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**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEVADA**

ROSENBAUM, *et al.*,

Plaintiffs,

v.

PERMIAN RESOURCES CORP., *et al.*,

Defendants.

CASE NO. 2:24-cv-00103-GMN-MDC

**DEFENDANTS' JOINT MOTION TO
TRANSFER VENUE PURSUANT TO 28
U.S.C. § 1404(A); MEMORANDUM OF
POINTS AND AUTHORITIES IN
SUPPORT THEREOF**

ORAL ARGUMENT REQUESTED

[Caption Continues on Following Page]

1 ANDREW CAPLEN INSTALLATIONS,
2 LLC, *et al.*,

3 Plaintiffs,

4 v.

5 PERMIAN RESOURCES CORP., *et al.*,

6 Defendants.

CASE NO. 2:24-cv-00150-GMN-MDC

7 THESE PAWS WERE MADE FOR
8 WALKIN' LLC, *et al.*,

9 Plaintiffs,

10 v.

11 PERMIAN RESOURCES CORP., *et al.*,

12 Defendants.

CASE NO. 2:24-cv-00164-GMN-MDC

13 JOHN MELLOR, on behalf of himself and all
14 others similarly situated,

15 Plaintiff,

16 v.

17 PERMIAN RESOURCES CORP., *et al.*,

18 Defendants.

CASE NO. 2:24-CV-00253-GMN-MDC

19 BRIAN COURTMANCHE, *et al.*,

20 Plaintiffs,

21 v.

22 PERMIAN RESOURCES CORP., *et al.*,

23 Defendants.

CASE NO. 2:24-cv-00198-GMN-MDC

24
25
26
27 *[Caption Continues on Following Page]*
28

1 LAURIE OLSEN SANTILLO, on behalf of
herself and all others similarly situated,

2 Plaintiff,

3 v.

4 PERMIAN RESOURCES CORP., *et al.*,

5 Defendants.

CASE NO. 2:24-cv-00279-GMN-MDC

7 RICHARD BEAUMONT, on behalf of
8 himself and all others similarly situated,

9 Plaintiff,

10 v.

11 PERMIAN RESOURCES CORP., *et al.*,

12 Defendants.

CASE NO. 2:24-cv-00298-GMN-MDC

13 BARBARA AND PHILLIP MACDOWELL,
14 individually and on behalf of all others
similarly situated,

15 Plaintiff,

16 v.

17 PERMIAN RESOURCES CORP., *et al.*,

18 Defendants.

CASE NO. 2:24-cv-00325-GMN-MDC

19 WESTERN CAB COMPANY, individually
20 and on behalf of all others similarly situated,

21 Plaintiff,

22 v.

23 PERMIAN RESOURCES CORP., *et al.*,

24 Defendants.

CASE NO. 2:24-cv-00401-GMN-MDC

**DEFENDANTS’ JOINT MOTION TO
TRANSFER VENUE PURSUANT TO 28 U.S.C. § 1404(A)**

Defendants Permian Resources Corp. (“Permian”), Chesapeake Energy Corporation (“Chesapeake”), Continental Resources Inc. (“Continental”), Diamondback Energy, Inc. (“Diamondback”), EOG Resources, Inc. (“EOG”), Hess Corporation (“Hess”), Occidental Petroleum Corporation (“Occidental”), and Pioneer Natural Resources Company (“Pioneer”), by and through their counsel, hereby move this Court for an Order transferring the above-captioned actions to the United States District Court for the Western District of Texas (Midland/Odessa Division) or, in the alternative, to the United States District Court for the Northern District of Texas or the United States District Court for the Southern District of Texas. This Motion is made under 28 U.S.C. § 1404(a) and is based on the attached Memorandum of Points and Authorities and supporting documentation, the papers and pleadings on file, and any oral argument this Court may allow.

Respectfully submitted,¹

Dated: March 22, 2024

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1 **MEMORANDUM OF POINTS AND AUTHORITIES**

2 **I. INTRODUCTION**

3 Seventeen Plaintiffs filed a total of nine putative class actions in this Court, alleging that
4 eight Defendants conspired to constrain the production of shale oil in order to increase the price of
5 oil products. These claims are false. They also have no connection to Nevada and should not have
6 been filed in this District. None of the events Plaintiffs allege gave rise to the purported conspiracy
7 occurred in Nevada. No Defendant produces or sells shale oil in Nevada. And no Defendant has
8 an office or any employees who work in Nevada—so no Defendant’s witnesses or documents are
9 in Nevada. The *only* connection these cases have to this District is that two of the 17 named
10 Plaintiffs (who filed two of the nine complaints) allege they purchased oil products in Nevada. For
11 seven of the complaints, there is not even a thin reed of a connection to Nevada.

12 These cases should be transferred to Texas—and, specifically, to the Midland/Odessa
13 Division of the Western District of Texas. The relevant events alleged in the complaints occurred
14 in Texas. Most Defendants are headquartered in Texas. And Midland, Texas, which is centrally
15 located in the shale-rich Permian Basin in the Western District of Texas, lies at the heart of the
16 shale oil industry that is the subject of the complaints. Moreover, much of the shale oil that
17 Defendants produce comes from, and is sold in, the Permian Basin in and around Midland. Two
18 Defendants also have their headquarters in Midland, and several Defendants have extensive shale
19 oil operations there. Another Defendant, Chesapeake, produced shale oil in Texas during the
20 purported class period before divesting nearly all its shale oil assets as of February 2023. Given
21 these significant contacts with Texas, and in particular the Permian Basin, many of the potential
22 witnesses and much of the documentary evidence resides in or near the Western District of Texas.
23 By contrast, *none* of the Defendants’ potential witnesses or documents are in Nevada.

24 In view of the cases’ lack of connection to Nevada and strong ties to the Permian Basin
25 region, this Court should, under the applicable standards, transfer the cases to the Midland/Odessa
26 Division of the Western District of Texas. The requirements for transfer under 28 U.S.C. § 1404(a)
27 are easily met here. Plaintiffs could have brought these actions in the Midland/Odessa Division
28 of the Western District of Texas, where several Defendants conduct business and in which many

1 of the relevant events are alleged to have occurred. And the interests of justice and the convenience
2 of the parties strongly favor transfer to that Division. Plaintiffs bring claims in part on behalf of
3 putative nationwide classes, which means their choice of venue is entitled to minimal, if any,
4 weight here; many of the alleged events in the complaints occurred in or near the Midland/Odessa
5 Division, whereas none occurred in Nevada; and many witnesses and documents are likely in or
6 near the Midland/Odessa Division, whereas none (outside of two named Plaintiffs) are likely to be
7 located in Nevada. Under these circumstances, this Court should exercise its discretion to transfer
8 these cases to the Midland/Odessa Division of the Western District of Texas.

9 In the alternative, if the Court does not deem the Midland/Odessa Division of the Western
10 District of Texas an appropriate forum, the Court should transfer the cases to the Northern District
11 of Texas or the Southern District of Texas. Certain Defendants have offices in the Northern
12 District of Texas, and it is centrally located to Defendants that are headquartered in Midland,
13 Irving, Houston, and Oklahoma City. Likewise, two Defendants are headquartered in the Southern
14 District of Texas and it, too, is conveniently located to Defendants.

15 II. BACKGROUND

16 Seventeen Plaintiffs from across the country—hailing from Hawaii to Maine—filed nine
17 complaints before this Court. Through nearly identical allegations, the complaints claim that
18 Defendants, current and former independent producers of shale oil (or “high-quality crude oil
19 found between layers of shale rock”), agreed with each other to raise oil prices by restricting
20 domestic shale oil production in violation of Section 1 of the Sherman Act and the laws of 28 states
21 and the District of Columbia. *Rosenbaum* Compl. ¶¶ 1–16, 133–207.² According to Plaintiffs,
22 this purported conspiracy increased the price of certain products, such as gasoline, derived from
23 crude oil. *Id.* ¶ 119. Plaintiffs seek certification of numerous classes, as well as nationwide
24 injunctive relief on their federal antitrust claim and an array of damages on their state-law claims.³

25 _____
26 ² Because the substantive allegations are the same across the complaints, Defendants cite the
27 *Rosenbaum* complaint in this motion unless otherwise indicated. For the Court’s convenience,
28 Defendants have provided a table, attached hereto as Exhibit A, that cross-references the cited
Rosenbaum paragraph numbers to the other eight complaints.

