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February 20, 2017

VIA ELECTRONIC MAIL

Craig A. Haynes  
Rachelle Glazer  
Thompson & Knight LLP  
One Arts Plaza  
1722 Routh Street, Suite 1500  
Dallas, TX 75201

Re: No. C-1-PB-14-001245; In Re: TEL Offshore Trust;  
In the Probate Court No. 1, Travis County, Texas.

Dear Craig and Shelley:

Consistent with our telephone conversation last week, I am providing amended answers to the Corporate Trustee's Requests for Production Nos. 9 and 10.

As noted in your letter of February 6, 2017, you agreed to reform Requests for Production Nos. 22, 26-31, and 35-38 to seek "the" documents in each category instead of "all." Consistent with our conversation, this confirms that RNR Production is not withholding documents responsive to these requests.

Sincerely,



Shannon H. Ratliff

SHR/bb

cc: Lisa Paulson  
Shannon Durst

**CAUSE NO. C-1-PB-14-001245**

**In Re:** § **IN THE PROBATE COURT NO. 1**  
§  
**TEL Offshore Trust** § **OF**  
§  
§ **TRAVIS COUNTY, TEXAS**  
§

**RNR PRODUCTION LAND AND CATTLE'S FIRST AMENDED OBJECTIONS  
AND RESPONSES TO CORPORATE TRUSTEE'S  
FIRST REQUESTS FOR PRODUCTION**

TO: The Bank of New York Mellon Trust Company, N.A. ("Corporate Trustee"), by and through its attorneys of record, Craig A. Haynes, Rachelle H. Glazer, Thompson & Knight, LLP, One Arts Plaza, 1722 Routh Street, Suite 1500, Dallas, Texas 75201 and James E. Cousar; Thompson & Knight, LLP, 98 San Jacinto Blvd., Suite 1900, Austin, Texas 78701.

Pursuant to Rules 192, 193 and 196, Tex. R. of Civ. P., RNR Production Land and Cattle objects and responds to the Corporate Trustee's first request for production as follows:

**OBJECTION TO INSTRUCTIONS**

RNR objects to the requirement in the request that RNR produce documents at the offices of Thompson & Knight, LLP, One Arts Plaza, 1722 Routh Street, Suite 1500, Dallas, Texas 75201 within 30 days after service of the request. RNR will agree to produce documents at a time and location mutually agreeable to RNR and counsel for the Corporate Trustee.

**REQUESTS FOR PRODUCTION**

**REQUEST FOR PRODUCTION NO. 1:** All documents regarding Your purchase(s) and sale(s) of Units in the Trust, including any broker confirmations and broker statements.

**OBJECTION:**

RNR objects to this request as being overly broad and unduly burdensome.

**RESPONSE:**

Subject to and without waiving its objection, RNR will produce documents responsive to this request sufficient to confirm the transaction dates, number of Units purchased and the price paid for those Units.

**REQUEST FOR PRODUCTION NO. 2:** All documents regarding the number of Units that You own in the Trust.

**OBJECTION:**

RNR objects to this request as being overly broad and unduly burdensome.

**RESPONSE:**

Subject to and without waiving its objection, RNR will produce documents responsive to this request sufficient to confirm the number of Units owned by RNR.

**REQUEST FOR PRODUCTION NO. 3:** All documents comprising or regarding any communications between You and any other Unit Holder regarding the Trust.

**OBJECTION:**

RNR objects to this request as being overly broad and unduly burdensome. RNR also objects to this request to the extent it would require RNR to truthfully answer this question to know the identity of each and every Unit holder.

**RESPONSE:**

Subject to and without waiving its objection and after a diligent search, no items have been identified that are responsive to the request.

**REQUEST FOR PRODUCTION NO. 4:** All documents regarding offers to purchase or solicitations to purchase any Units in the Trust made by You to any other Unit Holder.

**OBJECTION:**

RNR objects to this request as being overly broad and unduly burdensome.

**RESPONSE:**

Subject to and without waiving its objection and after a diligent search, no items have been identified that are responsive to the request.

**REQUEST FOR PRODUCTION NO. 5:** All documents comprising or regarding any communications between You and the Ad Litem.

**OBJECTION:**

RNR objects to his request as it seeks to invade the joint interest privilege.

**REQUEST FOR PRODUCTION NO. 6:** All documents regarding the fair market value of the Units that You own, both currently and at the time You purchased the Units.

**OBJECTION:**

RNR objects to this request as vague and ambiguous to the extent the term “fair market value” is undefined. RNR further objects to this request to the extent it seeks to suggest that all factors impacting the true value of the Units were ever disclosed to the market.

