

**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 THE  
CORPORATE TRUSTEE TO RNR PRODUCTION LAND AND CATTLE**

TO: RNR Production Land and Cattle, by and through its attorney of record, Shannon H., Ratliff, Ratliff Law Firm, P.L.C., 600 Congress Avenue, Suite 3100, Austin, Texas 78701

Pursuant to Rule 196 of the Texas Rules of Civil Procedure, The Bank of New York Mellon Trust Company, N.A. (“The Corporate Trustee”), hereby serves its First Set of Requests for Production of Documents to RNR Production Land and Cattle (“RNR” or “You”) in the above-referenced matter. RNR shall produce for inspection and copying the documents listed below at the offices of Thompson & Knight LLP, 1722 Routh Street, Suite 1500, Dallas, Texas 75201, 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 in your possession, custody, or control, 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,” and “Your” refer to RNR Production Land and Cattle and its representatives, including any account controlled by RNR.
2. “The Trust” refers to the TEL Offshore Trust.
3. “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.
4. “Unit Holder” refers to a holder of units of beneficial interests in the Trust.
5. “Ad Litem” refers to Glenn M. Karisch, appointed by the Court to represent the interests of the unit holders of the Trust who were served by publication and did not answer or appear in this proceeding, and his counsel.
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.     “**Trustees**” refers to the Corporate Trustee and the Individual Trustees.

## **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.

**RESPONSE:**

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

**RESPONSE:**

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

**RESPONSE:**

**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.

**RESPONSE:**

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

**RESPONSE:**

**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.

**RESPONSE:**

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

**RESPONSE:**

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

**RESPONSE:**

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

**RESPONSE:**

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

**RESPONSE:**

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

**RESPONSE:**

**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.

**RESPONSE:**

**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.

**RESPONSE:**

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

**RESPONSE:**

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

**RESPONSE:**

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

**RESPONSE:**

**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.

**RESPONSE:**

**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.

**RESPONSE:**

**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.

**RESPONSE:**

**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.

**RESPONSE:**



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

**RESPONSE:**

**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.

**RESPONSE:**

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

**RESPONSE:**

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

**RESPONSE:**

**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.

**RESPONSE:**

**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.

**RESPONSE:**

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

**RESPONSE:**

**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.

**RESPONSE:**

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

**RESPONSE:**

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

**RESPONSE:**

**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.

**RESPONSE:**

**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.

**RESPONSE:**

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

**RESPONSE:**

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

**RESPONSE:**

**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.

**RESPONSE:**

**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.

**RESPONSE:**

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

**RESPONSE:**

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

**RESPONSE:**

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

**RESPONSE:**

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

**RESPONSE:**

THOMPSON & KNIGHT LLP

Respectfully submitted,

*/s/ Craig A. Haynes*

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

## **CERTIFICATE OF SERVICE**

I hereby certify that, on November 7, 2016, a true and correct copy of the foregoing has been served by mail and email on counsel for RNR Production Land and Cattle, and by email on Ad Litem, counsel for Ad Litem, counsel for the Individual Trustees, 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.

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Rachelle H. Glazer