1. 1 October 1990  Grant of Pipeline Licence PL 4 – Interests: Pipelines Authority of South Australia 100%

2. 28 June 1995  Bankers Undertaking

3. 28 June 1995  Pipeline Licence Document

4. 30 June 1995  Treasurers Certificate

5. 30 June 1995  Memorandum re Treasurers Certificate

6. 29 January 1996  Certificate of Registration on Change of Name

7. 4 March 1996  Memorandum entering Change of Name on the Public Register

8. 19 December 1996  Certificate of Registration on Change of Name

9. 25 February 1997  Memorandum entering Change of Name on the Public Register

10. 10 August 2000  Memorandum entering variation of licence conditions on the Public Register

11. 10 August 2000  Variation of conditions

12. 29 October 2004  Notation of approval and registration of the following document:


13. 2 December 2004  Notation of revision to security arrangements.

14. 15 September 2006  Notation of revision to security arrangements.

15. 3 March 2010  Memorandum entering notation of the following registrable dealing on the public register:

   Epic Energy South Australia Pty Limited – Fixed and Floating Charge dated 14 December 2009 between Epic Energy South Australia Pty Limited (Chargor) and Westpac Administration Pty Limited (Security Trustee).

   Ref: SA 2010-03
16. 2 July 2013  Memorandum entering notation of the following registrable dealing on the public register:

Letter evidencing the release of security interests
PL 4
Ref: SA 2013-35

17. 4 July 2013  Memorandum entering notation of the following registrable dealings on the public register:

Ref: SA 2013-36

Real Property Mortgage dated 17 June 2013 between Epic Energy South Australia Pty Limited and Citisecurities Limited.
Ref: SA 2013-37

18. 11 May 2016 Memorandum entering notation of the following registration of deed on the public register:

Security Trustee Resignation and Appointment Deed dated 24 March 2016 between QS MAPS Holdings No. 4 Pty Ltd, Citisecurities Limited and CBA Corporate Services (NSW) Pty Limited.
Ref: SA 2016-01

19. 23 May 2016 Renewal of licence

Expiry date of PL 4 is now 29 June 2037

Interest in the licence:

Epic Energy South Australia Pty Ltd 100%

20. 23 May 2016 Memorandum entering renewal of licence, effective from 30 June 2016 on the public register.

21. 26 July 2016 Memorandum entering notation of revision to security arrangements on the public register.
MEMORANDUM

PIPELINE LICENCES
PLs 1, 3 and 4

1. Notation of receipt of additional security on 21 July 2016 is hereby entered on the public register.

2. Security is held to cover any event occurring in PLs 1, 3 or 4 held by Epic Energy South Australia Pty Limited.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Date: 26 July 2016
MEMORANDUM

RENEWAL OF
PIPELINE LICENCES
PLs 3 and 4

1. Renewal of these licences, effective from 30 June 2016 is hereby entered on the public register.
   Expiry date: 29 June 2037

2. Interests in these licences are:
   Epic Energy South Australia Pty Limited 100%

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Date: 23 May 2016

File: 28/1/364
     28/1/365
Petroleum and Geothermal Energy Act 2000

RENEWAL OF PIPELINE LICENCE
PL 4

I, BARRY ALAN GOLDSTEIN, Executive Director, Energy Resources Division, Department of State Development, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 21 March 2012, HEREBY GRANT to:

Epic Energy South Australia Pty Limited
ACN 068 599 815

a Licence to operate and maintain a transmission pipeline described in this Licence for the conveyance of petroleum subject to the following terms and conditions:

1 INTERPRETATION

1.1 Unless the contrary intention appears, words defined in the Petroleum and Geothermal Energy Act 2000 or in the Petroleum and Geothermal Energy Regulations 2013 have the same meaning for the purposes of this Licence.

1.2 The "Act" means the Petroleum and Geothermal Energy Act 2000 and refers to that Act as amended from time to time and any Act enacted in substitution for that Act.

1.3 The "Regulations" means the Petroleum and Geothermal Energy Regulations 2013 and refers to those Regulations as amended from time to time and any Regulations or other statutory instruments made in substitution for those Regulations.

1.4 A reference to a "Statement of Environmental Objectives" is a reference to any Statement of Environmental Objectives for the time being approved under the Act in respect of the construction, maintenance, modification or operation of the pipeline.

1.5 A reference to the "Minister" is a reference to the Minister to whom the administration of the Act is for the time being committed.

