

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

MARK STEPHEN STRACK, 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

AUG - 2 2021

CHRISTY MATLI, CT. CLERK

BY *Christy Matli*
DEPUTY

CASE NO. CJ-10-75

**SUPPLEMENTAL DECLARATION OF DOUGLAS E. BURNS AND
TERRY L. STOWERS ON BEHALF OF CLASS COUNSEL
(Pursuant to the Settlement Term Sheet)**

WHEREAS, Douglas E. Burns and Terry L. Stowers of Burns & Stowers, P.C. ("B&S"), on behalf of Class Counsel, offer the following introductory summary:

i. 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").

ii. On May 2, 2018, Daniel McClure and Kelly McClure Callant (collectively "McClure") filed objections to the Fee Motions ("Objections").

iii. On June 10, 2018, Class Counsel, Douglas E. Burns and Terry L. Stowers, filed a lengthy declaration supporting the settlement of the instant Class Action as well as Class Counsel's

Fee Motion (“B&S Declaration”).

iv. On June 11, 2018, the Court held an evidentiary hearing on the Fee Motion and McClure’s Objections. (“Evidentiary Hearing”).

v. On June 19, 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”).

vi. McClure appealed the Judgment and on April 20, 2021, the Oklahoma Supreme Court issued its Opinion Reversing the Judgment and remanding it back to this Court for further proceedings consistent therewith (“Opinion”).

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

viii. As a result of the Mediation, the parties reached an agreement to resolve McClure’s Objections on the terms set forth in the Settlement Term Sheet (“Settlement Term Sheet”), which the Court approved by Order dated July 20, 2021 (“Order Approving the Settlement Term Sheet”),

ix. The Settlement Term Sheet, and the Order Approving the Settlement Term Sheet, required that B&S supplement the Fee Motion and the B&S Declaration such as to be consistent with the terms of the Settlement Term Sheet.

NOW THEREFORE, Douglas E. Burns and Terry L. Stowers of Burns & Stowers, P.C. (“B&S”), on behalf of Class Counsel, state and declare as follows:

1. We, Douglas E. Burns (“Burns”) and Terry L. Stowers (“Stowers”), partners at B&S, have been heavily involved in this case since 2010. We jointly submit this supplemental

declaration pursuant to the Settlement Term Sheet, the Order Approving the Settlement, and in support of the Fee Motion (“B&S Supplement Declaration”).

2. The statements made herein are made based upon our personal knowledge and information available to us to the best of our recollection, and while we do not believe there are any errors, omissions, incomplete or incorrect statements, to the extent any occur, they are wholly accidental and unintentional.

3. Pursuant to the Settlement Term Sheet, Class Counsel hereby reduce their requested fee to **\$17,150,171.40 (28% of the \$61,250,612.24 Sub-Class 1 and Sub-Class 2 common fund)**, a reduction of \$7,349,923.16 from the original requested fee of 40% or \$24,500,094.56.

4. Pursuant to the Settlement Term Sheet, Class Counsel have stipulated that they will not seek, and hereby declare that they are not seeking: (1) an award that exceeds 28% of the Sub-Class 1 and Sub-Class 2 Settlement Fund, or (2) an award that exceeds a multiplier of 1.8 times a lodestar of \$9,527,873.00 (as set forth and calculated hereinafter). For purposes of this limitation, interest that may be awarded to Class Counsel pursuant to paragraph 4 of the Settlement Term Sheet, as set forth hereinafter, shall be excluded from the calculations.

5. Pursuant to the Settlement Term Sheet, Class Counsel have stipulated that they will request, and do hereby request, *“that the [Court’s] order reflect [the Court’s] review, consideration and analysis of the 13 factors set forth in 12 O.S. §2023(G)(4)(e), as well as [the Court’s] review, consideration and analysis of both the percentage of fund and lodestar methods of calculations. Class Counsel . . . request . . . that the [Court’s] order . . . express the [C]ourt’s review and calculations regarding both the percentage of fund and lodestar times a multiplier methods.”* Settlement Term Sheet, ¶1.

