

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

CHIEFTAIN ROYALTY COMPANY)
and JACK LANCET)
Plaintiffs)
)
v.)
)
QEP ENGERGY COMPANY)
Defendant)
_____)

Civil Action No. CIV-11-2012-R

**SETTLING PARTIES’ JOINT MOTION TO PRELIMINARILY APPROVE
CLASS ACTION SETTLEMENT, APPROVE FORM AND MANNER OF
NOTICE AND SET DATE FOR FINAL FAIRNESS HEARING**

Plaintiffs, Chieftain Royalty Company and Jack Lancet (collectively, “Class Representatives”), individually, and on behalf of all others similarly situated, and Defendant, QEP Energy Company (“QEP”) (collectively, the “Settling Parties”) respectfully file this Joint Motion to Preliminarily Approve Class Action Settlement, Approve Form and Manner of Notice, and Set Date for Final Fairness Hearing (the “Motion”), and hereby move the Court for the entry of an Order:

1. Preliminarily approving the Settlement;
2. Approving the form and manner of the proposed Notice;
3. Appointing Settlement Administrator;
4. Appointing Escrow Agent; and
5. Setting a date for the Final Fairness Hearing.

The Settling Parties base this motion on all records and files herein, the applicable law, and all pleadings and records on file in this matter, which are respectfully incorporated by reference as if set forth fully herein. Class Representatives also base this Motion on their Memorandum of Law in Support of the Motion, which is filed contemporaneously herewith.

Accordingly, the Settling Parties respectfully request that this Court enter an Order granting the relief listed above and any further relief to which the Court finds the Class entitled. A proposed Preliminary Approval Order is attached hereto as Exhibit 1.

Date: February 13, 2013

Respectfully submitted,

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Exhibit 1

**THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

CHIEFTAIN ROYALTY COMPANY)
and JACK LANCET)
Plaintiffs)
)
v.)
)
QEP ENGERGY COMPANY)
Defendant)
_____)

Civil Action No. CIV-11-2012-R

**ORDER GRANTING PRELIMINARY APPROVAL OF CLASS ACTION
SETTLEMENT, APPROVING FORM AND MANNER OF NOTICE
AND SETTING DATE FOR FINAL FAIRNESS HEARING**

This is a class action lawsuit brought by Class Representatives, Chieftain Royalty Company (“Chieftain”) and Jack Lancet (“Lancet”), on behalf of themselves and as representatives of a Class of gas royalty owners, against Defendant, QEP Energy Company (“QEP”), for the alleged underpayment of gas royalties. The Court certified the Class’ claims against QEP for breach of contract and breach of fiduciary duty on March 16, 2012. On or about January 10, 2013, Class Representatives and QEP reached a preliminary agreement to settle this Action. The Settling Parties executed a Stipulation and Agreement of Settlement (the “Stipulation”) on February 13, 2013.¹ The Stipulation, together with the exhibits thereto, sets forth the terms and condition for the proposed Settlement of the claims alleged in Plaintiffs’ Second Amended Complaint (the “Complaint”). In accordance with the Stipulation, the Settling Parties now present

¹ Capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Stipulation.

the Settlement to the Court for preliminary approval pursuant to Federal Rule of Civil Procedure 23.

After reviewing the pleadings and the Settling Parties' Joint Motion to Preliminarily Approve Class Action Settlement, Approve Form and Manner of Notice and Set Date for Final Fairness Hearing and the memorandum in support thereof ("Motion for Preliminary Approval"), the Court has preliminarily considered the Settlement to determine, among other things, whether the Settlement warrants the issuance of notice to the Class. Upon reviewing the Settlement under the terms of the Stipulation and the Motion for Preliminary Approval, it is hereby ORDERED, ADJUDGED AND DECREED as follows:

1. For purposes of this Order, the Court adopts all defined terms as set forth in the Stipulation unless otherwise defined herein.

2. The Court preliminarily finds (i) the proposed Settlement resulted from extensive arms-length negotiations; (ii) the proposed Settlement was agreed to only after Class Counsel had conducted legal research and fact and expert discovery regarding the strengths and weakness of Class Representatives and the Class's claims; (iii) Class Representatives and Class Counsel have concluded that the proposed Settlement is fair, reasonable, and adequate; and (iv) the proposed Settlement is sufficiently fair, reasonable, and adequate to warrant sending notice of the proposed Settlement to the Class.