1.6 The obligations of the Licensee and the powers of the Minister under the terms and conditions of this Licence are to be construed as being consistent with and as cumulative upon the obligations of the Licensee and the powers of the Minister under the Act and the Regulations.

2 TERM

The term of this licence is 21 years commencing on 30 June 2016 and expiring at midnight on 29 June 2037.
3 GENERAL PROVISIONS

3.1 The Licensee must maintain and operate the pipeline in accordance with the Act, (including the mandatory conditions stipulated by the Act), the Regulations and Statement of Environmental Objectives.

3.2 All regulated activities authorised by this Licence, namely:

(a) operation of the transmission pipeline; and
(b) maintenance of the transmission pipeline,

are classified as requiring low level official surveillance.

4 GENERAL DESCRIPTION OF PIPELINE

The pipeline will include:

4.1 a steel pipeline for the conveyance of natural gas, with pipes of an outside diameter (OD) of 168.3 mm over a route of approximately 26.74 km commencing at the exit flange of the Katnoo gas plant and proceeding in a south westerly direction to a junction point in the vicinity of Glencoe (herein called Glencoe Junction);

4.2 A connection to the SAFRIES Gas Pipeline (Pipeline Licence 3), commencing in the vicinity of the Katnoo Gas Plant at the outlet flanges of the valves marked S1 and S3 in the first drawing attached in Schedule 1;

4.3 a 168.3 mm OD steel pipeline approximately 18.87 km in length from the Glencoe Junction along a route in a south easterly direction to a delivery point in the vicinity of Mt Gambier;

4.4 a 168.3 mm OD steel lateral pipeline approximately 19.36 km in length from the Glencoe Junction along a route in a westerly direction to a delivery point in the vicinity of Snuggery;

4.5 two gas delivery meter and/or regulator stations, located in the vicinity of Mt Gambier and Snuggery to measure the gas flow and control the discharge pressure;

4.6 A 80mm diameter nominal (DN) steel pipeline approximately 11.52 km in length (herein referred to as the "Kalgadoodo to Nangwarry Pipeline"), commencing from an offtake point located at approximately KP 15 on the Katnoo to Snuggery Pipeline and proceeding in a generally easterly direction for 11.52 km, terminating at a compound at the Carter Holt Harvey Australia Pty Limited mill at Nangwarry.

4.7 A 80mm DN steel pipeline approximately 0.86 km in length (herein referred to as the "Kalgadoodo Spurline"), commencing from an offtake point located on the Kalgadoodo to Nangwarry Pipeline and proceeding in a generally southerly direction for 0.86 km, terminating at a compound at the Auspine Ltd mill at Kalgadoodo.

4.8 A fenced offtake station, including above-ground pressure-reduction facility and provision for pipe cleaning (18.5m x 7.6m) located on the southern side of Sudholm Road, Kalgadoodo.

4.9 A fenced above-ground combined metering station/pressure reduction facility at the Carter Holt Harvey Australia Pty Limited mill (12.2m x 9.3m)

4.10 A fenced above-ground combined metering station/pressure reduction facility at the Auspine Ltd mill (12.2m x 9.3m)
4.11 a number of scraper traps;
4.12 a system for mitigating pipeline corrosion;
4.13 a telemetry and communications system at the inlet point and outlet points of the pipeline; and
4.14 a remote monitoring system for supervision of the pipeline system
as shown on schedule 1 to this licence.

5 ROUTE
The pipeline is constructed along the route set out in Schedule 2 to this Licence.

6 DISCRETIONARY CONDITIONS
6.1 The Licensee must:
   (a) upon commencement of regulated activities under this Licence, maintain in force during the term of this Licence public and products liability insurance to cover regulated activities under this Licence (including sudden and accidental pollution) in the name of the Licensee for a sum not less than 100 million dollars ($100,000,000.00) thereafter, or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of the insurance as the Minister may from time to time require;
   (b) upon request by the Minister, provide the Minister with a cover note or certificate of currency of each insurance policy referred to in paragraph (a).
6.2 The Minister in specifying the levels of insurance accepts no liability for the completeness of their listing, the adequacy of the sum insured, the limit of liability, the scoped coverage, the conditions or exclusions of these insurances in respect to how they may or may not respond to any loss, damage or liability.

