

In Re:

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In the Probate Court No. 1

of

TEL Offshore Trust

Travis County, Texas

**MOTION FOR ENTRY OF
FINAL JUDGMENT AS TO CORPORATE TRUSTEE**

The Bank of New York Mellon Trust Company, N.A., as the Corporate Trustee of the TEL Offshore Trust (“BNYM” or “Corporate Trustee”) through its respective attorneys of record, hereby moves for entry of a Final Judgment as to the Corporate Trustee. Plaintiffs¹ do not oppose this motion.

Plaintiffs and BNYM have reached a final settlement fully and finally disposing of all claims brought by and against BNYM and all claims brought by and against Plaintiffs. BNYM will supplement this motion with a signed copy of the Settlement Agreement before the hearing. As part of the settlement, BNYM moves for entry of the attached final judgment that fully and finally disposes of all claims against BNYM and Plaintiffs and which, by separate motion, shall be severed from the above-captioned matter and shall become final and appealable.

BNYM therefore moves for entry of a final Judgment as to the Corporate Trustee in the form that will be filed along with this motion.

Respectfully submitted,

THOMPSON & KNIGHT LLP

/s/ Craig A. Haynes

Craig A. Haynes

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¹ Plaintiffs include Glenn M. Karisch (“Ad Litem”), attorney ad litem for the unit holders of TEL Offshore who were served by publication and did not answer or appear, RNR Production Land & Cattle Company Inc. (“RNR”), Albert Speisman and Joyce E. Speisman (the “Speismans”) (collectively “Plaintiffs”).

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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 a true and correct copy of the foregoing has been served or will be served in accordance with the Court's orders regarding service dated September 28, 2015 and January 21, 2016.

/s/ Craig A. Haynes

Craig A. Haynes

In Re:	§ § § § §	In the Probate Court No. 1
		of
TEL Offshore Trust		Travis County, Texas

FINAL JUDGMENT AS TO CORPORATE TRUSTEE

Before the Court is the Motion for Entry of Final Judgment as to Corporate Trustee, filed by The Bank of New York Mellon Trust Company, N.A., as the Corporate Trustee of the TEL Offshore Trust (“BNYM” or “Corporate Trustee”) (“Motion”). In the Motion, Plaintiffs¹ and BNYM announced that they have reached a full and final settlement as to all claims that have been or could have been asserted by or against BNYM and by or against Plaintiffs. After considering the evidence, pleadings, and arguments of counsel, the Court finds the requested judgment should be entered as follows:

**I.
PARTIES**

The Court finds and hereby orders the following persons have appeared in these proceedings, are parties to this Final Judgment as to Corporate Trustee and are bound by the terms of this Final Judgment as to Corporate Trustee:

- a. Plaintiffs;
- b. BNYM, as Corporate Trustee of the Trust; and
- c. The Unit Holders of the TEL Offshore Trust consisting of known Record Holders, known Non-Objecting Beneficial Owners (“NOBOs”) and unknown Objecting Beneficial Owners (“OBOs”).

¹ The term “Plaintiffs” as used in this Final Judgment includes Glenn M. Karisch (“Ad Litem”), attorney ad litem for the unit holders of TEL Offshore who were served by publication and did not answer or appear, RNR Production Land & Cattle Company Inc. (“RNR”), Albert Speisman and Joyce E. Speisman (the “Speismans”).

II. FINDINGS

The Court makes the following findings in connection with the entry of this Final Judgment As To Corporate Trustee:

1. Every citation required by law with respect to this pleading has been duly issued, served and returned in the manner and for the length of time required by law;
2. All parties have appeared herein by and/or through their attorney of record;
3. This Court has jurisdiction of this case, the subject matter hereof, and all parties in this case; and
4. Travis County is the proper venue for this action;
5. This Final Judgment is entered into pursuant to the Settlement Agreement dated _____;
5. The Settlement Agreement is in the best interest of the TEL Offshore Trust and the Unit Holders; and
6. The Settlement Agreement furthers the purposes of the TEL Offshore Trust.

III. ORDER

It is ORDERED, ADJUDGED AND DECREED that all claims that have been asserted or could have been asserted by Ad Litem, or those unit holders represented by Ad Litem, against BNYM, and all claims that have been asserted or could have been asserted by BNYM against Ad Litem, or those unit holders represented by Ad Litem, are hereby dismissed with prejudice;

It is ORDERED, ADJUDGED AND DECREED that all claims that have been asserted or could have been asserted by RNR against BNYM, and all claims that have been asserted or could have been asserted by BNYM against RNR, are hereby dismissed with prejudice;

It is ORDERED, ADJUDGED AND DECREED that all claims that have been asserted or could have been asserted by the Speismans against BNYM, and all claims that have been asserted or could have been asserted by BNYM against the Speismans, are hereby dismissed with prejudice;

It is FURTHER ORDERED, ADJUDGED AND DECREED that Plaintiffs TAKE NOTHING from BNYM and that this Final Judgment as to BNYM bars all claims against BNYM that have been brought or could have been brought by any party in the captioned lawsuit, any current or former unit holder, or any other individual or entity in relation to the TEL Offshore Trust. It is FURTHER ORDERED, ADJUDGED AND DECREED that BNYM TAKE NOTHING from Plaintiffs.

Each party shall bear its own taxable costs.

All relief not expressly granted in this judgment is denied. Upon severance, this Final Judgment as to Corporate Trustee shall become a final appealable judgment without further action from the Court.

Signed: _____

JUDGE PRESIDING