

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

CLASS REPRESENTATIVE’S MOTION TO:  
(1) APPROVE FORM AND MANNER OF NOTICE TO THE CERTIFIED CLASS OF  
CLASS COUNSEL’S MOTION FOR ATTORNEY’S FEES AND LITIGATION  
EXPENSES, AND CLASS REPRESENTATIVE’S MOTION FOR CASE  
CONTRIBUTION AWARD PURSUANT TO RULE 23(H); AND  
(2) APPROVE PROPOSED SCHEDULE

Pursuant to the Court’s Order dated February 3, 2022 (Dkt. No. 368), Perry Cline (“Class Representative” or “Plaintiff”), on behalf of the Certified Class, files this Motion to: (1) Approve Form and Manner of Notice to the Certified Class of Class Counsel’s Motion for Attorney’s Fees and Litigation Expenses, and Class Representative’s Motion for Case Contribution Award Pursuant to Rule 23(h); and (2) Approve Proposed Schedule.

## I. INTRODUCTION<sup>1</sup>

Class Representative obtained a Judgment against Defendants in the amount of \$155,691,486.00 (the “Judgment Common Fund”).<sup>2</sup> *See* Dkt. Nos. 307 & 308. The Parties and the Court agreed to defer the issue of awarding post-judgment attorney’s fees until after resolution of Defendants’ appeal to the Tenth Circuit. *See* Dkt. Nos. 316 & 318. The Tenth Circuit dismissed Defendants’ appeal and rejected all other relief sought by Defendants. Class Representative moved for an Order requiring Defendants to appear and answer concerning their property and assets. Dkt. No. 360. The Court granted that Motion in part, and referred the remainder to Magistrate Judge Kimberly West. Dkt. No. 370. Class Representative also filed a motion to set a deadline for Class Representative to file motions for attorneys’ fees and costs, including a briefing schedule on the process of requesting payment of attorney fees and reimbursement of expenses from the Judgment Common Fund pursuant to Federal Rule of Procedure 23. Dkt. No. 359. The Court granted that Motion and ordered Class Representative to file the instant Motion. Dkt. No. 368. The purpose of this Motion is solely to address the issues of notice and briefing of the motions for fees, expenses and an incentive award from the Judgment Common Fund. Class Representative separately

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<sup>1</sup> Unless otherwise noted, all emphasis is added, and internal citations are omitted herein.

<sup>2</sup> Post judgment interest is running and must be added to the Judgment Common Fund at the time of any fee or expense award. Class Counsel and Class Representative will submit a table showing the amount of interest owed on each day.

addresses the issue of statutory costs and fees in his Motion for Statutory Costs and Fees Pursuant to 52 O.S. §570.14 in the Stipulated Amount of \$5,000,000.00, filed concurrently herewith (“Statutory Costs and Fees Motion”).

In a case like this—where a fee-shifting, prevailing party statute co-exists with a contingency fee agreement and a common fund has been obtained for the benefit of the Class—the issue of attorney’s fees is a two-step process: (1) statutory fees to be paid by Defendants to Class Representative as the prevailing party under a state fee-shifting statute (the Production Revenue Standards Act, or “PRSA”); and (2) equitable fees to be paid from the Judgment Common Fund created for the benefit of the Class (which will be offset by the stipulated amount of statutory fees awarded under the PRSA). This two-step approach has been approved and followed by numerous courts, including the U.S. Supreme Court. *See, e.g., Venegas v. Mitchell*, 495 U.S. 82, 90 (1990) (where a fee-shifting provision co-exists with a contingency fee agreement, the U.S. Supreme Court has held that the statutory fee-shifting provision “does not interfere with the enforceability of a contingent-fee contract.”).<sup>3</sup> This two-step approach also was contemplated by the Court’s Plan of Allocation Order.<sup>4</sup>