7 SECURITY
7.1 For the purpose of ensuring the due and proper performance of the Licensee's obligations under this Licence and the Act, the Licensee shall provide security in the amount of $50,000 in the form of either:
   (a) cash; or
   (b) an unconditional, irrevocable bank guarantee or letter of credit in a form, and from a financial institution, approved by the Minister,
   ("the Security").
7.2 The Security shall be:-
   (a) lodged within 28 days of the date of commencement of this Licence term;
   (b) reviewed periodically and during the term of the Licence if in the opinion of the Minister it is reasonable to increase the Security amount, provide additional security or substitute another security for the existing Security, the Licensee must comply with the Minister's request within 28 days after being requested in writing by the Minister so to do.
7.3 Interest will not be payable by the Minister to the Licensee on any cash Security.
7.4 All charges incurred by the Licensee in obtaining and maintaining the Security shall be met by the Licensee.

7.5 If upon expiry of this Licence this Licence is not renewed and the Minister is satisfied that there are no further obligations under this Licence or the Act, the Minister will return the Security to the Licensee.

Date: 23 May 2016.

.........................................................
BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy
EXECUTED BY THE LICENSEE:

EXECUTED by Epic Energy South Australia Pty Limited (ACN 068 599 815) in accordance with Section 127 of the Corporations Act 2001 (Cth):

[Signature of Director]

[Print Name of Director]

[Signature of Director/Secretary*]

[Print Name of Director/Secretary*]

(*delete the inapplicable)
PIPELINE LICENCE 4

KATNOOK to SNUGGERY GAS PIPELINE
NANGWARRY LATERAL

Process flow diagram 7.00 – 20.00 kP

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000
SCHEDULE 1
PIPELINE LICENCE 4
KATNOOK to SNUGGERY GAS PIPELINE
(Mount Gambier meter station)
Process flow diagram 15 kP to Mount Gambier Meter Station

PETROLEUM AND GEOTHERMAL
ENERGY ACT 2000
SCHEDULE 1
### SCHEDULE 2

### PL 4

#### ROUTE DESCRIPTION

All that part of the State of South Australia, bounded as follows:

Lines joining point of coordinates set out in the following table:

**MGA Zone 54**

**Apcel pipeline**

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Nangwarry pipeline

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Length: 77.35 km approximately
Note: There is no warranty that the boundary of this licence is correct in relation to other features of the map. The boundary is to be ascertained by reference to the Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREBEFORE REFERRED TO

PIPELINE LICENCE NO: 4

SR 28/1/158 LENGTH: 77.35 km (approx)
MEMORANDUM

PIPELINE LICENCES
PL 1, 3 and 4

SA 2016-01 Notation of the registration of a Security Trustee Resignation and Appointment Deed dated 24 March 2016 between QS MAPS Holdings No. 4 Pty Ltd, Citisecurities Limited and CBA Corporate Services (NSW) Pty Limited is hereby entered on the public register.

Under the provisions of the Security Trustee Resignation and Appointment Deed, with effect from 31 March 2016, Citisecurities Limited retires as security trustee and CBA Corporate Services (NSW) Pty Ltd agrees to act as the successor security trustee.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Date: 11 May 2016

Ref: F2015/000668
28/1/364
28/1/365
MEMORANDUM

PIPELINE LICENCES
PLs 1, 3 and 4

SA 2013–36  Notation of registrable dealing as evidenced by a General Security Deed dated 17 June 2013 between Epic Energy South Australia Pty Limited and Citisecurities Limited is hereby entered on the public register.

SA 2013-37  Notation of registrable dealing as evidenced by a Real Property Mortgage dated 17 June 2013 between Epic Energy South Australia Pty Limited and Citisecurities Limited is hereby entered on the public register.

MICHAEL MALAVAZOS
A/Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date:  4 July 2013

File:  28/1/363
      28/1/364
      28/1/365
Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PIPELINE LICENCES
PLs 1, 3 and 4

SA 2013-35 Notation of release of security interests in respect of PLs 1, 3 and 4 between Westpac Administration Pty Limited and Epic Energy South Australia Pty Ltd is hereby entered on the public register.

MICHAEL MALAVAZOS
A/Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date: 2 July 2013
File: 28/1/363
28/1/364
28/1/365
MEMORANDUM

PIPELINE LICENCES
PLs 1, 3 AND 4

SA 2010-03 Notation of registrable dealing as evidenced by Epic Energy South Australia Pty Limited – Fixed and Floating Charge dated 14 December 2009 between Epic Energy South Australia Pty Limited (Chargor) and Westpac Administration Pty Limited (Security Trustee) is hereby entered on the public register. This charge is to have effect in respect of Pipeline Licences PLs 1, 3 and 4 from 14 December 2009.

