

NO. C-1-PB-14-001245

IN RE: § **IN THE PROBATE COURT**
§
§ **NO. 1 OF**
§
TEL OFFSHORE TRUST § **TRAVIS COUNTY, TEXAS**

FIRST SET OF REQUESTS FOR PRODUCTION
FROM INDIVIDUAL TRUSTEES TO AD LITEM

TO: Glenn M. Karisch, who has been appointed attorney ad litem by the Court to represent the interests of the unit holders of the TEL Offshore Trust who were served by publication and did not answer or appear in this proceeding, 301 Congress Avenue, Suite 1910, Austin, Texas 78701, and Ad Litem's counsel, Daniel C. Bitting, SCOTT DOUGLASS & MCCONNICO LLP, 303 Colorado Street, Suite 2400, Austin, Texas 78701

Pursuant to Rule 196 of the Texas Rules of Civil Procedure, Gary C. Evans, Jeffrey S. Swanson, and Thomas H. Owen, Jr., as Individual Trustees of the TEL Offshore Trust, hereby serves their First Set of Requests for Production of Documents to Ad Litem in the above-referenced matter. Ad Litem shall produce for inspection and copying the documents listed below at the offices of Norton Rose Fulbright US LLP, 98 San Jacinto Boulevard, Suite 1100, Austin, Texas 78701, within thirty (30) days after service of the request.

INSTRUCTIONS

1. The documents requested below shall be produced as they are kept in the usual course of business or shall be organized and labeled to correspond to the paragraph(s) of these requests to which they are responsive.

2. In the event that You file a proper and timely objection to any request for production, produce documents in response to all portions of the request that do not fall within the scope of Your objection.

3. With respect to each document covered by any request for production that You presently contend You are not required to disclose because of any privilege, work product doctrine, or other exemption, please identify such document in a privilege log by:

- a. stating the type of the document;
- b. stating the date and subject matter of the document;
- c. identifying the person(s) who prepared the document;
- d. identifying the recipients of the communication;
- e. stating the privilege asserted (*e.g.* attorney/client, work product, etc.) ; and
- f. identifying each person who currently has possession of the document.

4. You are required to produce all documents within the possession, custody, or control of any and all Absent Beneficiaries (defined below) and any and all of Your agents, or any person or entity acting on Your or their behalf, including items in Your constructive possession, whereby You have the right to compel production of the document from a third party (including any agent, employee, accountant, or other representative).

5. These requests are continuing in nature, and any additional information discovered or identified by You subsequent to the date of Your response, up to and including the time of trial, shall be promptly furnished to the undersigned counsel.

6. The use of the terms “and,” “or,” and “and/or” shall be construed so that the Request includes the broadest category of responsive documents or information.

DEFINITIONS

1. “**You**,” “**Your**” or “**Ad Litem**” refers to Glenn M. Karisch, who has been appointed attorney ad litem by the Court to represent the interests of the unit holders of the TEL Offshore Trust who were served by publication and did not answer or appear in this proceeding.
2. “**Absent Beneficiary**” or “**Absent Beneficiaries**” refer to any unit holder of the TEL Offshore Trust that You were appointed to represent or the collective group of such unit holders.
3. “**The Trust**” refers to the TEL Offshore Trust.
4. “**Unit**” or “**Units**” refers to the units of beneficial interest in the TEL Offshore Trust. Each Unit is evidenced by a transferable certificate issued by the Corporate Trustee, Bank of New York Mellon Trust Company, N.A.
5. “**Unit Holder**” refers to a holder of units of beneficial interests in the Trust. The term “**Unit Holders**” encompasses Absent Beneficiaries.
6. “**Regarding**” means, in addition to its customary and usual meaning, evidencing, supporting, relating to, discussing, referring to, pertaining to, reflecting, showing, or recording, and includes within the scope of the request all materials contradicting, refuting, or suggesting a conflict with the contention or subject matter.
7. “**Document**” shall have the broadest meaning permitted under the Texas Rules of Civil Procedure and include, without limitation, all writings of any kind, including the originals and all non-identical copies, whether different from the original by reason of any notation made on such copies or otherwise, including, without limitation, paper documents of any kind, correspondence, memoranda, notes, diaries, statistics, letters, electronic mail, text messages, electronic files of any type or nature, all other forms of electronic communication, telegrams, minutes, contracts, reports, studies, text, statements, receipts, returns, summaries, pamphlets, books, prospectuses, inter-office

and intra-office communications, offers, notations or recordings of any sort regarding conversations, telephone calls, meetings or other communications, bulletins, printed matters, computer printouts, teletypes, telefax, invoices, worksheets, and each and every electronic or paper draft, alteration, modification, change or amendment of any kind of the foregoing; graphic or aural records and oral representations of any kind, including, without limitation, photographs, charts, graphs, microfiche, microfilm, videotape, recordings, motion pictures; and electronic, magnetic, mechanical or electric records or representations of any kind, including, without limitation, tapes, cassettes, disks, computer generated or stored information and recordings. The term “Document” expressly includes electronic or magnetic data as referenced in Tex. R. Civ. P. 196.4, and any electronic or magnetic data should be produced in its unaltered, native-file format in which such data is ordinarily kept. All documents should be produced without alteration and with any and all exhibits and attachments thereto.

8. “**Communication**” means any oral, written, or other verbal conversation, statement, message, correspondence, or transmission of information in any form, whether by letter, memorandum, electronic mail, telephone, facsimile, or in-person transmission, including any documents that contain and/or reflect the contents of such communications.

9. “**Petition**” refers to Attorney Ad Litem’s Original Petition as Realigned Plaintiff, filed with the Court on October 10, 2016.

