

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

EXXON MOBIL CORPORATION,)
)
Plaintiff,)
)
v.)
)
MAURA TRACY HEALEY, Attorney)
General of Massachusetts, in her official)
capacity,)
)
Defendant.)

No. 4:16-CV-469-K

**JOINT MOTION FOR ENLARGEMENT OF TIME
FOR RESPONSES TO COMPLAINT AND MOTION FOR A
PRELIMINARY INJUNCTION AND TO SET A BRIEFING SCHEDULE,
AND LEAVE FOR DEFENDANT TO APPEAR WITHOUT
LOCAL COUNSEL FOR LIMITED PURPOSE OF JOINING THIS MOTION**

Plaintiff Exxon Mobil Corporation (“ExxonMobil”) and Defendant Maura Healey, Attorney General of Massachusetts (“Massachusetts AG”) (collectively, the “Parties”), hereby respectfully move for leave for the Massachusetts AG to appear without local counsel for the limited purpose of joining this motion, an enlargement of time for the Massachusetts AG’s responses to the Complaint and the Motion for a Preliminary Injunction, currently due in early July, to August 8, 2016, and to establish a briefing schedule for further filings. In support of their motion, the Parties state:

1. On April 19, 2016, the Massachusetts AG served a Massachusetts civil investigative demand on Plaintiff’s registered agent in Suffolk County, Massachusetts. *See* Complaint, Ex. B at App. 23 (Doc. 1-2).

2. On June 15, 2016, ExxonMobil filed in this Court its Complaint for Declaratory and Injunctive Relief.

3. On June 15, 2016, ExxonMobil also filed in this court a Motion for a Preliminary Injunction. Defendant's response to the motion is currently due on July 6, 2016.

4. ExxonMobil served the Complaint and accompanying Summons on Defendant by hand on June 16, 2016. The Massachusetts AG's responsive pleading or other response to the Complaint is currently due on July 7, 2016.

5. In light of the complex nature of the case and the extensive documents filed by ExxonMobil, ExxonMobil and the Massachusetts AG have conferred and agree that additional time for briefing of the issues raised in ExxonMobil's papers would benefit the Court's review of the matters therein, and the Parties agree, subject to the Court's approval, that the Massachusetts AG may have an additional month to file responses to the Complaint and the Motion for a Preliminary Injunction, so that the Massachusetts AG's responses (including a possible motion to dismiss the Complaint) would be due on **August 8, 2016**.

6. ExxonMobil and the Massachusetts AG agree, subject to the Court's approval, that ExxonMobil may have one month to file a reply to the Massachusetts AG's August 8, 2016, response to the Motion for a Preliminary Injunction, so that ExxonMobil's reply, if any, would be due on **September 8, 2016**.

7. ExxonMobil and the Massachusetts AG agree, subject to the Court's approval, that ExxonMobil may have one month to respond to any motion(s) to dismiss the Complaint that the Massachusetts AG may file on August 8, 2016, so that ExxonMobil's response(s) to such motion(s) if any, would be due on **September 8, 2016**.

8. ExxonMobil and the Massachusetts AG agree, subject to the Court's approval, that the Massachusetts AG may have one month to file any replies to ExxonMobil's September

8, 2016, response(s) to the Massachusetts AG's August 8, 2016, motions, if any, so that the Massachusetts AG's replies, if any, would be due **October 10, 2016**.

9. It is the intention of the parties that neither party will be unfairly prejudiced for having entered into this agreement or for having requested this enlargement of time. The parties therefore agree that neither party will use the other party's agreement on a briefing schedule to support any claim or argument raised in this case or to otherwise cause unfair prejudice to the other party.

10. The Parties have reached a similar agreement on the briefing schedule for ExxonMobil's petition and motion to set aside the Massachusetts AG's civil investigative demand, filed in Massachusetts Superior Court on June 16, 2016.

11. The Commonwealth has agreed not to move to enforce the CID during the pendency of this litigation and the litigation commenced by ExxonMobil on June 16, 2016, in Massachusetts Superior Court, other than by filing a cross-motion to compel under the terms of the parties' agreement.

