

CAUSE NO. 067-243797-10

JOSEPH LEON MADDOX and wife,
PATTI LYNN MADDOX, DAVID
RICHEY and wife, JOYCE RICHEY,
and LINDA FAYE WEBER,

Plaintiffs/Counter-Defendants,

v.

VANTAGE ENERGY, LLC,
QUANTUM ENERGY PARTNERS,
RIVERSTONE HOLDINGS, LLC
Individually and/or d/b/a
CARLYLE/RIVERSTONE, THE
CARLYLE GROUP, LP, Individually
and/or d/b/a CARLYLE RIVERSTONE,
LIME ROCK PARTNERS and, THE
CAFFEY GROUP, LLC

Defendants/Counter-Plaintiffs.

IN THE DISTRICT COURT OF

TARRANT COUNTY, TEXAS

67TH JUDICIAL DISTRICT

**DEFENDANTS/COUNTER-PLAINTIFFS' ORIGINAL
COUNTERCLAIM AGAINST PLAINTIFFS/COUNTER-DEFENDANTS**

TO THE HONORABLE JUDGE OF SAID COURT:

Defendants/Counter-Plaintiffs Vantage Energy, LLC (“Vantage”), Quantum Energy Partners (“Quantum”), Riverstone Holdings, LLC, Individually and/or d/b/a Carlyle/Riverstone (“Riverstone”), The Carlyle Group, LP, Individually and/or d/b/a Carlyle/Riverstone (“Carlyle”), Lime Rock Partners (“Lime Rock”), and The Caffey Group, LLC (“Caffey”) (collectively, “Counter-Plaintiffs”) file this Original Counterclaim against Plaintiffs/Counter-Defendants Joseph Leon Maddox and wife, Patti

Lynn Maddox, David Richey and wife, Joyce Richey, and Linda Faye Weber (collectively, "Counter-Defendants"), and would respectfully show the Court as follows:

I.
DISCOVERY CONTROL PLAN

1. Counter-Plaintiffs intend to conduct discovery under Level 3 of Texas Rule of Civil Procedure 190.4.

II.
PARTIES

2. Counter-Defendants Joseph Leon Maddox and wife, Patti Lynn Maddox, are individuals residing in Tarrant County, Texas. Mr. and Mrs. Maddox have appeared in this lawsuit, and service may be made upon their attorneys of record.

3. Counter-Defendants David Richey and wife, Joyce Richey, are individuals residing in Tarrant County, Texas. Mr. and Mrs. Richey have appeared in this lawsuit, and service may be made upon their attorneys of record.

4. Counter-Defendant Linda Faye Weber is an individual residing in Tarrant County, Texas. Ms. Weber has appeared in this lawsuit, and service may be made upon her attorneys of record.

5. Counter-Plaintiff Vantage Energy, LLC is a Delaware limited liability company whose principal place of business is located at 116 Inverness Drive East, Suite 107, Englewood, Colorado 80112-5125.

6. Counter-Plaintiff Quantum Energy Partners is a foreign limited partnership whose principal place of business is located at 1401 McKinney Street, Suite 2700, Houston, Texas 75010-4034.

7. Counter-Plaintiff Riverstone Holdings, LLC, Individually and/or d/b/a Carlyle/Riverstone, is a Delaware limited liability company whose principal place of business is located at 712 Fifth Avenue, 51st Floor, New York, New York, 10019.

8. Counter-Plaintiff The Carlyle Group, LP, Individually and/or d/b/a Carlyle/Riverstone, is a foreign limited partnership whose principal place of business is located at 1001 Pennsylvania Ave., NW, Washington, DC, 20004.

9. Counter-Plaintiff Lime Rock Partners is a foreign entity that maintains an office in Houston, Texas, located at Heritage Plaza, 1111 Bagby Street, Suite 4600, Houston, Texas 77002.

10. Counter-Plaintiff The Caffey Group, LLC is a foreign limited liability corporation whose principal place of business is located at 309 West 7th Street, Suite 1300, Fort Worth, Texas 76102.

III. **JURISDICTION AND VENUE**

11. Counter-Defendants have invoked the jurisdiction of this Court and thereby consent to personal jurisdiction and cannot be heard to complain of jurisdiction at any

time herein. This Court has subject matter jurisdiction because the damages sought are within the jurisdictional limits of this Court.

12. Venue is proper in Tarrant County under TEX. CIV. PRAC. & REM. CODE § 15.001.

IV. BACKGROUND FACTS

13. Counter-Defendants Joseph Leon Maddox and wife, Patti Lynn Maddox, are purportedly the owners of the mineral estate in the real property located at [REDACTED]
[REDACTED]

14. Counter-Defendants David Richey and wife, Joyce Richey, are purportedly the owners of the mineral estate in the real property located at [REDACTED]
[REDACTED]

15. Counter-Defendant Linda Faye Weber is purportedly the owner of the mineral estate in the real property located at [REDACTED]
[REDACTED]

16. On February 19, 2010, Counter-Defendants, by and through their counsel of record, filed their Original Petition against Defendants/Counter-Plaintiffs based upon, *inter alia*, the alleged breach of a contractual agreement between Plaintiffs/Counter-Defendants and Defendants/Counter-Plaintiffs Vantage and Caffey. The pleadings also contained other claims, including allegations of liability under the Texas Antitrust Act

and the Texas Deceptive Trade Practices Act. Quantum, Riverstone, Carlyle and Lime Rock were alleged to have liability under corporate veil-piercing theories. The Court has now dismissed the claims asserted by Plaintiffs under the Texas Antitrust Act and the Texas Deceptive Trade Practices Act.

