

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

SECURITIES AND EXCHANGE COMMISSION
Plaintiff,

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Civil Action No. 4:11-cv-655

v.

JAMES G. TEMME, and
STEWARDSHIP FUND, LP,
Defendants.

**ORDER GRANTING MOTION FOR AUTHORITY TO: (i) SELL OR ABANDON OIL
AND GAS INTERESTS; (ii) APPROVE SALES PROCEDURES; AND (iii) EXTEND
MARKETING AGREEMENT**

Came for consideration the Receiver’s Motion for Authority to: (i) Sell or Abandon Oil and Gas Interests, (ii) Approve Sales Procedures; and (iii) Extend Marketing Agreement (the “Motion”) filed by Keith M. Aurzada as receiver (the “Receiver”) for James G. Temme, Stewardship Fund, LP, and all other entities directly or indirectly controlled by James G. Temme or Stewardship Fund, LP, including, but not limited to, Stewardship Advisors, LLC, d/b/a Stewardship Advisors, LP, Stewardship Asset Management Genpar I, LLC, Stewardship Group, LLC, Destiny Fund, LP, and Stewardship Management, LP (collectively, the “Defendants”).

Based upon a review of the Motion and the pleadings on file the Court finds and concludes that (a) the relief requested in the Motion is in the best interests of the Receiver and his receivership estates; (b) proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and (c) good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and all of

the proceedings had before the Court in connection with the Motion. Therefore, it is hereby **ORDERED** that:

1. The Motion is **GRANTED**;
2. The Receiver may sell, transfer and convey the Oil and Gas Interests;¹
3. The Receiver will hold a 30-day open bid period commencing on the day after the entry of this Order;
4. The Receiver will not place any restrictions on who may bid on the Oil and Gas Interests, except having sufficient financing to close the transaction;
5. On the last day of the Bid Period, the Receiver will hold a public auction on the steps of the courthouse located at Federal Building, 101 East Pecan Street, Room 216, Sherman, Texas 75090 from 9:00 am until 10:00 am CST;
6. The Receiver will open the auction with the highest bid received during Bid Period (the "Opening Bid") and will accept any bids at the auction that exceed the Opening Bid;
7. The sale of the Oil and Gas Interests will be conducted "AS IS – WHERE IS", and no warranties of any kind will be provided;
8. The Receiver shall be allowed to sell the Oil and Gas Interests to the highest bidder at the auction without further approval of this Court so long as the Receiver files a notice of sale. The notice of sale shall identify at minimum: (i) terms of sale; (ii) price to be paid; and (iii) the name of the buyer. If no objection is filed to the notice of sale within three (3) business days, the sale will be deemed approved, and the Receiver shall be entitled to close the transaction;

¹ All capitalized terms not defined herein are given the meaning ascribed to them in the Motion.

9. In the event the Oil and Gas Interests are not sold at the auction, the Receiver may, in his sole discretion abandon the Oil and Gas Interests;

10. Within a reasonable time after this Order is entered, the Receiver shall post this Order on www.stewardshipfundreceivership.com.