3. Having considered the essential terms of the Settlement under the recognized standards for preliminary approval as set forth in the relevant jurisprudence, the Court preliminarily approves the Settlement, subject to the right of any member of the

Class to challenge the fairness, reasonableness, and adequacy of the Settlement, Stipulation, or proposed Plan of Allocation and Distribution, and to show cause, if any exists, why a final judgment dismissing the Action based on the Stipulation should not be ordered herein after adequate notice to the Class has been given in conformity with this Order. As such, the Court finds that those members of the Class whose claims would be settled, compromised, dismissed, and/or released pursuant to the Settlement should be given notice and an opportunity to be heard regarding final approval of the Settlement and other matters.

4. The Court further preliminarily approves the form and content of the proposed Notice, which is described in and attached to the Stipulation, and finds the Notice is the best notice practicable under the circumstances, constitutes due and sufficient notice to all persons and entities entitled to receive such notice, and fully satisfies the requirements of due process and Federal Rule of Civil Procedure 23. The Court finds the form and content of the Notice fairly and adequately: (i) describes the terms and effect of the Settlement; (ii) notifies the Class that Class Counsel will seek attorneys fees, reimbursement of Litigation Expenses, and Case Contribution Awards for Class Representatives' services; (iii) notifies the Class of the time and place of the Final Fairness Hearing; (iv) describes the procedure for requesting exclusion from the Settlement; and (v) describes the procedure for objecting to the Settlement or any part thereof.

5. The Court also preliminarily approves the proposed manner of communicating the Notice to the Class, as set out below, and finds that it is the best

notice practicable under the circumstances, constitutes due and sufficient notice to all person and entities entitled to receive such notice, and fully satisfies the requirements of due process and Rule 23:

a. As soon as reasonably possible and within thirty (30) calendar days of the entry of this Order, QEP and/or the Settlement Administrator shall initiate dissemination of the Notice by sending via first-class mail a copy of the Notice to the last known mailing address of each Class Member who can be identified with reasonable effort and who has not already opted out. It is reasonable for QEP to rely on standard electronic pay deck data used by it and other well operators for standard monthly royalty payments. It is recognized that QEP has previously sought electronic royalty pay deck data from third party well operators which was used for Notice of class certification, but not all third party well operators have provided royalty pay deck data to QEP. For its own operated wells QEP is directed to use the most current available electronic pay deck data for notice purposes. For wells operated by other entities, the Court directs QEP to provide the Notice to those operators along with instructions for the operators to provide the Notice to the royalty owners they pay on QEP's behalf; additionally on non-operated wells, QEP will directly send out notice to the royalty owners in those wells to the extent QEP has heretofore gathered the names and addresses of those royalty owners from the operators of such wells. It is not practical or economically practical for QEP to do more to determine the names and addresses of Class Members.

b. On or before the tenth business day after the mailing of the Notice begins, QEP also shall publish (or cause to be published) the summary Notice of Settlement one time in each of the following newspapers: (1) *The Oklahoman*, a paper of general circulation in Oklahoma, and (2) *The Tulsa World*, also a paper of general circulation in Oklahoma.

c. By that same tenth business day after the beginning of the initial mailing, QEP will also post (or cause to be posted) the Notice on a pre-existing website dedicated to this litigation and styled www.chieftain-QEP.com, along with other documents related to the Settlement and associated exhibits.

d. If QEP wishes to issue any notice that may be contemplated by the Class Action Fairness Act (“CAFA”), if any, it will do so no later than ten calendar days from the date of this Order.

e. All costs of administering, disseminating, and communicating the Notice to the Class shall be paid by QEP in accordance with the Stipulation, subject to any right to reimbursement for such costs as set forth in the Stipulation.

6. Class Counsel is authorized to act on behalf of the Class with respect to all acts required by, or which may be given pursuant to, the Stipulation, or such other acts that are reasonably necessary to consummate the proposed Settlement set forth in the Stipulation.

7. The Court appoints _____ as Settlement Administrator to receive and process any Requests for Exclusion or inquiries submitted by Class Members and, if the Settlement is finally approved by the Court, to supervise and administer the

Settlement in accordance with the Stipulation and the Court's Plan of Allocation and Distribution Order(s) authorizing distribution of the Net Settlement Fund to the members of the Class. The Settling Parties and their counsel shall not be liable for any act or omission of the Settlement Administrator.

8. The Court appoints _____ as the Escrow Agent. The Escrow Agent is authorized and directed to act in accordance with the Escrow Agreement. The Settling Parties and their counsel shall not be liable for any act or omission of the Escrow Agent.

