

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

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

**ATTORNEY AD LITEM'S MOTION FOR LEAVE TO AMEND PETITION**

Glenn M. Karisch, Attorney Ad Litem (“Ad Litem”), for the unit holders of TEL Offshore Trust (“Trust”) who were served by publication and did not answer or appear in this proceeding (“AAL Parties”), moves the Court for leave to amend his petition as follows.

Ad Litem, RNR Production Land and Cattle Company (“RNR”) and Albert and Joyce Speisman (the “Speismans”) (collectively, “Plaintiffs”) and the Bank of New York Mellon Trust Company, N.A. (“BNYM” or “Corporate Trustee”) have reached a settlement agreement that resolves all claims between them. Under the agreement, BNYM will pay \$4 million into the Qualified Settlement Fund established in Cause No. C-1-PB-17-00132. It will also transfer any amounts remaining in the Segregated Fund established pursuant to the Final Judgment in Cause No. C-1-PB-16-000096, after payment of Ad Litem’s fees and expenses and any other court-approved fees into the Qualified Settlement Fund. As a result, the Trust will have no remaining assets, and any distributions to the unit holders will be from the Qualified Settlement Fund.

As part of the Settlement Agreement, the parties have agreed that BNYM will ask the Court to modify the Trust to, among other things, set a date after which units in the Trust cannot be traded and to set a date when the Trust is terminated.

Ad Litem desires to amend his petition to specifically plead for the modification and termination of the Trust as the parties have agreed. Under the Scheduling Order, the deadline for amending pleadings seeking affirmative relief was January 31, 2017. Accordingly, Ad Litem seeks leave of court to amend his petition. BNYM and the other Plaintiffs do not oppose to the

Court granting Ad Litem leave to file this amended petition. Therefore, Ad Litem asks the Court grant him leave to file his Third Amended Petition as Realigned Plaintiffs to seek the modification and termination of the Trust. Ad Litem is concurrently filing that petition. Ad Litem requests such other and further relief, both at law and in equity, to which he may be justly entitled.

Respectfully submitted,

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By: /s/ Daniel C. Bitting  
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**Attorney Ad Litem**

**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/ Daniel C. Bitting  
Daniel C. Bitting