40 Under 40 list, and as a Rising Star by Oklahoma Super Lawyers Magazine.

Mr. Ryan is admitted to practice in the State Courts of Oklahoma, the United States District Courts, Western, Eastern and Northern Districts of Oklahoma, and the Tenth Circuit Court of Appeals. He is a member of the Oklahoma County, Oklahoma and American Bar Associations.

**IN THE DISTRICT COURT OF GARVIN COUNTY
STATE OF OKLAHOMA**

MICHAEL KERNEN and)
GLADYS MARIE WILKERSON,)
TRUSTEE OF THE GLADYS MARIE)
WILKERSON 1999 TRUST,)

Plaintiffs,)

v.)

CITIZEN ENERGY II, LLC and)
CITIZEN ENERGY III, LLC,)

Defendants.)

Case No. CJ-2018-7

**DECLARATION OF DREW PATE IN SUPPORT OF
MOTION FOR ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES
FILED ON BEHALF OF NIX PATTERSON, LLP**

I, Drew Pate, of Nix Patterson, LLP ("NP") declare as follows:

1. I am a partner at NP. I submit this declaration in support of Class Representatives' Motion for Final Approval ("Approval Motion"), Class Counsel's Motion for Approval of Attorneys' Fees ("Fee Motion"), and Class Counsel's Motion for Approval of Reimbursement of Litigation Expenses ("Expense Motion"), which are filed contemporaneously herewith. Unless otherwise stated herein, the statements made herein are based upon my personal knowledge and information available to me to the best of my recollection, and while I do not believe there are any errors, omissions, incomplete or incorrect statements, to the extent any occur, they are wholly accidental and unintentional.

2. I, and my law firm NP, have litigated class actions and complex commercial litigation in the United States District Courts for the Eastern District of Oklahoma, the Western District of Oklahoma, and the Northern District of Oklahoma, the state courts of Oklahoma, and



numerous other state and federal courts around the country. A copy of NP's Summary Resume, as well as a brief biography of the NP attorneys who worked on this Litigation, is attached hereto as Exhibit 1.

3. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC ("RW"), are court-appointed Class Counsel, and Barnes & Lewis, LLP ("BL") is Local Liaison Counsel, for Class Representatives and the Settlement Class. *See June 18, 2024 Order Granting Preliminary Approval of Class Action Settlement, Certifying the Class for Settlement Purposes, Approving Form and Manner of Notice, and Setting Date for Final Fairness Hearing* at pp. 6-7. I personally rendered legal services and had co-responsibility for coordinating and leading the activity carried out by attorneys at NP in this Litigation. NP significantly contributed to this Litigation and performed work on behalf of and for the benefit of the Settlement Class. NP was intimately involved in all aspects of the Litigation, both prior to filing and while the matter was pending.

4. The information in this declaration regarding NP's time and expenses is based upon records maintained by NP in the ordinary course of business. I am one of the partners who oversaw and/or conducted the day-to-day activities in the Litigation. This declaration was prepared with the assistance of other lawyers and staff at NP with knowledge of the matters reflected herein and reviewed in detail by me before signing.

5. This case was filed over six (6) years ago, in January 2018. Because NP is a relatively small firm, prosecution of this litigation required the devotion of substantial time, manpower and resources from Class Counsel over that period. Further, NP has spent a substantial amount of time and effort in negotiating and preparing the necessary paperwork related to the Settlement with Defendant.

6. I have instructed the attorneys and staff at my firm working on this matter to keep records regarding their time, even though we are working on a fully contingent basis. At the close of this case, I asked each attorney and staff member at the firm to report to me regarding the time they spent prosecuting this matter. I have been provided with access to material information supporting the fee and expense requests that are the subject of this Declaration, and have reviewed such materials. As a result of this review, reductions were made to both time and expense in the exercise of "billing judgment." As a result of the review and the adjustments made, I believe the time and expenses set forth below are reasonable in amount and were necessary for the effective and efficient prosecution and resolution of the Litigation.

7. Based on the work performed and this review of information reflecting work performed by attorneys at NP in this Litigation, I directed preparation of the chart set forth below identifying NP's partners and associates who undertook litigation activities in connection with the Litigation, each individual's hourly rate, and the total number of hours each individual expended in connection with work on this Litigation.