**RESPONSE:**

Subject to and without waiving its objections, RNR will produce documents sufficient to reflect the price paid by RNR to purchase Units of the Trust in open market transactions.

**REQUEST FOR PRODUCTION NO. 7:** All documents supporting Your claim(s) against the Trustees and/or the Trust.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to its own document production in this matter and the deposition of Michael Ulrich.

**REQUEST FOR PRODUCTION NO. 8:** All documents supporting any damages You claim against the Trustees and/or the Trust, and any calculation of same.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR will produce documents responsive to this request. RNR further directs the Corporate Trustee to its own document production in this matter.

**REQUEST FOR PRODUCTION NO. 9:** All documents supporting any claim that a false statement was made to You by any of the Trustees.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents” and will construe the request as seeking “the documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to its own document production in this matter, specifically its SEC disclosures in its 10Ks and 10Qs regarding the performance of properties burdened by the Net Profits Interest, including Eugene Island 339, and the DeGolyer and MacNaughton October 31, 2008 report and the May 15, 2009 supplemental report.

**REQUEST FOR PRODUCTION NO. 10:** All documents supporting any claim that the Trustees defrauded You.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents” and will construe the request as seeking “the documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to its own document production in this matter, specifically its SEC disclosures in its 10Ks and 10Qs regarding the performance of properties burdened by the Net Profits Interest, including Eugene Island 339, and the DeGolyer and MacNaughton October 31, 2008 report and the May 15, 2009 supplemental report.

**REQUEST FOR PRODUCTION NO. 11:** All documents comprising or regarding any communications between You and the Trustees.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.”

**RESPONSE:**

Subject to and without waiving its objection, RNR will produce documents responsive to this request.

**REQUEST FOR PRODUCTION NO. 12:** All documents regarding all monies You have received from either (a) Trust distributions or (b) payments for the ownership of the Overriding Royalty Interest You purchased.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.” RNR further objects to this request to the extent it seeks to characterize RNR’s purchase of a Net Profits Interest as an Overriding Royalty Interest. RNR further objects to this Request as it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence.

**RESPONSE:**

Subject to and without waiving its objections, RNR has received no monies from Trust distributions. RNR will produce documents reflecting payments received from its ownership of a Net Profits Interest in the Trust properties.

**REQUEST FOR PRODUCTION NO. 13:** All documents regarding, discussing, or analyzing the value of Your Units at any time, including at or near the time of any purchase or sale of Your Units.

**OBJECTION:**

RNR objects to this Request as being overly broad and unduly burdensome.

**RESPONSE:**

Subject to and without waiving its objection, RNR will produce responsive documents, if any.

**REQUEST FOR PRODUCTION NO. 14:** All documents estimating or calculating any of the damages You claim.

**OBJECTION:**

RNR objects to this request as being overly broad and burdensome. RNR further objects to this request to the extent it seeks documents from testifying experts. Texas Rule of Civil Procedure 195.1 prohibits a party from learning about experts through a request for production. This information is available only through a request for disclosure under Texas Rule of Civil Procedure 194 or a deposition of the expert. RNR also objects to this request to the extent that any document sought is a public record that is equally available to counsel. RNR also objects to this request that it seeks documents that have been previously produced by the Trustees in this matter.

**RESPONSE:**

Subject to and without waiving its objections, RNR will produce documents responsive to this request. RNR directs counsel to RNR's Response to Gary Evans' Interrogatory No. 9 as well as documents reflecting RNR's cost of acquisition of Units in the TEL Offshore Trust. Additionally, RNR directs counsel to the Trust's SEC filings and reports from DeGolyer and MacNaughton contained within the files of the Trust as well as correspondence, meeting minutes and other documents contained within the files of the Corporate Trustee. RNR also directs counsel to Plaintiffs' Response to Interrogatory No. 1 to Plaintiffs' Answers and Objections to Attorney Ad Litem's First Set of Interrogatories and the deposition of The Bank of New York Mellon Trust Company, N.A. Corporate Representative Michael Ulrich.

**REQUEST FOR PRODUCTION NO. 15:** All documents regarding the Trust's Net Profits Interests You purchased at any time.

**OBJECTION:**

RNR objects to this Request as being overly broad and unduly burdensome.

**RESPONSE:**

Subject to and without waiving its objection, RNR will produce documents responsive to this request.