³ The *Rosenbaum* Plaintiffs bring claims on behalf of putative classes of retail purchasers of
gasoline from a gas station for personal use; the *Andrew Caplen Installations, LLC, These Paws*

1 Each complaint begins with allegations about shale oil production in Texas. According to
2 Plaintiffs, the first commercial shale operation began in Texas in 2002. *Rosenbaum* Compl. ¶ 45.
3 Plaintiffs allege that the commercial shale industry grew considerably from 2008 through 2015, a
4 period dubbed the “Shale Revolution,” when shale oil production led to the fastest increase in
5 crude oil production in U.S. history. *Id.* Much of that production took place, and continues to take
6 place, in Texas. *Id.* ¶ 52 n.23. Two of the top three shale oil “plays”—geographic areas where
7 shale formations contain significant amounts of oil—are in Texas. *Id.* This includes the Permian
8 Basin, which is located largely in the Western District of Texas and was the site of 40% of all U.S.
9 crude oil production in 2022. *Id.*; Ex. B ¶ 9; Ex. C ¶ 5; Ex. D ¶ 6; Ex. E ¶ 8. It also includes Eagle
10 Ford, much of which is also in the Western District. *Rosenbaum* Compl. ¶ 52 n.23; Ex. E ¶ 9.

11 Aside from alleging facts about two events occurring overseas, Plaintiffs’ allegations
12 center around meetings that purportedly occurred, largely at annual industry conferences, in Texas
13 between 2017 and 2019 (*Rosenbaum* Compl. ¶¶ 59, 63–64, 75–76) and then in 2022 and 2023. *Id.*
14 ¶ 91. Plaintiffs do not allege that any of the events giving rise to the purported agreement occurred
15 in Nevada. Nor do Plaintiffs allege that Defendants took any actions to carry out the purported
16 agreement in Nevada.

17 The shale oil industry in the United States remains centered in Texas. Plaintiffs admit that
18 five Defendants, all of whom are shale oil producers, are headquartered in Texas. *Rosenbaum*
19 Compl. ¶¶ 20, 23, 24, 26, 27. Seven Defendants currently produce and sell shale oil, or otherwise
20 have shale oil operations, in Texas. Ex. B ¶ 9; Ex. C ¶ 5; Ex. D ¶ 5; Ex. E ¶ 7; Ex. F ¶¶ 4, 6; Ex.
21 H ¶¶ 6–7; Ex. I ¶ 3. And five of those seven produce the majority, if not all, of their domestic
22 shale oil in the Permian Basin, which is largely located in the Western District of Texas. Ex. B

23
24

Were Made For Walkin’ LLC, and *Western Cab Co.* Plaintiffs bring claims on behalf of putative
25 classes of retail purchasers of gasoline and diesel fuel from a gas station or truck stop for
26 commercial use; the *Courtmanche*, *Santillo*, and *Beaumont* Plaintiffs bring claims on behalf of
27 putative classes of purchasers of residential heating oil; the *MacDowell* Plaintiffs bring claims on
28 behalf of putative classes of purchasers of heating oil; and the sole Plaintiff in *Mellor* brings claims
on behalf of putative classes of purchasers of commercial marine fuel for commercial use in marine
vessels. To date, *Rosenbaum*, *Andrew Caplen Installations, LLC*, and *These Paws Were Made*
For Walkin’ LLC have been consolidated, and *Courtmanche*, *Santillo*, *Beaumont*, and *MacDowell*
have been consolidated.

1 ¶ 9; Ex. C ¶ 5; Ex. D ¶¶ 6–7; Ex. E ¶¶ 8, 11; Ex. F ¶ 6. The one remaining Defendant, Chesapeake,
2 has sold the overwhelming majority of its shale oil business as of February 2023, but before
3 divesting its shale oil assets, produced shale oil in Texas. Ex. G ¶¶ 4–5. In particular:

- 4 • **Permian** is headquartered in Midland, Texas, in the Midland/Odessa Division of the
5 Western District of Texas, where approximately 37% of its employees work. Ex. B ¶¶ 3–
6 4. All—or 100%—of Permian’s shale oil production occurs in the Permian Basin (*id.* ¶ 9),
7 and 12 of Permian’s 14 total officers work in Midland. *Id.* ¶ 4. Moreover, approximately
8 18% of its employees work in San Angelo, Texas, which is in the San Angelo Division of
9 the Northern District of Texas (*id.* ¶ 6), and approximately 11% work in The Woodlands,
10 Texas, which is in the Southern District of Texas. *Id.* ¶ 7.
- 11 • **Diamondback** also is headquartered in Midland (Ex. C ¶ 3), and approximately 70% of its
12 employees work in the Western District of Texas. *Id.* ¶ 4. Through Diamondback’s
13 operating company and wholly owned subsidiary, Diamondback E&P LLC, 100% of
14 Diamondback’s shale oil production occurs in the Permian Basin (*id.* ¶ 5), and 20 of
15 Diamondback’s 23 corporate officers work in Midland. *Id.* ¶ 4.
- 16 • **Pioneer** is headquartered in the Las Colinas community of Irving, Texas, in the Dallas
17 Division of the Northern District of Texas. Ex. D ¶ 2. Approximately 42% of Pioneer’s
18 employees work in Las Colinas; approximately 48% of employees work in Midland
19 County; and approximately 10% work in Big Lake, Texas, which is in the San Angelo
20 Division of the Northern District of Texas and which is virtually equidistant from Midland
21 and San Angelo. *Id.* ¶¶ 3–4. Approximately 88% of employees involved in Pioneer’s oil
22 production operations work in Midland County, while the remaining production employees
23 work in counties within the Northern District of Texas. *Id.* ¶ 8. All 20 employees
24 responsible for production accounting work in Midland (*id.* ¶ 9), more than 80% of
25 Pioneer’s company-wide oil production in Q4 2023 occurred in the Midland/Odessa
26 Division of the Western District of Texas, and nearly all of Pioneer’s remaining oil
27 production during that period occurred in three counties that, while in the Northern District
28 of Texas, are immediately adjacent to counties in the Midland/Odessa Division of the

1 Western District of Texas. *Id.* ¶ 7. Moreover, all 29 of Pioneer’s officers work in Texas,
2 with 27 working in Los Colinas and two working in downtown Midland. *Id.* ¶ 10.

- 3 • **EOG** is headquartered in Houston (Ex. E ¶ 3), where approximately 36% of its employees
4 work. *Id.* ¶ 6. Approximately 36% of EOG’s employees work within the Western District
5 of Texas (*id.* ¶ 11), 6% of employees work in the Northern District of Texas (*id.* ¶ 12), and
6 40% work in the Southern District of Texas. *Id.* ¶ 13. Almost all of EOG’s Texas oil
7 production occurs within the Western District of Texas. *Id.* ¶ 11.
- 8 • **Occidental** is headquartered in Houston (Ex. F ¶ 3), where approximately 25% of its
9 domestic workforce (including officers, employees and contractors) is based. *Id.* ¶ 5.
10 Approximately 23% of Occidental’s domestic workforce works in and around the Permian
11 Basin, including in Midland, Texas. *Id.* Occidental also maintains a large office in Dallas,
12 which is in the Dallas Division of the Northern District of Texas. *Id.* More than 58% of
13 its oil production occurs in the Permian Basin, largely located in the Western District of
14 Texas. *Id.* ¶ 6.
- 15 • **Chesapeake** is headquartered in Oklahoma City, Oklahoma (Ex. G ¶ 3), which is slightly
16 more than six hours away from Midland, Texas, and slightly more than three hours away
17 from Dallas-Fort Worth, by car. Chesapeake has sold the overwhelming majority of its
18 shale oil business in primarily four separate transactions: (1) its Wyoming Powder River
19 Basin shale oil assets to Continental Resources effective October 1, 2021, (2) a portion of
20 its South Texas shale oil assets to WildFire Energy LLC effective October 1, 2022, (3) a
21 portion of its South Texas shale oil assets to INEOS Energy effective October 1, 2022, and
22 (4) its remaining shale oil assets, located in the Eagle Ford trend of South Texas, to
23 SilverBow Resources, Inc., effective February 1, 2023. *Id.* ¶¶ 6–10.
- 24 • **Continental** is headquartered in Oklahoma City. Ex. H ¶ 2. Continental maintains offices
25 in Odessa Texas, and Monahans, Texas, which are both within the Western District of
26 Texas and approximately 26 and 57 miles from Midland, respectively. *Id.* ¶ 3.
27 Approximately 17.2% of Continental’s non-Oklahoma workforce is employed in Texas,
28 and Continental conducts a substantial portion of its oil activities in Texas—including

1 through production facilities that it operates in Midland, Ector, Pecos, Reeves, Ward, and
 2 Winkler counties (all of which are within the Western District of Texas). *Id.* ¶¶ 4, 6, 9.
 3 Moreover, Continental produces and sells a substantial amount of oil in the Permian Basin,
 4 with more than 17% of Continental’s total oil production and sales in 2023 occurring in
 5 that region. *Id.* ¶ 7.

