FORM 38 Rev

### State of Colorado Oil and Gas Conservation Commission

1120 Lincoln street, Suite 801, Denver, Colorado 80203 (303) 894-2100 Fax: (303) 894-2109

FOR OFFICIAL USE ONLY

#### PAYMENT OF PROCEEDS HEARING REQUEST

This form may be submitted only by a payee legally entitled to payment from proceeds derived from the sale of oil, gas, or associated products from a well in Colorado. The payee is to complete this form (one form per well), attach required documentation and mail to: COGCC, 1120 Lincoln Street, Suite 801, Denver, Colorado 80203 or fax to: (303) 894-2109. COGCC will investigate the report and determine what action, if any, should be taken.

PAYEE IN	<u>IFORMATION</u>
NAME OF PAYEE: Incline Niobrara Partners LP	<b>PHONE NO:</b> (214) 274-3800
ADDRESS: 5019 N. Central Expy, Suite B	FAX:
CITY: Dallas STATE: TX ZIF	75205 E-MAIL: info@inclineresources.com
	PAYEE NUMBER: 1591463-1
MINERAL	INFORMATION
WELL NAME: Ellie LD26-615	COUNTY: Weld
QTR/QTR SEC: TOWNSHIP: RANGE:	
SESE-28-9N-58W	API NUMBER: 05-123-43321
NON-COMPLIANCE	ISSUES NOT RESOLVED
(PLEASE CHECK	ALL THAT APPLY)
Required checkstub detail not provided:	X
Late payment	X
Non payment	X
No interest paid on late payment	X
No response to Form 37 inquiry	

FORM 38

1/10

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ADDRESS: 5019 N. Central Expy, Suite B	FAX:
CITY: Dallas STATE: TX ZIP: 75205	E-MAIL: info@inclineresources.com
RAYBUTA A E TRUTO D	PAYEE NUMBER: 1591463-1
MINERAL INFOR	MATION
WELL NAME: Ellie LD26-625 COUNT	Y: Weld
QTR/QTR SEC: TOWNSHIP: RANGE:	
SESE-28-9N-58W API NU	MBER: 05-123-43322
NON-COMPLIANCE ISSUES	NOT RESOLVED
(PLEASE CHECK ALL T	HAT APPLY)
Required checkstub detail not provided:	X
Late payment	<u>X</u>
Non payment	X
No interest paid on late payment	X
No response to Form 37 inquiry	

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PAYEE INFORMATION

NAME OF PAYEE: Incline Niobrara Partners LP	<b>PHONE NO:</b> (214) 274-3800
ADDRESS: 5019 N. Central Expy, Suite B	FAX:
CITY: Dallas STATE: TX Z	IP: 75205 E-MAIL: info@inclineresources.com
	PAYEE NUMBER: 1591463-1
<u>MINERAL</u>	LINFORMATION
WELL NAME: Ellie LD26-635	COUNTY: Weld
QTR/QTR SEC: TOWNSHIP: RANGE:	
SESE-28-9N-58W	API NUMBER: 05-123-43319
NON-COMPLIANCE	ISSUES NOT RESOLVED
(PLEASE CHEC	K ALL THAT APPLY)
Required checkstub detail not provided:	X
Late payment	X
Non payment	X
No interest paid on late payment	X
No response to Form 37 inquiry	<del></del>



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PAYEE INFORMATION

NAME OF PAYEE: Incline Niobrara Partners LP	PHONE NO: (214) 274-3800								
ADDRESS: 5019 N. Central Expy, Suite B FAX:									
CITY: Dallas STATE: TX	X ZIP: 75205 E-MAIL: info@inclineresources.com								
	PAYEE NUMBER: 1591463-1								
MINE	RAL INFORMATION								
WELL NAME: Ellie LD26-645	COUNTY: Weld								
QTR/QTR SEC: TOWNSHIP: RAM	NGE:								
SESE-28-9N-58W	API NUMBER: 05-123-43320								
NON-COMPLIAN	ICE ISSUES NOT RESOLVED								
(PLEASE CH	IECK ALL THAT APPLY)								
Required checkstub detail not provided:	X								
Late payment	X								
Non payment	X								
No interest paid on late payment	x								
No response to Form 37 inquiry									

