

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 REQUESTS FOR PRODUCTION TO PLAINTIFFS

TO: Plaintiffs, The Bank of New York Mellon Trust Company, N. A., Gary C. Evans, Jeffrey S. Swanson, and Thomas H. Owen, Jr., by and through their attorney of record, Georgia L. Lucier, Andrews Kurth LLP, 600 Travis, Suite 4200, Houston, Texas 77002

Defendant Glenn M. Karisch, as attorney ad litem for the unit holders of TEL Offshore Trust, serves this First Set of Requests for Production to Plaintiffs pursuant to Rules 191, 192 and 196 of the Texas Rules of Civil Procedure. The requested documents and tangible items are to be produced at the offices of the undersigned counsel. Your responses are to be provided to the undersigned counsel within thirty (30) days after service of the Requests. The attached Requests are subject to and include the definitions and instructions that precede them.

DEFINITIONS

In these requests and definitions the singular includes the plural and vice versa; likewise, the disjunctive includes the conjunctive and vice versa.

1. "BONY" means The Bank of New York Mellon Trust Company, N.A., its predecessors in interest and any representatives acting, or purporting to act, on behalf of The Bank of New Mellon Trust Company, N.A. or its predecessors with respect to any matter inquired about in this discovery, including, but not limited to, all of its servants, employees, attorneys, consultants, sureties, indemnitors, insurers, and/or agents.

2. “Communication” and “communicate” means the transmittal of information (in the form of facts, ideas, inquiries or otherwise) by any means. It includes, without limitation, communications through Social Media.

3. “Concern” and “concerning” mean relating to, referring to, describing, evidencing or constituting.

4. “Counterclaim” means the Attorney Ad Litem’s First Amended Answer and Counterclaim for Order to Sell Royalty Interests and for Accounting and any supplemental and amended counterclaims that may be filed.

5. “Document” includes the original and any non-identical copies of any written or graphic matter, however produced or reproduced. It includes communications in words, symbols, pictures, sound recordings, films, tapes, and information stored in, or accessible through, computer or other information storage or retrieval systems (including without limitation, tablets, i-Pads, cameras, phones, answering machines and other devices capable of storing information), together with the codes and/or programming instructions and other materials necessary to understand and use such systems. It includes without limitation, emails, voicemail messages, text messages, and communications on Social Media, electronic files, desk files and calendars. "Document" includes electronic and magnetic data that is responsive. Such data should be produced in its native format, including any metadata, on flash drives or other appropriate storage devices.

6. "Evans" means Gary C. Evans, and any representatives acting, or purporting to act, on behalf of Gary C. Evans with respect to any matter acquired about in this discovery, including, but not limited to, all of his servants, employees, attorneys, consultants, sureties, indemnitors, insurers, and/or agents.

7. "Identify," when referring:

i. To a person, means to state his or her full name and present or last known telephone number, business and residential address;

ii. To a public or private corporation, partnership, association, or other organization, or to a governmental agency or body, means to state its full name and present or last known pertinent business address;

iii. To a statement, means to identify who made it, who, if anyone, recorded it, and all persons, if any, present during the making thereof; to state if, when, where, and how it was taken or recorded, and to identify who has present or last known possession, custody, or control of any transcription thereof;

iv. To a document, means to give a reasonably detailed description thereof, including, if applicable, when, where, and how it was made; to identify who made it; and to identify who has present or last known possession, custody or control thereof; and

v. To any other tangible thing, means to give a reasonably detailed description thereof, including, if applicable, when, where, and how it was made; to identify who made it; and to identify who has present or last known possession, custody or control thereof.

8. “Karisch” and “Ad Litem” mean Glenn M. Karisch, as attorney ad litem for the unit holders of TEL Offshore Trust, and any representatives acting, or purporting to act, on behalf of Glenn M. Karisch with respect to any matter acquired about in this discovery, including, but not limited to, all of his servants, employees, attorneys, consultants, sureties, indemnitors, insurers, and/or agents.

9. “Owen” means Thomas H. Owen, Jr., and any representatives acting, or purporting to act, on behalf of Thomas H. Owen, Jr. with respect to any matter acquired about in this discovery, including, but not limited to, all of his servants, employees, attorneys, consultants, sureties, indemnitors, insurers, and/or agents.

