

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

MARK STEPHEN STRACK, SOLE SUCCESSOR TRUSTEE)
 OF THE PATRICIA ANN STRACK REVOCABLE TRUST DTD)
 2/15/99 AND THE BILLY JOE STRACK REVOCABLE TRUST)
 DTD 2/15/99, AND)
 DANIELA A. RENNER, SOLE SUCCESSOR TRUSTEE)
 OF THE PAUL ARIOLA LIVING TRUST AND THE)
 HAZEL ARIOLA LIVING TRUST,)
)
 FOR THEMSELVES AND ALL OTHERS)
 SIMILARLY SITUATED,)
)
 PLAINTIFFS,)
)
 VS.)
)
 CONTINENTAL RESOURCES, INC.,)
)
 DEFENDANT.)

BLAINE COUNTY, OKLAHOMA
FILED
 APR - 3 2018
 CHRISTY MATLI, CT. CLERK
 BY _____
 DEPUTY

CASE No. CJ-10-75
 (JUDGE HLADIK)

**ORDER ON JOINT MOTION FOR
CERTIFICATION OF SETTLEMENT CLASS**

This matter came on for hearing on the 3rd day of April, 2018, on the joint motion filed by Plaintiffs and Defendant, requesting preliminary certification of this matter as a class action, for settlement purposes pursuant to 12 Okla. Stat. §2023.¹ Based upon the Findings set forth below, **for settlement purposes only**, the Court hereby certifies the following Class of royalty owners for class action treatment, pursuant to 12 Okla. Stat. §2023(B)(3) and (C)(6)(b):

All non-excluded persons or entities who are or were royalty owners in Oklahoma wells that had oil or natural gas production at any time during the period from and after July 1, 1993, and prior to February 1, 2018, where Continental Resources, Inc., or any affiliate of Continental Resources, Inc. (collectively "Continental Resources, Inc."), is or was the operator and/or working interest owner/lessee under oil and gas leases, or

¹The Court hereby incorporates the terms and definitions adopted by Plaintiffs and Defendant as set forth in the Settlement Agreement filed with the Court as though restated herein.

under forced pooling orders. The Class Claims relate only to payment for hydrocarbons produced from the wells and only to the extent of Continental Resources, Inc.'s working interest ownership in the Class Wells. The Class does not include overriding royalty owners or other owners who derive their interest solely through an oil and gas lessee.

The persons or entities excluded from the Class are: (1) agencies, departments or instrumentalities of the United States of America and the State of Oklahoma, except the Commissioners of the Land Office (which is included in the Class), (2) publicly traded oil and gas exploration companies and their affiliates, and (3) any other person or entity Plaintiffs' counsel is, or may be prohibited from representing under Rule 1.7 of the Oklahoma Rules of Professional conduct.

Sub-Class 1 (Claim Period 1):

All persons or entities who are Class Members during Claim Period 1.

Sub-Class 2 (Claim Period 2):

All persons or entities who are Class Members during Claim Period 2 and entitled to a Sub-Class 2 Payment as determined pursuant to paragraph 3.4 of the Settlement Agreement,

(hereinafter "Settlement Class" or "Class", including "Sub-Class 1" and "Sub-Class 2").

Based upon the pleadings, evidence and arguments presented to the Court, and having been fully advised on the matter, the Court makes the following Findings. The following Findings are not as to the merits of the claims and defenses; rather, the Findings represent the Court's determination that the requisites for proceeding as a class action, for settlement purposes only, pursuant to applicable Oklahoma law have been satisfied at this stage of the proceedings. The Findings are expressly conditioned upon, and subject to, final approval of the settlement as set forth in the Settlement Agreement filed by the Parties. If, for any reason, the settlement set forth in the Settlement Agreement between the Parties is not finally approved according to its terms, all of the Findings set forth herein shall be deemed withdrawn, shall have no further force or effect, and shall not be used for any purpose whatsoever. Nothing in this Order shall give rise

to any collateral estoppel effect regarding the requirements for class certification in any other proceeding in which any Party to this litigation is a party.

FINDINGS

1. The capitalized terms utilized herein shall have the same meaning as those terms are used in the Settlement Agreement unless expressly stated otherwise herein. Furthermore, the provisions of the Settlement Agreement are incorporated herein.