- 6 • *Hess* is headquartered in New York City (Ex. I ¶ 2), which is slightly more than six hours
 7 away from Midland, and slightly more than four hours from Dallas-Fort Worth, by plane.
 8 Hess maintains its largest office and its exploration and production headquarters in
 9 Houston, where the company’s production decisions are made. *Id.* ¶¶ 2–3. Hess employees
 10 and officers regularly travel to Texas to conduct business on Hess’s behalf. *Id.* ¶ 4.

11 While Defendants have significant contacts with Texas and the Permian Basin region, they
 12 have no relevant contacts with Nevada: no offices, shale oil sales, or employees who work there.
 13 No Defendant maintains any production or other operations in Nevada. Ex. B ¶ 10; Ex. C ¶¶ 6–7;
 14 Ex. D ¶ 13; Ex. E ¶ 4; Ex. F ¶ 7; Ex. G ¶ 12; Ex. H ¶ 10; Ex. I ¶ 5.

15 The 17 Plaintiffs also lack any meaningful connection to Nevada. Aside from *two* Plaintiffs
 16 who allegedly purchased gasoline—only one of the four relevant products—in Nevada
 17 (*Rosenbaum* Compl. ¶ 17; *Western Cab* Compl. ¶ 24), *none* of the other 15 Plaintiffs have alleged
 18 any connections to Nevada at all. Rather, they hail from cities far away from Nevada and do not
 19 allege that they have even set foot, much less purchased oil products, in Nevada. *See Andrew*
 20 *Caplen* Compl. ¶¶ 24–25 (from Pennsylvania and New York, and purchased gas in Michigan,
 21 North Carolina, and New York); *These Paws* Compl. ¶ 28 (Minnesota); *Courtmanche* Compl. ¶¶
 22 18–22 (Connecticut, New York, Rhode Island, Connecticut, and New Hampshire); *Mellor* Compl.
 23 ¶ 16 (California); *Santillo* Compl. ¶ 18 (Maine); *Beaumont* Compl. ¶ 22 (Connecticut); *MacDowell*
 24 Compl. ¶ 25 (Connecticut).

25 III. LEGAL STANDARD

26 A district court may “transfer any civil action to any other district or division where it might
 27 have been brought” based on the “interest[s] of justice” and “the convenience of parties and
 28 witnesses.” 28 U.S.C. § 1404(a). Courts may transfer cases to another district to “protect litigants,

witnesses and the public against unnecessary inconvenience and expense.” *Van Dusen v. Barrack*, 376 U.S. 612, 616 (1964). To support a transfer motion under § 1404(a), the moving party must show (1) the district to which transfer is sought is one “where [the action] might have been brought,” and (2) transfer would serve “the convenience of parties and witnesses, [and is] in the interest of justice.” *Stewart Org., Inc. v. Ricoh Corp.*, 487 U.S. 22, 29 (1988); see *Dooley v. Nev. Gold Mines, LLC*, 2022 WL 867265, at *1 (D. Nev. Mar. 23, 2022). Where, as here, these two requirements are met, a court may transfer the case to a particular division within an appropriate district. *E.g., Ravin Crossbows, LLC v. Hunter’s Mfg. Co.*, 2023 WL 2572288, at *6 (D. Nev. Mar. 17, 2023) (transferring to the Eastern Division of the Northern District of Ohio); 28 U.S.C. § 1404(a) (permitting transfer “to any other ... division”).

IV. ARGUMENT

This Court should transfer the nine actions to the Midland/Odessa Division of the Western District of Texas because “[Nevada] has no relation to the parties or to the dispute.” *Inherent.com v. Martindale-Hubbell*, 420 F. Supp. 2d 1093, 1100 (N.D. Cal. 2006). Each action could have been brought in the Western District of Texas, and the interests of justice and convenience of the parties overwhelmingly favor transfer to that forum. Alternatively, the Court should transfer these cases to the Northern District of Texas, which is centrally located to nearly all Defendants, or to the Southern District of Texas, in which two Defendants are headquartered. Each of these Texas forums is far more appropriate and convenient for these cases than the District of Nevada, which has no meaningful connection to this dispute at all.

A. Plaintiffs Could Have Sued Defendants In The Western District Of Texas

Although Defendants maintain that Plaintiffs’ complaints fail to state a claim and should ultimately be dismissed with prejudice, each of these actions could have originally been brought in the Western District of Texas. “A district is one where a suit might have been brought if ‘when a suit is commenced, [the] plaintiff has a right to sue in that district, independently of the wishes of [the] defendant.’” *Editorial Planeta Mexicana, S.A. de C.V. v. Argov*, 2012 WL 3027456, at *2 (D. Nev. July 23, 2012) (quoting *Hoffman v. Blaski*, 363 U.S. 335, 344 (1960)). “Under this standard, transfer is appropriate when venue is proper and personal jurisdiction exists over the

1 defendant in the transferee jurisdiction.” *Id.* Both requirements are met here.

2 **1. Personal Jurisdiction Is Proper In Texas**

3 There are “two kinds of personal jurisdiction: general (sometimes called all-purpose)
4 jurisdiction and specific (sometimes called case-linked) jurisdiction.” *Ford Motor Co. v. Montana*
5 *Eighth Jud. Dist. Court*, 592 U.S. 351, 358 (2021).

6 A corporate defendant is subject to general personal jurisdiction in its state of
7 “incorporation and principal place of business.” *Ford*, 592 U.S. at 359; *Daimler AG v. Bauman*,
8 571 U.S. 117, 137 (2014). A corporation’s “principal place of business” is typically “the place
9 where [it] maintains its headquarters.” *Hertz Corp. v. Friend*, 559 U.S. 77, 93 (2010). Here, five
10 Defendants (Permian, Diamondback, Pioneer, EOG, and Occidental) are headquartered in Texas
11 and subject to general personal jurisdiction there. Ex. B ¶ 3; Ex. C ¶ 3; Ex. D ¶ 2; Ex. E ¶ 3; Ex.
12 F ¶ 3.

13 The other three Defendants (Chesapeake, Continental, and Hess) are subject to specific
14 personal jurisdiction in Texas given their case-specific contacts with the state. Specific jurisdiction
15 is proper over a defendant where it “purposefully direct[s]” its activities toward the forum or
16 “purposefully avail[s]” itself of forum benefits, and the plaintiff’s claims “arise[] out of or relate[]
17 to the defendant’s forum-related activities.” *Briskin v. Shopify, Inc.*, 87 F.4th 404, 411 (9th Cir.
18 2023). This test “focuses on the relationship among the defendant, the forum, and the litigation,”
19 and requires a “substantial connection” between the “defendant’s suit-related conduct” and “the
20 forum.” *Walden v. Fiore*, 571 U.S. 277, 283–84 (2014). These requirements are satisfied here.

