

**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
F I L E D
 APR - 3 2018
 CHRISTY MATLI, CT. CLERK
 BY _____
 DEPUTY

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

**ORDER PRELIMINARILY APPROVING SETTLEMENT,
 ORDER PRELIMINARILY APPROVING CLASS COUNSEL'S
 MOTION FOR ATTORNEYS' FEES AND EXPENSES, AND
 SETTING DATE FOR FAIRNESS HEARING**

This matter came on for hearing on the 3rd day of April, 2018, on the joint motion for preliminary approval of the settlement between Plaintiffs and Continental Resources, Inc. ("Continental"), and setting the date for Settlement Fairness Hearing (hereinafter "Joint Motion"), as well as Class Counsel's Motion for Attorneys' Fees and Expenses, previously filed herein.¹ The Court, after reviewing the pleadings on file herein, hearing arguments of counsel and being sufficiently advised in order to make a preliminary determination, finds the motions should be, and are hereby, preliminarily granted.

THEREFORE, THE COURT FINDS AND ORDERS AS FOLLOWS:

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 Compromise and Settlement Agreement are incorporated herein.

1. The Settlement Agreement between Class Representatives and Continental appears to the Court to be fair, reasonable and adequate to the Settlement Class, and should be preliminarily approved by the Court.

2. Class Counsel's motion for: (a) an award of an attorneys' fee of 40% of the Gross Settlement Payments; (b) a Class Representatives award (sometimes called a "Case Contribution Award") of \$100,000.00 to each of the four (4) Plaintiff trusts (*i.e.*, a total award of \$400,000.00); and (c) expert and consultant fees, litigation expenses and Administrative Expenses, including the fees and expenses of the Settlement Administrator, in an amount not to exceed \$1,000,000.00, ("Attorneys' Fees and Expenses") appears to the Court to be fair and reasonable and should be preliminarily approved by the Court.

3. The Court further finds a Fairness Hearing should be held before the Court on the **11th day of June, 2018 at 9:00 a.m., at Garfield County Courthouse in Enid, Oklahoma,**² at which hearing Class Representatives, Class Counsel and Continental will present evidence and arguments in support of final approval of the Settlement Agreement, and Class Counsel will also present evidence and arguments in support of their requested award of Attorneys' Fees and Expenses, and the Court may:

- (a) consider and make further findings as to whether Class Members have been afforded due process notice of the Class Action Settlement and of the Fairness Hearing;
- (b) consider any proper and timely filed Opt-outs, and any proper and timely filed comments and objections to the proposed settlement and/or objections to Class Counsel's requests for an award of Attorneys' Fees and Expenses;
- (c) consider and make further findings concerning whether the Settlement Agreement is fair, reasonable and adequate to the Settlement Class and whether it should therefore be finally approved by the Court;
- (d) consider and make findings concerning whether Class Counsel's request for an

² The Honorable Dennis Hladik's (the District Judge assigned to this case) normal duty station is in the Garfield County Courthouse in Enid, Oklahoma, rather than in the Blaine County Courthouse in Watonga, Oklahoma where the case is filed. Further, the Court has reserved a second date, should it be needed, of June 14, 2018 at 9:00 a.m.

award of Attorneys' Fees and Expenses represents fair and reasonable Attorneys' Fees and Expenses to be awarded from the common fund (*i.e.*, the Gross Settlement Payments) in this case; and

- (e) consider any other matters properly brought before the Court concerning the Class Action Litigation and the proposed settlement between Plaintiffs and Continental.

4. Each person who wishes to Opt-out of the Settlement Class or appear at the Fairness Hearing, either in person or through separate counsel, to challenge the fairness, reasonableness or adequacy of the Settlement Agreement, or any provision thereof, or the amount of Class Counsel's requested award of Attorneys' Fees and Expenses, shall be subject to the following guidelines and requirements:

