

FORM

38

Rev  
1/10

**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 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 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 **ZIP:** 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**                                 

All pertinent documentation must be attached. This includes: completed copy of operator contact Form 37, proof of mailing, response (if received from operator), redacted checkstub detail and any other documentation necessary.

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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 ZIP: 75205 E-MAIL: info@inclineresources.com  
 PAYEE NUMBER: 1591463-1

**MINERAL INFORMATION**

WELL NAME: Ellie LD26-625 COUNTY: Weld  
 QTR/QTR SEC: TOWNSHIP: RANGE:  
 SESE-28-9N-58W API NUMBER: 05-123-43322

**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       

All pertinent documentation must be attached. This includes: completed copy of operator contact Form 37, proof of mailing, response (if received from operator), redacted checkstub detail and any other documentation necessary.

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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 **ZIP:** 75205 **E-MAIL:** info@inclineresources.com  
**PAYEE NUMBER:** 1591463-1

### MINERAL INFORMATION

**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 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**       

All pertinent documentation must be attached. This includes: completed copy of operator contact Form 37, proof of mailing, response (if received from operator), redacted checkstub detail and any other documentation necessary.

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## PAYMENT OF PROCEEDS HEARING REQUEST

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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 **ZIP:** 75205 **E-MAIL:** info@inclineresources.com  
**PAYEE NUMBER:** 1591463-1

### MINERAL INFORMATION

**WELL NAME:** Ellie LD26-645 **COUNTY:** Weld  
**QTR/QTR SEC: TOWNSHIP: RANGE:**  
 SESE-28-9N-58W **API NUMBER:** 05-123-43320

### 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                                 

All pertinent documentation must be attached. This includes: completed copy of operator contact Form 37, proof of mailing, response (if received from operator), redacted checkstub detail and any other documentation necessary.



<b>State of Colorado</b> <b>Oil and Gas Conservation Commission</b> <b>Form 37</b>									
<b>PAYMENT OF PROCEEDS - SALES VOLUME RECONCILIATION PAYOR CONTACT FORM</b>									
<b><u>PAYEE INFORMATION</u></b>									
Name of Payee:	Incline Niobrara Partners, LP					Phone No:	214-274-3800		
Address:	5019 N. Central Expressway					Fax:			
City:	Dallas	State:	TX	Zip:	75205	Email:	info@inclineresources.com		
Contact:	Blake Beavers								
<b><u>MINERAL INFORMATION</u></b>									
Well Name:	Ellie LD26-615				County:	Weld			
Qtr/Qtr	Section	Township	Range	API Number					
S2	26,27	9N	58W	05-123-43321					
<b><u>REQUEST FOR PAYMENT OF PROCEEDS INFORMATION</u></b>									
The name, number, or a combination 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.						Month & Year	Month & Year		
The total quantity of product sold attributable to such payment, including the units of measurement.						Jan-17	Jan-17		
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.)						BBLs of Oil	MCF of Gas		
						91,629	49,275		
The total amount of severance taxes and any other production taxes or levies applied to the sale.						Price per BBL Average	Price per MCF Average		
						\$ 48.78	\$ 3.69		
The payee's interest in the sale, expressed as a decimal and calculated to at least the sixth decimal place.						0.010450			
The payee's share of the sale before any deductions or adjustments made by the payor or identified with the payment.						\$	48,609		
The payee's share of the sale after any deductions or adjustments made by the payor or identified with the payment.						\$	38,476		
An address and telephone number from which additional information may be obtained and questions answered.						Noble Energy, Inc. 1001 Noble Energy Way Houston, TX 77070 (281) 872-3100			
<b><u>Additional Information Requested</u></b>									
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								
Payee's share of costs:									
Net to payee:	\$ 38,476								
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.									
<b><u>PAYMENT OF PROCEEDS - PAYOR RESPONSE</u></b>									
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 submitted 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 delinquent 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								
Title:	Landman					Date:	9/28/2017		