21 *First*, Chesapeake, Continental, and Hess have purposefully directed their activities toward
22 and purposefully availed themselves of the benefits of Texas. Before selling its shale oil business,
23 Chesapeake conducted oil production operations in Texas during the period at issue in this lawsuit.
24 Ex. G ¶¶ 4–5. Continental produces and sells a substantial amount of oil in Texas. Ex. H ¶ 6. And
25 Hess has its exploration and production headquarters in Texas, where the company’s production
26 decisions are made. Ex. I ¶ 3. Moreover, Plaintiffs contend that each Defendant attended annual
27 trade shows, dinners, and meetings in Houston, Texas from 2017 to 2023. *See Rosenbaum Compl.*
28 ¶¶ 29, 59, 63–64, 75–76, 91.

1 *Second*, Plaintiffs’ claims arise out of or relate to Defendants’ contacts with Texas.
2 Plaintiffs allege Defendants “conspir[ed] to coordinate, and ultimately constrain, domestic shale
3 oil production, which has had the effect of fixing, raising, and maintaining the price” of crude oil.
4 *Rosenbaum* Compl. ¶ 1. As stated above, Chesapeake, Continental, and Hess (as well as all other
5 Defendants) conducted production-related activities in Texas during the period at issue in this case.
6 *Supra* at pp. 3–6. And Plaintiffs’ theory relies on Defendants’ attendance at annual trade shows,
7 dinners, and meetings in Texas. *Rosenbaum* Compl. ¶¶ 29, 59, 63–64, 75–76, 91. Thus, Plaintiffs’
8 claims arise out of or relate to Defendants’ contacts with Texas. *See Ford*, 592 U.S. at 362–63.

9 **2. Venue Is Proper In The Western District Of Texas**

10 The general venue statute provides that “[a] civil action may be brought in ... (1) a judicial
11 district in which any defendant resides, if all defendants are residents of the State in which the
12 district is located,” or “(2) a judicial district in which a substantial part of the events or omissions
13 giving rise to the claim occurred.” 28 U.S.C. § 1391(b)(1)–(2). Both avenues are satisfied here.

14 *First*, venue is proper in the Western District of Texas under § 1391(b)(1) because two
15 Defendants “reside[]” in that District and all other Defendants “reside[]” within Texas for purposes
16 of venue. 28 U.S.C. § 1391(b)(1). According to the statute, a corporate defendant resides “in any
17 judicial district in which such defendant is subject to the court’s personal jurisdiction with respect
18 to the civil action in question.” *Id.* § 1391(c)(2). Where a state has more than one judicial district,
19 a corporate defendant “shall be deemed to reside in any district in that State within which its
20 contacts would be sufficient to subject it to personal jurisdiction if that district were a separate
21 State.” *Id.* § 1391(d). Here, because two Defendants (Permian and Diamondback) are
22 headquartered in and thus reside in the Western District, and all other Defendants are subject to
23 personal jurisdiction in Texas, these requirements are easily satisfied. *See, e.g., MSP Recovery*
24 *Claims, Series LLC v. Farmers Ins. Exch.*, 2018 WL 5086623, at *9 (C.D. Cal. Aug. 13, 2018)
25 (venue proper in the Central District of California over group of defendants, where at least one
26 defendant was subject to personal jurisdiction in, and thus a resident of, the district and the
27 remaining defendants in the group were subject to personal jurisdiction in California); *Lindora,*
28 *LLC v. Isagenix Int’l, LLC*, 198 F. Supp. 3d 1127, 1146–47 & n.4 (S.D. Cal. 2016) (venue proper

1 in the Southern District of California where one defendant resided in the district and other
2 defendant was subject to personal jurisdiction in California).⁴

3 *Second*, venue is also proper in the Western District of Texas under § 1391(b)(2) because
4 a “substantial part of the [alleged] events” giving rise to this case occurred there. 28 U.S.C.
5 § 1391(b)(2). This provision “does not require that a majority of the [alleged] events” occurred in
6 the district, or even “that the events in that district predominate.” *Cont’l Auto. Sys., Inc. v. Avanci,*
7 *LLC*, 2019 WL 6735604, at *9 (N.D. Cal. Dec. 11, 2019) (Koh, J.). “Rather, it is sufficient that a
8 substantial part of the events occurred in the [particular] venue, even if a greater part of the events
9 occurred elsewhere.” *Id.*; see also *Sapan v. Dynamic Network Factory, Inc.*, 2013 WL 12094829,
10 at *3 (S.D. Cal. Nov. 25, 2013) (same). That test is satisfied here because Plaintiffs allege that
11 Defendants conspired to constrain shale oil production, and a substantial portion of that production
12 occurs in the Western District of Texas. *Rosenbaum* Compl. ¶ 52 n.23; e.g., *Healy v. Phillips*,
13 1993 WL 414192, at *2 (9th Cir. Oct. 18, 1993) (district court did not abuse its discretion in
14 transferring case from the District of Nevada to the Central District of California where “[t]he acts
15 supporting [the plaintiff’s] claims are alleged to have taken place in Los Angeles”). Indeed, several
16 Defendants produce the majority, if not all, of their oil in the Permian Basin, which is located
17 largely in the Western District. For example, Permian, Diamondback, and Pioneer produce all
18 their shale oil in the Permian Basin (Ex. B ¶ 9; Ex. C ¶ 5; Ex. D ¶¶ 6–7), and EOG, Occidental,
19 and Continental maintain substantial production operations in the Western District as well. Ex. E
20 ¶¶ 8, 11; Ex. F ¶¶ 5–6; Ex. H ¶ 7. These case-related activities are much greater than those in
21 *Continental Automotive*, where the court found that a substantial part of the events giving rise to
22 the claims occurred in the Northern District of Texas, even though only one of 12 defendants
23 conducted case-related activities in that district. See 2019 WL 6735604, at *10. This Court should
24 similarly conclude that Defendants’ case-related activities with the Western District satisfy the

25 _____
26 ⁴ The Western District is the most appropriate transferee venue, as explained throughout this
27 motion. But if the Court is inclined to choose a different Texas district, the Court should transfer
28 to the Northern District or to the Southern District. Venue would be proper in both districts, since
Pioneer is headquartered in Irving, Texas, which is in the Northern District; EOG and Occidental
are headquartered in Houston, Texas, which is in the Southern District; and all other defendants
reside in Texas for venue purposes, as discussed above.

1 venue requirements of § 1391(b)(2).

2 **3. The Ninth Circuit’s Interpretation Of The Clayton Act Also Supports**
 3 **Transfer To The Western District Of Texas**

4 Although not necessary to the resolution of this motion—given that this case could have
 5 been brought in the Western District of Texas under the traditional personal jurisdiction and venue
 6 inquiries—in the alternative, the case could have been brought in the Western District based on
 7 the Ninth Circuit’s interpretation of the Clayton Act.⁵

8 According to the Ninth Circuit, Section 12 of the Clayton Act allows a corporate defendant
 9 to be sued in *any* judicial district, so long as the defendant has “minimum contacts with the United
 10 States” as a whole—a requirement that would be satisfied for all Defendants here. *Action*
 11 *Embroidery Corp. v. Atl. Embroidery, Inc.*, 368 F.3d 1174, 1180 (9th Cir. 2004) (quoting *Go-*
 12 *Video, Inc. v. Akai Elec. Co.*, 885 F.2d 1406, 1416 (9th Cir. 1989)); *see also Access Telecom, Inc.*
 13 *v. MCI Telecomms. Corp.*, 197 F.3d 694, 718 (5th Cir. 1999) (citing *Go-Video* for the proposition
 14 that “[w]hen jurisdiction is invoked under the Clayton Act, the court examines the defendant’s
 15 contacts with the United States as a whole”); *Rosenbaum Compl.* ¶ 37 (citing *Go-Video*).⁶ And
 16 where jurisdiction over a federal antitrust claim is grounded in a defendant’s “national contacts,”
 17 courts may exercise “pendent personal jurisdiction” over related state-law claims (*Action*
 18 *Embroidery*, 368 F.3d at 1180–81) if, as here, the federal and state claims “arise[] out of a common

19 _____
 20 ⁵ Courts in this Circuit apply Ninth Circuit law to determine whether an action could have been
 21 brought in the transferee district. *E.g.*, *Cont’l Auto.*, 2019 WL 6735604, at *6–9; *Avery Dennison*
Corp. v. 3M Co., 2011 WL 13116731, at *3 (C.D. Cal. Feb. 2, 2011).

