

# **EXHIBIT 1**

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

**PERRY CLINE, on behalf of** )  
**himself and all others** )  
**similarly situated,** )  
) )  
**Plaintiff,** )  
) )  
**v.** )  
) )  
**SUNOCO, INC. (R&M)** )  
**and SUNOCO PARTNERS** )  
**MARKETING & TERMINALS, L.P.,** )  
) )  
**Defendants.** )

**Case No. 17-cv-313-JAG**

**DECLARATION OF BRADLEY E. BECKWORTH IN SUPPORT OF  
MOTION FOR ATTORNEYS’ FEES AND REIMBURSEMENT OF EXPENSES  
ON BEHALF OF NIX PATTERSON, LLP**

I, Bradley E. Beckworth, of Nix Patterson, LLP (“NP”) declare as follows:

1. I am a partner at NP. 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 Representative’s Motion for Case Contribution Award (“Case Contribution Award 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 (including the Oklahoma Supreme Court), 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 A.

3. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC and Barnes & Lewis, LLP, are court-appointed Class Counsel for Plaintiff, Perry Cline, on behalf of himself and all others similarly situated ("Plaintiff" or "Class Representative"), and the Certified Class. 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 Class. NP was and remains intimately involved in the litigation.

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 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.

**My Education, Qualifications and Experience To Render Opinions Regarding Fair and Reasonable Attorneys' Fees, Expenses and Class Representative Participation Awards**

5. I am personally experienced and qualified to offer evidence regarding what I believe are reasonable attorney rates in Oklahoma multi-state class actions. Among other things, my qualifications are as follows: I graduated *Magna Cum Laude* from Texas A&M University in College Station, Texas in May 1994, with a major in English and double minor in Psychology and Latin. I graduated *Cum Laude* from Baylor Law School in May 1997 and later served as an adjunct professor at Baylor Law School, teaching advanced trial advocacy.

6. After graduating from Baylor Law School, I served as the judicial law clerk to the Honorable Richard Schell, Chief Judge for the United States District Court for the Eastern District of Texas. During my clerkship with Judge Schell, I had many opportunities to observe and work

on complex commercial litigation, including class action litigation, and meet with top contingent fee and hourly litigation attorneys. I learned a great deal about the differences in both types of fee structures, the rates charged by top attorneys locally and nationally, and the risks, rewards, and sometimes dire consequences of at-risk fee structures.

7. After completing my judicial clerkship, I began work at NP in September 1998. I have been a partner at NP since 2005. During my tenure, I have led complex commercial cases and class actions in federal and state courts across the country. And, during this time, NP has been at the forefront of high-stakes, high-profile and high-risk litigation, including the largest recovery in the history of the United States judicial system—\$17.2 billion on behalf of the State of Texas in the Texas Tobacco Litigation. We obtained over \$3 billion in recoveries for the State of Florida and other clients in litigation resulting from the Deepwater Horizon oil spill disaster. And, more recently, we have settled over a billion dollars for the State of Oklahoma and our Indian Nation clients in their litigation against opioid companies.

8. I am licensed to practice in Texas, Arkansas, Oklahoma and New York. I am licensed to practice in several federal courts across the United States, including (among others) the Southern District of New York and the federal Districts of Oklahoma. Over the past twenty years, I have led, tried and/or settled major litigation across the country (including in Oklahoma) that total several billion dollars in recoveries, including complex commercial matters, class actions, personal-injury matters, intellectual-property matters, governmental representation, and oil and gas litigation. Examples of such matters include: the *Oklahoma Opioid Litigation* (over \$ 1 billion in settlements for state and tribal governments); *Brocade Securities Litigation* (\$160.1 million settlement in the first major securities fraud case regarding stock options backdating); *Delphi Securities Litigation* (\$284.1 million settlement in one of the largest securities fraud recoveries

funded by a debtor outside of insurance, plus a \$38.25 million settlement with Delphi's former auditor, Deloitte & Touche); *MoneyGram Securities Litigation* (\$80 million settlement, one of the top settlements in all "subprime" cases); *CompSource et al. v. BNY Mellon, N.A. et al.* (\$280 million settlement in securities lending breach-of-contract/fiduciary-duty litigation); *The Chickasaw Nation and The Choctaw Nation v. United States Dept. of Interior, et al.* (\$186 million settlement in historic litigation involving allegations that the federal government mismanaged over 1.3 million acres of the timber lands belonging to the Chickasaw and Choctaw Nations); *In re MGM Mirage Securities Litigation* (\$75 million settlement in largest securities class action recovery in the history of the District of Nevada). I led such cases in front of some of the most experienced and respected trial court judges in the country, including Judge Charles Breyer and Judge Shira Scheindlin.

9. Notably, in many of the cases listed above, I was lead counsel on behalf of large Oklahoma institutions and/or governments in complex commercial litigation prosecuted both in Oklahoma and/or in other states, and all of those cases were conducted on a contingent basis. Those clients included the Oklahoma Teacher Retirement System (Southern District of New York Bankruptcy Court and Eastern District of Michigan and District of Minnesota), the Oklahoma Law Enforcement Retirement System (Eastern District of Michigan), CompSource Oklahoma (Eastern District of Oklahoma), and the Choctaw and Chickasaw Nations (Western District of Oklahoma). I also have negotiated contracts with and worked alongside a bipartisan group of Oklahoma Attorneys General over the last two decades, including Attorneys General Edmondson, Hunter and O'Connor.

10. I have also worked with and negotiated contracts with Attorneys General from numerous other states, including the States of Alaska, Arkansas, Washington, Mississippi, Utah

and Montana. Through representing these and other entities, both in and outside of Oklahoma, and in state, federal and bankruptcy courts, I have learned what fees are fair and reasonable generally and with respect to my and my firm's services, as well as what our adversaries, who work by the hour, charge. Further, many of the cases listed above were complex commercial class actions where the client negotiated a fee arrangement but the court ultimately had to approve the fee as fair and reasonable. In such cases, the court approved our fees were as fair and reasonable and used a percentage-of-the-recovery method to do so.

11. In addition to these cases, I have had the opportunity to represent Oklahoma royalty owners in a variety of cases in state and federal courts in Oklahoma. Such cases include: *Pummill, et al. v. Cimarex Energy Co., et al.*, No. CV-2011-82 (Grady Co., Okla. 2011) (obtained summary judgment order regarding payment of statutory interest without a demand (later affirmed by Oklahoma Supreme Court) and successfully tried three remaining declaratory-judgment claims); *Chieftain Royalty Co. v. SM Energy Co., et al.*, Case No. 11-177-D, United States District Court for the Western District of Oklahoma (\$52 million cash settlement for class of underpaid royalty owners and at least \$2.9 million in future benefits); *Chieftain Royalty Co. v. QEP Energy Co.*, CIV-11-212-R, United States District Court for the Western District of Oklahoma (\$155 million settlement for class of underpaid royalty owners, including \$115 million in cash and at least \$40 million in future benefits); *Drummond et al. v. Range Resources-Midcontinent, LLC, et al.*, Case No. CJ-2010-510 (Grady Co., Okla. 2010) (\$87.5 million cash settlement for class of underpaid royalty owners); *Cecil v. Ward Petroleum Corp.*, Case No. CJ-2010-462 (Grady Co., Okla. 2010) (\$10 million cash settlement for class of underpaid royalty owners); *OCC Cause Nos. 201105057, 201105112 and 201105113* (obtained an Order from the OCC dismissing three applications filed

by Range Production Company requesting the OCC to interpret OCC drilling and spacing orders in a manner that would curtail the rights of over a million Oklahoma royalty owners).

12. During my career, I have had an opportunity to clerk for, and later work against and with, some of the preeminent attorneys in the country. During those times, I have consulted with and interviewed other lawyers, including my adversaries in litigation, to learn about and examine how they negotiated their various fee engagements and to understand whether and upon what circumstances they would engage in contingent-fee litigation or work by the hour (*i.e.*, on a lodestar basis) without guarantee of payment. The list of lawyers I have discussed such matters with is long and includes, but is not limited, to such firms as Irell & Manella, Norton Rose Fulbright, Vinson & Elkins, King & Spalding, Akin Gump, Bracewell, Boies Schiller Flexner, Wilmer Hale, Winstead, Skadden Arps, Paul Weiss, and others, as well as most of the mid- and major-size law firms in Oklahoma. Many of these firms also include attorneys who do extensive oil and gas litigation. And, I have worked with our co-appellate counsel here, Beck Redden, which is one of the premier oil-and-gas litigation firms in Texas and which normally bills by the hour. Because I have had to work on Oklahoma oil and gas cases that have involved bankruptcy issues, I am familiar with the rates and terms that national or regional firms specializing in bankruptcy matters charge when they are representing Oklahoma companies. I have discussed with such attorneys the rates they charge when billing by the hour, whether they will work on a contingent basis and, if so, at what rates, and whether they will work at-risk, advance all costs and expenses, and then charge an hourly rate with no guarantee of payment or a guaranteed multiplier in complex litigation or class actions. I also have discussed the types of fees such attorneys charge based on geography and volume of business and whether they would adjust their hourly rates simply because a case was pending in a small-town venue if that case nevertheless involved multi-state,

complex issues like this one. My conversations with these and other attorneys provide me with significant knowledge, expertise and qualifications in understanding fee arrangements and rates nationally and in Oklahoma.

13. Further, I have discussed fee arrangements and hourly rates with several former federal judges. For example, I have had the opportunity to work as co-counsel with former Chief United States District Judge for the Eastern District of Oklahoma, Michael Burrage, on this case and many others over the last twenty years. I have discussed the market rate for contingent fee and hourly work in numerous cases with Judge Burrage. Judge Burrage and I also currently represent a major oil company in Oklahoma. I also have had similar discussions with Layn Phillips, former United States District Judge for the Western District of Oklahoma. Judge Phillips has mediated several complex cases in which I have been involved, including *CompSource v. BNY* in this Court and the Oklahoma Opioid Litigation, and he has opined on the fairness of settlements and fee requests in many cases. Judge Phillips has been involved in complex commercial and class action cases across the country, including in the state and federal courts in Oklahoma. Similarly, I have had the opportunity to discuss hourly rates and enhancement factors in complex litigation with Retired United States Judges T. John Ward and David Folsom, who, as judges in the Eastern District of Texas, presided over some of the more complex patent cases in United States history. These cases involved lawyers from the preeminent firms in the country who were called to try cases in a small, rural East Texas town, and the cases often required the court to assess hourly rates and enhancement factors in fee-shifting scenarios. Both Judge Ward and Judge Folsom also worked for prominent law firms before and after their retirement. My conversations and experiences with these former judges, and other judges in federal and state courts, provide me with



significant knowledge, expertise and qualifications in understanding fee arrangements and rates nationally and in Oklahoma.

14. I also have had the opportunity throughout my career to work with, and discuss contingent-fee and hourly rates with Oklahoma practitioners. In addition to former federal Judges Burrage and Phillips discussed above, I have had the opportunity to work both with and against former United States Attorney Pat Ryan, who is my co-counsel in this case. I met Mr. Ryan when he was adverse to me in the *CompSource v. BNY* litigation, where Mr. Ryan represented the defendant in a bitterly fought litigation that went on for years. Mr. Ryan and I are now co-counsel in several cases. Mr. Ryan has spent the majority of his time as an Oklahoma lawyer working on matters on a billable arrangement; however, he also has worked on many contingent matters, including numerous oil and gas class actions. I have had the opportunity to work with and for Mr. Dan Little, a prominent Oklahoma attorney and royalty owner. I have had the opportunity to represent the Chickasaw and Choctaw Nations of Oklahoma in complex litigation. I also worked together with several Oklahoma Attorneys General and general counsel for several Oklahoma agencies when representing Oklahoma entities in complex commercial litigation, including cases that derived out of conduct in Oklahoma that had to be prosecuted in locations such as Minnesota, New York, and Michigan.

15. I have worked with co-counsel Robert Barnes and Patti Lewis in state and federal courts in Oklahoma, as well as in matters before the OCC. I have prosecuted numerous cases, including trying the *Pummill v. Cimarex* case to judgment, with Mr. Barnes and Ms. Lewis. I am familiar with the rates they charge on a contingent basis and when working by the hour for royalty owners, as well as the rates they charge when an energy company has hired them to do hourly work with guaranteed payment.

16. I have worked with co-counsel Larry Murphy for many years. Like these other colleagues, I am familiar with Mr. Murphy's rates and have discussed these matters with him at length in an effort to educate myself and stay apprised of the market rates for contingent and hourly work. My conversations and experiences with these Oklahoma attorneys and others provide me with significant knowledge, expertise and qualifications in understanding fee arrangements and rates in Oklahoma.

17. During the course of my career, I also have had the opportunity to discuss and negotiate fee rates, whether contingent or hourly, with many actual and prospective clients. My client base has ranged from individuals of very humble means, to multi-billion-dollar state investment funds, to attorneys general on behalf of states, to major corporations. I have represented many royalty owners in Oklahoma as well. My conversations and experiences with these actual and prospective clients provides me with knowledge, expertise and qualifications in understanding fee arrangements and rates nationally and in Oklahoma.

18. During the course of my career, I also have conducted extensive conversations, research and analysis on these matters with scholars who focus on the market rates for contingent fees and hourly rates in the country. One such expert is Professor Arthur Miller. Professor Miller is the author of the premier treatise on federal courts: Charles Alan Wright & Arthur R. Miller, *Federal Practice and Procedure*. I had the privilege to work directly with Professor Miller in federal court in Texarkana, Texas, in *In re Triton Securities Litigation*, where I was co-lead counsel. Professor Miller and I argued the class certification hearing together in that case (which we settled for \$49.5 million). Professor Miller later consulted with me on other complex litigation and attorney-fee issues, including the application of the percentage-of-the-fund method in class-action, common-fund cases. I also have known and discussed fees with University of Texas

Professor Charlie Silver for many years. Professor Silver is considered one of the premier scholars on attorney's fees in the country. *See, e.g.,* Charles M. Silver et al., *Law of Class Actions and Other Aggregate Litigation* (2013). I also have worked with Professor Geoffrey Miller for more than a decade and have studied his work on fees extensively. I have put Professor Miller on the witness stand in several cases, including oil and gas class actions in the Western and Eastern Districts of Oklahoma. Geoffrey Miller has conducted extensive studies based upon empirical evidence regarding the market rate for contingent fees, the rates approved by federal and state judges in litigation and bankruptcy matters across the country, and the rates charged by attorneys working on a contingent basis compared to those working on a guaranteed hourly basis. Similarly, I have worked with Professor Steven Gensler for several years and have had many extensive conversations with Professor Gensler regarding attorney's fees in complex class actions. Professor Gensler is the W. DeVier Professor of Law at the University of Oklahoma College of Law and teaches several courses addressing the topic of class actions, including Civil Procedure and Complex Litigation. My conversations and experiences with these and other scholars provides me with knowledge, expertise and qualifications in understanding fee arrangements and rates nationally and in Oklahoma.

19. Further, throughout my career, I have studied case law, scholarly articles and reports regarding the market rates for contingent fee and hourly litigation in Oklahoma and across the country. I have studied court filings and judicial holdings (including many cases approving of my firm's fee requests and rates). I also have reviewed fee requests submitted by contingent plaintiffs' counsel in purely contingent cases, requests for attorney fees in fee-shifting cases, and requests for payment by hourly attorneys working on a guaranteed fee payment structure both in fee-shifting cases and in bankruptcy matters where their fees must be approved. My studies,

analysis, conversations, and experiences with these matters provides me with knowledge, expertise and qualifications in understanding fee arrangements and rates nationally and in Oklahoma.

20. I also have been involved in commercial class actions under Federal Rule of Civil Procedure 23 and various state versions of Rule 23 my entire career—first as a federal judicial law clerk and then in my own practice. I have led many common fund class actions where the actual cash recovered (not mere value) total in the billions and several of those have been in excess of \$100,000,000. Through these experiences, I have not only learned the controlling case law in most circuits but, unfortunately, I have had to deal with one of the most troubling parts of our practice—the professional objector. In fact, as Class Counsel in the first class action I ever led, a case involving state and federal law in the United States District Court for the Central District of California, Los Angeles Division, the settlement was objected to by a group of professional objectors. The trial court approved the settlement, notice and request for fees and expenses, but the objectors appealed those decisions to the United States Court of Appeals for the Ninth Circuit. We won that appeal, *see Schwartz v. Citibank (South Dakota), N.A.*, 50 Fed. Appx. 832 (9<sup>th</sup> Cir. 2002) (*per curiam*), and, as was their custom, the professional objectors filed a certiorari petition at the United States Supreme Court. We won that appeal too. I learned early on that baseless objections, or objections lodged by serial or professional objectors, can result in incredible delays to the distribution of settlement funds, not to mention a drag on efficiency and judicial economy for court. This experience in my first ever class action caused me to focus on, study and become an expert on the substantive, procedural and constitutional aspects of class action law regarding fees, expenses, notice from top to bottom throughout my entire career.

21. I also have had experience as lead counsel for actual and potential objectors to class action settlements. I and my firm have been retained by some of the largest institutional and state

retirement systems in the United States to review the propriety of class action and derivative settlements. For almost 20 years, I have been asked to review settlements for my clients to determine if the settlement itself is fair and reasonable, as well as things like the allocation methodology, release language and terms and requested attorney's fees and expenses. Many of these funds have billions of dollars under management and one of them more than \$100 billion. We advise these clients whether they should remain in a settlement and participate, request exclusion, or object. These clients are sophisticated and have their own general counsel, chief investment officer and directors. We also perform a similar function for our royalty owner clients when evaluating oil and gas settlements. So, while we are not judges and do not play the critical role of gatekeeper that our federal and state trial courts perform, we do perform these services for our own clients and we know how to examine settlements both factually and legally. Without getting into specific details or waiving any privileges, we generally advise our clients to participate in settlements given all the factors we consider. There are times where we advise clients to request exclusion and file litigation on their own if the amount at stake justifies the expense and risk for them. I also have been lead counsel in asserting an objection to a federal settlement in a derivative action under Federal Rule of Civil Procedure 23.1 in the United States District Court for the Northern District of California on behalf of the Puerto Rico Government Employees Retirement System and the Arkansas Public Retirement System. In that case, Judge Charles Breyer granted our objection, which resulted in a bad settlement being pulled off the table, the appointment of a Special Committee to evaluate all of the matters at issue, the withdrawal as counsel by the defendants' attorney, and a significantly different settlement and extensive corporate governance measures. These experiences also add to my experience as a class action attorney, where we

examine class actions and represent our clients from a different perspective than we do when we are class counsel.

22. I also have been asked to speak as an expert on attorney's fees by the Federal Bar Association-OKC Chapter in the United States Court for the Western District of Oklahoma, where I sat on a panel with Judge Joe Heaton and discussed fee issues in class actions faced by judges and attorneys in federal practice during a CLE titled: *So You Want to be a Class Action Lawyer*.

23. Based upon my own personal experiences, and the knowledge, skill and experience I have gained from my own work and studies on these issues, I believe I have a unique level of knowledge, expertise and qualification in the area of contingent fee and hourly rates in complex litigation that few attorneys possess and which, I hope, may be beneficial to the Court in evaluating the reasonableness of the requested fee here.

