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FILED

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KOLEEN HOSEKABEL  
CLERK OF THE DIST. COURT

STEVENSON CO. KS

IN THE TWENTY-SIXTH JUDICIAL DISTRICT  
DISTRICT COURT, STEVENS COUNTY, KANSAS  
CIVIL DEPARTMENT

JOHN STEPHEN ALFORD and )  
ROBERT LARRABEE, individually and on )  
behalf of Plaintiff Class as more fully )  
described in the First Amended Petition, )  
 )  
Plaintiffs, )  
 )  
vs. )  
 )  
PIONEER NATURAL RESOURCES )  
USA, INC., )  
 )  
Defendant. )  
 )

Case No. 93 CV 37

ORDER ON CLASS CERTIFICATION

Having reviewed the file herein and having been otherwise apprised, the Court finds that:

1. This action should be certified as a class action pursuant to K.S.A. 60-223.
2. The Court is cognizant of the concern of Pioneer Natural Resources USA, Inc. ("Pioneer")

that unless certain aspects of this case are certified only pursuant to K.S.A. 60-223(b)(1) there will be a "risk of (A) inconsistent or varying adjudications with respect to individual members of the class which would establish incompatible standards of conduct for the party opposing the class, or (B) adjudications with respect to individual members of the class which would as a practical matter be dispositive of the

interests of the other members not parties to the adjudications or substantially impair or impede their ability to protect their interests." K.S.A. 60-223(b)(1). Consequently, the Court hereby certifies the allocation and accounting issues raised by this action pursuant to K.S.A. 60-223(b)(1) only. The Court additionally hereby certifies, to the extent required by due process, only any aspect of the case involving damages pursuant to K.S.A. 60-223(b)(3). The Court additionally hereby certifies all remaining aspects of the case under K.S.A. 60-223(b)(1) and (2).

The Plaintiff class, as described above, shall consist of:

Each owner of a mineral interest burdened by an oil and gas lease owned in whole or in part by defendant Pioneer Natural Resources USA, Inc., the production from whose wells pass or have passed through defendant's Satanta Plant located in Grant County, Kansas. Plaintiffs exclude from the plaintiff class the United States of America insofar as its mineral interests are managed by the Minerals Management Service but otherwise include the instrumentalities of the United States of America and federally chartered corporations, including, but not limited to, the Farm Credit Bank of Wichita and the Federal Land Bank.

The Court specifically finds that John Stephen Alford and Robert Larrabee are adequate and proper class representatives, and fully meet all necessary requirements to protect the interests of the class. John Stephen Alford and Robert Larrabee are designated the representative plaintiffs and Fleeson, Gooing, Coulson & Kitch, L.L.C. and Kramer, Nordling & Nordling, L.L.C. are designated counsel for the representative plaintiffs and the Plaintiff Class.

3. Two subclasses should be established as follows:

1. **Ulysses Gathering System Class Members:** Those members of the Plaintiff Class whose royalty payments have been subject to the terms of the Settlement Agreement, dated April 11, 1975, approved by the Court in *Robert Larrabee, et al. v. Mesa Petroleum Co.*, Case No. 4950, Stevens County, Kansas.

2. **Non-Ulysses Gathering System Class Members:** Those members of the Plaintiff Class whose royalty payments have **not** been subject to the terms of the Settlement Agreement, dated April 11, 1975, approved by the Court in *Robert Larrabee, et al. v. Mesa Petroleum Co.*, Case No. 4950, Stevens County, Kansas.

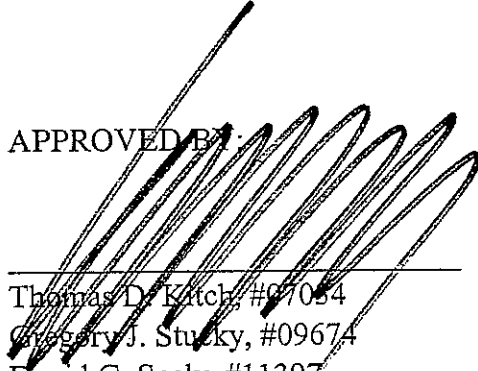
4. The Court will make a determination at a later date regarding other issues, including issues pertaining to class notice.

IT IS SO ORDERED.

SIGNED this 3rd day of October, 2000.

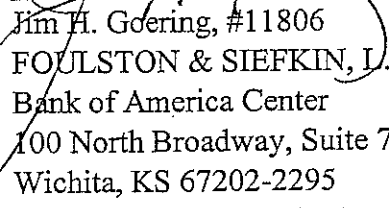
  
Tom R. Smith, District Judge

APPROVED BY:

  
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