

NO. C-1-PB-14-001245

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

**MOTION TO WITHDRAW AS COUNSEL OF RECORD FOR
THE INDIVIDUAL TRUSTEES OF THE TEL OFFSHORE TRUST AND FOR
SUBSTITUTION OF COUNSEL FOR INDIVIDUAL TRUSTEES**

TO THE HONORABLE JUDGE OF SAID COURT:

The law firm of Andrews Kurth LLP and attorneys Georgia L. Lucier and M. Kaylan Dunn, file this Motion to Withdraw as Counsel of Record for Gary C. Evans, Jeffrey S. Swanson, and Thomas H. Owen, Jr., as Individual Trustees of the TEL Offshore Trust (“Trust”), and for Substitution of Counsel for the Individual Trustees, and would respectfully show as follows:

1. The Individual Trustees have been represented in this matter by Andrews Kurth LLP (“AK”).
2. The Bank of New York Mellon Trust Company, N.A., as Corporate Trustee, and the Individual Trustees filed this lawsuit in July 2014 seeking judicial modification and termination of the Trust pursuant to Texas Trust Code § 112.054. In June 2015, the Court appointed Attorney Ad Litem Glenn Karisch (“Ad Litem”) to represent the Unit Holders of the Trust who were served by publication and did not answer or appear.
3. On August 17, 2016, the Ad Litem filed a 25-page Second Amended Answer and First Amended Counterclaim (“Amended Counterclaim”) against the Trustees asserting

a litany of purported breaches of fiduciary duties by the Trustees related to their management of the Trust.

4. The filing of the Amended Counterclaim created a potential conflict regarding the continued representation of the Trustees by AK. AK attorneys may be potential fact witnesses to defend against the allegations asserted against the Trustees.

5. Accordingly, AK seeks to withdraw from representing the Individual Trustees in this matter for good cause pursuant to Rule 10 of the Texas Rules of Civil Procedure. Withdrawal is not sought for delay only. The Individual Trustees consent to AK's withdrawal.

6. Gary C. Evans, Jeffrey S. Swanson, and Thomas H. Owen, Jr., as Individual Trustees, have retained Paul Trahan, Peter Stokes and Daniel McClure of the law firm Norton Rose Fulbright US, L.L.P. as new counsel.

7. Mr. Trahan, Mr. Stokes, and Mr. McClure hereby enter their appearance as co-counsel for the Individual Trustees. The Individual Trustees approve of this substitution. Contact information for Mr. Trahan, Mr. Stokes, and Mr. McClure is as follows:

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WHEREFORE PREMISES CONSIDERED, Andrews Kurth LLP, Georgia L. Lucier, and M. Kaylan Dunn, pray that this Court grants their request to withdraw as counsel of record for the Individual Trustees, and approve of the substitution of Mr. Trahan, Mr. Stokes, and Mr. McClure as new counsel for the Individual Trustees.

Respectfully submitted,

ANDREWS KURTH LLP

By: /s/ Georgia L. Lucier

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WITHDRAWING ATTORNEYS FOR
GARY C. EVANS, JEFFREY S. SWANSON,
and THOMAS H. OWEN, JR., AS
INDIVIDUAL TRUSTEES

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By: /s/ Peter Stokes

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SUBSTITUTING ATTORNEYS FOR
GARY C. EVANS, JEFFREY S. SWANSON, and
THOMAS H. OWEN, JR., AS INDIVIDUAL
TRUSTEES

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, substituting counsel for the Individual Trustees has conferred with counsel for the Ad Litem and he does not oppose the Individual Trustees bringing in new counsel but he does oppose the change of counsel as being a basis for a continuance; and substituting counsel has attempted to contact counsel for RNR Production Land and Cattle, but has been unable to confer regarding this Motion.

/s/ Peter Stokes

Peter Stokes

CERTIFICATE OF SERVICE

I hereby certify that on September 9, 2016, a true and correct copy of the foregoing has been served on all interested parties in this matter in accordance with the Court's Order Directing Method of Service dated January 21, 2016.

//s/ Georgia L. Lucier

Georgia L. Lucier