

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

IN RE:	§	IN THE PROBATE COURT
	§	
	§	OF
	§	
TEL OFFSHORE TRUST	§	TRAVIS COUNTY, T E X A S

MOTION FOR ENTRY OF PROTECTIVE ORDER

TO THE HONORABLE JUDGE OF SAID COURT:

COME NOW The Bank of New York Mellon Trust Company, N.A., as Corporate Trustee, and Gary C. Evans, Jeffrey S. Swanson, and Thomas H. Owen, Jr., as Individual Trustees (collectively, "Trustees") of the TEL Offshore Trust ("Trust") and file this Motion for Entry of Protective Order and respectfully shows the Court as follows:

I.

In discovery, Trustees expect to produce information and documents of a confidential nature, which may contain such things as trade secrets, confidential or proprietary financial information, operational data, business plans, and competitive analyses, personnel files, personal information that is protected by law, and other sensitive information that, if not restricted as set forth in the Order Protecting Confidentiality, attached hereto as Exhibit A, may subject the Trustees and/or the Trust to competitive or financial injury or potential legal liability to third parties. There is, therefore, a compelling need for protecting the confidentiality of the information that will be produced by Trustees.

II.

Trustees, Glenn Karish, attorney ad litem for the unit holders of the TEL Offshore Trust who were served by publication and did not answer or appear in this proceeding ("Ad Litem"), and Defendant Roy Rimmer have agreed to the terms of Exhibit A, as evidenced by the respective signatures of counsel thereon. Trustees respectfully move the Court to enter the proposed Order Protecting Confidentiality.

WHEREFORE, PREMISES CONSIDERED, Trustees pray that the Court enter the proposed Order Protecting Confidentiality attached hereto as Exhibit A and grant Trustees such other and further relief to which they may be justly entitled.

Respectfully submitted,

ANDREWS KURTH LLP

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ATTORNEYS FOR TRUSTEES
THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A., GARY C. EVANS,
JEFFREY S. SWANSON, AND THOMAS H.
OWEN, JR.

CERTIFICATE OF CONFERENCE

There are currently over 140 defendant unit holders active in this case. Conferring with each of these defendants about this Motion would have been impractical. However, Ad Litem and Defendant Roy Rimmer are agreed to the relief requested in this Motion.

/s/ Georgia L. Lucier
Georgia L. Lucier

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served upon counsel of record who receive service by efile or email in accordance with the Texas Rules of Civil Procedure and a Notice of Filing was served on counsel of record who receive service by mail in accordance with the Court's January 21, 2016 Order Directing Method of Service, on this the 26th day of May, 2016.

The following were served by efile:

Party	Name	Attorney
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Defendant	Foran, Joseph William	James Truss
Defendant	Foran, Nancy	James Truss
Defendant	Lutz, Matt	Sara Clark
Defendant	O'Neil, Nancy - Trustee	Pro Se
Defendant	Piazza, Pascal	Pascal Piazza
Defendant	Robertson, Benjamin	Nancy Foran
Defendant	RNR Production Land and Cattle	Shannon Ratliff
Other	Sifuentes, Jessica	Pro Se

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/s/Georgia L. Lucier

Georgia L. Lucier

EXHIBIT A

CAUSE NOS. C-1-PB-14-001245; C-1-PB-16-000096

IN RE:	§	IN THE PROBATE COURT
	§	
	§	OF
	§	
TEL OFFSHORE TRUST	§	TRAVIS COUNTY, T E X A S

ORDER PROTECTING CONFIDENTIALITY

1. *Purpose.* This order establishes a procedure for disclosing confidential information, protecting it, and challenging it.

2. *Information.* Information includes the contents of documents, testimony, answers to interrogatories, admissions, and data derived from objects other than documents.

3. *Designation of Confidential Information.* This order covers information that the Producing Party designates Confidential. A party shall designate as "Confidential" only such information that the party in good faith believes in fact is confidential. Information that is generally available to the public, such as public filings, catalogues, advertising materials, and the like, shall not be designated as Confidential.

