

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

ANTHONY GREGOR, et al., on behalf of
themselves and all others similarly
situated,

Plaintiffs,

v.

RICE DRILLING D, LLC, et al.,

Defendants.

Case No. 2:21-cv-3999

Magistrate Judge Elizabeth Preston
Deavers

**JOINT DECLARATION OF CLASS COUNSEL IN SUPPORT OF
PLAINTIFFS' UNOPPOSED MOTION FOR ATTORNEYS' FEES,
LITIGATION COSTS, AND SERVICE AWARD**

We, Matthew R. Wilson, Sean Jacobs, and Scott K. Jones, pursuant to 28 U.S.C. § 1746, declare as follows:

1. We are admitted to the bar of this Court and licensed to practice law in the State of Ohio. We represent the Plaintiffs in the above-captioned case.
2. We submit this declaration in support of Plaintiffs' Unopposed Motion for Attorneys' Fees, Litigation Costs, and Service Award.
3. We have personal knowledge of the facts set forth in this declaration and could testify competently to them if called upon to do so.

QUALIFICATIONS OF CLASS COUNSEL

A. Meyer Wilson Werning Co., LPA

4. Meyer Wilson Werning Co., LPA ("Meyer Wilson") is a plaintiffs' law firm with its primary office in Columbus, Ohio. Meyer Wilson has a robust complex litigation and class action practice involving consumer, employment, financial, and privacy matters in cases across the country. Notably, Meyer Wilson served as class

counsel in *Burns v. Prudential Securities, Inc.*, No. 99CV0438 (Marion County, Ohio C.P.), which resulted in a \$261 million verdict for the plaintiff-class, believed to be the largest class action jury verdict in Ohio history at the time.

5. Matthew R. Wilson is a principal attorney with Meyer Wilson. He graduated from Denison University, *magna cum laude*, in Philosophy in 1997, before graduating from the University of Virginia School of Law in 2000. He came to Meyer Wilson (then called Meyer & Associates Co., LPA) in 2006 as an associate and was promoted to named principal of the firm in 2012. Prior to coming to Meyer Wilson, he worked as an attorney at Jones Day in its Columbus office, where he defended class actions and litigated other complex civil cases. He was the chair of the Class Action Committee of the Central Ohio Association for Justice from 2007 until 2018. He was recognized this year and for the last several years as an Ohio “Super Lawyer.” Mr. Wilson has also been a member of the Class Action Preservation Project with Public Justice. In addition to the Ohio, California, Georgia, and Missouri state bars, he is also admitted to the Sixth, Seventh, Ninth, and Eleventh Circuit Courts of Appeals; to the Central, Eastern, Northern, and Southern Districts of California; the Northern and Southern Districts of Ohio; the Central and Northern Districts of Illinois; and the Eastern and Western Districts of Wisconsin.

6. Mr. Wilson has significant experience litigating consumer, employee, and privacy class actions in this Court and across the country.

7. For example, Mr. Wilson served as co-class counsel in an FLSA class action captioned *Myers v. Marietta Memorial Hospital*, No. 2:15-cv-02956 (S.D. Ohio). At the final approval hearing in *Myers*, Judge Marbley remarked that “having presided over this case from the outset, the work that [co-counsel] and Mr. Wilson have done has been excellent.” ECF No. 338 at PageID 7643. He continued on, stating that “between the negotiations and defending the motions that were filed, et cetera, your work has been excellent. So there’s no question about the quality of the advocacy

on behalf of the plaintiff from the beginning,” and “the lawyering in this case, top to bottom, has been exceptional.” *Id.*

8. The following is just a small sample of additional cases in which Mr. Wilson has served as class counsel.

- a. *In re Capital One Telephone Consumer Litigation*, No. 1:12-cv-10064 (N.D. Ill.). Class Counsel in MDL proceeding involving privacy violations from autodialed and prerecorded message calls to cell phones by Capital One and several of its vendors. The case settled on a nationwide basis for over \$75.5 million, the largest TCPA settlement ever at the time. Final approval, which Mr. Wilson argued, was granted in February 2015.
- b. *Brown & Szaller Co., LPA v. Waste Mgmt. of Ohio*, No. CV-16-859588 (Cuyahoga County, Ohio C.P.) Class Counsel on behalf of customers of Waste Management in Ohio who were alleging overcharges. Class settlement of \$30.5 million was approved August 2020.
- c. *Head v. Citibank, N.A.*, No. 3:18-cv-08189 (D. Ariz.) Class Counsel in nationwide class action alleging privacy violations from prerecorded debt collection calls to cell phones. After Plaintiff prevailed on a motion for class certification, the case settled for \$29.5 million. Final approval was granted on January 15, 2025.
- d. *Yarger v. ING Bank FSB*, No. 1:11-cv-00154-LPS (D. Del.). Co-Lead Class Counsel in nationwide class action alleging misrepresentations related to marketing of mortgage note modifications. A 10-state class was certified in 2012. On October 7, 2014, final approval, which Mr. Wilson argued, was granted to the \$20.3 million class settlement.
- e. *Brown v. DirectTV, LLC*, No. 2:13-cv-1170 (C.D. Cal.). Class Counsel in nationwide class action alleging privacy violations from calls with prerecorded messages sent to cell phones. After obtaining class certification on March 29, 2019, defeating a motion to decertify, and winning partial affirmative summary judgment on behalf of the class, the case settled on the eve of a trial in May 2022 for \$17 million. Final approval was granted on March 3, 2023.
- f. *Bowen v. Porsche Cars, N.A.*, No. 1:21-cv-00471 (N.D. Ga.). Class Counsel in case alleging that car manufacturer violated Computer Fraud and Abuse Act and was liable for trespass to chattels/personalty by sending a software update that broke in-car infotainment systems without consent. The class action settlement

had an estimated value of \$10.03 million. Final approval was granted on June 23, 2023.