C.D. COCKSHELL
A/Director Petroleum and Geothermal Minerals and Energy Resources Primary Industries and Resources SA Delegate of the Minister for Mineral Resources Development

Date: 3 March 2010

Ref: 28/1/206
     28/1/364
     28/1/365
Petroleum Act 2000
S.115

MEMORANDUM

PIPELINE LICENSES
PL 1, PL 3 and PL 4

1. Notation of revision to security arrangements is hereby entered on the public register of licences.

C. D. COCKSHELL
A/Director Petroleum and Geothermal Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources Development

Date: 15 September 2006

SR 28/1/363
28/1/364
28/1/365
MEMORANDUM

PIPELINE LICENCES
PL 1 and PL 4

1. Notation of revision to security arrangements is hereby entered on the public register.

BARRY A. GOLDSTEIN
Director Petroleum
Minerals and Energy Division
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources Development

Date: 2 December 2004

File: 28/1/363
28/1/365
Petroleum Act 2000
S.115

MEMORANDUM

PIPELINE LICENCES
PL 1, PL 3 & PL 4

1. Notation of approval and registration of the following document is hereby entered on the Public Register with effect from 3 June 2004:

SA 2004-57  Deed of Charge dated 3 June 2004 between Epic Energy South Australia Pty Limited and Westpac Administration Pty Limited.

[Signature]

BARRY A. GOLDSTEIN
Director Petroleum
Minerals and Energy Division
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources
Development

Date: 29 October 2004

SR 27/2/004
MEMORANDUM
Pipeline Licence No 4

A variation of Licence Conditions is hereby entered on the Petroleum Register

SR 28/1/158
Dennis Ray Mutton
Chief Executive, Department of Primary Industries and
Resources, delegate of
Robert Gerard Kerin
Minister for Primary Industries and Resources

10/8/2000
PIPELINE LICENCE No. 4

VARIATION OF CONDITIONS

I, Dennis Ray Mutton, Chief Executive, Department of Primary Industries and Resources, for and on behalf Robert Gerard Kerin, Minister for Primary Industries and Resources in and for the State of South Australia, having been duly authorised by the said Minister by notice in the Government Gazette dated 4 December 1997, and having received from the Licensee, Epic Energy South Australia Pty Ltd, an application to vary Pipeline Licence No 4 in order to construct an extension to the pipeline,

HEREBY VARY, pursuant to the Section 80H of the Petroleum Act 1940, the conditions of Pipeline Licence No 4, dated 28 June 1995, as set out below:

Clause 4 "General Description of Pipeline" is amended by inserting after sub-clause 4.8 the following sub-clauses:

4.9 A 80 mm DN steel pipeline approximately 12 km in length (herein referred to as the "Kalangadoo to Nangwarry Pipeline"), commencing from an offtake point located on the Katnook to Snuggery Pipeline and proceeding in a generally easterly direction for 12 km, terminating at a compound at the Carter Holt Harvey Australia Pty Ltd mill at Nangwarry.

4.10 A 80 mm DN steel pipeline approximately 1 km in length (herein referred to as the "Kalangadoo Spurline"), commencing from an offtake point located on the Kalangadoo to Nangwarry Pipeline and proceeding in a generally southerly direction for 1 km, terminating at a compound at the Auspine Ltd mill at Kalangadoo.

4.11 A fenced offtake station, including above-ground pressure-reduction facility and provision for pipe cleaning (18.5m x 7.6m) located on the southern side of Sudholz Road, Kalangadoo.

4.12 A fenced above-ground combined metering station/pressure reduction facility at the Carter Holt Harvey mill (12.2m x 9.3m)

4.13 A fenced above-ground combined metering station/pressure reduction facility at the Auspine mill (12.2m x 9.3m).

Clause 5 "Route" is amended by inserting after sub-clause 5 the following sub-clause:

5.1 The Kalangadoo to Nangwarry Pipeline and Kalangadoo Spurline is constructed along the route shown in Schedule 1A to this Licence.

Dated this 10 day of August 2000

Dennis Ray Mutton
Delegate of the Minister for Primary Industries and Resources
The following signature evidences the consent of the Licensee to the variation of the conditions of Pipeline Licence No 4 set out in this document and made pursuant to Section 80H of the Petroleum Act 1940:

Executed for and on behalf of Epic Energy South Australia Pty Ltd (ACN 068 599 815) by a duly authorised officer:

Signature: [Signature]

Name: A. L. Kellett

Position: State Sales Manager
MEMORANDUM

SECTION 44 PETROLEUM ACT

PIPELINE LICENCE NOS 1, 3 AND 4

Receipt of a Certificate of Registration on Change of Name dated 19 December 1996 has been entered onto the Petroleum Register.

