

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

CERTIFICATE

I, [Insert Name], [Insert Title] of [Insert Seller/Buyer], a [Insert State of Incorporation] corporation ("[Insert Seller/Buyer]"), do on this ____ day of _____, 199____, hereby certify pursuant to Article _____ of the Purchase and Sale Agreement by and between Amoco Production Company and [Insert Company Name], dated the [Insert Day] day of [Insert Month], 1997 (the "Agreement"), that the representations and warranties contained in the Agreement are true and correct on and as of the date hereof, except for inaccuracies which in the aggregate are not material when considering the transaction as a whole.

[Insert Seller/Buyer]

By: _____
Name: _____
Title: _____