**Application of the Percentage of the Common Fund Method for Determining Reasonable Attorneys' Fees in This Case**

24. As the Court is well aware, under Federal Rule of Civil Procedure 23(h), the Court must determine whether a fee, that is allowed by law or agreement, is fair and reasonable. The procedure for determining a reasonable fee is supplied by Rule 23. However, for diversity cases in the Tenth Circuit, the substantive analysis regarding the reasonableness of the fee is determined by looking to state law. *See Chieftain Royalty Co. v. EnerVest Energy Institutional Fund XIII-A, L.P.*, 888 F.3d 455, 460-63 (10th Cir. 2017). I was (and am) one of the lead counsel in the *EnerVest* case, where we recovered \$52 million for our clients. I am intimately familiar with the history of that case, the appeal, and the result on remand. The appeal in that case dealt with the question of whether federal courts sitting in diversity in a federal class action governed by Rule 23 should apply federal common law or state law in determining the reasonableness of the fee. The Tenth Circuit ruled that federal courts must look to state law in common fund cases. *Id.* We maintained

that Oklahoma common-fund fee law was on all fours with Tenth Circuit common law regarding common-fund fees in that both allowed trial courts to use the percentage-of-the-fund method. The Tenth Circuit disagreed, made an *Erie* guess about what Oklahoma law required and sent the case back for further consideration in light of the ruling. While the *EnerVest* decision was back in the trial court on remand, the Oklahoma Supreme Court clarified the law regarding attorney's fees in class actions and held that Oklahoma courts can use the percentage-of-the-fund approach in determining reasonable fees in common-fund class actions. *See generally Strack v. Continental Res., Inc.*, 507 P.3d 609 (Okla. 2021). On remand, the *EnerVest* trial court reinstated its prior fee award, finding the award was still reasonable under Oklahoma law as clarified by *Strack*. *See Chieftain Royalty Co. v. EnerVest Energy Inst. Fund XIII-A, L.P., et al*, No. CIV-11-177-D, Order Granting Class Counsel's Renewed Motion for Approval of Attorneys' Fees From Common Fund (Dkt. No. 366).

25. I also am intimately familiar with the *Strack* case. I worked on the appeal in that case on behalf of *amicus curiae*. In *Strack*, the Oklahoma Supreme Court held that the law in Oklahoma has always been that trial courts may use the percentage-of-the-fund approach when determining whether a requested fee is fair and reasonable, and that courts must analyze the propriety of that fee under the 13 factors set forth in 12 OKLA. STAT. §2023(G)(4)(e). *Strack v. Continental Res., Inc.*, 507 P.3d 609, 614–15 (Okla. 2021). The §2023(G)(4)(e) factors are identical to the *Johnson* factors used by federal courts with the addition of one extra (13<sup>th</sup>) factor, which assesses “the risk of recovery in the litigation.” 12 OKLA. STAT. § 2023(G)(4)(e); *compare with Gottlieb v. Barry*, 43 F.3d 474, 482-83 (10th Cir. 1994) (“[W]hichever method is used, the court must consider the twelve *Johnson* factors.”). The Court also recognized that “courts in nearly every circuit” in the country follow this same approach. *See Strack*, 507 P.3d. 609, 615 at n.6.

26. Thus, Oklahoma common-fund class-action fee law follows the same approach that any federal court may use in the Tenth Circuit when applying federal common law. *Strack*, 507 P.3d. at 616 (citing *Gottlieb v. Barry*, 43 F.3d 474, 483 (10th Cir. 1994)).

27. Accordingly, I believe the proper method for determining the reasonableness of the requested attorney fee in this case is to apply the percentage-of-the-fund method analyzed against each of the §2023(G)(4)(e) factors.

28. In this case, we also have the fairly unique situation where we not only created a common fund by virtue of obtaining a Final Judgment but, as the prevailing party, Mr. Cline was entitled to seek certain attorney's fees and expert costs from Defendants under the Oklahoma PRSA. Without waiving the attorney client or work product privileges, I will say that Mr. Cline and Class Counsel determined that it was in the best interests of the Class to attempt to negotiate a stipulated amount for such fees and costs rather than to engage in protracted satellite litigation and appeals over these issues which, given their conduct to date, we believed Defendants would attempt to use as yet another basis to resurrect their dismissed appeal. Accordingly, we negotiated a Stipulation where Defendants agreed to pay \$5 million into the Judgment Fund to satisfy their obligations as the losing party under the PRSA. We have allocated \$4,500,000.00 of that amount to be used to offset the Class's attorney fee burden and the remaining \$500,000.00 to offset the Class's burden to reimburse litigation expenses.

29. Under Oklahoma law, the availability of statutory fees does not supplant the attorney fee owed to the attorney by the client. Nor is it appropriate to simply add this money to the pot and then seek a percentage of that amount. Rather, under Oklahoma law, the appropriate course—as we have recommended here—is to apply any such fees or costs as a credit to any amounts owed under the contingency agreement (or percentage-of-the-fund method) so that the



actual amount paid by the Class itself is reduced by the same amount. *See Okla. ex rel. Okla. Bar Ass'n v. Weeks*, 969 P.2d 347, 356 (Okla. 1998) (discussing the “general rule” that statutory fees should be credited against the amount owed to counsel under a contingent-fee agreement, not “treated as an amount in addition to that received or to be received by the attorney”).

30. Accordingly, Class Counsel has requested a fee in the amount of 40% of the Judgment Common Fund, of which \$4,500,000.00 would be paid from the Stipulated Fees and Costs already deposited by Defendants. This offset would mean that the total percentage paid by the Class from the Judgment Common Fund would be approximately 37.1%. I recognize that when this percentage is actually applied to the amount of the common fund won here, this is a substantial sum of money. That fact is not lost on me nor would it be lost on anyone. However, the amount of the fee is high because the result obtained is high. This is not a claims-made or coupon settlement. Nor is it a case like a federal securities-fraud case where recoveries in the range of 10% of alleged damages are considered exceptional.

31. This case is the rarest of the rare—a certified class action, tried to Final Judgment, where the Class was awarded 100% of its highest alleged damages amount *plus* a punitive damages award that nearly doubled the Class’s recovery. As is discussed below, the “result obtained” is the most important factor in assessing a reasonable fee under §2023(G)(e)(4), and the result obtained here is exceptional.

32. Accordingly, based upon my education, qualifications and experience, it is my opinion that the requested fee is fair, reasonable and warranted under Oklahoma law.

**The Nature and Length of Mr. Cline’s Relationship with Class Counsel Supports the Requested Fee**

33. The nature of the relationship between Mr. Cline and Class Counsel is particularly important. This is not the kind of class action case where the representative is just a puppet for the

lawyers. Class Counsel doesn't work that way; neither do our clients. To the contrary, like all of our class action cases, our clients are as deeply involved in their cases as they are able to be. Here, Mr. Cline was, and remains, heavily involved in this fight for his and other owners' rights.

34. Mr. Cline is the real McCoy. Perry Cline played football at Oklahoma State University, he is a real American farmer and cowboy, and he and his family have lived on and farmed their land for generations. He may come across gruff at first, but as Mr. Cline's testimony made clear, he is a sophisticated royalty owner and businessman who is a pillar of his community. And Mr. Cline doesn't back down from a fight. Whether it was testimony about using his truck to block access to his well until Defendants wrote him a check, or his refusal to accept Defendants' efforts to pay him off and instead choosing to stay in the fight for the long-haul to help his fellow owners, Mr. Cline proved he is more than capable of standing up for his rights.

35. When Mr. Cline realized he needed legal help beyond what he was able to do on his own, he went to his family attorney and then he came to Class Counsel. Mr. Cline 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 Mr. Cline and/or the Class. Mr. Cline believed this fee arrangement was reasonable at the time he entered into it.

36. The application of hourly rates on a pay-as-you-go basis could not and would not work here. Mr. Cline could not afford to pay for the fees and expenses it took to litigate this matter, which remains ongoing. Further, based upon my personal experience and conversations with many absent class members in many cases, including discussions with absent class members and other clients in this case, I believe the same is true for the overwhelming majority of absent class members. Indeed, several absent class members in this case have filed declarations to this effect. *See* Declarations of Dan Little (Sagacity); Gina Steffano (Citadel); Kelsie Wagner; Mike Weeks

(Pagosa); Rob Abernathy (Chieftain); Robert Gonce (Castlerock); Teresa Beauregard; Betty Woodruff Trust; Michael Kernen; and Thomas Blakemore (attached as exhibits to Class Counsel's Motion for Approval of Attorneys' Fees). And, as a professional matter, neither me, 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.

37. I have personally interviewed lawyers from some of the top hourly-based (defense-sided) commercial firms in the country, including several who perform energy litigation services, and—to a person—each of them has verified that neither they nor their firm would work on a case like this one for a plaintiff and putative class on a standard hourly basis, without guarantee of payment or without a guarantee of a substantial multiplier upon success. And, even then, most still would not agree to advance costs and expenses. Further, there is a complete paucity of law firms who are both capable of successfully litigating a case like this one to judgment and defending it on appeal and who have the wherewithal to fund all costs and expenses on a contingent basis. Indeed, the cost of notice and administration alone is more than most firms can afford to advance on a contingent basis and, as such, if a class is certified and notice is required to be issued, most firms cannot afford to advance such costs on top of the post-certification expense of preparing for trial. The inability to fund such costs on a contingent basis not only limits the number of firms able prosecute a case like this one, but also severely undercuts class members' ability to try a case to completion as was necessary here. This case is unique in that we have also had to go beyond a trial and appeals to actual enforcement efforts due to Defendants' refusal to pay the Final Judgment. Funding an expensive and risky or protracted litigation a concept that prohibits most firms (and their clients) from bringing cases like this—or staying the course rather than settling

cheap, and that issue is compounded by the fact that the defendant in most royalty cases, including this one, is a well-funded oil company with its own internal legal department and a cadre of top outside counsel who work by the hour.

38. NP does not have this type of funding problem, and we are able to both work on a contingent basis and fund costs and expenses as needed to take a case to trial, obtain a judgment, exhaust all appeals, and execute that judgment. Our ability in this regard is rare. That ability, combined with the considerable risk we take on, is one reason why the market rate for our services is 40%.

39. Nevertheless, in addition to the contractually agreed 40% contingent fee, Mr. Cline also negotiated an hourly rate for Class Counsel and additional Plaintiff's Counsel in the event this Court determined that it was appropriate to consider Plaintiff's Counsel's hourly rates to determine whether any fee request is fair and reasonable. To be clear, Mr. Cline did not agree to pay these rates, nor could he 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. And, in times like these when inflation is high, we cannot pass the added costs of goods, services and labor on to our client. That is, while other hourly firms have dealt with inflation by raising their hourly rates, we cannot do that when we work on a contingent-fee contract.

40. 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 that. Put simply, we will—as we have demonstrated in this case—prosecute a case through trial and all appeals, completely at risk of non-payment and total and utter loss.

41. The fact that Mr. Cline has demonstrated he is an intelligent and devoted class member who will fight tooth and nail for what is right is, perhaps, the best evidence that the percentage he agreed to is fair and reasonable. He took up the mantle in this case for thousands of royalty owners who did not or could not stand up for themselves. His word matters because, if it wasn't for him—and, particularly, if it wasn't for him refusing to take the check Defendants secretly tried to pay him to go away—there would have been zero recovery. Thus, I believe the 40% contingent fee Mr. Cline negotiated is compelling evidence regarding the reasonableness of the requested fee and that it is within the appropriate market-rate range for cases of this nature.

42. And, under Oklahoma law and common-fund law generally (including the Supreme Court's well-reasoned holding in *Boeing*), it is important that the Class share in the fee burden here just like Mr. Cline has. The percentage-of-the-common-fund method is permitted as long as the resulting fee is reasonable. 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, and every federal circuit. Otherwise, the absent class members would get a windfall at the expense of Class Counsel and Mr. Cline. *See Sprague v. Ticonic Nat'l Bank*, 307 U.S. 161, 165 (1939); *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980); *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); *see generally* Miller Declaration.

**The Customary Fee in Similar Cases, the Contingent Nature of the Fee, and Awards in Similar Cases**

43. Based upon my qualifications, education and experience, I believe that the 40% contingent fee we agreed to with Mr. Cline is the market rate for this case and is fair and reasonable. Further, I believe that the hourly rates Mr. Cline agreed upon for me, NP, and our co-counsel are within the market rate for cases prosecuted on a contingent basis and with the range of rates approved by Oklahoma state and federal courts when a trial court wishes to look at hours and rates for purposes of a lodestar cross-check.

44. One of the most persuasive pieces of evidence in support of the market rate for cases like this are the declarations filed in support of the fee request by class members. Here, we have submitted eleven such declarations. All of them agree that 40% is the market rate for an oil-and-gas class action such as this. And all of them agree that they would not have been able to pursue this case on their own in the absence of a contingent-fee contract such as the one with Mr. Cline. They also opine that other class members would be in the same situation. Importantly, two of those absent class members are oil-and-gas attorneys, Rob Abernathy and Dan Little. Both have served as class representatives, and both are highly respected Oklahoma attorneys. I have personal knowledge regarding both of these absent class members and their skill, reputation, and experience in these areas. Mr. Abernathy has been a long-time client of NP, BL and WB in Oklahoma royalty cases. He fights for the rights of himself and others like him because proper payment of royalty is critical to his royalty ownership business. Dan Little has been practicing law in Oklahoma for over 40 years and has represented royalty owners for much of that time. His late wife was a highly respected attorney and was a founding member of the Oklahoma Ethics Commission. He is a prominent member of the Oklahoma Bar and community at large. Both of these attorneys understand Oklahoma law and the market rate for representing royalty owners on a contingent

basis. Mr. Little also has served as a class representative in an oil and gas royalty class action brought where he was not our client. And both agree that the fee request at issue here is fair, reasonable, and represents the market rate.

45. The findings of Oklahoma federal and state court judges further support that 40% is the market rate in Oklahoma oil-and-gas, common-fund class actions. There are many examples of courts in Oklahoma holding that 40% is the market rate and awarding that amount in cases like this one, including several decisions that were handed down after *Strack*. For example:

Case Name & Judge	Case No./Court	Year Awarded	Common Fund	Fee
<i>Chieftain Royalty Co. v. QEP Energy Co.</i> Hon. David Russell	No. 11-cv-212-R (W.D. Okla. May 31, 2013) (Dkt. No. 182)	2013	\$155,000,000	39%
<i>Cecil v. BP Am. Prod. Co.</i> Hon. Kimberly West	No. 16-CV-00410-KEW (E.D. Okla. Nov. 19, 2018) (Dkt. No. 260)	2018	\$147,000,000	40%
<i>Chieftain Royalty Co. v. XTO Energy Inc.</i> Hon. Kimberly West	No. CIV-11-29-KEW (E.D. Okla. Mar. 27, 2018) (Dkt. No. 231)	2018	\$80,000,000	40%
<i>Rhea v. Apache Corp.</i> Hon. Joe Heaton	No. 6:14-cv-00433-JH (E.D. Okla. June 23, 2022) (Dkt. No. 505)	2022	\$25,000,000	40%*
<i>Hay Creek Royalties, LLC v. Roan Resources LLC</i> Hon. Claire Eagan	No. 19-cv-177-CVE-JFJ (N.D. Okla. April 28, 2021) (Dkt. No. 74)	2021	\$20,200,000	40%
<i>Reirdon v. XTO Energy Inc.</i> Hon. Kimberly West	No. 16-cv-00087-KEW (E.D. Okla. Jan. 29, 2018) (Dkt. No. 124)	2018	\$20,000,000	40%
<i>Allen v. Apache Corp.</i> Hon. Jason Robertson	No. 6:22-cv-00063-JAR (E.D. Okla. Nov. 16, 2022) (Dkt. No. 37)	2022	\$15,000,000	40%*
<i>Chieftain Royalty Co. v. BP Am. Prod. Co.</i> Hon. John Heil	No. 18-cv-54-JFH-JFJ (N.D. Okla. Mar. 2, 2022) (Dkt. No. 180)	2022	\$15,000,000	40%*

\* Post-*Strack* decision that held the result would be the same under Oklahoma law.

\* Post-*Strack* decision that held the result would be the same under Oklahoma law.

\* Post-*Strack* decision that held the result would be the same under Oklahoma law.

<i>Chieftain Royalty Co. v. Marathon Oil Co.</i> Hon. Steven Shreder	No. CIV-17-334-SPS (E.D. Okla. Mar. 8, 2019) (Dkt. No. 120)	2019	\$14,950,000	40%
<i>Chieftain Royalty Co. v. SM Energy Co.</i> Hon. Bernard M. Jones	No. 18-cv-1225-J (W.D. Okla. April 27, 2021) (Dkt. No. 115)	2021	\$10,000,000	40%*
<i>Donald D. Miller Revocable Family Trust v. DCP Operating Company, LP, et al.</i> Hon. Joe Heaton	No. CIV-18-0199-JH (E.D. Okla. May 26, 2021) (Dkt. No. 81)	2021	\$9,900,000	35%*
<i>Reirdon v. Cimarex Energy Co.</i> Hon. Kimberly West	No. 16-cv-113-KEW (E.D. Okla. Dec. 18, 2018) (Dkt. No. 105)	2018	\$9,500,000	40%
<i>McClintock v. Enterprise Crude Oil, LLC</i> Hon. Kimberly West	No. 16-cv-136-KEW (E.D. Okla. Mar. 26, 2021) (Dkt. No. 120)	2021	\$5,900,000	40%
<i>Kernen v. Casillas Operating, LLC</i> Hon. Jodi Dishman	No. CIV-18-00107-JD (W.D. Okla. Jan. 4, 2023) (Dkt. No. 125)	2023	\$2,700,000	40%*

Case Name & Judge	Case No. & Court	Year Awarded	Common Fund	Attorney Fee
<i>Simmons v. Anadarko</i> Hon. Wyatt Hill	CJ-2004-57 Caddo Co.	2008	\$155,000,000	40%
<i>Lobo v. BP</i> Hon. Gerald Riffe	CJ-97-72 Beaver Co.	2005	\$150,000,000	40%
<i>Bank of America, N.A. v. El Paso Natural Gas Co., et al.</i> Hon. Christopher S. Kelly	CJ-2004-45 Washita Co.	2017	\$127,660,000	40%
<i>Fitzgerald Farms, LLC v. Chesapeake Operating, LLC</i> Hon. Jon K. Parsley	CJ-2010-38 Beaver Co.	2015	\$119,000,000	40%
<i>Drummond v. Range</i> Hon. Richard Van Dyck	CJ-2010-510 Grady Co.	2013	\$87,500,000	40%
<i>Sacket v. Great Plains Pipeline Co., et al.</i> Hon. Ray Dean Linder	CJ-2002-70 Woods Co.	2009	\$25,000,000	40%

\* Post-*Strack* decision that held the result would be the same under Oklahoma law.

\* Post-*Strack* decision that held the result would be the same under Oklahoma law.

\* Post-*Strack* decision that held the result would be the same under Oklahoma law.



<i>Continental v. Conoco</i> Hon. Richard Perry	CJ-95-739; 2000-356 Garfield Co.	2005	\$23,000,000	40%
<i>Laverty v. Newfield</i> Hon. P. Thomas Thorbrugh	CJ-2002-101 Beaver Co.	2007	\$17,250,000	40%
<i>Robertson/Taylor v. Sanguine</i> Hon. Richard Van Dyck	CJ-02-150 Caddo Co.	2003	\$13,250,606	40%
<i>Taylor v. ChevronTexaco</i> Hon. Gerald Riffe	CJ-2002-104 Texas Co.	2009	\$12,000,000	40%
<i>Cecil v. Ward Petro.</i> Hon. Wyatt Hill	CJ-2010-462 Grady Co.	2014	\$10,000,000	40%
<i>Brown v. Citation</i> Hon. Richard G. Van Dyck	CJ-04-217 Caddo Co.	2009	\$5,250,000	40%
<i>Modrall v. Hamon Operating Co.</i> Hon. James R. Winchester	CJ-94-266 Caddo Co.	1995	\$475,000	40%

See also Exhibit B (attached hereto).

