

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

MARK STEPHEN STRACK, ET.AL

FOR THEMSELVES AND ALL OTHERS
SIMILARLY SITUATED,

PLAINTIFFS,

VS.

CONTINENTAL RESOURCES, INC.,

DEFENDANTS.

BLAINE COUNTY, OKLAHOMA

FILED

JUL 20 2021

CHRISTY MATLI, CT. CLERK

BY  DEPUTY

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

Order Approving the Settlement Term Sheet

This matter comes before the Court on the Joint Motion of Class Counsel, Class Representatives, and Objectors Daniel McClure and Kelly McClure Callant (collectively "McClure"), to Approve the Settlement Term Sheet attached hereto as Exhibit "A". Having reviewed said Motion and the provisions of the Settlement Term Sheet, the Court grants such motion and finds as follows:

1. On April 3, 2018, Class Counsel filed a motion requesting an award of attorneys' fees and Class Representatives' fees from the common fund created from the settlement of the above styled class action ("Fee Motion").

2. McClure filed objections to the Fee Motion ("Objections"). The objection of Daniel McClure, who pursued his objection through appeal as set forth below, was filed May 21, 2018, then amended and supplemented on June 11, 2018..

3. On June 11, 2018, the Court held an evidentiary hearing on the Fee Motion and McClure's Objections.

4. On June 20, 2018, the Court entered a Minute Order overruling McClure's

Objections and granting Class Counsel's Fee Motion, which was further memorialized by a Judgment entered on July 13, 2018 ("Judgment").

5. Daniel McClure appealed the Judgment and on April 20, 2021, the Oklahoma Supreme Court issued its Opinion Reversing the Judgment and remanding it to this Court for further proceedings consistent with the Opinion. Additionally, the Court awarded Daniel McClure's appeal-related costs in the amount of \$1,975.00, and granted his motion for appeal-related attorney fees in an amount to be determined on remand.

6. On June 22, 2021, Class Counsel, Class Representatives, McClure and Daniel McClure's attorney, Harvey Ellis, participated in a mediation with former Oklahoma Supreme Court Justice, Daniel Boudreau serving as the mediator ("Mediation").

7. As a result of the Mediation, the parties reached an agreement to resolve McClure's Objections to the attorney fee award to Class Counsel and incentive fee award to Class Representatives. Additionally, the agreement addresses the Supreme Court's awards to Daniel McClure of appeal-related attorney fees and costs. A copy of the Settlement Term Sheet is attached hereto as Exhibit "A".

8. Pursuant to ¶3 of such Settlement Term Sheet, Daniel McClure has submitted as an attachment to the Joint Motion to Approve Settlement Term Sheet his Declaration supporting a determination of the total amount of the Supreme Court's award of appeal-related attorney fees and costs.

IT IS HEREBY ORDERED that the Settlement Term Sheet attached as Exhibit "A" is approved. Given the Court's approval of the Settlement Term Sheet, Class Counsel shall within fifteen (15) days from the filing date of this Order submit and file pursuant to ¶¶1, 2, and 5(a) thereof a supplemental declaration to their pending motion for attorneys' fees and an incentive

fee award to the Class Representatives. Such supplemental declaration shall conform to the terms of the Settlement Term Sheet, and:

- (1) will reduce the requested fee award to \$17,150,171.40 (excluding interest that may be included thereon pursuant to paragraph 4 of the Settlement Term Sheet);
- (2) will request this Court to express the Court's review and calculations both as a percentage of fund and lodestar times a multiplier, and
- (3) will not seek an award exceeding 28% of the Sub-Class 1 and Sub-Class 2 Settlement Fund and will not seek an award that exceeds a multiplier of 1.8 times a lodestar of \$9,527,873.00 (for purpose of this limitation, interest that may be awarded to Class Counsel pursuant to paragraph 4 of the Settlement term Sheet shall be excluded from the calculations).