- g. *Doe v. CVS Health Corp*, No. 2:18-cv-00488 (S.D. Ohio). Class counsel in a class action alleging illegal disclosure of HIV status of patients as part of a mass mailing. Final approval, which Mr. Wilson argued, of the \$4.4 million cash settlement was granted in February 2020.
- h. *Struck, et al. v. PNC Bank, N.A.*, No. 2:11-cv-982 (S.D. Ohio). Co-Lead Class Counsel in class and collective action involving alleged misclassification of mortgage loan officers; nationwide settlement of \$7 million cash approved May 2014.
- i. *Carpenter v. Allstate Insurance Company*, No. 2:21-cv-3381 (S.D. Ohio). Counsel in a nationwide class settlement alleging that a pool of approximately 500 telemarketing robocalls violated consumer privacy. Final approval of the settlement was granted June 2022.
- j. *Lazebnik v. Apple, Inc.*, No. 5:13-cv-04145 (N.D. Cal.). Co-Lead Class Counsel in nationwide class action alleging fraudulent marketing of a “season pass” of the television show *Breaking Bad* on Apple’s iTunes service. In response to the lawsuit, Apple provided a full credit to the entire proposed class; settlement reached in October 2014.
- k. *Mills v. HSBC Bank Nevada, N.A.*, No. 3:12-cv-04010 (N.D. Cal.). Class Counsel in nationwide class action alleging privacy violations from calls to cell phones. Final approval, which Mr. Wilson argued, of the \$39.975 million cash settlement was granted in February 2015.
- l. *Rose v. Bank of America Corp.*, No. 5:11-cv-2390 (N.D. Cal.). Class Counsel in nationwide class action alleging privacy violations from autodialed calls to cell phones. The \$32 million cash settlement, the largest TCPA class settlement ever at the time, was approved in 2014.
- m. *Cross v. Wells Fargo Bank, N.A.*, No. 1:15-cv-1270 (N.D. Ga.). Class Counsel in nationwide class settlement of privacy violations from autodialed calls to customers and non-customers in connection with deposit accounts. Final approval of the \$30.6 million cash settlement was granted in February 2017.
- n. *Arthur v. Sallie Mae, Inc.*, No. 2:10-cv-0198 (W.D. Wash.). Nationwide class settlement of \$24.15 million; at the time the largest TCPA class settlement; final approval granted in 2012.
- o. *Markos v. Wells Fargo Bank, N.A.*, No. 1:15-cv-1156 (N.D. Ga.). Class Counsel in nationwide class settlement of privacy violations from

autodialed debt collection calls to customers and non-customers in connection with mortgage accounts. Final approval of \$16.4 million cash settlement was approved January 2017.

- p. *Luster v. Wells Fargo Dealer Services*, No. 1:15-cv-1058 (N.D. Ga.). Class Counsel in case alleging privacy violations from autodialed debt collection calls to customers and non-customers in connection with auto loans. Final approval of a \$14.8 million cash settlement was granted December 2017.
- q. *Franklin v. Wells Fargo Bank, N.A.*, No. 3:14-cv-2349 (S.D. Cal.). Class Counsel in a nationwide class settlement of privacy violations from autodialed calls to cell phones. Final approval, which Mr. Wilson argued, of the \$13.89 million cash settlement was granted in January 2016.
- r. *Connor v. JPMorgan Chase Bank*, No. 3:10-CV-1284 (S.D. Cal.). Nationwide class settlement of \$11.67 million; final approval granted in early 2015.

9. In the course of this litigation, Mr. Wilson has been assisted by additional attorneys currently or formerly with Meyer Wilson, including David P. Meyer, Jared W. Connors, and Michael J. Boyle, Jr.

10. Mr. Meyer is the founding principal of Meyer Wilson. He has been recognized as one of the top litigation attorneys in Ohio. Thomson Reuters named him one of the Top 100 lawyers in Ohio and one of the Top 50 in Columbus in 2012. He is also listed in Best Lawyers in America® in multiple categories and the American Trial Lawyers Association selected him as one of the Top 100 Trial Attorneys in Ohio. In addition, Mr. Meyer has the honor of winning the then-largest class action jury verdict in Ohio history; a \$261 million class action verdict against Prudential Securities on behalf of 200 individuals. Mr. Meyer has earned a national reputation for successfully representing investors who are victims of investment fraud. He has represented over eight hundred individual investors from all across the country in FINRA/NASD securities arbitration and litigation cases against all major brokerage firms and won verdicts, judgments and settlements of hundreds of millions of dollars in losses on their behalf. He has also been appointed lead or co-

lead counsel by state and federal courts throughout the country in numerous consumer class actions. Mr. Meyer holds a business administration degree from Ohio University and a law degree and master's degree in tax law from Ohio's Capital University Law School. He is licensed to practice in the states of Ohio and Michigan.