46. Accordingly, it is my opinion that the customary fee in similar cases, the contingent nature of the fee, and awards in similar cases all support the requested fee here.

**The Result Obtained Supports The Requested Fee**

47. As discussed above, many courts have held that the most important factor in a common fund case is the eighth factor—the amount involved in the case and the results obtained. See *Tibbetts v. Sight ‘n Sound Appliance Ctrs., Inc.*, 77 P.3d 1042, 1046, 1049-50 (Okla. 2003); see also *Brown*, 838 F.2d at 456 (holding this factor may be given greater weight when “the recovery [is] highly contingent and that the efforts of counsel were instrumental in realizing recovery on behalf of the class.”); Fed. R. Civ. P. 23(h), adv. comm. note (explaining that, for a “percentage” or contingency-based approach to class action fee awards, “results achieved is the basic starting point.”).

48. I have been prosecuting complex cases for much of my career. I’ve been lead counsel in cases where the combined recoveries exceed several billion dollars. But never in my career have I been involved in a case where the class will get more than 100% of their highest

possible claimed damages even after all fees, expenses and costs of administration are paid. We all know that class actions often result in settlements with *de minimus* recoveries for each class member. That certainly isn't the case here.

49. To the contrary, every member of the Class received all of their principle payments and now they will also receive the maximum amount possible in statutory interest damages—12% compounded annually—plus their share of punitive damages, plus their portion of the statutory attorney's fees and costs already paid by Defendants, plus accrued interest. The total Judgment awarded to the Class of \$155,691,486.00 is a significant recovery and bestows a substantial economic benefit to the Class. Defendants claimed the Class had no damages and, to the extent they did have damages, Defendants argued the Class was entitled to only 6% interest. So, the Final Judgment represents more than double any amount Defendants would ever agree they owed the Class. And the Final Judgment represents approximately **200%** of the Class's highest possible actual damages in the case.

50. When the statutory fees and costs are added in, plus accrued interest, the total amount currently on deposit with the Judgment Administrator is: \$161,930,508.35.

51. At every turn, Class Counsel and Class Representative have pursued the maximum recovery on behalf of the Class. Class Counsel and Class Representative maintained that the Class should include the owners as defined by the Court, rather than cutting out owners whose payments were sent to "unclaimed property." Class Counsel and Class Representative sought the maximum 12% compound interest on behalf of the Class and demonstrated that Defendants both bore the burden and failed to meet it to show anyone should get less. Moreover, Class Counsel and Class Representative refused to abandon the pursuit of punitive damages on behalf of the Class. The Final Judgment would not have been possible without the extensive motion practice, discovery

campaign, document review, royalty payment analysis, trial work, post-trial work, and enforcement work conducted by Class Counsel and their experts.

52. Further, while we are not at liberty to discuss our settlement talks with Defendants, I can say that we turned down Defendants' offers to settle this case both before and after the Final Judgment. Put simply, we turned down an easier path to recovery and continue to fight for the Class to get what they are owed.

53. It is, of course, inevitable in a common fund case that the higher the amount of the recovery, the higher the fees will be when the percentage is applied to the total amount recovered. My firm has (fortunately) dealt with this issue in many cases because we have been involved in several cases with landmark results. The Texas Tobacco Litigation was such a case. When we agreed to take that case on a fully contingent basis—and the tobacco industry had never paid a single dime in any settlement or verdict—we were lauded as brave legal heroes willing to take on the most powerful industry in the country all at risk. The contracted fee amount seemed (and was) extremely low for a case of that nature. But, when we won that case and the Tobacco industry agreed to pay \$17.2 billion to settle it the week before trial—a number that remains the largest settlement in U.S. history—the actual dollar amount of the fee was the largest in history. Here, we didn't win \$17.2 billion, but we did recover what we believe is the largest amount ever recovered in a statutory-interest, royalty class action tried in Oklahoma. Had we won only \$10 million, a 40% fee would seem very low; however, because we won over \$156 million, the actual amount of the requested fee amount is much higher. But that doesn't mean that the fee is any less appropriate. Indeed, even if the Court awards the entire amount requested, every Class Member will still recover more than 100% of their highest possible damages amount after all fees and expenses are paid in full.

54. The Final Judgment provides considerable, concrete monetary benefits. And, unlike cases in which absent class members' recovery is contingent upon a complicated claims-submission process, the benefits here are *guaranteed* and *automatically bestowed* upon the Class as a result of the Final Judgment and this Court's Plan of Allocation. Given the amount involved in this litigation and that the Final Judgment achieved total success for the Class, this highly significant factor strongly supports Class Counsel's fee request.

**The Time and Labor, the Skill Required to Win this Case, and the Experience and Reputation of the Attorneys Involved All Support the Requested Fee**

55. The time, labor, and skill required to prosecute this case has been and continues to be substantial. The "time and labor" analysis is similar to a lodestar analysis in that it contemplates consideration of the amount of time spent working on a case applied to the hourly rates of those doing the work. Of course, such an analysis is somewhat of a fallacy in a contingent-fee case because a contingent-fee practice is not remotely the same as a billable one. The goal of the contingency-fee lawyer is to win her case in the most cost effective and efficient manner possible. Contrast that with the defendant paying a bill-by-the-hour attorney in a case like this one where, clearly, the Defendant itself is not necessarily worried about winning or losing but, rather, is hell-bent on never paying what it owes and will do just about anything—literally—to make sure that doesn't ever occur. Nevertheless, time and labor required is a factor that must be analyzed under the Oklahoma fee statute. The time, labor, and skill required to win—and keep winning on appeal as we must do—and then to distribute the Final Judgment Fund to the Class, is extraordinary.

56. This case was filed nearly six years ago on July 7, 2017, with the filing of Plaintiff's Original Petition in the District Court of Seminole County, Oklahoma. On August 14, 2017, Defendants filed a Notice of Removal to the Eastern District of Oklahoma pursuant to the Class

Action Fairness Act of 2005, 28 U.S.C. §1332(d) (“CAFA”). On August 21, 2017, Defendants filed their Answer to the Complaint.

57. The Complaint alleged that Defendants ignored their obligation under Oklahoma law to pay statutory interest to owners in Oklahoma entitled to receive oil and gas proceeds through a uniform policy and practice by which they did not pay statutory interest to any owners unless the owner specifically requested Defendants do so. *See, e.g.*, Complaint at ¶¶5-7, 31-40. Based on these allegations, Plaintiff brought claims for breach of statutory obligation to pay interest, fraud, accounting and disgorgement, and injunctive relief. *See id.* at ¶¶41-70.

58. Plaintiff took substantial discovery related to the merits and class certification in this case, including reviewing thousands of pages of documents, taking depositions, and exchanging various written discovery. For example, on August 10, 2017, shortly after his Original Petition was filed, Plaintiff served Defendant Sunoco Partners Marketing & Terminals with his First Requests for Production of Documents, Requests for Admission and First Set of Interrogatories. These requests included twenty-nine requests for production, four requests for admission, and seven interrogatories, to which Defendant responded. On September 15, 2017, Plaintiff served a similar set of discovery on Defendant Sunoco, Inc. (R&M). Thereafter, the parties exchanged further written discovery. Plaintiff continued written discovery as the case unfolded, serving Defendants with fifty additional requests for production and thirty additional interrogatories. During that time, Plaintiff also responded to forty-five requests for production and twenty-two interrogatories. In response to Plaintiff’s written discovery, Defendants produced, and Class Counsel reviewed, thousands of pages of written documents, including emails, manuals, organizational documents, check stubs, royalty owner communications, internal logs of communications with royalty owners. Defendants also produced, and Class Counsel reviewed, 100

GB of spreadsheets and database files including data related to statutory interest payments previously made, historical royalty and overriding royalty payments, and suspended accounts for Oklahoma royalty owners. If printed, these spreadsheets would have been hundreds of thousands of pages, if not more.

59. Plaintiff also took fourteen depositions of Defendants' employees, corporate representatives, and experts. These depositions included division order analysts and various managers involved in lease administration and royalty payments. Through these depositions, Plaintiff uncovered evidence regarding Defendants' familiarity and lack of compliance with the PRSA, Defendants' efforts to find instances where it had not paid statutory interest, Defendants' practices and policies for paying statutory interest, how Defendants determined when to pay statutory interest, whether Defendants awaited a request before paying statutory interest, how Defendants calculated statutory interest, the data and information Defendants utilized for identifying late royalty payments, whether Defendants possessed this data for all royalty owners, and information about statutory interest payments Defendants had actually made. Plaintiff obtained valuable testimony in these depositions that was beneficial to, *inter alia*, class certification, summary judgment, expert analysis, and the ensuing bench trial.

60. Plaintiff, Class Counsel, and their experts used the documents, written discovery responses, and deposition transcripts to examine Defendants' royalty payment history and statutory interest payment history to verify the uniformity of Defendants' practices and calculation methodology. Class Counsel and their experts reviewed every statutory interest payment previously made by Defendants for the relevant time period and analyzed every proceeds payment made by Defendants in Oklahoma for the relevant time period in preparation for class certification briefing, summary judgment briefing, expert reports, settlement negotiations, and trial.

61. This case also required extensive legal research and expert analysis on class certification, liability, and damages. Plaintiff's expert, Barbara Ley, relied on documents and data Defendants produced and the testimony of its employees to determine how Defendants paid statutory interest to owners in the past, the nature and extent of past failures to pay statutory interest, and the damages sustained by the Class as a result of such failures. Ms. Ley's conclusions formed the basis of her expert report. This expert analysis provided Class Counsel with valuable information going into trial. Indeed, this Court found Ms. Ley's analysis critical for, among other things, calculating damages.

62. Class Counsel had to overcome multiple strategies Defendants employed to try to derail this case from ever proceeding to trial and to unfairly cut the Class' damages. *See* Dkt. No. 298 at 4 ("When it became clear that the case would move forward, Sunoco adopted a number of tactics to derail the litigation."). For example, Defendants tried to "pick off" Mr. Cline by directly mailing him a check for his damages in the case. Defendants moved to dismiss the case for lack of subject matter jurisdiction, alleging that their tender of statutory interest rendered this case "moot." This motion also required extensive research into the novel question of whether such tender could successfully "pick off" a class representative. Class Counsel expended significant time and effort analyzing such questions and formulating a response. On October 3, 2019, the Court denied Defendants' motion. *See Cline v. Sunoco, Inc. (R&M)*, No. 17-cv-313-JAG, 2019 WL 7759052 (E.D. Okla. Oct. 3, 2019).

63. Defendants then tried to stay the entire case while they pursued an appeal under Rule 23(f), which Class Counsel fought and which was subsequently denied.

64. Defendants also withheld substantial data from production until long after the deadline, which prejudiced Class Representative's ability to prepare for trial. *See, e.g.*, Dkt. No. 298 at 4-5.

65. Next, after the Class was certified, Defendants attempted to "clarify" the definition to exclude two-thirds of the damages it owed to the Class. Once again, this required substantial research, briefing, and argument into the issue of whether the PRSA would apply to payments later sent to state unclaimed property funds. Class Counsel defeated this attempt as well.

66. On October 18, 2019, Plaintiff filed a Motion for Partial Summary Judgment, seeking judgment as a matter of law that Defendants' practice of not paying statutory interest on late production revenue payments unless and until an owner demanded it violated the PRSA. The matter was extensively briefed by both parties. On December 10, 2019, the Court granted Plaintiff's Motion, finding that Sunoco must make interest payments without a demand and such payment must be made at the time it makes late payments.

67. The first phase of the trial in this matter lasted approximately one week. The Court heard testimony from seven of Plaintiff's witnesses and received forty-one (41) exhibits from Plaintiff, including a database created by Barbara Ley that identified over 1.5 million late payments from Defendants' data. Following the bench trial held on December 16-19, 2019, the Court required Class Counsel to submit proposed findings of fact and conclusions of law and to return to court for a second closing argument.

68. The Court issued its Findings of Fact and Conclusions of Law in August 2020, in which it awarded the Class: (1) actual damages in the amount of the interest owed on the late payments, totaling \$80,691,486.00; and (2) punitive damages in the amount of \$75,000,000. *See Cline v. Sunoco, Inc. (R&M)*, 479 F. Supp. 3d 1148, 1181-82 (E.D. Okla. 2020); *see also* Judgment



Order (Dkt. No. 308). But Class Counsel’s work did not end at that point. In fact, in many ways, it was just getting started.

69. Defendants have fought tooth and nail to avoid payment on the Final Judgment. Defendants filed multiple motions to amend the judgment and motions to vacate, all of which were denied. Indeed, the Court found that Defendants were “boldly mischaracterize[ing] the record” in their attempts to undermine the Final Judgment. Dkt. No. 349 at 4. Defendants then tried to block Class Counsel’s proposed plan of allocation. Defendants have filed no less than eight post-judgment appeals, including a petition for certiorari. And all but one of those appeals has been dismissed or denied.

70. Finally, Defendants refused to post a bond through a deliberate choice. As such, Class Counsel had to pursue enforcement and execution of the Final Judgment. And Defendants avoided execution at every turn. Class Counsel was forced to serve asset discovery, overcome Defendants’ objections to that discovery, and overcome Defendants’ refusal to comply with the Magistrate’s order on asset discovery.

71. Judge Burrage, Mr. Ryan, Mr. Barnes and I have been practicing law a long time. I often joke with Judge Burrage that I was only 2 years old when he graduated law school. Collectively, the four of us have been practicing law for something close to 150 years. We’ve all discussed it, and none of us—not even Judge Burrage when he sat on the bench in this District—have ever seen a post-judgment situation like we have seen here. Defendants’ conduct has been aggressive, obstinate, and unrelenting.

72. The list of what we have had to do after winning the Final Judgment proves the point that, not only have we spent a lot of time and labor on this case, but it took considerable skill:

- Motion for Order Requiring Judgment Debtor to Appear and Answer Concerning Property and Assets (Dkt No. 360);

- Response to Defendants’ Objection to Magistrate Judge’s Order for Production of Documents and Asset Hearing (Dkt. No. 431);
- Notice of Non-Compliance with Court Order for production of documents related to post-judgment asset hearing (Dkt No. 438);
- Five-and-a-half hour asset hearing. *See* Dkt. No. 443;
- Two briefs in support of draft Report & Recommendation regarding asset hearing (Dkt. Nos. 449 & 485);
- 16 garnishment affidavits:
  - a. Atlantic Trading & Marketing, Inc. (Dkt. No. 453);
  - b. BP Products North America Inc. (Dkt. No., 454);
  - c. Castleton Commodities Merchant Trading, L.P. (Dkt. No. 455);
  - d. Energy Transfer Crude Marketing, LLC (Dkt. No. 456);
  - e. Energy Transfer Crude Trucking, LLC (Dkt. No. 457);
  - f. Gunvor USA, LLC (Dkt. No. 458);
  - g. Marathon Petroleum Company LP (Dkt No. 459);
  - h. Marathon Petroleum Logistics Services LLC (Dkt. No. 460);
  - i. Marathon Petroleum Supply and Trading LLC (Dkt. No. 461);
  - j. Motiva Enterprises, LLC (Dkt. No. 462);
  - k. Phillips 66 Company (Dkt. No. 463);
  - l. Range Resources Corporation (Dkt. No. 464);
  - m. Saratoga RP East, LLC (Dkt. No. 465);
  - n. Truman Arnold Companies (Dkt. No. 466);
  - o. Valero Marketing & Supply Company (Dkt. No. 467);
  - p. Range Resources – Appalachia, LLC (Dkt. No. 527);
- Sixteen requests to issue garnishment summons (Dkt. Nos. 468–482, 528);

- Fifteen garnishment summonses issued. *See* Dkt. Nos. 486–500;
- Fifteen garnishment summonses served. *See* Dkt. Nos. 501, 502;
- Response to Sunoco’s Emergency Motion for Leave to Deposit Funds in the Court’s Registry (Dkt. No. 504);
- Notice to the Court regarding the creation of the Judgment Fund Account (Dkt. No. 531);
- Hearing regarding Sunoco’s Emergency Motion for Leave to Deposit Funds in the Court’s Registry. *See* Dkt. No. 532.
- Motion for Entry of Order and Notice of Default in garnishment proceedings (Dkt. No. 535);
- Response to fifteen Motions to Dismiss Garnishment Proceedings (Dkt. No. 577; *see also* Dkt. Nos. 559–574);
- Subpoena issued to and served upon Robert Ricciuti, Vice President of Energy Transfer LP, to appear and testify at hearing regarding Sunoco’s efforts to avoid and enjoin ongoing garnishment efforts (Dkt. No. 586);
- Response in Support of Judge West’s Report & Recommendation (Dkt. No. 591);
- Response in Opposition and Motion to Strike Defendants’ Motion to Enjoin Garnishments (Dkt. Nos. 592, 593); and
- Hearing regarding Motions to Dismiss / Enjoin Garnishment Proceedings. *See* Dkt. No. 600.

73. And we are not done yet. In fact, Class Counsel is set to argue Defendants’ appeal regarding their Rule 58 and Rule 60 Motions on March 21, 2023.

74. The skill, experience, and qualification it takes to do this kind of work—and do it right—is significant. This factor is not an easy one to discuss in a written declaration because to talk about one’s own skill seems braggadocious. But this is a required element under §2023. I believe my record, as well as those of my partners and lawyers at NP and my colleagues in this case speak for themselves. Unlike associates at large commercial defense firms who often do not get meaningful experience early in their careers, our associates are expected to, and do in fact,

have the ability to run and lead complex cases from the day they are licensed. We hire the best and believe they could bill at rates equivalent to lawyers at any firm anywhere. Drew Pate, who tried this case with me and argued many of the major motions, is an accomplished lawyer who, together with me, received the National Trial Team of the Year award from the National Trial Lawyers Association. Mike Burrage is a former federal judge and, indeed, our Nation's first Native American federal judge. He tried, and won, the largest divorce estate case in American history. He is the "go-to lawyer" in the State of Oklahoma for high stakes litigation and dispute resolution. No lawyer, on either side of the bar, would disagree with that statement. Together, we tried and won the State of Oklahoma's opioid litigation and, even though our verdict against one defendant was reversed, we have recovered nearly \$1 billion in settlements. Robert Barnes is one of the preeminent oil and gas attorneys in Oklahoma and previously won a \$150 million jury verdict in a certified oil and gas class action. He has likely forgotten more about Oklahoma oil and gas issues than most lawyers will ever learn. Pat Ryan served as a United States Attorney and prosecuted Timothy McVeigh and Terry Nichols. Pat has worked on both sides of litigation for decades. Pat Ryan is a stalwart of Oklahoma lawyers.

75. If the Court wishes to evaluate this factor in terms of the hours expended and/or the Court chooses to perform a lodestar cross check, NP and each of the other firms that have worked on this case have submitted their "lodestar" information. I have personally reviewed the rates that attorneys charge around the country when they are working in Oklahoma or elsewhere on complex litigation, including when they are not working at risk of non-payment and are not advancing costs and expenses. As a result of my education, experience, knowledge, skill and qualifications in the area of plaintiff attorneys' fees in complex commercial litigation, I believe the concept of setting an hourly rate in fully contingent cases always results in the hourly rate being grossly understated.

This is so because no one (at least of those I have talked with) desires to advance costs and expenses and work by the hour with no guarantee of success without also negotiating a guaranteed multiple of that rate upon being successful. However, because some courts wish to apply a lodestar cross check to determine the fairness of a percentage fee in a complex class action case and, in some cases, it may be necessary to submit hourly rates to support a request for payment of attorneys' fees in a fee shifting scenario, we have established billable rates for our firm in such instances.

