



**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing Plaintiffs' Objections and Responses to Attorney Ad Litem's Requests for Production have been served on Attorney Ad Litem Glenn M. Karisch on April 19, 2016, and all other parties to this matter 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/ Georgia L. Lucier* \_\_\_\_\_

**PLAINTIFFS' OBJECTIONS AND RESPONSES TO  
ATTORNEY AD LITEM'S 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:**

None at this time.

**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:**

None at this time.

**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:**

Plaintiffs object that this Request is overly broad, unduly burdensome, and vague and confusing as written. Specifically the phrase "the facts or allegations in this Suit" is overbroad and unclear. Plaintiffs further object to this Request

because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1.

Subject to and without waiving the foregoing, none.

**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:**

See objections to Request for Production No. 3. This request is not in compliance with the rule requiring specific requests for documents -- at least one Texas case has held that a request of this nature is entirely improper and that a party receiving it may refuse to comply with it entirely. *See Loftin v. Martin*, 776 S.W.2d 145 (Tex. 1989); *see also In re Allstate County Mut. Ins. Co.*, 227 S.W.3d 667, 670 (Tex. 2007) ("Overbroad requests for irrelevant information are improper whether they are burdensome or not, so the defendants were not required to detail what they might encompass."). Further, Plaintiffs object to the extent that this Request seeks documents prepared by "anyone", as it seeks documents that may not be within the possession, custody, or control of Plaintiffs. Additionally, Defendant objects to this Request because it constitutes a "fishing expedition." *See K-Mart Corp. v. Sanderson*, 937 S.W.2d 429 (Tex. 1997).

Subject to and without waiving the foregoing, please see documents produced in response to other requests for production.

**REQUEST FOR PRODUCTION NO. 5(a):**

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:**

Plaintiffs object that this Request is overly broad, unduly burdensome, and vague and confusing as written. Specifically the phrase “the allegations in the Petition” is overbroad and unclear. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive communications concerning TEL Offshore and/or TELOZ between or amongst the Trustees upon the entry of a protective order.

**REQUEST FOR PRODUCTION NO. 5(b):**

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 petitions.

**RESPONSE:**

Please see objections to Request for Production No. 5(a). Plaintiffs further object that this request is duplicative of No. 5(a).

Subject to and without waiving the foregoing, Plaintiffs will produce responsive communications concerning TEL Offshore and/or TELOZ between or amongst the Trustees upon entry of a protective order.

**REQUEST FOR PRODUCTION NO. 6:**

Please produce copies of any exhibits you intend to offer or show at trial.

**RESPONSE:**

Plaintiffs are not required to marshal its evidence in discovery. TEX. R. CIV. P. 192.3(c) cmt. 3.

Plaintiffs will produce any exhibits they intend to offer or show at trial in accordance with the Court's pretrial orders.

**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:**

Plaintiffs object to this Request because it is overly broad, unduly burdensome, and not in compliance with the rule requiring specific requests for documents -- at least one Texas case has held that a request of this nature is entirely improper and that a party receiving it may refuse to comply with it entirely. *See Loftin v. Martin*, 776 S.W.2d 145 (Tex. 1989); *see also In re Allstate County Mut. Ins. Co.*, 227 S.W.3d 667, 670 (Tex. 2007) ("Overbroad requests for irrelevant information are improper whether they are burdensome or not, so the defendants were not required to detail what they might encompass."). Plaintiffs further object to the extent that this Request seeks production of documents that may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, please see documents produced in response to other requests.

**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:**

Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon the entry of a protective order.

**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:**

Plaintiffs object that this request is duplicative of Request No. 8. Please see objections to Request for Production No. 8.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon the entry of a protective order.

**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:**

See objections to Request for Production No. 8.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon the entry of a protective order.

**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:**

Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**REQUEST FOR PRODUCTION NO. 12:**

Please produce a complete copy of the Trust Agreement, including all exhibits thereto.

**RESPONSE:**

Responsive documents will be produced.

**REQUEST FOR PRODUCTION NO. 13:**

Please produce all drafts of the Trust Agreement including any drafts of the exhibits thereto.