#### State of Colorado Oil and Gas Conservation Commission Form 37

been put into jibnetting and approved to pay status. They have been approved for October check-write.  Signature: Contact Phone Number: 720-587-2293  Name: Jonathan Haller						Form 37							
Name of Payeer   Incline Nichrara Partners, IP		ı	PAYMENT OF	PROCEEDS				N PAYOR CO	NTACT FORM				
Address:   \$0.39 N. Central Expressway   Face	Name of Pavee:	Incline Niob	rara Partners.	I.P	FAIL	E INFORIVE	TION	Phone No:		214-274-3800			
Contact: Blake Beavers    MINERAL INFORMATION						een, marrelen, ,		<del> </del>		27.1.0000			
State   Blake Beaves   State   Sta					TX	Zip:	75205		info@i	nclineresources.com			
Weld   April   County   Weld   County   Weld   County	Contact:	Blake Beave	rs		-t-,			·!···					
Weld   April   County   Weld   County   Weld   County													
Request   Section   Township   Range   SW   O5-123-43321						RAL INFORM	IATION		•				
REQUEST FOR PAYMENT OF PROCEEDS INFORMATION  Month & Year    Month & Year   Month & Year   Jan-1-7													
REQUEST FOR PAYMENT OF PROCEEDS INFORMATION  The name, number, or a combination of of name and number that identifies the lease, property, unit or well for which payment is being made.  The month and year during which the sale occurred.  The month and year during which the sale occurred.  The total quantity of product sold attributable to such payment, including the units of measurement.  The price received per unit of measurement. (Price per barrel in the case of oil and price per thousand cubic feet (MCF) or price per million British Thermal Units ("MMBTU") in the case of gas.)  The total amount of severance taxes and any other production taxes or levies applied to the sale.  The payee's interest in the sale, expressed as a decimal and calculated to at least the sakth decimal place.  The payee's share of the sale before any deductions or adjustments made by the payor or identified with the payment.  The payee's share of the sale after any deductions or adjustments made by the payor or identified with the payment.  The payee's share of the sale after any deductions or adjustments made by the payor or identified with the payment.  Additional Information Reguested  Written explanation of deductions or adjustments over which payor has control or information, (whether or not identified with the payment, regarding:  Total well costs to date:  \$ 4,834,955  Net to payee does not include payees share of costs attributed to their interest. Actual amount paid will be paid minus all costs attributed to the payees's hare of costs:  Net to payee does not include payees share of costs attributed to their interest. Actual amount paid will be paid minus all costs attributed to the payees's share of costs:  Net to payee does not include payees share of costs attributed to their interest. Actual amount paid will be paid minus all costs attributed to the payees's share of costs attributed to their payees. Pay Payees share.  Payee's share of costs:  Net to payee does not include payees share of costs attributed to their interest.										· · · · · · · · · · · · · · · · · · ·			
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Month & Year    Month & Year   Month & Year   Jan-17   Jan-17   Jan-17   Jan-17     The total quantity of product sold attributable to such payment, including the units of measurement.   Month & Year   Jan-17     Month & Year   Jan-17   Jan-17   Jan-17   Jan-17     Month & Year   Jan-17   Jan-17   Jan-17     Month & Year   Jan-17     Month & Year   Jan-17     Jan-17   Jan-17   Jan-17     Month & Year   Jan-17     Jan-17   Jan-17   Jan-17     Month & Year   Jan-17     Jan-17   Jan-17     Month & Year   Jan-17     Jan-17   Jan-17     Month & Year   Jan-17     Jan-17   Jan-17     Month & Year   Jan-17     Month & Year   Jan-17     Jan-17   Jan-17     Jan-17   Jan-17     Mole Company   Jan-17     Month & Year   Jan-17     Mole Company   Mole Company   Mole Company     Mole Company   Jan-17     Mole Company   Jan-17     Mole Company   Jan-17     Mole Energy   Inc.     Jon Noble Energy   Inc.     Mole Energy   Inc.     Jon Noble Energy   Inc.     Jon Nob						t lucilliles (	.110						
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Sixth decimal place.  The payee's share of the sale before any deductions or adjustments made by the payor or identified with the payment.  The payee's share of the sale after any deductions or adjustments made by the payor or identified with the payment.  The payee's share of the sale after any deductions or adjustments made by the payor or identified with the payment.  The payee's share of the sale after any deductions or adjustments made by the payor or identified with the payment.  An address and telephone number from which additional information may be obtained and questions answered.  Additional information Requested  Written explanation of deductions or adjustments over which payor has control or information, (whether or not identified with the payment, regarding:  Total well costs to date: \$ 4,834,955		rest in the sal	a everessed	es a decima	l and calcul	ated to at le	ast the	<u> </u>					
The payee's share of the sale before any deductions or adjustments made by the payor or identified with the payment.  The payee's share of the sale after any deductions or adjustments made by the payor or identified with the payment.  The payee's share of the sale after any deductions or adjustments made by the payor or identified with the payment.  An address and telephone number from which additional information may be obtained and questions answered.  Additional Information Requested  Written explanation of deductions or adjustments over which payor has control or information, (whether or not identified with the payment, regarding:  Total well costs to date: \$ 4,834,955			с, схртсээси г	as a accimic	ir aria carcar	accu to at it	ast the		0.01	.0450			