76. When assessing hourly rates, the skill, experience, and qualifications of the attorneys involved in this case is at the highest level. Each of the attorneys comprising Class Counsel could charge rates that are at or above the rates charged by the most expensive lawyers in Houston, New York, Washington, D.C. or Los Angeles in cases where their payment is guaranteed.

77. Mr. Pate and I instructed the attorneys and staff at our 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, we asked each attorney and staff member at the firm to report the time they spent prosecuting this matter. We 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. *See, e.g.*, Exhibit C (attached hereto) (declarations of individual time keepers from Nix Patterson). 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.

78. For my hours, I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's

Motion for Approval of Attorneys' Fees. While I do not believe there are any errors, omissions, incomplete or incorrect statements in my time records, to the extent any occur, they are wholly accidental and unintentional. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2016	Partner	0.75	\$875.00	\$656.25
2017	Partner	24.9	\$875.00	\$21,787.50
2018	Partner	69.63	\$875.00	\$60,926.25
2019	Partner	315.8	\$875.00	\$276,325.00
2020	Partner	2.1	\$875.00	\$1,837.50
2021	Partner	68.2	\$875.00	\$59,675.00
2022	Partner	284	\$875.00	\$248,500.00
2023	Partner	46.3	\$875.00	\$40,512.50
<b>Total</b>		811.68		<b>\$710,220.00</b>

79. My 2023 hours are current through January 31, 2023. The hours described above represent a conservative total of the of the time I have spent litigating this matter. Based on my experience on a day-to-day basis working in complex commercial litigation, there are numerous hours I work that are not documented by a contemporaneous record. Moreover, because I do not generate revenue by billing my clients by the hour, I am conservative when I record my time and generally under-record it. For example, there are countless impromptu meetings, calls, regular time-keeping, and discussions that are commonplace within a fast-paced litigation team, but for which I may not have recorded time. Thus, the total hours I described above are undoubtedly conservative.

80. Based on our knowledge of this case and my review of information reflecting work performed by attorneys at NP in this litigation, we are able to provide the chart set forth below identifying NP's partners, associates, contract attorneys, and paraprofessionals 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.

81. As set forth below, based upon the time records presented to my from lawyers and staff at my firm, NP's total number of hours in this litigation to date is at least 4,347.13 hours. Further, we anticipate expending at least 500 more hours in defending Sunoco's continued appeals with the Tenth Circuit, inevitable second appeal to the U.S. Supreme Court, and working with Class Members and JND on distribution. We estimate this would result in an additional lodestar amount of approximately \$300,000.

<b>Nix Patterson</b>		
	<b>Hours</b>	<b>Rate</b>
Brad Beckworth	811.68	\$ 875.00
Jeff Angelovich	9.25	\$ 875.00
Susan Whatley	137.5	\$ 700.00
Lisa Baldwin (2019-present)	130.65	\$ 700.00
Lisa Baldwin (2017-2018)	17.9	\$ 500.00
Trey Duck	370.55	\$ 700.00
Drew Pate	1,247.4	\$ 700.00
Cody Hill (2017-2019)	103.15	\$ 400.00
Cody Hill (2020-2023)	7.5	\$ 450.00
James Warner	237.9	\$ 500.00
Winn Cutler	188.25	\$ 500.00
Ross Leonoudakis (2019)	205	\$ 500.00
Brooke Churchman*	74.25	\$ 400.00
Nathan Hall (2019)	27.25	\$ 400.00
Nathan Hall (2020-2021)	100.15	\$ 450.00
Nathan Hall (2022-present)	137.95	\$ 500.00
Jessica Underwood	27.2	\$ 500.00
Nikki Cameron	134.25	\$ 250.00
Maria Gomez	117.25	\$ 250.00
Shelley Prince	79.83	\$ 200.00
Amanda Thompson	43.6	\$ 250.00
Brittany Kellogg	138.67	\$ 250.00
<b>TOTAL PAST TIME AND LABOR</b>	<b>4,347.13</b>	<b>\$2,700,394.75</b>
<b>Estimated Time and Labor for Tenth Circuit and SCOTUS Appeals, and Distribution</b>	<b>500</b>	<b>\$300,000.00</b>

82. 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 Class. NP is providing additional detail regarding the hours expended during this litigation in Exhibit 20 (attached to Class Counsel's Motion for Approval of Attorneys' Fees). I believe this total number of hours is a

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\* Ms. Churchman is no longer with the firm. We have included only that time that was submitted to us when she was still employed by our firm.



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.

83. Based upon the information provided by Ryan Whaley, Barnes & Lewis, Whitten Burrage, Beck Redden, and Larry Murphy, the total base lodestar for the firms is at least \$9,379,078.00 when considered as a straight hours-x-rate calculation.

**The Novelty and Difficulty of the Questions Presented by the Litigation, the Undesirability of this Case, the Preclusion of Other Employment by the Attorney Due to Acceptance of the Case, and the Risk of Recovery All Support the Requested Fee**

84. As shown above, because NP is a relatively small firm, prosecution of this litigation required the devotion of substantial time, manpower and resources from NP over that extensive period. Moreover, NP was hindered from pursuing other cases as a result of the time and effort this Litigation required. While all cases hinder a firm from working on other cases to some degree, such was especially true here. I have personally tried many cases to verdict and I have been lead counsel in cases across the country. I can comfortably state that in 25 years of practice, I have never experienced any litigant more vexatious and difficult to deal with than Defendants—and that is saying something given the cases we have litigated. Defendants fought us at every turn. And they still are. This case has required more work than any other royalty class action I have ever been involved in, and the post-trial work is unparalleled. This case definitely limited the amount of other cases we could take.

85. Further, the risk of no recovery was great. It is rare for a class action to go to trial. It is rarer still for a class action to go to verdict. But Defendants never offered a settlement amount that would have been fair for the Class or that we could recommend this Court approve under Rule

23. And it is rarer still (I believe this case is one of one) where garnishment is necessary even AFTER a defendant loses at the United States Supreme Court. But that is what happened here. So, even after we obtained a final judgment, we were still at risk of recovering nothing. Worse still, even though Defendants deposited over \$161 million into the Judgment Fund, they did so while kicking and screaming. Indeed, Defendants reserved all rights on appeal and, as a result, we are set for yet another appellate argument at the Tenth Circuit almost a month *after* the Court conducts the fairness hearing.

86. Further, this Litigation presented difficult questions of law and fact. When Class Counsel agreed to take on this Litigation, there were many disagreements between Class Representative and Defendants regarding Oklahoma oil and gas law that affected the Class's claims. Disagreements abounded between the Parties regarding, among other things, Class Members' entitlement to statutory interest, the propriety of Defendants' practice of awaiting a request prior to payment of statutory interest, the appropriate interest rate, the burden of proof regarding the appropriate rate, the availability of punitive damages, the application of interest to unclaimed property payments, and whether such issues are appropriate for determination on a class-wide basis. These issues go to the heart of the Class's claims, and Defendants continue to try to re-litigate them on appeal. Class Counsel and Mr. Cline pursued each of these complex and hotly contested issues through judgment and all appeals, obtaining an extraordinary recovery that will net each Class Member over 100% of their actual damages even after all attorney's fees, expenses, and case contribution awards are paid at the requested amounts.

87. Additionally, as is the circumstance in this case, NP often works on other related, parallel matters that greatly benefit our clients (both named and absent class members), but for which we cannot assess a charge to our clients. For example, I and Robert Barnes successfully

prosecuted a case in Oklahoma state court called *Pummill v. Cimarex* that involved a major issue in this case and that greatly inured to the benefit of Mr. Cline and the Class. In *Pummill*, we won summary judgment on four claims, got that judgment affirmed at the Court of Civil Appeals, got one claim affirmed at the Oklahoma Supreme Court, and then tried the rest of the case to judgment on remand and won on all claims. During the *Pummill* trial, we represented Mr. Pummill, and I conducted his direct examination. Mr. Pummill testified that the royalty payments he received were often only a few hundred dollars each month and that his family depended on receipt of those funds to help make ends meet. Mr. Pummill, like many royalty owners, depends on prompt and fair payment of royalty from energy companies, even if the monthly amounts are modest, and he, like most royalty owners, could never afford to pay an attorney by the hour to fight for his rights—especially when the energy companies have deep financial resources and can pay attorneys millions to fight against their royalty owners. One of the claims we won in the original summary judgment order, which was affirmed by the Oklahoma Supreme Court, ordered that interest is due without a demand for payment. See Summary Judgment Order, *Pummill v. Hancock Exploration LLC, et al.*, Case No. CV-2011-82 (Okla. Dist. Ct. Grady Cty. July 16, 2012), at 3; Corrected Order, *Pummill v. Hancock Exploration LLC, et al.*, 2014 OK 97, 341 P.3d 69, at 2 (affirming summary judgment on statutory interest issue that no demand is required in Oklahoma for statutory interest while remanding other issues). We used that order offensively in this litigation. We spent well over a million dollars in attorney time and expenses in *Pummill*—work that benefited all Oklahoma royalty owners, but for which we were never paid. That work was intended to, and did in fact, benefit all royalty owners, including the Class here.

88. In sum, based upon my education, experience, and qualifications as an attorney licensed in Oklahoma, it is my opinion that a fee amounting to 40% of the common fund is fair and reasonable.

89. In addition to Class Counsel's fee request, Class Counsel also respectfully requests reimbursement of our reasonable and necessary expenses. As set forth in the chart below, NP has incurred a total of \$656,897.65 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:

***Cline v. Sunoco***  
**SUMMARY OF EXPENSES**

	<b>TOTAL EXPENSES</b>
Nix Patterson, LLP	\$656,897.65
Barnes & Lewis, LLP	\$5,794.33
Ryan, Whaley, Coldiron, Jantzen, Peters, & Webber, PLLC	\$43,365.83
Whitten & Burrage, LLP	\$4,981.59
Beck Redden, LLP	\$8,390.89
<b>TOTAL ACTUAL EXPENSES FOR REIMBURSEMENT</b>	<b>\$719,430.29</b>

**NIX PATTERSON, LLP**  
**Expense Report**

	<b>Total Category Expense</b>
<b>Administrative Expenses</b>	
AT Conference	\$318.74
FedEx/Postage	\$3,177.74
Court Fees/ Filing/ Reporting/ Copies	\$86,560.25
<b>Litigation Support</b>	
Matlin Petroleum Co.	\$39,300.00
Elevated Trial Services	\$33,887.50
<b>Expert/Consulting Expenses</b>	

Barbara A. Ley	\$389,465.83
<b>Research &amp; Investigation</b>	
Lexis Nexis	\$33,991.33
Issus Discovery	\$14,585.85
<b>Mediation Fees</b>	
Furgeson Malouf Law PLLC	\$3,692.95
<b>Travel Expenses</b>	
Lodging and Transportation	\$51,917.46
<b>TOTAL SUBMITTED EXPENSES</b>	<b>\$656,897.65</b>

90. NP has elected not to seek reimbursement for certain expenses and has capped the amount of travel-related expenses for which it seeks reimbursement. For example, from time to time, members of NP utilized private aircraft for transportation related to this case, however, we only charge for such transportation in an amount not to exceed the cost of an economy ticket for each person. NP believes the use of such transportation provides a significant benefit to our clients and the Class because it allows us to prosecute a case more quickly and efficiently, and saves us the time and cost of extra days out of town, including the cost of additional hotel nights and *per diem* expenses. For example, NP lawyers can fly directly from their primary offices in Austin, Texas, to Muskogee, Oklahoma, in less than one hour in private aircraft. Meanwhile, it takes over 5 hours to fly commercially and drive to Muskogee. Thus, we are able to avoid lost time, extra hotel stays and other inefficiencies. Additionally, we are able to access experts and witnesses on short notice. However, although we believe the use of private aircraft provides such benefits, we have not submitted the full costs of such trips in this matter. Instead, for trips when a private aircraft was utilized and there was a commercial flight alternative, we have compared the cost of a refundable economy fare for each passenger to the cost of using private aircraft and have submitted the lesser of the two and written off the additional actual cost, passing the savings of

additional hotel nights on to our clients and the Class. We are writing off these additional charges even though we believe they provide an advantage to the Class.

91. These expenses are reflected on NP's books and records. 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.

92. The total amount of expenses from all counsel is currently \$719,430.29. We will request that the first \$500,000.00 in such expenses be reimbursed out of the stipulated costs already paid by Defendants and then the remainder from the Judgment Common Fund. In addition to these amounts already incurred, we reasonably anticipate that we will incur additional future expenses through the remaining appeals and distribution but have capped litigation expenses sought at a maximum of \$850,000 (including previously incurred expenses). Thus, the maximum amount of future litigation expenses we may seek from the Court is \$130,569.71. The total amount of Notice, Administration, and Distribution expenses incurred to date is \$140,480.28. We reasonably anticipate that an additional amount of approximately \$500,000 (capped at \$650,000 total) will be reasonably necessary to finalize the Administration, Notice and Distribution processes. This includes the costs of the second round of notices, check distribution, and other related items. This estimate is based on information provided by JND and the experts/consultants involved in Administration, notice and Distribution. Because those expenses are to be incurred in the future, we will respectfully ask the Court to allocate those expenses from the common fund but we will request them on a periodic basis if and as they are incurred. It is my opinion that all of these expenses are reasonable and necessary.

93. Finally, I fully support Mr. Cline's request for a Case Contribution Award. I expressed my opinion about Mr. Cline above. I and other members of my firm have worked with Mr. Cline for years on this case, both prior to its filing and throughout its prosecution. Mr. Cline has been instrumental in the successful pursuit of this case and put the Class's interests ahead of his own. For example, Mr. Cline rejected Defendants' attempts to pay him off for his damages and elected to pursue the case on the Class's behalf. He was deposed multiple times, testified at trial, kept himself aware of everything in the litigation, attended multiple mediations before and after the Final Judgment, and has demonstrated incredible fortitude in his pursuit of this case on behalf of the Class. Through his efforts, he was able to obtain a Final Judgment for the Class that is almost *twice* their actual damages. The Class is fortunate to have him. So are we.

94. Therefore, based upon my education, experience, and qualifications as an attorney licensed in Oklahoma, I believe the Case Contribution Award he is seeking is than fair and reasonable and should be granted.

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

Executed on January 31, 2023.



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Bradley E. Beckworth  
Nix Patterson, LLP

# **EXHIBIT A**





# NIX PATTERSON, LLP

## SUMMARY RESUME

Detailed information regarding Nix Patterson, LLP (“Nix Patterson” or “NP”) may be found on the firm’s website: [www.nixlaw.com](http://www.nixlaw.com). The firm’s website contains a wide variety of information, including the history of the firm, highlights of current and previous successes, photographs of facilities, and biographies of each attorney.

For convenience, a *concise* overview of the firm is as follows:

Nix Patterson is a national contingency fee law firm providing litigation strategies and solutions for individuals, companies, investors, whistleblowers, and sovereigns. We have extensive experience handling large-scale, complex cases that require creative and bold action. Nix Patterson’s skilled, innovative and hardworking attorneys have achieved record-breaking litigation success. Because Nix Patterson only works on a contingency fee basis, our clients pay us nothing unless we win.

Although Nix Patterson may be best known as one of the firms who obtained a \$17.2 billion settlement for the State of Texas in the historic tobacco litigation, we have also recovered billions more in jury verdicts and settlements in diverse and complex cases across a wide range of practice areas. Across the United States, we handle almost every type of complex and critical litigation and arbitration for consumers, investors, whistleblowers, governmental entities and business entities. Our successful and uniquely diverse litigation practice has been driven by one constant: our talented attorneys achieve extraordinary results through hard work and innovation. Our clients choose us because they know we devote all resources necessary to achieve their goals.

Born in Texas over 40 years ago, Nix Patterson has long been at the forefront of the small group of firms with nationwide contingency practices. We have a well-deserved reputation for excellence and innovation in groundbreaking litigation. Every day, each attorney at Nix Patterson strives to be second to none. We believe there is no better place to achieve justice for our clients than the courtroom—and no better lawyers to pursue your claims and maximize your recovery than Nix Patterson.

Below is a representative sample of some of the most recent matters and results Nix Patterson has achieved on behalf of its clients:

*State of Oklahoma v. Purdue Pharma, L.P., et al.*

On June 30, 2017, Nix Patterson, led by lead trial attorney, Brad Beckworth, and co- counsel, filed a lawsuit in Cleveland County, Oklahoma on behalf of the State of Oklahoma and Oklahoma Attorney General Mike Hunter against several major pharmaceutical companies that manufacture highly addictive and often deadly opioid painkillers. The lawsuit alleged that the defendants—including Purdue Pharma, Johnson & Johnson, and Teva—intentionally misled Oklahoma healthcare providers and residents about the addictive and harmful nature of opioid medications to increase sales of their drugs in the State. These companies advertised opioids as being essentially non- addictive and harmless, which caused massive volumes of unnecessary drugs to be prescribed to Oklahomans, creating a severe public health nuisance.

On January 11, 2018, Cleveland County District Court Judge Thad Balkman ordered that the trial in this matter would begin on May 28, 2019, marking the first state lawsuit against opioid manufacturers to go to trial in the Nation.

On June 13, 2018, the Purdue defendants filed a Notice of Removal, removing the case from Cleveland County to the United States District Court for the Western District of Oklahoma. The remaining manufacturer defendants consented to the removal. The very next day, on June 14, the State of Oklahoma filed its Motion to Remand the case. The State argued in its Motion that the defendants breached a written agreement to not remove the case, waived any opportunity to remove the case, lacked any basis for asserting federal court jurisdiction, and removed the case solely as a delay tactic to avoid ongoing discovery in the state court case. Due to the urgency and unprecedented scope of the opioid addiction epidemic, the State argued the Motion should be expedited. As such, the State filed its reply brief in support of the Motion overnight, within six hours of the defendants filing their opposition to the State’s Motion. On August 3rd, after considering the extensive briefing by the parties, the Honorable Judge Vicki Miles-LaGrange, granted the State’s Motion to Remand.

On March 25, 2019, the Oklahoma Supreme Court denied Defendants’ request to delay the start of the trial in this matter by 100 days.

On March 26, 2019, the State of Oklahoma announced that Purdue Pharma had agreed to pay \$270 million to settle the claims brought against it in this matter. Under the terms of the settlement, Purdue immediately contributed \$102.5 million to establish a world class foundation for addiction treatment and research at Oklahoma State University, with additional payments of \$15 million each year for the next five years beginning in 2020. The company will also provide \$20 million of addiction treatment and opioid rescue medications to the center over the same five-year time frame. And, \$12.5 million from the settlement will be used directly to help cities and counties struggling with the opioid crisis. The Sackler family, who founded and own Purdue Pharma, will also contribute \$75 million over the next five years to the treatment and research center. Lead Nix Patterson attorney, Brad Beckworth, said the model here is that “the money needs to go to fixing the problem.” “This is a major step in trying to turn this ship,” he said. “The only way you can fix the problem is treat addiction, destigmatize addiction and educate doctors and the public.” He believes that the settlement will set a precedent. “I hope other states will use this as a model to deal with the problem in their respective communities.”

On May 26, 2019, and on the eve of trial, Teva agreed to pay \$85 million to settle the claims brought against it in this matter. In a news release announcing the settlement, Attorney General Mike Hunter stated that the money from the Teva settlement will be “used to abate the opioid crisis in Oklahoma.” Hunter further stated that the Teva settlement is a testament to the state’s legal team’s “dedication and resolve to hold the defendants in this case accountable for the ongoing opioid overdose and addiction epidemic that continues to claim thousands of lives each year.”

