

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

IN THE MATTER OF THE PROMULGATION AND)	CAUSE NO. 407
ESTABLISHMENT OF FIELD RULES TO GOVERN)	
OPERATIONS FOR THE CODELL AND NIOBRARA)	DOCKET NO. 180600380
FORMATIONS, WATTENBERG FIELD, ADAMS)	
COUNTY, COLORADO)	TYPE: GENERAL ADMIN.

NOTICE OF CHANGE OF FIRM AFFILIATION

Effective May 15, 2018, the undersigned has resigned his affiliation with Fox Rothschild LLP. Accordingly, from and after May 16, 2018: (i) Fox Rothschild LLP withdraws from representation of Incline Niobrara Partners, LP and (ii) Incline Niobrara Partners, LP shall continue to be represented by the undersigned, whose affiliation from and after such date shall be with the following law firm:

**Brent Chicken
Steptoe & Johnson PLLC
600 17th St.
Ste. 2300
Denver, CO 80202
303.389.4300
Brent.Chicken@Steptoe-Johnson.com**

Please direct all future correspondence and inquiries concerning the above-captioned matter to the undersigned at the contact information set forth above.

DATED this 15th day of May, 2018.

FOX ROTHSCHILD LLP

By:



BRENT D. CHICKEN (CO Bar No. 36217)

1225 17th Street, Suite 2200

Denver, CO 80202

303-292-1200

bchicken@foxrothschild.com

Attorneys for Applicant Incline Niobrara
Partners, LP

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

IN THE MATTER OF THE PROMULGATION AND)	CAUSE NO. 407
ESTABLISHMENT OF FIELD RULES TO GOVERN)	
OPERATIONS FOR THE CODELL AND NIOBRARA)	DOCKET NOS. 180600380
FORMATIONS, WATTENBERG FIELD, ADAMS)	
COUNTY, COLORADO)	TYPE: SPACING

CERTIFICATE OF SERVICE

Brent Chicken, of lawful age and being first duly sworn upon his oath, states and declares that he is the attorney for Incline Niobrara Partners, LP in the above-captioned matter(s), and that on May 15, 2018 he caused a true and complete copy of the foregoing Notice of Change of Firm Association to be sent postage prepaid, via regular U.S. Mail, to the following parties:

Great Western Operating Company, LLC 1801 Broadway Ste 500 Denver, CO 80202	
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Brent Chicken

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF AN APPLICATION) BY INCLINE NIOBRARA PARTNERS, LP,) FOR AN APPLICATION UNDER RULE) 503.B.(10) AND C.R.S. § 34-60-118.5 FOR) AN ORDER TO, AMONG OTHER THINGS,) AWARD PAYMENT OF PROCEEDS AND) INTEREST DUE FROM GREAT) WESTERN OPERATING COMPANY, LLC,) FOR CERTAIN WELLS DRILLED AND) PRODUCING IN WELD COUNTY,) COLORADO)	CAUSE NO. DOCKET NO. TYPE: GENERAL ADMINISTRATIVE
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APPLICATION

Incline Niobrara Partners, LP (“INP”), by and through its attorneys, Fox Rothschild LLP, respectfully submits this Application (“Application”) to the Oil and Gas Conservation Commission of the State of Colorado (“Commission”) pursuant to Rule 503.b(10) and C.R.S. § 34-60-118.5 for an order awarding payment of proceeds, interest, costs and attorneys’ fees due to INP for production attributable to certain oil and gas wells as described below (collectively, “Subject Wells”), operated by Great Western Operating Company, LLC (“GWOC”) and located in Weld County, Colorado.

In support of its application, INP states and alleges as follows:

1. INP is a Delaware limited partnership, duly authorized to conduct business in the State of Colorado, but is not authorized by the Commission as an operator.
2. Upon information and belief, GWOC is a corporation duly authorized to conduct business in the State of Colorado, and has registered as an Operator 10311 with the Commission.
3. INP is a proper applicant regarding the above-captioned matter, as it is a working interest owner in each of the Subject Wells. INP has standing to file this Application pursuant to Commission Rule 503.b.(10), as it has been adversely affected or aggrieved, and its interests are entitled to legal protection, under the Oil and Gas Conservation Act (“Act”) and § 34-60-118.5, C.R.S., as INP is a Payee as defined by the Act.

