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IN THE CIRCUIT COURT OF KANAWHA COUNTY, WEST VIRGINIA
BUSINESS COURT DIVISION
KANAWHA COUNTY CIRCUIT COURT

SHONK LAND COMPANY LLC,

Plaintiff,

v.

Civil Case No.: 18-C-193
Presiding: Judge Wilkes
Resolution: Judge Lorensen

CABOT OIL & GAS CORPORATION, and
CARBON WEST VIRGINIA COMPANY LLC,

Defendants.

ORDER

THIS MATTER came to be heard telephonically on January 23, 2019, on the following motions:

1. Defendant Carbon West Virginia Company LLC's Motion to Amend Scheduling Order and Cabot Oil & Gas Corporation's Notice of Joinder and Supplemental Notice of Joinder in Motion to Amend Scheduling Order;
2. Plaintiff Shonk Land Company LLC's Motion to Compel Production of Documents from Cabot Oil and Gas Corporation;
3. Plaintiff Shonk Land Company LLC's Motion to Compel Production of Documents from Carbon West Virginia; and
4. Plaintiff Shonk Land Company LLC's Motion to Compel Rule 30(b)(7) Deposition from Both Defendants.

Plaintiff Shonk Land Company, LLC ("Shonk") appeared through counsel, Nicholas Johnson. Defendant Cabot Oil & Gas Corporation ("Cabot") appeared through

counsel, Robert Stonestreet. Defendant Carbon West Virginia Company, LLC, (“Carbon WV”) appeared through counsel, Owen Reynolds.

Defendants’ Motion to Amend the Scheduling Order

IT APPEARING TO THE COURT, based upon the memoranda filed and the argument of counsel, that Defendant Carbon West Virginia Company LLC’s Motion to Amend Scheduling Order and Cabot Oil & Gas Corporation’s Notice of Joinder in Motion to Amend Scheduling Order, should be granted in part and denied in part; it is therefore

ORDERED that the Motion to Amend Scheduling Order is GRANTED IN PART as to the Dispositive Motion deadline. The Court does hereby ORDER that the parties may file dispositive motions on or before February 22, 2019, and any Responses to any such dispositive motions shall be filed on or before February 28, 2019; This Order does not alter or amend the previous Briefing Order entered on January 7, 2019 regarding Shonk’s Motion for Summary Judgment on Count II; and it is further

ORDERED that the Motion to Amend Scheduling Order is GRANTED IN PART as to the deadlines in Paragraphs 2, 3(B), and 9 of the Scheduling Order for the Pre-Trial Conference Memoranda, Objections to Expert Testimony, and Motions in Limine, respectively. The Court does hereby ORDER the parties to exchange and deliver Pre-Trial Conference Memoranda (as described in Paragraph 2 of the Scheduling Order) to the Judge’s Chambers, file any objections to expert witness testimony (as described in Paragraph 3B), and file and serve any Motions in Limine (as described in Paragraph 9), by February 25, 2019; and it is further

ORDERED that the Motion to Amend Scheduling Order is DENIED IN PART as to all other dates in the Scheduling Order, and that all dates in the Scheduling Order remain unchanged with the exception of those set forth above; and it is further

ORDERED that a Status Conference will be held at 10:00 am on February 15, 2019.

Shonk's Motion to Compel Production of Documents from Cabot

IT APPEARING TO THE COURT, based upon the memoranda filed and the argument of counsel, that Cabot Oil and Gas has agreed to produce the "Precursor Agreements," "Other Land Company Correspondence," and "Cadle Documents" as those documents are described in the Motion on or before January 25, 2109. The Motion to Compel is therefore rendered moot as to those documents. The remaining documents concern Tri-Energy Assets documents and emails of Cabot. The Court finds certain of these documents to be discoverable as set forth below; and it is therefore

ORDERED that Cabot Oil and Gas Corporation produce to Shonk the following documents:

1. **The Tri-Energy Assets Documents:** all non-privileged documents related to Tri-Energy Assets' review of consent provisions in leases, including Shonk's, that Cabot was selling to Carbon WV in the Carbon Transaction; and
2. **Mauger Emails:** Cabot will perform an electronic search of the email boxes of Ms. Mauger, Senior Land and Lease Analyst at Cabot, and Mr. Liebl, Cabot's Senior Vice President of Land and Business Development, produce any non-

privileged emails regarding any lessor consent issues, including those raised by Shonk, arising in the Carbon Transaction.

To the extent the Motion sought production of documents broader than those described above, it is denied.

Production of these documents shall occur no later than February 12, 2019. Cabot's failure to do so will result in an appropriate sanction to be determined by the Court.

Shonk's Motion to Compel Documents from Carbon WV

IT APPEARING TO THE COURT, based upon the representations of Shonk Land Company LLC's counsel, that Carbon West Virginia's production of documents following Plaintiff's Motion to Compel has rendered Plaintiff's Motion to Compel Production of Documents from Carbon West Virginia moot; the Court hereby DENIES the Motion as MOOT.