On May 28, 2019, this case proceeded to a bench trial against Johnson & Johnson on the sole equitable claim of public nuisance. The trial spanned approximately seven weeks, and included testimony from 43 witnesses, 935 exhibits admitted into evidence, and numerous hearings.

Following trial, the trial court found Johnson & Johnson had created a public nuisance and ordered it to pay \$465,026,711.00 to abate the nuisance. NP was named 2019 Trial Team of the Year by The National Trial Lawyers in recognition of this verdict. Although the Oklahoma Supreme Court reversed the verdict on a legal ground, NP continues to pursue other claims against J&J and certain opioid distributors in Oklahoma, as well as in the State of Washington.

### ***Cline v. Sunoco***

On August 27, 2020, Nix Patterson and Co-Counsel Ryan Whaley obtained a final judgment following the verdict of more than \$150 million on behalf of Oklahoma royalty owners. The Honorable Judge John Gibney ruled in favor of the Plaintiff, Perry Cline, and the Class of owners he represented following a four-day bench trial led by NP partners Brad Beckworth and Drew Pate. Judge Gibney awarded the Plaintiff and Class in the amount of \$80,691,486.00 in actual damages and \$75,000,000.00 in punitive damages.

The lawsuit alleged Sunoco violated Oklahoma law by withholding interest owed on late royalty payments unless an owner specifically requests it. In October 2019, the Court certified the case as a class action. Nix Patterson then strategically filed a motion for partial summary judgment that, if granted, would substantially narrow the issues for trial. The Court granted the motion one week before trial and ruled that Sunoco must pay the interest automatically under Oklahoma law. This verdict is the largest class action verdict in Oklahoma history.

### ***British Petroleum/Deepwater Horizon Oil Spill Litigation***

In 2015, Nix Patterson obtained a historic settlement for the State of Florida against British Petroleum arising out of the Deepwater Horizon oil spill. Nix Patterson represented the State of Florida in its effort to recover economic losses from this disaster. Ultimately, the firm recovered \$2 billion for the State of Florida.

In addition, Nix Patterson represented more than 20 other governmental entities in litigation against BP, and more than 1,000 businesses, ranging from small restaurants to publicly traded corporations, in their claims against BP related to the Deepwater Horizon oil spill. To date, the total settlements obtained by Nix Patterson in this matter exceed \$3 billion.

***Pummill, et al. v. Cimarex Energy Co., et al.***

Nix Patterson, led by lead trial attorney, Brad Beckworth, served as co-counsel in this declaratory judgment action requesting the court declare the rights of royalty owners and the obligations of lessees on four key issues of Oklahoma royalty law relating to oil and gas lease interpretation, payment of royalty on gas used as fuel off the lease, payment of royalty under different form gas marketing agreements and payment of statutory interest on late royalty payments. In 2012, NP and its co-counsel achieved favorable declaratory summary judgment rulings for the plaintiffs on all four issues. The court's declaratory summary judgment ruling on the payment of statutory interest was affirmed by the Oklahoma Court of Appeals, Division 1, and the Oklahoma Supreme Court. In October 2015, NP and its co-counsel successfully tried the remaining three declaratory judgments and the defendants' counterclaim to the court in a full bench trial and achieved a favorable judgment for the plaintiffs on all four issues. The Oklahoma Court of Civil Appeals, Division 4, issued a 31-page published decision affirming the trial court's judgment on January 5, 2018. The Oklahoma Supreme Court denied the oil company's petition for certiorari on May 21, 2018. NP is one of the only firms to try a case to judgment concerning these critical issues of Oklahoma royalty law—a judgment that will benefit over a million Oklahoma royalty owners.

***The Chickasaw Nation and The Choctaw Nation v. United States Dept. of Interior, et al.***

NP partners Brad Beckworth, Lisa Baldwin, Susan Whatley, and Trey Duck represented the Chickasaw Nation and the Choctaw Nation in an historic settlement with the federal government. This litigation involved allegations that the federal government mismanaged over 1.3 million acres of the timber lands belonging to the Chickasaw and Choctaw Nations. Along with co-counsel, NP conducted comprehensive fact and expert discovery—including analyzing millions of pages of historical trust-related documents and taking or defending 37 depositions across the country. NP also played an integral role in settlement negotiations and the mediation process, which was overseen by court-appointed Special Master and former federal judge, John Robertson (Ret.). Ultimately, the case settled for \$186 million, the fifth largest settlement out of 86 tribal trust actions that have been filed. The settlement also represented a significant milestone in the tribal trust relationship between the United States and the Chickasaw and Choctaw Nations.

***In re MGM Mirage Securities Litigation***

Nix Patterson, led by partners, Brad Beckworth, Jeff Angelovich, Susan Whatley, and Lisa Baldwin, served as Co-Lead Counsel in this action, representing a class of investors in MGM securities in the United States District Court for the District of Nevada. The class alleged MGM falsely misled the market regarding MGM's ability to survive and thrive during the U.S. financial crisis and obtain adequate capital to finance its unprecedented CityCenter project. After zealously litigating this action for almost six years, NP obtained a settlement of \$75 million on behalf of the class. The settlement was the largest securities class action recovery in the history of the District of Nevada at the time—exceeding the combined amount of the next three largest class action recoveries. This result is particularly notable because it was obtained in the absence of a financial restatement by MGM or a regulatory or governmental agency investigation related to the same conduct.

***Chieftain Royalty Co. v. SM Energy Co., et al.***

Nix Patterson, led by partners, Brad Beckworth, Jeff Angelovich, Susan Whatley, and Lisa Baldwin, represented a class of underpaid royalty owners in this action against SM Energy Co. and its successors, EnerVest and FourPoint. After vigorously prosecuting this action as class co-counsel for over four years, NP obtained a partial settlement with respect to the claims against EnerVest and FourPoint totaling nearly \$55 million on behalf of the class. This settlement consisted of a \$52 million cash payment (which alone represents approximately 100% of the class' principle claim for royalty underpayment) and contractually guaranteed future benefits that ensure EnerVest and FourPoint will not deduct certain specific costs from royalty payments for a period of 36 months. These binding changes to the Settling Parties' royalty payment methodology have a present value of at least \$2.9 million. On December 23, 2015, the United States District Court for the Western District of Oklahoma granted final approval of the settlement.

***Chieftain Royalty Co. v. QEP Energy Co.***

Nix Patterson, led by partners, Brad Beckworth, Jeff Angelovich, Susan Whatley, and Lisa Baldwin, served as co-class counsel in this action alleging QEP, an energy company with oil and gas operations in Oklahoma, secretly and systematically made unlawful deductions from a class of royalty owners' monthly royalty payments. After more than two years of litigation, NP and its co-counsel obtained a \$155 million settlement for the class. This settlement consisted of a \$115 million cash payment (which alone represents more than 100% of the class' principle claim for royalty underpayment) and contractually guaranteed future benefits that ensure QEP will not resume its previous practice of improper cost deductions. On May 31, 2013, the United States District Court for the Western District of Oklahoma granted final approval of the settlement.

***Drummond et al. v. Range Resources-Midcontinent, LLC, et al.***

Nix Patterson, led by partners, Brad Beckworth, Jeff Angelovich, Susan Whatley, and Lisa Baldwin, represented a class of royalty owners in this action against Range Resources, an energy company with substantial interests in Oklahoma oil and gas wells. As in *QEP*, the class members in this case alleged Range unlawfully deducted certain pre-marketing costs from the class members' royalty payments. NP prosecuted this action for over two years, overcoming Range's initial dispositive motions, conducting comprehensive fact and expert discovery—such as analyzing the thousands of oil and gas leases involved—and obtaining class certification. As Range was preparing to appeal the court's class certification order, the parties began settlement negotiations and a mediation process with highly respected mediator and former federal judge, Layn Phillips. After multiple mediation sessions in Oklahoma City and New York City, NP and its co-counsel achieved an \$87.5 million cash settlement for the class, which has been approved by the Court.

***CompSource et al. v. BNY Mellon, N.A. et al.***

Nix Patterson, led by partners, Brad Beckworth, Jeff Angelovich, Susan Whatley, and Lisa Baldwin, filed suit in the Eastern District of Oklahoma on behalf of CompSource Oklahoma—a

statutorily-created state workers compensation insurance company—and other participants in BNY Mellon’s securities lending program, alleging that BNY Mellon breached its fiduciary duties (under both common law and ERISA), breached its securities lending agreements, and was negligent in connection with its investment of its clients’ funds in medium-term notes of Sigma Finance, Inc. After three and a half years of hard fought, intense litigation, which included nearly five million pages of documents produced and reviewed; a total of 59 depositions taken or defended (which took place in seven different states and resulted in 16,483 pages of recorded testimony and the inclusion of 1,738 exhibits), the parties reached a settlement in this matter for \$280,000,000. The Court has granted final approval of this settlement.

### ***AFTRA v. JPMorgan***

Nix Patterson, led by partners, Brad Beckworth, Jeff Angelovich, Susan Whatley, and Lisa Baldwin, filed suit in the Southern District of New York on behalf of AFTRA and other participants in JPMorgan’s securities lending program alleging that JPMorgan violated its fiduciary duties (under both common law and ERISA) to AFTRA and the class in connection with the same investments in Sigma as those at issue in *CompSource*. On the eve of trial, and after the Court granted class certification, the parties reached a settlement in the amount of \$150,000,000. The Court has granted final approval of this settlement.

### ***MoneyGram Securities Litigation***

Nix Patterson, led by partners, Brad Beckworth, Jeff Angelovich, and Susan Whatley, served as Lead Counsel for Lead Plaintiff, Oklahoma Teachers Retirement System, in this matter filed in the United States District Court for the District of Minnesota. This litigation involved alleged false and misleading statements surrounding the quality and nature of asset-backed securities held in MoneyGram’s investment portfolio. This case was unique in the fact that it is only one of a few “subprime” cases brought against an entity that is neither a bank, Wall Street investment bank, nor originator of asset backed securities. Indeed, this is one of the few cases brought—and we believe the first case successfully resolved—based upon a company’s failure to properly disclose the quality and nature of the asset-backed securities it purchased. NP reached an \$80 million settlement with MoneyGram and the individual defendants, which has been granted final approval by the Court. The settlement ranks as one of the top settlements in all “subprime” cases.

Below is biographical information of the Nix Patterson attorneys who were involved in this matter:

### **Bradley E. Beckworth**

Bradley E. Beckworth, Partner, graduated *magna cum laude* from Texas A&M University (B.A. 1994) and *cum laude* from Baylor Law School (J.D. 1997). Brad is the Co-Head of Nix Patterson’s Complex Litigation Group. He focuses primarily on securities fraud and other complex litigation, but also has successfully tried lawsuits in a diverse range of cases, including the opioid litigation, oil and gas litigation, commercial disputes and intellectual property infringement. For example, Brad just recently completed a seven- week trial as the lead trial attorney in Cleveland County, Oklahoma against pharmaceutical giant, Johnson & Johnson, regarding the opioid crisis. In 2015, Brad was the lead trial attorney in *Pummill v. Cimarex*, where



Nix Patterson won a judgment for the plaintiff in one of the most significant oil and gas cases ever tried in the State of Oklahoma; and, in 2012, Brad was lead counsel in successfully defending the 2012 Heisman Trophy winner against the NCAA Enforcement Division. Brad has given presentations to numerous boards of trustees of public funds and has been quoted in news articles by several publications, including *The Wall Street Journal*, *New York Times*, and *Bloomberg*. He has served as a member of the Rules Committee of the United States District Court for the Eastern District of Texas and served several terms as an adjunct trial advocacy professor for Baylor Law School. An article written by Steve Stecklow, *Setting the Date: How One Tech Company Played With the Timing of Stock Options*, WALL ST. J, July 20, 2006 at A1, featured one of Nix Patterson's securities litigation cases (referencing Brad's and Nix Patterson's role in the case) and received the Pulitzer Prize for Public Service Journalism. Prior to joining Nix Patterson, Brad served as judicial law clerk to Judge Richard Schell, Chief Judge for the United States District Court for the Eastern District of Texas. Areas of Concentration: Securities Fraud Litigation; Commercial Class Action Litigation; Business Litigation, Intellectual Property Litigation; Oil & Gas Litigation; Strategic Planning and Crisis Management. Professional Activities and Memberships: State Bar of Texas; Oklahoma Bar Association; Arkansas Bar Association; New York Bar Association; American Association for Justice; American Bar Association. Professional Honors: Law Clerk to the Hon. Richard A. Schell, Chief Justice, USDC Eastern District of Texas; *Adjunct* Professor, Baylor University School of Law. Bar Admissions: Texas; Oklahoma; Arkansas; New York; U.S Court of Appeals for the Fifth, Ninth and the Tenth Circuits, USDC Eastern District of Texas; USDC Eastern District of Arkansas; USDC Western District of Arkansas; USDC Western District of Oklahoma; USDC Eastern District of Oklahoma; USDC Northern District of Illinois.

### **Jeffrey J. Angelovich**

Jeffrey J. Angelovich, Partner, graduated *magna cum laude* from Baylor Law School (J.D. 1993). Jeff is the Co-Head of Nix Patterson's Complex Litigation Group. He concentrates his practice on securities fraud, derivative, and complex litigation, but has successfully tried lawsuits in a variety of cases, including a \$15.6 million antitrust verdict, which was featured by the *New York Times*, and a \$7 million verdict in a sexual molestation case. Jeff also was a key team member in Nix Patterson's representation of the State of Texas in its \$17 billion-plus recovery in the *Texas Tobacco Litigation*. Prior to joining Nix Patterson, Jeff served as judicial law clerk to Justice Hightower of the Texas Supreme Court and has served several terms as an adjunct professor for Baylor Law School, teaching trial advocacy. Areas of Concentration: Securities Fraud; Derivative and Corporate Governance Litigation; Antitrust Litigation; Business Litigation; Oil & Gas Litigation; Intellectual Property Litigation; Strategic Planning and Crisis Management. Professional Activities and Memberships: State Bar of Texas; Oklahoma Bar Association; Arkansas Bar Association; American Bar Association; American Association for Justice. Professional Honors: Briefing Attorney to Justice Jack Hightower, Justice of the Supreme Court of Texas; Texas Young Lawyers Association (Director); *Adjunct* Professor, Baylor University School of Law; Texas Super Lawyer, Securities Litigation (numerous years). Bar Admissions: Arkansas; Oklahoma; Texas; Montana; United States Supreme Court; U.S. Court of Appeals for the Fifth, Eighth, Ninth and Tenth Circuits; USDC Eastern District of Texas; USDC Western District of Arkansas; USDC Western District of Oklahoma.

### **Susan Whatley**

Susan Whatley, Partner, graduated with academic distinction from Texas A&M University at Commerce (B.S. 2000). Susan graduated *cum laude* from Baylor Law School (J.D. 2004). While at Baylor, Susan was a member of the Baylor Law Review, serving as both an Associate Editor and an Editor of the Texas Practice and Procedure Edition. Susan also was a member of the winning team in the Bob and Karen Wortham Practice Court Competition. Susan has a broad range of experience representing the firm's public and private investor clients. She is admitted to practice in all state courts in the State of Texas, the State of Oklahoma, and the U.S. District Court for the Eastern District of Texas.

### **Lisa P. Baldwin**

Lisa P. Baldwin, Partner, graduated with distinction from the University of Michigan, Ann Arbor (B.A. 2004). Lisa graduated from the University of Texas School of Law (J.D. 2009). While at UT Law, she was a member of the Texas International Law Journal. During law school, Lisa studied abroad in Santiago, Chile through American University Washington College of Law and in Buenos Aires, Argentina at the University of Torquato Di Tella. Lisa is admitted to practice in all state courts in the State of Texas, the State of New York and the State of Oklahoma, and is a member of the Austin Bar Association and the New York State Bar Association. She provides volunteer attorney services to low-income clients through Volunteer Legal Services of Central Texas. Ms. Baldwin's practice focuses on a broad range of complex financial and commercial class actions, including fiduciary liability, securities fraud litigation and oil and gas royalty underpayment litigation.

### **Trey Duck**

Trey Duck, Partner, graduated from Baylor University (B.A. 2008), and from Baylor Law School (J.D. 2012). While at Baylor Law School, Trey was an active member in the school's trial and appellate advocacy programs, serving on winning teams in both moot court and mock trial competitions for Baylor. He is admitted to practice in all state courts in the State of Texas and the Eastern District of Texas and is a member of the Texas Trial Lawyers Association. Mr. Duck's practice focuses on complex commercial class actions and civil disputes, including securities fraud litigation and oil and gas royalties class actions, as well as *qui tam* whistleblower litigation. Mr. Duck was also heavily involved in the Firm's successful prosecution of claims against large pharmaceutical companies on behalf of the States of Utah, Montana, and Alaska.

### **Drew Pate**

Drew Pate, Partner, graduated *summa cum laude* from Trinity University (B.A. 2008) and *magna cum laude* from Baylor Law School (J.D. 2011). While at Baylor, Drew was a member of the Baylor Law Review, serving as the Editor-in-Chief from Fall 2010 through Spring 2011. Prior to serving as Editor-in-Chief, Drew served as an Associate Editor and the Business Editor. Drew was also the Evidence Coach of the 2011 Baylor Law National Trial Competition Mock Trial Team. He is admitted to practice in all state courts in the States of Texas and Oklahoma.



## **R. Winn Cutler**

Winn Cutler, Associate, joined Nix Patterson in 2012 and is a member of the firm's commercial litigation and intellectual property litigation teams. Winn represents corporate, governmental, and individual clients in a wide variety of civil litigation matters, including patent litigation, class action litigation, and personal injury litigation. Winn has experience representing clients in federal and state courts throughout the country and was a member of the trial team that obtained a substantial jury verdict for Syntrix Biosystems against Illumina, Inc. in a federal court in Tacoma, Washington. Prior to joining Nix Patterson, Winn attended Baylor Law School where he was an editor for the Baylor Law Review and competed on the Lone Star Mock Trial Team.

## **Ross Leonoudakis**

Ross Leonoudakis, Associate, joined Nix Patterson in 2013. Since that time, he has handled a range of cases covering intellectual property, personal injury, products liability, and mass tort litigation. Ross represents clients in all aspects of intellectual property litigation, including patent litigation, copyright, trademark and false advertising litigation, and trade secret disputes. He has litigated in technology fields as diverse as video compression, networking, software and hardware, communications, enterprise management solutions, semiconductors, consumer electronics, and medical devices. Ross also represents clients in personal injury cases often with life threatening injuries resulting from product defects or unsafe premises. In addition, he also represents victims from a wide variety of childhood sexual abuse situations. Ross graduated *cum laude* from Baylor Law School, where he was the Articles & Notes editor for the Baylor Law Review. He received his B.B.A. from the McCombs School of Business at The University of Texas in Austin in 2007. He is licensed to practice in the State of Texas and is admitted to practice in the Eastern, Western, and Northern Districts of Texas.