10. "Person" means any natural person, corporation, association, firm, partnership, or other business or legal entity, and the officers, employees, agents, servants, attorneys, or representatives of such entities, as the context requires.

11. “Petition” means the Original Petition for Modification and Termination of Trust filed by 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 of the TEL Offshore Trust and any supplemental and amended petitions.

12. “Plan” means the Plan of Dissolution approved by Tenneco Offshore Stockholders on December 22, 1982.

13. “Relevant Period” means the period from and including January 1, 2005 through the present.

14. “Royalty Interest” means the overriding royalty interest equivalent to twenty-five percent net profits interest as referred to in paragraph 6 of the Petition.

15. “Royalty Properties” means certain oil and gas properties referred to in paragraph 6 of the Petition.

16. “Social Media” means all internet-based sites through which one can communicate with the public or selected members of the public. It includes internet message boards, blogs and sites such as Facebook, MySpace, Twitter, LinkedIn, Plaxico and similar sites.

17. “Suit” means the matter in which this discovery is served.

18. “Swanson” means Jeffrey S. Swanson, and any representatives acting, or purporting to act, on behalf of Jeffrey S. Swanson with respect to any matter acquired about in this discovery, including, but not limited to, all of his servants, employees, attorneys, consultants, sureties, indemnitors, insurers, and/or agents.

19. “TEL Partnership” means the TEL Offshore Trust Partnership.

20. “TEL Partnership Agreement” means the agreement(s) creating and law governing the TEL Partnership.

21. “Trust” means the TEL Offshore Trust plaintiffs.

22. “Trust Agreement” means the TEL Offshore Trust Agreement.

23. “Tenneco Offshore” means Tenneco Offshore Company, Inc.

24. "Trustee," "Trustees," "Plaintiff" and "Plaintiffs" means any one or more or all of BONY, Evans, Swanson, and Owen, as defined herein.

25. "Unit Holder" means any of holders of units in the Trust.

26. "You," and "your", mean the party or parties to whom the discovery is directed and that party's agents, servants, representatives, attorneys, consultants, sureties, indemnitors, insurers or employees, past and present, to the extent such persons acted or purported to act on behalf or possess information or documents with respect to any matter inquired about herein.

27. "Written Statement" includes any written or graphic statement signed or otherwise adopted or approved by the person making it and any stenographic, mechanical, electrical, or other records, or a transcription thereof, which is a substantially verbatim recital of an oral statement by the person making it and which was contemporaneously recorded. "Statement" means any statement, whether written or oral.

INSTRUCTIONS

1. Any word not specifically defined in a Request shall be deemed to have the meaning commonly understood, and no definition or example shall be deemed to be exclusive.

2. Unless otherwise provided, the singular and plural shall each include the other, and the terms "and" and "or" shall be construed conjunctively or disjunctively to bring within the scope of a Request any document that might otherwise be construed to be outside its scope.

3. Furnish all requested documents within your possession, custody or control.

4. If any document or information otherwise responsive to any request or interrogatory was, but is no longer, in your possession or subject to your control, or in existence, state whether:

(a) it is missing or lost; (b) it has been destroyed; (c) it has been transferred voluntarily to others; (d) it has been otherwise disposed of. In each instance, explain the circumstances surrounding such disposition and identify the person(s) directing or authorizing its destruction or transfer and the date(s) of such direction or authorization. Identify each document or other source of information by listing its author and addressee, type (e.g., letter, memorandum, telegram, chart, photograph, computer disk or file, etc.), date subject matter, whether any documents (or copies) are still in existence, and if so, their present location(s) and custodian(s).

5. All duplicates or copies of documents are to be provided to the extent they contain any kind of marking or information different from the original document being produced.

6. Pursuant to Texas Rule of Civil Procedure 196.4, you are specifically requested to produce data or information that exists in electronic or magnetic form. To reduce expense and facilitate production of electronic data, we are willing to coordinate electronic-data production with your designated technical representative. Unless otherwise agreed, all responsive electronic and magnetic data must be produced with searchable text and all associated metadata.

7. If you maintain that any of the following Requests are objectionable, you should produce all requested documents that fall outside the scope of your objection, and, in your written response to the particular Request, (a) explain why you believe the Request is objectionable, and (b) indicate whether there exist any responsive documents that you are not producing pursuant to your objection.