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identified with the payment.  An address and telephone number from which additional information may be obtained and questions answered.  Additional Information Requested  Written explanation of deductions or adjustments over which payor has control or information, (whether or not identified with the payment, regarding:  Total well costs to date: \$ 4,834,955								\$ 48,609					
Noble Energy, Inc. 1001 Noble			after any ded	uctions or a	djustments	made by th	e payor or	Ś		38 476			
An address and telephone number from which additional information may be obtained and questions answered.    Additional Information Requested	identified with t	he payment.						Ÿ	N. I.I. E.				
An address and telephone number from which additional information may be obtained and questions answered.    Additional Information Requested	]												
Additional Information Requested  Written explanation of deductions or adjustments over which payor has control or information, (whether or not identified with the payment, regarding:  Total well costs to date: \$ 4,834,955	An address and	telenhone nu	mber from wh	vich additio	nal informa	tion may be	ohtained						
Additional Information Requested  Written explanation of deductions or adjustments over which payor has control or information, (whether or not identified with the payment, regarding:  Total well costs to date: \$ 4,834,955	1		inder month wi	nen adares	mai miorina	icion may be	. obtained						
Written explanation of deductions or adjustments over which payor has control or information, (whether or not identified with the payment, regarding:  Total well costs to date: \$ 4,834,955													
regarding:  Total well costs to date: \$ 4,834,955								**					
Total well costs to date: \$ 4,834,955   S 4,	150	tion of deduct	tions or adjus	tments ove	r which pay	or has cont	rol or inforn	nation, (whe	ther or not ide	ntified with the payment,			
Payee's share of costs:  Net to payee: \$ 38,476				1	·	1		<del>,</del>		1			
Net to payee:  Net to payee does not include payees share of costs attributed to their interest. Actual amount paid will be paid minus all costs attributed to the payees share.  PAYMENT OF PROCEEDS - PAYOR RESPONSE  The payor, Noble Energy, Inc. ("Noble"), responded to this request on the date below as required by CRS 34-60-118.5(2.5). The payor must respond within 60 days unless an extension is granted by the payee. Form 37 requires that the requesting party submit one form per well; Incline sumbitted one form for all four wells. Noble has responded with a response for each well. JIBs were sent to Incline and due by August 31, 2017. Per our records Incline is delequent on their JIBs for all four wells. We have been notified that Incline pays 60 days out and have now been put into jibnetting and approved to pay status. They have been approved for October check-write.  Signature:  Contact Phone Number:  720-587-2293  Name: Jonathan Haller	Total well costs	to date:	\$ 4,834,955					ļ					
Net to payee:  Net to payee does not include payees share of costs attributed to their interest. Actual amount paid will be paid minus all costs attributed to the payees share.  PAYMENT OF PROCEEDS - PAYOR RESPONSE  The payor, Noble Energy, Inc. ("Noble"), responded to this request on the date below as required by CRS 34-60-118.5(2.5). The payor must respond within 60 days unless an extension is granted by the payee. Form 37 requires that the requesting party submit one form per well; Incline sumbitted one form for all four wells. Noble has responded with a response for each well. JIBs were sent to Incline and due by August 31, 2017. Per our records Incline is delequent on their JIBs for all four wells. We have been notified that Incline pays 60 days out and have now been put into jibnetting and approved to pay status. They have been approved for October check-write.  Signature:  Contact Phone Number:  720-587-2293  Name: Jonathan Haller						İ							
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Net to payee does not include payees share of costs attributed to their interest. Actual amount paid will be paid minus all costs attributed to the payees share.  PAYMENT OF PROCEEDS - PAYOR RESPONSE  The payor, Noble Energy, Inc. ("Noble"), responded to this request on the date below as required by CRS 34-60-118.5(2.5). The payor must respond within 60 days unless an extension is granted by the payee. Form 37 requires that the requesting party submit one form per well; Incline sumbitted one form for all four wells. Noble has responded with a response for each well. JIBs were sent to Incline and due by August 31, 2017. Per our records Incline is delequent on their JIBs for all four wells. We have been notified that Incline pays 60 days out and have now been put into jibnetting and approved to pay status. They have been approved for October check-write.  Signature:  Contact Phone Number:  720-587-2293  Name: Jonathan Haller			\$ 38,476	I	1	T	<u> </u>			T			
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Signature: Contact Phone Number: 720-587-2293 Name: Jonathan Haller										s ou days out and have now			
Name: Jonathan Haller	peen put into jit	onetting and a	pproved to pa	ay status. I	ney nave be	en approve	u for Octob	er cneck-wr	ile.				
Name: Jonathan Haller	Signature	T				, ,	Contact Dh	one Numbe		720-587-2293			
		Ionathan Ha	ller				Some Fr	TOTIC MUTIDE		1.25 00, 2250			
Title: Landman Date: 9/28/2017	Title:	Landman			20002		Date:		9/28	/2017			