11. Mr. Connors is an attorney with Meyer Wilson's class action practice. He joined Meyer Wilson as a law clerk in 2020 and started as an associate attorney in 2021. Mr. Connors received his B.A., *magna cum laude*, in history from Northern Illinois University, where he was awarded the James Shirley Undergraduate Essay Prize and the Marvin Rosen History Department Merit Award. He graduated from The Ohio State University Moritz College of Law in 2021. During law school, he was an articles editor for the *Ohio State Law Journal* and won Best Brief at the 2019 Herman Moot Court Competition, as well as a CALI Award for the highest grade in his first-year legal writing course. At Meyer Wilson, Mr. Connors has litigated a wide variety of class actions, including cases involving contract disputes, privacy law violations, employment litigation, and consumer fraud. In addition, Mr. Connors is a member of the Ohio Association for Justice and the Ohio State Bar Association.

12. Former Meyer Wilson attorney Michael J. Boyle, Jr. also assisted with this litigation. Mr. Boyle graduated *cum laude* from the University of Pennsylvania School of Law in 2008. Mr. Boyle clerked for the Honorable R. Guy Cole, Jr., of the United States Court of Appeals for the Sixth Circuit and worked at the international law firm Covington & Burling, LLP, prior to coming to work at Meyer Wilson in early 2013. From 2019 to 2024, Mr. Boyle has been recognized as an Ohio "Super Lawyer," and as a Rising Star in 2014, 2016 and 2017. Mr. Boyle is admitted to the bars of California and Ohio, as well as to the Sixth, Seventh, Ninth, and Eleventh Circuit Courts of Appeals, the Northern, Eastern, Central, and Southern Districts of California, the Southern District of Ohio, the Central District of Illinois, and the Eastern and Western Districts of Wisconsin.

B. Emens Wolper Jacobs & Jasin Law Firm Co., LPA

13. Emens Wolper Jacobs & Jasin Law Firm Co., LPA (“EWJJ”) is a law firm with its principal office located in Columbus, Ohio. It primarily represents family businesses and landowners. Its attorneys have extensive experience in the areas of oil and gas, energy law, real estate, estate planning and corporate law in Ohio.

14. Sean Jacobs is a partner at EWJJ. His practice focuses on oil and gas, energy law, and real estate. Mr. Jacobs received his B.A. from The College of the Holy Cross where he majored in economics. He received his Juris Doctor with awards and honors from The Ohio State University Michael E. Moritz College of Law. During law school, he was a managing editor for the *Ohio State Journal on Dispute Resolution* and participated in the Dispute Resolution and Youth Program. Mr. Jacobs is a member of the American Bar Association, the Ohio State Bar Association, the Columbus Bar Association, and the Energy and Mineral Law Foundation. He has been selected to *Super Lawyers – Rising Stars* (Energy & Natural Resources) in 2018–2026.

15. Mr. Jacobs is actively involved in counseling landowners with respect to a wide array issues related to energy and natural resources law and he regularly represents landowners in: (1) oil and gas lease negotiations; (2) oil and gas royalty disputes, (3) oil and gas lease disputes, (4) force unitization hearings, (5) mineral ownership disputes, and (6) negotiations of easements, surface use agreements, subsurface use agreements, temporary water line agreements, water take agreements, and other agreements related to oil and gas development.

16. In addition, Mr. Jacobs regularly speaks to groups of landowners throughout the state of Ohio about various topics related to oil and gas and pipeline easements. He has presented on various oil and gas related topics for the Columbus Bar Association, Ohio State Bar Association, and National Association of Royalty Owners and has been included on the Ohio Farm Bureau attorney referral list “Oil

and Gas Leasing Issues” and “Pipeline and Electric Transmission Line Easement Issues.”

17. In the course of this litigation, Mr. Jacobs has worked with additional attorneys from EWJJ, including Heidi Kemp, Cody Smith, J. Richard Emens, Beatrice Wolper, and Kelly Jasin.

18. Heidi Kemp has been an attorney with EWJJ since 2017 and works out of its St. Clairsville office in Belmont County, Ohio. Her primary areas of practice include oil and gas, wills, trusts, and estates, family business succession planning, and probate administration. Prior to attending law school, Heidi served as a trust officer for over eight years where she gained valuable experience in trust administration, estate planning, and estate administration. Ms. Kemp regularly represents landowners in: (1) oil and gas royalty disputes; (2) oil and gas lease disputes; and (3) negotiations of oil and gas leases, surface use agreements, well pad agreements, and other agreements related to oil and gas development.

19. Ms. Kemp earned her Juris Doctor from The Ohio State University Michael E. Moritz College of Law where she graduated *magna cum laude* and in the top ten percent of her class. She also has a Masters in Business Administration from Wheeling Jesuit University (now, Wheeling College) and a Bachelor of Arts degree in Managerial Economics from Bethany College in West Virginia. Ms. Kemp is a member of the Ohio State Bar Association, the West Virginia Bar Association and the Treasurer for the Belmont County Bar Association. She is licensed to practice law in both Ohio and West Virginia.

