

# EXHIBIT E

WILLOW PIPELINE  
5600 N. MAY, SUITE 310  
OKLAHOMA CITY, OK 73112

May 29, 1996

Harlow Corporation  
119 W. 15th  
Amarillo, TX 79101

RE: Hold Harmless Agreement

Dear Mr. Harlow:

This letter will confirm that Willow Pipeline Company agrees to hold the Harlow Corporation harmless during the time that the Harlow Corporation is operating the Chavez County, New Mexico Oil Lease for Willow.

Sincerely,



Gary Millspaugh, President

GM/krm

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