22 ⁶ Defendants maintain that because they have no relevant contacts with Nevada, this Court may
 23 not exercise personal jurisdiction over Defendants, and expressly preserve the argument that the
 24 “national contacts” interpretation of the Clayton Act by the Ninth Circuit in *Go-Video* and *Action*
 25 *Embroidery* is incorrect, as illustrated by multiple circuit courts’ rejection of the Ninth Circuit’s
 26 rule that the Clayton Act confers personal jurisdiction over a corporate defendant, in any venue,
 27 so long as the defendant has minimum contacts with the United States as a whole. *See KM Enters.,*
Inc. v. Glob. Traffic Techs., Inc., 725 F.3d 718, 730 (7th Cir. 2013); *Daniel v. Am. Bd. of*
Emergency Med., 428 F.3d 408, 427 (2d Cir. 2005); *GTE New Media Servs. Inc. v. BellSouth*
 28 *Corp.*, 199 F.3d 1343, 1351 (D.C. Cir. 2000). Nonetheless, this Court may still decide Defendants’
 motion to transfer given this objection, as a transfer under § 1404(a) is proper regardless of the
 existence of personal jurisdiction over the defendant. *See, e.g., Prince v. Oregon Mut. Ins. Co.*,
 2017 WL 1173918, at *3 n.1 (D. Nev. Mar. 28, 2017) (“The court can transfer under § 1404(a)
 regardless of whether it has personal jurisdiction over the defendant.”).

1 nucleus of operative facts.” *CE Distrib., LLC v. New Sensor Corp.*, 380 F.3d 1107, 1113 (9th Cir.
2 2004).

3 **B. The Interests Of Justice And Convenience Favor Transfer**

4 The interests of justice and convenience of the parties and witnesses overwhelmingly favor
5 transfer to the Western District of Texas or, in the alternative, to the Northern District or Southern
6 District of Texas. The Ninth Circuit has identified eight factors that courts should consider in
7 deciding whether to transfer a case to another district. *See Jones v. GNC Franchising, Inc.*, 211
8 F.3d 495, 498–99 (9th Cir. 2000) (listing factors). Here, those factors weigh decidedly in favor of
9 transfer because: (1) the parties have far greater contacts with Texas than Nevada; (2) Plaintiffs
10 allege that the conduct giving rise to their claims occurred in Texas, not Nevada; (3) litigating this
11 case in the Western District (or the Northern or Southern Districts) of Texas will be far more
12 convenient for potential witnesses than litigating in this forum; (4) the Western District (and the
13 Northern and Southern Districts) of Texas will have a far greater ability to compel witnesses to
14 testify than this Court; (5) Texas offers greater access to sources of proof; (6) the majority of
15 potentially relevant production and sales of shale oil occurred in Texas; (7) Plaintiffs’ choice of
16 forum is entitled to little weight here; and (8) federal courts in Texas are just as capable of
17 adjudicating Plaintiffs’ antitrust claims and, if anything, are likely more familiar with the oil and
18 gas industry. *See id.; e.g., Ravin Crossbows*, 2023 WL 2572288, at *2–3 (applying same factors).

19 **1. The Parties’ Contacts With The Western District Of Texas Are Much More**
20 **Extensive Than Their Contacts With This Forum**

21 The first factor—“the respective parties’ contacts with the forum”—weighs heavily in
22 favor of transferring this case to the Western District of Texas. *Jones*, 211 F.3d at 498. Relevant
23 considerations under this factor include where the parties reside or are incorporated, where the
24 parties conduct business and work, where the parties have offices and employees, where the parties
25 own property, and the extent to which the parties travel to either forum. *See Pac. Car & Foundry*
26 *Co. v. Pence*, 403 F.2d 949, 955 (9th Cir. 1968); *Zut v. Harrah’s Ent.*, 2013 WL 5442282, at *2
27 (N.D. Cal. Sept. 30, 2013). The focus of this inquiry is where the parties have the greatest
28 “connection” (*Discover Growth Fund, LLC v. Clickstream Corp.*, 2023 WL 4363650, at *3 (D.

1 Nev. July 6, 2023)), and transfer is proper where there is “no significant connection between [the
2 plaintiff’s chosen forum] and the facts alleged in the complaint.” *Ventress v. Japan Airlines*, 486
3 F.3d 1111, 1118 (9th Cir. 2007).

4 In *Pacific Car & Foundry*, for example, this factor favored transfer when the defendant
5 “maintain[ed] no office” in the forum, made only five total trips to the forum in 18 months, and
6 “[n]o employee or agent [was] stationed there.” 403 F.2d at 955. In *Zut*, this factor also favored
7 transfer because neither of the defendants conducted business, maintained employees, had offices,
8 or owned property in the forum state, much less in the transferor district. 2013 WL 5442282, at
9 *2. And in *In re Funeral Consumers Antitrust Litig.*, the court transferred plaintiffs’ antitrust
10 actions from the Northern District of California to the Southern District of Texas where “[o]nly
11 one of the dozen or so plaintiffs even reside[d] in California,” and “[a]ll of defendants’ principal
12 places of businesses [were] in Houston or points east.” 2005 WL 2334362, at *2–3 (N.D. Cal.
13 Sept. 23, 2005).

14 *Continental Automotive* is also illustrative. There, Judge Koh granted a motion to transfer
15 from the Northern District of California to the Northern District of Texas, despite the defendants
16 having fewer meaningful contacts with Texas, and more contacts with the original forum, than
17 defendants do here. 2019 WL 6735604, at *11–12. There, the plaintiff filed an antitrust case in
18 California against 12 defendants. *Id.* Four defendants were headquartered in Texas, one defendant
19 was headquartered in Texas before dissolving, one had operations in Texas and California, and six
20 were foreign. *Id.* Although only half the defendants had any connection to Texas, and half were
21 “equally inconvenienced by California and Texas forums,” the court still found that “the Northern
22 District of Texas [is] more convenient” and that this factor “weigh[ed] in favor of transfer.” *Id.*

23 As in these cases, the parties have almost no contacts with Plaintiffs’ chosen forum (the
24 District of Nevada) but have substantial contacts with Texas. For starters, nearly all parties here
25 lack any relevant connection to the District of Nevada. Only *two* of the 17 named Plaintiffs—who
26 purportedly purchased only one of four end-products—allegedly reside in Nevada, and those
27 Plaintiffs’ residence is entitled to negligible weight “since [the] [p]laintiff[s] [are] bringing ... class
28 action[s]” (*Stone v. Sterling Infosystems, Inc.*, 2016 WL 11759443, at *6 (C.D. Cal. July 1, 2016)),

1 and this “forum lacks a significant connection to the activities alleged in the complaint.” *Cont’l*
2 *Auto.*, 2019 WL 6735604, at *11. None of the remaining Plaintiffs alleges any connection to
3 Nevada. Nor are Defendants alleged to have any connection to Nevada. Outside of Plaintiffs’
4 conclusory allegations that each Defendant has “committed overt acts in furtherance of the
5 conspiracy” in the District of Nevada (*Rosenbaum* Compl. ¶ 28), “there is no evidence that any of
6 the ... defendants have Nevada contacts” at all. *Conner v. Kelly*, 2023 WL 2842147, at *3 (D.
7 Nev. Apr. 6, 2023). And, as a matter of fact, no Defendant sells shale oil in Nevada, is incorporated
8 or headquartered in Nevada, conducts production operations in Nevada, maintains an office or has
9 employees who work in Nevada, or owns any property in Nevada. Ex. B ¶ 10; Ex. C ¶¶ 6–7; Ex.
10 D ¶ 13; Ex. E ¶ 4; Ex. F ¶ 7; Ex. G ¶ 12; Ex. H ¶ 10; Ex. I ¶ 5; *see NXP B.V. v. Broadcom Corp.*,
11 2014 WL 12703746, at *3 (D. Nev. Feb. 20, 2014) (granting transfer motion where “[n]either party
12 is incorporated in Nevada; neither party claims to have any offices or employees in Nevada; and
13 neither party maintains any documents in Nevada in the ordinary course of business”).