Information and documents that may be designated as Confidential are trade secrets, confidential or proprietary financial information, operational data, business plans, and competitive analyses, personnel files, personal information that is protected by law, and other sensitive information that, if not restricted as set forth in this order, may subject the producing or disclosing person to competitive or financial injury or potential legal liability to third parties. Confidential information shall not include information that:

- a. is in the public domain at the time of disclosure, as evidenced by a written document;

- b. becomes part of the public domain through no fault of the recipient, as evidenced by a written document;

- c. the receiving party can show by written document was in its rightful and lawful possession at the time of disclosure; or

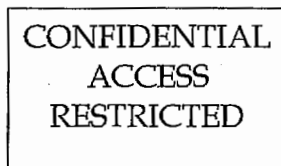
- d. lawfully comes into the recipient's possession subsequent to the time of disclosure from another source without restriction as to disclosure,

provided such third party has the right to make the disclosure to the receiving party.

- e. a unit holder or its representative (including the Attorney Ad Litem) had a right to receive independent of this litigation and without any restriction on its use.

4. *Procedure.*

- a. *Designation.* To designate information as confidential, a Producing Party must mark it or identify it on the record. Either designation may be withdrawn.
- b. *Marking.* The Producing Party must mark each page of documents or each significant component of other objects. The deponent or a party will mark deposition transcripts and the party asserting confidentiality will mark hearing transcripts. A mark similar to these will be used:



- c. *Timing.* Documents and other objects must be designated before disclosure. Transcripts must be designated within 30 days of receipt; all transcripts are confidential for 30 days after receipt.
- d. *Application.* This order applies to information in this case (a) furnished by parties and non-parties and (b) derived from confidential information.
- e. *Errors.* Accidental disclosure of information does not waive the confidence or privilege if the producing party designates the information as confidential within ten days after discovering the accidental disclosure. Those who knowingly receive an inadvertent disclosure must return the information to the Producing Party within ten days after receiving a request for its return and make no use of it.

5. *Who.* Confidential information may be provided to and used only by:

- a. Parties to this Protective Order, including their officers, directors, partners, members and employees of the party (or a party's managing member or partner or other controlling entity) who are involved in the prosecution or defense of this case;

- b. The Court;
- c. Court reporters (including audio and video);
- d. Special masters;
- e. Mediators;
- f. Parties' counsel and their employees, agents and service providers (such as copy services);
- g. Others specifically identified in writing by the Producing Party and who sign the Acknowledgement attached as Appendix A;
- h. Unit Holders who sign the Acknowledgement attached as Appendix A; and
- i. Witnesses (including expert witnesses and consulting experts).

6. *Where.* Confidential information must be used only in the above-captioned litigation.

7. *How.*

- a. *Acknowledgment.* With the exception of Parties and their counsel as defined above, people and unit holders having access to confidential information must sign an Acknowledgement of Order Protecting Confidentiality in a form similar to Appendix A. Nothing herein shall require a Party to send an Acknowledgement signed by a consulting expert to the producing party or otherwise disclose a consulting expert to the producing party.
- b. *Filings.* No pleading will be sealed. If confidential information must be filed, file it under seal as an appendix to the instrument that refers to it. File as little of the source document as possible. References in the instrument must be sufficiently abstract not to disclose the information.
- c. *Disclosure at Depositions, Hearings and Trial*

Information disclosed at a deposition may be designated by any party as Confidential Information by indicating on the record at the deposition that the testimony is Confidential. A witness may during a deposition or at any hearing or trial be examined concerning Confidential Information and shown documents and things containing Confidential Information but

any deponent or witness not otherwise authorized to have access to copies of documents or testimony containing Confidential Information shall not retain or copy portions of the transcripts of their depositions or testimony or any documents that contain Confidential Information not provided by them or the entities they represent. Any party may furnish a witness who is not a party or a representative of a party a copy of this Order before the witness is examined about or asked to produce potentially Confidential Information

Any party also may designate information disclosed at a deposition, hearing or trial as Confidential Information by notifying all parties in writing not later than 30 days of receipt of the transcript of the specific pages and lines of the transcript that should be treated as Confidential Information thereafter. Each party shall attach a copy of each such written notice to the face of the transcript and each copy thereof in that party's possession, custody, or control.

To the extent possible, the court reporter shall segregate into separate transcripts information designated as Confidential Information with blank, consecutively numbered pages being provided in a nondesignated main transcript. The separate transcript containing Confidential Information shall have page numbers that correspond to the blank pages in the main transcript.