Tenneco Energy South Australia Pty Ltd is now known as Epic Energy South Australia Pty Ltd.

TS ZABROWARNY
MANAGER PETROLEUM ADMINISTRATION

25 February 1997
Certificate of Registration on Change of Name

Corporations Law Sub-section 171 (12)

This is to certify that

TENNECO ENERGY SOUTH AUSTRALIA PTY LTD

Australian Company Number 068 599 815

did on the nineteenth day of December 1996 change its name to

EPIC ENERGY SOUTH AUSTRALIA PTY LIMITED

Australian Company Number 068 599 815

The company is a proprietary company.

The company is limited by shares.

The company is registered under the Corporations Law of South Australia and the date of commencement of registration is the sixteenth day of March, 1995.

Given under the seal of the
Australian Securities Commission
on this nineteenth day of December, 1996.

[Signature]

[Name]

[Title]
MEMORANDUM

PETROLEUM ACT 1940
SECTION 44

PIPELINE LICENCES NOS. 1, 3 AND 4

Receipt of a Certificate of Registration on Change of Name dated 29 January 1996 is hereby entered into the Petroleum Register.

Tenneco Gas South Australia Pty Ltd is known as Tenneco Energy South Australia Pty Ltd.

J S ZABROWARNY
MANAGER PETROLEUM ADMINISTRATION

Y/3 1996
Certificate of Registration on Change of Name

Corporations Law Sub-section 171 (12)

This is to certify that

TENNECO GAS SOUTH AUSTRALIA PTY LIMITED

Australian Company Number 068 599 815
did on the twenty-ninth day of January 1996 change its name to

TENNECO ENERGY SOUTH AUSTRALIA PTY LTD

Australian Company Number 068 599 815

The company is a proprietary company.
The company is limited by shares.
The company is registered under the Corporations Law of South Australia and the date of commencement of registration is the sixteenth day of March, 1995.

Given under the seal of the Australian Securities Commission on this twenty-ninth day of January, 1996.

Alan Cameron
Chairman
MEMORANDUM

PIPELINE LICENCE NO. 4

The enclosed Treasurer's Certificate dated 30 June 1995 issued pursuant to Section 32 of the Pipelines Authority (Sale of Pipelines) Amendment Act 1995 (the Act) confirms the vesting of Pipeline Licence No. 4 in Tenneco Gas South Australia Pty Ltd.

The existing Pipeline Licence No. 4 to Pipelines Authority of South Australia is therefore revoked pursuant to Section 30(3) of the Act.

J S ZABROWARNY
MANAGER PETROLEUM ADMINISTRATION

30 June 1995
In accordance with Section 117 of the Petroleum Act 2000 (Act) this document forms part of ‘The Commercial Register’.

Section 118 of the Act provides for the following:

**Authority to search register**

(1) A person is entitled to have access to the material included in the commercial register, on payment of the prescribed inspection fee, if the access is authorised by—

(a) a person who has a legal or equitable interest in the relevant licence or registered dealing; or

(b) the Minister.

(2) The Minister must not authorise access under subsection (1)(b) unless the Minister has consulted with the licensee to whom the material relates and is satisfied that access should be authorised in the public interest.

FOR FURTHER INFORMATION PLEASE CONTACT:

Department of State Development
Energy Resources Division
GPO Box 320,
Adelaide SA 5001
(08) 8463 3204
PETROLEUM ACT, 1940

PIPELINE LICENCE NO. 4

1, ANDREW JOSEPH ANDREJEWSKIS, Chief Executive Officer, Department of Mines and Energy, of 191 Greenhill Road, Parkside, South Australia, 5063, for and on behalf of DALE SPEHR BAKER Minister for Mines and Energy in and for the State of South Australia (the "Minister") being Minister of the Crown in right of the said State to whom the administration of the Petroleum Act 1940 (the "Act") is committed, pursuant to the provisions of the Act, HEREBY GRANT to TENNECO GAS SOUTH AUSTRALIA PTY LTD A.C.N. 068 599 815 whose principal place of business is situated at 25 Conyngham Street, Glenside South Australia (referred to as "the Licensee"), a Licence to operate a pipeline described in this Licence for the conveyance of petroleum subject to the following terms and conditions:

1 INTERPRETATION

1.1 Unless the contrary intention appears, words defined in the Petroleum Act 1940 or in the Petroleum Regulations 1989 have the same meaning for the purposes of this Licence.