14 By contrast, the parties have a significant connection to Texas generally and, more
15 specifically, to the Western District of Texas. Six Defendants maintain operations in the Western
16 District (Ex. B ¶¶ 4–5, 9; Ex. C ¶¶ 4–5; Ex. D ¶¶ 3–4, 7–10; Ex. E ¶ 11; Ex. F ¶¶ 5–6; Ex. H ¶¶ 7–
17 9), while four Defendants maintain operations in the Northern District (Ex. B ¶ 6; Ex. D ¶¶ 2–4,
18 7–8, 10; Ex. E ¶¶ 10, 12; Ex. F ¶ 5), and four in the Southern District. Ex. B ¶ 7; Ex. E ¶¶ 3, 13;
19 Ex. F ¶¶ 3, 5; Ex. I ¶¶ 2–3. And much of the shale oil produced by most Defendants comes from
20 those regions—and, in particular, from the Permian Basin located within the Western District of
21 Texas, representing the largest area of that production. Ex. B ¶ 9; Ex. C ¶ 5; Ex. D ¶¶ 6–7; Ex. E
22 ¶¶ 8, 11; Ex. F ¶ 6; Ex. H ¶ 7. Beyond that, many of Defendants’ employees who reside outside
23 of Texas frequently travel to Texas, the home of the shale oil industry in the United States, in
24 furtherance of their business affairs. Ex. F ¶ 5; Ex. H ¶ 5; Ex. I ¶ 4.

25 As to the Western District of Texas in particular, a significant portion of Defendants’
26 respective employees who perform work related to the production and sale of shale oil work in the
27 Midland area in the Western District of Texas. Ex. B ¶¶ 4, 9; Ex. C ¶¶ 4–5; Ex. D ¶¶ 8–9; Ex. E
28 ¶ 11; Ex. F ¶¶ 5–6; Ex. H ¶¶ 4, 7, 9. As stated, six Defendants have oil operations in that District.

1 Permian and Diamondback are headquartered there, where they maintain numerous employees and
2 all their production operations. Ex. B ¶¶ 3–5, 9; Ex. C ¶¶ 3–5. Pioneer and EOG also maintain
3 substantial production operations in the Western District, where a significant number of their
4 employees work and the majority of their domestic production occurs. Ex. D ¶¶ 7–9; Ex. E. ¶¶ 8–
5 9, 11. And Occidental and Continental each maintain operations in the Western District, where a
6 substantial number of their respective domestic employees work. Ex. F ¶¶ 5–6; Ex. H ¶¶ 4, 7, 9.
7 The remaining Defendants are either headquartered (Chesapeake) or maintain a regional
8 headquarters (Hess) within driving distance to the Western District. Ex. G ¶ 3; Ex. I ¶ 2.

9 In the alternative, if for any reason the Court determines that the Midland/Odessa Division
10 is not the appropriate forum, it should transfer the cases to the Northern District or the Southern
11 District of Texas. As for the Northern District, several Defendants have operations there, with a
12 number of their employees working there. Ex. B ¶ 6; Ex. D ¶ 4; Ex. E ¶ 12; Ex. F ¶ 5. For example,
13 Pioneer is headquartered in the Northern District, where the majority of its employees and nearly
14 all its officers work. Ex. D ¶¶ 2, 4, 10. Two Defendants also have shale oil operations in the
15 Northern District. Ex. D ¶ 7; Ex. E ¶ 12. Given its central location within Texas, nearly all
16 Defendants are headquartered or maintain a regional headquarters within driving distance of the
17 Dallas-Fort Worth area. Ex. B ¶ 3; Ex. C ¶ 3; Ex. D ¶ 4; Ex. E ¶ 3; Ex. F ¶ 5; Ex. G ¶ 3; Ex. H
18 ¶¶ 2–3; Ex. I ¶ 2. As for the Southern District, two Defendants (EOG and Occidental) are
19 headquartered there, and most Defendants are within driving distance to it. Ex. E ¶ 3; Ex. F ¶ 3.

20 In light of the parties’ significant connections to Texas, and lack of any meaningful
21 connections with the District of Nevada, this factor weighs strongly in favor of transfer.

22 **2. Plaintiffs Allege The Conduct Giving Rise To Their Claims Occurred In Texas**

23 “[T]he contacts relating to the plaintiff[s]’ cause of action in the chosen forum” similarly
24 point to the Western District of Texas (or, alternatively, the Northern District or Southern District
25 of Texas). *Jones*, 211 F.3d at 498. In assessing this factor, courts principally consider where “the
26 operative facts” underlying a plaintiff’s claims allegedly took place. *Pac. Car & Foundry*, 403
27 F.2d at 954; e.g., *Leon v. Boeing Co.*, 664 F. App’x 613, 615 (9th Cir. 2016) (district court did not
28 abuse discretion in transferring case to the District of Arizona where “the events giving rise to

1 [plaintiff’s] claim occurred in Arizona”); *Editorial Planeta*, 2012 WL 3027456, at *6 (transferring
2 case to the District of Massachusetts where “much of the conduct relating to the present cause of
3 action ... occurred in Massachusetts”). This factor favors transfer where, as here, the parties do
4 not have contacts with the forum that “specifically relate to [plaintiffs’] cause[s] of action.” *Zut*,
5 2013 WL 5442282, at *2.

6 In *Lou v. Belzberg*, for example, the Ninth Circuit affirmed the district court’s transfer
7 order where “the operative facts [did] not occur[] within the forum.” 834 F.2d 730, 739 (9th Cir.
8 1987). In *Broadcom*, the court similarly transferred the case from the District of Nevada to the
9 Northern District of California where there was “no evidence that Nevada is a primary or major
10 market for” defendant’s products in comparison to other jurisdictions, and thus no “substantial
11 connection” existed between plaintiff’s allegations and the forum. 2014 WL 12703746, at *3.
12 And in *Continental Automotive*, the court, in transferring from the Northern District of California
13 to the Northern District of Texas, reasoned that although the plaintiffs had pleaded a case that was
14 “undoubtedly national—indeed, international—in scope,” the Northern District of Texas had a
15 more localized connection to the litigation because much of the conduct alleged in the complaint
16 occurred in Dallas. 2019 WL 6735604, at *17–18.

17 Here, too, there is *no* connection, much less a substantial one, between Plaintiffs’ claims
18 and the District of Nevada, and most of the case-specific contacts lie in Texas—where many
19 Defendants are headquartered, and all the domestic events supposedly giving rise to the alleged
20 adoption of “nationwide [production] policies” occurred. *Conner*, 2023 WL 2842147, at *3.
21 Plaintiffs claim that Defendants engaged in discussions regarding an alleged agreement to constrict
22 shale oil production, and that “all [domestic] communications” occurred at annual trade shows,
23 dinners, and meetings in Texas. *Editorial Planeta*, 2012 WL 3027456, at *6; *Rosenbaum Compl.*
24 ¶¶ 59, 63–64, 75–76, 91. Plaintiffs do not allege that *any* of those discussions occurred in
25 Nevada—or in any other state in the United States.

26 Likewise, Plaintiffs allege that Defendants restricted the output of shale oil, but much of
27 the shale oil production for most Defendants occurred (and still occurs) in Texas—principally in
28 the Western District of Texas. Ex. B ¶ 9; Ex. C ¶ 5; Ex. D ¶¶ 5–7; Ex. E ¶ 11; Ex. F ¶ 6; Ex. H

¶¶ 6–7. The complaints do not allege that shale oil production—or decisions about that production—occurred in Nevada. *See Absorption Pharms., LLC v. Reckitt Benckiser, LLC*, 2017 WL 5986122, at *6 (D. Nev. Dec. 1, 2017) (transferring case where “[m]ost all of defendant[s]’ alleged conduct in th[e] case occurred outside of the state of Nevada”). Nor could they, as no Defendant has shale oil operations in Nevada, and no Defendant’s officers who might make production-related decisions reside in Nevada or make those types of decisions from Nevada. Ex. B ¶ 10; Ex. C ¶¶ 6–7; Ex. D ¶ 13; Ex. E ¶ 4; Ex. F ¶ 7; Ex. G ¶ 12; Ex. H ¶ 10; Ex. I ¶ 5.