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<sup>3</sup> *See also Brundle v. Wilmington Trust, N.A.*, 919 F.3d 763, 787 (4th Cir. 2019) (“a ‘reasonable’ fee payable by a *defendant* to compensate the prevailing plaintiff’s counsel is not necessarily identical to a ‘reasonable’ fee owed by a *recovering beneficiary* to plaintiff’s counsel, particularly where the contingency risk to plaintiff’s counsel is substantial.”). The amount of equitable fees awarded from the Judgment Common Fund will be offset by the amount of statutory fees awarded under the PRSA. *See Conners v. Conn. Gen. Life Ins. Co.*, No. 98 Civ. 8522, 2003 U.S. Dist. LEXIS 6250, at \*2 (S.D.N.Y. Apr. 15, 2003) (awarding fee-shifting fees and costs in an ERISA action litigated to judgment before settlement in addition to a contingent fee, and offsetting the contingent fee by the amount awarded in fee-shifted funds); *see also Brundle v. Wilmington Trust, N.A.*, 258 F. Supp. 3d 647, 671 (E.D. Va. 2017) (“In granting both fee-shifting and contingent fee awards, courts have recognized, and this Court agrees, that the contingent fee award must be offset by the amount awarded under the fee-shifting provision.”).

<sup>4</sup> *See* Dkt. No. 339 at ¶1(a) (defining the term “Judgment Fund” to include “any attorneys’ fees, expenses, costs, and pre- and post-judgment interest as have been or may be awarded to the class representative and the class”); *see also id.* at ¶1(c) (defining the “Net Class Award” to mean

Class Representative has taken the first step of this process by filing his Statutory Costs and Fees Motion. In that Motion, Class Representative states the Parties have reached an agreement to stipulate to the amount of statutory costs and fees Defendants will pay under the PRSA as \$5,000,000.00.

Because the Motion for Attorney's Fees from the Judgment Common Fund is a matter wholly separate from the PRSA statutory fee issue, and it requires notice to the Certified Class, Class Representative files this Motion, which requests the Court enter a Proposed Order: (1) Approving the Form and Manner of Notice of Class Counsel's Motion for Attorney's Fees and Litigation Expenses, and Class Representative's Motion for Case Contribution Award Pursuant to Rule 23(h); and (2) Approving the Proposed Schedule (the "Notice and Fee Briefing Order").

Further, as is discussed in more detail below, Class Representative believes that the \$5,000,000.00 stipulated amount of statutory costs and fees should be deducted from, or netted out, of any percentage amount awarded from the Judgment Common Fund, thereby reducing the total amount of fees and expenses paid by the Class from the Judgment Common Fund. As such, Class Representative requests the Court postpone entering an order awarding the \$5,000,000.00 stipulated amount of statutory costs and fees until the Court rules on Class Counsel's forthcoming Motion for Attorney's Fees and Litigation Expenses from the Judgment Common Fund, which will be the second step of the fee process.

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the Judgment Fund, "less any: (i) case contribution award to Class Representative; (ii) attorneys' fees, expenses, and costs awarded from the Judgment Fund to counsel for the class Representative and the class; (iii) compensation and expenses paid or reimbursed to the Judgment Administrator; and (iv) any additional administrative expenses that may be charged against the Judgment Fund at the Court's direction.").

## II. SUMMARY OF THE LITIGATION

The Court is well-acquainted with the procedural history of this litigation. *See, e.g.*, Dkt. No. 298 at 3-5. Briefly, as it pertains to the current issue, the Court granted Plaintiff's Motion to Certify Class on October 3, 2019 and approved the form and manner of notice on November 1, 2019. *See* Dkt. Nos. 126, 127, & 159. The Notice approved by the Court contained the following language with respect to fees and costs:

Please note that if you remain a member of the Class, you will not be personally responsible for Class Counsel's attorneys' fees or costs. ***Class Counsel have agreed to represent the Class on a contingent fee basis, which means that they will be awarded fees and costs to be approved by the Court only if they succeed in obtaining a recovery from one or more Defendants. Any attorneys' fees for Class Counsel will be awarded by the Court from the settlement or judgment, if any, obtained on behalf of the Class.*** As a member of the Class, you will be represented by Class Counsel.

Dkt. No. 136-1 at ¶15(a).