4. The Subject Wells are identified as follows:

Operator	API	Wellbore	Surface Location	Unit Description
Great Western Operating Company, LLC	05-123-35091	Fritzler 11-21-4	NWNW-21-6N-66W	S2SW-16-6N-66W N2NW-21-6N-66W

Great Western Operating Company, LLC	05-123-33239	Fritzler 8-8-17	SESE-17-6N-66W	SWSW-16-6N-66W NWNW-21-6N-66W SESE-17-6N-66W NENE-20-6N-66W
Great Western Operating Company, LLC	05-123-33265	McGlothlin 8-6-17	SESE-17-6N-66W	W2SW-16-6N-66W E2SE-17-6N-66W
Great Western Operating Company, LLC	05-123-35995	Fritzler 17-42-11	SESE-17-6N-66W	NWSW-16-6N-66W SWNW-16-6N-66W NESE-17-6N-66W SENE-17-6N-66W

5. On or about August 9, 2017, INP sent a Commission Form 37 Payment of Proceeds Information Request ("Commission Form 37") to GWOC regarding the Subject Wells pursuant to § 34-60-118.5, C.R.S., seeking information regarding, among other things, the payment of proceeds, sales volume reconciliation, revenue and deduction detail. See Commission Form 37, attached hereto and incorporated herein as **Exhibit 1**; see Proof of Receipt, attached hereto and incorporated herein as **Exhibit 2**.

6. GWOC contacted INP via electronic mail on August 23, 2017 regarding the the Commission Form 37, having acknowledged receipt in the exchange incorporated herein as **Exhibit 3**. However, no information was provided concerning INP's Commission Form 37 requests at the time or any mention of the requested information moving forward.

7. Due to the failure by GWOC to adequately respond to INP's Form 37 request, INP maintains that it has been forced to file this Application requesting a hearing pursuant to § 34-60-118.5, C.R.S., Commission Rule 503.b.(10), and Commission Form 38 Hearing Request for Hearing ("Commission Form 38"), due to GWOC's non-cooperative treatment of INP. See Commission Form 38, attached hereto and incorporated herein as **Exhibit 4**.

8. INP acknowledges that Commission Form 38 is the Commission's procedural requirement for seeking a hearing on an unresponsive or inadequate Commission Form 37 response, failure to pay proceeds or interest, or late payment.

9. In this instance however, Commission Form 38 does not adequately convey INP's claims for relief, as the same arise from each of the 5 categories identified on Commission Form 38 Request for Hearing. As such, INP files this Application in order to address all of INP's concerns arising from GWOC's failure to respond to Commission Form 37.

10. § 34-60-118.5 (2.3)(a)-(i), C.R.S. provides that, notwithstanding any other applicable terms or arrangements, every payment of proceeds derived from the sale of oil, gas, or associated products shall be accompanied by information that includes, at a minimum: (a) a name, number, or combination of name and number that identifies the lease, property, unit, or well or wells for which payment is being made; (b) the month and year during which the sale occurred for which payment is being made; (c) the total quantity of product sold attributable to such payment, including the units of measurement for the sale of such product; (d) the price received per unit of measurement, which shall be the price per barrel in the case of oil and the price per thousand cubic feet or per million British thermal units in the case of gas; (e) the total amount of severance taxes and any other production taxes or levies applied to the sale; (f) the payee's interest in the sale, expressed as a decimal and calculated to at least the sixth decimal place; (g) the payee's share of the sale before any deductions or adjustments made by the payer or identified with the payment; (h) the payee's share of the sale after any deductions or adjustments made by the payer or identified with the payment; and (i) an address and telephone number from which additional information may be obtained.