1.2 References to "the pipeline" refer to the pipeline in respect of which this Licence is granted.

1.3 The "Act" means the Petroleum Act 1940 and refers to that Act as amended from time to time and any Act enacted in substitution for that Act.

1.4 The "Regulations" means the Petroleum Regulations 1989 and refers to those regulations as amended from time to time and any regulations or other statutory instruments made in substitution for those regulations.

1.5 A reference to a "Code of Environmental Practice" is a reference to any code of environmental practice for the time being approved under the Regulations in respect of the construction, maintenance modification or operation of the pipeline.

1.6 A reference to the "Minister" is a reference to the Minister to whom the administration of the Act is for the time being committed.

1.7 The obligations of the Licensee and the powers of the Minister under the terms and conditions of this Licence are to be construed as being consistent with and as cumulative upon the obligations of the Licensee and the powers of the
Minister, the Director and any other office holder under the Act, the Regulations and any applicable Code of Environmental Practice.

2 **TERM**

The term of this Licence will commence on the date of the vesting of the pipeline to the purchaser pursuant to Section 28.(2) of the *Pipelines Authority (Sale of Pipelines) Amendment Act 1995*, and expire at midnight on the 29th day of June 2016.

3 **FEES**

The Licensee must pay fees to the Minister in accordance with the Act.

4 **GENERAL DESCRIPTION OF PIPELINE**

The pipeline will include:

4.1 a steel pipeline for the conveyance of natural gas, with pipes of an outside diameter (OD) of 168.3 mm over a route of approximately 27 km commencing at the exit flange of the Katnook gas plant and proceeding in a south westerly direction to a junction point in the vicinity of Glencoe (herein called the Glencoe Junction);

4.2 a 168.3 mm OD steel pipeline approximately 20 km in length from the Glencoe Junction along a route in a south easterly direction to a delivery point in the vicinity of Mt Gambier;

4.3 a 168.3 mm OD steel lateral pipeline approximately 20 km in length from the Glencoe Junction along a route in a westerly direction to a delivery point in the vicinity of Snuggery;

4.4 two gas delivery meter and/or regulator stations, located in the vicinity of Mt Gambier and Snuggery to measure the gas flow and control the discharge pressure;

4.5 a number of scraper traps;

4.6 a system for mitigating pipeline corrosion;

4.7 a telemetry and communications system at the inlet point and outlet points of the pipeline;

4.8 a remote monitoring system for supervision of the pipeline system.
ROUTE

The pipeline is constructed along the route set out in Schedule 1 to this Licence.

DESIGN, CONSTRUCTION, MAINTENANCE AND OPERATIONAL CRITERIA

6.1 The Licensee must maintain and operate the pipeline in accordance with the Act, the Regulations and Code of Environmental Practice.

6.2 Any modifications which the Licensee wishes to make to the pipeline must be designed, constructed, maintained and operated in accordance with the Act, the Regulations and Code of Environmental Practice.

6.3 The Licensee shall modify, maintain and operate the pipeline using people with appropriate skills and experience.

6.4 The Licensee must in the modification, maintenance and operation of the pipeline ensure that the safety of the public is not endangered.

6.5 The Licensee must modify, maintain and operate the pipeline in such a manner that ensures its continuing fitness for the purpose for which it is for the time being intended to be used. The petroleum transported by the pipeline must not cause a hazard to the pipeline.

6.6 The Licensee must modify, maintain and operate the pipeline in accordance with quality management system principles consistent with Australian Standard AS 3901, or with such other standard as may be approved from time to time by the Minister and notified to the Licensee in writing.

MONITORING AND REPORTING

7.1 The Licensee must, within 12 weeks after the time of granting of this Licence and at intervals of not more than 5 years thereafter, and at such other times as the Minister may require on reasonable grounds, provide to the Minister a written report prepared to a good professional standard assessing the pipeline's safety against criteria agreed to by the Minister and notified in writing to the Licensee. The Licensee must clearly specify in each such report any aspects of the pipeline or its environment, or of the management systems or maintenance and operating procedures associated with the pipeline, which significantly increase the chance of occurrence, or consequences of, an event which causes a hazard to the pipeline. The report must also include full details of the remedial action taken or proposed to be taken by the Licensee
relation to those aspects. If no action is proposed the report must include detailed reasons to substantiate such decision. If any action is proposed it shall be taken and completed, in accordance with the proposal, with all due haste and in a proper and professional manner. The provision of the report referred to in this subclause is in addition to and not in substitution for or fulfilment of any other obligation of the Licensee.