20. Cody Smith is a partner at EWJJ. His practice focuses on oil and gas, energy law, and real estate. Mr. Smith received his B.S. from Marietta College where he majored in Mathematics. He received his Juris Doctor in 2015 from Capital University Law School where he graduated *summa cum laude*. During law school, he served on the Capital University Law Review and published *Developing Adverse*

Possession of Severed Mineral Estates in Ohio, 44 CAP. U. L. REV. 359 (2016). He received the CALI Excellence Award for Oil & Gas Law. Mr. Smith is a member of the American Bar Association, the Ohio State Bar Association, the Columbus Bar Association, and the Energy and Mineral Law Foundation. He frequently speaks on topics related to oil and gas and has been selected to *Super Lawyers – Rising Stars* (Energy & Natural Resources) in 2024-2025 and recognized in *Best Lawyers in America* (Oil and Gas) in the 2026 edition.

21. J. Richard Emens was a partner and founding member of EWJJ. His primary areas of practice included oil and gas, energy law, business planning, and corporate law. Mr. Emens had extensive experience representing clients in matters involving oil and gas leases, mineral deeds, pipeline easements, forced pooling/unitization, as well as family business, and he represented numerous clients before state and federal regulatory agencies. He frequently wrote and spoke on oil and gas issues including presentations to more than 8,000 Ohio landowners regarding oil and gas leases and pipeline easements.

22. Mr. Emens received his B.A., with highest honors, from DePauw University and his Juris Doctor from the University of Michigan Law School. He served as trustee and president of the Energy and Mineral Law Foundation, chair of the Ohio State Bar Association Oil and Gas Committee, Trustee of the Ohio Oil and Gas Association, and as an attorney member of the Ohio Oil and Gas Commission. Mr. Emens also helped draft Ohio's Oil and Gas Conservation Law, Chapter 1509 of the Ohio Revised Code. Mr. Emens was recognized in *Best Lawyers of America* for more than 25 years in the categories of Oil and Gas Law, Natural Resources Law, and Corporate Law, and was listed in Martindale Hubbell as AV Preeminent Lawyer for 30 years.

23. Beatrice Wolper is a partner and founding member of EWJJ. Her practice focuses on succession planning, estate planning, oil and gas law, contract

law, and mergers and acquisitions. She has previously served as the attorney member of the Ohio Oil and Gas Board of Review. Ms. Wolper received her Juris Doctor from the Northern Kentucky University Salmon P. Chase College of Law, graduating with honors, and received a Lifetime Achievement Award in 2019. She also holds an honorary Doctor of Laws degree from Ohio Dominican University. Ms. Wolper has been recognized in *Best Lawyers of America*, selected to *Super Lawyers*, named one of “America’s Most Influential Women” by Sky Radio Network (2006), and included in Smart Business Network’s “Power 100” for Columbus (2004-2012).

24. Kelly Jasin is the managing partner of EWJJ. Her practice focuses on family business, estate/succession planning, probate administration, contracts, and real estate. Ms. Jasin received a B.A. in psychology from The Ohio State University. She received her Juris Doctor in 2012 from Capital University Law School, where she served as vice-president of the Sports & Entertainment Law Association and as membership chair of the American Constitution Society. Ms. Jasin is a member of the American Bar Association, the Ohio State Bar Association, the Columbus Bar Association, Women Lawyers of Franklin County, The Charitable Gift Planners of Central Ohio, and the Worthington Estate Planning Council.

C. Scott K. Jones Law, LLC

25. Scott K. Jones is the principal attorney for Scott K. Jones Law, LLC, a law firm with its principal office located in Cincinnati, Ohio. Mr. Jones received his B.S. in finance from Miami University in 1995 and his J.D. from the University of Dayton School of Law in 1998, where he also served as a staff editor for the *University of Dayton Law Review*. Prior to founding his own firm, he was a partner at the law firm Graydon Head & Ritchey (now known as Bricker Graydon). Mr. Jones is licensed to practice law in Ohio, and he is admitted to practice before the U.S. Court of Appeals for the Sixth Circuit and the United States District Courts for the Northern and Southern Districts of Ohio.

26. Mr. Jones has extensive experience in complex litigation. The following matters are just a few examples:

- a. Successfully defended a national retailer in a six-week jury trial in a theft of trade secrets action where the plaintiff sought \$37,000,000 in damages.
- b. Obtained a \$3,250,000 settlement after a seven-day trial of an intentional tort action.
- c. Led the U.S. proceedings, and assisted in foreign proceedings, for a Belgian national client relating to the theft of an antique Ferrari racing car, which was recently sold at auction for over \$16 Million.
- d. Obtained a multi-million dollar settlement for minority owner who was forced out of business.
- e. Obtained a jury verdict and award of attorney's fees for corporate client on claims theft of trade secrets.
- f. Obtained a multi-million dollar settlement for minority owners of business who sued company and majority members for fraud and self-dealing.
- g. Obtained a defense verdict and a six-figure award on a counterclaim in a dispute regarding debt investments acquired on an online sales platform.
- h. Obtained high six-figure settlement in action against national accounting firm for breach of fiduciary duties.
- i. Obtained the return of pre-World War II Mercedes Benz cars, the most valuable of which was worth \$7,000,000, and millions of dollars' worth of parts for similar cars to a Trust that claimed ownership of the cars and parts. Some of the cars were used by the Third Reich in WWII.
- j. Successfully led negotiations for a multi-million dollar contract dispute between an Ohio company and a Swiss company and its Korean subsidiary.
- k. Led a successful settlement for national bank in an \$8,000,000 trust investment action.