8. NP's total number of hours in this Litigation to date is at least 233.5 hours for a lodestar of \$159,150.00. Additionally, NP reasonably anticipates expending at least an additional 20 future hours through Final Approval and distribution of the Net Settlement Fund, for an estimated future lodestar of \$14,000.00, and a total lodestar of \$173,150.00.¹

9. In my judgment, the number of hours expended and the services performed by the attorneys at NP were reasonable and expended for the benefit of the Settlement Class in this Litigation. If the Court deems it necessary, NP can provide additional detail regarding the hours

¹ This total does not include any future hours devoted to any potential appeal. In the event of an appeal, NP reserves the right to seek additional fees associated with any such appeal.

expended during this Litigation. I believe this total number of hours is a conservative and understated amount because, among other things, all of our attorneys work extensively on many matters in a collaborative context where it is not possible to record every hour worked and/or not possible to reduce any given hour to only one case. Therefore, I believe my firm worked more hours on this case than the hours listed above.

10. NP's hourly figures are based on its billing rates, which do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in the billing rates.

11. As set forth in the chart below, NP has incurred a total of \$124,979.18 in unreimbursed expenses in connection with this Litigation as of the date of this Declaration. In my judgment, these expenses were reasonable, necessary, and critical to the prosecution of this Litigation.

**NIX PATTERSON, LLP
Expense Report**

	Total Category Expense
Litigation Support	
Matlin Petroleum Co.	\$2,975.00
Expert/Consulting Expenses	
Barbara A. Ley	\$120,435.61
Research & Investigation	
Lexis Nexis	\$30.06
Travel Expenses	
Lodging, Meals and Transportation	\$1,538.51
TOTAL SUBMITTED EXPENSES	\$124,979.18

12. These expenses are reflected on the books and records of NP. It is NP's policy and practice to prepare such records from expense vouchers, check records, credit card records, and other source materials. Based on my oversight of NP's work in connection with this Litigation and

my review of these records, I believe them to constitute an accurate record of the expenses actually incurred by the Firm in connection with this Litigation.

I declare under penalty of perjury, pursuant to 12 Okla. Stat. § 426, that the foregoing is true and correct.

DATED: July 26, 2024.



Drew Pate
Nix Patterson, LLP

**IN THE DISTRICT COURT OF GARVIN COUNTY
STATE OF OKLAHOMA**

MICHAEL KERNEN and)
GLADYS MARIE WILKERSON,)
TRUSTEE OF THE GLADYS MARIE)
WILKERSON 1999 TRUST,)

Plaintiffs,)

v.)

CITIZEN ENERGY II, LLC and)
CITIZEN ENERGY III, LLC,)

Defendants.)

Case No. CJ-2018-7

**DECLARATION OF ROBERT N. BARNES, PATRANELL BRITTEN LEWIS,
AND EMILY NASH KITCH**

Robert N. Barnes (“Barnes”), Patranell Britten Lewis (“Lewis”), and Emily Nash Kitch (“Kitch”) of Barnes & Lewis, LLP (“BL”) declare as follows:

1. We submit this declaration in support of Class Representatives’ Motion for Final Approval (“Approval Motion”), Class Counsel’s Motion for Approval of Attorneys’ Fees (“Fee Motion”), Class Counsel’s Motion for Approval of Reimbursement of Litigation Expenses (“Expense Motion”), and Class Representatives’ Motion for Approval of Case Contribution Award (“Contribution Motion”) (collectively, the “Motions”).

2. BL has been lead counsel in at least fourteen (14) Oklahoma oil and gas class action cases that have been concluded and resulted in combined Common Funds approaching \$700 million – far more than any other law firm in Oklahoma. BL holds the distinction of having been lead counsel in the first oil and gas class action nationwide to have been successfully tried to a jury. That jury verdict was upheld on appeal and resulted in a total Common Fund of approximately

\$110 million. See *Bridenstine v. Kaiser Francis*, Case No. 97,117 (unpublished) August 22, 2003, *cert. denied*, June 26, 2006, Okla. Sup. Ct., Case No. DF-01569.