On November 8, 2019, JND Legal Administration (the "Judgment Administrator")<sup>5</sup> caused the Notice of Pendency of Class Action (substantially in the form as ordered by the Court during the October 31, 2019, telephonic hearing), and a Request for Exclusion from Class Form (the "Notice Packet") to 68,392 records in the Class Mailing List *via* first-class regular mail using the United States Postal Service. *See* Dkt. No. 248 at ¶6 (Declaration of Jennifer M. Keough Regarding Notice Administration). Also on November 8, 2019, JND: (1) established a dedicated informational website ([www.cline-sunoco.com](http://www.cline-sunoco.com)), which hosts copies of important case documents, answers frequently asked questions, and provides contact information for Class Counsel and the Administrator; and (2) established a toll-free telephone number (1-844-924-0848) with an

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<sup>5</sup> The Court appointed JND Legal Administration to serve as Judgment Administrator in the Plan of Allocation Order. *See* Dkt. No. 339 at ¶3.

interactive voice recording (IVR) that Class Members can call to obtain more information about the lawsuit. *Id.* at ¶¶10-11.

On November 13, 2019, JND caused a publication version of the legal notice (“Publication Notice”) to appear in *The Daily Ardmoreite*, *McAlester News-Capital*, *The Oklahoman*, and *Tulsa World*. *Id.* at ¶9. On November 14, 2019, JND caused the Publication Notice to appear in the *Fairview Republican* and *Hughes County Tribune*. *Id.*

Certain putative class members requested exclusion as set forth in the Notices. *See* Dkt. No. 299 at ¶7(a) (citing Dkt. No. 271).

On August 17, 2020, following the bench trial held on December 16-19, 2019, the Court issued its Findings of Fact and Conclusions of Law 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* Opinion (Dkt. No. 298); Judgment (Dkt. No. 308). Following the Court’s ruling, Defendants moved for a new trial and to alter/amend the judgment. *See* Dkt. Nos. 322-323. Both motions were denied.

On November 1, 2021, the Tenth Circuit dismissed the appeal and held that Defendants had failed to meet their burden to establish appellate jurisdiction. *See* Dkt. No. 357; 10th Cir. Dkt. No. 010110598491 at 5.

Defendants failed to ever file a request to stay enforcement of the Final Judgment or request permission to file a supersedeas bond.

On November 11, 2021, Defendants filed a Petition for Rehearing and Rehearing En Banc. In the alternative, Defendants asked the Tenth Circuit to consider both Petitions to be a Petition for Mandamus asking the Tenth Circuit to order this Court to take additional steps to make its

judgment final. The Tenth Circuit denied Defendants' Petitions on November 29, 2021. *See* 10th Cir. Dkt. Nos. 010110603626 & 010110610992.

On December 1, 2021, Defendants filed a Motion for Stay of Issuance of the Mandate and Petition for Writ of Mandamus. *See* 10th Cir. Dkt. No. 010110612985. The Tenth Circuit denied Defendants' Motion for Stay of Issuance of the Mandate by Order dated December 3, 2021. *See* 10th Cir. Dkt. No. 010110613900.

On February 2, 2022, the Tenth Circuit denied Defendants' Petition for Writ of Mandamus. *See* 10th Cir. Dkt. No. 010110640586.

On February 3, 2022, this Court ordered Class Representative and Class Counsel to file their (i) Statutory Costs and Fees Motion and (ii) the instant Motion on or before March 7, 2022. *See* Dkt. No. 368.

### III. ARGUMENT

The determination of post-judgment attorney's fees in this action is a two-step process involving (1) statutory fees to be paid by Defendants pursuant to the PRSA, and (2) equitable fees to be paid from the Judgment Common Fund (which will be offset by the stipulated amount of fees awarded under the PRSA).

First, Class Representative filed his Statutory Costs and Fees Motion, which asks this Court to enter an order requiring Defendants to pay the stipulated amount of \$5,000,000.00 in statutory costs and fees pursuant to the PRSA, but not until the Court enters an order regarding attorney fees from the Judgment Common Fund.

