

After Recording, Please Return To:

Jackson Walker L.L.P.
1401 McKinney, Suite 1900
Houston, Texas 77010
Attention: Lewis S. Kasner

NOTICE OF SUBSTITUTE TRUSTEE'S SALE

DATE: March 14, 2016

NOTE: Consolidated and Restated Promissory Note described as follows:

Date: May 31, 2014

Borrower: CrossFoot Energy Fund I, L.P., a Delaware limited partnership
CrossFoot Energy Fund II, L.P. a Delaware limited partnership
CrossFoot Properties, LLC, a Texas limited liability company
CrossFoot Energy, LLC, a Texas limited liability company

Lender: Prosperity Bank, successor-by-merger to The F&M Bank & Trust Company

Original Principal Amount: \$12,099,144.36

DEED OF TRUST: Deed of Trust and Security Agreement (Oil and Gas) described as follows:

Date: August 9, 2012

Grantor: CrossFoot Energy Fund I, L.P., a Delaware limited partnership
CrossFoot Energy Fund II, L.P. a Delaware limited partnership
CrossFoot Properties, LLC, a Texas limited liability company

Trustee: W. Jeffrey Pickryl

Beneficiary: Prosperity Bank, successor-by-merger to The F&M Bank & Trust Company

Recorded in: Book 841, Page 842 of the Official Public Records of Terry County, Texas as
Instrument Number 258274

As amended by that certain First Amendment to Deed of Trust dated as of March
22, 2013 and recorded in the Official Public Records of Terry County, Texas under
Book 852, Page 60, as Instrument Number 260603

LENDER: Prosperity Bank, successor-by-merger to The F&M Bank & Trust Company

BORROWER: CrossFoot Energy Fund I, L.P., a Delaware limited partnership
CrossFoot Energy Fund II, L.P. a Delaware limited partnership
CrossFoot Properties, LLC, a Texas limited liability company
CrossFoot Energy, LLC, a Texas limited liability company

PROPERTY: All of the (i) Realty Collateral (as defined in the Deed of Trust) located in Terry County, Texas, including, without limitation, the real property more particularly described on Exhibit A, attached hereto, (ii) the Fixture Collateral (as defined in the Deed of Trust) located in Terry County, Texas, together, and (iii) all other personal property located in Terry County, Texas and encumbered by the Deed of Trust.

SUBSTITUTE TRUSTEE(S): Jim Mills, Susan Mills, Emily Northern, Todd Paxton, Donna Dubose, Gwenda Jean Wright, or Judy Mutschler

Substitute Trustee's Mailing Address: PO Box 9932, Austin, TX 78766

DATE AND TIME OF SUBSTITUTE TRUSTEE'S SALE OF PROPERTY:

April 5, 2016, being the first Tuesday of the month, to commence at 1:00 p.m., or within three hours thereafter.

PLACE OF SUBSTITUTE TRUSTEE'S SALE OF PROPERTY:

Outside the North door of the Terry County Courthouse or inside the North Door of the Terry County Courthouse in case of inclement weather, Terry County, Texas, or such other place designated for real property foreclosures pursuant to Section 51.002 of the Texas Property Code by the Commissioners Court of Terry County, Texas, in instrument(s) recorded in the real property records of Terry County, Texas.

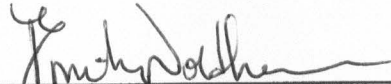
Default has occurred in the payment of the Note and in the performance of the obligations of the Deed of Trust, which secures the Note. Because of such default, Lender, the owner of the Note and the holder of the Note and the Deed of Trust lien securing payment of the Note, for purposes of Section 51.002 of the Texas Property Code, has requested Substitute Trustee to sell the Property in accordance with the terms of the Deed of Trust and applicable law.

The Deed of Trust may encumber both real and personal property. Formal notice is hereby given of Lender'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's rights and remedies under the Deed of Trust and Section 9.604(a) of the Texas Business and Commerce Code (Texas UCC).

Therefore, notice is given that on the Date and Time of Substitute Trustee's Sale of Property and at the Place of Substitute Trustee's Sale of Property, either I, or any other named Substitute Trustee, or such other substitute trustee as Lender may subsequently appoint, will sell the Property by public sale to the highest bidder for cash or acceptable certified funds, in accordance with the Deed of Trust and applicable law. The sale and conveyance of the Property will be subject to all matters of record applicable to the Property which are superior to the Deed of Trust and to the permitted exceptions to title,

if any, described in the Deed of Trust. Substitute Trustee has not made and will not make any covenants, representations, or warranties concerning the Property other than providing the successful bidder at the sale with a deed to the Property containing any warranties of title required by the Deed of Trust. The Property shall be sold "AS IS, WHERE IS", and WITH ALL FAULTS.

