

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

LETTERS-IN-LIEU

[Inaert Date]

[Insert Product Purchaeer's Name]
[Insert Product Purchaser'a Address]

Gentlemen:

Enclosed is a copy of an unrecorded Assignment end Bill of Sale dated the [Insert Day] day of [Ineert Month], 1997, from Amoco Production Company ("Seller") to [Insert Company Name] ("Buyer") conveying all of Seller's right, title and interests in and to the properties described in Exhibit "A" attached hereto ("Properties").

You are currently disbursing proceeds from the oil or gas produced from the Properties pursuant to certain division orders, transfer orders or other egreements. This letter is provided by Seller end Buyer as an agreement in lieu of having separate division orders or transfer orders prepared and executed for the Properties.

PAYMENT INSTRUCTIONS - Effective as of the next distribution date, and until further notice, Seller and Buyer hereby authorize and instruct you to pay to Buyer all amounts which become due to the interests formerly owned by Seller for any products produced or sold from the Properties. Payments should be made to Buyer at the following address:

[Insert Company's Name]
[Insert Company's Address]
[Insert Company's Telephone Number]

It is the intent of Seller and Buyer that there be no suspension of or interruption in payments made by you with respect to the Properties.

INDEMNITY - Buyer hereby agrees to indemnify you against eny and all claims, demands, suits, causes of action, losses, damages and costs (including