Second, Class Counsel will file their Motion for Attorney's Fees and Litigation Expenses and Class Representative will file his Motion for Case Contribution Award from the Judgment Common Fund. Class Counsel's Motion for Attorney's Fees will seek equitable fees to be paid as

a percentage out of the Judgment Common Fund created for the benefit of the Class.<sup>6</sup> Class Counsel will also seek reimbursement of litigation expenses for expenses not recoverable under the PRSA, to be paid from the Judgment Common Fund. And, Class Representative will seek a case contribution award to be paid from the Judgment Common Fund.

Class Counsel believes the percentage amount awarded from the Judgment Common Fund will be offset by the stipulated amount of statutory costs and fees under the PRSA (\$5,000,000.00), and only the remainder will be paid from the Judgment Common Fund. *See, e.g., Brundle*, 258 F. Supp. 3d at 671; *Conners*, 2003 U.S. Dist. LEXIS 6250, at \*2.<sup>7</sup>

Because these fees, expenses, and case contribution award are being sought from the Judgment Common Fund and thus will be borne by the Certified Class, notice is required. *See* FED. R. CIV. P. 23(h)(1) (“Notice of the motion must be served on all parties and, for motions by class counsel, directed to class members in a reasonable manner.”).

The following sets out the proposed form and manner of notice, as well as a proposed schedule for such notice and the relevant motions.

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<sup>6</sup> The right to, and calculation of, reasonable attorney’s fees are controlled by Oklahoma state law. *See Chieftain Royalty Co. v. EnerVest Energy Institutional Fund XIII-A, L.P.*, 861 F.3d 1182, 1188 (10th Cir. 2018). The Oklahoma Supreme Court recently held that “both the lodestar method and the percentage method are valuable to determine attorney’s fees under Oklahoma’s class action statute.” *Strack v. Cont’l Res., Inc.*, 2021 OK 21, ¶19, 2021 Okla. LEXIS 22, 14.

<sup>7</sup> For example, where V represents the amount of the Common Fund, W represents the percentage awarded by the Court as attorneys’ fees from the Common Fund, X represents the total amount of expenses the Court orders to be reimbursed from the Common Fund, and Y equals the total amount of fees and expenses payable from the Common Fund, the Court would first determine the total amount of fees and expenses owed from the Common Fund  $[(V \times W\%) + X = Y]$ , and then apply the \$5,000,000.00 paid in statutory costs and fees to this amount, thus, reducing the total amount of fees and expenses paid out of the Common Fund (Z) by \$5,000,000:  $[Y - \$5,000,000 = Z]$ .



**A. The Court Should Approve the Form and Manner of the Proposed Notice of Class Counsel’s Motion for Attorney’s Fees and Litigation Expenses, and Class Representative’s Motion for Case Contribution Award Pursuant to Rule 23(h)**

Class Representative requests that the Court approve the following form and manner of the Proposed Notice of Class Counsel’s Motion for Attorney’s Fees and Litigation Expenses, and Class Representative’s Motion for Case Contribution Award Pursuant to Rule 23(h):

(1) *First*, no later than May 27, 2022 (45 days prior to Hearing), or at such time as is ordered by the Court, the Court-appointed Judgment Administrator shall begin disseminating the Postcard Notice, in a form substantially similar to that attached as Exhibit 1 hereto, by sending a copy *via* first-class mail to the last known mailing address of each Class Member who can be identified with reasonable effort and who did not previously opt out;<sup>8</sup>

(2) *Second*, within ten (10) days after mailing the Postcard Notice, or at such time as is ordered by the Court, the Judgment Administrator also shall publish (or cause to be published) the Summary Notice, in a form substantially similar to that attached as Exhibit 2 hereto (together with the Postcard Notice, the “Notices”), one time in each of the following newspapers: (1) *The Daily Ardmoreite*; (2) *McAlester News-Capital*; (3) *The Oklahoman*; (4) *Tulsa World*; (5) *Fairview Republican*; and (6) *Hughes County Tribune*; and