# State of Colorado

			O	il and Gas (	Conservatio Form 37	n Commissi	on		
					romi 37				
		PAYMENT OF	PROCEEDS	- SALES VO	LUME RECO	DNCILIATIO	N PAYOR CO	NTACT FORM	
				PAYE	E INFORMA	NOITA	r		
Name of Payee:		brara Partners	<del></del>				Phone No:		214-274-3800
Address:		ntral Expressy		l	Ta:	1 77005	Fax:		
City:	Dallas		State:	TX	Zip:	75205	Email:	<u>info@ir</u>	nclineresources.com
Contact:	Blake Beav	ers				<del> </del>			
			<del></del>	MINE	RAL INFORM	/ΔΤΙΩΝ			
Well Name:		FII	ie LD26-62		UNE HAT ONLY	County:		W	eld
Qtr/Qtr	Section	Town		<del></del>	nge		I	API Numbe	
S2	26,27	91			3W			05-123-4332	22
		•							
				FOR PAYM			<u>DRMATION</u>		
The name, num	ber, or a com	bination of of	name and	number tha	t identifies	the			
lease, property,	unit or well	for which payr	nent is bei	ng made.					
								th & Year	Month & Year
The month and								an-17	Jan-17
The total quanti	ty of produc	t sold attributa	able to such	n payment, i	including th	e units of	BBI	s of Oil	MCF of Gas
measurement. The price receiv	ad nagrinit e	f manaurama	at (Drice no	or borrol in t	ha caca af	ail and	Drice per	87,316 BBL Average	47,365 Price per MCF Average
price per thousa								DDL Average	Price per Micr Average
("MMBTU") in t			ce per min	OH BITCISH H	ierriai Onic		\$	48.96	\$ 3.69
The total amour			ny other pi	roduction ta	xes or levie	s applied			
to the sale.			,				\$		43,058
The payee's inte	rest in the s	ale, expressed	as a decim	al and calcu	lated to at I	east the		0.01	.0450
sixth decimal pla								0.01	.0430
The payee's sha			eductions o	or adjustme	nts made by	the payor	\$		46,501
or identified wit			l.,_t;		a mada bu t	ha navar ar			
The payee's sha identified with t			luctions or	aajustment	s made by t	ne payor or	\$		36,828
identified with t	ne payment							Noble Er	iergy, Inc.
1									Energy Way
An address and	telephone n	umber from w	hich additi	onal inform	ation may b	e obtained		Houston,	TX 77070
and questions a	nswered.							(281) 8	72-3100
						n Requeste			
1	tion of dedu	ctions or adju	stments ov	er which pa	yor has con	trol or infor	mation, (wh	ether or not ide	entified with the payment,
regarding:	4- 4-1-	C4 824 0EE	l		T	<u> </u>	I Total		I
Total well costs	to date:	\$4,834,955							
Payee's share of	costs:				<del></del>				
Net to payee:		\$ 36,828		4 200 2000					
Net to payee d	oes not inclu	ide payees sha	re of costs	attributed t	to their inte	rest. Actual	amount paid	d will be paid m	inus all costs attributed to
					e payees sh				
	400 1000000000		PAY	MENT OF P	ROCEEDS - I	PAYOR RESP	ONSE		
	0.000								
The payor, Nobl	e Energy, Inc	c. ("Noble"), re	esponded to	o this reque	st on the da	te below as	required by	CRS 34-60-118	.5(2.5). The payor must
									mit one form per well;
Incline sumbitte	ed one form	for all four we	lls. Noble h	as responde	ed with a re	sponse for e	ach well. JIB	s were sent to	Incline and due by August
31, 2017. Per o	ur records In	icline is delequ	ent on the	ir JIBs for al	I tour wells.	We have be	en notified	that incline pay	s 60 days out and have
now been put in	nto jibnetting	g and approve	a to pay sta	itus. They h	ave been ap	proved for	octoper che	ck-write.	· · · · · · · · · · · · · · · · · · ·
Clamature	T		<del></del>			Contact Di	one Numbe	yr.	720-587-2293
Signature: Name:	Jonathan I	-laller		<del> </del>		Contact Pl	TOTAL MAINING		1,20 00, 2200
Title:	Landman	101101				Date:		9/28	/2017
	1==::-						<del> </del>		