11. § 34-60-118.5 (2.5), C.R.S. provides that, upon written request by the payee, submitted to the payer by certified mail, the payer shall provide to the payee within sixty days a written explanation of those deductions or adjustments, including but not limited to, deductions for liquids and gas volumes, and gas volume deficiency fees, over which the payer has control and for which the payer has information, whether or not identified with the payment, and, if requested by the payee, such meter calibration testing and production reporting records that are required to be maintained by the payer in accordance with § 34-60-106(1)(e), C.R.S.

12. Pursuant to § 34-60-118.5 (5)(a)-(c), C.R.S., the Commission shall have jurisdiction to determine the date on which payment of proceeds is due to a Payee, the existence or nonexistence of an occurrence which would justifiably cause a delay in payment, and the amount of the proceeds plus interest, if any, due a Payee by a Payer.

13. GWOC has not complied with § 34-60-118.5 (2.3), (2.5) C.R.S., as well as other sections of the Act.

14. INP's Application seeks relief from the Commission pursuant to Commission Rule 503.b.(10) for each of the Subject Wells, as INP maintains that its working interest is entitled to legal protection under the Act, and that GWOC's failure to pay proceeds and interest due to INP for the payment due from production attributable to the Subject Wells directly and adversely aggrieves INP.

15. INP's Application states a plausible claim for relief as required by *Warne v. Hall*, 373 P.3d 588 (Colo. 2016), whereby the Colorado Supreme Court adopted the "plausible claim for relief" standard used by the United States Court. *Id.* at ¶¶ 9 & 24. The *Warne* Court adopted the standard that the factual allegations of the complaint must be enough to raise a right to relief above the speculative level and provide plausible grounds for relief. *Id.* INP has a working interest in the Subject Wells, INP has not received payment of proceeds as required by § 34-60-118.5, C.R.S., and GWOC has failed to respond to Commission Form 37 requests as required by § 34-60-118.5, C.R.S.

16. INP has complied with Commission Form 38.

17. INP reserves all rights to supplement this Application with additional factual information and/or legal arguments, and to request additional relief.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law, and that upon such hearing this Commission enter its order:

A. Awarding payment of proceeds and interest due to INP for production attributable to the Subject Wells from GWOC;

B. Awarding attorneys' fees and costs to INP under § 34-60-118.5, C.R.S., or as otherwise allowed under Colorado law;

C. Granting INP such relief under Commission Rule 503.b.(10) as this Commission may deem proper or advisable;

D. Providing that relief granted under this Application shall be effective upon oral order by the Commission, relying on Applicant's desire to be bound by said oral order; and

E. For such other findings and orders as the Commission may deem proper or advisable.

Respectfully dated and submitted this 14th day of March, 2018.

By: 

Brent D. Chicken (Colorado Bar No. 36217)
Fox Rothschild LLP
Attorney for Applicant
1225 17th Street, Suite 2200
Denver, CO 80202
303.446.3844

Applicant:
Incline Niobrara Partners, LP
William Francis
1626 Wazee Street, Suite 200-B
Denver, CO 80202

VERIFICATION

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

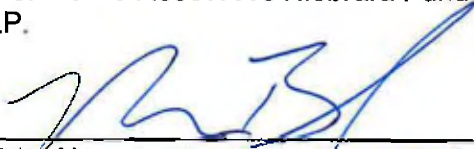
William Francis, as Managing Member of Incline Resources Niobrara Fund GP, LLC, the General Partner of Incline Niobrara Partners, LP, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

INCLINE NIOBRARA PARTNERS, LP



William Francis, Managing Member of
Incline Resources Niobrara Fund, GP, LLC
its General Manager

Acknowledged, subscribed and sworn to before me this 15th day of March, 2018 by William Francis, as Managing Member of Incline Resources Niobrara Fund GP, LLC, the General Partner of Incline Niobrara Partners, LP.