3. Robert Barnes has practiced law in state and federal court for fifty (50) years. He grew up in the oil and gas industry (his father was an exploration geologist) and the legal community (two uncles were well known lawyers). He graduated from the University of Oklahoma College of Law in 1974. By the time he was 28 years old, he had tried numerous jury trials and taken hundreds of depositions while based in Tulsa. By age 30, he had two years of experience as district counsel for Texas Oil & Gas Corp (the most active driller in Oklahoma at the time). By age 31, he was the vice-president of land and general counsel for Texas International Petroleum Corporation, an Oklahoma City-based company with offices in numerous states. By age 32, he was president of Carson Petroleum Corp. in Oklahoma City. In 1982, he co-founded the oil and gas law firm of Stack & Barnes in Oklahoma City. By that time, he was AV-rated by Martindale Hubbell based on his experience as an oil and gas lawyer. Over the next 10 years, Barnes represented primarily large independent oil and gas companies in major litigation such as: Samson Resources, Lear Petroleum, and Kaiser-Francis. During that time, Barnes was a frequent lecturer on oil and gas law-related topics at Bar sponsored events. In 1991, Barnes co-founded BL with Ms. Lewis. Through the remainder of the 1990s, BL continued to represent oil and gas companies, but also took on more and more contingent fee litigation for landowners and mineral owners against oil and gas companies. By the time that BL became lead class counsel in *Bridenstine vs Kaiser-Francis* in the late 1990s, Barnes was well-known as an expert litigator in all facets of the oil and gas industry.

4. Patranell Lewis has practiced law in state and federal court for over thirty (30) years. She began her career working in the oil and gas area working for Dwight's Energy Data

(now known as IHS Energy Group). Ms. Lewis graduated from the University of Oklahoma College of Law in 1987 and earned top honors in various courses, including top honors in the Oil and Gas law course. She joined Mr. Barnes in 1986 and three years later was AV-rated by Martindale Hubbell. Ms. Lewis became a partner in 1991. She has represented both oil companies and mineral owners in complex litigation. She has served as class counsel in the oil and gas royalty owner class actions in which BL has been involved.

5. Emily Kitch has been practicing law for over fifteen (15) years in Oklahoma state and federal courts. She graduated from the University of Oklahoma College of Law in 2008 and joined BL in 2017. She has litigated multiple oil and gas royalty class actions, as well as other actions involving bad faith, breach of contract, and various other civil matters.

6. The statements made herein are made based upon our personal knowledge and information available to us to the best of our recollection, and while we do not believe there are any errors, omissions, incomplete or incorrect statements, to the extent any occur, they are wholly accidental and unintentional.

7. In its June 18, 2024 Order granting preliminary approval of the proposed settlement, the Court appointed BL as local liaison counsel for the Settlement Class. Throughout this Litigation, BL has worked closely with Nix Patterson, LLP (“NP”) and Ryan Whaley Coldiron Jantzen Peters & Webber, PLLC (“RW”), the Court-appointed Class Counsel for Class Representatives and the Settlement Class. We personally rendered legal services and had co-responsibility for coordinating and leading the activity carried out by attorneys at BL in this Litigation. As counsel for Class Representatives Michael Kernen and Gladys Marie Wilkerson (“Class Representatives”), BL significantly contributed to this Litigation and performed work on behalf of, and for the benefit of, the Settlement Class. Specifically, BL was intimately involved in

all aspects of the Litigation on behalf of Plaintiffs, both prior to filing and while the matter was pending. We have read the Joint Class Counsel Declaration regarding Class Representatives' and Class Counsel's efforts, which have resulted in a Settlement with Defendants that has a total value of \$4,668,120.00. We concur with those statements made in the Joint Class Counsel Declaration and incorporate those statements herein by reference.

8. BL has been involved in and served as lead class counsel in many oil and gas class actions as described in more detail herein. Based on the decades of oil and gas class action litigation experience of BL, the Settlement reached in this case is an extraordinary result for the Settlement Class. We believe the terms and conditions of the Settlement are fair, reasonable, and adequate and in the Settlement Class's best interests. These types of cases bear risks and uncertainties. The Settlement avoids these risks and provides the Settlement Class with a substantial recovery.

