

# **EXHIBIT 16**

**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 BETTY C WOODRUFF TRUST**

STATE OF Montana )  
 )  
COUNTY OF Lewis & Clark )

I, Paula McClintock, of lawful age, first being duly sworn upon oath, and upon personal knowledge, state as follows:

1. I am a resident of the State of Montana. I own interests in Oklahoma wells and am a Class member in the above-described case.
2. I am aware of the extraordinary Judgment that Class Counsel and Class Representative, Perry Cline, obtained in this case on behalf of the Class, including: 100% of the Class' actual damages in the amount of \$80,691,486.00; punitive damages in the amount of \$75,000,000.00, plus post-judgment interest (collectively the "Judgment Fund"); and stipulated fees and cost paid by Defendant in the amount of \$5,000,000.00, which Class Counsel intends to request the Court use as an offset to any fees or costs awarded from the Court, for a total of \$161,132,229.03.
3. I understand Class Counsel will seek attorneys' fees up to 40% of the Judgment Fund and that the amount of attorneys' fees paid from the Judgment Fund may be offset by \$4,500,000.00 in stipulated fees paid by Defendants. I also understand Class Counsel will also seek reimbursement of litigation expenses up to \$850,000.00, and Administration, Notice, and Distribution Costs up to \$650,000.00, and that the amount of litigation expenses may be offset by up to \$500,000.00 in stipulated costs paid by Defendants.

5. First, I believe the Judgment obtained is incredible and that it provides a great result for the Class. All Class Members already received the principal payments owed to us. The actual damages award represents 100% of any interest owed to us on any late principal payments, at the highest possible rate. With the addition of punitive damages, the total value of the Judgment is almost double the amount of the Class' actual damages as determined by the Court.

6. Second, I fully support Class Counsel's request for attorneys' fees in the amount of 40% of the Judgment Fund. Many Oklahoma royalty owners, overriding royalty owners, and working interest owners (collectively, "Owners") are unaware of, and would likely never recover, their underpaid and unpaid statutory interest in circumstances like these. Also, me and many other royalty owners could only pursue these types of claims on a contingent basis and we would not be able to pursue these types of claims if we had to pay an attorney by the hour or pay for costs and expenses. Based upon my knowledge and experience, a 40% contingent fee is the market rate for oil and gas litigation in Oklahoma. Therefore, without the dedication of Class Counsel, and the pursuit of our claims on a contingent basis, such Owners would remain unpaid. As a result of Class Counsel's efforts, even after deducting the requested fees, expenses, administrative costs, and case contribution award, I understand Class Members will still receive over 100% of their actual damages. This is an extraordinary result for the Class and, as such, Class Counsel should receive the requested fee.

7. Third, I fully support the request for Class Representative, Perry Cline, to receive up to \$500,000.00 for his contribution to this case. If individuals did not take on the responsibility of representing classes of Owners, the benefits of a class recovery like this Judgment would not be possible for Owners. Perry Cline took Defendants all the way through trial and multiple appeals in this case. I understand, from reviewing the Opinion of the Court in this case, that Mr. Cline

rejected Defendants' attempt to pay him his damages and end the case on behalf of the Class. He put the interests of me and the Class ahead of himself even after the Defendants offered to pay him all he was owed. If he had taken their offer, I may have received nothing. By devoting substantial time and effort to this case for over five years, Mr. Cline performed an extraordinary service for myself and the Class, and I believe he should receive the requested case contribution award to compensate him for his efforts.

8. Fourth, I support the reimbursement of the requested Litigation Expenses of Class Counsel, not to exceed \$850,000.00. I believe this amount is fair and reasonable and should be awarded as Class Counsel has litigated this case since 2017 without any compensation and, as I said above, myself and most Class members would not pursue this type of case if they had to pay costs and expenses on their own.

9. Lastly, I support the requested \$650,000.00 in Judgment Administration, Notice, and Distribution Costs so that the administrator and supporting experts who perform work to administer and distribute the Judgment Fund to the Class can be compensated for their efforts.

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

Executed on January 17<sup>th</sup>, 2023.

*Paula McClintock Co Trustee of Betty C Woodruff Trust*  
Paula McClintock Co-Trustee of the  
Betty C. Woodruff Trust