THE LITIGATION

27. The parties reached the proposed settlement only after exhaustively litigating this case.

28. Plaintiffs filed this case over four years ago, alleging that Defendants underpaid them for royalties. Defendants removed this case from the Belmont County Court of Common Pleas. *See* ECF No. 1-1.

29. This case involved significant motion practice directed at the pleadings. Defendants moved to dismiss Plaintiffs' claims for conversion and unjust enrichment, *see* ECF No. 9, after which Plaintiffs' amended the complaint to withdraw those claims, *see* First Am. Compl., ECF No. 10; Order Denying MTD as Moot, ECF No. 12. Plaintiffs later filed a Second Amended Complaint to add claims based on improper deductions, *see* Second Am. Compl., ECF No. 40, and Defendants moved to dismiss Plaintiffs' claim for declaratory relief, *see* ECF No. 41. After receiving full briefing, the Court ultimately granted that motion. ECF No. 55.

30. The operative complaint now alleges that Defendants are liable for breach of contract under the theories that they: (1) underpaid royalties by calculating royalty payments based on sales to affiliates, rather than based on arm's length transactions with unaffiliated third-party purchasers; and (2) applied improper deductions to royalty payments that were not allowed under the lease. *See* Second Am. Compl., ECF No. 40 at ¶¶ 120–21.

31. Both parties in this litigation took substantial written discovery. They both propounded multiple sets of interrogatories, requests for production, and requests for admissions. They also were both required to review thousands of pages of documents.

32. Soon after the class action attorneys from Meyer Wilson appeared for Plaintiffs (*see* ECF No. 51), Class Counsel sought to straighten out the pleadings and revise the case schedule in order to prepare this case for class certification. Following a status conference, the Court agreed to receive briefing regarding Plaintiffs' request to: (1) proceed with only three class representatives, rather than the 37 named in the operative complaint; (2) extend the deadline for submission of expert reports; and (3)

allow for post class certification merits discovery. See 01/17/2024 Minute Entry. The parties submitted dueling letter briefs, as well as supplemental briefs at the Court's request, regarding whether the class representatives could be dropped under FED. R. CIV. P. 21. *See* ECF Nos. 58–59, 61–63. The Court ultimately allowed Plaintiffs to proceed with only three class representatives, extended the deadline for disclosure of expert reports, and left for another day the question of whether post class certification discovery would be appropriate. Order re: Status Conference Held 01/17/2024, ECF No. 64.

33. The current Class Representatives are Plaintiff Dorothy Bowman and Joseph Duvall, the owner of Plaintiffs Maple Ridge Farm LLC and OK Ridge Farm LLC. All Plaintiffs are Smith-Goshen leaseholders who received royalty payments from Defendants for production during the time period from January 1, 2018 through December 31, 2024.

34. Ms. Bowman and Mr. Duvall had significant discovery obligations in this case.

35. To assist the class representatives with their discovery obligations, Class Counsel was required to: (1) assist the class representatives with responding to new discovery requests from Defendants; (2) engage in substantial ESI collection efforts, which was challenging and time-consuming for the class representatives, who are older, non-technical people; (3) review all newly collected documents and ESI for privilege and responsiveness; (4) spend considerable time preparing the class representatives for their depositions; and (5) defend the class representatives' depositions.

36. Class Counsel endeavored to keep interested class members informed. To that end, Class Counsel held a town hall at the Union Local Elementary School in Belmont, Ohio on February 12, 2024, where they introduced themselves to prospective class members and answered questions about the litigation.

37. This case was highly technical and thus called for the use of expert testimony.

38. After the class action attorneys from Meyer Wilson appeared in December 2023, Class Counsel determined that they would have to identify and retain a credible and qualified expert witness who could complete an entire report in just the few months between when Class Counsel appeared and when the expert report disclosure deadline was set to expire in February 29, 2024.

39. Plaintiffs ultimately retained C. Zachary Meyers as their expert witness, and he timely submitted an expert report and supplemental report in support of Plaintiffs' Motion for Class Certification. *See* ECF Nos. 73-9, 73-10.

40. To make sure that the expert reports could be completed in a timely manner, Class Counsel rapidly reviewed a large volume of documents and engaged in meet-and-confer efforts with Defendants' counsel to ensure that they had obtained the documents and information necessary for Mr. Meyers to complete his report.

41. Class Counsel also had to defend Mr. Meyers at his deposition, which took significant time and preparation.

42. Class Counsel also took the deposition of Defendants' Rule 30(b)(6) designee. This took substantial time and preparation.

43. Defendants also retained two expert witnesses, Lesa Adair and David Posner. This required Class Counsel to take expert discovery, including by deposing both of Defendants' experts.

44. After the close of fact and expert discovery, the parties proceeded to the class certification and *Daubert* stage. In May 2024, Plaintiffs filed their Motion for Class Certification (ECF No. 72) and Motion to Exclude the Expert Report of David Posner (ECF No. 74).