9. We have also reviewed the initial Plan of Allocation and been involved with cultivating the Plan of Allocation with class expert, Barbara Ley. We incorporate by reference the Affidavit of Barbara Ley regarding the details of the Plan of Allocation and concur that the proposed Plan of Allocation is fair, reasonable, adequate, and in the best interests of the Class.

The Fee Request is Reasonable

10. Class Counsel is seeking an award of Attorneys' Fees of \$1,867,248.00 (the "Fee Request"). Class Counsel has been successful in obtaining a Cash Settlement of \$4,668,120.00. This fee request is consistent with the amounts approved by Oklahoma federal courts and Oklahoma state courts in many oil and gas class actions that have occurred since the mid-1990's, which can be seen from the chart below:

Statistics Maintained by Coalition of Oklahoma Surface & Mineral Owners Inc. as updated on recent cases by Barnes & Lewis				Percentage of Common Fund Awarded			
Case Name	Case No. & Court	Year Awarded	Common Fund	Lodestar Multiplier	Attorney Fee	Litigation Costs	Class Rep. Fee
<i>Duke v. Samson</i> Honorable Robert Collier	CJ-94-31 Dewey Co.	1996	\$1,454,375	undetermined	30%	.21%	00%
<i>Greghol v. Barrett</i> Honorable Edward Cunningham	CJ-96-166-1 Canadian Co.	1996	\$180,000	undetermined	30%	undetermined	00%
<i>Black Hawk v. Exxon</i> (Oil-WI only) Honorable Deborah C.Shallcross	CJ-93-02226 Tulsa Co.	1999	\$9,000,000	undetermined	31.80%	7.35%	3.72%
<i>Rudman v Texaco</i> Honorable William Hetherington	CJ-97-1E Stephens Co.	2001	\$25,000,000	4	40%	3.27%	1%
<i>Bridenstine v. Kaiser- Francis</i> (After Full Jury Trial & Appeal) Honorable Ronald Kincannon Barnes & Lewis Lead Counsel	CJ-2000-1 Texas Co.	2001-04	\$109,974,437	5.25	30%	3%	.81%
<i>Duke v. Apache</i> Honorable Joe Jackson	CJ-94-32 Dewey Co.	2002	\$1,967,500	undetermined	33 %	3.69%	00%
<i>Fazekas v. Arco</i> Honorable Bill Welch	C-98-65 Latimer Co.	2002	\$6,250,000	undetermined	35%	10%	6.4%
<i>McIntosh v. Questar</i> Honorable N. Vinson Barefoot	CJ-02-22 Major Co.	2002	\$1,500,000	3	40%	3%	.33%
<i>Barnaby v. Marathon</i> Honorable Bill Welch	C-96-40 Latimer Co.	2003	\$3,645,241	undetermined	33%	1.8%	.33%
<i>Booth v. Cross Timbers</i> Honorable Robert Collier	CJ-98-16 Dewey Co.	2003	\$2,500,000	undetermined	33%	1.6%	.40%
<i>Kouns v. Louis Drefus</i> Honorable Robert Collier	CJ-98-20 Dewey Co.	2003	\$2,778,125	undetermined	33%	.79%	.43%
<i>Robertson/Taylor v. Sanguine</i> Honorable Richard Van Dyck	CJ-02-150 Grady Co.	2003	\$13,250,606	10	40%	.08%	1%
<i>Kouns v. ConocoPhillips</i> Honorable Ray Dean Linder Barnes & Lewis Co Lead Counsel	CJ-98-61 Dewey Co	2004	\$4,300,000	undetermined	42.56%	3%	.47%
<i>Mayo v Kaiser-Francis</i> (WI only) Honorable Richard Van Dyck	CJ-93-348 Grady Co.	2004	\$5,000,000	5	40%	.85%	00%
<i>Velma-Alma v. Chesapeake</i> Honorable Joe Enos	CJ-2002-331-E Stephens Co.	2004	\$10,500,000	3.25	34.95%	3%	2%
<i>Velma-Alma v. Texaco</i> Honorable C. Allen McCall, Jr.	CJ-2002-304 Stephens Co.	2005	\$27,000,000	undetermined	40%	4.5%	1.07%
<i>Brumley v. ConocoPhillips</i> Honorable Greg Zigler Barnes & Lewis Lead Counsel	CJ-2001-5 Texas Co.	2005	\$30,761,379 cash portion \$6,990,000 future benefits	3.85	36% of cash	2.4%	.88%