Print Name MICHAEL BEECHERL
Notary Public
State of Texas
My commission expires: 10-19-2020

SEAL

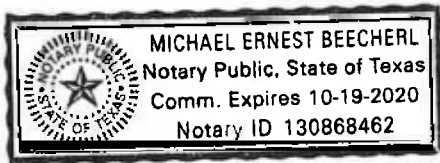


EXHIBIT 1



August 9, 2017

VIA FEDEX Tracking # 779892805260

Attn: Land Department
Great Western Operating Company, LLC
1801 Broadway, Ste 500
Denver, CO 80202

**RE: Proceeds of Payment Request
Weld County, Colorado**

To whom it may concern:

Incline Niobrara Partners, LP ("Incline") became an interest party as to the wellbores described in more detail below via an assignment from Alderbel Management Company, Inc. etal made effective as of today, August 9, 2017.

Incline is hereby requesting all of the pertinent information detailed in the Form 37 attached hereto for the following, as our predecessor-in-interest never received any election notices or accounting from its interest in these wellbore units after they were drilled:

Operator	API	Wellbore	Surface Location	Unit Description
Great Western Operating Company, LLC	05-123-35091	Fritzler 11-21-4	NWNW-21-6N-66W	S2SW-16-6N-66W N2NW-21-6N-66W
Great Western Operating Company, LLC	05-123-33239	Fritzler 8-8-17	SESE-17-6N-66W	SWSW-16-6N-66W NWNW-21-6N-66W SESE-17-6N-66W NENE-20-6N-66W
Great Western Operating Company, LLC	05-123-33265	McGlothlin 8-6-17	SESE-17-6N-66W	W2SW-16-6N-66W E2SE-17-6N-66W
Great Western Operating Company, LLC	05-123-35995	Fritzler 17-12-11	SESE-17-6N-66W	NWSW-16-6N-66W SWNW-16-6N-66W NESE-17-6N-66W SENE-17-6N-66W

We are particularly interested in Great Western Operating Company, LLC providing Incline with not only the information already listed in the Form 37s but more specifically, Incline is asking to be provided with monthly net reconciliation statements as to the current status of the accounting of our interest which is stated more particularly in C.R.S. 34-60-116(8). Incline believes that our predecessor-in-interest might be owed back-pay from these wells revenue superseding the non-consent penalties, as well as future revenues from cash flow moving forward.

We look forward to your timely response and production of the data in these matters.

Respectfully,


William Francis
Managing Partner
Incline Niobrara Partners, LP
5019 N. Central Expressway
Dallas, TX 75205
William@inclineresources.com
(214) 274-3800

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 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: <u>Incline Niobrara Partners, LP</u>		PHONE NO: <u>214-274-3800</u>	
ADDRESS: <u>5019 NCXY, Ste B</u>		FAX: _____	
CITY: <u>Dallas</u>	STATE: <u>TX</u>	ZIP: <u>75205</u>	E-MAIL: <u>info@inclineresources.com</u>
SIGNATURE: 		PAYEE NUMBER: <u>9880</u>	

MINERAL INFORMATION

WELL NAME: <u>See Attached Letter</u>		COUNTY: <u>Weld</u>	
QTR/QTR	SEC:	TOWNSHIP:	RANGE:
<u>See Attached Letter</u>		API NUMBER: <u>See Attached Letter</u>	

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:
Have never received reconciliation statements per C.R.S. 34-60-116(8)

Meter calibration testing records _____

Production reporting records _____

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

EXHIBIT 2



March 11, 2018

Dear Customer:

The following is the proof-of-delivery for tracking number **779892805260**.

Delivery Information:

Status:	Delivered	Delivery location:	DENVER, CO
Signed for by:	O.BEACH	Delivery date:	Aug 10, 2017 09:10
Service type:	FedEx Standard Overnight		
Special Handling:	Deliver Weekday		

Signature image is available. In order to view image and detailed information, the shipper or payor account number of the shipment must be provided.