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<sup>8</sup> As stated above, the Judgment Administrator previously executed an extensive notice campaign in connection with the Court’s certification of the Class under Rule 23(b)(3), which included the mailing of the Notice of Pendency of Class Action, and a Request for Exclusion from Class Form to the Certified Class. *See* Dkt. No. 248 at ¶6. This campaign gave Class Members an opportunity to opt-out and fully satisfied due process. A second opportunity to opt-out is not required. *See, e.g., Low v. Trump Univ., LLC*, 881 F.3d 111, 1121 (9th Cir. 2018); *see also Lowery v. City of Albuquerque*, No. CIV 09-0457 JB/WDS, 2013 WL 1010384, at \*42 (D.N.M. Feb. 27, 2013); Adv. Comm. 2003 Notes to FED. R. CIV. P. 23(e)(3) (“a second opt-out opportunity might inject additional uncertainty [] and create opportunities unrelated to the purpose of the second opt-out[.]”).

(3) *Third*, within ten (10) days after mailing the Postcard Notice and continuing through the date of the Final Hearing, the Judgment Administrator also will display (or cause to be displayed) on the Internet website previously dedicated to this case the following documents: (a) the Notices, (b) the Petition and Answer, and (c) the Notice and Fee Briefing Order.<sup>9</sup> The Notices will direct Class Members to this website for additional information. The Notices also provide Class Members with a toll-free number and email address for inquiries and a URL address for the dedicated website where Class Members may obtain additional information.

The form and manner of the Notices are reasonably calculated to apprise the Certified Class of the Motions for Attorneys' Fees, Litigation Expenses, and Case Contribution Award from the Common Fund and afford them an opportunity to object. As such, the form and manner of the proposed Notices meets the requirements of both Rule 23 and due process and should be approved.

**B. The Court Should Approve the Proposed Schedule for Notice and Filing of Class Counsel's Motion for Attorney's Fees And Litigation Expenses, and Class Representative's Motion for Case Contribution Award**

Class Representative proposes the following schedule with respect to Notice and filing of Class Counsel's Motion for Attorney's Fees and Litigation Expenses, and Class Representative's Motion for Case Contribution Award:

<b>Event</b>	<b>Deadline</b>
Postcard Notice to be Mailed	May 27, 2022 (45 days prior to Hearing)
Summary Notice to be Published	Ten (10) days after mailing the Postcard Notice
Documents to be Posted on Website	Ten (10) days after mailing the Postcard Notice
Deadline to File Class Counsel's Motion for Attorney's Fees and Litigation Expenses, and Class Representative's Motion for Case Contribution Award	June 13, 2022 (28 days prior to Hearing)
Deadline to Object to Class Counsel's Motion for Attorney's Fees and Litigation Expenses,	June 27, 2022 (14 days prior to Hearing)

<sup>9</sup> These documents will also be available on the Court's docket.

and Class Representative's Motion for Case Contribution Award	
Deadline to File Class Counsel's and Class Representative's Response to Any Objections	July 5, 2022 (7 days prior to Hearing)
Final Hearing on Class Counsel's Motion for Attorney's Fees and Litigation Expenses, and Class Representative's Motion for Case Contribution Award	July 11, 2022 at a time to be set by the Court

**C. Defendants Have No Standing With Respect to the Requests for Attorney's Fees, Litigation Expenses, or Case Contribution Award from the Judgment Common Fund**

It is well-settled that Defendants have no standing to challenge the forthcoming requests for attorney's fees, litigation expenses, or case contribution award from the Judgment Common Fund. *See Boeing Co. v. Van Gemert*, 444 U.S. 472, 481 n. 7 (1980); *Tennille v. Western Union Co.*, 809 F.3d 555 (10th Cir. 2015); *In re Washington Pub. Power Supply Sys. Sec. Litig.*, 19 F.3d 1291, 1300 (9th Cir. 1994). Moreover, Defendants have agreed not to challenge or dispute the amount of costs, expenses, attorney fees, and/or incentive award Class Counsel or Plaintiff may seek from the Common Fund. *See* Stipulation Regarding the Amount of Statutory Costs and Fees Pursuant to 52 O.S. § 570.14, attached as Exhibit 1 to Class Representative's Motion for Statutory Costs and Fees Pursuant to 52 O.S. §570.14 in the Stipulated Amount of \$5,000,000.00.