**RESPONSE:**

Plaintiffs object that this Request is overly broad and unduly burdensome as it seeks documents that were created over 30 years ago. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1.

Subject to and without waiving the foregoing, none.

**REQUEST FOR PRODUCTION NO. 14:**

Please produce a complete copy of the Plan, including all exhibits thereto.

**RESPONSE:**

Responsive documents will be produced.

**REQUEST FOR PRODUCTION NO. 15:**

Please produce all drafts of the Plan including any drafts of the exhibits thereto.

**RESPONSE:**

Plaintiffs object that this Request is overly broad and unduly burdensome as it seeks documents that were created over 30 years ago. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1.

Subject to and without waiving the foregoing, none.

**REQUEST FOR PRODUCTION NO. 16:**

Please produce a complete copy of the TEL Partnership Agreement, including all exhibits thereto.

**RESPONSE:**

Responsive documents will be produced.

**REQUEST FOR PRODUCTION NO. 17:**

Please produce all drafts of the TEL Partnership Agreement, including any drafts of the exhibits thereto.

**RESPONSE:**

Plaintiffs object that this Request is overly broad and unduly burdensome as it seeks documents that were created over 30 years ago. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1.

Subject to and without waiving the foregoing, none.

**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:**

Plaintiffs object that this Request is overly broad and unduly burdensome. Defendant objects to this Request because it is overly broad, unduly burdensome, and not in compliance with the rule requiring specific requests for documents -- at least one Texas case has held that a request of this nature is entirely improper and that a party receiving it may refuse to comply with it entirely. *See Loftin v. Martin*, 776 S.W.2d 145 (Tex. 1989); *see also In re Allstate County Mut. Ins. Co.*, 227 S.W.3d 667, 670 (Tex. 2007) ("Overbroad requests for irrelevant information are improper whether they are burdensome or not, so the defendants were not required to detail what they might encompass."). Furthermore, Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, if any, upon entry of a protective order.

**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:**

Please see objections to Request for Production No. 18.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, if any, upon entry of a protective order.

**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:**

Please see objections to Request for Production No. 18.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, if any, upon entry of a protective order.

**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:**

Please see objections to Request for Production No. 18.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**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:**

Please see objections to Request for Production No. 18.

Subject to and without waiving the foregoing, none.

**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:**

Please see objections to Request for Production No. 18.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**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:**

Please see objections to Request for Production No. 18.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**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:**

Please see objections to Request for Production No. 18.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**REQUEST FOR PRODUCTION NO. 26:**

Please produce all documents concerning any contracts or agreements for the sale or exchange of any Royalty Interest.

**RESPONSE:**

Plaintiffs object to the extent that this Request seeks documents that are not within Plaintiffs' care, custody, and control. Plaintiffs also object to the extent that this Request seeks documents that are subject to third-party confidentiality agreement(s). Furthermore, responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, if any, upon entry of a protective order.

**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:**

Plaintiffs object that this request is duplicative of Nos. 5(a) and 5(b). For each of the foregoing subparts (a)-(g), Plaintiffs object that this Request is overly broad and unduly burdensome. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1.

Subject to and without waiving the foregoing, Plaintiffs will produce communications concerning TEL Offshore and/or TELOZ between or among the Trustees.

**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:**

Plaintiffs object to this Request because it is overly broad, unduly burdensome, and not in compliance with the rule requiring specific requests for documents -- at least one Texas case has held that a request of this nature is entirely improper and that a party receiving it may refuse to comply with it entirely. *See Loftin v. Martin*, 776 S.W.2d 145 (Tex. 1989); *see also In re Allstate County Mut. Ins. Co.*, 227 S.W.3d 667, 670 (Tex. 2007) ("Overbroad requests for irrelevant information are improper whether they are burdensome or not, so the defendants were not required to detail what they might encompass."). Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1. Additionally, Defendant objects to this Request because it constitutes a "fishing expedition." *See K-Mart Corp. v. Sanderson*, 937 S.W.2d 429 (Tex. 1997). Furthermore, Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**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:**

Please see objections to Request for Production No. 28.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**REQUEST FOR PRODUCTION NO. 30:**

Please produce all documents concerning Trustee compensation for any year in the Relevant Period.