8. If you claim any document requested herein is privileged or otherwise not subject to discovery, you should answer as provided in Rule 193.3. Ad Litem further requests that you identify any documents withheld as provided in Rule 193.3(b).

9. The Requests shall be deemed to be continuing, so that any additional information responsive to the Requests that you acquire or that becomes known to you, up to and including at the time of trial, shall be furnished promptly after such information is acquired or becomes known, as required by Texas Rule of Civil Procedure 193.5.

REQUESTS FOR PRODUCTION

REQUEST FOR PRODUCTION NO. 1: For any consulting expert whose mental impressions or opinions have been reviewed by a testifying expert please produce: (a) a current curriculum vitae; (b) a copy of any written report rendered by the expert; (c) copies of any communications between you and/or your counsel and the expert; (d) all documents, records, and other tangible things provided to the expert; (e) all documents and tangible things including all tangible reports, physical models, compilations of data and other material prepared by the expert or for the expert in anticipation of the expert's testimony; and (f) all books, articles, pamphlets, speeches, publications, or other material authored, reviewed and/or relied upon by the expert which relate to the subject of the expert's testimony. If the mental impressions and opinions of each such expert have not been reduced to writing, Ad Litem requests that same be reduced to tangible form and produced.

RESPONSE:

REQUEST FOR PRODUCTION NO. 2: Please produce any witness statements by any person with knowledge of relevant facts in this Suit as provided in Tex. R. Civ. P. 192(h).

RESPONSE:

REQUEST FOR PRODUCTION NO. 3: Please produce any photographs, slides, videotapes, films, or recordings that concern the facts or allegations in this Suit, as they are currently described in the pleadings and discovery and as they may be described in the pleadings and discovery in the future.

RESPONSE:

REQUEST FOR PRODUCTION NO. 4: Please produce any work files, desk files, diaries, journals, calendars, planners, notes, or other documents prepared by Plaintiffs or anyone other than attorneys for Plaintiffs that concern the facts or allegations of the Suit, as they are currently described in the pleadings and discovery and as they may be described in the pleadings and discovery in the future.

RESPONSE:

REQUEST FOR PRODUCTION NO. 5: Excluding communications solely between you and your attorney concerning the prosecution of the claims or defenses in this Suit, please produce copies of all letters, notes, telephone messages, voicemail or answering machine messages, emails, text messages and other documents and tangible things concerning any communications concerning the allegations in the Petition, including, as defined, any future amended or supplemental petitions.

RESPONSE:

REQUEST FOR PRODUCTION NO. 5: Excluding communications solely between you and your attorney concerning the prosecution of the claims or defenses in this Suit, please produce copies of all letters, notes, telephone messages, voicemail or answering machine messages, emails, text messages and other documents and tangible things concerning any communications concerning the allegations in the Counterclaim, including, as defined, any future amended or supplemental counterclaims

RESPONSE:

REQUEST FOR PRODUCTION NO. 6: Please produce copies of any exhibits you intend to offer or show at trial.

RESPONSE:

REQUEST FOR PRODUCTION NO. 7: Please produce all documents referred to or relied upon to respond to any interrogatory, request for admissions or other discovery requests in this case.

RESPONSE:

