

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF OKLAHOMA

JOHN CECIL,
on behalf of himself and all others similarly
situated,

Plaintiff,

vs.

BP AMERICA PRODUCTION COMPANY
(f/k/a Amoco Production Company)
(including BP Amoco Corporation, ARCO,
BP Exploration, Inc., BP Corporation North
America, Inc., and BP Energy Company),

Defendant.

Civil Action No. 16-CV-00410-KEW

**DECLARATION OF ROBERT N. BARNES, PATRANELL BRITTEN LEWIS
AND EMILY NASH KITCH**

Robert N. Barnes (“Barnes”), Patranell Britten Lewis (“Lewis”), and Emily Nash Kitch (“Kitch”) of Barnes & Lewis, LLP (“BL”) declare as follows:

1. We submit this Declaration regarding the qualifications of BL to represent Plaintiff and the Settlement Class in this case and to provide the Court with the time and expenses that BL has invested in the prosecution of this action. The statements in this Declaration are based on our personal knowledge, the contemporaneously maintained business records of BL and our review of those records. 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. If called as a witness, we could and would competently testify to the matters stated herein.

2. BL has been lead counsel in 12 Oklahoma oil and gas class action cases that have been concluded and resulted in combined Common Funds exceeding \$600 million. BL holds the distinction of having been lead counsel in the first oil and gas class action nationwide to have been successfully tried to a jury. That jury verdict was upheld on appeal and resulted in a total Common

Fund of approximately \$110 million. *Bridenstine v. Kaiser Francis*, Case No. 97, 117 (unpublished) August 22, 2003, cert. denied, June 26, 2006, Okla. Sup. Ct., Case No. DF-01569.

3. Barnes has practiced law in state and federal court for over 43 years. He grew up in the oil and gas industry (his father was an exploration geologist) and the legal community (two uncles were well known lawyers). He graduated from the University of Oklahoma Law School in 1974. By the time he was 28 years old, he had tried numerous jury trials and taken hundreds of depositions while based in Tulsa. By age 30, he had two years of experience as district counsel for Texas Oil & Gas Corp (the most active driller in Oklahoma at the time). By age 31, he was the vice president of land and general counsel for Texas International Petroleum Corporation, an Oklahoma City based company with offices in numerous states. By age 32, he was president of Carson Petroleum Corp in Oklahoma City. In 1982, he co-founded the oil and gas law firm of Stack & Barnes in Oklahoma City. By that time, he was AV rated by Martindale Hubbell based on his experience as an oil and gas lawyer. Over the next 10 years, Barnes represented primarily large independent oil and gas companies in major litigation such as: Samson Resources, Lear Petroleum and Kaiser-Francis. During that time, Barnes was a frequent lecturer on oil and gas law related topics at Bar sponsored events. In 1991, Barnes co-founded BL with Lewis. Through the remainder of the 1990s, BL continued to represent oil and gas companies, but also took on more and more contingent fee litigation for land owners and mineral owners against oil and gas companies. By the time that BL became lead class counsel in *Bridenstine vs Kaiser-Francis* in the late 1990s, Barnes was well-known as an expert litigator in all facets of the oil and gas industry.

4. Lewis has practiced law in state and federal court for over 30 years. She began her career in the oil and gas area working for Dwight's Energy Data (now known as IHS Energy Group). Lewis graduated from the University of Oklahoma in 1987 and earned top honors in various

courses, including top honors in the Oil and Gas law course. She joined Barnes in 1987 and three years later was AV rated by Martindale Hubbell. Lewis became a partner in 1991. She has represented both oil companies and mineral owners in complex litigation. She has served as class counsel in the oil and gas royalty owner class actions that BL has been involved.

5. Kitch has been practicing law for nearly 10 years in Oklahoma state and federal courts. She has litigated, among other matters, multiple class action suits involving, among other things, oil and gas royalty matters, bad faith, breach of contract and other topics and industries.

6. To support the reasonableness of BL's fee request, it incorporates the analysis of the *Johnson* factors in the Joint Declaration of Plaintiff's Counsel in Support of Plaintiff's Application for Plaintiff's Attorneys' Fees, Litigation Expenses, Case Contribution Award, and Administration, Notice and Distribution Costs and the exhibits thereto ("Joint Declaration") at paragraphs 93-107.

7. BL has performed a wide variety of legal tasks in connection with this litigation, including but not limited to, conducting extensive fact and expert discovery, lease review and analysis, researching a wide variety of legal issues, drafting and editing pleadings, motions and briefs and other case documents, drafting and editing discovery requests and responses, working extensively with experts regarding preparation for class certification and damages calculations, drafting and editing class certification briefing, drafting and editing discovery motions, participating in strategy meetings and discussions, and communicating with co-counsel, support staff and other individuals involved in the prosecution of this litigation.

8. Based on our extensive review of the contemporaneous records related to this case, at a minimum, BL devoted a total of 920.87 hours.

9. The hours described above represent a conservative estimate of the amount of time

BL has spent litigating this matter. There are likely numerous hours that have not been documented by a contemporaneous record. Moreover, because BL does not generate revenue by billing its clients by the hour, BL attorneys are conservative when we record our time and generally under-record our hours. Finally, BL has not allocated any time for the countless impromptu meetings, calls, regular time keeping and discussions that are commonplace within a fast-paced litigation team. Thus, the total hours described above are undoubtedly conservative.

10. The books and records of BL itemize the expenses BL has paid to prosecute this case to date. It is the policy and practice of BL to prepare such records from expense vouchers, check records, credit card records, and other source materials. Based on our review of these records, BL incurred \$4,249.65 in expenses to prosecute this litigation. All expenses were reasonable and necessary to the prosecution of this case.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: October 3, 2018



Robert N. Barnes, OBA No. 537
BARNES & LEWIS, LLP
208 NW 60th Street
Oklahoma City, OK 73118
rbarnes@barneslewis.com
Telephone: (405) 843-0363
Facsimile: (405) 832-1007



Patranell B. Lewis, OBA No. 12279
BARNES & LEWIS, LLP
208 NW 60th Street
Oklahoma City, OK 73118
plewis@barneslewis.com
Telephone: (405) 843-0363
Facsimile: (405) 832-1007



Emily Nash Kitch, OBA No. 22244
BARNES & LEWIS, LLP
208 NW 60th Street
Oklahoma City, OK 73118
ekitch@barneslewis.com
Telephone: (405) 843-0363
Facsimile: (405) 832-1007