**RESPONSE:**

See objections to Request for Production No. 28.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**REQUEST FOR PRODUCTION NO. 31:**

Please produce all document concerning Trust expenses, including but not limited to administrative costs, for any year in the Relevant Period.

**RESPONSE:**

Please see objections to Request for Production No. 28.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**REQUEST FOR PRODUCTION NO. 32:**

Please produce all documents concerning any distributions to the Unit Holders for any year in the Relevant Period.

**RESPONSE:**

Plaintiffs object that this Request is overly broad and unduly burdensome. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1. Furthermore, responsive documents may be protected by the attorney-client and/or work product privileges. Plaintiffs further object to the extent that this Request seeks information and/or documents concerning third parties that are privileged under the individual's rights of personal privacy

which are protected by the Texas and United States Constitutions and by statute. Plaintiffs also object to the extent that any document sought is a public record that is equally available to Ad Litem.

Subject to and without waiving the foregoing, please refer to the SEC filings which are public records and documents produced in response to other requests.

**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:**

Plaintiffs object that this Request is overly broad, unduly burdensome, and vague as written. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1. Furthermore, responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**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:**

Plaintiffs object that this Request is overly broad, unduly burdensome, and vague as written. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1. Furthermore, responsive documents may be protected by

the attorney-client and/or work product privileges. Plaintiffs further object to the extent this Request seeks documents that are public records that are equally available to Ad Litem.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**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:**

Plaintiffs object that this request is duplicative of Request Nos. 5(a), 5(b) and 27. For each of the foregoing subparts (a)-(k), Plaintiffs object that this Request is overly broad and unduly burdensome. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1. Furthermore, responsive documents may be protected by the attorney-client and/or work product privileges. Plaintiffs also object to the extent that this Request seeks documents that are subject to third-party confidentiality agreement(s). Plaintiffs further object to the extent that this Request seeks information and/or documents concerning third parties that are privileged under the individual's rights of

personal privacy which are protected by the Texas and United States Constitutions and by statute. Plaintiff also object to the extent that any document sought is a public record that is equally available to Ad Litem.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive communications concerning TEL Offshore and/or TELOZ between and among the Trustees.

**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:**

Responsive documents will be produced.

**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:**

Plaintiffs object that this Request is overly broad and unduly burdensome. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1. Additionally, Defendant objects to this Request because it constitutes a "fishing expedition." *See K-Mart Corp. v. Sanderson*, 937 S.W.2d 429 (Tex. 1997).

Plaintiffs will not be producing any documents to this request.

**REQUEST FOR PRODUCTION NO. 38:**

Please produce all executive summaries, contract briefs, memoranda or other documents summarizing the Trust Agreement.

**RESPONSE:**

Plaintiffs object that this Request is overly broad and unduly burdensome. Ad Litem has requested documents from a period that spans over 30 years. This time period is enormous, is not reasonably limited and therefore is overbroad. Furthermore, Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will not be producing documents.

**REQUEST FOR PRODUCTION NO. 39:**

Please produce all executive summaries, contract briefs, memoranda or other documents summarizing the Partnership.

**RESPONSE:**

Please see objections to Request for Production No. 38.

Plaintiffs will not be producing documents.

**REQUEST FOR PRODUCTION NO. 40:**

Please produce all executive summaries, contract briefs, memoranda or other documents summarizing the Plan.

**RESPONSE:**

Please see objections to Request for Production No. 38.

Plaintiffs will not be producing documents.

