

After Recording, Please Return To:

Jackson Walker L.L.P.  
2323 Ross Ave., Suite 600  
Dallas, Texas 75201  
Attn: S. Jordan Smith

**NOTICE OF SUBSTITUTE TRUSTEE'S SALE**

**DATE:** November 14, 2017

**DEED OF TRUST:** That certain Deed of Trust, Mortgage, Security Agreement, Assignment and Financing Statement dated effective December 1, 2016 (as amended or modified from time to time, the "Deed of Trust"), executed by Mortgagor (as defined below), as grantor, to James C. Lanshe, Esq., as trustee ("Trustee"), for the benefit of PPF 3 LLC, a Delaware limited liability company, as beneficiary ("Mortgagee"), recorded as Document Number 2016-00001338 in Vol. 666, Page 361, of the Real Property Records of Carson County, Texas, encumbering certain property described therein, including but not limited to the real property described on Exhibit A, attached hereto.

**OBLIGATIONS SECURED BY DEED OF TRUST:** Mortgagor's payment obligations pursuant to (i) that certain Production and Delivery Agreement dated effective December 1, 2016, between Mortgagee and Mortgagor, as from time to time supplemented, amended or restated (such Production and Delivery Agreement, as from time to time supplemented, amended or restated, being herein called the "Production and Delivery Agreement"); and (ii) that certain Conveyance of Overriding Royalty Interest dated effective December 1, 2016, from Mortgagor to Mortgagee recorded as Document Number 2016-00001337, Vol. 666, Page 336, of the Real Property Records of Carson County, Texas (the "Conveyance").

**MORTGAGEE:** PPF 3 LLC, a Delaware limited liability company

**MORTGAGOR:** GS Energy, LLC, a Delaware limited liability company

**PROPERTY:** "Property" means the real and personal property described on Exhibit A, attached hereto, including the Included Leases In Carson County, Texas and the Included Wells In Carson County, Texas. "Property" specifically excludes and does not include the leases and wells listed as "Excluded" in Exhibit A attached hereto, including the Excluded Leases In Carson County, Texas and the Excluded Wells In Carson County, Texas.

**SUBSTITUTE TRUSTEE:** Each of Jim Mills, Susan Mills, Emily Northern, Alexandra Zografos Holub, Carol Goodwin, Susan Bowers, S. Jordan Smith, John Holden, Jr. and David S. Stolle.

Substitute Trustee's Mailing Address:

c/o S. Jordan Smith  
Jackson Walker L.L.P.  
2323 Ross Ave., Suite 600  
Dallas, Texas 75201

FILED  
2017 NOV 14 PM 2:14  
CELESTE BROWN, CLERK  
CARSON COUNTY & DISTRICT CLERK  
CARSON COUNTY, TEXAS

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

December 5, 2017, 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:**

Front steps on the east side of the courthouse located at 501 Main Street, Panhandle, Texas 79068, or such other place designated for real property foreclosures pursuant to Section 51.002 of the Texas Property Code by the Commissioners Court of Carson County, Texas, in instrument(s) recorded in the Real Property Records of Carson County, Texas.

Mortgagee has advanced funds to Mortgagor in exchange for Mortgagor's obligation to deliver the proceeds of oil produced in connection with the Property (the "Transaction") which obligation is secured by the Property pursuant to terms of the Deed of Trust. The Deed of Trust, the Conveyance, the Production and Delivery Agreement and all other documents executed in connection with the Transaction, are referred to herein, collectively, as the "Transaction Documents."

Several defaults have occurred under the Deed of Trust as a result of, among other things, Mortgagor's failure to deliver oil or to pay all amounts due and owing under the Transaction Documents, and the failure of Mortgagor timely and properly to observe, keep or perform certain covenants, agreements, warranties and/or conditions set forth in the Transaction Documents, including but not limited to the following provisions in the Production and Delivery Agreement: §§ 2, 4(a), 4(b), 6(i), 6(ii), 6(v), 6(vii), 9, 11(a)(1), 11(a)(ii), 11(a)(iii), 11(a)(iv), 11(a)(v), 11(a)(vii), and 12 (the "Default"). Because of such Default, Mortgagee, the holder of the Deed of Trust lien securing payment of the obligations under the Transaction Documents, 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 Mortgagee's election to proceed against and sell both the real property and any personal property described in the Deed of Trust, in accordance with Mortgagee'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, I, Substitute Trustee or such other substitute trustee as Mortgagee 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.

  
S. Jordan Smith, Substitute Trustee

**EXHIBIT A**

**LEGAL DESCRIPTION OF THE OIL AND GAS LEASES AND WELLS**

**INCLUDED LEASES IN CARSON COUNTY, TEXAS**

<b>Lessor</b>	<b>Lessee</b>	<b>DATE</b>	<b>Recording Information</b>	<b>Excluded Wells, if any<sup>1</sup></b>
Trustees of S. B. Burnett et al	J.E. Crosbie	4/3/1924	Vol. 31, Pg. 635	
Trustees of S. B. Burnett et al	J.M. Huber Corporation	6/2/1936	Vol. 62, Pg. 560	
R C Ware, et al	Drilling and Exploration Company, Inc.	3/9/1953	Vol. 94, Pg. 580	
R C Ware, et al	Drilling and Exploration Company, Inc.	5/16/1953	Vol. 95, Pg. 292	