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 MILITARY SERVICE TO THE SENDER OF THIS NOTICE IMMEDIATELY.



Emily Northern, Substitute Trustee

EXHIBIT A
LEGAL DESCRIPTION OF THE PROPERTY

Introduction to Exhibit A to
Deed of Trust and Security Agreement (Oil and Gas)

This Deed of Trust covers all of Mortgagors' interest now owned or hereafter acquired in the oil and gas (or oil, gas, and mineral) leases, land, unit declarations, and pooling orders described in Exhibit A (or described in the instruments referred to in Exhibit A), together with all amendments or ratifications affecting any of those leases, unit declarations, or pooling orders. Without limitation as to the coverage of this Deed of Trust, Mortgagors warrant that where an expense interest, a revenue interest, or an overriding royalty interest is shown (or similar designations), that Mortgagors' expense interest is not greater than that shown and that Mortgagors' revenue or overriding royalty interest is not less than that shown.

Reference herein to book and page, liber and page, file numbers, film code numbers, or other recording information refer to the recording location of each respective lease in the county where the land covered by the lease is located. Any reference herein to oil or gas wells or land covered is for warranty of interest, administrative convenience, and identification and is not intended to limit or restrict the rights, titles, interests, or properties covered by this Deed of Trust.

This Deed of Trust may be executed in counterparts. To facilitate recordation, the exhibits which describe properties in counties other than the county in which the counterpart is to be recorded may have been omitted. A complete copy of this Deed of Trust may be found at Lender's offices.

In some instances, the "Land Covered" column includes abbreviations indicating the township and range of the county in which the interests are located. For example: "T-27-N, R-10-W" is Township 27 North, Range 10 West. The following abbreviations, and various combinations of the abbreviations, may appear before or after the section number to designate a portion of a section:

N/2 = North Half	NE or NE/4 = Northeast Quarter
S/2 = South Half	SE or SE/4 = Southeast Quarter
E/2 = East Half	NW or NW/4 = Northwest Quarter
W/2 = West Half	SW or SW/4 = Southwest Quarter

If two or more of the above abbreviations appear in sequence, the first abbreviation is that specified portion of the next abbreviation. For example: "SW/4 SW/4 SE/4" is the Southwest Quarter of the Southwest Quarter of the Southeast Quarter of the particular section described.

The abbreviations "WI," "NRI," "ORRI," "BPO," and "APO" are defined as follows:

- (a) "WI" is short for "working interest" and represents the expense interest attributable to each well.
- (b) "NRI" is short for "net revenue interest" and represents the share of production of oil, gas and other minerals attributable to the working interest or expense interest.
- (c) "ORRI" is short for "overriding royalty interest" and represents the overriding royalty attributable to oil and gas production from each well.
- (d) "BPO" and "APO" refer to "before payout" and "after payout" respectively, as payout may be defined in agreements affecting the applicable interest or interests.

Exhibit A
Interest Schedule

	PROPERTY	STATE	COUNTY	W.I.	N.R.I.
1	HARRIS #01	TX	DAWSON	80.00%	62.00%
2	HARRIS #02	TX	DAWSON	100.00%	77.50%
3	JONES, L.E. #01	TX	DAWSON	100.00%	77.50%
4	LAMESA FARMS	TX	DAWSON	71.18%	63.39%
5	MICHAEL KENT #02	TX	DAWSON	100.00%	75.00%
6	REEF #01	TX	DAWSON	100.00%	77.50%
7	HILL	TX	MARTIN	91.70%	70.34%
8	HILL #02	TX	MARTIN	91.70%	70.34%
9	HILL #03	TX	MARTIN	91.70%	70.34%
10	WOLCOTT, JULIETTE 'A'	TX	MARTIN	74.61%	55.96%
11	WOLCOTT, JULIETTE 'B' #01R	TX	MARTIN	100.00%	75.00%
12	EARNEST "A"	TX	TERRY	56.53%	42.54%

EXHIBIT A

Earnest "A" No. 1

Lessor:

Estate of Fannie C. Earnest, Deceased, acting by its Executor and the devisees of said decedent, all together (Fannie Bess Earnest Sivalls, a widow, Betty Rae Sivalls Davis, as separate property, Martha Sivalls Reed, a single woman, Joe W. Earnest, a single man, Individually and as Independent Executor of the Estate of Fannie C. Earnest, Deceased, Joe W. Earnest and Fannie Bess Sivalls, as Agents and Attorneys-in-Fact for Mabel Earnest Cooper Whitley, Leon Stuart Cooper Jr., Ruth Cooper Simeone, Dorothy Cooper Killough, John Michael Cooper, Katherine Cooper Bice, Charles Earnest Porter and Joseph Craig Porter)

Lessee:

RK Petroleum Corp.