<b>State of Colorado</b> <b>Oil and Gas Conservation Commission</b> <b>Form 37</b>									
<b>PAYMENT OF PROCEEDS - SALES VOLUME RECONCILIATION PAYOR CONTACT FORM</b>									
<b>PAYEE INFORMATION</b>									
Name of Payee: Incline Niobrara Partners, LP					Phone No: 214-274-3800				
Address: 5019 N. Central Expressway					Fax:				
City: Dallas		State: TX		Zip: 75205		Email: info@inclineresources.com			
Contact: Blake Beavers									
<b>MINERAL INFORMATION</b>									
Well Name:		Ellie LD26-625			County:		Weld		
Qtr/Qtr	Section	Township		Range		API Number			
S2	26,27	9N		58W		05-123-43322			
<b>REQUEST FOR PAYMENT OF PROCEEDS INFORMATION</b>									
The name, number, or a combination 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.					Month & Year		Month & Year		
					Jan-17		Jan-17		
The total quantity of product sold attributable to such payment, including the units of measurement.					BBLs of Oil		MCF of Gas		
					87,316		47,365		
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.)					Price per BBL Average		Price per MCF Average		
					\$ 48.96		\$ 3.69		
The total amount of severance taxes and any other production taxes or levies applied to the sale.					\$ 43,058				
The payee's interest in the sale, expressed as a decimal and calculated to at least the sixth decimal place.					0.010450				
The payee's share of the sale before any deductions or adjustments made by the payor or identified with the payment.					\$ 46,501				
The payee's share of the sale after any deductions or adjustments made by the payor or identified with the payment.					\$ 36,828				
An address and telephone number from which additional information may be obtained and questions answered.					Noble Energy, Inc. 1001 Noble Energy Way Houston, TX 77070 (281) 872-3100				
<b>Additional Information Requested</b>									
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							
Payee's share of costs:									
Net to payee:		\$ 36,828							
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.									
<b>PAYMENT OF PROCEEDS - PAYOR RESPONSE</b>									
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Signature:					Contact Phone Number:		720-587-2293		
Name:		Jonathan Haller							
Title:		Landman			Date:		9/28/2017		

<b>State of Colorado</b> <b>Oil and Gas Conservation Commission</b> <b>Form 37</b>									
<b>PAYMENT OF PROCEEDS - SALES VOLUME RECONCILIATION PAYOR CONTACT FORM</b>									
<b><u>PAYEE INFORMATION</u></b>									
Name of Payee:	Incline Niobrara Partners, LP					Phone No:	214-274-3800		
Address:	5019 N. Central Expressway					Fax:			
City:	Dallas	State:	TX	Zip:	75205	Email:	info@inclineresources.com		
Contact:	Blake Beavers								
<b><u>MINERAL INFORMATION</u></b>									
Well Name:	Ellie LD26-635				County:	Weld			
Qtr/Qtr	Section	Township	Range		API Number				
S2	26,27	9N	58W		05-123-43319				
<b><u>REQUEST FOR PAYMENT OF PROCEEDS INFORMATION</u></b>									
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.						Month & Year		Month & Year	
						Jan-17		Jan-17	
The total quantity of product sold attributable to such payment, including the units of measurement.						BBLs of Oil		MCF of Gas	
						71,451		37,773	
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.)						Price per BBL Average		Price per MCF Average	
						\$ 48.63		\$ 3.62	
The total amount of severance taxes and any other production taxes or levies applied to the sale.						\$ 34,935			
The payee's interest in the sale, expressed as a decimal and calculated to at least the sixth decimal place.						0.010450			
The payee's share of the sale before any deductions or adjustments made by the payor or identified with the payment.						\$ 37,734			
The payee's share of the sale after any deductions or adjustments made by the payor or identified with the payment.						\$ 29,879			
An address and telephone number from which additional information may be obtained and questions answered.						Noble Energy, Inc. 1001 Noble Energy Way Houston, TX 77070 (281) 872-3100			
<b><u>Additional Information Requested</u></b>									
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								
Payee's share of costs:									
Net to payee:	\$ 29,879								
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.									
<b><u>PAYMENT OF PROCEEDS - PAYOR RESPONSE</u></b>									
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Signature:						Contact Phone Number:	720-587-2293		
Name:	Jonathan Haller								
Title:	Landman					Date:	9/28/2017		