**IV. CONCLUSION**

Accordingly, for the foregoing reasons, Class Representative respectfully requests the Court enter the proposed Notice and Fee Briefing Order, which will, *inter alia*, (1) approve the form and manner of notice to the Certified Class of Class Counsel's Motion for Attorney's Fees and Litigation Expenses, and Class Representative's Motion for Case Contribution Award; and (2) approve the proposed notice and briefing schedule for such motions.

DATED: March 7, 2022.

Respectfully submitted,

*s/Bradley E. Beckworth*

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**CLASS COUNSEL AND ATTORNEYS  
FOR CLASS REPRESENTATIVE**

**CERTIFICATE OF SERVICE**

I hereby certify that I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system, which will send email notification of such filing to all registered parties.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

DATED: March 7, 2022.

*/s/Bradley E. Beckworth*

Bradley E. Beckworth

# **EXHIBIT 1**

EXHIBIT 1

Cline v. Sunoco, Inc. (R&M), et al.  
c/o JND Legal Administration  
PO Box 91342  
Seattle, WA 98111

**NOTICE OF MOTION FOR ATTORNEY'S FEES FROM JUDGMENT COMMON FUND  
PURSUANT TO RULE 23(H)**

*A federal court has authorized this notice. This is **not** a solicitation from a lawyer.*

This notice relates to the certified class action lawsuit called *Cline v. Sunoco, Inc. (R&M), et al.*, Case No. 17-cv-313-JAG, in the U.S. District Court for the Eastern District of Oklahoma. In November 2019, you received a Notice of Pendency of Class Action and a Request for Exclusion from Class Form. In August 2020, the Court entered judgment against Defendants in the amount of \$155,691,486.00 ("Judgment Common Fund").

«cf\_name1»  
«cf\_name2»  
«cf\_care\_of\_name»  
«cf\_address\_1»  
«cf\_address\_2»  
«cf\_city», «cf\_state» «cf\_zip»  
«cf\_country»



**Why am I receiving this notice?**

Defendants' records indicate you are a member of the Certified Class and you did not previously request exclusion.

**What is this notice about?**

This notice is to inform you that Class Counsel will seek attorney's fees up to \$ [REDACTED], reimbursement of litigation expenses up to \$ [REDACTED], and Administration, Notice, and Distribution Costs up to \$ [REDACTED] to be paid from the Judgment Common Fund. Class Representative will also seek a case contribution award of up to \$ [REDACTED] to be paid from the Judgment Common Fund. The amount of attorney's fees awarded from the Judgment Common Fund will be offset, or reduced, by \$5,000,000.00, the stipulated amount of statutory costs and fees Defendants will pay Class Representative pursuant to the Oklahoma Production Revenue Standards Act.

**What are my legal rights?**

You have the right to object to Class Counsel's request for attorney's fees, reimbursement of litigation expenses, and/or Administration, Notice, and Distribution Costs. You also have the right to object to Class Representative's request for a case contribution award. In order to do so, you must mail or file a written objection, explaining the reasons for your objection, to the following address:

Chambers of The Honorable [Gibney/West]  
U.S. District Court for the Eastern District of Oklahoma  
101 N. 5<sup>th</sup> St., Room 208  
Muskogee, Oklahoma 74401

Any objections must be filed with the Court no later than [REDACTED], 2022, at 5 p.m. CDT.

**When will the Court decide whether to approve the requests for attorney's fees, reimbursement of litigation expenses, Administration, Notice, and Distribution Costs, and case contribution award?**

A Hearing has been scheduled for [REDACTED], 2022 at [REDACTED]:00 [REDACTED].m. CDT at the United States District Court for the Eastern District of Oklahoma, 101 N. 5th St., Muskogee, Oklahoma 74401. You are not required to attend the hearing, but you or your lawyer may do so if you wish.

**Where do I get more information?**

You may contact the Judgment Administrator, JND, toll free at 1-844-924-0848, or by visiting the case website at [www.cline-sunoco.com](http://www.cline-sunoco.com).