10. “**Disclosures**” refers to Ad Litem’s Responses to Individual Trustees’ Request for Disclosure, served on October 17, 2016.

11. “**Individual Trustees**” refers to Gary C. Evans, Jeffrey S. Swanson, Thomas H. Owen, Jr., and Danny Conwill.

12. “**Net Profits Interest**” has the same meaning as defined and referred to in Your Petition.

REQUESTS FOR PRODUCTION

REQUEST FOR PRODUCTION NO. 1: All documents regarding the identity of each Absent Beneficiary.

RESPONSE:

REQUEST FOR PRODUCTION NO. 2: All documents regarding the total number of Units each Absent Beneficiary currently owns, and the total number of Units that all Absent Beneficiaries currently own.

RESPONSE:

REQUEST FOR PRODUCTION NO. 3: All documents regarding the total number of Units each Absent Beneficiary owned at all times between December 31, 2008 to the present, including at year-end 2008, 2009, 2010, 2011, 2012, 2013, 2014, and on July 10, 2014.

RESPONSE:

REQUEST FOR PRODUCTION NO. 4: All documents regarding the purchase(s) and sale(s) of Units in the Trust by each Absent Beneficiary, including any broker confirmations and broker statements.

RESPONSE:

REQUEST FOR PRODUCTION NO. 5: All documents comprising or regarding any communications between You and any Unit Holder, past or present, which includes any Absent Beneficiary, regarding the Trust.

RESPONSE:

REQUEST FOR PRODUCTION NO. 6: All documents comprising or regarding any communications between You and RNR Production Land and Cattle.

RESPONSE:

REQUEST FOR PRODUCTION NO. 7: All documents regarding or supporting what You contend to be the current market value on a price per unit basis of the Units owned by the Absent Beneficiaries.

RESPONSE:

REQUEST FOR PRODUCTION NO. 8: All documents regarding or supporting what You contend was the market value on a price per unit basis of the Units owned by the Absent Beneficiaries at all times from December 31, 2008 to the present, including at year-end 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, and July 10, 2014.

RESPONSE:

REQUEST FOR PRODUCTION NO. 9: All documents regarding the market value on a price per unit basis of the Units owned by the Absent Beneficiaries at all times from December 31, 2008 to the present, including at year-end 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, and July 10, 2014.

RESPONSE:

REQUEST FOR PRODUCTION NO. 10: All documents regarding or supporting what You contend was the fair market value of the Trust's Net Profits Interest at all times from December 31, 2008 to June 23, 2016, including at year-end 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, and July 10, 2014.

RESPONSE:

REQUEST FOR PRODUCTION NO. 11: All documents regarding the fair market value of the Trust's Net Profits Interest at all times from December 31, 2008 to June 23, 2016, including at year-end 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, and July 10, 2014.

RESPONSE:

REQUEST FOR PRODUCTION NO. 12: All documents comprising or regarding any communications regarding the fair market value of the Trust's Net Profits Interest at all times from December 31, 2008 to June 23, 2016, including at year-end 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, and July 10, 2014.

RESPONSE:

REQUEST FOR PRODUCTION NO. 13: All documents regarding or supporting what You contend is the earliest date in 2009 when the Trustees' alleged "delay in the sale of the Trust's net profits interests," as referred to in Your Disclosures, caused a "loss or depreciation in value of the trust estate."

RESPONSE:

REQUEST FOR PRODUCTION NO. 14: All documents regarding or supporting the dollar amount that You contend was the "loss or depreciation in value of the trust estate" caused by the Trustees' alleged "delay in the sale of the Trust's net profits interests," as referred to in Your Disclosures, for not selling in 2009, 2010, 2011, 2012, 2013, 2014, respectively.

RESPONSE:

REQUEST FOR PRODUCTION NO. 15: All documents regarding or supporting the dollar amount that You contend the Net Profits Interests of the Trust could have been sold for in 2009, 2010, 2011, 2012, 2013, and 2014, respectively.

RESPONSE:

REQUEST FOR PRODUCTION NO. 16: All documents regarding or supporting the acts and omissions of each of the Individual Trustees that You contend were breaches of fiduciary duties.

RESPONSE:

REQUEST FOR PRODUCTION NO. 17: All documents regarding or supporting Your contention in Your Disclosures that “had the Trustees sold the net profits interest during 2010, they could have received over \$20 million in sales proceeds based on publicly-traded market values.”

RESPONSE:

REQUEST FOR PRODUCTION NO. 18: All documents estimating or calculating any of the damages referred to in section (d) of Your Disclosures, or in the prayer of Your Petition.

RESPONSE:

REQUEST FOR PRODUCTION NO. 19: All documents supporting or calculating the dollar amount of the damages You contend were suffered by only the Absent Beneficiaries (and not the entire Trust estate or other Unit Holders).

RESPONSE:

REQUEST FOR PRODUCTION NO. 20: All documents supporting or calculating the “damages resulting from the Trustees’ breaches of trust,” referred to in section (b) of the prayer in Your Petition.

RESPONSE:

REQUEST FOR PRODUCTION NO. 21: All documents supporting or calculating the “money damages,” referred to in section (c) of Your Petition.

RESPONSE:

Respectfully submitted,

NORTON ROSE FULBRIGHT US, L.L.P.

/s/ Peter Stokes

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Attorneys for Individual Trustees Gary C. Evans,
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CERTIFICATE OF SERVICE

I hereby certify that, on October 24, 2016, a true and correct copy of the foregoing has been served by mail and email on Ad Litem and counsel for Ad Litem, and by email on counsel for RNR Production Land and Cattle and Albert Speisman. All other interested parties in this matter will be served in accordance with the Court's Order Directing Method of Service of Discovery dated June 9, 2016.

/s/ Peter A. Stokes

Peter A. Stokes