

(Date)

Purchaser  
Purchaser Address  
City, State Zip

Re: Letter in Lieu of Division Orders or Transfer Orders

Gentlemen:

You are currently purchasing production from or are accounting to **XYZ Resources Corporation** (“**XYZ**”) for the proceeds of production from the oil and gas wells and/or units described on the attached Exhibit “A” (the “Properties”). **XYZ** or its predecessors have previously executed your Division Orders, Transfer Orders and/or other Purchase Agreements covering production from the Properties. **ABC Petroleum Corporation** (“**ABC**”) has acquired all of **XYZ**’s interest in the Properties effective as of \_\_\_\_\_, 20\_\_\_\_ (the “Effective Date”).

**XYZ** and **ABC** hereby request your acceptance of the Letter for purposes of recognizing the ownership of **ABC** as to such interest in the Properties. After receipt of this letter, please begin accounting after the Effective Date to the following:

Remittances: **ABC Petroleum Corporation**  
Anystreet  
Anytown, Anystate, AnyZip  
Tax ID # \_\_\_\_\_

**PLEASE DO NOT SUSPEND PAYMENTS.** In consideration for accepting this Letter in Lieu of Division Orders or Transfer Orders, **ABC** (i) agrees to all of the terms, covenants and conditions of your Division Orders or Transfer Orders in effect for the Properties as to the interest assigned to **ABC**, (ii) agrees to be bound by those terms as if **ABC** had originally executed such Division Orders or Transfer Orders, and (iii) agrees to indemnify you for making payments in the manner requested in this Letter. **XYZ** and **ABC** have agreed that revenues attributable to production purchased by you and payable for all periods prior to the Effective Date will be paid directly to **XYZ** and **ABC** requests that all revenues arising from purchases subsequent to the Effective Date be paid directly to **ABC**. For clarification purposes, revenues associated with \_\_\_\_\_, 20\_\_ production and sales, shall be paid directly to **ABC**. Please revise your records to reflect this change.

In order that we may have a record evidencing your receipt of this letter, we request that you sign and return one (1) copy of this letter to **ABC**.

Yours truly,

**XYZ RESOURCES, INC.**

\_\_\_\_\_  
By:

**ABC PETROLEUM CORPORATION**

\_\_\_\_\_  
By:

We have changed our records effective \_\_\_\_\_.  
(Purchaser)

\_\_\_\_\_

(Attach Exhibit of Properties)