2. Plaintiff Mark Stephen Strack is Sole Successor Trustee of the Patricia Ann Strack Revocable Trust dated 2/15/99 and the Billy Joe Strack Revocable Trust dated 2/15/99 (collectively the "Strack Trusts").

3. Plaintiff Daniela A. Renner is the Sole Successor Trustee of the Paul Ariola Living Trust and the Hazel Ariola Living Trust (collectively the "Ariola Trusts").

4. The Strack Trusts and Ariola Trusts (collectively the "Trusts") are owners of oil, gas and other minerals underlying portions of Blaine County, Oklahoma ("Trusts Minerals").

5. The Trusts Minerals are, or were, subject to oil and gas leases between the Trusts and Defendant, Continental Resources, Inc. ("Continental") (or Continental is or was the assignee of the leases), with said mineral interests being included in governmentally sanctioned drilling and spacing units.

6. Continental, as operator and/or a working interest owner, drilled, completed and/or produced wells on such units, and paid royalties to the Trusts.

7. The remaining Class Members own or have owned oil, gas and other minerals underlying tracts of land in Oklahoma which are/were subject to various oil and gas leases and/or pooling orders of the Oklahoma Corporation Commission pursuant to which Continental is/was a working interest owner in oil and gas wells, and/or operated oil and gas wells within units which

encompass such minerals.

8. The Plaintiff Trusts and Continental have advised this Court they have reached a settlement of the Class Action Litigation and have previously filed, or will be simultaneously filing, the Settlement Agreement with the Court. The Trusts and Continental jointly seek this Court's certification of this matter as a class action for settlement purposes only.

9. The Settlement Class cover a time period of approximately twenty-five (25) years and consists of more than 1,600 Class Wells and approximately 32,000 past and present royalty interest owners.

10. The Court finds certification of the Settlement Class is proper, for purposes of settlement only, under 12 O.S. §2023(a) and (b)(3) because:

12 O.S. §2023(a):

- (1) The Settlement Class is so numerous that joinder of all members is impracticable;
- (2) There are questions of law and fact common to the Settlement Class;
- (3) The claims or defenses of the Trusts are typical of the claims or defenses of the Settlement Class; and
- (4) The Class Representatives and Class Counsel (as herein appointed) will fairly and adequately protect the interests of the Settlement Class; and

12 O.S. §2023(b)(3):

- (1) The questions of law or fact common to the members of the Settlement Class predominate over any questions affecting only individual members; and
- (2) A class action is superior to other available methods for the fair and efficient adjudication of this controversy in the manner proposed in the Settlement Agreement.

11. In determining whether the requirements of Section 2023 have been satisfied for purposes of certifying a class for settlement purposes, the Court has taken into account the fact of settlement and its impact upon the elements required for certification of the Settlement Class.

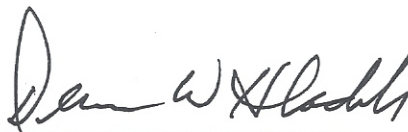
Among other impacts of settlement, the Court need not inquire whether the case, if tried, would present intractable case management problems since the result of settlement is there will be no trial.

IT IS THEREFORE ORDERED, ADJUDGED and DECREED, the joint motion requesting certification of this matter, for settlement purposes only, is **GRANTED**. The settlement of this action, shall henceforth be effectuated as a certified settlement class action as defined above related to the Class Claims (as set forth in the Settlement Agreement).

FURTHER, the Court hereby appoints Plaintiffs, Mark Stephen Strack as Sole Successor Trustee, Trustee of the Patricia Ann Strack Revocable Trust dated 2/15/99 and the Billy Joe Strack Revocable Trust dated 2/15/99, and Daniela A. Renner, Sole Trustee of the Paul Ariola Living Trust and the Hazel Ariola Living Trust, to serve as the Class Representatives of the above describe Settlement Class.

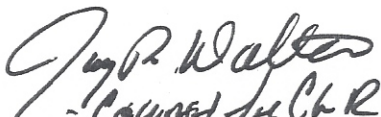
FURTHER, the Court hereby appoints Douglas E. Burns and Terry L. Stowers of Burns & Stowers, P.C. and Kerry W. Caywood and Angela Caywood Jones of Park, Nelson, Caywood, Jones LLP., as Class Counsel to represent and act on behalf of the above described Settlement Class.

Done and Ordered this 3rd day of April, 2018.


The Honorable Dennis Hladik

Approved for entry:


Class Counsel


- Counsel for Chr R