

#02

Notice of Foreclosure Sale

January 9, 2015

Deed of Trust, Mortgage, Assignment of Production, Security Agreement and Financing Statement ("Deed of Trust"):

Dated: August 7, 2012

Grantor: Rave Energy, Inc., a Texas corporation, dba Goldking Energy Partners III

Trustee: Terry A. Pruden

Lender: The Bank of River Oaks

Recorded in: Document 2013-1300 recorded March 18, 2013, in the Official Public Records of Gaines County, Texas

Secures: Term Loan Note ("Note") in the original principal amount of \$250,000.00, executed by Rave Energy, Inc., a Texas corporation, dba Goldking Energy Partners III ("Borrower") and payable to the order of Lender; as modified by Loan Modification Agreement dated November 30, 2012, increasing the principal amount of the Note to \$1,145,000.00, such Loan Modification Agreement being recorded as Document 2013-2567 on May 22, 2013 in the Official Public Records of Gaines County, Texas

Modifications and Renewals: Loan Modification Agreement dated November 30, 2012, increasing the principal amount of the Note to \$1,145,000.00, such Loan Modification Agreement being recorded as Document 2013-2567 on May 22, 2013 in the Official Public Records of Gaines County, Texas

(as used herein, the terms "Note" and "Deed of Trust" mean the Note and Deed of Trust as so modified, renewed, and/or extended)

[Original] Property: The real property, improvements, and personal property described in and mortgaged in the Deed of Trust, including the real property described in the attached Exhibit A, and all rights and appurtenances thereto

Property: 36.831% of the Original Property

Guaranty: The Note [and all other indebtedness of Borrower to Lender] is guaranteed by a Guaranty Agreement dated August 7, 2012, and

#02

FILED
 1-12-15 - 10:55 A.M.
 Vicki Phillips, County Clerk
 Gaines County, Texas
[Signature]

executed by Leonard C. Tallerine, Jr. in favor of Lender

Substitute Trustee(s): Jim Mills, Susan Mills, Emily Northern, Alexandra Zografos, Johnie Eads, Lanelle Lynch, Shelley Nail, Dallas Blackmon, Judy Mutschler

[Substitute] Trustee's
Address: 9065 Jollyville Rd., Ste. 203A, Austin, Texas 78759

Foreclosure Sale:

Date: Tuesday, February 3, 2015

Time: The sale of the Property will be held between the hours of 10:00 A.M. and 4:00 P.M. local time; **the earliest time at which the Foreclosure Sale will begin is 10:00 A.M.**

Place: Area between west edge of courthouse's west porch and middle landing of inside stairs leading into courthouse from west door, Gaines County Courthouse, 101 South Main, Seminole, Gaines County, Texas 79360

Terms of Sale: The Foreclosure Sale will be conducted as a public auction and the Property will be sold to the highest bidder for cash, except that [Lender/Beneficiary]'s bid may be by credit against the indebtedness secured by the lien of the Deed of Trust.

Default has occurred in the payment of the Note and in the performance of the obligations of the Deed of Trust. Because of that default, [Lender/Beneficiary], the owner and holder of the Note, has requested [Substitute] Trustee to sell the Property.

The Deed of Trust may encumber both real and personal property. Formal notice is hereby given of [Lender/Beneficiary]'s election to proceed against and sell both the real property and any personal property described in the Deed of Trust in accordance with [Lender/Beneficiary]'s rights and remedies under the Deed of Trust and section 9.604(a) of the Texas Business and Commerce Code.

Therefore, notice is given that on and at the Date, Time, and Place for the Foreclosure Sale described above, [Substitute] Trustee will sell the Property in accordance with the Terms of Sale described above, the Deed of Trust, and applicable Texas law.

If [Lender/Beneficiary] passes the Foreclosure Sale, notice of the date of any rescheduled foreclosure sale will be reposted and refiled in accordance with the posting and filing requirements of the Deed of Trust and the Texas Property Code.