6. Class Counsel have expended, and will continue to expend, substantial time and

resources that have benefitted, and will continue to benefit, the Settlement Class. A recap of the hours expended, including a reasonable estimate of additional hours that will be expended in the future to complete the administration of the Settlement, is summarized herein, as well as a lodestar calculation, as required by Settlement Term Sheet:

Summary of Class Counsel's Detailed Time Records

| Attorney or Paralegal | Title | Total Hours Expended or | | |
|-----------------------|-----------------|--------------------------|----------------------|---------------------------|
| | | Estimated To Be Expended | Approved Hourly Rate | "Lodestar" (Hours X Rate) |
| Douglas E. Burns | Senior Attorney | 3,939.67 | \$875 | \$3,447,211.25 |
| Terry L. Stowers | Senior Attorney | 6,526.28 | \$875 | \$5,710,495.00 |
| Kerry Caywood | Attorney | 243.60 | \$500 | \$121,800.00 |
| Angela Caywood Jones | Attorney | 19.30 | \$500 | \$9,650.00 |
| Pamela Moulton | Paralegal | 652.50 | \$275 | \$179,437.50 |
| Tammie Wheeler | Paralegal | 296.40 | \$200 | \$59,280.00 |
| | | 11,677.75 | | \$9,527,873.75 |

Detailed time records will be submitted for the Court’s *in camera* review. As reflected in the Summary of Time Records, Class Counsel have expended, or will expend, **over 11,677.75 hours**, which have benefitted, and will continue to benefit, the Settlement Class. As further reflected in the Summary of Time Records, **a reasonable lodestar in this case is \$9,527,873.75**, and the reduced requested 28% fee equates to a **1.8 multiplier** of the lodestar, consistent with the Settlement Term Sheet.

7. Pursuant to the Settlement Term Sheet, Class Counsel hereby reduce their requested case contribution award to the Class Representatives “*to \$30,000.00 (excluding interest that may be included thereon pursuant to paragraph 4 [of the Settlement Term Sheet]) for each of the two individuals, Mark Strack and Daniella Renner, in their capacities as trustees of the four trusts which are named plaintiffs.*” Settlement Term Sheet, ¶2.

8. As additional support for the requested Class Representatives’ fees, Class Counsel

have reviewed the time invested in case by the Class Representatives, which has benefitted, and will continue to benefit, the Settlement Class, a summary of which is as follows:

| Trustee of Strack Trusts | Trustee of Ariola Trusts | |
|-------------------------------------|-------------------------------------|--|
| 432.55 | 367.70 | Hours Expended or to be Expended in the Litigation |
| \$367.70 | \$2,979.15 | Class Representatives' Expenses |

Detailed time records of the Class Representatives will be submitted for the Court's *in camera* review.

9. 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"). Pursuant to the Settlement Term Sheet, Class Counsel request that the interest accrued on the Fee Trust be earned and prorated as between Class Counsel, Class Representatives and the Class based upon the final award of fees by the 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, with the request summarized as follows:

| | Fee Trust Corpus | % | Interest | Total |
|-------------------------------|-------------------------|-----------------|---------------------|------------------------|
| Class Counsel | \$17,150,171.40 | 70.000% | \$585,743.95 | \$17,735,915.35 |
| Class Representatives | \$60,000.00 | 0.245% | \$2,049.23 | \$62,049.23 |
| Residual Fund f/b/o the Class | \$7,289,922.96 | 29.755% | \$248,978.75 | \$7,538,901.71 |
| Total Fee Trust | \$24,500,094.36 | 100.000% | \$836,771.93 | \$25,336,866.29 |

10. 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 will formulate and propose, and request the Court approve, a reasonable plan of action for the distribution of the Returned Funds to the Class Members, less the fees awarded by the Court

to Dan McClure pursuant to the Order Approving the Settlement Term Sheet, as well as the estimated administration costs for the distribution of the Returned Funds.

As officers of the Court, we declare under penalty of perjury, that the foregoing is true and correct to the best of our knowledge and belief.

Dated: July 29, 2021



Douglas E. Burns
Burns & Stowers, PC



Terry L. Stowers
Burns & Stowers, PC

CERTIFICATE OF SERVICE

I hereby certify that on or before the 29th day of July, 2021, a true and correct copy of the foregoing was emailed and/or mailed, postage pre-paid, to:

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