Dated:

October 18, 1979.

Recorded:

Vol. 402, Page 847, Deed Records, Terry County, Texas.

Land Description:

E/2 of the SE/4 of the NW/4 and the NE/4 of Section 135, Block D-11, Terry County, Texas, from the surface to the base of the deepest producing formation.

Earnest SWD

Lessor:

Barbara J. Beard Spray.

Lessee:

RK Petroleum Corp.

Dated:

October 1, 1986.

Recorded:

Volume 43, Page 17, Official Public Records, Terry County, Texas.

Land Description:

Block D-11, Certificate No. 27, D&P Ry. Co. Survey, Terry County, Texas. Section 135: A 2-acre tract of land in the form of a triangle around the Earnest A No. 2 Well located 660 feet from the North Line and 1,650 feet from the East Line of Section 135.

Harris

Lessor:

Jerry D. Harris and Nelda Harris.

Lessee:

CrossFoot Operating, LLC.

Dated:

September 15, 2010.

Recorded:

Book 641, Page 691 OPR, Dawson County, Texas.

Land Description:

The East one-half (E/2) of Section 127, Block M, E.L. & R.R. Ry. Co. Survey, in Dawson County, Texas.

Hill

Lessor:

Bobby Joe Hill.

Lessee:

Bonnie L. Brumley, et al.

Dated:

April 25, 1994.

Recorded:

Volume 43, Page 17, Official Public Records, Martin County, Texas.

Land Description:

SW/4 of Section 64, Block A, Bauer & Cockrell Survey, Martin County, Texas

Hill SWD

Owner: Bobble Lou Hill,
Dated: February 1, 2009.
Extended: February 1, 2010.
Recorded: Volume 244, Page 93, Official Public Records, Martin County,
Texas.
Description: Hill #64 D1 Well (API# 42317324550000, IC 423177013781.

Lamesa Farms

Lessors: James Raymond Cone, Jr. and J.R. Cone, Co-Trustees for the
Cone Sisters Trust.
Lessee: Sam H. Snoddy.
Dated: August 12, 1975.
Recorded: Volume 183, Page 114, OGL Records, Dawson County, Texas.
Land Description: NE/4 of the NW/4 of Section 106, Block M, EL&RR Ry. Co.
Survey, Dawson County, Texas, from the surface down to the
base of the deepest producing formation.

Lessor: Marjorie Cone Kastman, a married woman dealing in her separate
property.
Lessee: RK Petroleum Corp.
Dated: August 30, 1977.
Recorded: Volume 194, Page 383, OGL Records, Dawson County, Texas.
Land Description: NE/4 of the NW/4 of Section 106, Block M, EL&RR Ry. Co.
Survey, Dawson County, Texas, from the surface down to the
base of the deepest producing formation.

Lessor: Jones Lamesa Farms, Inc., a Texas corporation.
Lessee: RK Petroleum Corp.
Dated: August 30, 1977.
Recorded: Volume 194, Page 386, OGL Records, Dawson County, Texas.
Land Description: NE/4 of the NW/4 of Section 106, Block M, EL&RR Ry. Co.
Survey, Dawson County, Texas, from the surface down to the
base of the deepest producing formation.

Lessor: S.E. Cone, Jr.
Lessee: RK Petroleum Corp.
Dated: September 27, 1977.
Recorded: Volume 195, Page 24, OGL Records, Dawson County, Texas.
Land Description: NE/4 of the NW/4 of Section 106, Block M, EL&RR Ry. Co.
Survey, Dawson County, Texas, from the surface down to the
base of the deepest producing formation.

Michael Kent #02

Lessor: E. L. Hendon a/k/a Gene Hendon and wife, Norma Hendon.
Lessee: J. Mark Smith & Associates, Inc.
Dated: June 27, 2011.
Recorded: Book 669, Page 399, OPR, Dawson County, Texas.
Land Description: NW/4 of Section 65, Block M, T-1-N, Abstract 299, EL&RR Ry.
Co. Survey, Dawson County, Texas.

Lessor: Pauline Broday Stowe.
Lessee: CrossFoot Properties, LLC.
Dated: August 3, 2011.
Recorded: Book 663, Page 764, OPR, Dawson County, Texas.
Land Description: NW/4 of Section 65, Block M, T-1-N, Abstract 299, EL&RR Ry. Co. Survey, Dawson County, Texas.