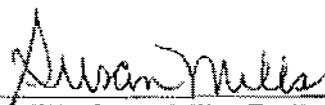
The Foreclosure Sale will be made expressly subject to any title matters set forth in the Deed of Trust, but prospective bidders are reminded that by law the Foreclosure Sale will necessarily be made subject to all prior matters of record affecting the Property, if any, to the

extent that they remain in force and effect and have not been subordinated to the Deed of Trust. For the avoidance of doubt, the Foreclosure Sale will not cover any part of the Property that has been released of public record from the lien and/or security interest of the Deed of Trust by [Lender/Beneficiary]. Prospective bidders are strongly urged to examine the applicable property records to determine the nature and extent of such matters, if any.

Pursuant to section 51.009 of the Texas Property Code, the Property will be sold "AS IS," without any expressed or implied warranties, except as to the warranties (if any) provided for under the Deed of Trust. Prospective bidders are advised to conduct an independent investigation of the nature and physical condition of the Property.

Pursuant to section 51.0075(a) of the Texas Property Code, [Substitute] Trustee reserves the right to set further reasonable conditions for conducting the Foreclosure Sale. Any such further conditions shall be announced before bidding is opened for the first sale of the day held by [Substitute] Trustee.

Assert and protect your rights as a member of the armed forces of the United States. If you are or your spouse is serving on active military duty, including active military duty as a member of the Texas National Guard or the National Guard of another state or as a member of a reserve component of the armed forces of the United States, please send written notice of the active duty military service to the sender of this notice immediately.

By: 
Jim Mills, Susan Mills, Emily Northern, Alexandra Zografos, Johnie Eads, Lanelle Lynch, Shelley Nail, Dallas Blackmon, Judy Mutschler

Deed of Trust, Gaines County, Texas

EXHIBIT A

Attached to and made a part of that certain DEED OF TRUST, MORTGAGE, ASSIGNMENT OF PRODUCTION, SECURITY AGREEMENT, AND FINANCING STATEMENT executed by Rave Energy, Inc., a Texas corporation, dba Goldking Energy Partners III, as Grantor, to The Bank of River Oaks, as Mortgagee, dated effective February 7, 2012

All of Grantor's right, title and interest in and to that certain Mineral and Royalty Deed from Talon Minerals, LLC, to Rave Energy, Inc., et al., dated effective July 1, 2012, recorded under Instrument No. 2012-4001, Official Public Records, Gaines County, Texas, including the property further described as follows:

Grantor hereby conveys all right, title and interest owned by Grantor in Gaines County, Texas to Grantee, including but not limited to all of the interests in that certain Mineral and Royalty Deed by and between MINR, LLC, as Grantor and TALON MINERALS, LLC, as Grantee, dated June 30, 2009 and recorded as Instrument No. 2009-3143, Official Public Records of Gaines County, Texas, more particularly described as follows:

- Tract 1: The Northeast Quarter (NE¼) of Section 10, Block A28, Public School Lands Survey, containing 160 acres, more or less.
- Tract 2: All of Section 1, Block A28, Public School Lands Survey, containing 640 acres, more or less.
- Tract 3: All of Section 11, Block A28, Public School Lands Survey, containing 640 acres, more or less.
- Tract 4: All of the Southwest Quarter (SW¼) of Section 10, Block A28, Public School Lands Survey, containing 160 acres, more or less.
- Tract 5: All of Section 3, Block A30, Public School Lands Survey, containing 640 acres, more or less.
- Tract 6: All of Section 2, Block A28, Public School Lands Survey, containing 640 acres, more or less.

Said property covered by this Deed of Trust includes interests in the following Wells:

Well Name	API #	Operator	County	State	Decimal Interest
BRADFORD 03	4216536494	Sandridge Exploration	GAINES	TX	0.00320282
BRADFORD 04	4216537312	Sandridge Exploration	GAINES	TX	0.00320282
BRADFORD B 01-10		Sandridge Exploration	GAINES	TX	0.00320282
CATON 01	4216533316	Sandridge Exploration	GAINES	TX	0.00732072
CATON 02	4216533388	Sandridge Exploration	GAINES	TX	0.00732072