Counsel for a party or a nonparty witness shall have the right to exclude from depositions any person who is not authorized to receive Confidential Information pursuant to this Protective Order, but such right of exclusion shall be applicable only during periods of examination or testimony during which Confidential Information is being used or discussed.

d. Consent to Disclosure and Use in Examination

Nothing in this order shall prevent disclosure beyond the terms of this order if each party designating the information as Confidential Information consents to such disclosure or if the court, after notice to all affected parties and nonparties, orders such disclosure. Nor shall anything in this order prevent any counsel of record from utilizing Confidential Information in the examination or cross-examination of any person who is indicated on the document as being an author, source, or recipient of the Confidential Information, irrespective of which party produced such information. Nothing herein shall limit in any way a supplying party's right to use or disclose its own Confidential Information for any purpose.

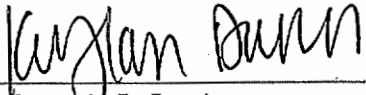
8. *Challenges.* A party shall not be obligated to challenge the propriety of a designation of Confidential Information at the time such designation is made, and a failure to do so shall not preclude a subsequent challenge to the designation. In the event that any party to this litigation disagrees at any stage of these proceedings with the designation of any information as Confidential Information, the parties shall first try to resolve the dispute in good faith on an informal basis, such as by production of redacted copies. If the dispute cannot be resolved, the objecting party may invoke this order by objecting in writing to the party who designated the document or information as Confidential Information. The designating party shall then have 10 days to move the court for an order preserving the designated status of the disputed information. The disputed information shall remain Confidential Information unless and until the court orders otherwise. Failure to move for an order shall constitute a termination of the status of such item as Confidential Information.
9. *Return.* This order survives the termination of this case. Except as provided below or as the parties may otherwise agree, within ninety days of termination, the parties must (a) return original documents with confidential information or (b) destroy copies of them. This obligation to return or destroy Confidential Information shall not apply to any information that has been used as evidence at any trial or hearing. In addition, the Parties' counsel may retain Confidential Information and work product reflecting Confidential Information but such information will remain subject to this Order
10. Nothing in this Order shall prohibit the parties from seeking an order of the Court regarding the production or protection of these materials in the future.

Signed _____, 2016.

PRESIDING JUDGE

AGREED:

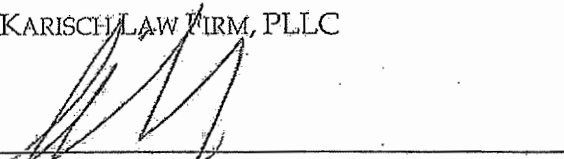
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ATTORNEYS FOR TRUSTEES
BANK OF NEW YORK MELLON TRUST COMPANY,
GARY C. EVANS, JEFFREY S. SWANSON,
and THOMAS H. OWEN, JR.

THE KARISCH LAW FIRM, PLLC

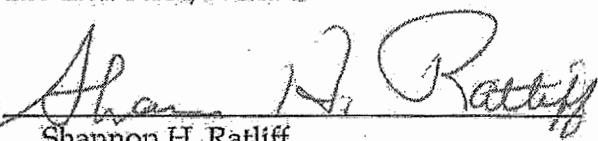
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RNR PRODUCTION LAND AND CATTLE

APPENDIX A

CAUSE NOS. C-1-PB-14-001245; C-1-PB-16-000096

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

ACKNOWLEDGEMENT OF ORDER PROTECTING CONFIDENTIALITY

Name: _____

Address: _____

Telephone: _____

Role in Lawsuit:

- | | | |
|---|--|---|
| <input type="checkbox"/> Consulting Expert | <input type="checkbox"/> Testifying Expert | <input type="checkbox"/> Court Reporter |
| <input type="checkbox"/> Other Witness | <input type="checkbox"/> Party Employee | <input type="checkbox"/> Unit Holder |
| <input type="checkbox"/> Attorney for Unit Holder | | |

Aligned with:

- This party: _____
- This non-party: _____

I have read and I acknowledge that I am bound by the Order Protecting Confidentiality. I submit to the jurisdiction of this Court in the captioned matter, and understand that sanctions may be imposed upon violation of the Order.

Executed this ____ day of _____, 2016.

Signed: _____