

**EXHIBIT "L"**  
**To Purchase and Sale Agreement**  
**by and between**  
**Amoco Production Company, Seller**  
**and**  
**Hilcorp Energy I, L.P., Buyer**

**OPINION OF COUNSEL**

**[Insert Date]**

**To: [Insert Seller/Buyer]**

Gentlemen:

This opinion is delivered to you pursuant to that certain Purchase and Sale Agreement by and between Amoco Production Company, a Delaware corporation ("Seller") and [Insert Company Name], a [Insert State of Incorporation] corporation ("Buyer") dated the [Insert Day] day of [Insert Month], 1997 (the "Agreement"). Capitalized terms not otherwise defined have the same meanings as set forth in the Agreement.

As counsel for [Insert Seller/Buyer], I have made such legal and factual examinations as I have deemed necessary and proper in rendering the opinions herein expressed, and I have examined such documents as the materials listed below:

- (a) The Certificate of Incorporation and Bylaws of [Insert Seller/Buyer], as amended;
- (b) Confirmation from the applicable Secretary of State as to the good standing of [Insert Seller/Buyer], in the State of [Insert State of Incorporation];
- (c) Certified copies of resolutions adopted by the Board of Directors of [Insert Seller/Buyer] in connection with the Agreement and certain related matters; and
- (d) An executed copy of the Agreement.

Based upon the foregoing and having regard to the legal considerations which I deem relevant, it is my opinion that:

1. [Insert Seller/Buyer] is a corporation duly organized, validly existing and in good standing under the Laws of the State of [Insert State of