This factor weighs strongly in favor of transfer.

3. The Western District Of Texas Is Less Expensive And Far More Convenient For Potential Witnesses Than The District Of Nevada

The next factor—“the differences in the costs of litigation in the [competing] forums”—also favors transfer. *Jones*, 211 F.3d at 498–99. This factor “weighs the differences in cost of litigation in the [competing] forums,” as well as “the convenience of litigating in the transferee forum for potential witnesses.” *Ravin Crossbows*, 2023 WL 2572288, at *4; *see also Editorial Planeta*, 2012 WL 3027456, at *6. “Convenience of witnesses is often the most important [consideration] in determining whether or not to transfer a given case.” *Tonkawa Tribe of Indians of Okla. v. Sci. Games Corp.*, 2021 WL 3847802, at *6 (D. Nev. Aug. 27, 2021). This factor favors transfer where “most potential witnesses reside within the [transferee District], or at least are closer to [that District].” *Ravin Crossbows, LLC*, 2023 WL 2572288, at *4; *Absorption Pharms.*, 2017 WL 5986122, at *6.

“When a nationwide antitrust conspiracy is alleged, the key witnesses usually work (or worked) at a national office or a regional office rather than a local retail outlet. Therefore, the final trial witnesses ... are very likely to be drawn” from defendants’ headquarters or cities in which they maintain significant operations. *Funeral Consumers*, 2005 WL 2334362, at *5. Requiring such witnesses to “take time out of their work and private time to travel to” a foreign district imposes real and significant burdens on those individuals, even if they are current or former employees of the defendants. *Id.* at *4.

Here, Plaintiffs’ own allegations indicate that litigation would be less expensive and more

1 convenient in the Western District of Texas (or, alternatively, the Northern District or Southern
2 District of Texas) than in the District of Nevada, since many of the current and former employees
3 who Plaintiffs seemingly believe could serve as witnesses reside in or near the Western, Northern,
4 and/or Southern Districts. *See, e.g., Ventress*, 486 F.3d at 1119 (affirming transfer from the Central
5 District of California to the District of Hawaii where “most potential witnesses resided in Hawaii
6 and Japan”). But *none* of those individuals live in or near the District of Nevada, and no Defendant
7 is alleged to have headquarters in Nevada or to conduct operations in Nevada. Ex. B ¶ 10; Ex. C
8 ¶¶ 6–7; Ex. D ¶ 13; Ex. E ¶ 4; Ex. F ¶ 7; Ex. G ¶¶ 12–13; Ex. H ¶ 10; Ex. I ¶ 5.

9 Nevada is equally inconvenient for nearly all Plaintiffs. While only two of 17 Plaintiffs
10 are domiciled in Nevada, 13 Plaintiffs live in states that are east of Texas—and thus transferring
11 the case to the Western, Northern, or Southern District of Texas would, on balance, likely make it
12 cheaper and easier for those Plaintiffs to appear and testify at trial. This factor favors transfer. *See*
13 *Belzberg*, 834 F.2d at 739 (affirming transfer to New York where “the costs of litigation would be
14 drastically reduced if the case were heard” there); *Lens.com, Inc. v. 1-800 CONTACTS, Inc.*, 2012
15 WL 1155470, at *5 (D. Nev. Apr. 4, 2012) (“this factor does weigh in favor of transfer since
16 [defendant] has many of its witnesses and counsel in Utah while [plaintiff] has only identified one
17 potential witness from Nevada”).

18 **4. The Western District Of Texas Will Have A Greater Ability To Compel Third-** 19 **Party Witnesses To Testify Than This Court**

20 “[T]he availability of compulsory process to compel attendance of unwilling non-party
21 witnesses” also favors transfer. *Jones*, 211 F.3d at 499. Under Rule 45, a subpoena may command
22 a person to attend a “hearing[] or deposition only ... within 100 miles of where the person resides,
23 is employed or regularly transacts business in person.” Fed. R. Civ. P. 45(c)(1)(A). A subpoena
24 may also command a person to attend a trial “within 100 miles of where the person resides, is
25 employed or regularly transacts business in person” or “within the state where the person resides,
26 is employed, or regularly transacts business in person, if the person ... would not incur substantial
27 expense.” Fed. R. Civ. P. 45(c)(1)(A)–(B). This factor favors transfer if “no known non-party
28 witnesses exist” in the transferor district and non-party witnesses do exist in the transferee

1 district(s). *Editorial Planeta*, 2012 WL 3027456, at *7; *cf. Contact Lumber Co. v. P.T. Moges*
2 *Shipping Co.*, 918 F.2d 1446, 1451 (9th Cir. 1990) (affirming grant of motion to dismiss on the
3 ground of forum non conveniens, reasoning that “[b]ecause [defendant] cannot compel these
4 witnesses to appear before U.S. courts, [defendant’s] defense and trial preparation could suffer
5 some impediment if the U.S. courts were to retain control of this litigation”).

6 The location of non-party witnesses favors transfer to the Western District of Texas or, in
7 the alternative, to the Northern District or Southern District of Texas. Plaintiffs’ complaints do
8 not suggest there are any non-party witnesses in the District of Nevada, so it is unlikely that any
9 such witnesses are within the subpoena power of this court. Meanwhile, Plaintiffs’ complaints
10 reference numerous party and non-party witnesses, including former employees, who are located
11 in Texas, far outside the subpoena power of this Court. *See, e.g., Rosenbaum* Compl. ¶¶ 59, 64,
12 72, 83, 89, 91, 104, 106; Ex. B ¶ 4; Ex. C ¶ 4; Ex. D ¶¶ 10–12. And Texas has many oil and gas
13 companies whose employees may ultimately be relevant third-party witnesses in this case. *See,*
14 *e.g., Rosenbaum* Compl. ¶¶ 20, 22–24, 26–27, 45, 52 n.23. At bottom, the Western District of
15 Texas (which has the most significant shale oil operations in Texas), the Northern District of Texas
16 (which also has significant shale oil operations and which is driving distance for current and former
17 employees of Defendants and employees of other shale oil producers that operate in the Permian
18 Basin or elsewhere in Texas or that have significant offices in Texas), and the Southern District of
19 Texas (which is home to two Defendants), “can likely compel” more relevant third-party witnesses
20 to testify in this case than this District. *Ravin Crossbows*, 2023 WL 2572288, at *5. This factor
21 also supports transfer.

22 5. Texas Offers Greater Access To Sources Of Proof

23 “[T]he ease of access to sources of proof” factor also favors transfer. *Jones*, 211 F.3d at
24 499. This consideration weighs which forum has better access to documentary evidence and
25 witnesses (*see Editorial Planeta*, 2012 WL 3027456, at *7), and particularly favors transfer where
26 “the location of relevant evidence exists almost entirely outside plaintiff’s chosen forum, and much
27 of it exists in the movant’s proposed forum.” *Absorption Pharms.*, 2017 WL 5986122, at *6; *see,*
28 *e.g., Ventress*, 486 F.3d at 1119 (affirming transfer to the District of Hawaii where “most potential

witnesses” and “most of the documentary evidence ... are located in Hawaii”). “Even in the age of electronic document storage and the Internet, courts favor transfer to the district where relevant documents are physically located.” *Ravin Crossbows*, 2023 WL 2572288, at *5 (quoting *Secured Mail Sols., LLC v. Adv. Image Direct, LLC*, 2013 WL 8596579, at *4 (C.D. Cal. Jan. 30, 2013)).