IT IS FURTHER ORDERED that \$231,975.00 is the sum of a reasonable attorney's fee and the costs previously awarded by the Supreme Court to Daniel McClure, and such amount is hereby awarded to Daniel McClure for his prosecution of the appeal which conferred a benefit on the entire Class, with said amount to be paid from the portion of the Fee Trust which this Court subsequently orders to be transferred to the Residual Fund for the benefit of the Class, as set forth in the Settlement Term Sheet.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, subject to the conditions set forth in the Settlement Term Sheet approved by this Order, and subject to the other terms of this Order including its conditions set forth below:

- (1) Daniel McClure and Kelly McClure Callant have waived their opposition to the pending motion for Class Counsel's award of attorney fees to Class Counsel and incentive fees to Class Representatives, as modified by the Supplemental Declaration and reduced requests to be filed by Class Counsel pursuant to the Settlement Term Sheet and this Order;
- (2) Daniel McClure and Kelly McClure Callant have withdrawn their prior objections to Class Counsel's motion for an award of attorney fees to Class Counsel and incentive fees to Class Representatives, plus interest that may be awarded pursuant to paragraph 4 of the Settlement Term Sheet; and
- (3) Daniel McClure and Kelly McClure Callant have waived their respective rights to object to the trial court's disposition of the pending motion for Class Counsel's award of attorney fees to Class Counsel and incentive fees to Class Representatives, as modified by the Supplemental Declaration, or to appeal therefrom.

Provided, however, this adjudication is subject to the conditions that this Court's subsequent final disposition of the fee requests for Class Counsel attorney fees and Class Representative incentive fees provides for:

- (i) an award of attorney fees to Class Counsel that does not exceed \$17,150,171.40 (excluding interest that may be included thereon pursuant to paragraph 4 of the Settlement Term Sheet), or exceed 28% of the Sub-Class 1 and Sub-Class 2 Settlement Fund (excluding interest that may be included thereon pursuant to paragraph 4 of the Settlement Term Sheet from the calculation), or exceed a multiplier of 2 times the lodestar as determined by this Court; and
- (ii) an incentive fee to Class Representatives that does not exceed \$30,000.00 for each of the two individuals, Mark Strack and Daniella Renner, in their capacities as trustees of the four trusts which are named plaintiffs (these amounts exclude interest that may be included thereon pursuant to paragraph 4 of the Settlement Term Sheet).

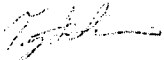
If this Court's final disposition of the fee requests for Class Counsel attorney fees and Class Representative incentive fees fails with respect to either of these conditions in any respect, then Daniel McClure and Kelly McClure Callant shall not be subject to the provisions contained in paragraphs (1), (2), and (3) above, and further shall have been deemed to have objected to the revised fee awards, and shall have the right to appeal from such fee awards.

Done and Ordered this 20 day of JULY, 2021.


The Honorable Dennis Hladik

Approved:

Class Counsel (for themselves and Class Representatives)

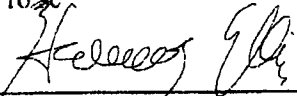


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Attorney for Daniel M. McClure

Exhibit "A"

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

MARK STEPHEN STRACK, ET AL.)
)
FOR THEMSELVES AND ALL OTHERS)
SIMILARLY SITUATED,)
)
PLAINTIFFS,)
)
VS.) CASE NO. CJ-10-75
)
CONTINENTAL RESOURCES, INC.,)
)
DEFENDANT.)

SETTLEMENT TERM SHEET

Class Counsel and the Class Representatives, on the one hand, and Daniel McClure and Kelly McClure Callant (collectively "McClure"), on the other hand, after having engaged in a successful mediation with the Honorable Daniel Boudreau, agree to resolve McClure's objections to Class Counsel's requested award of an attorneys' fee and Class Representatives' fees from the Sub-Class 1 and Sub-Class 2 common fund resulting from the settlement of the above styled litigation upon the following terms and conditions contained in this Settlement Term Sheet ("Settlement Term Sheet"):