SETTLEMENT NEGOTIATIONS

45. Shortly after Plaintiffs filed their motion for class certification, the parties re-engaged in settlement negotiations. This resulted in the parties agreeing to an October 30, 2024 mediation before Mr. John W. Perry, a respected mediator in the energy industry with over 30 years of experience.

46. The mediation took place only after fact discovery was essentially complete.

47. Plaintiffs also requested and received additional informal mediation discovery to further ensure they had sufficient information to negotiate in an informed manner.

48. In advance of the mediation, the parties submitted letter briefs to Mr. Perry outlining their respective positions.

49. Settlement negotiations were at all times adversarial and conducted at arm's length.

50. Class Counsel estimate that more than 500 persons or entities are members of the settlement class, which means that numerosity is easily met in this case.

51. Based on their review of available records, Class Counsel estimated that a significant portion of the Settlement Class Members had: (1) leased a total of 24,852 total acres to Defendants during the relevant time period; and (2) been paid royalties on 72,689,129 MMBtu of natural gas produced during the relevant time period.

52. With Mr. Perry's assistance, the parties proceeded to negotiate a settlement based on those estimates, under which Defendants agreed to create a common fund worth \$0.15 per MMBtu of gas produced from January 1, 2018 through December 31, 2024 and \$450 per total acre leased. Defendants also agreed to refund class members for certain allegedly improper deductions taken in the calculation of royalty payments, if any.

53. Based on those estimates, if no class member opts-out of the settlement, the total value of the common fund will be \$22,086,769.31.

54. After reaching that framework for the settlement, the parties spent the next several months negotiating the finer points of the agreement as they sought to reduce it to writing, first through a term sheet, and then a full settlement agreement.

55. The parties have retained Schneider Downs & Co., Inc.—a well-respected accounting firm located in Columbus, Ohio—to serve as Settlement Administrator.

CONTINGENT NATURE OF THIS ACTION

56. Our firms took on this case on a purely contingent basis.

57. This matter has required us, and other attorneys at our firms, to spend time on this litigation that could have been spent on other matters. At various times during the litigation of this class action, this lawsuit has consumed significant amounts of our time and our firms' time.

58. Such time could otherwise have been spent on other fee-generating work. Because we undertook representation of this matter on a contingency-fee basis, we shouldered the risk of expending substantial costs and time in litigating the action without any monetary gain in the event of an adverse judgment.

59. If not devoted to litigating this action, from which any remuneration to us is wholly contingent on a successful outcome, the time we spent working on this case could and would have been spent pursuing other potentially fee-generating matters.

60. Litigation is inherently unpredictable and risky. Therefore, despite our devotion to the case and our confidence in the claims alleged against Defendant, there were many factors that posed significant risks.

61. Further, a successful outcome could only ensue, if at all, after prolonged and arduous litigation with an attendant risk of drawn-out appeals.

CLASS COUNSEL'S LODESTAR AND EXPENSES

62. The regular practice at each of our firms is to maintain contemporaneous time records.

63. We set our rates for attorneys and staff members based on a variety of factors, including, among others: the experience, skill, and sophistication required for the types of legal services typically performed; the rates customarily charged in similar matters; and the experience, reputation, and ability of the attorneys and staff members.

64. Our firms have worked a total of 7,012.3 hours in this case, incurring fees of \$3,309,364.05. (See below for a lodestar breakdown by firm and timekeeper.)

65. The requested fee and expense award of one-third of the Settlement Fund thus represents an estimated multiplier of 2.2 on Class Counsel's current lodestar. This calculation is based on the estimated \$22,086,769.31 value of the Settlement Fund. Because the amount of the Settlement Fund will not be determined until all opt-outs have been made, and the deadline for opt-outs is not until November 21, 2025, Class counsel will file an update with the Court prior to the final approval hearing in which they will note the final size of the Fund and therefore the dollar amount of their one-third fee request.

66. In addition, we incurred reasonable litigation expenses of \$169,697.46. (See below for a breakdown of those expenses by firm and category.) Those expenses were reasonably necessary to prosecute this case.

67. We estimate that we will spend at least 50 more hours by the close of this action in connection with drafting the final approval motion, preparing for argument at the final approval hearing, and miscellaneous matters, including responding to class member inquiries and claims administration.

68. Upon request, we can provide detailed contemporaneous records to the Court for review.

69. All books and records in this case regarding costs expended were maintained in the ordinary course of business, from expense vouchers and check records. We have reviewed the records of costs expended in this matter.

A. Meyer Wilson's Lodestar, Billing Rates, and Costs

70. All of the work that Meyer Wilson undertakes is on a contingency fee basis. Meyer Wilson expended significant costs, and a great deal of time that could have been spent on other fee-generating matters, in litigating this action. Throughout the case, Meyer Wilson ran the risk of not realizing any monetary gain in the event of an adverse result. There was nothing theoretical about this risk. Class actions are challenging cases and plaintiffs frequently lose them outright. Meyer Wilson's experience has been no different.