CATON 04	4216536652	Sandridge Exploration	GAINES	TX	0.00732072
CATON 05	4216536653	Sandridge Exploration	GAINES	TX	0.00732072
CATON 6	4216537107	Sandridge Exploration	GAINES	TX	0.00732072
CATON 7	42-165-37273	Sandridge Exploration	GAINES	TX	0.00732072
CATON 8	42-165-37380	Sandridge Exploration	GAINES	TX	0.00732072
CATON C 01	42-165-36719	Sandridge Exploration	GAINES	TX	0.00641588
CATON C 02	42-165-36799	Sandridge Exploration	GAINES	TX	0.00641588
CATON C 03	42-165-36824	Sandridge Exploration	GAINES	TX	0.00641588
CATON C 4	42-165-37062	Sandridge Exploration	GAINES	TX	0.00641588
CATON C 6	42-165-37150	Sandridge Exploration	GAINES	TX	0.00641588
CATON D 1	4216537104	Sandridge Exploration	GAINES	TX	0.00641588
CATON D 2	42-165-37248	Sandridge Exploration	GAINES	TX	0.00641588
CITIES SERVICE A 01	4216533656	Sandridge Exploration	GAINES	TX	0.00202464
CITIES SERVICE A 02	4216536474	Sandridge Exploration	GAINES	TX	0.00202464
CITIES SERVICE A 03	42-165-37467	Sandridge Exploration	GAINES	TX	0.00202464
CITIES SERVICE A 04	4216537468	Sandridge Exploration	GAINES	TX	0.00202464
CITIES SERVICE B 01	42-165-37353	Sandridge Exploration	GAINES	TX	0.00202464
CITIES SERVICE B 2	42-165-37452	Sandridge Exploration	GAINES	TX	0.00202464
CITIES SERVICE D 01	42-165-37354	Sandridge Exploration	GAINES	TX	0.00202464
CITIES SERVICE E 01	42-165-37355	Sandridge Exploration	GAINES	TX	0.00202464
CITIES SERVICE E 2	42-165-37454	Sandridge Exploration	GAINES	TX	0.00202464
CITIES SERVICE E 3	42-165-37453	Sandridge Exploration	GAINES	TX	0.00202464
CITIES SERVICE 01	4216533527	Sandridge Exploration	GAINES	TX	0.00202462
CITIES SERVICE 02	4216533585	Sandridge Exploration	GAINES	TX	0.00202462
CITIES SERVICE 04	4216536735	Sandridge Exploration	GAINES	TX	0.00202462
CITIES SERVICE 05	42-165-37462	Sandridge Exploration	GAINES	TX	0.00202462
CITIES SERVICE 06	42-165-37463	Sandridge Exploration	GAINES	TX	0.00202462
CITIES SERVICE 07	42-165-37464	Sandridge Exploration	GAINES	TX	0.00202462
CITIES SERVICE 8	42-165-37470	Sandridge Exploration	GAINES	TX	0.00202462
CITIES SERVICE F1	42-165-37451	Sandridge Exploration	GAINES	TX	0.00202462
CITIES SERVICE F2	42-165-37455	Sandridge Exploration	GAINES	TX	0.00202462
HOSKINS 1	42-165-37496	Sandridge Exploration	GAINES	TX	0.00202462

LANDRETH C 10	42-165-37298	Sandridge Exploration	GAINES	TX	0.00919350
LANDRETH D 11	42-165-37297	Sandridge Exploration	GAINES	TX	0.00919350
LANDRETH 01	42-165-33334	Sandridge Exploration	GAINES	TX	0.00919350
LANDRETH 02	4216533446	Sandridge Exploration	GAINES	TX	0.00919350
LANDRETH 03	4216533446	Sandridge Exploration	GAINES	TX	0.00919350
LANDRETH 05	4216533523	Sandridge Exploration	GAINES	TX	0.00919350
LANDRETH 09	4216533666	Sandridge Exploration	GAINES	TX	0.00919350
LANDRETH 10	4216537422	Sandridge Exploration	GAINES	TX	0.00919350
LANDRETH A 01	4216537078	Sandridge Exploration	GAINES	TX	0.00919350
LANDRETH A 11	42-165-37471	Sandridge Exploration	GAINES	TX	0.00919350
LANDRETH B 01	4216536601	Sandridge Exploration	GAINES	TX	0.00919350
W N TERRY 01-11	42-165-32172	Sandridge Exploration	GAINES	TX	0.00045757
W N TERRY A 01	42-165-35781	Sandridge Exploration	GAINES	TX	0.00045755

2013-1300
VICKI PHILLIPS
COUNTY CLERK
2013 Mar 18 at 11:28 AM
GAINES COUNTY, TEXAS
By: TB DEPUTY