## **Cody L. Hill**

Cody L. Hill, Associate, graduated from the University of Texas (B.S. 2011), and from Baylor Law School (J.D. 2015). While at Baylor, Cody competed as an active member of the school's mock trial and moot court teams in a number of national trial and appellate advocacy competitions. Cody also served as an Associate Editor of the Baylor Law Review, was named the Bracewell & Giuliani LLP 3L Baylor Law Review Student of the Year, and co-authored an article, along with Professor Jim Wren, published as *Resolving the Quandary of Conflicting Mandatory Venue Statutes in Texas*, 68 Baylor L. Rev. 85 (2016). Cody was named to the National Order of the Barristers and received a scholarship to be 1 of 8 U.S. Law students to attend The Advanced School of the Trial at the Academy of the Advocate at the University of St. Andrews in Scotland, where he received the Top Advocate award. He is admitted to practice in all state courts in the State of Texas and the U.S. District Court for the Eastern District of Oklahoma. Cody also is a member of the Austin Bar Association, Austin Young Lawyers Association, Texas Trial Lawyers Association, Capital Area Trial Lawyers Association, American Association for Justice and the American Association for Justice's Securities Litigation Group, Class Action Litigation Group and *Qui Tam* Litigation Group.

### **Nathan Hall**

Nathan Hall, Associate, joined the firm's complex litigation group in 2018 after clerking for the Honorable Justice Patrick R. Wyrick of the Oklahoma Supreme Court. Before that, Nathan served as Assistant Solicitor General for the State of Oklahoma, where he litigated on behalf of the State in its most high-profile disputes, including cases in front of the Oklahoma Supreme Court, the United States Courts of Appeals, and the United States Supreme Court. Nathan graduated first in his class from the University of Oklahoma College of Law, where he served as editor of the school's flagship law review and distinguished himself as an exceptional moot-court advocate. His skills for both written and oral advocacy in school culminated in his induction into the national Orders of Scribes and Barristers.

### **James E. Warner III**

James Warner, Associate, is a trial attorney with nearly twenty years of experience representing clients in a wide variety of complex civil litigation. James joined Nix Patterson in 2018. Prior to joining the firm, James clerked for the Honorable Timothy D. DeGiusti and Robin J. Cauthron of the United States District Court, Western District of Oklahoma. James' previous work experience also includes thirteen years in private practice at Holladay & Chilton, PLLC, an esteemed civil litigation boutique firm in Oklahoma City. James attended the University of Oklahoma College of Law, where he served as Executive Editor of the *American Indian Law Review*. During law school, James interned for Magistrate Judge Shon T. Erwin of the Western District of Oklahoma, the Honorable Charles Johnson of the Oklahoma Court of Criminal Appeals, and the Oklahoma State Senate. In 2014, James was awarded the Oklahoma Bar Association's Fern Holland Courageous Lawyer Award and Pro Bono Award.

### **Jessica Underwood**

Jessica Underwood is a trial lawyer who has worked on both sides of the docket, representing plaintiffs and defendants in complex commercial disputes across the country. Born and raised in Texas, Jessica joined the firm's commercial litigation practice in 2021 after practicing with a top litigation boutique in New York. Jessica has represented clients in litigation involving securities fraud, civil RICO, contract interpretation, partnership disputes, insurance underpayment, constitutional law, and personal injury. Her clients have included state attorneys general, energy companies, telecommunications companies, hedge funds, financial advisors, venture capital funds, financial institutions, corporate officers, and labor unions. In her public interest practice, Jessica has authored numerous amicus briefs before the U.S. Supreme Court and other federal courts on a range of constitutional, statutory, and procedural issues, on behalf of diverse groups, including non-profit organizations, law scholars, and government officials. Jessica has also represented pro bono clients in immigration proceedings, family law proceedings, and contract disputes. Jessica earned her J.D., summa cum laude, from Baylor Law School, where she graduated first in her class and served as Editor-in-Chief of the Baylor Law Review. After law school, Jessica served as a judicial law clerk to the Honorable Catharina Haynes of the United States Court of Appeals for the Fifth Circuit and to the Honorable Sidney A. Fitzwater of the United States District Court for the Northern District of Texas.

# **EXHIBIT B**

## Summary of 20+ Years of Oil and Gas Class Actions in Oklahoma (Both State and Federal Courts)

Case Identification					The "Common Fund" and Class Recovery			Percentage of "Common Fund" (Cash Only) Awarded					
Ex #	Case Name	Judge	Case No. & Court	Year Resolved	"Common Fund" (Cash Portion only)	Other Benefits to the Class	Total Recovery for the Class	Attorneys' Fee	Lode Star Multiplier (if known)	Litigation Costs	Admin Costs from Fund	Class Rep. Fee	Total Award of Fees & Costs
Pending	<i>Cecil v BP America</i>	Ronald White	CIV-16-410-W USED OK	2018	\$147,000,000	\$65,000,000	\$212,000,000	TBD	TBD	TBD	TBD	TBD	TBD
Pending	<i>Strack v Continental</i>	Dennis Hladik	CJ-2010-75 Blaine Co	2018	\$49,800,000	\$57,500,000	\$107,300,000	TBD	TBD	TBD	TBD	TBD	TBD
32	<i>Chieftain v EnerVest</i>	Timothy DeGiusti	CIV-11-177-D USWD OK	2015	\$52,000,000	\$2,965,000	\$54,965,000	Pending on Remand	Pending on Remand	Pending on Remand	Pending on Remand	Pending on Remand	Pending on Remand
54	<i>Tatum v. Devon</i>	Carl Gibson	CJ-2010-77 Nowata Co	2013	\$3,800,000	N/A	\$3,800,000	45.00%	Unreported	0.80%	Undetermined	0.13%	45.93%
53	<i>Gregory v El Paso</i>	Richard B. Darby	CJ-2000-92 Wachita Co	2001	\$629,000	N/A	\$629,000	45.00%	Unreported	4.77%	Undetermined	5.00%	54.80%
28	<i>Bank of America v El Paso</i>	Christopher Kelly	CJ-2004-45 Washita Co	2017	\$115,000,000	\$12,662,100	\$127,662,100	44.39%	3.12	1.26%	0.58%	0.26%	46.50%
8	<i>Kouns v. ConocoPhillips</i>	Ray Dean Linder	CJ-1998-61 Dewey Co	2004	\$4,300,000	\$1,086,000	\$5,386,000	42.56%	Unreported	3.02%	Undetermined	0.47%	46.04%
47	<i>Naylor Farms v. QEP</i>	David Russell	CIV-08-668-R USWD OK	2012	\$1,845,000	N/A	\$1,845,000	41.73%	Unreported	10.84%	1.36%	2.71%	56.64%
36	<i>Chieftain v. QEP</i>	David Russell	CIV-09-07-R	2013	\$115,000,000	\$40,000,000	\$155,000,000	40.43%	Unreported	0.92%	Undetermined	0.67%	42.03%
31	<i>Fitzgerald v Chesapeake</i>	Jon Parsley	CJ-2010-38 Beaver CO	2015	\$119,000,000	Admin Exp to be paid by CHK	\$119,000,000	40.00%	4.76	0.26%	0.00%	0.30%	40.56%
11	<i>Mayo v. Kaiser-Francis</i>	Richard VanDyck	CJ-1993-348 Grady Co	2004	\$5,000,000	N/A	\$5,000,000	40.00%	Unreported	0.60%	Undetermined	0.00%	40.60%
22	<i>Lobo v. BP (WI)</i>	Gerald Riffe	CJ.19-97-72 Beaver Co	2005	\$150,000,000	N/A	\$150,000,000	40.00%	8.70	0.41%	Undetermined	0.50%	40.91%
24	<i>Mitchusson v. Exco</i>	Wyatt Hill	CJ-2010-32 Caddo, Co	2012	\$23,500,000	N/A	\$23,500,000	40.00%	6.30	0.41%	Undetermined	0.64%	41.04%
5	<i>Robertson/Taylor v. Sanguine</i>	Richard VanDyck	CJ-2002-150 Grady Co	2003	\$13,250,606	N/A	\$13,250,606	40.00%	10.00	0.08%	Undetermined	1.00%	41.08%
2	<i>Continental v. Conoco (WI)</i>	Richard Perry	CJ-2000-356 Garfield Co	2005	\$23,000,000	N/A	\$23,000,000	40.00%	3.65	0.74%	Undetermined	0.50%	41.24%
1	<i>Simmons v. Anadarko</i>	Wyatt Hill	CJ-2004-57 Caddo Co	2008	\$155,000,000	N/A	\$155,000,000	40.00%	4.20	0.53%	0.65%	0.50%	41.67%
34	<i>Drummond v Range</i>	Richard Van Dyck	CJ-2010-510 Grady Co	2013	\$87,000,000	N/A	\$87,000,000	40.00%	Unreported	0.74%	Undetermined	1.00%	41.74%
23	<i>Sacket v. Great Plains</i>	Ray Dean Linder	CJ-2002-70 Woods Co	2009	\$25,000,000	N/A	\$25,000,000	40.00%	3.20	1.30%	Undetermined	0.70%	42.00%
35	<i>Cecil v Ward</i>	Wyatt Hill	CJ-2010-462 Grady Co	2014	\$10,000,000	N/A	\$10,000,000	40.00%	Unreported	1.30%	Undetermined	1.00%	42.30%
37	<i>Cornett v Samson</i>	Ray Dean Linder	CJ-2009-81 Dewey Co	2013	\$15,200,000	1/2 of Admin paid by Samson	\$15,200,000	40.00%	Unreported	1.78%	1/2 of Admin Costs	1.00%	42.78%
27	<i>Reirdon v XTO</i>	Kimberly West	CIV-16-87-KW USED OK	2018	\$20,000,000	\$20,750,000	\$40,750,000	40.00%	2.55	1.12%	1.75%	0.15%	43.02%
38	<i>DSR Investments v Devon</i>	Ray Dean Linder	CJ-2011-12 Dewey Co	2013	\$11,000,000	\$40,000	\$11,040,000	40.00%	Unreported	2.12%	0.00%	1.00%	43.12%
21	<i>Laverty v. Newfield</i>	Greg Zigler	CJ-2002-101 Beaver Co	2007	\$17,250,000	\$250,000	\$17,500,000	40.00%	4.22	2.92%	Undetermined	0.40%	43.32%
25	<i>Brown v. Citation</i>	Richard Van Dyck	CJ-2004-217 Caddo Co	2009	\$5,250,000	N/A	\$5,250,000	40.00%	1.31	2.44%	Undetermined	1.00%	43.44%

## Summary of 20+ Years of Oil and Gas Class Actions in Oklahoma (Both State and Federal Courts)

Case Identification					The "Common Fund" and Class Recovery			Percentage of "Common Fund" (Cash Only) Awarded					
Ex #	Case Name	Judge	Case No. & Court	Year Resolved	"Common Fund" (Cash Portion only)	Other Benefits to the Class	Total Recovery for the Class	Attorneys' Fee	Lode Star Multiplier (if known)	Litigation Costs	Admin Costs from Fund	Class Rep. Fee	Total Award of Fees & Costs
9	<i>McIntouch v. Questar</i>	<i>N. Vinson Barefoot</i>	CJ-2002-22 Major Co	2002	\$1,500,000	N/A	\$1,500,000	40.00%	Unreported	3.20%	Undetermined	0.33%	43.54%
6	<i>Rudman v Texaco</i>	<i>William C. Hetherington</i>	CJ-1997-1-E Stephens Co	2001	\$25,000,000	N/A	\$25,000,000	40.00%	Unreported	3.27%	Undetermined	1.00%	44.27%
26	<i>Chieftain v XTO</i>	<i>Kimberly West</i>	CIV-11-29-KW USED OK	2018	\$80,000,000	\$134,750,000	\$214,750,000	40.00%	2.58	2.07%	1.99%	0.28%	44.34%
*See Court Clerk	<i>Holcomb v Chesapeake</i>	<i>Doug Haught</i>	CJ-2011-6 Roger Mills Co	2013	\$2,000,000	N/A	\$2,000,000	40.00%	Unreported	3.90%	Undetermined	0.50%	44.40%
49	<i>Krug v. Helmerich &amp; Payne</i>	<i>Jefferson Sellers</i>	CJ-98-06012 Tulsa Co	2014	\$15,760,949	N/A	\$15,760,949	40.00%	Unreported	3.92%	Undetermined	1.00%	44.92%
41	<i>Velma v. ChevronTexaco</i>	<i>Allan McCall</i>	CJ-2005-496 Stephens Co	2007	\$27,000,000	N/A	\$27,000,000	40.00%	2.49	4.95%	Undetermined	1.00%	45.95%
40	<i>Taylor v. Texaco</i>	<i>Gerald Riffe</i>	CJ-2002-104 Texas Co	2011	12,000,000	Admin Exp to be paid by Texaco	12,000,000	40.00%	1.76	5.00%	0.00%	1.00%	46.00%
30	<i>Chieftain v Laredo</i>	<i>Timothy DeGiusti</i>	CIV-12-1319-D USWD OK	2015	\$6,651,998	Undetermined	\$6,651,998	40.00%	Unreported	5.26%	0.00%	1.00%	46.26%
29	<i>Mahaffey v Marathon</i>	<i>Ken Graham</i>	CJ-2004-581E Stephens Co	2016	\$18,300,000	Undetermined	\$18,300,000	40.00%	Unreported	6.70%	1.64%	0.22%	48.56%
39	<i>Webber v. Mobil</i>	<i>F. Pat Versteg</i>	CJ-2001-53 Custer Co	2012	\$30,000,000	\$750,000	\$30,750,000	39.12%	Unreported	2.21%	0.00%	0.50%	41.83%
44	<i>Hill v. Kaiser-Francis</i>	<i>David Russell</i>	CIV-09-07-R USWD OK	2013	\$37,000,000	\$3,091,391	\$40,091,391	37.92%	Unreported	2.69%	0.35%	0.54%	41.50%
3	<i>Brumley v. ConocoPhillips</i>	<i>Greg Zigler</i>	CJ-2001-5 Texas Co	2005	\$29,261,379	\$7,590,000	\$36,851,379	37.91%	3.85	3.12%	Undetermined	1.13%	42.16%
20	<i>Bank of Amer. v Burlington</i>	<i>Ellis Cabaniss</i>	CJ-1997-68 Washita Co	2006	\$66,000,000	N/A	\$66,000,000	37.00%	Unreported	2.56%	0.63%	0.34%	40.53%
42	<i>Fankhouser v. XTO</i>	<i>Tim Leonard</i>	CIV-07-798-L USWD OK	2012	\$37,000,000	\$5,000,000	\$42,000,000	35.53%	Unreported	0.81%	Undetermined	0.27%	36.61%
7	<i>Fazekas v. Arco</i>	<i>Bill Welch</i>	C-1998-65 Latimer Co	2002	\$6,250,000	N/A	\$6,250,000	35.00%	Unreported	10.00%	Included in Litigation Costs	6.40%	51.40%
12	<i>Velma-Alma v. Chesapeake</i>	<i>Joe H. Enos</i>	CJ-2002-331-E Stephens Co	2004	\$10,500,000	\$6,600,000	\$17,100,000	34.95%	3.25	3.05%	Undetermined	2.00%	40.00%
51	<i>Booth v. Cross Timbers</i>	<i>Ray Dean Linder</i>	CJ-1998-16 Dewey Co	2003	\$2,500,000	N/A	\$2,500,000	33.42%	Unreported	1.63%	Undetermined	0.36%	35.41%
45	<i>Hitch v. Cimarex</i>	<i>Lee West</i>	CIV-11-13-W USWD OK	2013	\$16,400,000	N/A	\$16,400,000	33.33%	Unreported	0.40%	Undetermined	1.00%	34.74%
56	<i>Kouns v. Louis Dreyfus</i>	<i>Robert Collier</i>	CJ-98-20 Dewey Co	2003	\$2,778,125	N/A	\$2,778,125	33.33%	Unreported	1.30%	Undetermined	0.43%	35.06%
43	<i>Hill v. Marathon</i>	<i>David Russell</i>	CIV-08-37-R USWD OK	2012	\$40,000,000	\$7,409,763	\$47,409,763	33.33%	Unreported	1.02%	Undetermined	0.25%	34.60%
14	<i>Barnaby v. Marathon</i>	<i>Bill Welch</i>	C-1996-40 Latimer Co	2003	\$3,645,241	N/A	\$3,645,241	33.33%	Unreported	1.85%	Undetermined	0.33%	35.51%
55	<i>Lawrence v. Cimarex</i>	<i>Richard Van Dyck</i>	CJ-2004-391 Caddo Co	2006	\$6,475,000	N/A	\$6,475,000	33.33%	Unreported	2.11%	Undetermined	0.39%	35.83%
19	<i>Duke v. Apache</i>	<i>Joe Jackson</i>	CJ-1994-32 Dewey Co	2002	\$1,967,500	N/A	\$1,967,500	33.33%	Unreported	3.43%	0.26%	0.00%	37.02%
13	<i>Shockey v. Chevron</i>	<i>Ellis Cabaniss</i>	CJ-2001-7 Washita Co	2005	\$60,000,000	N/A	\$60,000,000	33.33%	4.66	3.19%	0.83%	0.42%	37.77%

## Summary of 20+ Years of Oil and Gas Class Actions in Oklahoma (Both State and Federal Courts)

Case Identification					The "Common Fund" and Class Recovery			Percentage of "Common Fund" (Cash Only) Awarded					
Ex #	Case Name	Judge	Case No. & Court	Year Resolved	"Common Fund" (Cash Portion only)	Other Benefits to the Class	Total Recovery for the Class	Attorneys' Fee	Lode Star Multiplier (if known)	Litigation Costs	Admin Costs from Fund	Class Rep. Fee	Total Award of Fees & Costs
18	<i>Kouns v. Kaiser-Francis</i>	Ray Dean Linder	CJ-1998-45 Dewey Co	2003	\$3,100,000	N/A	\$3,100,000	33.33%	Unreported	1.61%	8.06%	0.39%	43.39%
10	<i>Black Hawk v. Exxon (WI&amp;RO)</i>	Deborah C. Shallcross	CJ-93-02226 Tulsa Co	1999	\$9,000,000	N/A	\$9,000,000	31.80%	Unreported	1.82%	3.30%	3.72%	40.65%
17	<i>Greghol v. Barrett</i>	Edward Cunningham	CJ-1996-166-1 Canadian Co	1996	\$180,000	N/A	\$180,000	30.00%	Unreported	Undetermined	Undetermined	0.00%	30.00%
15	<i>Duke v. Samson</i>	Robert Collier	CJ-1994-31 Dewey Co	1996	\$1,454,375	N/A	\$1,454,375	30.00%	Unreported	0.21%	Undetermined	0.00%	30.21%
4	<i>Bridenstine v. Kaiser-Fr.</i>	Ronald Kincannon	CJ-2000-1 Texas Co	2004	\$109,974,437	Undetermined	\$109,974,437	30.00%	5.25	2.63%	0.45%	0.81%	33.89%
16	<i>Cactus Petrol. V. Chesapeake (WI)</i>	Greg Zigler	CJ-2004-4 Harper Co	2005	\$6,500,000	N/A	\$6,500,000	26.36%	1.70	3.29%	Undetermined	0.35%	30.00%
33	<i>Adkisson v Koch</i>	John Scaggs	CJ-1999-192 Seminole Co	2009	\$30,000,000	N/A	\$30,000,000	25.07%	5.15	0.35%	Undetermined	0.21%	25.63%
47	<i>In re Lease Oil Antitrust Lit</i>	Judge Jack	186 FRD 403 USSD TX	1999	\$11,250,000	N/A	\$11,250,000	25.00%	Unreported	3.30%	Undetermined	0.12%	28.42%
48	<i>Stamp Bro v Continental</i>	Joe Heaton	CIV-14-182-HE	2017	\$6,650,000	Undetermined	\$6,650,000	21.35%	Unreported	1.21%	0.00%	0.75%	23.31%
50	<i>Barnaby v. Ocean Energy</i>	N.Vinson Barefoot	CJ-1996-73 Dewey Co	2001	\$2,875,000	N/A	\$2,875,000	20.87%	Unreported	2.61%	Undetermined	0.00%	23.48%
52	<i>Dunstan v. Sonat</i>	Robert Collier	CJ-1996-12 Dewey Co	1998	\$1,572,500	\$325,000	\$1,897,500	20.67%	Unreported	Unreported	Undetermined	0.00%	20.67%
<b>Total of All Reported O&amp;G Class Actions</b>				<b>1996-2018</b>	<b>\$1,889,371,110</b>	<b>\$365,769,254</b>	<b>\$2,255,140,364</b>						

