

**EXHIBIT B**

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

<p>MCKNIGHT REALTY CO., on behalf of itself and all others similarly situated,</p> <p style="text-align: center;">Plaintiff,</p> <p>v.</p> <p>BRAVO ARKOMA, LLC, and BRAVO NATURAL RESOURCES,</p> <p style="text-align: center;">Defendants.</p>	<p>Case No. 17-CV-00308-KEW</p>
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**PLAN OF ALLOCATION AND DISTRIBUTION ORDER**

This Plan of Allocation and Distribution sets forth the general manner in which the Net Settlement Amount will be administered and distributed to Class Members. The Net Settlement Amount for Distribution will be allocated to each Class Member based on the factors and considerations set forth herein.

**I. Plan of Allocation**

The Net Settlement Amount for Distribution will be allocated among Class Wells and individual Class Members based primarily upon the following considerations and variables: The Class Member's decimal interest in the ownership of the royalty interests in each Class Well, and the volume of gas and constituents sold from the producing Class Well or Class Wells in which the Class Member has a royalty interest. Each individual Class Member's allocated share of the Net Settlement Amount for all Class Wells will be paid together.

For Class Wells, the Defendants' royalty paydeck for the production month of April 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 April 2018 to the extent possible, and the Settlement Administrator will utilize royalty owner records and, to the extent available, computer databases to attempt to identify Class Members, ownership interests, and volumes and to prepare and administer this Plan of Allocation and Distribution.

The distribution described above to Class Members 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 that the Class Member who receives payment shall in turn make payment to the proper party.

## **II. Time for Allocation and Distribution**

The allocation and distribution of the Net Settlement Amount for distribution shall be under the direct supervision of the Court and shall be accomplished as follows:

(1) Within ten (10) business days after the Court approves this Plan of Allocation and Distribution Order, the Settlement Administrator shall prepare a draft of the Summary Final Distribution Report for review by Class Counsel and the Class' experts that assumes the Court will award a combined forty-five percent (45%) of the Settlement Proceeds for Class Counsel's Fees and Expenses. Thereafter, Class Counsel shall: (i) have the Class' experts and consultants review

the draft Summary Final Distribution Report; and (ii) obtain the Court's approval of the Summary Final Distribution Report at the Settlement Fairness Hearing.

The Summary Final Distribution Report shall have one line for each putative Class Member. It will show only the royalty owner number and its share of distribution on a well-by-well basis. The Summary Final Distribution Report shall also include a schedule showing the amount allocated to each Class Well and how that amount is to be distributed among the royalty owners in that well.

Defendants shall cooperate with Class Counsel and the Class' experts and consultants to verify the accuracy of the Summary Final Distribution Report, including providing the information upon which the distribution calculations are based, essentially the pay decks, division decks, and tax identification number (all confidentially) as of production from April 2018. Class Counsel shall post on the website a "preliminary" net distribution amount for each Class Member by royalty owner number only to provide anonymity for Class Members.

(2) When the Judgment becomes Final and Non-Appealable, the names, addresses, and amounts of Distribution Checks for each Class Member will be determined by the Settlement Administrator in accordance with this Plan of Allocation and Distribution Order, 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 and, when applicable, an IRS Form 1099 to each Class Member who has been identified. The Distribution Checks shall include line entry detail of the Class Member's distribution amount on a well-by-well basis. With each payment, the Settlement Administrator must include the notice as specified in paragraph 1.6 of the Settlement Agreement.

(3) Upon 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 be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished, and discharged all Released Parties from all Released Claims accruing 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 the amount or amounts of Class Counsel's Fees and Expenses that the Court awards from the Settlement Proceeds. The Settlement Administrator shall make such payment by wire transfer in accordance with written payment instructions that Class Counsel provides to the Settlement Administrator. Defendants shall have no responsibility or liability for allocating the amount paid among the Class Representative, Class Counsel, expert witnesses, vendors, or other persons entitled to a share of Class Counsel's Fees and Expenses, or for assuring that any such persons receive their proper share of the amount paid. In no event shall Defendants be required to pay Class Counsel's Fees and Expenses out of its own funds, except as part of paying the Settlement Proceeds from which those fees and expenses are being deducted.

(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 distribution by amount paid, owner number, owner name, and owner address. 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).

(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. That reconciliation shall describe any Undistributed Proceeds.

Ordered: \_\_\_\_\_, 2018.

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KIMBERLY E. WEST  
MAGISTRATE JUDGE