REQUEST FOR PRODUCTION NO. 8: Please produce all bills or statements for attorneys' fees and expenses in connection with this Suit or in connection with the Trust for the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 9: Please produce all-time records and descriptions of services by any attorneys for work performed or billed to you in connection with this Suit or in connection with the Trust for the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 10: Please produce all fee agreements, engagement letters or other documents concerning any agreements between you and the attorneys who have represented you in connection with this Suit or in connection with the Trust for the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 11: Please produce all fee agreements, engagement letters or other documents concerning any agreements between or among the attorneys that have represented you in connection with this Suit or in connection with the Trust for the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 12: Please produce a complete copy of the Trust Agreement, including all exhibits thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 13: Please produce all drafts of the Trust Agreement including any drafts of the exhibits thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 14: Please produce a complete copy of the Plan, including all exhibits thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 15: Please produce all drafts of the Plan including any drafts of the exhibits thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 16: Please produce a complete copy of the TEL Partnership Agreement, including all exhibits thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 17: Please produce all drafts of the TEL Partnership Agreement, including any drafts of the exhibits thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 18: Please produce all documents concerning any projections, forecasts or estimates of the TEL Partnership's share of operating costs of the Royalty Properties, for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 19: Please produce all documents concerning any projections, forecasts or estimates of the TEL Partnership's share of income from the Royalty Properties, for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 20: Please produce all documents concerning any projections, forecasts or estimates of Trustee compensation for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 21: Please produce all documents concerning any projections, forecasts or estimates of any Trust expenses, including but not limited to administrative costs, for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 22: Please produce all documents concerning any projections, forecasts or estimates of distributions to the Unit Holders for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 23: Please produce all documents concerning any projections, forecasts or estimates of oil, gas or other hydrocarbon production from the Royalty Properties for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 24: Please produce all documents concerning any projections, forecasts or estimates of the value of the Royalty Interests, or any of them, for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 25: Please produce all documents, including but not limited to any reserve studies, concerning the estimated amount of recoverable oil, gas or hydrocarbons in the Royalty Properties for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 26: Please produce all documents concerning any contracts or agreements for the sale or exchange of any Royalty Interest.

RESPONSE:

REQUEST FOR PRODUCTION NO. 27: Excluding communications between you and your attorney concerning the prosecution of the claims or defenses in this Suit, please produce copies of all letters, notes, telephone messages, voicemail or answering machine messages, email messages, text messages and other documents and tangible things concerning any communications during the Relevant Period about:

- a. projections, forecasts or estimates of the TEL Partnership's share of operating costs of the Royalty Properties;
- b. any projections, forecasts or estimates of the TEL Partnership's share of income from the Royalty Properties

- c. any projections, forecasts or estimates of Trustee compensation;
- d. any projections, forecasts or estimates of distributions to the Unit Holders;
- e. any projections, forecasts or estimates of oil, gas or other hydrocarbon production from the Royalty Properties;
- f. any projections, forecasts or estimates of any Trust expenses, including but not limited to administrative costs and Trustee compensation; or
- g. any projections, forecasts or estimates of the value of the Royalty Interests, or any of them.

RESPONSE:

REQUEST FOR PRODUCTION NO. 28: Please produce all documents concerning TEL Partnership's share of operating costs of the Royalty Properties, for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 29: Please produce all documents concerning TEL Partnership's share of income from the Royalty Properties, for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 30: Please produce all documents concerning Trustee compensation for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 31: Please produce all documents concerning Trust expenses, including but not limited to administrative costs, for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 32: Please produce all documents concerning any distributions to the Unit Holders for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 33: Please produce all documents concerning any oil, gas or other hydrocarbon production from the Royalty Properties for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 34: Please produce all documents concerning the value of the Royalty Interests, or any of them, for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 35: Excluding communications between you and your attorney concerning the prosecution of the claims or defenses in this Suit, please produce copies of all letters, notes, telephone messages, voicemail or answering machine messages, email messages, text messages and other documents and tangible things concerning any communications during the Relevant Period about:

- a. TEL Partnership's share of operating costs of the Royalty Properties;
- b. TEL Partnership's share of income from the Royalty Properties
- c. Trustee compensation;
- d. distributions to the Unit Holders;
- e. oil, gas or other hydrocarbon production from the Royalty Properties;
- f. Trust expenses, including but not limited to administrative costs and Trustee compensation;
- g. any loan to the Trust;
- h. any sale or potential sale of any Royalty Interest;
- i. the possibility of modifying or terminating the Trust; or
- k. actual or potential SEC filings by the Trustees.

RESPONSE:

REQUEST FOR PRODUCTION NO. 36: Please produce all general ledgers, profit and loss statements, balance sheets and other financial statements and/or accounting records for the Trust for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 37: Please produce all organizational charts reflecting BONY's organizational structure, including its parents, subsidiaries, affiliates, divisions or departments, and/or the chain of command within each organization, including the positions and person holding those positions for all times during the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 38: Please produce all executive summaries, contract briefs, memoranda or other documents summarizing the Trust Agreement.

RESPONSE:

REQUEST FOR PRODUCTION NO. 39: Please produce all executive summaries, contract briefs, memoranda or other documents summarizing the Partnership.

RESPONSE:

REQUEST FOR PRODUCTION NO. 40: Please produce all executive summaries, contract briefs, memoranda or other documents summarizing the Plan.

