

**IN THE DISTRICT COURT OF TEXAS COUNTY
STATE OF OKLAHOMA**

MARVIN TAYLOR,)
MARGARET SHEPPARD AND)
ALESEN SHEPPARD)
FOR THEMSELVES AND ALL OTHERS)
SIMILARLY SITUATED,)

PLAINTIFFS,)

VS.)

CHEVRON TEXACO CORPORATION,)
TEXACO, INC.;)
TEXACO EXPLORATION AND PRODUCTION, INC.;)
CHEVRON U.S.A., INC.,)
FOR ITSELF AND AS GUARANTOR OF TEXACO)
EXPLORATION AND PRODUCTION, INC.; AND)
FOUR STAR OIL & GAS COMPANY)

DEFENDANTS.)

CASE NO. CJ-2002-104

TEXAS COUNTY
FILED

SEP 30 2009

KAREN PARISH
COURT CLERK

By _____ Deputy

ORDER

- 1) PRELIMINARILY APPROVING SETTLEMENT,
- 2) APPROVING FORM OF NOTICE TO CLASS MEMBERS AND
- 3) SETTING DATE FOR SETTLEMENT FAIRNESS HEARING

This matter came on for hearing on the 29th day of September, 2009, on the joint motion for preliminary approval of the settlement between Plaintiffs and Chevron (as that term, as well as the other terms used herein, are defined in the Settlement Agreement), and for the approval of the form of Notice to Class Members and setting the date for Settlement Fairness Hearing (hereinafter "Joint Motion") and the motion of Class Counsel for fees and litigation expenses from the common fund. The Court, after reviewing the pleadings on file herein, hearing arguments of counsel and being fully and sufficiently advised, and after making a preliminary review of the Settlement Agreement between Plaintiffs and Chevron, finds that the Joint Motion should be, and is hereby, granted.

THEREFORE, THE COURT FINDS AND ORDERS AS FOLLOWS:

1. The Settlement Agreement between Plaintiffs and Chevron appears to the Court to be fair, reasonable and adequate to the Plaintiff Class, and should be preliminarily approved by the Court.

2. Class Counsel's request for: a) an award of an attorneys' fee of 40% of the Settlement Proceeds; b) a Class Representatives award of 1% of the Settlement Proceeds; and c) reimbursement of expert and consultant fees, litigation expenses and other costs, is consistent with other fair and reasonable awards in similar cases and therefore, should be preliminarily approved by the Court.

3. The Court further finds a Settlement Fairness Hearing should be held before the Court on the 22nd day of December, 2009 at 9:30 a.m., at which hearing Plaintiffs and Chevron will present evidence and arguments in support of the Settlement Agreement. Class Counsel will also present evidence and arguments in support of their fee and expense request, and the Court may:

- (a) consider any proper and timely filed opt outs, objections to the proposed settlement and/or objections to Class Counsel's request for fees and expenses;
- (b) make further findings concerning whether the Settlement Agreement is fair, reasonable and adequate to the Plaintiff Class and whether it should therefore be finally approved by the Court;
- (c) make findings concerning whether Class Counsel's fee and expense request represents a fair and reasonable attorney's fee, representative award and expense reimbursement to be awarded from the common fund in this case; and
- (d) consider any other matters properly brought before the Court concerning the Class Action Litigation and the proposed settlement between Plaintiffs and Chevron.

4. The form of the Notice of Proposed Settlement between Plaintiffs and Chevron attached to the Settlement Agreement as Exhibit "D," subject to appropriate formatting for printing purposes, will adequately inform the members of the Plaintiff Class of the scope and effect of the

proposed settlement between Plaintiffs and Chevron, as well as their rights related thereto.¹

Therefore, the Court approves the proposed Notice of Class Action Settlement.

5. The manner of providing notice of the proposed settlement between Plaintiffs and Chevron to members of the Plaintiff Class should be accomplished on or before the 30th day of October, 2009, by causing the Notice of Class Action Settlement to be served pursuant to the Plan of Notice contained in the Settlement Agreement.

6. The Notice of Settlement and the method of notification set forth herein and in the Plan of Notice constitute the best notice practicable under the circumstances. The Notice of Settlement constitutes due and sufficient notice of the Settlement Agreement between Plaintiffs and Chevron (as well as Class Counsel's requests for fees and litigation expenses) and of the time, date and place of the Settlement Fairness Hearing and constitutes due and sufficient notice for all other purposes to all persons legally entitled to receive such notice.

7. Chevron shall file with the Court an affidavit of mailing reflecting the names, addresses and date of mailing of the Notice, and shall also file affidavits of publication of the Notice, both filed at least ten (10) days prior to the Settlement Fairness Hearing. The Affidavit of Mailing shall be filed under seal and subject to the Protective Order entered in the Class Action Litigation.

8. Each person who wishes to challenge the fairness, reasonableness or adequacy of the Settlement Agreement, or any provision thereof, or the amount of Class Counsel's and Class Representatives' requested fees and litigation expenses shall be required to file with the Court

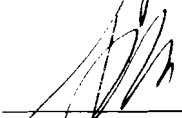
¹ The Court finds that said notice meets the requirements of 12 O.S. §2023(C)(4), *effective 11/1/2009* ("The notice shall clearly and concisely state in plain, easily understood language: a. the nature of the action, b. the definition of the class certified, c. the class claims, issues or defenses, d. that a class member may enter an appearance through an attorney if the member so desires, e. that the court will exclude him from the class if he so requests by a specified date, f. that the judgment, whether favorable or not, will include all members who do not request exclusion, and g. that any member who does not request exclusion may, if he desires, enter an appearance through his counsel.")

Clerk of Texas County, Oklahoma and mail to Class Counsel and counsel for Chevron, on or before November 30, 2009, a notarized written objection which shall contain the following:

- (a) A heading referring to Case No. CJ-2002-104 and to the District Court of Texas County, State of Oklahoma;
- (b) A statement as to whether the objector intends to appear at the Settlement Fairness Hearing, either in person or through counsel, and, if through counsel, identifying counsel by name, address and telephone number;
- (c) A detailed statement of the specific legal and factual basis for each and every objection;
- (d) A list of any witnesses the objector may call at the Settlement Fairness Hearing, together with a brief summary of each witness' expected testimony;
- (e) A list and copies of any exhibits which the objector may seek to use at the Settlement Fairness Hearing;
- (f) A list of any legal authority the objector may present at the Settlement Fairness Hearing;
- (g) The objector's current address;
- (h) The objector's current telephone number; and
- (i) The objector's signature executed before a notary public.

The Court will consider all valid written challenges submitted, but may summarily overrule said challenges if the objecting party does not appear and present his objection at the Settlement Fairness Hearing. The Court further finds that an objector who fails to strictly follow the procedure for objecting to the settlement, or fee and expense request, as set forth immediately above shall not be permitted to raise or pursue an objection at the Settlement Fairness Hearing, and such failure shall constitute waiver of any objection to the Settlement Agreement.


IT IS SO ORDERED this 29th day of Sept., 2009.



Gerald Riffe
Associate District Judge

Approved:

9/29/09
Date



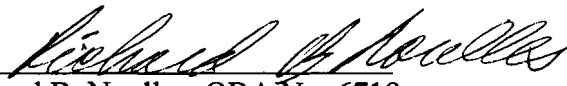
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