The Western District, Northern District, and Southern District of Texas each have better access to documentary evidence and witnesses than the District of Nevada. Five Defendants have headquarters in Texas, seven Defendants have operations in Texas, and most Defendants either produce and/or sell, or produced and/or sold, much of their shale oil in Texas. Ex. B ¶¶ 3–9; Ex. C ¶¶ 3–5; Ex. D ¶¶ 2–9; Ex. E ¶¶ 3, 7; Ex. F ¶¶ 3, 5–6; Ex. H ¶¶ 6–7; Ex. I ¶ 3. Thus, employees who may serve as witnesses reside in Texas, documents that may need to be reviewed and produced are in Texas, and production and sales data that may serve as evidence exist there too—primarily in the Western District of Texas given the volume of shale oil operations. *E.g.*, Ex. B ¶ 4; Ex. C ¶ 4; Ex. D ¶ 9; Ex. E ¶ 11; Ex. H ¶¶ 7–9. By contrast, none of the alleged communications or other relevant conduct is alleged to have occurred in Nevada. And no Defendant is alleged to have headquarters in Nevada or to conduct relevant business operations in Nevada. Because “[t]here are no documents, witnesses, or other evidence in Nevada” (*Broadcom*, 2014 WL 12703746, at *4), “and the primary location of the evidence” is Texas, this factor heavily favors transfer. *Editorial Planeta*, 2012 WL 3027456, at *7; *see also Ravin Crossbows*, 2023 WL 2572288, at *5 (when “the bulk of the relevant evidence usually comes from the accused ... the place where the defendant’s documents are kept weighs in favor of transfer to that location”).

6. Most Defendants Produce And Sell The Majority Of Their Shale Oil In Texas

Courts typically find the next factor—“the location where the relevant agreements were negotiated and executed” (*Jones*, 211 F.3d at 498)—neutral where, as here, “[t]his is an antitrust lawsuit[,] not a breach of contract lawsuit.” *Lens.com*, 2012 WL 1155470, at *4. Even so, this factor favors transfer here because most Defendants produce and sell much of their oil in Texas, as discussed throughout this motion. Indeed, because many Defendants are “headquartered in [Texas]” and have their operations in Texas—including in the Western District, Northern District, and Southern District of Texas—“many [potentially] relevant agreements regarding” the

1 production, refinement, and sale of shale oil “likely originated in” Texas as well. *See Tonkawa*
 2 *Tribe*, 2021 WL 3847802, at *5. All of Permian’s and Diamondback’s production occurs in the
 3 Permian Basin, which is largely located in the Western District. Ex. B ¶ 9; Ex. C ¶ 5. The majority
 4 of Pioneer’s, EOG’s, and Occidental’s domestic oil production occurs in the Western District, too.
 5 Ex. D ¶¶ 6–7; Ex. E ¶¶ 8, 11; Ex. F ¶ 6. Permian, Pioneer, and Occidental also maintain significant
 6 operations in the Northern District of Texas. Ex. B ¶ 6; Ex. D ¶¶ 4, 7, 10; Ex. F ¶ 5. And two
 7 Defendants are headquartered in the Southern District of Texas. Ex. E ¶ 3; Ex. F ¶ 3. In contrast
 8 to this substantial activity, Plaintiffs do not allege that any relevant agreements were negotiated or
 9 executed in Nevada. This factor weighs favor of transfer to Texas.

10 **7. Plaintiffs’ Choice Of Forum Is Entitled No Weight**

11 Plaintiffs’ “choice of forum,” while a relevant factor, is entitled to no weight here because
 12 15 of 17 Plaintiffs do not reside in Nevada and each of the cases is a putative class action. *Jones*,
 13 211 F.3d at 498. A plaintiff’s “choice of forum supported only by the fact that it was chosen”
 14 cannot overcome a “showing of inconvenience.” *Pac. Car & Foundry*, 403 F.2d at 955. And
 15 courts do not defer to a plaintiff’s choice of venue “when the plaintiff’s choice is not its residence.”
 16 *Editorial Planeta*, 2012 WL 3027456, at *5; *see also Ravin Crossbows*, 2023 WL 2572288, at *3
 17 (“A plaintiff’s choice of forum is entitled to less deference ... when the plaintiff elects to pursue a
 18 case outside its home forum.”). Nor is a plaintiff’s choice of venue entitled to any weight where
 19 “the forum lacks a significant connection to the activities alleged in the complaint” (*Editorial*
 20 *Planeta*, 2012 WL 3027456, at *5), or when the plaintiff “brings a derivative suit or represents a
 21 class.” *Tonkawa Tribe*, 2021 WL 3847802, at *5 (quoting *Belzberg*, 834 F.2d at 739).

22 Applying these factors, Plaintiffs’ choice of forum, the District of Nevada, is entitled to no
 23 deference here. Fifteen of 17 Plaintiffs named in these actions do not reside in Nevada. And
 24 Nevada has *no* connection—much less a significant connection—to the activities alleged in the
 25 complaints, as none of the alleged facts underlying Plaintiffs’ claims have any nexus to Nevada.
 26 Plaintiffs do not allege that any of Defendants’ alleged conduct took place in Nevada. Nor do
 27 Plaintiffs allege that relevant witnesses or documents exist in Nevada (they do not). *See supra* at
 28 pp. 17–20; *see also Cont’l Auto.*, 2019 WL 6735604, at *11 (plaintiff’s choice of forum entitled

1 to little weight because the plaintiff did “not allege[] that a substantial part of the events underlying
 2 [its] claims took place in California, or that the Northern District of California ha[d] a special local
 3 interest in the issues raised”). Moreover, Plaintiffs brought each of these actions on behalf of
 4 putative classes, which further minimizes the weight of their choice of forum; that two Plaintiffs
 5 are domiciled in Nevada “is no more forceful than the link between the thousands of potential class
 6 members and their respective districts, a roster which surely includes every district court in the
 7 nation.” *Italian Colors Rest. v. Am. Express Co.*, 2003 WL 22682482, at *4 (N.D. Cal. Nov. 10,
 8 2003). Accordingly, Plaintiffs’ choice of forum here is entitled to little or no weight.

9 **8. Texas And Nevada Are Equally Familiar With The Governing Law But Texas**
 10 **Courts Are More Familiar With The Oil And Gas Industry**

11 The last factor—“the state that is most familiar with the governing law”—weighs slightly
 12 in favor of transfer or, at minimum, is neutral. *Jones*, 211 F.3d at 498. In general, federal courts
 13 across districts are equally familiar with and capable of adjudicating claims arising under federal
 14 antitrust law. *E.g.*, *Earth Island Inst. v. Quinn*, 56 F. Supp. 3d 1110, 1117 (N.D. Cal. 2014).
 15 Federal courts are also equally familiar with and capable of adjudicating claims arising under the
 16 laws of various states (*see Barnstormers, Inc. v. Wing Walkers, LLC*, 2010 WL 2754249, at *3
 17 (S.D. Cal. July 9, 2010))—particularly where, as here, these cases are “first and foremost ...
 18 purported nationwide antitrust class action[s] under the Sherman Act.” *Funeral Consumers*, 2005
 19 WL 2334362, at *6.⁷ But judicial efficiency and economy would still be served by transfer given
 20 Texas courts’ familiarity with the oil and gas industry that has long resided and been headquartered
 21 in Texas. *See Lens.com*, 2012 WL 1155470, at *3 (judicial economy may be served if case
 22 transferred to a judge familiar with subject matter underlying the parties’ dispute).⁸

23 ⁷ Plaintiffs suggested during the status conference that it was somehow relevant to the transfer
 24 analysis that Texas state law claims are not being asserted because Texas antitrust law does not
 25 permit indirect purchaser damages actions. This fact has no relevance to the transfer analysis, as
 26 the federal claims, which provide subject matter jurisdiction, arise under the Sherman Act, and
 27 federal courts in Texas are equally familiar with the Sherman Act as federal courts in Nevada.
 And Nevada is only one of 28 states (and the District of Columbia) whose antitrust laws have been
 asserted across the various complaints. The federal courts in Texas are equally equipped to apply
 the laws of the other states as this federal court in Nevada.

28 ⁸ Houston, for example, is regarded as the “Energy Capital of the World.” *Energy*, GREATER
 HOUSTON PARTNERSHIP, <https://tinyurl.com/ms9b22kx> (last visited March 22, 2024).

V. CONCLUSION

This Court should transfer these actions to the Western District of Texas (Midland/Odessa Division) or, in the alternative, to the Northern District or Southern District of Texas.

Respectfully submitted,⁹

Dated: March 22, 2024

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CERTIFICATE OF SERVICE

I, the undersigned, do hereby certify that on this date, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of this Court using the CM/ECF system, which will send a notice of electronic filing to counsel of record receiving electronic notification.

DATED: March 22, 2024

GIBSON, DUNN & CRUTCHER LLP

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