

JAMES ARTHUR VINSON, on behalf of himself and others similarly situated, Plaintiff,	)	IN THE DISTRICT COURT OF
v.	)	OKLAHOMA COUNTY
STATE OF OKLAHOMA ex rel.	)	STATE OF OKLAHOMA
OKLAHOMA TRANSPORTATION	)	
AUTHORITY, et al., Defendants.	)	Case No. CJ-2002-5734

**NOTICE OF PROPOSED PHASE II SETTLEMENT**

On December 9, 2005, the Court entered its order finally approving the settlement which had been agreed to between the parties in this case, whereby, among other things, a total of \$6,000,000 in PikePass travel credits was reserved for distribution to the Class, which was defined as all PikePass customers (other than litigation counsel and government agencies) with an account which registered at least one “force match” (or “system matched”) transaction on or prior to September 15, 2005 (collectively, the “Class”). In its order, the Court directed that all Class members receive a credit of \$11.00 per account for PikePass travel to be automatically credited to the Class members’ PikePass accounts which will be valid for PikePass travel until December 31, 2007. No claims will need to be made for these \$11.00 credits. In the event a class member no longer has an active PikePass account, it will be the customer’s responsibility to open a new account in order to receive the travel credit. In the December 9, 2005 order, the Court also preliminarily approved a high volume user sub-class, which was defined as those Class members who, during the July-1997 through June-2002 period reflected in the Oklahoma Transportation Authority’s (now known as the Oklahoma Turnpike Authority, herein “OTA” or “Defendant”) database (the “Customer Database”), accrued total force match charges of at least \$5,000.00 (collectively, the “SubClass”). This defined SubClass represents approximately 380 Class members of the total Class of approximately 450,000 accounts. The Court further held that, after distribution of \$11.00 in credits to each Class member, any undistributed credits (estimated to be more than \$1 million, herein “Undistributed Credits”), together with certain other potential unclaimed credits described herein, and interest imputed on the \$6,000,000 in travel credits during the period from September 30, 2005 through the date set for distribution of the \$11.00 credits by the Court, would be set aside for distribution as credits to members of the SubClass. The SubClass representatives consist of eleven high-volume PikePass users and the Oklahoma Trucking Association, and have been represented in this cause by the firm of Schneider & Labarthe, P.A. (“SubClass counsel”). This notice advises you of the establishment of the SubClass and the existence of the proposed settlement with the SubClass and of its terms. You are also advised what your options are regarding the proposed settlement. In any case, do not contact the Court directly, except in writing as instructed below.

**STATUS OF THE LITIGATION.** The Class settlement was finally approved by the Court on December 9, 2005. This settlement providing for distributions of credits to the SubClass (the “Phase II Settlement”) has been preliminarily approved by the Court and is subject to final approval of the Court as specified herein. Plaintiff is represented by Joe E. White, Jr., Charles C. Weddle III, both of White & Weddle, P.C. and Edward L. White of Edward L. White, P.C. Defendant is represented by Patrick M. Ryan and Phillip G. Whaley of Ryan, Whaley, & Coldiron, and James R. Waldo of Mock, Schwabe. The SubClass is represented by David B. Schneider and Richard C. Labarthe, of Schneider & Labarthe, P.A.

**SUMMARY OF PHASE II SETTLEMENT.** The SubClass representatives have proposed, and the Court has preliminarily approved, a Phase II settlement whereby timely claiming SubClass members shall receive an initial distribution of credits in the amount of the Undistributed Credits plus the interest being imputed on the \$6,000,000 in PikePass travel credits to be distributed to the Class as a whole, from September 30, 2005 until the date set in the Court’s December 9, 2005 order for distribution of the \$11.00 credits to all Class members (which may be as early as January 10, 2006, or later, if, for example, an appeal is taken as to the Court’s order) at the per annum rate specified in the prior Settlement Agreement (the “Interest”), less such attorney fees and claim administrator fees and costs which may be awarded by the Court as a cash payment to SubClass counsel (“Counsel Fees”), and less special PikePass travel credits totaling \$60,000 to be awarded to representatives of the SubClass (“Special Credits”).

The SubClass representatives have proposed, and the Court has preliminarily approved, that the Undistributed Credits, together with the Interest, and less the Counsel Fees and the Special Credits (collectively,

the “Initial Distribution”) shall be distributed to all of those members of the SubClass who timely file claims pursuant to a claims procedure to be established by the Court, and which will be detailed in a future notice to be distributed to all SubClass members after the Court enters a final order on the Phase II settlement.