<i>Continental v. Conoco</i> Honorable Richard Perry	CJ-95-739 w/ CJ-2000-356 Garfield Co.	2005	\$23,000,000	undetermined	40%	.74%	.50%
<i>Cactus Petrol v. Chesapeake</i> (WI only) Honorable Greg Zigler	CJ-2004-4 Harper Co.	2005	\$6,500,000	undetermined	26.37%	3%	.35%
<i>Lobo v. BP</i> (WI only) Honorable Gerald Riffe	CJ-97-72 Beaver Co.	2005	\$150,000,000	8.7	40%	.50%	.50%
<i>Shockey v. Chevron</i> (Multi State-OK portion \$28.3 mil.) Honorable Ellis Cabaniss	CJ-2001-7 Washita Co.	2005	\$28,300,000	4-6.6	33%	4%	.42%
<i>Bank of America v. El Paso</i> (take-or-pay issues not post production) Honorable Ellis Cabaniss	CJ-97-68 Washita Co.	2006	\$66,000,000	undetermined	37%	2.5%	.34%
<i>Lawrence v. Cimarex</i> Honorable Richard G. Van Dyck	CJ-2004-391 Caddo Co.	2006	\$6,475,000	5.25	33%	2%	.39%
<i>Lavery v. Newfield</i> Honorable P Thomas Thornbrugh	CJ-98-06012 Tulsa Co.	2007	\$17,250,000	4.2	40%	2.9%	.4%
<i>McNeely v. National Mobile Health Care</i> Honorable Vicki Mile LaGrange	CIV-07-933-M Western Dist.	2008	\$2,000,000	undetermined	33.5%		
<i>Simmons v. Anadarko</i> Honorable Wyatt Hill Barnes & Lewis Lead Counsel	CJ-2004-57 Caddo Co.	2008	\$155,000,000	4.5	40%	.56%	.5%
<i>Taylor v ChevronTexaco</i> Honorable Gerald Riffe	CJ-2002-104 Texas Co.	2009	\$12,000,000	1.76	40%	5%	1%
<i>Brown v. Citation</i> Honorable Richard G. Van Dyck Barnes & Lewis Lead Counsel	CJ-04-217 Caddo Co.	2009	\$5,250,000	1.28	40%	2%	1%
<i>Adkinsson v. Koch</i> Honorable John H. Scaggs Mitchell, CJ & Joplin, J. concur	Appeal from Seminole Co OK	2009	\$30,000,000	5.22	25.4%		\$63,000
<i>Hill v Marathon</i> Honorable David Russell	CIV-08-37-R Western Dist.	2011	\$40,000,000	undetermined	33.3%	1%	.0025%
<i>Eatinger v. BP America Production Co.</i> Honorable Eric F. Melgren	07-1266- EFM- KMH Kan Dist. Ct	2012	\$19,000,000	undetermined	33.3%		1%
<i>Mitchusson v. Exco</i> Honorable Wyatt Hill Barnes & Lewis Lead Counsel	CJ-2010-32 Caddo Co.	2012	\$23,500,000	6.3	40%	.81%	.64%
<i>Tatum v. Devon Energy</i> Honorable Carl G. Gibson	CJ-10-77 Nowata Co.	2013	\$3,800,000	undetermined	45%	.7986%	\$5,000
<i>Chieftain v. QEP</i> Honorable David L. Russell Barnes & Lewis Lead Counsel	CIV-11-212-R Western Dist.	2013	\$115,000,000 cash portion \$40,000,000 future benefits	undetermined	33.3% of cash	.68%	.50%
<i>Hill v. Kaiser-Francis</i> Honorable David L. Russell Barnes & Lewis Counsel	CIV-09-07-R Western Dist.	2013	\$35,000,000	undetermined	35%	2.8%	.57%