**INCLUDED WELLS IN CARSON COUNTY, TEXAS<sup>2</sup>**

<b>Lease</b>	<b>RRC#</b>	<b>Well #</b>	<b>API #</b>	<b>WI%</b>	<b>NRI%</b>
Burnett -A-	100	1	65-80957	100.00%	75.00%
Burnett -A-	100	3	65-80959	100.00%	75.00%
Burnett -A-	100	4	65-80960	100.00%	75.00%
Burnett -A-	100	5	65-80961	100.00%	75.00%
Burnett -A-	137588	7	65-31839	100.00%	75.00%
Burnett -A-	100	2W	65-02435	100.00%	75.00%
Burnett -B-	101	1	65-80962	100.00%	68.75%
Burnett -B-	101	2	65-80963	100.00%	68.75%
Burnett -B-	101	3	65-80964	100.00%	68.75%
Burnett -B-	101	4	65-80965	100.00%	68.75%
Burnett -B-	101	5	65-02445	100.00%	68.75%
Pickens	2482	4	65-30778	100.00%	75.00%
Pickens	2482	5	65-30797	100.00%	75.00%
Pickens	2482	3W	65-01093	100.00%	75.00%
Ware -A-	79	1	65-00407	100.00%	75.00%
Ware -A-	79	3	65-02635	100.00%	75.00%
Ware -A-	79	4	65-00435	100.00%	75.00%
Ware -A-	79	9	65-02416	100.00%	75.00%
Ware -A-	79	10	65-00536	100.00%	75.00%
Ware -A-	79	13	065-02638	100.00%	75.00%
Ware -A-	79	14	65-00436	100.00%	75.00%
Ware -A-	79	15	65-02419	100.00%	75.00%
Ware -A-	79	16	65-00431	100.00%	75.00%
Ware -A-	79	17	65-02639	100.00%	75.00%
Ware -A-	79	18	65-02640	100.00%	75.00%
Ware -A-	79	23	65-30640	100.00%	75.00%
Ware -A-	79	24	65-30641	100.00%	75.00%
Ware -A-	79	25	65-30665	100.00%	75.00%
Ware -A-	79	26	65-30668	100.00%	75.00%
Ware -A-	79	27	65-30666	100.00%	75.00%

<sup>1</sup> If any specific well(s) is being excluded from the lease listed, it is listed here [see Excluded Wells list below for reference number].

<sup>2</sup> This list is a nonexclusive list of wells from the leases listed above. Unless specifically excluded by the Excluded Wells list below, all wells from the above listed leases are to be included, whether contained in this list or not.

Ware -A-	79	28	65-30667	100.00%	75.00%
Ware -A-	79	29	65-30659	100.00%	75.00%
Ware -A-	79	1038	65-30736	100.00%	75.00%
Ware -B-	762	21	65-30664	100.00%	75.00%
Ware -B-	762	22	65-30661	100.00%	75.00%
Ware -B-	762	23	65-30662	100.00%	75.00%
Ware -B-	762	24	65-30663	100.00%	75.00%
Ware -B-	762	25	65-30660	100.00%	75.00%

**EXCLUDED LEASES IN CARSON COUNTY, TEXAS**

<b>Lessor</b>	<b>Lessee</b>	<b>Date</b>	<b>Recording Information</b>	<b>Excluded Wells<sup>3</sup></b>
B F and Ida Block	H C Tyrrell	4/19/1924	Vol. 29, Pg. 402	83-88
Greg Bobbitt	D J Sargent	6/16/1998	Vol. 288, Pg. 420	89-90
Mark Bobbitt	D J Sargent	6/16/1988	Vol. 288, Pg. 422	89-90
Louise Casey, et al	Charles T Wagner	9/15/1949	Vol. 86, Pg. 170	91-94
Louise Casey, et al	Charles T Wagner	3/8/1950	Vol. 87, Pg. 210	91-94

**EXCLUDED WELLS IN CARSON COUNTY, TEXAS<sup>4</sup>**

<b>Ref. #</b>	<b>Lease</b>	<b>RRC#</b>	<b>Well #</b>	<b>API #</b>	<b>WI%</b>	<b>NRI%</b>
83	Ida Block	143	2	65-81622	100.00%	75.00%
84	Ida Block	143	3	65-81623	100.00%	75.00%
85	Ida Block	143	4	65-81624	100.00%	75.00%
86	Ida Block	143	5	65-81625	100.00%	75.00%
87	Ida Block	143	7	65-81627	100.00%	75.00%
88	Ida Block	143	9	65-30815	100.00%	75.00%
89	Bobbitt	4417	1	65-30621	100.00%	75.00%
90	Bobbitt	4417	2	65-31306	100.00%	75.00%
91	Bryan	177	1	65-81761	100.00%	75.00%
92	Bryan	177	2	65-30614	100.00%	75.00%
93	Bryan	177	3	65-30581	100.00%	75.00%
94	Bryan	177	4	65-30979	100.00%	75.00%

**End of Exhibit A**

<sup>3</sup> Any known wells for the specific Excluded Lease is referenced below [see Excluded Well list for reference].

<sup>4</sup> This is a list of wells from the Included Leases list or Excluded Leases list above that are not being foreclosed upon at this time.