Shipping Information:

Tracking number:	779892805260	Ship date:	Aug 9, 2017
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Recipient:
DENVER, CO US

Shipper:
DALLAS, TX US

Thank you for choosing FedEx.

EXHIBIT 3



William Francis <william@inclineresources.com>

FW: Scanned from a Xerox Multifunction Printer

Santiago Rodriguez <srodriguez@gwogco.com>

Wed, Aug 23, 2017 at 2:58 PM

To: William Francis <william@inclineresources.com>

Cc: Karla Hillman <khillman@gwogco.com>, Caitlin McEwen <cmcewen@gwogco.com>

William:

We will run the traps to clarify where the wells are regarding 200% APO. Thanks for sending over the ABOS; will get back with you soon.

Best Regards

**Santiago Rodriguez**

Sr. Landman

Direct: 303.398.0596

Cell: 303.929.5922

Fax: 866.742.1784

Privileged / Confidential information may be contained in this message. This information is intended solely for use by the individual entity named as the recipient. If you are not the intended recipient, be aware that any disclosure, copying, distribution, or use of the contents of this communication is prohibited. In such case, you should destroy this communication and notify the sender by reply email.

From: William Francis [mailto:william@inclineresources.com]**Sent:** Wednesday, August 23, 2017 12:59 PM**To:** Santiago Rodriguez**Cc:** Karla Hillman; Caitlin McEwen**Subject:** Re: FW: Scanned from a Xerox Multifunction Printer

Apologies, as I should have included the attached assignment in my correspondence. I suspect that the interests are likely listed under "Mercer Drilling Program".

As part of our attached acquisition, we agreed to double check that these and other wells haven't already paid out past the 200% non-consent penalty in a manner in which Alderbel aka Mercer would be owed any back-pay. So just needing some form of reconciliation statement from GWOG accounting such or showing how much they've paid out to date.

Obviously a beat down, so no rush. Just whenever you all can get to it in the next couple of weeks.

Thanks,

William Francis
Managing Partner
Incline Niobrara Partners, LP
5019 N. Central Expy
Dallas, TX 75205
(214) 274-3800
www.inclineresources.com

On Wed, Aug 23, 2017 at 1:25 PM, Santiago Rodriguez <srodriguez@gwogco.com> wrote:

Mr. Francis:

Great Western is in receipt of the attached Proceeds of Payment Request from Incline Niobrara Partners in regards to an acquired interest from Alderbel Management Company (Alderbel). We cannot process this request as Alderbel has never been identified as an interest owner within any of our title opinions and decks for said wells included in said request. Please provide further documentation to support the attached request.

Thank you

Santiago Rodriguez
Sr. Landman
Direct: 303.398.0596
Cell: 303.929.5922
Fax: 866.742.1784

Privileged / Confidential information may be contained in this message. This information is intended solely for use by the individual entity named as the recipient. If you are not the intended recipient, be aware that any disclosure, copying, distribution, or use of the contents of this communication is prohibited. In such case, you should destroy this communication and notify the sender by reply email.

-----Original Message-----

From: scanner@gwogco.com [<mailto:scanner@gwogco.com>]
Sent: Tuesday, August 22, 2017 3:30 PM
To: Santiago Rodriguez
Subject: Scanned from a Xerox Multifunction Printer

Please open the attached document. It was scanned and sent to you using a Xerox Multifunction Printer.

Attachment File Type: pdf, Multi-Page

Multifunction Printer Location:
Device Name: XRX9C934E6BD623

For more information on Xerox products and solutions, please visit <http://www.xerox.com>

EXHIBIT 4

FORM
38Rev
1/10State 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 NCXY, STE B FAX:
 CITY: DALLAS STATE: TX ZIP: 75202 E-MAIL: INFO@INCLINERESOURCES.COM
 PAYEE NUMBER: 11923

MINERAL INFORMATION

WELL NAME: Fritzier 11-21-4 COUNTY: WELD
 QTR/QTR SEC: TOWNSHIP: RANGE:
 NWNW-21-6N-66W API NUMBER: 05-123-35091

NON-COMPLIANCE ISSUES NOT RESOLVED
(PLEASE CHECK ALL THAT APPLY)

Required checkstub detail not provided:

Late payment

Non payment

No interest paid on late payment

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.