**REQUEST FOR PRODUCTION NO. 16:** All documents regarding the Overriding Royalty Interest You purchased.

**OBJECTION:**

RNR objects to this Request as being overly broad and unduly burdensome. RNR further objects to this request to the extent it seeks to characterize RNR's purchase of a Net Profits Interest as an Overriding Royalty Interest. RNR further objects to this Request as it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence.

**RESPONSE:**

RNR has no such documents.

**REQUEST FOR PRODUCTION NO. 17:** All documents regarding the fair market value of the Trust's Net Profits Interests that You own, both currently and at the time You purchased the Net Profits Interests.

**OBJECTION:**

RNR objects to this Request as being overly broad and unduly burdensome. RNR further objects to this Request as it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence.

**RESPONSE:**



Subject to and without waiving its objections, RNR will produce documents responsive to this request.

**REQUEST FOR PRODUCTION NO. 18:** All documents regarding the fair market value of the Overriding Royalty Interest that You own, both currently and at the time You purchased the Overriding Royalty Interest.

**OBJECTION:**

RNR objects to this Request as being overly broad and unduly burdensome. RNR further objects to this request to the extent it seeks to characterize RNR's purchase of a Net Profits Interest as an Overriding Royalty Interest.

**RESPONSE:**

None.

**REQUEST FOR PRODUCTION NO. 19:** All documents regarding, discussing, or analyzing the value of the Trust's Net Profits Interests at any time, including at or near the time of any purchase or sale of the Trust's Net Profits Interests.

**OBJECTION:**

RNR objects to this Request as being overly broad and unduly burdensome. RNR further objects to this Request as it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence.

**RESPONSE:**

Subject to and without waiving its objections, RNR will produce documents responsive to this request.

**REQUEST FOR PRODUCTION NO. 20:** All documents regarding, discussing, or analyzing the value of the Overriding Royalty Interest at any time, including at or near the time of any purchase or sale of the Overriding Royalty Interest.

**OBJECTION:**

RNR objects to this Request as being overly broad and unduly burdensome. RNR further objects to this request to the extent it seeks to characterize RNR's purchase of a Net Profits Interest as an Overriding Royalty Interest.

**RESPONSE:**

None.

**REQUEST FOR PRODUCTION NO. 21:** All documents regarding the May 15, 2009 DeGolyer & MacNaughton report referenced in Your Petition.

**OBJECTION:**

RNR objects to this Request as being overly broad and unduly burdensome.

**RESPONSE:**

RNR directs the Corporate Trustee to its document production. Other than documents produced by the Trustees in this matter, RNR is not aware of any other documents regarding the May 15, 2009 DeGolyer and MacNaughton report.

**REQUEST FOR PRODUCTION NO. 22:** All documents regarding Your contention that the Corporate Trustee paid itself compensation contrary to the terms of the Trust Agreement.

**OBJECTION:**

RNR objects to this Request as being overly broad and unduly burdensome.

**RESPONSE:**

RNR directs the Corporate Trustee to its document production and the deposition of Michael Ulrich.

**REQUEST FOR PRODUCTION NO. 23:** All documents regarding what was made available to you in the Chevron virtual data room.

**OBJECTION:**

RNR objects to this request as being overly broad and unduly burdensome, vague and confusing as written. RNR further objects to this request as it suggests that a virtual data room

was made available to RNR in connection with RNR's 2011 purchase of Net Profits Interests from the Trust. RNR further objects to this request as the documents sought are equally accessible and available to the Corporate Trustee.

**RESPONSE:**

Subject to and without waiving its objections, RNR will produce documents made available to it in the Energy Net data room in connection with its 2013 its 2013 Net Profits Interest purchase.

**REQUEST FOR PRODUCTION NO. 24:** All SEC filings you saw before and after You bought Units in the Trust.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks "all documents." RNR further objects to this Request as it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence.

**RESPONSE:**

Subject to and without waiving its objections, RNR will produce documents responsive to this request.

**REQUEST FOR PRODUCTION NO. 25:** All documents supporting Your contention that the Trust should have terminated under its own terms on or about May 15, 2009.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks "all documents." RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to the Trust Agreement, the DeGolyer and MacNaughton October 31, 2008 Report and the DeGolyer and MacNaughton May 15, 2009 Report as well as to its own document production in this matter and the deposition of Michael Ulrich.

**REQUEST FOR PRODUCTION NO. 26:** All documents supporting Your contention that the Trustees failed to act to terminate the Trust and liquidate Trust assets to maximize the value to the Unit Holders.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to its own document production in this matter.