V.
COUNTERCLAIMS

A. Bad Faith Claim and/or Claim for the Purpose of Harassment Under the Texas Antitrust Act.

17. Counter-Defendants plainly lacked standing to assert an antitrust claim, and Counter-Defendants knew or should have known of this fundamental defect before filing their Original Petition against Counter-Plaintiffs. Nevertheless, Counter-Defendants asserted unsubstantiated conclusory antitrust allegations in their Original Petition, which were supported by no credible evidence or theory of law. Thus, Counter-Defendants' cause of action for violation of the Texas Antitrust Act was groundless and brought in bad faith or for the purpose of harassment. After the Court ordered the antitrust claims dismissed, Counter-Defendants amended their pleadings to remove their cause of action for violation of the Texas Antitrust Act. However, Counter-Plaintiffs remain entitled to recover their reasonable attorneys fees, court costs, and other recoverable expenses of litigation related to defending Counter-Defendants' claim for violation of the Texas Antitrust Act. *See* TEX. BUS. & COMM. CODE § 15.21(a)(3).

B. Bad Faith Claim and/or Claim for the Purpose of Harassment Under the Texas Deceptive Trade Practices Act.

18. Counter-Defendants' Original Petition and live pleadings state a cause of action based on Counter-Plaintiffs' alleged breach of the Texas Deceptive Trade Practices Act. Pursuant to the Court's Order on Defendants' Special Exceptions dated July 29, 2010, Counter-Defendants' cause of action for breach of the Texas Deceptive Trade Practices Act has been stricken from Counter-Defendants' pleadings.

19. Counter-Defendants' cause of action for breach of the Texas Deceptive Trade Practices Act was groundless in fact and law, and brought in bad faith for the purpose of harassment. None of the Counter-Defendants was or is a consumer under the Texas Deceptive Trade Practices Act, and Counter-Defendants knew or should have known of this fundamental defect before filing this claim. As a result of the groundless claim, Counter-Plaintiffs are entitled to recover attorneys fees, court costs and other expenses. *See* TEX. BUS. & COMM. CODE §17.50(c).

C. Counter-Defendants' Bad Faith Veil-Piercing Claim.

20. Counter-Defendants' pleadings allege a groundless veil-piercing claim against entities believed to be managing members of Vantage, specifically, Quantum Energy Partners, Riverstone Holdings, LLC, The Carlyle Group, LP, and Lime Rock Partners (collectively, the "alleged Vantage Members"). In truth, none of these entities is actually a member or manager of Vantage. *See* Defendants Quantum, Carlyle,

Riverstone and Lime Rock's Motion for Traditional and No-Evidence Summary Judgment filed September 15, 2010.

21. Counter-Defendants state only one reason why Vantage's corporate veil should be pierced—namely, because Vantage's managing members allegedly “caus[ed] Vantage to breach its contractual agreement with Plaintiffs” and, as a result, “committed a fraud against the Plaintiffs...” [See Pls.' Second Amended Pet. ¶ 13.06]. This theory fails as a matter of law and fact. Counter-Defendants do not identify a single act or omission in their pleadings that can support their veil-piercing claim, and Counter-Defendants' pleadings lack the specificity required to properly assert a fraud claim.

22. It appears Counter-Defendants will not be able to identify any facts to support the veil-piercing claim. Vantage served Counter-Defendants with Integrated Discovery in an effort to obtain more information regarding Counter-Defendants' veil-piercing theory. Vantage specifically requested Counter-Defendants to identify facts that (1) support their alter ego claim, and (2) demonstrate that Vantage's managing members used Vantage for the purpose of perpetrating a fraud and did perpetrate an actual fraud on Counter-Defendants for the direct personal benefit of Vantage's managing members. Counter-Defendants have failed to identify a single meaningful, probative fact.


23. It is evident from Counter-Defendants' vague pleading and evasive answers to Counter-Plaintiff Vantage's discovery requests that Counter-Defendants' veil-piercing claim is groundless in fact and law, and brought in bad faith for the purpose of

harassment, in violation of TEX. R. CIV. P. 13 and TEX. CIV. PRAC. & REM. CODE § 9.001 *et seq.* The appropriate sanction that should be entered against Counter-Defendants for their violation of TEX. R. CIV. P. 13 and TEX. CIV. PRAC. & REM. CODE § 9.001 *et seq.* is a monetary sanction to be paid to Counter-Plaintiff Vantage in an amount equal to the attorneys fees and costs incurred by Counter-Plaintiff Vantage, occasioned by the conduct of Counter-Defendants.

VI.
PRAYER

WHEREFORE, PREMISES CONSIDERED, Counter-Plaintiffs request that, upon final hearing, judgment be entered in favor of Counter-Plaintiffs, denying Counter-Defendants any and all recovery. Counter-Plaintiffs further pray that all costs of court be taxed against Counter-Defendants, that the Court enter judgment awarding Counter-Plaintiffs their reasonable and necessary attorneys' fees and costs, pursuant to TEX. BUS. & COMM. CODE § 15.21(a)(3), §17.50(C), TEX. R. CIV. P. 13, and TEX. CIV. PRAC. & REM. CODE § 9.001 *et seq.*, including fees that may be incurred in the event of an appeal to the court of appeals, and in the further event of an appeal to the Supreme Court of Texas; and that Counter-Plaintiffs be awarded such further or additional relief to which they may be justly entitled, at law or in equity.

Respectfully submitted,



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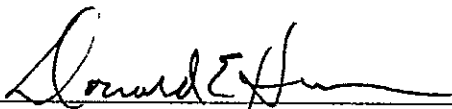
CERTIFICATE OF SERVICE

I hereby certify that on October 5th, 2010, I served a true and correct copy of the foregoing document via e-mail on the following counsel of record:

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