7.2 The Licensee must, within 60 days after the granting of this Licence and at intervals of not more than 5 years thereafter and at such other times as the Minister may require on reasonable grounds, submit to the Minister a report prepared to a good professional standard giving details of the measures proposed by the Licensee in the event of a leak from the pipeline, to undertake the clean up of and to ensure rehabilitation of the environment affected by those leaks or the consequences of those leaks.

7.3 If there is a leak or spillage of petroleum from the pipeline during the term of this Licence, the Licensee must make every endeavour to make good damage to the environment caused as a consequence of such leak or spillage.

7.4 The Licensee must, within 6 weeks after the granting of this Licence and at intervals of not more than 5 years thereafter, submit to the Minister particulars of the procedures proposed to be followed by the Licensee for the safe operation and security of the pipeline, and for the Licensee's response to emergencies ("emergency response procedures"). The Licensee must comply with these procedures. The Licensee must conduct exercises to test these procedures at regular intervals in accordance with good pipeline practice. A record of each exercise and the consequent report and any resultant action must be maintained and copies provided on the request of the Minister.

In addition to, and notwithstanding anything contained in the last preceding paragraph, at intervals of not more than 2 years the Licensee must conduct a practice drill of the emergency response procedures and provide a detailed written report to the Minister as to those procedures (including a statement as to the Licensee's opinion of their adequacy, such opinion to be based on good pipeline and professional practices and standards), such report to be provided within 60 days of the practice drill. The Licensee must clearly specify in any such report any deficiencies in its management systems or operating and maintenance procedures together with comprehensive particulars of the remedial action the Licensee has taken or proposes to take to correct those deficiencies. Any action proposed in the report shall be taken and completed in accordance with the proposal, with all due haste and in a proper and professional manner. The Minister may direct the Licensee to take such action as he may reasonably require.

7.5 The Licensee must, not more than two years after the granting of this Licence and at intervals of not more than five years thereafter, and at such other times
as the Minister may on reasonable grounds require, carry out a review to
determine the likely continued fitness for purpose of the pipeline. This review
shall be carried out to a good professional standard.

The review shall take into account but not be limited to taking into account all
data available about the pipeline and its environment and the efficiency and
effectiveness of management systems, work procedures and actions relevant to
the fitness for purpose of the pipeline.

The review shall explicitly consider alternatives available which would
improve knowledge of the pipeline or its environment relevant to a better
control of, or monitoring of, the pipeline's fitness for purpose and consider the
cost effectiveness of implementing these alternatives.

7.6 The Licensee must, within 60 days of finishing the review required by Clause
7.5, provide the Minister with a detailed written report of the review. This
report must specify but shall not be limited to:

(a) any defects found in the pipeline and any other factors which have the
potential to make the pipeline not fit for purpose; and

(b) the measures that the Licensee will undertake to manage any defects
or other factors with the potential to adversely affect the continued
fitness for purpose of the pipeline, to ensure the continued fitness for
purpose of the pipeline.

The Minister may direct the Licensee to take such action as he may reasonably
require.

7.7 The Licensee must, within one month of each anniversary of the
commencement of the Licence or such other date as may be agreed, provide
a report to the Minister, in a form acceptable to the Minister, in respect of the
operation of the pipeline over the 12 calendar month period immediately
preceding, together with details of the proposed operations of the pipeline by
the Licensee over the next succeeding 24 calendar month period. The report
must specify any occurrence or activity which affected or may affect the long
term operation of the pipeline or which causes or may cause hazards to the
pipeline or its operation.

8 FURTHER TERMS AND CONDITIONS

8.1 The Licensee must, as soon as practicable, but no later than 30 days after the
commencement of the Licence, provide the Minister with detailed particulars
of all equipment and materials installed on the pipeline, including "as
constructed" drawings of the pipeline and its associated equipment.
The Licensee must, within 30 days after completing any alteration to or modification of the pipeline provide the Minister with detailed particulars of the alteration or modification, including revisions to the "as constructed" drawings of the pipeline consequent upon its alteration or modification.