9. Pursuant to Federal Rule of Civil Procedure 23(e), a Final Fairness Hearing shall be held on _____, 2013 at ____ .M. in the United States District Court for the Western District of Oklahoma, the Honorable David L. Russell presiding, to:

a. determine whether the Settlement should be approved by the Court as fair, reasonable, and adequate and in the best interests of the Class;

b. determine whether the notice method utilized by the Settling Parties: (i) constituted the best practicable notice under the circumstances; (ii) constituted notice reasonably calculated, under the circumstances, to apprise members of the Class of the pendency of the litigation, the Settlement, their right to exclude themselves from the Settlement, their right to object to the Settlement, and their right to appear at the Final Fairness Hearing; (iii) was reasonable and constituted due, adequate, and sufficient notice to all persons and entities entitled to such notice; and (iv) meets all applicable requirements of the Federal Rules of Civil Procedure and any other applicable law;

c. determine whether a Final Judgment should be entered pursuant to the Stipulation, *inter alia*, dismissing the Action against QEP with prejudice and extinguishing, releasing, and barring all Released Claims in accordance with the Stipulation;

d. determine the proper method of allocation and distribution of the Net Settlement Fund among class members;

e. determine whether the applications for attorneys' fees, reimbursement for Litigation Expenses, and Case Contribution Awards to Class Representatives are fair and reasonable and should be approved; and

f. rule on such other matters as the Court may deem appropriate.

10. The Court reserves the right to adjourn, continue, and reconvene the Final Fairness Hearing, or any aspect thereof, including the consideration for the application of attorneys' fees and reimbursement of Litigation Expenses, without further notice to the Class.

11. The Court reserves the right to approve the Settlement at or after the Final Fairness Hearing without further notice to the Class.

12. Class Members wishing to exclude themselves from the Class pursuant to Federal Rule of Civil Procedure 23(e)(4) must submit to the Settlement Administrator a valid and timely Request for Exclusion. Requests for Exclusion must include: (i) the Class Member's name, address, telephone number, and notarized signature; (ii) a statement that the Class Member wishes to be excluded from the Class in *Chieftain Royalty Company and Jack Lancet v. QEP Energy Company*, Case No. CIV-11-212; and

(iii) a description of the Class Member's interest in any Class Well(s), including the name, QEP well number, and legal location of such Class Well(s). Requests for Exclusion must be mailed to and received into the hands of the Settlement Administrator no later than _____, 2013, at:

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

Requests for Exclusion may not be submitted through the website or by phone, facsimile, or email. Any person or entity that has not timely and properly requested exclusion from the Class shall be included in the Settlement and shall be bound by the terms of the Stipulation in the event it is finally approved by the Court.

13. Copies of all Requests for Exclusion, including supporting documentation submitted therewith, if any, that are submitted to and received by the Settlement Administrator shall be delivered to Class Counsel and QEP's Counsel within 1 business day of receipt.

14. Any Class Member who wishes to object to the fairness, reasonableness, or adequacy of the Settlement, to any term of the Settlement, to the Plan of Allocation, to the proposed request for attorneys' fees and Litigation Expenses, or the proposed request for Case Contribution Awards for Class Representatives may file an objection. An objector must file with the Court and serve upon Class Counsel and QEP's Counsel a written objection containing the following: (i) a heading referring to *Chieftain Royalty Company and Jack Lancet v. QEP Energy Company*, Case No. CIV-11-212 and to the United States District Court, Western District of Oklahoma; (ii) a statement as to whether

the objector intends to appear at the Final Fairness Hearing, either in person or through counsel, and, if through counsel, counsel must be identified by name, address and telephone number; (iii) a detailed statement of the specific legal and factual basis for each and every objection; (iv) a list of any witnesses the objector may call at the Final Fairness Hearing, together with a brief summary of each witness's expected testimony; (v) a list of and copies of any exhibits the objector may use at the Final Fairness Hearing; (vi) a list of any legal authority the objector may present at the Final Fairness Hearing; (vii) the objector's current address, telephone number, and signature executed before a Notary Public; and, (viii) identification of the objector's interest in Class Wells by identifying each such Class Well by well name, QEP well number, and legal location. Such written objections must be filed with and received by the Court and served into the hands of Class Counsel and QEP's Counsel no later than 14 days prior to the Final Fairness Hearing at:

The Court:

Clerk of the Court
U.S. District Court for the Western District of Oklahoma
United States Courthouse
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Oklahoma City, OK 73102

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Any Class Member who does not timely file and serve a written objection shall be foreclosed from raising any such objection to the Settlement, and any untimely objection shall be barred absent an Order from the Court. Class Counsel and/or QEP's Counsel shall file any reply or response to any objections at least 3 days prior to the Final Fairness Hearing.