<i>Drummond v. Range</i> Honorable Richard G. Van Dyck Barnes & Lewis Lead Counsel	CJ-2010-510 Grady Co., OK	2013	\$87,500,000	undetermined	40%	.73%	1%
<i>Cornett v. Sampson</i> Honorable Ray Dean Linder	CJ-2009-00081 Dewey Co., OK	2013	\$15,200,000	undetermined	40%	1.78%	1% to 2
<i>Cecil v. Ward</i> Honorable Wyatt Hill Barnes & Lewis Lead Counsel	CJ-2010-462 Grady Co., OK	2014	\$10,000,000	undetermined	40%	2%	1%
<i>Chieftain v Laredo</i> Honorable Timothy D. DeGiusti Barnes & Lewis Lead Counsel	CIV-23-2429-D Western District	2015	\$6,651,997.95	undetermined	40%	5%	1%
<i>Bank of America, N.A. v El Paso & Burlington</i> Honorable Christopher S. Kelly	CJ-2004-45 Washita Co., OK	2017	\$115,000,000 cash portion	3-3.6	40%	1.85%	\$75,000 x 4 reps
<i>Strack v. Continental Resources</i> Honorable Dennis Hladik	CJ-2010-75 Blaine Co., OK	2018	\$49,800,000 cash portion \$57,500,00 future benefit	3.17	40%		\$100,000 x 4 reps
<i>Reirdon v. XTO Energy, Inc.</i> Honorable Kimberly West	No. 6:16-CV-00087-KEW Eastern District	2018	\$20,000,000.00 cash portion \$20,000,000.00 future benefit	2.55	40%	1.5%	\$30,000 (1 rep)
<i>Chieftain Royalty Co. v. XTO Energy, Inc.</i> Honorable Kimberly West Barnes & Lewis Co Lead Counsel	No. CIV-11-29-KEW Eastern District	2018	\$80,000,000.00 cash portion \$80,000,000.00 future benefit	2.6	40%	1.51%	\$225,000 (1 rep)
<i>Reirdon v. Cimarex Energy Co.</i> Honorable Kimberly West	No. 16-CV-113-KEW Eastern District	2018	\$9,500,000.00 cash portion \$11,000,000.00 future benefit	3.12	40%	2.63%	\$15,000 (1 rep)
<i>Chieftain Royalty Co., et al. v. Marathon Oil Co.</i> Honorable Steven Shreder Barnes & Lewis Co Lead Counsel	No. CIV-17-334-SPS Eastern District	2019	\$14,950,000.00 cash portion \$17,100,000.00 future benefit	2.57	40%	2.34%	\$50,000 (1 rep) \$25,000 (1 rep)

11. Class Representatives agreed to a contingency fee of 40%. In our experience, a 40% contingency fee is a market rate for this type of case. Initially, there is no way to know the exact amount of the claims involved. Through discovery and work with experts, the dollar amount of the claim was developed over the course of the Litigation. Additionally, when the 40% contingent fee was agreed to, Counsel could not have known what future changes to Oklahoma oil

and gas law would affect the outcome of the case. Therefore, a 40% contingent fee is fair and reasonable.

12. Successfully resolving this Litigation also required Counsel to expend considerable time and resources consulting with a key forensic accounting expert, Barbara Ley, who specializes in oil and gas matters. Ms. Ley's first significant trial experience was as an expert witness for the Class in *Bridenstine v. Kaiser-Francis*.

13. This Litigation was filed in 2018 and required substantial time and labor. The total number of hours expended by BL in this Litigation, from investigation through July 26, 2024 is at least 869 hours. The total lodestar for BL for this time period is at least \$661,100.00. The hours spent were necessary and benefitted the Class as a whole.