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

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PAYEE INFORMATION

NAME OF PAYEE: INCLINE NIOBRARA PARTNERS, LP **PHONE NO:** 214-274-3800
ADDRESS: 5019 NCXY, STE B **FAX:** _____
CITY: DALLAS **STATE:** TX **ZIP:** 75202 **E-MAIL:** INFO@INCLINERESOURCES.COM
PAYEE NUMBER: 11923

MINERAL INFORMATION

WELL NAME: Fritzier 8-8-17 **COUNTY:** WELD
QTR/QTR SEC: TOWNSHIP: RANGE:
SESE-17-6N-66W **API NUMBER:** 05-123-33239

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 x _____

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.

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

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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 NCXY, STE B FAX:
CITY: DALLAS STATE: TX ZIP: 75202 E-MAIL: INFO@INCLINERESOURCES.COM
PAYEE NUMBER: 11923

MINERAL INFORMATION

WELL NAME: McGlothlin 8-6-17 COUNTY: WELD
QTR/QTR SEC: TOWNSHIP: RANGE:
SESE-17-6N-66W API NUMBER: 05-123-33265

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 x

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.

FORM
38Rev
1/10State of Colorado
Oil and Gas Conservation Commission

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

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PAYEE INFORMATION

NAME OF PAYEE: INCLINE NIOBRARA PARTNERS, LP PHONE NO: 214-274-3800
 ADDRESS: 5019 NCXY, STE B FAX:
 CITY: DALLAS STATE: TX ZIP: 75202 E-MAIL: INFO@INCLINERESOURCES.COM
 PAYEE NUMBER: 11923

MINERAL INFORMATION

WELL NAME: Fritzier 17-42-11 COUNTY: WELD
 QTR/QTR SEC: TOWNSHIP: RANGE:
 SESE-17-6N-66W API NUMBER: 05-123-35995

NON-COMPLIANCE ISSUES NOT RESOLVED**(PLEASE CHECK ALL THAT APPLY)**

Required checkstub detail not provided:

Late payment

Non payment

No interest paid on late payment

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.

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF AN APPLICATION)
BY INCLINE NIOBRARA PARTNERS, LP,) CAUSE NO.
FOR AN APPLICATION UNDER RULE)
503.B.(10) AND C.R.S. § 34-60-118.5 FOR) DOCKET NO.
AN ORDER TO, AMONG OTHER THINGS,)
AWARD PAYMENT OF PROCEEDS AND) TYPE: GENERAL ADMINISTRATIVE
INTEREST DUE FROM GREAT)
WESTERN OPERATING COMPANY, LLC,)
FOR CERTAIN WELLS DRILLED AND)
PRODUCING IN WELD COUNTY,)
COLORADO)

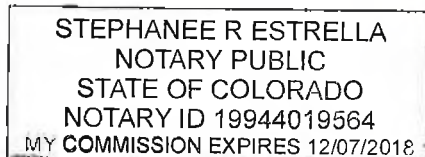
CERTIFICATE OF SERVICE

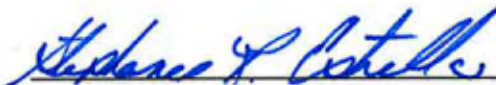
I, Brent D. Chicken, of lawful age, and being first duly sworn upon his oath, states and declares that he is the attorney for Incline Niobrara Partners, LP in the above-captioned matter, and that on March 14, 2018, he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the interested parties by the methods set forth below.


Brent D. Chicken

Acknowledged, subscribed and sworn to before me on the 14th day of March, 2018.

Witness my hand and official seal.




Notary Public
State of Colorado

Interested Parties

Great Western Operating Company, LLC
1801 Broadway, Ste 500
Denver, CO 80202