15. Any objector who timely files and serves a valid written objection in accordance with the above paragraph may also appear at the Final Fairness Hearing, either in person or through qualified counsel retained at the objector's expense. Objectors or their attorneys intending to appear at the Final Fairness Hearing must comply with the Local Rules of this Court and must include in their written objections a notice of intention to appear in the manner described in the above paragraph.

16. Class Counsel and QEP's Counsel shall promptly furnish each other with copies of any and all objections that come into their possession.

17. Class Representatives and Class Counsel shall file their Final Approval Motion, on behalf of themselves and the Class, as well as any requests for approval of the Plan of Allocation and Distribution, attorneys' fees, reimbursement of Litigation Expenses, and Case Contribution Awards, at least twenty-one (21) days prior to the Final Fairness Hearing.

18. If the Settlement is not approved by the Court, is terminated in accordance with the terms of the Stipulation, or otherwise does not become Final for any reason whatsoever, the Settlement, Stipulation, and any actions take or to be taken in connection therewith (including this Order and any judgment entered herein), shall be terminated and become void and of no further force and effect, except that any obligations or provisions relating to the payment of costs and expenses incurred in connection with notice and claims administration, and any other obligation or provision that is expressly designated in the Stipulation to survive termination of the Settlement, shall survive termination of the Stipulation and Settlement.

19. All proceedings in the Action, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, are hereby stayed and suspended until further order of this Court. Pending final approval of the Settlement, Class Representatives and all Class Members are barred, enjoined, and restrained from commencing, prosecuting, continuing, or asserting in any forum, either directly or indirectly, on their own behalf or on the behalf of any other person or class, any Released Claim against QEP.

20. The Stipulation, whether or not consummated, the negotiations thereof, and any related communications made, proceedings taken, or orders entered pursuant thereto, are not admissible as evidence for any purpose against Class Representatives, the Class, or QEP in any pending or future litigation involving the parties. This Order shall not be construed or used as an admission, concession, or declaration by or against QEP of any fault, wrongdoing, breach, or liability, and QEP specifically denies any such fault,

wrongdoing, breach, or liability. This Order shall not be construed or used as an admission, concession, or declaration by or against Class Representatives or the Class that their claims lack merit or that the relief requested in the Action is inappropriate, improper, or unavailable. This Order shall not be construed or used as an admission, concession, declaration, or waiver by any party of any arguments, defenses, or claims he, she, or it may have in the event that the Settlement is terminated. Moreover, the Settlement and any proceedings taken pursuant to the Settlement are for settlement purposes only. Neither the fact of, nor any provision contained in the Stipulation or its exhibits, nor any actions taken thereunder shall be construed as, offered into evidence as, received into evidence as, or deemed to be evidence of a presumption, concession, or admission of any kind as to the truth of any fact alleged or validity of any defense that has been, could have been, or in the future might be asserted.

21. Subject to any arbitration and/or auditing procedures set forth in the Stipulation, the Court hereby retains jurisdiction over this Action to consider all further matters arising out of or connected with the Settlement reflected in the Stipulation, including enforcement of the releases provided for in the Stipulation.

22. The Court may, for good cause shown, extend any of the deadlines set forth in this Order without further written notice.

IT IS SO ORDERED this ____ day of _____ 2013

HON. DAVID L. RUSSELL
UNITED STATES DISTRICT JUDGE

APPROVED AS TO FORM

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Subject: Activity in Case 5:11-cv-00212-R Chieftain Royalty Company v. QEP Energy Company Motion for Settlement

Date: Wednesday, February 13, 2013 4:56:32 PM CT

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Western District of Oklahoma[LIVE]

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Case Name: Chieftain Royalty Company v. QEP Energy Company

Case Number: [5:11-cv-00212-R](#)

Filer: Chieftain Royalty Company
Jack Lancet
QEP Energy Company

Document Number: [118](#)

Docket Text:

JOINT MOTION for Settlement *SETTLING PARTIES JOINT MOTION TO PRELIMINARILY APPROVE CLASS ACTION SETTLEMENT, APPROVE FORM AND MANNER OF NOTICE AND SET DATE FOR FINAL FAIRNESS HEARING* by Chieftain Royalty Company, Jack Lancet, QEP Energy Company. (Attachments: # (1) Exhibit 1 - Preliminary Approval Order)(Beckworth, Bradley)

5:11-cv-00212-R Notice has been electronically mailed to:

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Document description:Exhibit 1 - Preliminary Approval Order

Original filename:n/a

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