

**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:

Paul Trahan  
State Bar No. 24003075  
[paul.trahan@nortonrosefulbright.com](mailto:paul.trahan@nortonrosefulbright.com)  
**NORTON ROSE FULBRIGHT US, L.L.P.**  
98 San Jacinto Boulevard, Suite 1100  
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Peter A. Stokes  
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Daniel M. McClure  
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**NORTON ROSE FULBRIGHT US, L.L.P.**  
Fulbright Tower  
1301 McKinney, Suite 5100  
Houston, Texas 77010-3095  
Telephone: (713) 651-5151  
Facsimile: (713) 651-5246

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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State Bar No. 24043523  
M. Kaylan Dunn  
State Bar No. 24076359  
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Houston, Texas 77002  
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WITHDRAWING ATTORNEYS FOR  
GARY C. EVANS, JEFFREY S. SWANSON,  
and THOMAS H. OWEN, JR., AS  
INDIVIDUAL TRUSTEES

**NORTON ROSE FULBRIGHT US, L.L.P.**

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

September 12, 2016

Probate Clerk  
Travis County Probate Court  
Travis County Court House  
Austin, TX

Re: *In Re Tel Offshore Trust*; Cause No. C-1-PB-14-001245; In the Probate Court of  
Travis County, Texas.

Dear Clerk:

On behalf of Gary C. Evans, Jeffrey S. Swanson, and Thomas H. Owen, Jr., as Individual  
Trustees, I am this date e-filing with the Court the following:

- (1) proposed Order Approving Motion to Withdraw as Counsel of Record for the  
Individual Trustees of the TEL Offshore Trust and for Substitution of Counsel for  
Individual Trustees.

I am also paying the \$2.00 fee for the signature for the Order.

Thank you for your assistance with this filing.

Very truly yours,

/s/ *Georgia L. Lucier*

Georgia L. Lucier

10677:219287:dlr

NO. C-1-PB-14-001245

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

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

ON THIS DAY, the Court considered the 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, and for Substitution of Counsel for the Individual Trustees. The Court having considered the Motion, and the information in the Court’s file, finds the Motion in good order, and hereby GRANTS the Motion as follows:

IT IS ORDERED that Andrews Kurth LLP, Georgia L. Lucier, and M. Kaylan Dunn are withdrawn as the counsel of record for Gary C. Evans, Jeffrey S. Swanson, and Thomas H. Owen, Jr., as Individual Trustees.

IT IS FURTHER ORDERED that Paul Trahan, Peter Stokes, and Daniel McClure of the law firm Norton Rose Fulbright US L.L.P. are substituted in as counsel of record for the Individual Trustees.

SIGNED on this the \_\_\_ day of \_\_\_\_\_, 2016.

\_\_\_\_\_  
PRESIDING JUDGE