Shonk's Motion to Compel Rule 30(b)(7) depositions

IT APPEARING TO THE COURT, based upon the memoranda filed and the argument of counsel, that Plaintiff Shonk Land Company LLC's Motion to Compel 30(b)(7) Depositions from Both Defendants should be granted in part and denied in part; it is therefore

ORDERED that Plaintiff Shonk Land Company LLC's Motion to Compel 30(b)(7) Depositions from Both Defendants is GRANTED IN PART as to the objections to the noticed topics. The Court does hereby ORDER as follows:

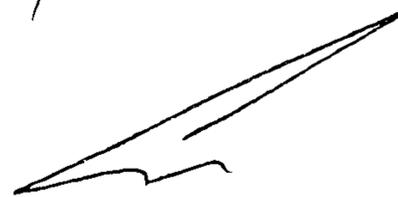
- (1) Defendants shall produce a witness to testify to their respective understanding of the Ratification, the Larner Lease, and the Williams Lease;
- (2) Defendants' objection to producing a witness to testify concerning any aspect of the purchase and sale agreement for the Cabot-Carbon transaction at issue ("PSA") and any precursor agreements between Defendants is sustained. Shonk shall identify the specific sections of PSA and any precursor agreements to be addressed by a corporate representative.
- (3) Defendants shall produce a witness who can testify concerning other agreements between Carbon WV and Cabot relating to liability sharing, nondisclosure, or accessing or sharing information prior to the Carbon Transaction.
- (4) Cabot shall produce a witness to testify regarding undiscounted or other non-GAAP accounting calculations of liabilities associated with plugging and other reclamation of wells and assets conveyed to Carbon in the subject transaction.
- (5) Carbon shall produce a witness to testify about any nexus or relationship between Carbon Appalachian and any of the customers noted in Carbon Appalachian's financial statement under the heading concentration risk; for example, whether any of those customers are affiliates of Carbon Appalachian, Carbon West Virginia, Carbon Energy Corporation or any other affiliated

entity or whether Carbon is aware of any of those customers which may be financially unstable; provided, however, that Carbon West Virginia does not have disclose specific names of those customers.

It is further ORDERED that Plaintiff Shonk Land Company LLC's Motion to Compel 30(b)(7) Depositions from Both Defendants is DENIED IN PART as to completing depositions within the discovery period set forth in the Scheduling Order. The parties may hold these Rule 30(b)(7) depositions as needed after the January 31, 2019 discovery deadline. The parties, respectively, represented to the Court that one of Carbon's 30(b)(7) witnesses is available for deposition in Lexington, Kentucky, on February 4, 2019, that Cabot will attempt to make its 30(b)(7) witness available for deposition in Houston, Texas, on February 13, 14 or 15, and that Carbon's other 30(b)(7) witness is available for deposition in Denver, Colorado, on February 18, 2019. The Court does hereby ORDER that the parties make a good faith attempt to hold these depositions on the dates represented.

Objections and exceptions to adverse rulings are noted and preserved.

IT IS SO ORDERED. The Clerk is directed to send a certified copy of this order to all counsel of record. Entered this 1st day of February, 2019



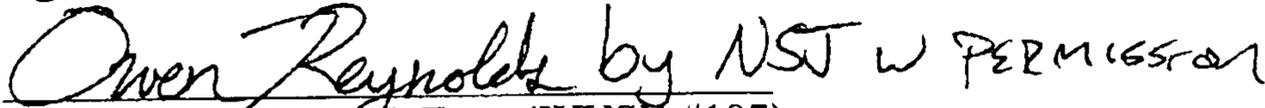
Hon. Christopher C. Wilkes
Senior Circuit Judge, Business Court Division

Prepared by:

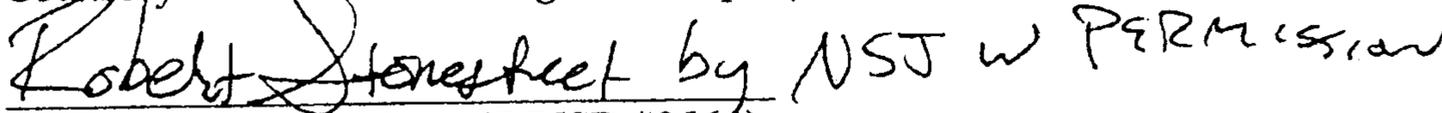


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Agreed as to form by:



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Counsel for Cabot Oil & Gas Corporation

Date: 2/4/19

Certified copies sent to:

counsel of record

parties

other (please indicate)

By: certified/1st class mail

fax

hand delivery

interdepartmental

Other directives accomplished:

[Signature]

Deputy Circuit Clerk

Bus Ct
N. Johnson
C. Bagley
J. Miller

380 West South Street
Martinsburg, WV 25401
304264-1992
304-264-2163

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**Business Court
Division**

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CATHY S. GATSON, CLERK
KANAWHA COUNTY CIRCUIT COURT

Fax

To:	Cathy S. Gatson	From:	Tessa Bowers, Law Clerk
Fax:	304-357-0473	Pages:	8 (incl. cover sheet)
Phone:	304-357-0440	Date:	2/1/2019
Re:	Business Court Order to be filed	cc:	n/a

Urgent For Review Please Comment Please Reply Please Recycle

Comments:

This is an Order signed by Judge Christopher Wilkes, Senior Circuit Judge in Berkeley County, who is Presiding Judge in 18-C-193 (Kanawha County) as this case has been referred to the Business Court Division. This Order is to be entered in Kanawha County 18-C-193.

Please file and send attested copies to all counsels of record.