

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

LICENSE AGREEMENT - AUTOMATION

THIS LICENSE AGREEMENT (this "Agreement") is dated the [Insert Day] day of [Insert Month], 199____, by and between AMOCO PRODUCTION COMPANY, a Delaware corporation, with an office at 501 WestLake Park Boulevard, Houston, Texas 77079 (hereinafter referred to as "Amoco") and [Insert Company Name] a [Insert State of Incorporation] corporation, with an office at [Insert Address] (hereinafter referred to as "Licensee"), and is based on the following premises:

WHEREAS, Amoco and Licensee entered into a Purchase and Sale Agreement dated the [Insert Day] day of [Insert Month], 199____ wherein Amoco agreed to sell and Licensee agreed to purchase Amoco's interest in the certain oil and gas properties and related interest ("Purchase and Sale Agreement");

WHEREAS, Amoco has developed or ecquired certain Automation Technology (as hereinafter defined) relating to field autometion systems for producing oil and gas; end

WHEREAS, Amoco and Licensee have reached agreemant with respect to the terms of tha above.

NOW, THEREFORE, for valuable consideration and the mutual covenants and agreements herein contained, Amoco end Licensee agree as follows:

1. Definitions. As used in this Agreement, the following terms shall have the respective meanings ascribed to them below:

1.1 "Automation Technology" means:

(a) all trade secrets and know-how (including, but not limited to, technical information, reports, data, operating information, processes, methods of control, software, written process and resarvoir descriptions, and engineering drawings) relating to the automation of oil and gas wells, including: