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

TRANSITION AGREEMENT

THIS TRANSITION AGREEMENT ("Agreement") is entered into this **[Insert Day]** day of **[Insert Month]**, 199___, by and between **[Insert Buyer]**, with a mailing address of **[Insert Address]** ("Buyer") and AMOCO PRODUCTION COMPANY, with a mailing address of 501 WestLake Boulevard, Houston, Texas 77079 ("Amoco").

WHEREAS, on the **[Ineert Day]** day of **[Insert Month]**, 1997. Amoco and Buyer entered into a Purchase and Sale Agreement wherein Amoco agreed to sell end Buyer agreed to purchase certain oil and gas properties and related interests (the "Purchase and Sele Agreement").

WHEREAS, Amoco currently operates verious Properties (as defined in the Purchase and Sale Agreement) and accounts for all of the Properties.

WHEREAS, Buyer desires that Amoco continue to operate the Properties which it currently operates end account for all of the Properties for a limited period of time in eccordance with the terms of this Agreement.

NOW, THEREFORE, based upon the mutual covenents end consideretions contained herein, the parties agree as follows:

1. SCOPE OF SERVICES: Effective as of the Closing (es defined in tha Purchase and Sale Agreement), Amoco shall continue the physical operation of the Properties which it currently operates and account for all of the Properties in the same manner as Amoco provided for its own account prior to the date hereof. The services to be performed by Amoco under the terms of this Agreement shall be limited to the following:

    (a)   Employ such personnel as may be reasonably necessary to perform the services provided under this Agreement;

    (b)   Administer the books, records and accounts associated with the ownership and operation of the Properties;

    (c)   Purchase supplies, materials, tools, facilities and equipment associated with the ownership and operetion of the Properties; provided however, Amoco shall not, without the prior written consent of Buyer,