

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

LICENSE AGREEMENT - SEISMIC

THIS LICENSE AGREEMENT - SEISMIC ("Agreement") is dated this ____ day of _____, 19__ ("Effective Date"), by and between [Insert Company Name], a [Insert State of Incorporation] corporation, with an office at [Insert Address] ("Data Owner") and Amoco Production Company, a Delaware corporation, with an office at 501 WestLake Park Boulevard, Houston, Texas 77079 ("Licensee"), and sets forth the terms and conditions whereby Data Owner agrees to provide to Licensee and Licensee agrees to acquire from Data Owner a license to "Data" (as hereinafter defined).

WHEREAS, Licensee previously owned the Data, subject to certain third party rights, and has, on even date herewith and contemporaneous with transfer of title to certain oil and gas properties to Data Owner, assigned ownership of the Data to Data Owner in accordance with the terms of an Purchase and Sale Agreement dated the ____ day of _____, 19__ ("Purchase and Sale Agreement"); and

WHEREAS, Data Owners and Licensee desire that Licensee retain e right and license to the Data under the terms hereof.

NOW THEREFORE, in consideration of the mutual covenants and agreements herein set forth the parties agree as follows:

I. DEFINITIONS

- A. "Affiliate" means any entity that, directly or indirectly, through one or more intermediaries, controls or is controlled by or is under common control with the entity specified. Control means ownership of fifty percent (50%) or greater of the voting interest (stock of otherwise) of such entity.
- B. "Business Associate" means a third party that enters into a certain type of agreement with Licensee, such as farmout, operating agreement, acreage trade, area of mutual interest, joint bidding agreement or similar business agreement which set forth the terms and conditions for the joint exploration and/or development of a particular geographic area.