The SubClass representatives have proposed, and the Court has preliminarily approved, that the Initial Distribution shall take the form of PikePass credits, on a pro rata basis determined by the total of Forced Match dollars attributable to each eligible SubClass member’s own account profile and the percentage that such amount bears to the total of all valid claims timely submitted to the SubClass Claim Administrator (the “SubClass Member’s Percentage”).<sup>a</sup> Like the credits distributed to all Class members, credits to be awarded in the Initial Distribution shall be for PikePass travel prior to December 31, 2007. Due to the fact that as many as 95,834 of the PikePass accounts to be credited the \$11.00 in the Class settlement may be inactive, some of the \$1,054,174 being credited to those inactive accounts may go unclaimed. Under the Phase II settlement, a second distribution will be made of any such credits arising from the failure of any Class member to re-open a currently inactive PikePass account by December 31, 2007 so as to claim the benefit of such credit (“Secondary Distribution”), less the expenses incurred by OTA associated with distribution of this Notice. The Secondary Distribution will also be distributed to SubClass members in accordance with their respective SubClass Member’s Percentages as approved by the Court and shall not require any further claim procedure.

**PURPOSE OF THIS NOTICE.** *If you had over \$5,000 in forced match charges during the mid-1997 through mid-2002 period and are listed in the SubClass, and you wish to participate in the Phase II settlement as described herein, you do not need to do anything at this time. However, you will need to timely respond by filing a claim within the time period specified in the special notice to SubClass members after Court approval of the proposed Phase II settlement. If you wish, before being contacted further, to determine if you are within the high-volume SubClass, as defined, you may inspect and copy such list through one of the following sources: (a) by contacting Schneider & Labarthe, 304 NW 13<sup>th</sup>, Suite 120, Oklahoma City, OK 73103, 405.232.9990; (b) or at [www.pikepassclass.com](http://www.pikepassclass.com).* This notice is being provided consistent with statutory directives and a Court order.

You have the following rights regarding the Phase II settlement: (1) if you are one of the listed account parties in the Customer Database, as having had at least \$5,000 in aggregate forced match charges during the referenced period, you can participate in the SubClass by timely filing a claim pursuant to the procedures to be outlined in a future notice to be mailed after final approval by the Court of such Phase II settlement; (2) you can object to this Phase II settlement; or (3) you can enter an appearance individually or through counsel. You can object with or without requesting the right to appear and be heard at the hearing either in person or through counsel. If you wish to object to the settlement, you must mail your objection to Schneider & Labarthe, PO Box 1147, Oklahoma City, OK 73101 or you may e-mail your objection to [inquiry@pikepassclass.com](mailto:inquiry@pikepassclass.com). Your objection must be post-marked or e-mailed by **February 14, 2006 and it must** include the following: (1) name(s) under which you have your PikePass account(s), (2) mailing address for your account(s), (3) your account number(s) as listed on your statement(s), (4) a reference to this (Vinson v. Oklahoma Transportation Authority) case, (5) the nature of your objection, (6) whether you will be represented by counsel; and (7) whether you wish to be heard at the hearing. You will not be heard at the hearing unless you comply with the foregoing objection requirements and further file your objection with the Oklahoma County Court Clerk, 320 Robert S. Kerr Avenue, 4<sup>th</sup> Floor, Oklahoma City, OK 73102.

Hearing on the proposed Phase II Settlement will be held on **March 3, 2006** at 9:00 o’clock a.m. before the Honorable Judge Noma Gurich at the Oklahoma County Courthouse (321 Park Avenue, Oklahoma City, 73102, Courtroom Number 359). No one will be recognized at the hearing on the proposed settlement unless they provide timely written notice of their objection and of their desire to appear and be heard. The Court may limit presentation by objectors to avoid repetition.

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<sup>a</sup> Each timely-claiming SubClass Member’s Percentage shall be established by reference to the amount of total Forced Match dollars, by account. Each timely-claiming SubClass Member’s total Forced Match dollars shall be the numerator and the total of all timely-claiming SubClass members’ Forced Match dollars (also per the Customer Database) shall be the denominator, with the quotient being each SubClass member’s respective SubClass Member’s Percentage.