**THIS IS ONLY A SUMMARY. FOR MORE INFORMATION, VISIT WWW.CLINER-SUNOCO.COM OR CALL TOLL-FREE 1-844-924-0848**

# **EXHIBIT 2**

## EXHIBIT 2

### NOTICE OF MOTION FOR ATTORNEY'S FEES FROM JUDGMENT COMMON FUND PURSUANT TO RULE 23(H)

The lawsuit *Cline v. Sunoco, Inc. (R&M), et al.*, Case No. 17-cv-313-JAG (E.D. Okla.) claims Sunoco, Inc. (R&M) and Sunoco Partners Marketing & Terminals, L.P. (“Defendants”) failed to pay statutory interest on payments made outside the time periods set forth in the Production Revenue Standards Act, 52 O.S. §570.1, *et seq.* (the “PRSA”) for oil and gas production proceeds from oil and gas wells in Oklahoma.

In November 2019, a Notice of Pendency of Class Action and a Request for Exclusion from Class Form was mailed to class members.

On August 27, 2020, the Court entered a Judgment Order against Defendants in the amount of \$155,691,486.00 (the “Judgment Common Fund”). From the Judgment Common Fund, the Court may deduct reasonable Plaintiff’s Attorneys’ Fees, Litigation Expenses, Administration, Notice, Distribution Costs, and a Case Contribution Award.

Class Counsel will seek attorney’s fees up to \$ [REDACTED], reimbursement of litigation expenses up to \$ [REDACTED], and Administration, Notice, and Distribution Costs up to \$ [REDACTED] to be paid from the Judgment Common Fund. Class Representative will also seek a case contribution award of up to \$ [REDACTED] to be paid from the Judgment Common Fund.

The amount of attorney’s fees awarded from the Judgment Common Fund will be offset, or reduced, by \$5,000,000.00, the stipulated amount of statutory costs and fees Defendants will pay Class Representative pursuant to the PRSA.

The remainder of the fund (the “Net Judgment Fund”) will be distributed to eligible Class Members based on a variety of factors as set forth in the Court’s Plan of Allocation Order.

The law firms who represent the Class as Class Counsel are: Nix Patterson, LLP, Ryan Whaley, Coldiron, Jantzen, Peters & Webber, PLLC, and Barnes & Lewis, LLP. You may hire your own attorney, if you wish. However, you will be responsible for that attorney’s fees and expenses.

#### What Are My Legal Rights?

**Object to Class Counsel’s Request for Attorney’s Fees, Reimbursement of Litigation Expenses, and/or Administration, Notice, and Distribution Costs, or to Class Representative’s Request for a Case Contribution Award:** You can file and serve a written objection to Class Counsel’s request for attorney’s fees, reimbursement of litigation expenses, and/or administration, notice, and distribution costs, or to Class Representative’s request for a case contribution award and appear before the Court. Your written objection must explain the reasons for your objection and **must be filed with the Court no later than [REDACTED], 2022, at 5 p.m. CDT.**

The Court will hold a Hearing on [REDACTED], 2022, at [REDACTED].m. CDT at the United States District Court for the Eastern District of Oklahoma, 101 N. 5th St., Muskogee, Oklahoma 74401. At the hearing, the Court will consider the application for Attorneys' Fees, Litigation Expenses, Administration, Notice and Distribution Costs, and Case Contribution Award. If objections have been submitted in the manner required, the Court will consider them, as well. Please note that the date of the Hearing is subject to change without further notice. If you plan to attend the Hearing, you should check with the Court and [www.cline-sunoco.com](http://www.cline-sunoco.com) to confirm no change to the date and time of the Hearing has been made.

**This notice provides only a summary. For more detailed information regarding the rights and obligations of Class Members, read the documents posted on the website or contact the Judgment Administrator.**

**Visit:** [www.cline-sunoco.com](http://www.cline-sunoco.com)

**Call Toll-Free:** 1-844-924-0848

**Or write to:**

Cline v. Sunoco, Inc. (R&M), et al.

c/o JND Legal Administration

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