8.2 The Licensee shall procure and maintain during the term of this Licence and until decommissioning of the pipeline all such insurances that are appropriate to the natural gas industry as the Minister from time to time may reasonably require. The Licensee may self insure certain risks by agreement with the Minister.

8.3 If the Licensee has failed to observe or perform any term or condition of this Licence (other than a failure by the Licensee to pay money), the Minister may give notice in writing to the Licensee specifying the default and requiring that such default be rectified, and if the Licensee has failed to rectify the default within 30 days or within such longer period as may have been specified in the notice, the Minister may, (whether or not the Minister has cancelled the Licence) take such action as is necessary to rectify the default and recover the costs incurred by the Minister in doing so as a debt due to the Crown in the right of the State of South Australia.

8.4 Any notice or other communication to or by the Minister or the Licensee:

(a) must be in writing addressed to the address appearing herein or to such other address as either the Minister or the Licensee by notice in writing has advised the other;

(b) must be signed on behalf of the sender, and;

(c) will be deemed to be duly given or made case of:

(i) delivery in person, when delivered;

(ii) delivery by post, the third day after posting;

or

(iii) delivery by facsimile, upon a transmission report being printed by the sender's facsimile machine stating that the document has been sent to the recipient's facsimile machine;

but if delivery is not made before 4.00 pm on any day it will be deemed to have been made at 9.00 am on the next day in that place.
SIGNED, SEALED AND DELIVERED by the said ANDREW JOSEPH ANDREJEWSKIS, for and on behalf of DALE SPEHR BAKER, THE MINISTER FOR MINES AND ENERGY in and for the State of South Australia having been duly authorised by the said Minister by notice in the Government Gazette dated 15 June 1995 to grant a Pipeline Licence who hereby states that he has no notice of revocation of the said delegation at the time of execution of this instrument, in the presence of:

Witness

DATED this 25th day of June 1995.

THE COMMON SEAL of TENNECO GAS SOUTH AUSTRALIA PTY LTD was affixed in accordance with its articles of association:

Signature of authorised person

Signature of authorised person

Office held

Office held

Name of authorised person (BLOCK LETTERS)

Name of authorised person (BLOCK LETTERS)

DATED this 25th day of June 1995.
PETROLEUM ACT, 1940

PIPELINE LICENCE NO. 4

I, JOHN HEINZ CORNELIS KLUNDER, Minister of Mines and Energy for the State of South Australia, pursuant to the Petroleum Act, 1940 and all other enabling powers hereby grant to the Pipelines Authority of South Australia, this licence to construct and operate a pipeline for the conveyance of natural gas subject to the terms and conditions set out hereinafter:

TERMS AND CONDITIONS

1. The term of this licence is twenty-one (21) years commencing on and inclusive of the First .................... day of October .................... 1990, with the right, subject to carrying out adequately the obligations of the licence, to further renewals from time to time.

2. The licensee shall lodge with the Director-General, Department of Mines and Energy, from time to time and at not greater than annual intervals, advices setting out extensions, alterations or modifications to the pipeline.
GENERAL DESCRIPTION OF THE PIPELINE SYSTEM

The pipeline shall consist of the following components:

- A 168.3 mm OD steel pipeline approximately 27 km in length from the discharge side of the gas process plant operated by others in the vicinity of the Katnook natural gas field of South Australia along a route which runs in a south westerly direction to a junction point in the vicinity of Glencoe (herein called the Glencoe Junction), as shown on the Attachment to Pipeline Licence No.4.

- A 168.3 mm OD steel pipeline approximately 20 km in length from the Glencoe Junction along a route in a south easterly direction to a delivery point in the vicinity of Mt. Gambier, as shown on the Attachment to Pipeline Licence No. 4.

- A 168.3 mm OD steel pipeline approximately 20 km in length from the Glencoe Junction along a route in a westerly direction to a delivery point in the vicinity of Snuggery, as shown on the Attachment to Pipeline Licence No. 4.

- Two delivery meter stations, located in the vicinity of Mt. Gambier and Snuggery, to measure the gas flow and control the discharge pressure.

- A data communications system servicing the pipeline, with the control centre located at Glenside.
SIGNED, SEALED AND DELIVERED
by the said MINISTER OF MINES AND ENERGY at ADELAIDE this

1st day of October, 1990

MINISTER OF MINES & ENERGY

SIGNED, SEALED AND DELIVERED
by the said PIPELINES AUTHORITY OF SOUTH AUSTRALIA at ADELAIDE this

21st day of September, 1990

MEMBER

SECRETARY