71. While Meyer Wilson has achieved notable successes in its class action cases, we have also been involved in many cases in which we have not been able to obtain any relief for class members and no fees for ourselves. In contingency fee cases, such an outcome means that all of the time and resources expended by us goes uncompensated. Examples of such cases include *Cayanan v. Citi Holdings, Inc.*, 928 F. Supp. 2d 1182, 1208 (S.D. Cal. 2013); *Delgado v. US Bankcorp*, 2:12-cv-10313-SJO-AJW (C.D. Cal. Jan. 17, 2013) (dismissing case); *Evans v. Aetna Inc.*, Case No. 2:13-cv-01039-LA (E.D. Wisc. Nov. 20, 2013) (dismissing case); *Balschmiter v. TD Auto Fin. LLC*, 303 F.R.D. 508, 530 (E.D. Wis. 2014); (denying class certification on eve of trial); *Levin v. National Rifle Assoc. of Am.*, Case No. 1:14-cv-24163-JEM (S.D. Fla. Feb. 6, 2015) (dismissing case); *Charvat v. The Allstate Corp.*, Case No. 1:13-cv-07104 (N.D. Ill. Feb. 20, 2015) (terminating case); *Ineman v. Kohl's Corp.*, Case No. 3:14-cv-00398-wmc (W.D. Wis. Mar. 26, 2015) (compelling claims to arbitration on an individual basis); *Aghdasi v. Mercury Ins. Grp., Inc.*, Case No. 2:15-cv-04030-R-AGR (C.D. Cal. Mar. 16, 2016) (dismissing case after denial of class certification); and *Wolf v. Lyft, Inc.*, Case No. 4:15-cv-01441-JSW (N.D. Cal. Mar. 28, 2016) (dismissing case).

72. Meyer Wilson sets its rates for attorneys and staff members based on a variety of factors, including, among others: the experience, skill, and sophistication required for the types of legal services typically performed; the rates customarily charged in similar matters; and the experience, reputation, and ability of the attorneys and staff members. Meyer Wilson’s then-current rates have been specifically approved by courts throughout the country on multiple occasions over many years. *See, e.g., Doe v. CVS Health Corp.*, No. 2:18-cv-00238-EAS (S.D. Ohio Feb. 11, 2020) (approving class counsel’s rates as “justified and earned and reasonable”); *Yarger v. ING Bank FSB*, No. 1:11-cv-00154-LPS (D. Del. Oct. 7, 2014) (approving class counsel’s rates as a “reasonable reward”); *Steinfeld v. Discover Fin. Servs.*, 3:12-cv-01118-JSW (N.D. Cal.) (N.D. Cal. Mar. 31, 2014) (approving 3.5 multiplier lodestar cross-check in common fund settlement and finding that “[c]lass counsel have submitted declarations that show the hourly rates that they have requested are reasonable”); *Medoff v. Minka Lighting, LLC*, No. 2:22-cv-8885, ECF No. 69 at PageID 594 (C.D. Cal. July 10, 2024) (finding that “Class Counsel’s hourly rates are reasonable”); *Durham v. Bell-Carter Foods, LLC*, No. C24-02160 (Cal. Sup. Ct. Contra Costa County Nov. 5, 2025), https://retired.cc-courts.org/civil/TR/Department%2039%20-%20Judge%20Weil/39_110625.pdf (“The hourly rates applied range from \$400 to \$985. The hourly rates are reasonable.”).

73. The following chart details the time each attorney and staff member from Meyer Wilson worked on this case and their contribution to Meyer Wilson’s total lodestar:

Meyer Wilson Werning Co., LPA Personnel	Title	Hours	Rate	Amount
David P. Meyer	Principal	57.10	\$985.00	\$56,243.50
Matthew R. Wilson	Principal	1148.41	\$985.00	\$1,131,183.80

Jared W. Connors	Associate	658.40	\$495.00	\$325,908.00
Michael J. Boyle, Jr.	Special Counsel	398.00	\$715.00	\$284,570.00
Aaron Porterfield	Paralegal	1577.70	\$345.00	\$544,306.50
Danielle Aldach	Paralegal	282.50	\$325.00	\$91,812.50
Total		4,122.11		\$2,434,024.30

74. The lodestar reported in this declaration is reasonable, particularly given the need to match the thorough and high-quality legal work performed by Defendant's sophisticated counsel. Upon request by the Court, we would submit Meyer Wilson's contemporaneous billing records from this action *in camera*.

75. Meyer Wilson maintains contemporaneous records regarding costs expended on each case in the ordinary course of business, which are prepared from expense vouchers and check and credit card records. Specifically, those costs break down as follows.

Expense Type	Amount
Conference Calls	\$139.88
Copies	\$504.98
Deposition Fees	\$22,061.83
Expert Fees	\$70,380.90
Litigation Support Vendors	\$68,037.51
Meals	\$423.12
Mediation Fees	\$4,700
Postage	\$751.02
Total	\$167,614.43

76. All of those costs were reasonably necessary for Meyer Wilson to litigate this case effectively. If requested from the Court, we would submit documentation of those expenses *in camera*.

B. EWJJ's Lodestar, Billing Rates, and Costs

77. EWJJ took this case on contingency. EWJJ expended significant costs, and a great deal of time that could have been spent on other fee-generating matters, in litigating this action. Throughout the case, EWJJ ran the risk of not realizing any monetary gain in the event of an adverse result.

78. EWJJ sets its rates for attorneys and staff members based on a variety of factors, including, among others: the experience, skill, and sophistication required for the types of legal services typically performed; the rates customarily charged in similar matters; and the experience, reputation, and ability of the attorneys and staff members.