1. Class Counsel sought a 40% fee based upon the Sub-Class 1 and Sub-Class 2 Settlement Fund and previously gave notice of said request to the Class Members. The Parties agree and stipulate, as a result of the Supreme Court's reversal of the trial court's previous award of attorneys' fees to Class Counsel of \$24,500,094.36 based on a Settlement Fund of \$61,250,612, and the referenced mediation: (1) Class Counsel agree to reduce their requested fee award to \$17,150,171.40 (excluding interest that may be included thereon pursuant to paragraph 4 herein); (2) McClure agrees to withdraw his prior objection and to not further object to or oppose attorneys' fees that do not exceed \$17,150,171.40 (excluding interest that may be included thereon pursuant to paragraph 4 herein), and not to appeal any award that does not exceed said amount, plus interest that may be awarded pursuant to paragraph 4 herein, subject to the conditions below. The Parties will prepare and file a simple Motion with the trial court, attaching this Settlement Term Sheet to said Motion, requesting the trial court's approval of the terms of the Settlement Term Sheet. Upon the trial court's approval of this Settlement Term Sheet, Class Counsel will file a supplemental declaration ("Supplemental Declaration") to their pending motion for approval of the attorneys' fees updating their request to be consistent with this Settlement Term Sheet and further request therein that the trial court's order reflect his review, consideration and analysis of the 13 factors set forth in 12 O.S. §2023(G)(4)(e), as well as his review, consideration and analysis of both the percentage of fund and lodestar methods of calculations. Class Counsel will request therein that the trial court order should express the court's review and calculations regarding both the percentage of fund and lodestar times a

multiplier methods. Class Counsel agree and stipulate that, in their Supplemental Declaration, they will not seek an award that exceeds 28% of the Sub-Class 1 and Sub-Class 2 Settlement Fund and will not seek an award that exceeds a multiplier of 1.8 times a lodestar of \$9,527,873 (for purposes of this limitation, interest that may be awarded to Class Counsel pursuant to paragraph 4 herein shall be excluded from the calculations).

2. Class Counsel sought an award for the Class Representatives of \$400,000 and previously gave notice of said request to the Class Members. The Parties agree and stipulate as a result of the Supreme Court's reversal of the previous award to the Class Representatives of \$400,000 and the referenced mediation: (1) Class Representatives and Class Counsel agree to reduce the requested Class Representatives' incentive fee award to \$30,000.00 (excluding interest that may be included thereon pursuant to paragraph 4 herein) for each of the two individuals, Mark Strack and Daniella Renner, in their capacities as trustees of the four trusts which are named plaintiffs; (2) McClure agrees to withdraw his prior objection and to not further object to or oppose incentive fees to each of the two individuals that do not exceed \$30,000.00 each (excluding interest that may be included thereon pursuant to paragraph 4 herein) and not to appeal any award that does not exceed said amount plus interest that may be awarded pursuant to paragraph 4 herein. The Parties will prepare and file a simple Motion with the trial court, attaching this Settlement Term Sheet to said Motion, requesting the trial court's approval of this agreement and stipulation. Upon the trial court's approval of this Settlement Term Sheet, Class Counsel will file their Supplemental Declaration to their motion for approval of incentive fees updating their request by including the time expended by the Class Representatives and to be consistent with this Settlement Term Sheet.
3. Pursuant to the Oklahoma Supreme Court's Order dated June 7, 2021, Daniel McClure was "*awarded attorney fees for those fees he has actually incurred to prosecute this matter for the benefit of the entire class.*" As a result of the Oklahoma Supreme Court's Order, the Parties further stipulate that \$231,975.00 will compensate Daniel McClure for the attorney's fees and costs he actually incurred for the benefit of the Class and that Class Counsel and Class Representatives do not oppose said request. The Parties will prepare and file a simple Motion with the trial court, attaching this Settlement Term Sheet and a statement by Mr. McClure supporting said amount of fees and expenses. Upon the trial court's approval of this Settlement Term Sheet, Daniel McClure's fees shall be awarded from the benefits conferred upon the Class as a result of the reduced fees set forth in stipulations 1 and 2 above, and paid from the portion of the Settlement Funds that have been held by Class Counsel in trust accounts for fees as previously awarded by the trial court before the appeal that resulted in the Supreme Court's opinion and reversal. If the trial court awards less than the stipulated amount, Daniel McClure reserves his right to appeal such fee award order.
4. Class Counsel represents that the current amount of the Settlement Funds being held in trust by Class Counsel related to the previous awards of attorneys' fees and Class Representatives' incentive awards is \$24,900,094.36 plus accrued interest of \$836,771.93 (as of 5/31/2021) for a total of \$25,336,866.29 (as of 5/31/2021) (the "Fee Trust"). The Parties agree and stipulate, subject to the approval of the trial court, that the interest accrued on the Fee Trust will be earned and prorated as between Class Counsel, Class Representatives and the Class based upon the final award of fees by the trial court to Class Counsel and the Class Representatives, and the portion of the Fee Trust corpus ordered by the trial court to be transferred from the Fee