**REQUEST FOR PRODUCTION NO. 27:** All documents supporting Your contention that the Trustees have failed to act competently and prudently.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to its own document production in this matter.

**REQUEST FOR PRODUCTION NO. 28:** All documents supporting Your contention that the Trustees failed to act to protect and conserve the Trust property and the interests of the Beneficiaries.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to its own document production in this matter.

**REQUEST FOR PRODUCTION NO. 29:** All documents supporting Your contention that the Trustees have damaged the Trust and its Beneficiaries, including RNR.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to its own document production in this matter.

**REQUEST FOR PRODUCTION NO. 30:** All documents supporting Your contention that the Trustees should have sold the Net Profits Interest before they did.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to its own document production in this matter.

**REQUEST FOR PRODUCTION NO. 31:** All documents supporting Your contention that the Trustees have breached their duty of loyalty, have committed self-dealing, and have failed to administer the Trust in good faith and in accordance with the purposes of the Trust.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to its own document production in this matter.

**REQUEST FOR PRODUCTION NO. 32:** All documents supporting Your contention that the Individual Trustees failed to mandate compliance by the Corporate Trustee with the Trust Agreement.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to its own document production in this matter.

**REQUEST FOR PRODUCTION NO. 33:** All documents regarding the actual damages sustained by RNR.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.”

**RESPONSE:**

Subject to and without waiving its objections, RNR will produce documents responsive to this request.

**REQUEST FOR PRODUCTION NO. 34:** All documents regarding the damages “sufficient to make RNR whole for its purchase of Units.”

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.”

**RESPONSE:**

Subject to and without waiving its objections, RNR will produce documents responsive to this request.

**REQUEST FOR PRODUCTION NO. 35:** All documents supporting Your contention that the Trustees’ actions and inactions were intentional and in bad faith and constitute gross negligence that proximately and directly caused damage and injury to the Beneficiaries of the Trust, including RNR.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to its own document production in this matter.

**REQUEST FOR PRODUCTION NO. 36:** All documents supporting Your contention that the Trustees acted with reckless indifference that proximately and directly caused damage and injury to the Beneficiaries of the Trust, including RNR.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to its own document production in this matter.

**REQUEST FOR PRODUCTION NO. 37:** All documents supporting Your contention that the Trustees breached their fiduciary duty.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to its own document production in this matter and the deposition of Michael Ulrich.

**REQUEST FOR PRODUCTION NO. 38:** All documents supporting Your contention that the Court should impose punitive damages against the Trustees.

**OBJECTION:**

RNR objects to this request as over broad and unduly burdensome to the extent it seeks “all documents.” RNR further objects to this request as it seeks to require RNR to marshal its evidence regarding its claims against the Trustees.

**RESPONSE:**

Subject to and without waiving its objections, RNR directs the Corporate Trustee to its own document production in this matter.

**REQUEST FOR PRODUCTION NO. 39:** All documents regarding Your claim for attorneys’ fees and costs, including non-privileged fee invoices and fee agreements.

**OBJECTION:**

RNR objects to this Request as being overly broad and unduly burdensome.



**RESPONSE:**

Subject to and without waiving its objection, RNR will produce redacted, non-privileged copies of its fee invoices and its fee agreement.

**REQUEST FOR PRODUCTION NO. 40:** All formation documents of RNR and documents sufficient to show who the owners are of RNR.

**OBJECTION:**

RNR objects to this Request as being overly broad and unduly burdensome.

**RESPONSE:**

Subject to and without waiving its objection, RNR will produce the documents responsive to this request.

Respectfully Submitted,

/s/ Shannon H. Ratliff

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ATTORNEYS FOR PLAINTIFF

RNR PRODUCTION LAND AND CATTLE

**CERTIFICATE OF SERVICE**

I hereby certify that on February 20, 2017, a true and correct copy of the foregoing has been served by mail and email on The Bank of New York Mellon Trust Company, N.A. (“Corporate Trustee”), by and through its attorneys of record, Craig A. Haynes, Rachelle H. Glazer, Thompson & Knight, LLP, One Arts Plaza, 1722 Routh Street, Suite 1500, Dallas, Texas 75201 and James E. Cousar; Thompson & Knight, LLP, 98 San Jacinto Blvd., Suite 1900, Austin, Texas 78701. I hereby certify that, on February 20, 2017, all other interested parties in this matter will be served in accordance with the Court’s Orders Directing Method of Service dated September 28, 2015, January 21, 2016 and June 9, 2016.

/s/ Shannon H. Ratliff  
Shannon H. Ratliff