<b>State of Colorado</b> <b>Oil and Gas Conservation Commission</b> <b>Form 37</b>									
<b>PAYMENT OF PROCEEDS - SALES VOLUME RECONCILIATION PAYOR CONTACT FORM</b>									
<b><u>PAYEE INFORMATION</u></b>									
Name of Payee:	Incline Niobrara Partners, LP					Phone No:	214-274-3800		
Address:	5019 N. Central Expressway					Fax:			
City:	Dallas	State:	TX	Zip:	75205	Email:	info@inclineresources.com		
Contact:	Blake Beavers								
<b><u>MINERAL INFORMATION</u></b>									
Well Name:	Ellie LD26-645				County:	Weld			
Qtr/Qtr	Section	Township	Range		API Number				
S2	26,27	9N	58W		05-123-43320				
<b><u>REQUEST FOR PAYMENT OF PROCEEDS INFORMATION</u></b>									
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.						Month & Year	Month & Year		
The total quantity of product sold attributable to such payment, including the units of measurement.						Jan-17	Jan-17		
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.)						BBLs of Oil	MCF of Gas		
						89,157	47,657		
The total amount of severance taxes and any other production taxes or levies applied to the sale.						Price per BBL Average	Price per MCF Average		
						\$ 48.74	\$ 3.63		
The payee's interest in the sale, expressed as a decimal and calculated to at least the sixth decimal place.						0.010450			
The payee's share of the sale before any deductions or adjustments made by the payor or identified with the payment.						\$	47,220		
The payee's share of the sale after any deductions or adjustments made by the payor or identified with the payment.						\$	37,402		
An address and telephone number from which additional information may be obtained and questions answered.						Noble Energy, Inc. 1001 Noble Energy Way Houston, TX 77070 (281) 872-3100			
<b><u>Additional Information Requested</u></b>									
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								
Payee's share of costs:									
Net to payee:	\$ 37,402								
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.									
<b><u>PAYMENT OF PROCEEDS - PAYOR RESPONSE</u></b>									
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 submittted 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								
Title:	Landman					Date:	9/28/2017		

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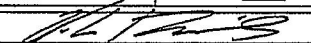
State of Colorado  
Oil and Gas Conservation Commission  
1120 Lincoln street, Suite 801, Denver, Colorado 80203 (303) 894-2100 Fax: (303) 894-2109

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 [cogcc.state.co.us](http://cogcc.state.co.us) 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

NAME OF PAYEE: Incline Niobrara Partners, LP		PHONE NO: 214-274-3800
ADDRESS: 5019 N. Central Expressway		FAX:
CITY: Dallas	STATE: TX	ZIP: 75205
E-MAIL: info@inclineresources.com		
SIGNATURE: 		PAYEE NUMBER: 1591463-1

### MINERAL INFORMATION

WELL NAME: See Attached Division Orders				COUNTY: Weld
QTR/QTR	SEC:	TOWNSHIP:	RANGE:	API NUMBER: See Attached Division Orders
S2	26_27	9N	58W	

### REQUEST FOR PAYMENT OF PROCEEDS INFORMATION

Payee should mark appropriate entries to show missing information required by CRS 34-60-118.5. (Payee should also attach a copy of the checkstub with all applicable non-compliance details noted.)

The name, number, or a combination of name and number that identifies the lease, property, unit or well for which payment is being made. X

The month and year during which the sale occurred. X

The total quantity of product sold attributable to such payment, including the units of measurement. X

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.) X

The total amount of severance taxes and any other production taxes or levies applied to the sale. X

The payee's interest in the sale, expressed as a decimal and calculated to at least the sixth decimal place. X

The payee's share of the sale before any deductions or adjustments made by the payor or identified with the payment. X

The payee's share of the sale after any deductions or adjustments made by the payor or identified with the payment. X

An address and telephone number from which additional information may be obtained and questions answered. X

### Additional Information Requested

[Note: This section asks for the additional information payee may request under 118.(2.5) as amended by HB 1180.]  
Written explanation of deductions or adjustments over which payor has control or information, (whether or not identified with the payment), regarding:  
Payor is in violation of C.R.S. 34-60-188.5 (2) (a)

Meter calibration testing records X

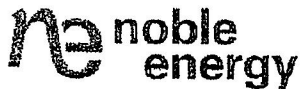
Production reporting records X

### PAYMENT OF PROCEEDS - PAYOR RESPONSE

The payor, \_\_\_\_\_, responded to this request on \_\_\_\_\_ (date)  
as required by CRS 34-60-118.5(2.5). (The payor must respond within 60 days.) I/we could not provide  
information concerning \_\_\_\_\_ for the following reasons:

\_\_\_\_\_  
Name

\_\_\_\_\_  
Contact Phone Number



Return To: Noble Energy, Inc.  
1625 Broadway, Suite 2200  
Denver, CO 80202

Desk Code: MRS  
Date: January 24, 2017

Property Name: SEE EXHIBIT A  
Operator: NOBLE ENERGY, INC  
County and State: Weld County, Colorado  
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):