Range of Attorney Fee Awards in Oklahoma O&G Class Actions as a Percentage of the "Common Fund" (Cash Only)	# of Cases	"Common Fund" (Cash Portion only)	Wgt Avg % of Total Reported Cash Common Funds	Total Recovery for the Class	Wgt Avg Atty Fee
Attorneys' Fee ≥ 40%	30	\$1,108,237,553	67.55%	\$1,317,775,653	40.53%
35% ≤ Attorneys' Fee < 40%	6	\$205,511,379	12.53%	\$221,942,770	37.28%
30% ≤ Attorneys' Fee < 35%	14	\$267,974,678	16.33%	\$281,984,441	31.96%
Attorneys' Fee < 30%	6	\$58,847,500	3.59%	\$59,172,500	24.45%
<b>Total Completed O&amp;G Class Actions</b>	<b>56</b>	<b>\$1,640,571,110</b>	<b>100.00%</b>	<b>\$1,880,875,364</b>	<b>38.15%</b>
<b>Additional O&amp;G Class Actions Pending Final Approval</b>	<b>3</b>	<b>\$248,800,000</b>		<b>\$374,265,000</b>	
<b>Total of All Reported O&amp;G Class Actions</b>	<b>59</b>	<b>\$1,889,371,110</b>		<b>\$2,255,140,364</b>	

Attorneys' Fee Awards by Wgt Avg of Common Fund (cash portion of recovery)

Over 2/3rds (67.55%) of All Common Funds Recovered (i.e., \$1,317,775,653) were assessed Attorneys' Fees at a Wgt Avg of 40.53%

Royalty Owner vs. Working Interest Owner Class Actions	# of Cases	"Common Fund" (Cash Portion only)	Other Benefits to the Class	Total Recovery for the Class
<b>Royalty Owner Class Actions</b>	<b>55.15</b>	<b>\$1,702,221,110</b>	<b>\$365,769,254</b>	<b>\$2,067,990,364</b>
<b>Working Interest Owner Class Actions</b>	<b>3.85</b>	<b>\$187,150,000</b>	<b>\$0</b>	<b>\$187,150,000</b>
<b>Total of All Reported O&amp;G Class Actions</b>	<b>59</b>	<b>\$1,889,371,110</b>	<b>\$365,769,254</b>	<b>\$2,255,140,364</b>

# EXHIBIT C

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF JEFFREY J ANGELOVICH IN SUPPORT OF CLASS  
COUNSEL’S MOTION FOR APPROVAL OF ATTORNEYS’ FEES**

I, Jeffrey J Angelovich of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am a senior partner at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a lawyer at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified



Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been practicing law for 28 years in numerous courts across the country, including Oklahoma state and federal courts. I have litigated, among other things, numerous class action suits involving, among other things, oil and gas royalty matters, securities, consumer protection, antitrust, breach of contract and other topics and industries. NP repeatedly has served as court-appointed class counsel for plaintiffs and settlement classes in oil and gas royalty litigation. In litigating these types of cases, I maintain a variety of contemporaneous records related to my hours including: handwritten time entries, emails, calendar entries, draft documents and notes. Additionally, as a lawyer with 28 years of experience, I am familiar with the amount of time it takes me to perform most tasks.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case. These rates are substantially lower than what I or my firm would actually charge a client by the hour if we were hired to perform hourly work. This case was not an hourly case and was prosecuted on a fully contingent basis. Neither I nor my firm would have participated in this case, on a contingent basis, in which we advanced all costs and expenses, if we were working on an hourly basis. We kept track of our time in the event our client won and became a prevailing party under the PRSA and/or the Court decided to perform a lodestar cross-check when assessing the separate issue of the fee the Class may owe under Rule 23.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's Motion for

Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2017	Senior Partner	9.25	\$875.00 per hour	\$8,093.75
<b>Total</b>				<b>\$8,093.75</b>

6. The hours described above represent a conservative total of the of the time I have spent litigating this matter. Based on my experience on a day-to-day basis working in complex commercial litigation, there are numerous hours I work that are not documented by a contemporaneous record. Moreover, because I do not generate revenue by billing my clients by the hour, I am conservative when I record my time and generally under-record it. For example, there are countless impromptu meetings, calls, regular time-keeping, and discussions that are commonplace within a fast-paced litigation team, but for which I may not have recorded time. Thus, the total hours I described above are undoubtedly conservative.

Dated: January 30, 2023.




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Jeffrey J. Angelovich  
Nix Patterson, LLP

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF SUSAN WHATLEY IN SUPPORT OF CLASS COUNSEL’S  
MOTION FOR APPROVAL OF ATTORNEYS’ FEES**

I, Susan Whatley of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am a Partner at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a lawyer at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified

Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been practicing law for eighteen years in numerous courts across the country, including Oklahoma state and federal courts. I have litigated, among other things, numerous class action suits involving, among other things, oil and gas royalty matters, securities, consumer protection, antitrust, breach of contract and other topics and industries. NP repeatedly has served as court-appointed class counsel for plaintiffs and settlement classes in oil and gas royalty litigation. In litigating these types of cases, I maintain a variety of contemporaneous records related to my hours including: handwritten time entries, emails, calendar entries, draft documents and notes. Additionally, as a lawyer with eighteen years of experience, I am familiar with the amount of time it takes me to perform most tasks.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case. These rates are substantially lower than what I or my firm would actually charge a client by the hour if we were hired to perform hourly work. This case was not an hourly case and was prosecuted on a fully contingent basis. Neither I nor my firm would have participated in this case, on a contingent basis, in which we advanced all costs and expenses, if we were working on an hourly basis. We kept track of our time in the event our client won and became a prevailing party under the PRSA and/or the Court decided to perform a lodestar cross-check when assessing the separate issue of the fee the Class may owe under Rule 23.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's Motion for

Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2017	Partner	6.0	\$700.00	\$4,200.00
2018	Partner	11.75	\$700.00	\$8,225.00
2019	Partner	26.7	\$700.00	\$18,690.00
2020	Partner	11.8	\$700.00	\$8,260.00
2021	Partner	10.0	\$700.00	\$7,000.00
2022	Partner	31.0	\$700.00	\$21,700.00
2023	Partner	40.25	\$700.00	\$28,175.00
<b>Total</b>		<b>137.5</b>		<b>\$96,250.00</b>

6. The hours for 2023 are current through January 29, 2023. The hours described above represent a conservative total of the of the time I have spent litigating this matter. Based on my experience on a day-to-day basis working in complex commercial litigation, there are numerous hours I work that are not documented by a contemporaneous record. Moreover, because I do not generate revenue by billing my clients by the hour, I am conservative when I record my time and generally under-record it. For example, there are countless impromptu meetings, calls, regular time-keeping, and discussions that are commonplace within a fast-paced litigation team, but for which I may not have recorded time. Thus, the total hours I described above are undoubtedly conservative.

Dated: January 29, 2023.




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Susan Whatley  
Nix Patterson, LLP

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF LISA BALDWIN IN SUPPORT OF CLASS COUNSEL’S MOTION  
FOR APPROVAL OF ATTORNEYS’ FEES**

I, Lisa Baldwin of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am a partner at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a lawyer at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified

Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been practicing law for over 13 years in numerous courts across the country, including Oklahoma state and federal courts. I have litigated, among other things, numerous class action suits involving, among other things, oil and gas royalty matters, securities, consumer protection, antitrust, breach of contract and other topics and industries. NP repeatedly has served as court-appointed class counsel for plaintiffs and settlement classes in oil and gas royalty litigation. In litigating these types of cases, I maintain a variety of contemporaneous records related to my hours including: handwritten time entries, emails, calendar entries, draft documents and notes. Additionally, as a lawyer with 13 years of experience, I am familiar with the amount of time it takes me to perform most tasks.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case. These rates are substantially lower than what I or my firm would actually charge a client by the hour if we were hired to perform hourly work. This case was not an hourly case and was prosecuted on a fully contingent basis. Neither I nor my firm would have participated in this case, on a contingent basis, in which we advanced all costs and expenses, if we were working on an hourly basis. We kept track of our time in the event our client won and became a prevailing party under the PRSA and/or the Court decided to perform a lodestar cross-check when assessing the separate issue of the fee the Class may owe under Rule 23.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's Motion for

Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2017	Associate – 6-plus years	10.4	500	\$5,200
2018	Associate – 6 -plus years	7.5	500	\$3,750
2019	Partner	105.45	700	\$73,815
2020	Partner	19.4	700	\$13,580
2021	Partner	1	700	\$700
2022	Partner	4.8	700	\$3,360
2023	Partner	0	700	\$0
<b>Total</b>		<b>148.55</b>		<b>\$100,405</b>

6. The hours for 2023 are current through January 30, 2023. The hours described above represent a conservative total of the of the time I have spent litigating this matter. Based on my experience on a day-to-day basis working in complex commercial litigation, there are numerous hours I work that are not documented by a contemporaneous record. Moreover, because I do not generate revenue by billing my clients by the hour, I am conservative when I record my time and generally under-record it. For example, there are countless impromptu meetings, calls, regular time-keeping, and discussions that are commonplace within a fast-paced litigation team, but for which I may not have recorded time. Thus, the total hours I described above are undoubtedly conservative.

Dated: January 30, 2023.

/s/ Lisa Baldwin  
 Lisa Baldwin  
 Nix Patterson, LLP



**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF TREY DUCK IN SUPPORT OF CLASS COUNSEL’S  
MOTION FOR APPROVAL OF ATTORNEYS’ FEES**

I, Trey Duck, of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am a Partner at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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, if any occur, they are wholly accidental and unintentional. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a lawyer at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified

Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been practicing law for over 10 years in numerous courts across the country, including Oklahoma state and federal courts. I have litigated, among other things, numerous class action suits involving, among other things, oil and gas royalty matters, securities fraud, consumer protection, antitrust, breach of contract and other topics and industries. NP repeatedly has served as court-appointed class counsel for plaintiffs and settlement classes in oil and gas royalty litigation. In litigating these types of cases, I maintain a variety of contemporaneous records related to my hours including: handwritten time entries, emails, calendar entries, draft documents, spreadsheets, and notes. Additionally, as a lawyer with over 10 years of experience litigating class actions on the plaintiff side, I am familiar with the amount of time it takes me to perform most tasks in a case like this.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case. These rates are substantially lower than what I or my firm would actually charge a client by the hour if we were hired to perform hourly work. That is because these rates do not factor in the substantial risk that NP takes on when representing a class on a contingent basis while advancing litigation expenses for years. This case was not an hourly case and was prosecuted on a fully contingent basis. Neither I nor my firm would have participated in this case, on a contingent basis, in which we advanced all costs and expenses, if we were working on an hourly basis. We kept track of our time in the event our client won and became a prevailing party under the PRSA and/or the Court decided to perform a lodestar cross-check when assessing the separate issue of the fee the Class may owe under Rule 23.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, docket entries, spreadsheets, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's Motion for Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2017	Partner	42.85	\$700	\$29,995
2018	Partner	43.95	\$700	\$30,765
2019	Partner	251.00	\$700	\$175,700
2020	Partner	32.75	\$700	\$22,925
<b>Total</b>		<b>370.55</b>	<b>\$700</b>	<b>\$259,385</b>

6. The hours described above represent a conservative total of the of the time I have spent litigating this matter. Based on my experience on a day-to-day basis working in complex commercial litigation, there are numerous hours I work that are not documented by a contemporaneous record. Moreover, because I do not generate revenue by billing my clients by the hour, I am conservative when I record my time and generally under-record it. For example, there are countless impromptu meetings, calls, and discussions that are commonplace within a fast-paced litigation team, but for which I may not have recorded time. This is especially true for the years 2021-2023, when much of the work in this action has involved or related to appeals taken by the Defendant and other post-trial matters. While I was generally involved in the discussions and planning related to the action and appeals and kept apprised of all developments over these years, I have not included those hours here. However, I would reasonably estimate that I spent an additional 50 hours contributing to the legal services in this case from 2021 to present. Thus, the total hours I described above are undoubtedly conservative.

Dated: January 30, 2023.

A handwritten signature in blue ink that reads "Trey Duck". The signature is written in a cursive style with a large, sweeping "T" and "D".

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Trey Duck  
Nix Patterson, LLP

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF DREW PATE IN SUPPORT OF CLASS COUNSEL’S MOTION  
FOR APPROVAL OF ATTORNEYS’ FEES**

I, Drew Pate, of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am a Partner at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a lawyer at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified

Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been practicing law for 12 years in numerous courts across the country, including Oklahoma state and federal courts. I have litigated, among other things, numerous class action suits involving, among other things, oil and gas royalty matters, securities, consumer protection, antitrust, breach of contract and other topics and industries. NP repeatedly has served as court-appointed class counsel for plaintiffs and settlement classes in oil and gas royalty litigation. In litigating these types of cases, I maintain a variety of contemporaneous records related to my hours including: spreadsheets, electronic time records, emails, calendar entries, draft documents and other notes. Additionally, as a lawyer with 12 years of experience, I am familiar with the amount of time it takes me to perform most legal tasks.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case. These rates are substantially lower than what I or my firm would actually charge a client by the hour if we were hired to perform hourly work. This case was not an hourly case and was prosecuted on a fully contingent basis. Neither I nor my firm would have participated in this case, on a contingent basis, in which we advanced all costs and expenses, if we were working on an hourly basis. We kept track of our time in the event our client won and became a prevailing party under the PRSA and/or the Court decided to perform a lodestar cross-check when assessing the separate issue of the fee the Class may owe under Rule 23.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. A true and correct copy of a detailed summary of my time records for this matter are being submitted in conjunction with Class

Counsel's Motion for Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2017	59.65	\$700	\$41,755.00
2018	186.5	\$700	\$130,550.00
2019	615	\$700	\$430,500.00
2020	204.75	\$700	\$143,325.00
2021	47.1	\$700	\$32,970.00
2022	116.15	\$700	\$81,305.00
2023	18.25	\$700	\$12,775.00
<b>Total</b>	<b>1247.4</b>	<b>\$700</b>	<b>\$873,180.00</b>

6. The hours for 2023 are current through January 23, 2023. The hours described above represent a conservative total of the of the time I have spent litigating this matter. Based on my experience on a day-to-day basis working in complex commercial litigation, there are numerous hours I work that are not documented by a contemporaneous record. Moreover, because I do not generate revenue by billing my clients by the hour, I am conservative when I record my time and generally under-record it. For example, there are countless impromptu meetings, calls, regular time-keeping, and discussions that are commonplace within a fast-paced litigation team, but for which I may not have recorded time. Thus, the total hours I described above are undoubtedly conservative.

7. I was one of the lead attorneys for Nix Patterson on this case. As such, other lawyers within the firm worked at my direction at times, including Brooke Churchman, a former associate with Nix Patterson. We reviewed Ms. Churchman's time records that were documented at the time she was an associate of Nix Patterson working on this case and have included her time in our firm's submission. While Ms. Churchman is no longer with the firm, she worked at my direction and I can confirm that she worked at least the 74.25 hours on this case that are listed for her.

Dated: January 30, 2023.

/s/ Drew Pate  
Drew Pate  
Nix Patterson, LLP



**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF CODY L. HILL IN SUPPORT OF CLASS COUNSEL’S MOTION  
FOR APPROVAL OF ATTORNEYS’ FEES**

I, Cody L. Hill of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am a senior associate attorney at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a lawyer at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified

Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been practicing law for seven years in numerous courts across the country, including Oklahoma state and federal courts. I have litigated, among other things, numerous class action suits involving, among other things, oil and gas royalty matters, securities, consumer protection, antitrust, breach of contract and other topics and industries. NP repeatedly has served as court-appointed class counsel for plaintiffs and settlement classes in oil and gas royalty litigation. In litigating these types of cases, I maintain a variety of contemporaneous records related to my hours including: emails, handwritten time entries and notations, calendar entries, draft documents, detailed time entries, and other electronically stored notes, files and information (recorded or transcribed through a variety of digital media and/or software programs). Over my professional career, I have authored and co-authored articles published in various law reviews concerning civil procedure and intellectual property, and I have been named a certified professional Fellow with faculty standing in the fields of reasonable attorney fees and proper legal billing practices by the National Association of Legal Fee Analysis (“NALFA”). From this background and experience, particularly including my personal experience litigating high-stakes and complex cases, I am familiar with the amount of time it takes me to perform certain tasks, as well as the standards for reasonable attorney fees, reasonable attorney billing practices, and reasonable and proper billing judgment. I have attended and participated in numerous NALFA programs, CLEs and presentations to other lawyers and law students dedicated to national and regional standards for reasonable attorneys’ fees and billing practices in different litigation contexts, but primarily the complex litigation and class action contexts.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case. These rates are substantially lower than what I or my firm would actually charge a client by the hour if we were hired to perform hourly work. This case was not an hourly case and was prosecuted on a fully contingent basis. Neither I nor my firm would have participated in this case, on a contingent basis, in which we advanced all costs and expenses, if we were working on an hourly basis. We kept track of our time in the event our client won and became a prevailing party under the PRSA and/or the Court decided to perform a lodestar cross-check when assessing the separate issue of the fee the Class may owe under Rule 23.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's Motion for Approval of Attorneys' Fees. According to my records, at a minimum, I reasonably and necessarily worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2017	Associate	23.7	\$400	\$9,480.00
2018	Associate	40.85	\$400	\$16,340.00
2019	Associate	38.6	\$400	\$15,440.00
2020	Associate	7.5	\$450	\$3,375.00
<b>Total</b>		<b>110.65</b>		<b>\$44,635.00</b>

6. I am certain the hours described above represent a conservative total of the of the time I have spent litigating this matter. Based on my experience on a day-to-day basis working in complex commercial litigation, there are numerous hours I work that are not documented by a contemporaneous record. Moreover, because I do not generate revenue by billing my clients by the hour, I am conservative when I record my time and generally under-record it. For example,

there are countless impromptu meetings, calls, strategy sessions, and discussions that are commonplace within a fast-paced litigation team, but for which I may not have recorded and did not include or report any time in the chart above. For this reason, among many others, I am certain that the total hours I described above are conservative and under-inclusive of the reasonable and necessary time I spent prosecuting this matter on behalf of the Class.

Dated: January 30, 2023.