# State of Colorado Oil and Gas Conservation Commission Form 37

	ı	PAYMENT OF			Form 37	ONCILIATION		NTACT FORM				
				PAYI	EE INFORM	ATION						
		orara Partners					Phone No:		214-274-3800			
Address:	5019 N. Central Expressway Fax:											
City:	Dallas		State:	TX	Zip:	75205	Email:	<u>info@i</u> ı	nclineresources.com			
Contact:	Blake Beave	ers		** **								
					RAL INFORM	T						
Well Name:			ie LD26-63!			County:			eld			
Qtr/Qtr	Section	Towns			inge		4	API Numbe				
S2	26,27 9N 58W 05-123-43319											
			DECHIECT	COB BAVAA	ENT OF DR	OCCUPA INICO	DRAATION					
The name, number	er ora com	hination of of				the	RIVIATION					
lease, property, u					at lucilities	uic						
rease, property, a	incor won i	or willen payr	ilene is sen	ig maac.			Mon	th & Year	Month & Year			
The month and ye	ear during w	hich the sale	occurred.					an-17	Jan-17			
The total quantity				n payment.	including th	e units of		s of Oil	MCF of Gas			
measurement.	a. p. caac.			. p.,				71,451	37,773			
The price received	d per unit o	f measuremer	nt. (Price pe	er barrel in	the case of	oil and	Price per	BBL Average	Price per MCF Average			
price per thousan												
("MMBTU") in the							\$	48.63	\$ 3.62			
The total amount	of severand	e taxes and a	ny other pr	oduction ta	ixes or levie	s applied	\$		34,935			
to the sale.							٧		34,933			
The payee's interest		le, expressed	as a decim	al and calcu	lated to at	least the		0.01	.0450			
sixth decimal plac												
The payee's share			eductions c	or adjustme	nts made by	y the payor	\$		37,734			
or identified with The payee's share			untions or	adiustraant	a mada bu	he naver er						
identified with the		arter any ded	uctions of	aujustmem	s made by i	ine payor or	\$		29,879			
identified with the	e payment.							Noble Er	nergy, Inc.			
a.									Energy Way			
An address and te	elephone nu	ımber from w	hich additio	onal inform	ation may b	e obtained			TX 77070			
and questions ans								(281) 8	72-3100			
							•					
						n Requeste						
Written explanati	on of deduc	ctions or adjus	stments ov	er which pa	yor has con	trol or infor	mation, (wh	ether or not ide	entified with the payment,			
regarding:				q					T Y . Y			
Total well costs to	date:	\$4,834,955					İ					
							1					
Payee's share of o	a cto			<u> </u>	<u> </u>	<u> </u>		l	L			
	osts:	\$ 29,879		1	1		Ι	<u> </u>	1			
Net to payee:						wast Astust	amaunt nai		inus all costs attributed to			
Net to payee do	es not inclu	ae payees sna	re or costs				amount par	a wiii be paid m	inus all costs attributed to			
			DAV		e payees sh	PAYOR RESP	ONCE	* -				
			PATI	WENT OF P	KUCEED3 -	PATON NESP	ONSE					
The payor Noble	Energy Inc	("Noble") re	senondad to	this reque	st on the da	ate helow as	required by	CRS 34-60-118	.5(2.5). The payor must			
									omit one form per well;			
									Incline and due by August			
31 2017 Per our	r records In	or an rour wer dine is delean	ent on the	ir IIBs for al	I four wells	. We have he	en notified	that Incline pay	s 60 days out and have			
now been put inte												
now seem par inte	o jiwaccang	and approved	. to pay sto			1	211110, 0,10					
Signature:						Contact Ph	one Numbe	r:	720-587-2293			
Name:	Jonathan H	aller										
Title:	Landman					Date:		9/28	/2017			

# State of Colorado Oil and Gas Conservation Commission Form 37

			-		Form 37		<b></b>					
		PAYMENT OF	PROCEEDS	- SALES VO	LUME RECO	NCILIATION	N PAYOR CO	NTACT FORM				
Name of Payee:	Inclina Nia	hrara Bartners	i D	PAYE	E INFORMA	ATION	Phone No:		214-274-3800			
Address:		entral Expressw			·····		Fax: 214-274-5800					
City:	Dallas	intra Expressiv	State:	TX	Zip:	75205	Email:	info@i	nclineresources.com			
Contact:	Blake Beav	ers	otate.	11/4	Irih.	/3203	Ellian.	mown	icineresources.com			
	Diane Dear				v ,							
				MINER	RAL INFORM	TATION						
Well Name:		Elli	e LD26-645			County:		w	'eld			
Qtr/Qtr	Section	Towns	ship	Ra	ange			API Numbe	r			
S2	26,27	9N		5	8W			05-123-4332	20			
<del></del>												
<b>T</b> L		1:				CEEDS INFO	RMATION					
The name, numb					t identifies f	he						
lease, property, u	mit or weil	for which paym	ient is bein	g made.			Mont	th & Year	Manth C Vari			
The month and y	oor during s	which the color	accurred						Month & Year			
The total quantity				naumont is	ocluding the	units of		n-17 s of Oil	Jan-17 MCF of Gas			
measurement.	y or produce	t solu atti ibutai	ole to such	payment, n	including the	: units or	BBL	89,157	47,657			
The price receive	d per unit o	of measuremen	t. (Price per	barrel in th	he case of o	il and price	Price per	BBL Average	Price per MCF Average			
per thousand cub								***************************************				
the case of gas.)	endor to environment. • Action = 0	500 TO 1900 TO				,	\$	48.74	\$ 3.63			
The total amount	of severan	ce taxes and an	y other pro	duction tax	kes or levies	applied to	\$		42 724			
the sale.							ې		43,724			
The payee's inter sixth decimal place		ale, expressed a	as a decima	l and calcul	ated to at le	ast the		0.01	0450			
The payee's share		before any de	ductions or	adiustmen	ts made by	the payor						
or identified with				aaja2		paya.	\$		47,220			
The payee's share		-	ictions or a	djustments	made by th	e payor or	\$	1 1000	37,402			
identified with th	e payment.	·					7					
									ergy, Inc.			
An address and to	alanhana ni	umbar fram wh	ich additio	nal informa	tion may be	obtained			Energy Way			
and questions an		uilibei ilolli wii	iicii auuitioi	ilai iiiiOiiila	ition may be	e obtained Houston, TX 77070 (281) 872-3100						
and questions an	swereu.						ł	(201) 6	72-3100			
				Additional	Information	n Requested						
Written explanat	ion of dedu	ctions or adjust						ther or not ider	tified with the payment,			
regarding:							10) 1980					
Total well costs to	o date:	\$ 4,834,955										
Davisals share of					<u> </u>	<u> </u>	l		L			
Payee's share of on Net to payee:	LUSIS;	\$ 37,402		1 1		T	<del>Г </del>					
	os not inclu		ro of costs	<u> </u>  -+++ib+++ad +	a thair into	oct Actual	L	will be poid mi	nus all costs attributed to			
Net to payee ut	ies not incit	ide payees silai	16 01 00212		e payees sha		aniount paid	will be paid in	nus all costs attributed to			
			ΡΔΥΝ			AYOR RESP	ONSE	3				
						(11.911./1.1.97	<u> </u>					
respond within 6	0 days unle	ss an extension	is granted	by the paye	ee. Form 37	requires tha	at the reques	sting party subr	5(2.5). The payor must nit one form per well;			
									cline and due by August			
V7									60 days out and have now			
been put into jibr	netting and	approved to pa	y status. Th	ney have be	en approve	a for Octob	er check-wri	te.				
Signature:	· · · · ·					Contact Ph	one Number	··	720-587-2293			
Name:	Jonathan F	laller	<del></del>			Jontacerii	C.IC HUILDE		1.22 50, 2250			
Title:	Landman					Date	1	9/28	/2017			