14. It is estimated that BL will spend an additional 5 hours through the time of the Final Fairness Hearing on August 26, 2024. Further, based on prior experience in other oil and gas class actions, BL may spend at least an additional 5 hours in the distribution phase of the case. The total estimated lodestar for BL for this additional time period is approximately \$8,000.00. It goes without saying that BL would never agree to represent a client in an oil and gas class action using these hourly rates if payment of our fee was contingent upon successful recovery of our fees in a settlement or judgment. As the Court knows, defense counsel in oil and gas class actions are paid on a monthly basis their entire hourly rate and are reimbursed any litigation costs monthly. It simply would not be economically feasible for BL to ever represent a client on a straight hourly fee basis unless we were also paid monthly for our fees and expenses.

15. BL's hourly rates are reasonable when compared to those of other law firms in complex litigation. Numerous firms involved in complex litigation charge hourly rates for senior partners well in excess of \$1,000/hour. And, of course, these hourly rates are paid monthly and are

certainly not contingent on the results achieved. If we were asked to represent a class involving complex oil and gas matters such as this, we would always require a 40% contingent fee contract. If pressed to represent a class on an hourly rate to be paid only out of the final settlement or judgment, our hourly rates would be at least six times the standard hourly rates set out above to account for the uncertainty and risk of recovering nothing.

16. As can be seen from the chart above, numerous Oklahoma courts have used a lodestar times multiplier as a cross check on the reasonableness of a percentage fee. Commonly those multipliers are in the neighborhood of four to six times the lodestar (reasonable hours times reasonable rate). The attorney fee requested in this case is far lower than the fees requested in those cases because it represents a lodestar multiplier well below two. However, we wish to stress to the Court that the most reasonable method of calculating a fee is by extending the contingent attorney fee contract signed between Class Counsel and Class Representatives to the Class at large. Doing anything less effectively gives absent class members a free look at the results of litigation before having to pay their part of the attorney time and labor expended. The absent class member should get no better deal than the standard contingent fee contract agreed to by Class Representative. Likewise, the attorney should get no more than 40% of the common fund that has been developed through his time, labor, and expertise. If the attorney loses the case, then he recovers nothing for his time and labor. On the other hand, if the attorney is extremely successful, then there is no reason why he should not recover the full 40% of the common fund that his time, labor, and expertise created. To do otherwise would effectively penalize the lawyer for his success.

17. Historically, oil and gas class actions have always been pursued on a contingent fee basis with counsel bearing all expenses. In our experience, we have never found a plaintiff with the financial wherewithal to pursue an oil and gas class action on an hourly fee basis with the client

also bearing all the expenses. Thus, we have never had the opportunity to represent a class in oil and gas matters on an hourly fee basis. As a matter of fact, we have never found a client even able to bear the out-of-pocket expenses of the case.

18. All Counsel are seeking recovery of litigation expenses in an amount not to exceed \$200,000.00. In our judgment, these expenses were reasonable, necessary, and critical to the prosecution of this Litigation. Details of those expenses are available for review at the Court's direction. To date, the total Litigation Expenses are over \$130,000.00, which include BL's expenses of \$6,900.37. Class Counsel anticipates additional billings from the Class Experts that have not yet been received. Class Counsel may request reimbursement of those additional incurred expenses but, only up to the maximum requested amount of \$200,000.00. Additionally, administrative and distribution costs in an amount not to exceed \$250,000.00 are being sought by all Counsel. In our experience, these expenses are reasonable, necessary, and critical to the final distribution of this matter. Details of those expenses are available for review at the Court's direction.

We declare under penalty of perjury, under the laws of Oklahoma, pursuant to 12 O.S. § 426, that the foregoing is true and correct.


DATED: July 26, 2024

Robert N. Barnes, OBA No. 537




BARNES & LEWIS, LLP
208 NW 60th Street
Oklahoma City, OK 73118
rbarnes@barneslewis.com
Telephone: (405) 843-0363
Facsimile: (405) 832-1007

Patranell B. Lewis, OBA No. 12279



BARNES & LEWIS, LLP
208 NW 60th Street
Oklahoma City, OK 73118
plewis@barneslewis.com
Telephone: (405) 843-0363
Facsimile: (405) 832-1007

Emily Nash Kitch, OBA No. 22244



BARNES & LEWIS, LLP

208 NW 60th Street

Oklahoma City, OK 73118

ekitch@barneslewis.com

Telephone: (405) 843-0363

Facsimile: (405) 832-1007