

3. **“Class Counsel”** shall mean Rex A. Sharp, Barbara C. Frankland, and Ryan C. Hudson of Rex A. Sharp, P.A., 5301 W. 75th Street, Prairie Village, Kansas 66208; Bryan L. Wright of Wright & Dale; and W. Greg Wright of Wright Schimmel, LLC.

I. Plan of Allocation

The Net Settlement Amount for Distribution will be allocated among Class Wells and individual Class Members based upon: The Class Member’s decimal interest in the ownership of the royalty interests in each Class Well as reflected on the September 2018 Lime Rock royalty paydeck, and the volume of gas and constituents sold from the producing Class Well or Wells in which the Class Member has ownership in a royalty interest. Each individual Class Member’s allocated share of the Net Settlement Amount for all Class Wells will be paid together in one lump sum.

For Class Wells, the Lime Rock royalty paydeck for the production month of September 2018 shall be used for distribution, subject to fair inquiry and correction for good cause shown.

If a Class Well was plugged (or sold) during the time period covered by this Settlement, then the amount allocated to that well shall be paid to current royalty owners in the same gas production or proration unit as of September 2018 to the extent possible. The Settlement Administrator, with the assistance of Class Counsel and the Class’ expert, will use royalty owner records and, to the extent available, computer databases to attempt to identify Class Members, ownership interests, and gas volumes in order to administer this Plan of Allocation and Distribution.

The Distribution described above is based upon the following assumptions: (a) that very few sales of royalty interests in Class Wells have occurred during the time period covered by this Settlement; (b) that where sales did occur, the parties intended for the buyer to receive payment for past claims; and (c) that where royalty interest passed through inheritance, devise or inter-family

transfers, it was the intent that the heir, devisee, or transferee receive payment for past claims. To the extent these assumptions are not correct in relation to particular transfers of interests, the Court hereby Orders the Class Member who receives payment to make payment to the proper party.

II. Time for Allocation and Distribution

The Settlement Court shall supervise the allocation and distribution of the Net Settlement Amount, which shall be accomplished as follows:

(1) Within ten (10) business days after the Settlement Court approves this Plan of Allocation and Distribution Order, the Settlement Administrator, with the assistance of Class Counsel and the Class's expert, shall prepare a draft final distribution summary that assumes the Settlement Court will award a combined forty-five percent (45%) of the Settlement Proceeds as Class Counsel Fees and Expenses. Class Counsel will move the Court for approval of the final distribution summary at the Settlement Fairness Hearing.

Lime Rock shall use its best efforts to cooperate with Class Counsel and the Class' experts and consultants as they work to verify the accuracy of the final distribution summary, including providing the information upon which the distribution calculations are based, i.e. the pay decks, division decks, and tax identification number for production from September 2018, all of which shall be treated as Confidential Information under the protective order entered in this case.

(2) When the Judgment becomes Final and Non-Appealable, the Settlement Administrator will determine the names, addresses, and final amounts of Distribution Checks for each Class Member in accordance with this Plan of Allocation and Distribution Order, taking into account the actual amounts awarded as Class Counsel Fees and Expenses and subject to confirmation by Class Counsel. Within forty-five (45) days after the date the Judgment becomes Final and Non-Appealable, the Settlement Administrator shall issue and mail, or cause to be mailed,

Distribution Checks to Class Members and include a Form 1099, when applicable. If possible without undue expense, the Distribution Checks may include line entry detail on a well-by-well basis of the Class Member's distribution amount. Where the Class Member's distribution amount is \$2.00 or less, the Settlement Administrator will not issue or mail payment. Distribution of such small amounts would exceed the value of the Distribution Check and result in unnecessary expense to the Class. Instead these funds will be treated as Undistributed Proceeds under the Settlement Agreement or other orders of the Court. With each payment, the Settlement Administrator must include the notice as specified in paragraph 1.6 of the Settlement Agreement.

(3) Upon the Settlement Administrator depositing the Distribution Checks in the United States Mail, or causing them to be so deposited, the Class Representative and each Class Member shall, by operation of the Judgment, have, fully, finally and forever released, relinquished, and discharged all Released Parties from all Released Claims accruing at during the Released Period, and shall be forever barred and estopped from asserting any of the Released Claims against any of the Released Parties.

(4) Within three (3) business days of the date the Judgment becomes Final and Non-Appealable, the Settlement Administrator shall pay Class Counsel Fees and Expenses awarded by Settlement Court from the Settlement Proceeds. The Settlement Administrator shall make such payment by wire transfer in accordance with written payment instructions provided by Class Counsel. Lime Rock shall have no responsibility or liability of any kind for allocating (or for the allocation of) the amounts paid by, among and/or between the Class Members, Class Representative, Class Counsel, expert witnesses, vendors, or any other persons and/or entities. In no event shall Lime Rock ever be required to pay any of the Class Counsel Fees and Expenses out of its own funds, except as part of the Settlement Proceeds.


(5) Within ten (10) days of the mailing of the Distribution Checks, the Settlement Administrator shall provide Class Counsel a check register in the form of an electronic spreadsheet, reflecting the actual distribution by owner number, owner name, owner address, and amount paid. Within thirty (30) days after the Settlement Administrator issues and mails the Distribution Checks, it shall file this check register with the Settlement Court under seal. This Order provides permission for the filing of the check register under seal.

(6) Within one hundred twenty (120) days following the date reflected on the Distribution Checks, the Settlement Administrator shall file a reconciliation of the distribution of the Settlement Proceeds, including the amount of any Undistributed Proceeds.

III. Other Provisions

1. The terms of and provisions of this Plan of Allocation and Distribution are to be read with reference to the Settlement Agreement. In the event of a discrepancy between the terms of this Plan of Allocation and Distribution and the terms of the Settlement Agreement, the terms of the Settlement Agreement will control.
2. The Court retains exclusive jurisdiction for the enforcement of the Plan of Allocation and Distribution and all issues related thereto.
3. Compliance with the Plan of Allocation and Distribution, and related orders by the Court, shall mean the Settlement Administrator shall have no liability to any Class Member related to the distribution of the Settlement Payments.
4. This Plan of Allocation and Distribution remains subject to modification and supplementation by the Court.

Ordered: April 24, 2019.



JON K. PARSLEY
JUDGE OF THE DISTRICT COURT