Lessor: Grady K. Stowe.
Lessee: CrossFoot Properties, LLC.
Dated: August 3, 2011.
Recorded: Book 663, Page 763, OPR, Dawson County, Texas.
Land Description: NW/4 of Section 65, Block M, T-1-N, Abstract 299, EL&RR Ry. Co. Survey, Dawson County, Texas.

Lessor: Wells Fargo Bank, N.A., as Successor Trustee of the Jean Ann Harris Trust.
Lessee: CrossFoot Properties, LLC.
Dated: August 11, 2011.
Recorded: Book 667, Page 628, OPR, Dawson County, Texas.
Land Description: NW/4 of Section 65, Block M, T-1-N, Abstract 299, EL&RR Ry. Co. Survey, Dawson County, Texas.

Lessor: Wells Fargo Bank, N.A., Successor Trustee of the Jeri Jean Broday Trust.
Lessee: CrossFoot Properties, LLC.
Dated: August 11, 2011.
Recorded: Book 667, Page 627, OPR, Dawson County, Texas.
Land Description: NW/4 of Section 65, Block M, T-1-N, Abstract 299, EL&RR Ry. Co. Survey, Dawson County, Texas.

Lessor: Wells Fargo Bank, N.A., Successor Trustee of the Clifford Alexander Harris Trust.
Lessee: CrossFoot Properties, LLC.
Dated: August 11, 2011.
Recorded: Book 667, Page 629, OPR, Dawson County, Texas.
Land Description: NW/4 of Section 65, Block M, T-1-N, Abstract 299, EL&RR Ry. Co. Survey, Dawson County, Texas.

Lessor: Wells Fargo Bank, N.A., Successor Trustee of the William Gibbs Harris Trust.
Lessee: CrossFoot Properties, LLC.
Dated: August 11, 2011.
Recorded: Book 667, Page 626, OPR, Dawson County, Texas.
Land Description: NW/4 of Section 65, Block M, T-1-N, Abstract 299, EL&RR Ry. Co. Survey, Dawson County, Texas.

Lessor: Wells Fargo Bank, N.A., Successor Trustee of the Pauline Harris Broday Stowe Trust;
Lessee: CrossFoot Properties, LLC.
Dated: August 11, 2011.
Recorded: Book 667, Page 630, OPR, Dawson County, Texas.
Land Description: NW/4 of Section 65, Block M, T-1-N, Abstract 299, EL&RR Ry. Co. Survey, Dawson County, Texas.

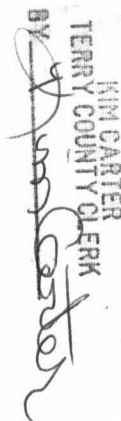
Lessor: Jeri Jean Broday McLeod.
Lessee: CrossFoot Properties, LLC.
Dated: August 24, 2011.
Recorded: Book 667, Page 624, OPR, Dawson County, Texas.
Land Description: NW/4 of Section 65, Block M, T-1-N, Abstract 299, EL&RR Ry. Co. Survey, Dawson County, Texas.

Wolcott "A"

Lessor: Juliette Inge Wolcott, a single woman.
Lessee: Humble Oil & Refining Company.
Dated: May 5, 1959.
Recorded: Volume 30, Page 484, Oil and Gas Lease Records, Martin County, Texas.
Land Description: S/80 acres of the E/160 acres of the S/480 acres of the NE/4 League 250, Hartley County School Land, Martin County, Texas.

Wolcott "B"

Lessor: George W. Knox.
Lessee: CrossFoot Properties, LLC.
Dated: January 19, 2011.
Recorded: Volume 294, Page 421 OPR, Martin County, Texas.
Land Description: The W/2 of the South 110 acres of the Southwest Quarter of the Northwest Quarter of League 251, Ward County School Land Survey, Martin County, Texas, containing 55 acres, more or less, and Part of the SW/4 of League 251, Ward County School Land Survey, Martin County, Texas, more particularly described as follows:
Beginning at the Northwest corner of said Quarter League; thence East along the North line of said Quarter League 1733.5'; thence South parallel to the West line of said Quarter League 1514'; thence West parallel to the North line of said Quarter League 1733.5'; thence North along the West line of said Quarter League 1514' to the point of beginning, containing 60 acres, more or less; All of said lands containing 115 acres, more or less.

BY  KIM CARTER
TERRY COUNTY CLERK

2016 MAR 14 PM 4:36

FILED FOR RECORD