

# Exhibit 5

To the Stipulation

## **If You Are a Current Or Former Royalty Owner in an Oil and Gas Well in Oklahoma, You Could Be a Part of a Proposed Class Action Settlement.**

There is a Proposed Settlement in a class action lawsuit about royalties on natural gas produced from certain oil and gas wells in Oklahoma. The proposed Settlement is valued at \$155 million and consists of a \$115 million cash component and at least \$40 million in estimated Future Benefits for the royalty-owner Class Members. These Future Benefits are due to QEP's agreement to change the method by which royalty payments are to be calculated in the future. The lawsuit is called *Chieftain Royalty Company and Jack Lancet v. QEP Energy Company*. The lawsuit is pending in the United States District Court for the Western District of Oklahoma before Judge David L. Russell.

This notice is a summary only. For more detailed information regarding the rights and obligations of Class Members, you should read the Full Notice and other documents related to the proposed Settlement, which can be found at the website listed at the bottom of this document.

### **What Is the Lawsuit About?**

The lawsuit claims that Defendant, QEP Energy Company ("QEP") underpaid royalties on natural gas and its constituents produced from certain gas wells in Oklahoma. The Court did not decide which side was right. QEP still denies all claims against it but has agreed to the proposed Settlement to avoid the uncertainty, burden and expense of continued litigation.

### **Who Are Class Members?**

The Class includes:

All non-excluded persons or entities who are or were royalty owners in Oklahoma wells where QEP Energy Company is or was the operator (or, as a non-operator, QEP separately marketed gas). The Class Claims relate only to payment for gas and its constituents (helium, residue gas, natural gas liquids, nitrogen and condensate) produced from the wells. The Class does not include overriding royalty owners or other owners who derive their interest through the oil and gas lease.

The persons or entities excluded from the Class are: (1) agencies, departments or instrumentalities of the United States of America and the State of Oklahoma; (2) publicly traded oil and gas exploration companies and their affiliates; (3) the claims of royalty owners to the extent previously released by settlement in the case styled *McIntosh v. Questar*, Case No. CJ-02-22, District Court for Major County; (4) members of the class certified in *Bridenstine v. Kaiser Francis*, Case No. 97, 117 (unpublished) August 22, 2003, cert. denied, June 26, 2006, Okla. Sup. Ct., Case No. DF-01569, but only to the extent of their respective royalty interests in wells connected to the Beaver Gathering System in Beaver and Texas counties, Oklahoma; (5) members of the class certified in *Naylor Farms v. Anadarko OGC Co.*, No. CIV-08-668-R, 2009 U.S. Dist. LEXIS 127516 (W.D. Okla. Aug. 26, 2009), but only to the extent of their respective royalty interests in wells operated by QEP in Beaver and Texas counties, Oklahoma; and (6) persons or entities that Plaintiffs' counsel is, or may be prohibited from representing under Rule 1.7 of the Oklahoma Rules of Professional Conduct. Also excluded from the Class are any putative members of the Class who exclude themselves by timely requesting exclusion in accordance with the requirements set forth in this Notice, or who previously excluded themselves by timely requesting exclusion in accordance with the requirements set forth in the Notice of Pendency of Class Action.

Please visit the website listed at the bottom of this document for a complete list of wells included in the proposed Settlement and a more detailed definition of the Class.

### **What Does the Settlement Provide?**

As part of the \$155 million Settlement, QEP has agreed to pay \$115 million into an account for Class Members called the Gross Settlement Fund. The Court will deduct attorneys' fees, Class Representatives' awards, and other fees and expenses from the Settlement Fund, and the remainder of the fund (the "Net Settlement Fund") will be distributed to eligible Class Members based on a variety of factors. These factors include the amount of natural gas produced from the wells, the dates of gas production, and the royalty ownership of each well. In addition, QEP has agreed to provide a number of Future Benefits to the Class by changing the way it calculates Class Members' royalty payments in the future. For example, starting with production in March 2013, QEP will no longer charge royalty owners for the costs of gathering, compressing,

dehydrating, and treating gas from the wells. The parties have agreed that QEP will deduct a stipulated gas-processing fee where it receives natural gas liquid (“NGL”) value and that QEP will use commercially reasonable efforts to seek better gas marketing terms from midstream companies to maximize value to itself and its royalty owners. The future royalty payment methodology is described more fully in the Settlement Agreement and is binding on QEP, all Class Members who participate in the settlement, and their respective successors and assigns. These Future Benefits, which will remain in effect for the life of every Class lease, have an estimated minimum present value of \$40 million. Complete information on the benefits of the Settlement, including information on the distribution of the Net Settlement Fund, can be found in the Stipulation and Agreement of Settlement, which is posted on the website listed at the bottom of this document. In exchange, Class Members will release QEP and others identified in the Stipulation and Agreement of Settlement from the claims made in the lawsuit and other claims as described in the Stipulation and Agreement of Settlement.

#### Who Represents Me?

The Court has appointed attorneys to represent the Class. You may hire your own attorney, if you wish. However, you will be responsible for that attorney’s fees and expenses.

#### What Are My Legal Rights?

**Stay in the Class:** You do not have to do anything to stay in the Class and receive benefits. If you stay in the Class, you may also object to the proposed Settlement. If you stay in the Class, you will be bound by all orders and judgments of the Court, and you will not be able to sue, or continue to sue, QEP for the legal claims in this case or the future methodology of calculating royalty starting with production in March 2013.

- **Remain in the Class and receive benefits:** If you remain in the Class and the Court approves the proposed Settlement, you or your successors will receive the benefits of the proposed Settlement.
- **Object to the Proposed Settlement:** You or your lawyer has the right to file a written objection and appear before the Court to object to the proposed Settlement and/or the fees and expenses. Your written objection must contain the information described in the Full Notice found at website listed below and must be **RECEIVED** by the Clerk of Court and delivered into the hands of Class Counsel and QEP’s Counsel by \_\_\_\_\_, 2013. For mailing addresses and more information about properly objecting, please see the Full Notice and other documents relevant to the Settlement at the website listed below.

**Exclude Yourself From the Class:** To exclude yourself from the Class, you must send a letter by mail to the Settlement Administrator at the address below. Your letter must include your name, address, telephone number, and signature and must state that you want to be excluded from the Class in *Chieftain Royalty Company and Jack Lancet v. QEP Energy Company*. To be effective, your written request for exclusion must be **RECEIVED** into the hands of the Settlement Administrator at the address below no later than \_\_\_\_\_, 2013. You cannot exclude yourself on the website, by telephone, or by e-mail. If you do not follow these procedures—including meeting the date for exclusion set out above—you will not be excluded from the Class, and you will be bound by all of the orders and judgments entered by the Court regarding the Settlement, including the release of claims.

#### When Will the Court Determine Whether to Approve the Proposed Settlement?

The Court will hold a hearing on \_\_\_\_\_, 2013 at \_\_\_\_\_m. at the U.S. District Court for the Western District of Oklahoma, United States Courthouse, 200 NW 4th Street, Oklahoma City, OK 73102. At the hearing, the Court will consider whether the proposed Settlement is fair, reasonable, and adequate. The Court will also consider the motion for fees and expenses. If comments or objections have been submitted in the manner required, the Court will consider them as well.

#### Where Can I Get More Information About the Settlement?

Visit: [www.\\_\\_\\_\\_\\_.com](http://www._____.com)

Call Toll-Free: \_\_\_\_\_

**Or Write to: *Chieftain Royalty Company and Jack Lancet v. QEP Energy Company Settlement*  
c/o [Name and Address of Settlement Administrator]**