

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

IN RE: § IN THE PROBATE COURT
§
§ OF
§
TEL OFFSHORE TRUST § TRAVIS COUNTY, TEXAS

**MOTION FOR SUBSTITUTION OF COUNSEL FOR THE
BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,
AS CORPORATE TRUSTEE OF THE TEL OFFSHORE TRUST**

TO THE HONORABLE JUDGE OF SAID COURT:

The law firm of Thompson & Knight LLP and attorneys Craig A. Haynes, Rachelle H. Glazer, and James E. Cousar, file this Motion for Substitution of Counsel for The Bank of New York Mellon Trust Company, N.A., as Corporate Trustee (“Corporate Trustee”) of the TEL Offshore Trust (“Trust”) and would respectfully show as follows:

1. The Corporate Trustee has previously been represented in this matter by the law firm of Andrews Kurth LLP (“AK”), and attorneys Georgia L. Lucier and M. Kaylan Dunn.
2. The Corporate Trustee and the Individual Trustees Gary C. Evans, Jeffrey S. Swanson, and Thomas H. Owen, Jr. filed this lawsuit in July 2014 seeking judicial modification and termination of the Trust pursuant to Texas Trust Code § 112.054. In June 2015, the Court appointed Attorney Ad Litem Glenn Karisch (“Ad Litem”) to represent the Unit Holders of the Trust who were served by publication and did not answer or appear.
3. On August 17, 2016, the Ad Litem filed a 25-page Second Amended Answer and First Amended Counterclaim (“Amended Counterclaim”) against the Trustees asserting a litany of purported breaches of fiduciary duties by the Trustees related to their management of the Trust.

4. The filing of the Amended Counterclaim created a potential conflict regarding the continued representation of the Trustees by AK. AK attorneys may be potential fact witnesses to defend against the allegations asserted against the Trustees.

5. Accordingly, AK, Georgia L. Lucier and M. Kaylan Dunn seek to withdraw from representing the Corporate Trustee in this matter for good cause pursuant to Rule 10 of the Texas Rules of Civil Procedure.

6. The Corporate Trustee retained Craig A. Haynes, Rachelle H. Glazer, and James E. Cousar of the law firm of Thompson & Knight LLP as new counsel.

7. Mr. Haynes, Ms. Glazer and Mr. Cousar hereby enter their appearance as counsel for the Corporate Trustee. Mr. Haynes will be lead counsel for the Corporate Trustee. The Corporate Trustee approves of this substitution. Contact information for Mr. Haynes, Ms. Glazer, and Mr. Cousar is as follows:

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WHEREFORE PREMISES CONSIDERED, Thompson & Knight LLP, Craig A. Haynes, Rachelle H. Glazer, and James E. Cousar pray that this Court grant their request to substitute in as new counsel of record for the Corporate Trustee; and grant the withdrawal of Andrews Kurth LLP, Georgia L. Lucier and M. Kaylan Dunn as counsel of record.

Respectfully submitted,

/s/ Craig A. Haynes

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SUBSTITUTING ATTORNEYS FOR THE BANK
OF NEW YORK MELLON TRUST COMPANY,
N.A., as CORPORATE TRUSTEE OF THE TEL
OFFSHORE TRUST

ANDREWS KURTH KENYON LLP

By: /s/ Georgia L. Lucier

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WITHDRAWING ATTORNEYS FOR THE
BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., AS CORPORATE TRUSTEE

CERTIFICATE OF CONFERENCE

This is to certify that Craig Haynes conferred with Dan Bitting and Shanon Ratliff at the September 14, 2016, hearing and they did not oppose the substitution of Thompson & Knight LLP by The Bank of New York Mellon Trust Company.

/s/ Craig A. Haynes

Craig A. Haynes

CERTIFICATE OF SERVICE

I hereby certify that, on September 23, 2016, a true and correct copy of the foregoing has been served via Texas e-filing and email on Ad Litem, counsel for Ad Litem, Albert Speisman, counsel for RNR Production Land and Cattle, and counsel for Individual Trustees Gary C. Evans, Jeffrey S. Swanson, and Thomas H. Owen, Jr.. I hereby certify that, on September 23, 2016, all other interested parties in this matter will be served in accordance with the Court's Order Directing Method of Service dated January 21, 2016.

/s/ Rachelle H. Glazer _____
Rachelle H. Glazer