79. EWJJ used the same rates in this chart that it customarily charges to clients paying by the hour.

80. The following chart details the time each attorney and staff member from EWJJ worked on this case and their contribution to EWJJ's total lodestar:

EWJJ Personnel	Title	Hours	Rate	Amount
Sean Jacobs	Partner	1,156.25	\$325.00	\$375,781.25
Heidi Kemp	Associate Attorney	1,004.25	\$285.00	\$286,211.25
Jennifer Tishko	Paralegal	141.25	\$145.00	\$20,481.25
Cody Smith	Partner	124.50	\$285.00	\$35,482.50
Mandy Nagy	Paralegal	78.75	\$135.00	\$10,631.25

Dawn Homan	Legal Secretary	67.25	\$125.00	\$8,406.25
J. Richard (Dick) Emens	Partner	29.75	\$445.00	\$13,238.75
Beatrice Wolper	Partner	19.00	\$450.00	\$8,550.00
Kelly Jasin	Partner	17.75	\$335.00	\$5,946.25
Tyler Fertel	Legal Assistant	16.50	\$115.00	\$1,897.50
Nate Davis	Law Clerk	13.50	\$115.00	\$1,552.50
Total:		2,668.75		\$768,178.75

81. The lodestar reported in this declaration is reasonable, particularly given the need to match the thorough and high-quality legal work performed by Defendant's sophisticated counsel. Upon request by the Court, we would submit EWJJ's contemporaneous billing records from this action *in camera*.

82. EWJJ maintains contemporaneous records regarding costs expended on each case in the ordinary course of business, which are prepared from expense vouchers and check and credit card records. Specifically, those costs break down as follows.

Expense Type	Amount
Mailing Fees	\$707.70
Copies	\$692.31
Mileage	\$519.08
Hotels	\$140.94
Parking	\$22.00
Total:	\$2,082.03

83. All of those costs were reasonably necessary for EWJJ to litigate this case effectively. If requested from the Court, we would submit documentation of those expenses *in camera*.

C. Scott K. Jones Law's Lodestar, Billing Rates, and Costs

84. Scott K. Jones Law took this case on contingency. Scott K. Jones Law expended significant costs, and a great deal of time that could have been spent on other fee-generating matters, in litigating this action. Throughout the case, Scott K. Jones Law ran the risk of not realizing any monetary gain in the event of an adverse result.

85. Scott K. Jones Law sets its rates for attorneys and staff members based on a variety of factors, including, among others: the experience, skill, and sophistication required for the types of legal services typically performed; the rates customarily charged in similar matters; and the experience, reputation, and ability of the attorneys and staff members.

86. Scott K. Jones Law used the same rates in this chart that it customarily charges to clients paying by the hour.

87. The following chart details the time each attorney and staff member from Scott K. Jones Law worked on this case and their contribution to Scott K. Jones Law's total lodestar:

Scott K. Jones Law Personnel	Title	Hours	Rate	Amount
Scott K. Jones	Partner	194.60	\$525	\$101,377.50
Patty K. Miller	Paralegal	26.90	\$215	\$5,783.50
Total		221.5		\$107,161

88. The lodestar reported in this declaration is reasonable, particularly given the need to match the thorough and high-quality legal work performed by

Defendant's sophisticated counsel. Upon request by the Court, we would submit Scott K. Jones Law's contemporaneous billing records from this action *in camera*.

CONTRIBUTIONS OF THE CLASS REPRESENTATIVES

89. Plaintiff Dorothy Bowman and Mr. Joe Duvall (the owner of Plaintiffs Maple Ridge Farm LLC and OK Ridge Farm LLC) have invested significant time and effort into this litigation as class representatives.

90. During the discovery process, Ms. Bowman and Mr. Duvall spent considerable time searching for responsive documents and consulting with counsel about their responses to requests for production and interrogatories. In addition, they were both deposed, which required them to invest many hours preparing for their depositions with counsel and attending the deposition.

91. Ms. Bowman and Mr. Duvall spent significant additional time consulting with counsel about the status of the litigation and the eventual settlement negotiations.

92. Specifically, we estimate that each class representative spent at least 20 hours in connection with this matter.

93. Without Ms. Bowman and Mr. Duvall's efforts, the result achieved in this case would not have been possible.

RECOMMENDATION OF CLASS COUNSEL

94. Class Counsel believe that the proposed settlement is in the best interests of the class.

95. Although Class Counsel is confident in the merits of the case, we are also aware that a successful outcome is uncertain and would be achieved, if at all, only after prolonged, arduous litigation with the attendant risk of drawn-out appeals and the potential for no recovery at all. For example, Defendants may have argued that Plaintiffs' damages formula failed to prove the amount of financial loss suffered

by Plaintiffs and the class. Plaintiffs thus faced significant risk on the merits and in the context of a contested class certification motion.

96. Weighed against the cost and risk of continued litigation, the proposed settlement provides substantial and immediate monetary relief, as well as certainty about how their leases will be interpreted going forward.

97. Thus, Class Counsel's professional judgment is that the proposed settlement is fair, reasonable, and adequate to the class.

We declare under penalty of perjury that the foregoing is true and correct.
Executed on November 7, 2025.

/s/ Matthew R. Wilson
Matthew R. Wilson

/s/ Sean Jacobs
Sean Jacobs

/s/ Scott K. Jones
Scott K. Jones