- i. **Opt-out of the Settlement Class:** Each Class Member who wishes to be excluded from the Settlement Class must submit a written request for exclusion which complies with the provisions of the Notice of Class Action Settlement provided for in the Order on Plan of Notice, or be bound by the Judgment and all other orders entered by the Court;
- ii. **Written Comments on the Settlement:** Each Class Member who remains a member of the Settlement Class may submit written comments concerning the Settlement and/or Class Counsel's request for an award of Attorney's Fees and Expenses which complies with the provisions of the Notice of Class Action Settlement provided for in the Order on Plan of Notice (hereinafter "**Written Comments**");
- iii. **Objection to Settlement:** Each Class Member who remains a member of the Settlement Class may object to the fairness of the Settlement by: (1) submitting a written objection to the Settlement which complies with the provisions of the Notice of Class Action Settlement provided for in the Order on Plan of Notice, and (2) appearing in-person or through counsel at the Fairness Hearing to present the objections and allow the Court to fully examine the basis, strength and veracity of the objection (hereinafter "**Objection**" and "**Objector**"). The Objector may retain independent counsel to represent him/her at the Settlement Fairness Hearing; however, failure of a Class Member to submit a proper Objection may result in the "Objection" being treated as a "Written Comment" pursuant to sub-paragraph (ii);
- iv. **Objection to Attorney's Fees and Expenses:** Each Class Member who remains a member of the Settlement Class may object to the request for an award of Attorney's Fees and Expenses by: (1) submitting written objection to Class Counsel's request for an award of Attorney's Fees and Expenses which complies with the provisions of the Notice of Proposed Class Action Settlement provided for in the Order on Plan of Notice, and (2) appearing in-person or through counsel at the Fairness Hearing to present the objections and allow the Court to fully examine the basis, strength and veracity of the objection (hereinafter "**Objection**" and

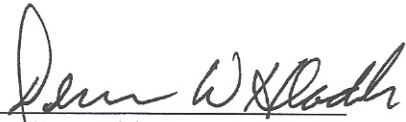
“**Objector**”). The Objector may retain independent counsel to represent him/her at the Fairness Hearing; however, failure of a Class Member to submit a proper Objection may result in the “Objection” being treated as a “Written Comment” pursuant to sub-paragraph (ii);

- v. **Failure to Comply with Procedure:** The Court will review and consider all properly submitted Written Comments and Objections; however, a Class Member who fails to follow the procedure for submitting an Objection to the Settlement and/or requested Attorney’s Fees and Expenses as set forth in the Notice and in sub-paragraphs (iii) and (iv) herein shall not be permitted to raise or pursue an Objection at the Fairness Hearing or on appeal, and such failure will constitute a waiver of any Objection to the Settlement and/or award of Attorney’s Fees and Expenses; and
- vi. **Supersedes Bond and Severance of Claims:** If the Court denies the Objection of an Objector and finds the Settlement and/or award of Attorneys’ Fees and Expenses fair and reasonable for the remainder of the non-objecting Class Members, the Court may require the Objector to post a supersedes bond to cover the appellate risk, cost, and delay to the rest of non-objecting Class Members, with the amount of the bond being in an amount determined sufficient by the Court. Further, if the Objector objects only to award of Attorneys’ Fees and Expenses, the Court may sever the Objector’s claim from the rest of the Class Members not objecting to the award of Attorney’s Fees and Expenses.


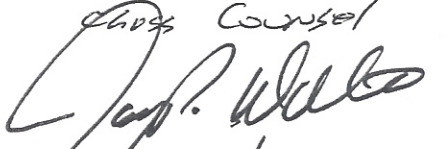
5. All Class Members wishing to Opt-out of the Settlement Class, or wishing to file a Written Comment or raise an Objection to the fairness, reasonableness or adequacy of the Settlement Agreement, or any provision thereof, or the amount of Class Counsel’s requested award of Attorneys’ Fees and Expenses, must file their Opt-out, Written Comment or Objection with the Court Clerk of Blaine County, Oklahoma and mail a copy to Class Counsel and Continental’s Counsel, on or before **May 17, 2018** (“**Opt-out/Objection Deadline**”).

6. The Court further finds an Objector who fails to strictly follow the procedure for objecting to the Settlement Agreement, or request for Attorneys’ Fees and Expenses, as set forth in the Notice of Proposed Class Action Settlement attached to the Order of Plan of Notice entered by the Court shall not be permitted to raise or pursue an Objection at the Fairness Hearing, and such failure shall constitute waiver of any Objection to the Settlement Agreement or request for Attorneys’ Fees and Expenses.

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


The Honorable Dennis Hladik

Approved for entry:


Joseph G. Brown
State Counsel

Joseph W. White
Circuit Court Clerk