


FOULSTON & SIEFKIN L.L.P.  
700 Bank of America Center  
100 North Broadway  
Wichita, Kansas 67202  
Telephone: (316)267-6371

FILED

00 OCT -3 PM 1:51

KOLEEN NOBEKABEL  
CLERK OF THE DIST. COURT  
  
STEVENS 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 Petition,  
*Plaintiffs,*

v.

PIONEER NATURAL RESOURCES USA, INC.  
*Defendant.*

Case No. 93 CV 37

**STIPULATED ORDER REGARDING LIMITED  
"STANDSTILL" AGREEMENT BETWEEN PARTIES**

Defendant Pioneer Natural Resources USA, Inc. ("Pioneer") has advised Plaintiffs that it is prepared to file a motion requesting leave to add an affirmative defense by way of offset regarding the recoupment of Kansas Advalorem taxes (the Ad Valorem Issue). After having been duly advised, the Court approves the following agreement between the parties regarding same:

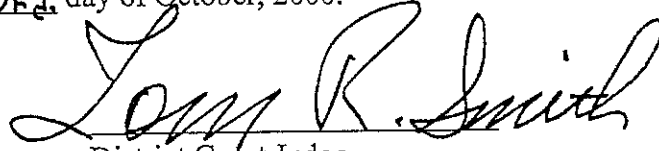
1. Pioneer shall have until Monday, January 8, 2001, to file a motion requesting leave to add an affirmative defense by way of offset regarding the Ad Valorem Issue.
2. There shall be a "standstill" between the parties regarding the Ad Valorem Issue between the current date and when Pioneer files such any such motion. Pioneer shall not be prejudiced

by the passage of time between the current date and the date such a motion is filed, and Plaintiffs will not argue, nor will the Court consider, any arguments that delay or passage of time between the current date and the date of such motion is relevant in terms of whether such a motion by Pioneer should be granted. Plaintiffs shall not be prejudiced by the passage of time between the current date and the date such a motion is filed, and Pioneer will not argue, nor will the Court consider, any arguments that delay or passage of time between the current date and the date of such a motion is relevant in terms of whether such a motion by Pioneer should be granted. By so ordering, the Court is not making a ruling in any way regarding the propriety of any such motion by Pioneer and the fact that the Court has entered this Order shall not be utilized by Pioneer to argue or contend that such a motion should be granted – Pioneer may only reference this order as a historical fact in terms of the standstill agreement above described.

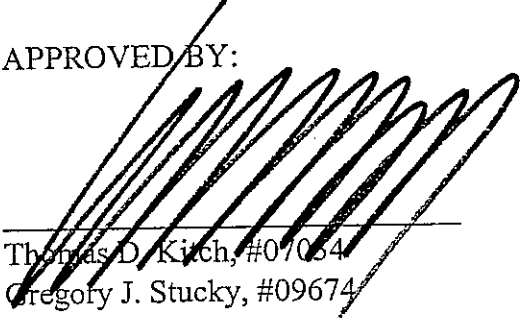
3. If the Court were to grant such a motion by Pioneer (A) Pioneer will be required to do the following: (1) all discovery will be expedited so that it can be completed in advance of trial in this matter; (2) Pioneer will produce any documents requested by plaintiffs in Wichita, Kansas, so that Plaintiffs' counsel will not need to travel to Pioneer's offices in Dallas, Texas, to review such documents; and, (3) to the extent Plaintiffs' counsel wish to depose any Pioneer employees regarding this issue, Pioneer will make such witnesses available for deposition at the offices of Fleeson, Gooing, Coulson & Kitch in Wichita, Kansas, so that Plaintiffs counsel do not need to travel to Pioneer's offices in Dallas, Texas, for depositions and (B) the Court will revise any discovery deadlines to permit plaintiffs to conduct such discovery. By setting out these requirements, the Court is not making a ruling in any way

regarding whether it would or would not grant any motion by Pioneer for leave to amend to add a defense by way of setoff regarding the Ad Valorem Issue.

IT IS SO ORDERED on this 3<sup>rd</sup> day of October, 2000.

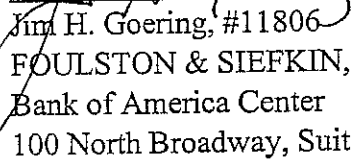
  
District Court Judge

APPROVED BY:

  
Thomas D. Kitch, #07034  
Gregory J. Stucky, #09674  
David G. Seely, #11397  
FLEESON, GOOING, COULSON  
& KITCH, L.L.C.  
125 North Market, Suite 1600  
Wichita, KS 67202  
Telephone (316) 267-7361

KRAMER, NORDLING  
& NORDLING, L.L.C.  
209 East Sixth Street  
P.O. Box 250  
Hugoton, KS 67951  
Telephone (316) 544-4333

*Counsel for Plaintiffs*

  
Jim H. Goering, #11806  
FOULSTON & SIEFKIN, L.L.P.  
Bank of America Center  
100 North Broadway, Suite 700  
Wichita, KS 67202-2295  
Telephone (316)267-6371

*Counsel for Defendant*