NAME OF PAYEE: Incline Niobrara Partners, LP

**Print Form** 

FORM 37 Rev

01/10

#### State of Colorado Oil and Gas Conservation Commission

1120 Lincoln street, Suite 801, Denver, Colorado 80203 (303) 894-2100 Fax: (303) 894-2109

FOR OFFICIAL USE ONLY

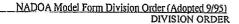
# PAYMENT OF PROCEEDS – SALES VOLUME RECONCILIATION PAYOR CONTACT FORM

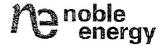
This form may be submitted only by a payee legally entitled to payment from proceeds derived from the sale of oil, gas, or associated products from a well in Colorado. The payee is to complete this form (one form per well) and submit it to the payor issuing the payment. Operator addresses may be found at the COGCC website <a href="cogco.state.co.us">cogco.state.co.us</a> at DATABASE under the category NAME, ADDRESS AND FINANCIAL ASSURANCE. This form must be submitted to the payor via certified mail. Using this form to request information will not replace the need for a financial audit.

**PAYEE INFORMATION** 

PHONE NO: 214-274-3800

ADDRESS: 5019 N. Central Expre	ssway		FAX:					
CITY: Dallas	STATE:TX	ZII	P: 75205	E-MAIL	.:info@in	clineresou	rces.com	
SIGNATURE:	23			PAYEE	NUMBER	1591463	-1	$\neg \neg$
	MINE	RA	L INFOR	MATIO	N			
WELL NAME: See Attached Di	vision Orders	7	COUNTY:				*	
QTR/QTR SEC: TOWNS	HIP: RANG	E:	API NUME	***************************************	Attached	Division C	orders	
S2 26_27 9N	58W					3 %		
Payee should mark appropriate entri also attach a copy of the checkstub v		ng in	formation req	uired by Cl	RS 34-60-			
The name, number, or a combinati unit or well for which payment is b		nun	nber that ide	ntifies the	lease, pro	perty,	<u>x</u>	
The month and year during which	the sale occurre	d.					<u>x</u>	
The total quantity of product sold measurement.	attributable to s	uch	payment, inc	cluding the	units of		x	
The price received per unit of mea thousand cubic feet (MCF) or price gas.)							<u>x</u>	
The total amount of severance tax sale.	es and any othe	r pro	oduction taxe	es or levie	s applied	to the	<u>x</u>	
The payee's interest in the sale, ex decimal place.	pressed as a de	cim	al and calcul	lated to at	least the	sixth	<u>x</u>	
The payee's share of the sale befo identified with the payment.	re any deduction	ns o	r adjustment	ts made by	the payo	ror	<u>x</u>	
The payee's share of the sale after identified with the payment.	any deductions	ora	adjustments	made by t	he payor	or	<u>x</u>	
An address and telephone number questions answered.	r from which add	ditio	nal informati	ion may be	obtained	and	<u>x</u>	
Ado	litional Inf	ori	mation R	tequest	ed			
[Note: This section asks for the add Written explanation of deduction (whether or not identified with	ons or adjustm	ent	s over whic					
Payor is in violation of				a)				_
Meter calibration testing record	is X		Prod	uction re	porting r	ecords	<u>x</u>	
<u>PAYMEN</u>	T OF PROC	EE	DS - PAY	OR RE	SPONS	<u>E</u>		
The payor,as required by CRS 34-60-118.5	(2.5). (The payo	or mi	, respon ust respond	ded to this within 60	s request days.) I/v	on ve could no		date)
information concerning				fc	r the follo	wing reaso	ons:	
Name			Contac	t Phone N	lumber			





Return To:

Noble Energy, Inc.

