

**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

JUL 13 2018

CHRISTY MATLI, CT. CLERK
BY Christy Matli
DEPUTY

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

**JUDGMENT AND ORDER APPROVING LITIGATION EXPENSES
AND ADMINISTRATIVE COSTS**

This matter came on for hearing on the 11th day of June, 2018, on Class Representatives' and Class Counsels'¹ "Motion For Attorneys' Fees, Litigation Costs And A Class Representatives Award From The Common Fund" (the "Motion")² in the above-styled Class Action Litigation. All Parties were present and represented by counsel. The Court, having conducted an evidentiary hearing on June 11, 2018; having taken the matter under advisement; having considered all of the evidence presented, the filed declarations, the arguments of counsel, and all other related filings related to the Motion, and having given due consideration and evidentiary value, if any, to such materials; having entered a Minute Order on June 19, 2018, which is incorporated herein by

¹ Capitalized terms used herein shall have the same meaning as defined in the Settlement Agreement.

² This Journal Entry relates only to that portion of the Motion seeking reimbursement of litigation and administrative expenses; the remaining portion of the Motion shall be addressed in a separate Journal Entry.

reference; and having being fully advised in the premises, **FINDS, ORDERS, AND ADJUDGES** as follows:

Findings of Fact - Notice

1. A detailed recitation of the Notice Campaign is set forth in the “Declaration of Douglas E. Burns and Terry L. Stowers on Behalf of Class Counsel” (the “B&S Declaration”), p. 16-20, ¶36-44, which the Court incorporates herein by reference as though fully restated, and adopts said paragraphs as the Court’s findings of fact.

Conclusions of Law - Notice

2. The Court finds that notice of Class Counsel's intent to seek an award of litigation expenses and administrative costs was given to members of the Settlement Class as required by law.

3. Specifically, notice of this hearing was properly mailed by Class Counsel and the Settlement Administrator to Settlement Class Members with known valid mailing addresses and was published as required by this Court’s Order on Plan of Notice (*see* Affidavits of Publication and Affidavit of Markham Sherwood concerning notice, previously filed with the Court). The Court previously approved such notice and now finds, orders, and adjudges the notice to the Settlement Class of this hearing was proper and sufficient under 12 O.S. § 2023, the Due Process Clause of the United States Constitution, and the Due Process Clause of the Constitution of the State of Oklahoma, and the members of the Settlement Class have been afforded a reasonable opportunity to object to the Motion.

Findings of Fact

4. A Summary of the Settlement and Litigation is set forth in the B&S Declaration, p. 1-15, ¶1-35; p. 20-29, ¶45-71, which the Court incorporates herein by reference as though fully restated, and adopts said paragraphs as the Court's findings of fact herein.

5. The Court approved the Settlement as adequate, fair and reasonable prior to conducting the hearing on the instant Motion.

6. No objections to the Motion were received as to the reimbursement of litigation and administrative expenses paid, or to be paid, by Class Counsel; accordingly, this Journal Entry relates only as to that portion of the Motion seeking reimbursement of litigation and administrative expenses (the remaining portion of the Motion shall be addressed in a separate Journal Entry).

7. Detail of Class Counsels' litigation and administrative expense reimbursement request is set forth in the B&S Declaration, p. 63-66, ¶130-132, which the Court incorporates herein by reference as though fully restated, and adopts said paragraphs as the Court's findings of fact.

8. In summary, Class Counsel is seeking an order from the Court, pursuant to 12 O.S. §2023(G) and relevant common law, for reimbursement of expert and consultant fees, litigation expenses and Administrative Expenses, including the fees and expenses of the Settlement Administrator, in an amount not to exceed \$750,000.00 (the original Motion sought, and Notice to the Class Members sought a recovery up to \$1,000,000.00; that amount sought was reduced to \$750,000.000 pursuant to the request of Class Counsel).

Conclusions of Law

9. The Court hereby finds Class Counsel's request to be fair and reasonable, and awards expert and consultant fees, litigation expenses and administrative expenses, including the fees and expenses of the settlement administrator, in an amount up to \$750,000.00.

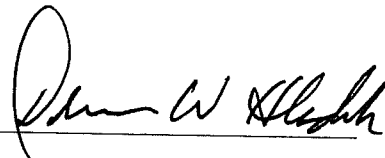
IT IS THEREFORE ORDERED, ADJUDGED AND DECREED, that pursuant to ¶3.1(i) of the Settlement Agreement, Defendant Continental Resources, Inc. is directed to wire transfer \$750,000.00 from the Common Fund (*i.e.*, the Sub-Class 1 Payment) to a designated and segregated client trust account to be established and maintained by Burns & Stowers, P.C.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED, that Class Counsel may immediately withdraw \$381,408.03 as reimbursement of current out-of-pocket expenses, which are hereby approved by the Court. The remaining \$368,591.97 (\$750,000.00 – current \$381,408.03) shall be considered the “Administrative Expense Reserve”.

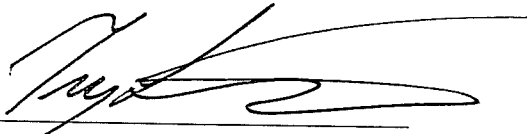
IT IS FURTHER ORDERED, ADJUDGED AND DECREED, that Class Counsel may make periodic withdrawals from the Administrative Expense Reserve for reimbursement of future Administrative Expenses, including fees of the Settlement Administrator and other experts, as they are incurred, and at the conclusion of the administration of the Settlement, Class Counsel shall provide an accounting to the Court of all reimbursements withdrawn from the Administrative Expense Reserve. To the extent any of the Administrative Expense Reserve remains unused, it will be treated as Residual Settlement Funds, subject to further order of the Court as to its use and/or distribution (*i.e.*, a *cypres* distribution).

AND FINALLY, the Court expressly finds and determines there is no just reason to delay the finality of this Judgment and, pursuant to 12 O.S. § 994 (A), the Court expressly directs the filing of this Judgment as a Final Judgment.

IT IS SO ORDERED this 12 day of July, 2018.


The Honorable Dennis Hladik

Approved as to Form:


Class Counsel

Attorney for Continental Resources, Inc.

CERTIFICATE OF SERVICE BY COURT CLERK

I hereby certify that on or before the 13th day of July, 2018, a Certified Copy of the foregoing was mailed, postage pre-paid, to:

Douglas E. Burns
Terry L. Stowers
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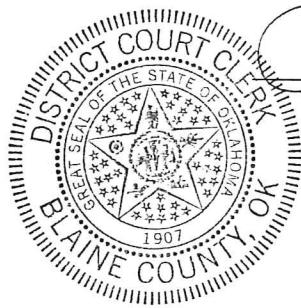
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323 W. Broadway Avenue
Enid, Oklahoma 73701

CHRISTY MATLI, COURT CLERK



Christy Matli

Court Clerk Deputy

State of Oklahoma
Blaine County _____ ss _____ IN THE DISTRICT COURT
I, CHRISTY MATLI, Dist. Court Clerk of Blaine County, Okla.,
hereby certify that the foregoing is a true, correct and complete
copy of the instrument herewith set out as appears of record
in the above named Court of the Court Clerk's Office at Blaine



County, Okla. this 13 day of July, 2018
(SEAL) _____
By *Katy Melle*
CHRISTY MATLI, COURT CLERK
Deputy Court Clerk