RESPONSE:

REQUEST FOR PRODUCTION NO. 41: Please produce all documents concerning any determination of total future revenues attributable to the overriding royalty interest by independent petroleum engineers as discussed in Section 9.01 of the Trust Agreement and referred to in paragraph 9 of the Petition.

RESPONSE:

REQUEST FOR PRODUCTION NO. 42: Please produce all documents concerning the decision to sell percentages of the royalty in October 2011 and October 2013, as discussed in paragraph 10 of the Petition.

RESPONSE:

REQUEST FOR PRODUCTION NO. 43: Please produce all records of oil, gas and/or other production from the Royalty Properties for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 44: Please produce all records of the plugging and abandonment of the wells on Eugene Island 339, as referred to in paragraph 14 of the Petition.

RESPONSE:

REQUEST FOR PRODUCTION NO. 45: Please produce all documents concerning the partnership share of operating costs for the Royalty Properties.

RESPONSE:

REQUEST FOR PRODUCTION NO. 46: Please produce all documents concerning the “cost carry forward for the repairs and plugging and abandonment costs resulting from the hurricane damage” as discussed in paragraph 15 of the Petition.

RESPONSE:

REQUEST FOR PRODUCTION NO. 47: Please produce all documents concerning any loans to the Trust or the Trustees from BONY or any of its affiliates, including, without limitation, the loans referred to in paragraph 18 of the Petition.

RESPONSE:

REQUEST FOR PRODUCTION NO. 48: Please produce all documents concerning the “increase costs associated with federal securities, financial audits, and tax filings” as referred to in paragraph 21 of the Petition.

RESPONSE:

REQUEST FOR PRODUCTION NO. 49: Please produce all documents concerning the Trustee’s consideration of all options available to the Trust as referred to in paragraph 24 of the Petition.

RESPONSE:

REQUEST FOR PRODUCTION NO. 50: Please produce all documents concerning any advice of experts the Trustees have requested or received on the modification or termination of the Trust, as referred to in paragraph 24 of the Petition.

RESPONSE:

REQUEST FOR PRODUCTION NO. 51: Please produce all documents concerning any loans or potential loans to the Trust or the Trustees from parties other than BONY.

RESPONSE:

REQUEST FOR PRODUCTION NO. 52: Please produce all documents concerning any loans or potential loans to the Trust or the Trustees from BONY.

RESPONSE:

REQUEST FOR PRODUCTION NO. 53: Please produce all SEC filings by the Trust for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 54: Please produce all budgets for the Trust for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 55: Excluding communications after the filing of this suit and concerning the prosecution of claims or defenses in this suit, please produce copies of all letters, notes, telephone messages, voice mail or answering machine messages, email messages, text messages and other documents and tangible things concerning any communications during the Relevant Period between any of the Trustees concerning the Trust, the Trust Agreement, the Plan, the Royalty Interests, the Royalty Properties, the TEL Partnership, Trustee compensation or the possibility of modifying or terminating the Trust.

RESPONSE:

REQUEST FOR PRODUCTION NO. 56: Please produce all documents and tangible things concerning the decision to seek modification and termination of the Trust.

RESPONSE:

REQUEST FOR PRODUCTION NO. 57: Please produce any minutes or other records of any meetings of the Trustees in any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 58: Please produce all documents and tangible things concerning the basis for the compensation paid to the Trustees for any year in the Relevant Period.

RESPONSE:

REQUEST FOR PRODUCTION NO. 59: Please produce all documents and tangible things concerning the Trustees' decisions about what disclosures of material information to make in any SEC filings.

RESPONSE:

REQUEST FOR PRODUCTION NO. 60: Please produce all agenda for any meetings of the Trustees during the Relevant Period.

RESPONSE:

Respectfully submitted,

THE KARISCH LAW FIRM, PLLC

By: /s/ Glenn M. Karisch

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ATTORNEY AD LITEM

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Attorney Ad Litem's Request For Production To Plaintiffs has been served on Plaintiffs' counsel on March 18, 2016, and will be served on or about March 21, 2016, in accordance with the Court's Order Directing the Method of Service of Documents dated September 28, 2015, and Order Directing Method of Service dated January 21, 2016.

/s/ Glenn M. Karisch
Glenn M. Karisch