1625 Broadway, Suite 2200

Denver, CO 80202

Desk Code:

MRS

Date:

January 24, 2017

Property Name:

SEE EXHIBIT A
NOBLE ENERGY, INC
Weld County, Colorado

Operator: County and State: Product:

ALL

OWNER NAME / ADDRESS	PROPERTY #	OWNER#	INTEREST
INCLINE NIOBRARA PARTNERS LP	SEE EXHIBIT A	1591463-1	SEE EXHIBIT A

The undersigned certifies the ownership of their decimal interest in production or proceeds as described above payable by Noble Energy, Inc. (Noble).

Noble shall be notified, in writing of any change in ownership decimal interest, or payment address. All such changes shall be effective the first day of the month following receipt of such notice.

Noble is authorized to withhold payment pending resolution of a title dispute or adverse claim asserted regarding the interest in production claimed herein by the undersigned. The undersigned agrees to indemnify and reimburse Noble any amount attributable to an interest to which the undersigned is not entitled.

Noble may accrue proceeds until the total amount equals \$25.00, or clear ALL payable proceeds annually if said accrued total amount is less than \$25.00, or as required by applicable state statute.

This Division Order does not amend any lease or operating agreement between the undersigned and the lessee or operator or any other contracts for the purchase of oil or gas.

In addition to the terms and conditions of this Division Order, the undersigned and Noble may have certain statutory rights under the laws of the state in which the property is located

Special Clauses:
Owner(s) Signature(s): Blube Beavers Vice President-Land
Owner(s) Social Security or Tax I.D. Number(s): 61-1767857
Owner Daytime Telephone No.: Owner Fax No.:
Address:

Federal Law requires you to furnish your Social Security or Taxpayer Identification Number. Failure to comply will result in tax withholding and will not be refundable by Noble.

# **EXHIBIT A**

# INCLINE NIOBRARA PARTNERS LP-1591463

l Spacing Unit	0.00078374 T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	).00078374 T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	).00078374 T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	0.00825542 19N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	0.00078374 T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	).00078374 T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	).00078374 T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	0.00825542 19N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	).00078374 T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	0.00078374 T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	0.00078374 T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	0.00825542 T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	.00078374 T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	).00078374 T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	0.00078374 T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO	0.00825542 T3N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES, MORE OR LESS, WELD COUNTY, CO
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\	ELLIE LD26-615 CN	API- 05-103-43301	12001-021-00-11	\	ELLIE LD26-625 CN	API- 05-123-43322	1	\	ELLIE LD26-635 CN	ADI OF 400 40040	WI 504-071-00-177	>	ELLIE LD26-645 CN	API- 05-123-43320	21001	



October 6,2017

Dear Customer:

The following is the proof-of-delivery for tracking number 779735724780.

**Delivery Information:** 

Status: Delivered **Delivery location:** 

1625 BROADWAY

STE 2200

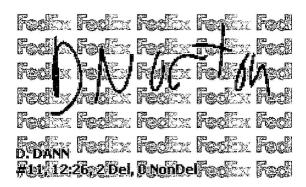
Denver, CO 80202 **DDANN** 

Signed for by: Service type: Special Handling:

FedEx Ground

Delivery date:

Jul 31, 2017 12:27



**Shipping Information:** 

Tracking number:

779735724780

Ship date: Weight:

Jul 27, 2017 1.0 lbs/0.5 kg

Recipient:

Zak Shearon Noble Energy, Inc. 1625 Broadway, Suite 2200 DENVER, CO 80202 US

Shipper:

Incline Niobrara Partners LP William Francis 5019 N. Central Expy. Dallas, TX 75205 US

Thank you for choosing FedEx.



#### Blake Beavers <blake@inclineresources.com>

#### Re: Form 37 Response - Ellie Wells

1 message

William Francis <william@inclineresources.com>

Thu, Oct 5, 2017 at 5:46 PM

To: Jonathan Haller < Jonathan. Haller@nblenergy.com>

Cc: Steve Hawthorne <Steve.Hawthorne@nblenergy.com>, Casey Kimble <Casey.Kimble@nblenergy.com>, "blake@inclineresources.com" <blake@inclineresources.com>, Mike Whitcomb <Mike.Whitcomb@nblenergy.com>, Gary Wilson <Gary.D.Wilson@nblenergy.com>, Jeffrey McGaughran <Jeff.McGaughran@nblenergy.com>

I'm asking for you to document your claims that we were delinquent and informed of our delinquency in paying our JIBs.