 Blake 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

DOI Description	DOI ID	RC#	Interest Type	GWl	NRl	Spacing Unit	
✓ ELLIE LD26-615 CN	167889	435899929	RI		0.00078374	T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES,	MORE OR LESS, WELD COUNTY, CO
API- 05-123-43321		435899929	RI		0.00078374	T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES,	MORE OR LESS, WELD COUNTY, CO
		435899929	RI	0.01044989	0.00078374	T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES,	MORE OR LESS, WELD COUNTY, CO
✓ ELLIE LD26-625 CN	167890	435899927	WI		0.00078374	T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES,	MORE OR LESS, WELD COUNTY, CO
API- 05-123-43322		435899927	RI		0.00078374	T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES,	MORE OR LESS, WELD COUNTY, CO
		435899927	RI	0.01044989	0.00078374	T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES,	MORE OR LESS, WELD COUNTY, CO
✓ ELLIE LD26-635 CN	167891	435899925	RI		0.00078374	T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES,	MORE OR LESS, WELD COUNTY, CO
API- 05-123-43319		435899925	RI		0.00078374	T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES,	MORE OR LESS, WELD COUNTY, CO
		435899925	WI	0.01044989	0.00078374	T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES,	MORE OR LESS, WELD COUNTY, CO
✓ ELLIE LD26-645 CN	167892	435899923	RI		0.00078374	T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES,	MORE OR LESS, WELD COUNTY, CO
API- 05-123-43320		435899923	RI		0.00078374	T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES,	MORE OR LESS, WELD COUNTY, CO
		435899923	WI	0.01044989	0.00078374	T9N R58W SEC 26: S2; SEC 27: S2 CONTAINING 642.67 ACRES,	MORE OR LESS, WELD COUNTY, CO



October 6, 2017

Dear Customer:

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

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**Delivery Information:**

<b>Status:</b>	Delivered	<b>Delivery location:</b>	1625 BROADWAY STE 2200 Denver, CO 80202
<b>Signed for by:</b>	DDANN	<b>Delivery date:</b>	Jul 31, 2017 12:27
<b>Service type:</b>	FedEx Ground		
<b>Special Handling:</b>			

FedEx FedEx FedEx FedEx FedEx  
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D. DANN  
#11, 12:26, 2 Del, 0 NonDel

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**Shipping Information:**

<b>Tracking number:</b>	779735724780	<b>Ship date:</b>	Jul 27, 2017
		<b>Weight:</b>	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 &lt;blake@inclineresources.com&gt;

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

1 message

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**William Francis** <william@inclineresources.com>

Thu, Oct 5, 2017 at 5:46 PM

To: Jonathan Haller &lt;Jonathan.Haller@nblenergy.com&gt;

Cc: Steve Hawthorne &lt;Steve.Hawthorne@nblenergy.com&gt;, Casey Kimble &lt;Casey.Kimble@nblenergy.com&gt;, "blake@inclineresources.com" &lt;blake@inclineresources.com&gt;, Mike Whitcomb &lt;Mike.Whitcomb@nblenergy.com&gt;, Gary Wilson &lt;Gary.D.Wilson@nblenergy.com&gt;, Jeffrey McGaughran &lt;Jeff.McGaughran@nblenergy.com&gt;

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

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**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 delequent 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](http://www.inclineresources.com)

On Thu, Oct 5, 2017 at 3:41 PM, Jonathan Haller <[Jonathan.Haller@nblenergy.com](mailto: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](mailto:Jonathan.Haller@nblenergy.com)>

**Cc:** [blake@inclineresources.com](mailto:blake@inclineresources.com); Blake Beavers <[info@inclineresources.com](mailto:info@inclineresources.com)>; Steve Hawthorne <[Steve.Hawthorne@nblenergy.com](mailto:Steve.Hawthorne@nblenergy.com)>; Gary Wilson <[Gary.D.Wilson@nblenergy.com](mailto:Gary.D.Wilson@nblenergy.com)>; Mike Whitcomb <[Mike.Whitcomb@nblenergy.com](mailto: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](http://www.inclineresources.com)

On Thu, Sep 28, 2017 at 6:05 PM, William Francis <[william@inclineresources.com](mailto: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](mailto: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](mailto:Jonathan.Haller@nblenergy.com) | [www.nobleenergyinc.com](http://www.nobleenergyinc.com)

<image001.gif>

<Ellie LD26-615 Form 37.pdf>

10/6/2017

Incline Resources, LLC Mail - Re: Form 37 Response - Ellie Wells

<Ellie LD26-625 Form 37.pdf>

<Ellie LD26-635 Form 37.pdf>

<Ellie LD26-645 Form 37.pdf>