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Cody L. Hill  
Nix Patterson, LLP

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF JAMES E. WARNER III IN SUPPORT OF CLASS COUNSEL’S  
MOTION FOR APPROVAL OF ATTORNEYS’ FEES**

I, James E. Warner III of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am an attorney at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a lawyer at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified

Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been practicing law for twenty (20) years in numerous courts across the country, including Oklahoma state and federal courts. I have litigated, among other things, numerous class action suits involving, among other things, oil and gas royalty matters, securities, consumer protection, antitrust, breach of contract and other topics and industries. NP repeatedly has served as court-appointed class counsel for plaintiffs and settlement classes in oil and gas royalty litigation. In litigating these types of cases, I maintain a variety of contemporaneous records related to my hours including: handwritten time entries, emails, calendar entries, draft documents and notes. Additionally, as a lawyer with twenty (20) years of experience, I am familiar with the amount of time it takes me to perform most tasks.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case. These rates are substantially lower than what I or my firm would actually charge a client by the hour if we were hired to perform hourly work. This case was not an hourly case and was prosecuted on a fully contingent basis. Neither I nor my firm would have participated in this case, on a contingent basis, in which we advanced all costs and expenses, if we were working on an hourly basis. We kept track of our time in the event our client won and became a prevailing party under the PRSA and/or the Court decided to perform a lodestar cross-check when assessing the separate issue of the fee the Class may owe under Rule 23.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's Motion for

Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2018	Associate	7.5	\$500.00	\$3,750.00
2019	Associate	90.6	\$500.00	\$45,300.00
2020	Associate	20.5	\$500.00	\$10,250.00
2021	Associate	16.8	\$500.00	\$8,400.00
2022	Associate	115.4	\$500.00	\$57,700.00
2023	Associate	4.8	\$500.00	\$2,400.00
<b>Total</b>		<b>237.9</b>	<b>\$500.00</b>	<b>\$118,950.00</b>

6. The hours for 2023 are current through January 12, 2023. The hours described above represent a conservative total of the of the time I have spent litigating this matter. Based on my experience on a day-to-day basis working in complex commercial litigation, there are numerous hours I work that are not documented by a contemporaneous record. Moreover, because I do not generate revenue by billing my clients by the hour, I am conservative when I record my time and generally under-record it. For example, there are countless impromptu meetings, calls, regular time-keeping, and discussions that are commonplace within a fast-paced litigation team, but for which I may not have recorded time. Thus, the total hours I described above are undoubtedly conservative.

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

Dated: January 27, 2023.

/s/ James E. Warner III

James E. Warner III  
Nix Patterson, LLP

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF ROBERT WINN CUTLER IN SUPPORT OF CLASS COUNSEL’S  
MOTION FOR APPROVAL OF ATTORNEYS’ FEES**

I, Robert Winn Cutler of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am an associate attorney at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a lawyer at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified



Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been practicing law for ten years in numerous courts across the country, including Oklahoma state and federal courts. I have litigated, among other things, numerous class action suits involving, among other things, oil and gas royalty matters, securities, consumer protection, antitrust, breach of contract and other topics and industries. NP repeatedly has served as court-appointed class counsel for plaintiffs and settlement classes in oil and gas royalty litigation. In litigating these types of cases, I maintain a variety of contemporaneous records related to my hours including: handwritten time entries, emails, calendar entries, draft documents and notes. Additionally, as a lawyer with ten years of experience, I am familiar with the amount of time it takes me to perform most tasks.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case. These rates are substantially lower than what I or my firm would actually charge a client by the hour if we were hired to perform hourly work. This case was not an hourly case and was prosecuted on a fully contingent basis. Neither I nor my firm would have participated in this case, on a contingent basis, in which we advanced all costs and expenses, if we were working on an hourly basis. We kept track of our time in the event our client won and became a prevailing party under the PRSA and/or the Court decided to perform a lodestar cross-check when assessing the separate issue of the fee the Class may owe under Rule 23.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's Motion for

Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2017				
2018				
2019	Associate Attorney	126.75	500.00	63,375.00
2020	Associate Attorney	61.5	500.00	30,750.00
2021				
2022				
2023				
<b>Total</b>		<b>188.25</b>		<b>94,125.00</b>

6. The hours for 2023 are current through January 30, 2023. The hours described above represent a conservative total of the of the time I have spent litigating this matter. Based on my experience on a day-to-day basis working in complex commercial litigation, there are numerous hours I work that are not documented by a contemporaneous record. Moreover, because I do not generate revenue by billing my clients by the hour, I am conservative when I record my time and generally under-record it. For example, there are countless impromptu meetings, calls, regular time-keeping, and discussions that are commonplace within a fast-paced litigation team, but for which I may not have recorded time. Thus, the total hours I described above are undoubtedly conservative.

Dated: January 30, 2023.

/s/ Robert Winn Cutler  
 Robert Winn Cutler  
 Nix Patterson, LLP

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF ROSS E. LEONOUKAKIS IN SUPPORT OF CLASS COUNSEL’S  
MOTION FOR APPROVAL OF ATTORNEYS’ FEES**

I, Ross E. Leonoudakis of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am an Associate at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a lawyer at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified

Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been practicing law for 10 years in numerous courts across the country, including Oklahoma state and federal courts. I have litigated, among other things, numerous class action suits involving, among other things, oil and gas royalty matters, securities, consumer protection, antitrust, breach of contract and other topics and industries. NP repeatedly has served as court-appointed class counsel for plaintiffs and settlement classes in oil and gas royalty litigation. In litigating these types of cases, I maintain a variety of contemporaneous records related to my hours including: handwritten time entries, emails, calendar entries, draft documents and notes. Additionally, as a lawyer with 10 years of experience, I am familiar with the amount of time it takes me to perform most tasks.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case. These rates are substantially lower than what I or my firm would actually charge a client by the hour if we were hired to perform hourly work. This case was not an hourly case and was prosecuted on a fully contingent basis. Neither I nor my firm would have participated in this case, on a contingent basis, in which we advanced all costs and expenses, if we were working on an hourly basis. We kept track of our time in the event our client won and became a prevailing party under the PRSA and/or the Court decided to perform a lodestar cross-check when assessing the separate issue of the fee the Class may owe under Rule 23.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's Motion for

Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2017				
2018				
2019	Associate 6+ Years	189.75	\$500.00	\$94,875.00
2020	Associate 6+ Years	15.25	\$500.00	\$7,625.00
2021		0		0
2022		0		0
2023		0		0
<b>Total</b>		<b>205</b>		<b>\$102,500</b>

6. The hours for 2023 are current through January 30, 2023. The hours described above represent a conservative total of the of the time I have spent litigating this matter. Based on my experience on a day-to-day basis working in complex commercial litigation, there are numerous hours I work that are not documented by a contemporaneous record. Moreover, because I do not generate revenue by billing my clients by the hour, I am conservative when I record my time and generally under-record it. For example, there are countless impromptu meetings, calls, regular time-keeping, and discussions that are commonplace within a fast-paced litigation team, but for which I may not have recorded time. Thus, the total hours I described above are undoubtedly conservative.

Dated: January 30, 2023.

/s/ Ross E. Leonoudakis  
 Ross E. Leonoudakis  
 Nix Patterson, LLP

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF NATHAN B. HALL IN SUPPORT OF CLASS COUNSEL’S  
MOTION FOR APPROVAL OF ATTORNEYS’ FEES**

I, NATHAN B. HALL, of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am an associate at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a lawyer at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified

Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been practicing law for over six years in numerous courts across the country, including Oklahoma state and federal courts. I have litigated several oil-and-gas royalty class actions and numerous other complex matters involving, among other things, securities fraud, Medicaid fraud, consumer protection, data privacy, federal and state constitutional challenges, and contract and insurance disputes. NP repeatedly has served as court-appointed class counsel for plaintiffs and settlement classes in oil-and-gas royalty litigation. In litigating these types of cases, I maintain a variety of contemporaneous records related to my time and labor, including: a spreadsheet of time entries, handwritten time entries, emails, calendar items, draft documents and notes. Additionally, as a lawyer with 6 years of experience, I am familiar with the amount of time it takes me to perform most tasks.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of this case. These rates are substantially lower than what I or my firm would actually charge a client by the hour if we were hired to perform hourly work. This case was not a *bill-by-the-hour* case and was prosecuted on a fully contingent basis. Neither I nor my firm would have participated in this case on a contingent basis, in which we advanced all costs and expenses, if we were working on a purely hourly basis. We kept track of our time in the event our client won and became a prevailing party under the PRSA and/or the Court decided to perform a lodestar cross-check when assessing the separate issue of the fee the Class may owe under Oklahoma law and Federal Rule of Civil Procedure 23.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time

records for this matter are being submitted in conjunction with Class Counsel's Motion for Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2019	Associate	27.25	\$400	\$10,900.00
2020	Associate	95.70	\$450	\$43,065.00
2021	Associate	4.45	\$450	\$2,002.50
2022	Associate	114.70	\$500	\$57,350.00
2023	Associate	23.25	\$500	\$11,625.00
<b>Total</b>	<b>-</b>	<b>265.35</b>	<b>-</b>	<b>\$124,942.50</b>

6. The hours for 2023 are current through January 20, 2023. The hours described above represent a conservative total of the of the time I have spent litigating this matter. Based on my experience on a day-to-day basis working in complex commercial litigation, there are numerous hours I work that are not documented by a contemporaneous record. Moreover, because I do not generate revenue by billing my clients by the hour, I am conservative when I record my time and generally under-record it. For example, there are countless impromptu meetings, calls, regular time-keeping, and discussions that are commonplace within a fast-paced litigation team, but for which I may not have recorded time. Thus, the total hours I described above are undoubtedly conservative.

Dated: January 31, 2023.

/s/ Nathan B. Hall  
 Nathan B. Hall  
 Nix Patterson, LLP



**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF JESSICA UNDERWOOD IN SUPPORT OF CLASS COUNSEL’S  
MOTION FOR APPROVAL OF ATTORNEYS’ FEES**

I, Jessica Underwood of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am an associate at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a lawyer at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified

Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been practicing law for over eight years in numerous courts across the country. I have litigated, among other things, numerous class action suits involving, among other things, securities, consumer protection, antitrust, breach of contract, and other topics and industries. NP repeatedly has served as court-appointed class counsel for plaintiffs and settlement classes in oil and gas royalty litigation. In litigating these types of cases, I maintain a variety of contemporaneous records related to my hours including: handwritten time entries, emails, calendar entries, draft documents and notes. Additionally, as a lawyer with more than eight years of experience, I am familiar with the amount of time it takes me to perform most tasks.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case. These rates are substantially lower than what I or my firm would actually charge a client by the hour if we were hired to perform hourly work. This case was not an hourly case and was prosecuted on a fully contingent basis. Neither I nor my firm would have participated in this case, on a contingent basis, in which we advanced all costs and expenses, if we were working on an hourly basis. We kept track of our time in the event our client won and became a prevailing party under the PRSA and/or the Court decided to perform a lodestar cross-check when assessing the separate issue of the fee the Class may owe under Rule 23.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's Motion for

Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2022	Associate	27.2	\$500	\$13,600
<b>Total</b>		27.2	\$500	\$13,600

6. The hours for 2023 are current through January 27, 2023. The hours described above represent a conservative total of the of the time I have spent litigating this matter. Based on my experience on a day-to-day basis working in complex commercial litigation, there are numerous hours I work that are not documented by a contemporaneous record. Moreover, because I do not generate revenue by billing my clients by the hour, I am conservative when I record my time and generally under-record it. For example, there are countless impromptu meetings, calls, regular time-keeping, and discussions that are commonplace within a fast-paced litigation team, but for which I may not have recorded time. Thus, the total hours I described above are undoubtedly conservative.

Dated: January 27, 2023.

/s/ Jessica Underwood  
 Jessica Underwood  
 Nix Patterson, LLP

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF NIKKI CAMERON IN SUPPORT OF CLASS COUNSEL’S  
MOTION FOR APPROVAL OF ATTORNEYS’ FEES**

I, Nikki Cameron, of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am a Paralegal at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a Paralegal at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified

Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been a paralegal for 13 years at Nix Patterson, LLP.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case. These rates are substantially lower than what I or my firm would actually charge a client by the hour if we were hired to perform hourly work. This case was not an hourly case and was prosecuted on a fully contingent basis. Neither I nor my firm would have participated in this case, on a contingent basis, in which we advanced all costs and expenses, if we were working on an hourly basis. We kept track of our time in the event our client won and became a prevailing party under the PRSA and/or the Court decided to perform a lodestar cross-check when assessing the separate issue of the fee the Class may owe under Rule 23.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's Motion for Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2017	Paralegal	17	\$250.00	\$4,250.00
2018	Paralegal	41	\$250.00	\$10,250.00
2019	Paralegal	37.5	\$250.00	\$9,375.00
2020	Paralegal	23	\$250.00	\$5,750.00
2021	Paralegal	1.75	\$250.00	\$437.50
2022	Paralegal	14	\$250.00	\$3,500.00
2023	Paralegal	0	\$250.00	0.00
<b>Total</b>				<b>\$33,562.50</b>

6. The hours for 2023 are current through January 30, 2023. The hours described above represent a conservative total of the of the time I have spent working on this matter.

Dated: January 30, 2023.

/s/ Nikki Cameron

Nikki Cameron  
Nix Patterson, LLP

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF MARIA ELENA GOMEZ IN SUPPORT OF CLASS COUNSEL’S  
MOTION FOR APPROVAL OF ATTORNEYS’ FEES**

I, Maria Elena Gomez of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am a Paralegal at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a Paralegal at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified

Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been a paralegal for 10 years at Nix Patterson, LLP.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's Motion for Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2017	Paralegal		\$250	
2018	Paralegal	14.8	\$250	\$3,700.00
2019	Paralegal	68.25	\$250	\$17,063.00
2020	Paralegal	4.1	\$250	\$1,025.00
2021	Paralegal	4.15	\$250	\$1,038.00
2022	Paralegal	20.95	\$250	\$5,238.00
2023	Paralegal	5	\$250	\$1,250.00
<b>Total</b>		117.25		<b>\$29,312.50</b>

6. The hours for 2023 are current through January 12, 2023. The hours described above represent a conservative total of the of the time I have spent working on this matter.

Dated: January 30, 2023.

/s/Maria Elena Gomez  
 Maria Elena Gomez  
 Nix Patterson, LLP



**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of himself and all others similarly situated,</b>	)	
	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	
	)	
<b>SUNOCO, INC. (R&amp;M) and SUNOCO PARTNERS MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
	)	
<b>Defendants.</b>	)	

**Case No. 17-cv-313-JAG**

**DECLARATION OF SHELLEY JO PRINCE IN SUPPORT OF CLASS COUNSEL’S  
MOTION FOR APPROVAL OF ATTORNEYS’ FEES**

I, Shelley Jo Prince, of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am a Legal Assistant at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a Legal Assistant at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the

Certified Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been a Legal Assistant for 12 years at Nix Patterson, LLP.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's Motion for Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2017	Legal Assistant	3.83	\$ 200	\$766.00
2018	Legal Assistant	11	\$ 200	\$2,200.00
2019	Legal Assistant	22	\$ 200	\$4,400.00
2020	Legal Assistant	15.83	\$ 200	\$3,166.00
2021	Legal Assistant	3	\$ 200	\$600.00
2022	Legal Assistant	23.58	\$ 200	\$4,716.00
2023	Legal Assistant	.58	\$ 200	\$116.00
<b>Total</b>		<b>79.83</b>		<b>\$15,966.00</b>

6. The hours for 2023 are current through January 27, 2023. The hours described above represent a conservative total of the of the time I have spent working on this matter

Dated: January 27, 2023.

/s/ Shelley Jo Prince  
 Shelley Jo Prince  
 Nix Patterson, LLP

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF AMANDA THOMPSON IN SUPPORT OF CLASS COUNSEL’S  
MOTION FOR APPROVAL OF ATTORNEYS’ FEES**

I, Amanda Thompson, of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am a Paralegal at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a Paralegal at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified

Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been a paralegal for 4 years at Nix Patterson, LLP.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case. These rates are substantially lower than what I or my firm would actually charge a client by the hour if we were hired to perform hourly work. This case was not an hourly case and was prosecuted on a fully contingent basis. Neither I nor my firm would have participated in this case, on a contingent basis, in which we advanced all costs and expenses, if we were working on an hourly basis. We kept track of our time in the event our client won and became a prevailing party under the PRSA and/or the Court decided to perform a lodestar cross-check when assessing the separate issue of the fee the Class may owe under Rule 23.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's Motion for Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2017	Paralegal	0	\$250.00	\$0.00
2018	Paralegal	10.6	\$250.00	\$2,650.00
2019	Paralegal	29.8	\$250.00	\$7,450.00
2020	Paralegal	3.2	\$250.00	\$800.00
2021	Paralegal	0	\$250.00	\$0.00
2022	Paralegal	0	\$250.00	\$0.00
2023	Paralegal	0	\$250.00	\$0.00
<b>Total</b>		<b>43.6</b>	<b>\$250.00</b>	<b>\$10,900.00</b>

6. The hours for 2023 are current through January 30, 2023. The hours described above represent a conservative total of the of the time I have spent working on this matter.

Dated: January 30, 2023.

/s/ Amanda Thompson  
Amanda Thompson  
Nix Patterson, LLP

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

<b>PERRY CLINE, on behalf of</b>	)	
<b>himself and all others</b>	)	
<b>similarly situated,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 17-cv-313-JAG</b>
	)	
<b>SUNOCO, INC. (R&amp;M)</b>	)	
<b>and SUNOCO PARTNERS</b>	)	
<b>MARKETING &amp; TERMINALS, L.P.,</b>	)	
	)	
<b>Defendants.</b>	)	

**DECLARATION OF BRITTANY KELLOGG IN SUPPORT OF CLASS COUNSEL’S  
MOTION FOR APPROVAL OF ATTORNEYS’ FEES**

I, Brittany Kellogg, of Nix Patterson, LLP (“NP”), of lawful age, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am a Paralegal at NP. I submit this declaration in support of Class Counsel’s Motion for Approval of Attorneys’ Fees. Unless otherwise stated, the statements herein are made 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. If called as a witness, I could and would competently testify to the matters stated herein.

2. NP, along with Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), and Barnes & Lewis, LLP (“B&L”), are court-appointed Class Counsel for Class Representative and the Certified Class. As a Paralegal at NP, I personally rendered legal services in this Litigation and performed work on behalf of and for the benefit of Class Representative and the Certified

Class. NP was intimately involved in all aspects of the Litigation on behalf of Class Representative and the Certified Class.

3. I have been a paralegal for 4 years at Nix Patterson, LLP.

4. As set forth in the chart below, I am using the billing rates as set forth in the retention agreement with Class Representative at the outset of the case. These rates are substantially lower than what I or my firm would actually charge a client by the hour if we were hired to perform hourly work. This case was not an hourly case and was prosecuted on a fully contingent basis. Neither I nor my firm would have participated in this case, on a contingent basis, in which we advanced all costs and expenses, if we were working on an hourly basis. We kept track of our time in the event our client won and became a prevailing party under the PRSA and/or the Court decided to perform a lodestar cross-check when assessing the separate issue of the fee the Class may owe under Rule 23.

5. I recorded time entries based upon my contemporaneous records related to this case such as notes, emails, calendar entries, and draft documents. True and correct copies of my time records for this matter are being submitted in conjunction with Class Counsel's Motion for Approval of Attorneys' Fees. According to my records, at a minimum, I worked the following hours on this case:

<b>Year</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Lodestar</b>
2017	Paralegal	0	\$250.00	\$0.00
2018	Paralegal	25.25	\$250.00	\$6,312.50
2019	Paralegal	107.12	\$250.00	\$26,780.00
2020	Paralegal	6.1	\$250.00	\$1,525.00
2021	Paralegal	0.2	\$250.00	\$50.00
2022	Paralegal	0	\$250.00	\$0.00
2023	Paralegal	0	\$250.00	\$0.00
<b>Total</b>		<b>138.67</b>	<b>\$250.00</b>	<b>\$34,667.50</b>

6. The hours for 2023 are current through January 30, 2023. The hours described above represent a conservative total of the of the time I have spent working on this matter.

Dated: January 30, 2023.

A handwritten signature in black ink, appearing to read "Brittany Kellogg". The signature is written in a cursive style with a horizontal line underneath it.

Brittany Kellogg  
Nix Patterson, LLP