**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:**

Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**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:**

Plaintiffs object to this Request because it is overly broad, unduly burdensome, and not in compliance with the rule requiring specific requests for documents -- at least one Texas case has held that a request of this nature is entirely improper and that a party receiving it may refuse to comply with it entirely. *See Loftin v. Martin*, 776 S.W.2d 145 (Tex. 1989); *see also In re Allstate County Mut. Ins. Co.*, 227 S.W.3d 667, 670 (Tex. 2007) (“Overbroad requests for irrelevant information are improper whether they are burdensome or not, so the defendants were not required to detail what they might encompass.”). Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**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:**

Plaintiffs object to this Request because it is overly broad, unduly burdensome, and not in compliance with the rule requiring specific requests for documents -- at least one Texas case has held that a request of this nature is entirely improper and that a party receiving it may refuse to comply with it entirely. *See Loftin v. Martin*, 776 S.W.2d 145 (Tex. 1989); *see also In re Allstate County Mut. Ins. Co.*, 227 S.W.3d 667, 670 (Tex. 2007) (“Overbroad requests for irrelevant information are improper whether they are burdensome or not, so the defendants were not required to detail what they might encompass.”). Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1. Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order. Please also refer to SEC filings which are publicly available.

**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:**

Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, if any, upon entry of a protective order.

**REQUEST FOR PRODUCTION NO. 45:**

Please produce all documents concerning the partnership share of operating costs for the Royalty Properties.

**RESPONSE:**

Plaintiffs object that this Request is overly broad and unduly burdensome. Ad Litem has requested documents from a period that spans over 30 years. This time period is enormous, is not reasonably limited and therefore is overbroad. Plaintiffs object because this Request is vague. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1. Plaintiffs object to the extent this Request seeks documents that are protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**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:**

Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**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:**

Plaintiffs object to this Request because it is overly broad, unduly burdensome, and not in compliance with the rule requiring specific requests for documents --

at least one Texas case has held that a request of this nature is entirely improper and that a party receiving it may refuse to comply with it entirely. *See Loftin v. Martin*, 776 S.W.2d 145 (Tex. 1989); *see also In re Allstate County Mut. Ins. Co.*, 227 S.W.3d 667, 670 (Tex. 2007) (“Overbroad requests for irrelevant information are improper whether they are burdensome or not, so the defendants were not required to detail what they might encompass.”). Plaintiffs object because this Request is vague. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1. Furthermore, Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**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:**

Plaintiffs object to the extent that the information sought in this Request is set forth in public records that are equally available to Ad Litem.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**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:**

Plaintiffs object to this Request on the basis that it is so vague that it is, in good faith, unable to ascertain what information is being requested. *See Gutierrez v. Dallas ISD*, 729 S.W.2d 691, 693 (Tex. 1987). Plaintiffs assert that responsive

documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, if any, upon entry of a protective order

**REQUEST FOR PRODUCTION NO. 50:**

Please produce all documents concerning any advice of expert the Trustees have requested or received on the modification or termination of the Trust, as referred to in paragraph 24 of the Petition.

**RESPONSE:**

Plaintiffs object to this Request on the basis that it is so vague that it is, in good faith, unable to ascertain what information is being requested. *See Gutierrez v. Dallas ISD*, 729 S.W.2d 691, 693 (Tex. 1987). Plaintiffs assert that responsive documents may be protected by the attorney client-privilege and/or work product privileges.

Subject to and without waiving the foregoing, there are no responsive documents concerning designated experts.

**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:**

Plaintiffs object that this Request is overly broad and unduly burdensome. Ad Litem has requested documents from a period that spans over 30 years. This time period is enormous, is not reasonably limited and therefore is overbroad. Plaintiffs object because this Request is vague. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1. Plaintiffs object to the extent this Request invades the privacy rights of the Trustees in their individual

capacities. Furthermore, Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, if any, upon entry of a protective order.

**REQUEST FOR PRODUCTION NO. 52:**

Please produce all documents concerning any loans or potential loans to the Trust or the Trustees from BONY.

**RESPONSE:**

Plaintiffs object to the extent this Request is duplicative of Request for Production No. 47. Furthermore, Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

**REQUEST FOR PRODUCTION NO. 53:**

Please produce all SEC filings by the Trust for any year in the Relevant Period.