On Oct 5, 2017, at 5:26 PM, Jonathan Haller < Jonathan. Haller @nblenergy.com > wrote:

Hello William,

I'm confused on your question. Are you asking why Incline was not put into pay initially or if you are in pay now?

Incline is going to be paid for their outstanding Working and Royalty Interest this month.

Jonathan

From: William Francis [mailto:william@inclineresources.com]

Sent: Thursday, October 05, 2017 3:47 PM

**To:** Jonathan Haller < Jonathan. Haller@nblenergy.com>

Cc: Steve Hawthorne < Steve. Hawthorne@nblenergy.com>; Casey Kimble

<Casey.Kimble@nblenergy.com>; blake@inclineresources.com; Mike Whitcomb

<Mike.Whitcomb@nblenergy.com>; Gary Wilson <Gary.D.Wilson@nblenergy.com>

Subject: EXTERNAL: Re: Form 37 Response - Ellie Wells

As Incline has always tendered all of our JIBs in a timely fashion and has never breached its financial obligations to any of the 10+ companies that operate wells on our working interest, I'm more than aware that we have viewed and accepted the JIBs you're referencing in your updated response just now. However, I'm a little confused as to how viewing and accepting JIBs on EnergyLink grants Noble the right to violate CRS 34-60-118.5, as it appears you're arguing here.

What's at issue is that it appears that Noble is withholding Incline's funds related to our working interest until we file a Form 37, at which point Noble will then make false allegations that Incline is delinquent on our JIBs with zero evidence justifying those claims. I would hope that this is an oversight on Noble's part and there is no explicit malfeasance on your end. However, in order to ensure that this is the case and to protect our shareholders, Incline is still requesting that Noble provide the records which were cited in your original response dated 9/28/2017, which stated "Per our records Incline is deleguent on their JIBs for all four wells".

If you cannot provide those records by end of business tomorrow or agree to tender us a check for the interest required by the COGCC payment of proceeds rules, we plan on moving forward with filing the Form 38.

Please call me if you have any questions about what I've stated here.

Thanks,

William Francis

Managing Partner

Incline Niobrara Partners, LP

5019 N. Central Expy

Dallas, TX 75205 (214) 274-3800

www.inclineresources.com

On Thu, Oct 5, 2017 at 3:41 PM, Jonathan Haller < Jonathan. Haller@nblenergy.com> wrote:

Hello William,

Attached is the corrected Form 37 to show royalty interest only and not both working interest and royalty; this interest reflects the Division Orders that Incline signed. Incline has been put into pay status for their interest for the four Ellie wells and will be paid for October check write for their outstanding balance. JIB figures have been made available to Incline through Energy Link and Noble records show that Incline has viewed and accepted accounting of their JIBs from January 2017 to August 2017. Incline has also viewed their JIB for September 2017.

Thanks,

Jonathan

From: William Francis [mailto:william@inclineresources.com]

Sent: Wednesday, October 04, 2017 3:44 PM

To: Jonathan Haller < Jonathan. Haller@nblenergy.com>

Cc: blake@inclineresources.com; Blake Beavers <info@inclineresources.com>; Steve Hawthorne <Steve, Hawthorne@nblenergy.com>; Gary Wilson < Gary.D. Wilson@nblenergy.com>; Mike

Whitcomb < Mike. Whitcomb@nblenergy.com>

Subject: EXTERNAL: Re: Form 37 Response - Ellie Wells

Just wanted to bump this up as Incline still reserves the right to file the Form 38 with the COGCC and request interest be paid on the withheld payments of proceeds.

Thanks,

William Francis

Managing Partner

Incline Niobrara Partners, LP

5019 N. Central Expy

Dallas, TX 75205 (214) 274-3800

www.inclineresources.com

On Thu, Sep 28, 2017 at 6:05 PM, William Francis <william@inclineresources.com> wrote:

What is out current JIB balance on the Ellie's Jon?

I look forward to your prompt response that doesn't require us following up a week from now.

On Sep 28, 2017, at 5:10 PM, Jonathan Haller Jonathan.Haller@nblenergy.com> wrote:

Good afternoon Blake,

I have attached the Form 37 response to this email along with mailing you a physical copy of Noble's response. Noble has resolved the issue and Incline will be put into JIB netting for October check-write. You can track the physical package at 7016 0750 0000 2196 4921.

Please let me know if you have any questions.

Best regards,

Jonathan Haller

#### Jonathan K. Haller

Staff Landman II

DJ Basin Land

1625 Broadway, Suite 2200 Denver, CO 80202 Main: 303.228.4000 | Direct: 720.587.2293 | Jonathan.Haller@nblenergy.com | www.nobleenergyinc.com

<image001.gif>

<Ellie LD26-615 Form 37.pdf>

<Ellie LD26-625 Form 37.pdf>

<Ellie LD26-635 Form 37.pdf>

<Ellie LD26-645 Form 37.pdf>