Trust to the Residual Fund, which is currently held by Class Counsel for the benefit of the Class and subject to further order of the trial court as to its distribution and disposition. Subsequent to the transfer of the balance of the Fee Trust not ultimately awarded to Class Counsel and the Class Representatives to the Residual Fund (the "Returned Funds"), Class Counsel shall request the trial court approve a reasonable plan of action for the distribution of the Returned Funds to the Class Members.

5. On remand from the Supreme Court, if the trial court fails to approve the terms of this Settlement Term Sheet, the agreement incorporated herein shall be null and void and have no further effect. However, if the trial court approves the terms of this Settlement Term Sheet:

(a) Class Counsel shall file their Supplemental Declaration that conforms to the terms set forth in this Settlement Term Sheet and shall reduce the amounts of their fee requests, for themselves and Class Representatives, accordingly; and

(b) Daniel McClure and Kelly McClure Callant, subject to the conditions stated herein: (1) will not oppose the pending motion for Class Counsel's award of attorney fees to Class Counsel and incentive fees to Class Representatives, as modified by the Supplemental Declaration and reduced requests; (2) will be deemed to have withdrawn their prior objections to Class Counsel's motion for an award of attorney fees to Class Counsel and incentive fees to Class Representatives, plus interest that may be awarded pursuant to paragraph 4 herein; and (3) will be deemed to have waived their respective rights to object to the trial court's disposition of the pending motion for Class Counsel's award of attorney fees to Class Counsel and incentive fees to Class Representatives, as modified by the Supplemental Declaration, or to appeal therefrom.

Provided, however, that the provisions of this subparagraph (b) are subject to the condition that trial court's disposition of the fee requests for Class Counsel attorney fees and Class Representative incentive fees referenced above provides for:

- (i) an award of attorney fees to Class Counsel that does not exceed \$17,150,171.40 (excluding interest that may be included thereon pursuant to paragraph 4 herein), or exceed 28% of the Sub-Class 1 and Sub-Class 2 Settlement Fund (excluding interest that may be included thereon pursuant to paragraph 4 herein from the calculation), or exceed a multiplier of 2 times the lodestar as determined by the trial court; and
- (ii) an incentive fee to Class Representatives that does not exceed \$30,000.00 (excluding interest that may be included thereon pursuant to paragraph 4 herein) for each of the two individuals, Mark Strack and Daniella Renner, in their capacities as trustees of the four trusts which are named plaintiffs; and
- (iii) an award of fees and costs to Daniel McClure pursuant to Paragraph 3 above in an amount of at least the stipulated amount of \$231,975.00.

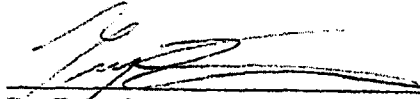
If the condition stated for this subparagraph (b) should fail in any respect, then Daniel McClure and Kelly McClure Callant shall not be subject to any of the commitments stated


therein, and further shall have been deemed to have objected to the revised fee awards, and shall have the right to appeal from such fee awards.

6. The Parties agree to use their best efforts to obtain approval from the trial court of this Settlement Term Sheet.


Agreed to this 22nd day of June, 2021, by:

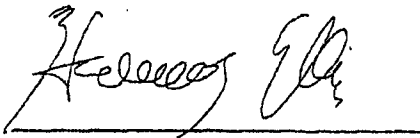
Class Counsel and Class Representatives:


By: Terry Stowers on behalf of
Class Counsel and as Attorney for, and with
the Authority of the Class Representatives



By: Douglas E. Burns on behalf of
Class Counsel and as Attorney for, and with
the Authority of the Class Representatives

Daniel McClure and Kelly McClure Callant:


By: Daniel McClure individually and
with the authority of Kelly McClure Callant


Harvey Ellis
Crowe Dunlevy
Attorney for Daniel McClure

Mediator Approval:


Daniel J. Boudreau