**RESPONSE:**

Plaintiffs object to this Request because the documents sought are public records equally available to Ad Litem through the Securities and Exchange Commission. Plaintiffs further object that the documents are obtainable from some other source that is more convenient, less burdensome, or less expensive. TEX. R. CIV. P. 192.4(a).

Please refer to the SEC filings which are all publicly available.

**REQUEST FOR PRODUCTION NO. 54:**

Please produce all budgets for the Trust for any year in the Relevant Period.

**RESPONSE:**

Plaintiffs will produce responsive, non-privileged documents, if any, upon entry of a protective order.

**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:**

Plaintiffs object that this request is duplicative of Request Nos. 5(a), 5(b), 27, and 35. Plaintiffs object that this Request is overly broad and unduly burdensome. Specifically the phrase “prosecution of claims or defense in this suit” is unclear. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1. Plaintiffs further assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive communications concerning TEL Offshore and/or TELOZ between or among the Trustees.

**REQUEST FOR PRODUCTION NO. 56:**

Please produce all documents and tangible things concerning the decision to seek modification and termination of the Trust.

**RESPONSE:**

Plaintiffs object to this Request because it is overly broad, unduly burdensome, and not in compliance with the rule requiring specific requests for documents -- at least one Texas case has held that a request of this nature is entirely improper and that a party receiving it may refuse to comply with it entirely. *See Loftin v. Martin*, 776 S.W.2d 145 (Tex. 1989); *see also In re Allstate County Mut. Ins. Co.*, 227 S.W.3d 667, 670 (Tex. 2007) (“Overbroad requests for irrelevant information are improper whether they are burdensome or not, so the defendants were not

required to detail what they might encompass.”). Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, if any, upon entry of a protective order.

**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:**

Plaintiffs object that this Request is overly broad and unduly burdensome. Plaintiffs further object that the request is vague and unclear. Specifically the term “other records” is not defined. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); *see also Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1. Plaintiffs further assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive documents upon entry of a protective order.

**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:**

Plaintiffs object to this Request on the basis that it is so vague that it is, in good faith, unable to ascertain what information is being requested. *See Gutierrez v. Dallas ISD*, 729 S.W.2d 691, 693 (Tex. 1987). Specifically the term “the basis” is undefined. Plaintiffs object to this Request because it is overly broad, unduly burdensome, and not in compliance with the rule requiring specific requests for documents -- at least one Texas case has held that a request of this nature is

entirely improper and that a party receiving it may refuse to comply with it entirely. See *Loftin v. Martin*, 776 S.W.2d 145 (Tex. 1989); see also *In re Allstate County Mut. Ins. Co.*, 227 S.W.3d 667, 670 (Tex. 2007) (“Overbroad requests for irrelevant information are improper whether they are burdensome or not, so the defendants were not required to detail what they might encompass.”). Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); see also *Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1. Plaintiffs further assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, upon entry of a protective order.

#### **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:**

Plaintiffs object to this Request on the basis that it is so vague that it is, in good faith, unable to ascertain what information is being requested. See *Gutierrez v. Dallas ISD*, 729 S.W.2d 691, 693 (Tex. 1987). Plaintiffs object that this Request is overly broad and unduly burdensome as it seeks documents created over a 30 year period. Plaintiffs further object to this Request because it seeks documents that are immaterial and irrelevant to the issues of this lawsuit and is not reasonably calculated to lead to the discovery of admissible evidence. TEX. R. CIV. P. 192.3(a); see also *Monsanto Co. v. May*, 889 S.W.2d 274, 276 (Tex. 1994). The scope of discovery is confined by the subject matter of the case and reasonable expectations of obtaining information that will aid resolution of the dispute. TEX. R. CIV. P. 191, cmt.1. Plaintiffs assert that responsive documents may be protected by the attorney-client and/or work product privileges.

Subject to and without waiving the foregoing, Plaintiffs will produce responsive, non-privileged documents, if any, upon entry of a protective order.

**REQUEST FOR PRODUCTION NO. 60:**

Please produce all agenda for any meetings of the Trustees during the Relevant Period.

**RESPONSE:**

Responsive documents will be produced upon entry of a protective order.