

EXHIBIT 3

**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.)	Case No. 17-cv-313-JAG
)	
SUNOCO, INC. (R&M))	
and SUNOCO PARTNERS)	
MARKETING & TERMINALS, L.P.,)	
)	
Defendants.)	

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

I, Patrick M. Ryan, of Ryan Whaley Coldiron Jantzen Peters & Webber PLLC (“RW”), declare under penalty of perjury as follows:

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

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

3. RW, along with Nix Patterson, LLP, 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 RW in this litigation. RW significantly contributed to this litigation and performed work on behalf of and for the benefit of the Class.

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

5. This case was filed nearly six years ago, on July 7, 2017. Because RW is a relatively small firm, prosecution of this litigation required the devotion of substantial time, manpower, and resources from Class Counsel over that extensive period. Moreover, RW was hindered from pursuing other cases as a result of the time and effort this litigation required.

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

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

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

8. 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. And, as a professional matter, neither myself, my firm, nor my partners could or would have agreed to take on this litigation on an hourly basis where we advanced costs and expenses and worked at risk of non-payment only to be paid an hourly rate if, and only if, we obtained a full recovery for our client and absent class members. This 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 Judgment. This fact of business is a troublesome one for most firms and their clients, and that trouble is compounded by the fact that the defendants in most royalty cases, including this one, are well-funded oil companies with their own internal legal department and a cadre of top outside counsel lawyers who work by the hour.

9. Nevertheless, in addition to the contractually agreed upon 40% contingent fee market rate, Mr. Cline also negotiated an hourly rate that Class Counsel and additional Plaintiff's Counsel would bill at 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. Further, our goal is always to achieve the best result possible for the class under the circumstances at the time, and if possible, resolve all claims as quickly and efficiently as possible. If that means we can obtain a fair and reasonable settlement the day we file the case, we will do so; if that means we must get a case certified, uphold that certification on appeal, then try the case to verdict and judgment, and then uphold that judgment on appeal, we will do so. Put simply, we will—as we have demonstrated—prosecute a case through trial and all appeals, completely at risk of non-payment and total and utter loss.

10. Based upon my experience, knowledge, education, study, and professional qualifications, I believe that the 40% contingent fee we agreed to with Mr. Cline is the market rate

for this case and is fair and reasonable and, further, that the hourly rates Mr. Cline agreed upon for me, NP and our co-counsel are below market rate for cases prosecuted on a contingent basis and approved by Oklahoma state and federal courts for this type of case.

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

12. I have been practicing law for more than 53 years in Oklahoma state and federal courts, as well as in military courts during my first four years of practice.

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

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

defense matters, including securing the acquittal of a founder/CEO in one of the largest corporate fraud cases prosecuted by the U.S. Department of Justice. My practice has included working both against and with some of the preeminent attorneys in the country.

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

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

served as President of the Oklahoma chapter. Through my leadership roles in these organizations, I have interacted with trial attorneys practicing not only throughout Oklahoma, but throughout the country, and through those relationships, have become familiar with the rate and fee structures utilized by attorneys in a wide range of matters.

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

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

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

20. Based on the work performed and this review of information reflecting work performed by RW attorneys in this litigation, I directed preparation of the chart set forth below identifying RW partners, associates, paraprofessionals, and legal assistants 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.

21. As set forth below, RW’s total number of hours in this litigation to date is at least 5,668 hours. Further, we anticipate working approximately 125 additional hours preparing for the February 28, hearing; defending Sunoco’s continued appeals with the Tenth Circuit and inevitable second appeal to the United States Supreme Court; and working with Class Members and JND on distribution. This would result an additional value of approximately \$100,000 in hours worked.

Ryan Whaley Coldiron Jantzen Peters & Webber, PLLC		
	Hours	Rate
Partners		
Patrick Ryan	1,795.35	\$875
Phillip Whaley	6.70	\$700
Jason Ryan	1,126.00	\$700
Paula Jantzen	2,114.15	\$700
Associates		
Matthew Craig	9.50	\$400
Paralegals		
Jo Ann Mickle	311.20	\$275
Heather Cook	12.90	\$275
Rachel Harris	12.70	\$275
Legal Assistants		
Amanda Broussard	49.30	\$200
Anna Jantzen	191.30	\$200
Debra Maple	39.40	\$200
Total	5,668.50	

22. In my judgment, the number of hours expended, and the services performed by the attorneys at RW were reasonable and provided a benefit to the Class. RW is providing additional detail regarding the hours expended during this litigation by filing its detailed time sheets, with limited redactions to protect privileged communications and attorney work product. I believe this total number of hours is a conservative and understated amount because, among other things, all

of our attorneys work extensively on many matters in a collaborative context where it is not possible to record every hour worked and/or not possible to reduce any given hour to only one case. Therefore, I believe my firm worked more hours on this case than the hours listed above.

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

24. As set forth in the chart below, RW has incurred a total of \$43,365.83 in unreimbursed expenses in connection with this litigation as of the date of this declaration. In my judgment, these expenses were reasonable, necessary, and critical to the prosecution of this litigation:

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

	Total Category Expense
Administrative Expenses	
AT&T/Conferencing	\$62.52
FedEx/ Postage	\$3,274.74
Court Fees/ Filing/ Reporting/Deposition Transcripts/Witness Fees	\$797.94
Copies	\$2,085.59
Litigation Support	
Oklahoma Judicial Process Servers, LLC	\$1,495.00
ABA Moving (Trial materials to/from Muskogee)	\$4,632.00
Matlin Petroleum Co.	\$14.59
Research & Investigation	
Westlaw/Lexis Nexis	\$10,787.69
Travel Expenses	
Lodging and Transportation	\$20,215.76
TOTAL SUBMITTED EXPENSES	\$43,365.83

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

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

26. Finally, Mr. Cline is seeking a Case Contribution Award. 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 he has 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 twice, testified at trial, kept himself aware of everything in the litigation, attended multiple mediations, 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 Judgment for the Class that is twice their actual damages. Therefore, we believe the Case Contribution Award he is seeking is more than fair and reasonable and should be granted.

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

Executed on January 30, 2023.



Exhibit A

Patrick Ryan

Director

With more than 50 years of experience in civil litigation, Pat Ryan is best known for successful high-profile cases including his work as U.S. Attorney in the prosecution and conviction of Oklahoma City Bombing defendants Timothy McVeigh and Terry Nichols in Denver, and securing the acquittal of a founder/CEO in one of the largest corporate fraud cases prosecuted by the U. S. Dept of Justice. After serving four years in the United States Air Force, including two years as the Chief Military Justice for Southeast Asia, Ryan practiced at a local Oklahoma City law firm before establishing his own civil litigation firm in Oklahoma City in 1981. Ryan is former president of the Oklahoma County Bar Association and the Oklahoma Chapter of the American Board of Trial Advocates and former member of the Board of Governors of the Oklahoma State Bar Association.

Education/Military

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

Professional Activities

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

Honors/Awards

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

Paula M. Jantzen

Director

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

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

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

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

Jason A. Ryan

Director

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

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

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

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