

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF KENTUCKY
SOUTHERN DIVISION
PIKEVILLE

APPALACHIAN LAND COMPANY,
Plaintiff,

V.

EQT PRODUCTION COMPANY, f/k/a
EQUITABLE PRODUCTION
COMPANY,
Defendant.

CIVIL ACTION NO. 7:08-cv-139-KKC

ORDER

*** **

Upon consideration of the Unopposed Motion for Preliminary Approval, it is HEREBY ORDERED:

1. The Settlement Class as previously certified under Fed. R. Civ. P. 23(b)(3) is defined as follows:

All persons and entities that, during the period of January 1, 1995 through July 31, 2016, were lessors on Oil and Gas Leases with Equitable, or its predecessors in title, covering lands in Kentucky, which obligate the lessee to pay royalties on gas produced from wells at a rate of one-eighth of the market price received at the wellhead and which leases do not authorize the deduction of severances taxes, or other costs, and/or expense incurred to market such gas after it is severed from the wellhead. The defined class excludes: (1) the United States of America; (2) any Judge or Magistrate presiding over this action and members of their families; (3) Equitable, its affiliates, its predecessors-in-title, and its respective employees, officers and directors; and (4) potential members of the class who have been paid

and accepted reimbursement for withheld severance taxes during the class period.

2. The Court conditionally approves Named Plaintiff Appalachian Land Company as Class Representative.
3. The Court conditionally appoints John C. Whitfield, Gary E. Mason and Caroline Ramsey Taylor of Whitfield Bryson & Mason LLP and George E. Stigger of the Law Offices of George E. Stigger as Class Counsel.
4. The proposed settlement set forth in the Settlement Agreement, attached as Exhibit A to the Memorandum in Support of the Plaintiffs' Unopposed Motion for Preliminary Approval, appears upon preliminary review to be fair, reasonable and adequate, negotiated and entered into at arm's length and in good faith, and within the range of possible judicial approval, and therefore is preliminarily approved for consideration at a final approval or fairness hearing.
5. Angeion is appointed as Settlement Administrator for the class and shall be responsible for sending Notice to the class members in accordance with the proposed Notice Plan and the Settlement Agreement.
6. The form and content of the Notice Plan submitted by Angeion, attached as Exhibit B to the Memorandum in Support of Plaintiffs' Unopposed Motion for Preliminary Approval [DE 140-3], is approved. The Court finds that the foregoing plan for Class Notice is the best notice practicable under the circumstances and satisfies the requirements of due process and Rule 23.
7. The Notice of Settlement Class Action, which was attached as Exhibit C to the Memorandum in Support of Plaintiffs' Unopposed Motion for Preliminary Approval [DE 140-4] and then later revised to include information concerning inclement weather [DE 143-1], is also approved.
8. This Court's July 3, 2019 Scheduling Order [DE 137] is **set aside** and replaced with the following:
 - a. On or before **September 23, 2019**, the Settlement Administrator shall mail the Detailed Notice as approved, by first class mail, postage prepaid, to each Settlement Class Member to the extent that the specific addresses

of such Class Members are within the possession, custody, or control of Defendant or are found through skip-tracing. Further action shall be taken in accordance with the Notice Plan in an attempt to locate all Settlement Class Members.

- b. Potential Claimants shall have up to and including **December 20, 2019** to post-mark Opt-Out Forms and Objections. The letter should include the name, address, telephone number, and the last four digits of the Putative Opt-Out's social security number. Those in the Settlement Class shall opt-out and lodge objections as set forth in the Notice.
 - c. Plaintiff shall serve a list of persons who have validly and timely opted out of the Settlement Class (or have objected) on Defense Counsel on or before **January 6, 2020**.
 - d. Plaintiff shall file a report of objections with the Court on or before **January 17, 2020**.
 - e. Plaintiff shall file paperwork for final approval of this Class Action on or before **January 31, 2020**.
 - f. The Final Fairness Hearing will be held on **February 14, 2020 at 11:00 a.m.** at the United States Courthouse in Pikeville, Kentucky.
 - g. In the event the settlement is approved, Defendant shall have **14 days** from the date of approval to fund the Settlement Amount. The Deadline for filing Valid Claims shall be **1 year** from the date of preliminary approval. Defendant shall provide awards to Class Members either **60 days** after the Claims Deadline or Final Approval, whichever is later.
9. The Court hereby enjoins members of the Settlement Class from initiating any lawsuit and stays until final approval any pending lawsuits, asserting any claims relating to Defendant's deduction of severance taxes from royalty payments, including all claims that are or could be raised in the Complaint against Defendant on behalf of anyone in the Settlement Class.

10. Counsel for the parties are authorized to jointly use all reasonable procedures in connection with approval and administration of the settlement that are not materially inconsistent with this Order or the Settlement Agreement, including making, without further approval of the Court, minor changes to the form or content of the Notice, and other exhibits that they jointly agree are reasonable and necessary.

Dated August 22, 2019.



Karen K. Caldwell

KAREN K. CALDWELL
UNITED STATES DISTRICT JUDGE
EASTERN DISTRICT OF KENTUCKY