12. The Massachusetts AG is fully aware of Local Rule 83.10 requiring local counsel and is in the process of securing, but has not yet engaged, local counsel. The Massachusetts AG therefore seeks the Court's leave to appear without local counsel for the limited purpose of joining this motion, in the interest of prompt action on the relief requested. ExxonMobil does not oppose the Massachusetts AG's request. The Massachusetts AG represents that her undersigned counsel are all attorneys in good standing admitted to practice in Massachusetts and will be seeking to appear *pro hac vice*.

PRAYER

For these reasons, ExxonMobil and the Massachusetts AG respectfully request that the Court enter an order: (1) enlarging the time for the Massachusetts AG's responses to the Complaint and Motion for a Preliminary Injunction and (2) establishing a briefing schedule for further filings as set forth in this motion, and (3) allowing the Massachusetts AG to appear without local counsel for the limited purpose of joining this motion.

Dated June 22, 2016

Respectfully submitted,

<p>MAURA HEALEY, ATTORNEY GENERAL OF MASSACHUSETTS</p> <p><u>/s/ Christophe G. Courchesne</u> Melissa A. Hoffer (<i>pro hac vice</i> to be filed) Christophe G. Courchesne (<i>pro hac vice</i> to be filed) christophe.courchesne@state.ma.us I. Andrew Goldberg (<i>pro hac vice</i> to be filed) Peter C. Mulcahy (<i>pro hac vice</i> to be filed) Assistant Attorneys General Office of the Attorney General One Ashburton Place, 18th Floor Boston, MA 02108 (617) 963-2423</p>	<p>EXXON MOBIL CORPORATION</p> <p>By: Patrick J. Conlon (<i>pro hac vice pending</i>) State Bar No. 24054300 Daniel E. Bolia State Bar No. 24064919 daniel.e.bolia@exxonmobil.com 1301 Fannin Street Houston, TX 77002 (832) 624-6336</p> <p>Ralph H. Duggins State Bar No. 06183700 rduggins@canteyhanger.com Philip A. Vickers State Bar No. 24051699 pvickers@canteyhanger.com Alix D. Allison State Bar. No. 24086261 aallison@cantey hanger. com CANTEY HANGER LLP 600 West 6th Street, Suite 300 Fort Worth, TX 76102 (817) 877-2800 Fax: (817) 877-2807</p>
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	<p><u>/s/ Nina Cortell</u> Nina Cortell State Bar No. 04844500 nina.cortell@haynesboone.com HAYNES & BOONE, LLP 2323 Victory Avenue . Suite 700 Dallas, TX 75219 (214) 651-5579 Fax: (214) 200-0411</p> <p>Theodore V. Wells, Jr. (<i>pro hac vice</i> pending) twells@paulweiss.com Michele Hirshman (<i>pro hac vice</i> pending) Daniel J. Toal (<i>pro hac vice</i> pending) PAUL, WEISS, RIFKIND, WHARTON & GARRISON, LLP 1285 Avenue of the Americas New York, NY 10019-6064 (212) 373-3000 Fax: (212) 757-3990</p> <p>Justin Anderson (<i>pro hac vice</i> pending) janderson@paulweiss.com 2001 K Street, NW Washington, D.C. 20006- 1047 (202) 223-7300 Fax: (202) 223-7420</p> <p><i>Counsel for Exxon Mobil Corporation</i></p>
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CERTIFICATE OF CONFERENCE

I hereby certify that (1) the parties have conferred on the accompanying motion and (2) it is a joint motion of both parties to this action and is therefore unopposed.

/s/ Nina Cortell

Nina Cortell

CERTIFICATE OF SERVICE

On June 22, 2016, I electronically submitted the foregoing joint motion to the clerk of court for the U.S. District Court, Northern District of Texas, using the electronic case filing system of the court. I hereby certify that I have served all counsel of record electronically.

/s/ Nina Cortell

Nina Cortell

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