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3 February 2009

By Hand

Australian Competition and Consumer Commission
Level 3
500 Queen Street
BRISBANE QLD 4000

Attention: Adjudication - David Hatfield

Our Ref: 2666518

Dear Mr Hatfield

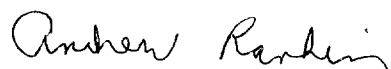
Application for minor variation of authorisation A50027

Please find enclosed an application for the minor variation of authorisation A50027 – CS Energy Limited and Callide Power Management Pty Ltd in respect of a joint negotiation for the purchase of black coal with Anglo Coal.

The application consists of the following documents:

- (1) Form FA – *Application for Variation of a non-merger authorisation*
- (2) Submissions supporting Form FA (confidential version)
- (3) Annexure A – Submission supporting Form B Application for Authorisation (August 2006)
- (4) Annexure B – Confidential Agreement (Callide B)
- (5) Annexure C – Confidential Agreement (Callide C)
- (6) Submissions supporting Form FA (public register)

Yours faithfully

A handwritten signature in black ink that reads "Andrew Rankin". The signature is written in a cursive, flowing style.

Andrew Rankin
Partner
Deacons

Contact: Merridy Woodroffe
Direct line: +61 (0)2 9330 8709
Email: merridy.woodroffe@deacons.com.au

Form FA

Commonwealth of Australia

Trade Practices Act 1974 — subsection 91A (1)

APPLICATION FOR MINOR VARIATION OF A NON-MERGER AUTHORISATION

To the Australian Competition and Consumer Commission:

Application is hereby made under subsection 91A (1) of the *Trade Practices Act 1974* for a minor variation of an authorisation.

PLEASE FOLLOW DIRECTIONS ON BACK OF THIS FORM

1. Applicant

- (a) Name of applicant:
(Refer to direction 2)

CS Energy Limited ACN 078 848 745

A50027

- (b) Description of business carried on by applicant:
(Refer to direction 3)

CS Energy Ltd and Callide Power Management Pty Ltd operate electricity stations, Callide B and C respectively, and both acquire coal from the Callide Mine, owned by Anglo Coal (Callide) Pty Ltd and Anglo Coal (Callide) No 2 Pty Ltd (together, **Anglo Coal**).

- (c) Address in Australia for service of documents on the applicant:

c/- Deacons

Level 17

175 Eagle Street

BRISBANE QLD 4000

2. Minor variation of authorisation

- (a) Description of the contract, arrangement or understanding, or the relevant conduct, for which authorisation was granted, including, but not limited to, the registration number assigned to that authorisation (the original authorisation):

See attached submission.

- (b) Provide a description of the goods or services that relate to the authorisation for which variation is sought:

See attached submission.

- (c) Provide details of the variation for which authorisation is sought, including but not limited to identification of differences between the contract, arrangement or understanding, or the relevant conduct, that was originally

authorised and the contract, arrangement or understanding, or the relevant conduct, for which a minor variation of authorisation is sought:
(Refer to direction 4)

See attached submission.

- (d) Facts and evidence relied upon in support of the claim that the variation is a minor variation:

See attached submission.

3. Parties to the contract, arrangement or understanding (whether proposed or actual), or conduct, for which variation of authorisation is sought

- (a) Names, addresses and description of business carried on by those other parties to the contract, arrangement or understanding, or the relevant conduct:

Callide Power Management Pty Ltd ACN 082 468 700

Level 11

61 Mary Street

BRISBANE QLD 4000

See attached submission for description of business.

- (b) Names, addresses and descriptions of business carried on by parties and other persons on whose behalf this application is made:
(Refer to direction 5)

n/a

- (c) Where those parties on whose behalf the application is made are not known - description of the class of business carried on by those possible parties to the contract or proposed contract, arrangement or understanding:

n/a

4. Public benefit claims

- (a) Provide submissions regarding the effect of the minor variation upon the public benefits resulting or likely to result from the original authorisation:

See attached submission.

- (b) Facts and evidence relied upon in support of these claims:

See attached submission.

5. Market definition

Provide a description of the market(s) in which the goods or services described at 2 (b) are supplied or acquired and other affected markets including: significant suppliers and acquirers; substitutes available for the relevant goods or services; any restriction on the supply or acquisition of the relevant goods or services (for example geographic or legal restrictions):

See attached submission.

6. Public detriments

- (a) Provide submissions regarding the effect of the minor variation upon the detriments to the public resulting or likely to result from the original authorisation, in particular the likely effect of the conduct on the prices of the goods or services described at 2 (b) above and the prices of goods or services in other affected markets:

See attached submission.

- (b) Facts and evidence relied upon in support of these claims:

See attached submission.

7. Further information

- (a) Name, postal address and telephone contact details of the person authorised by the applicant to provide additional information in relation to this application:

Andrew Rankin

Partner

Deacons

175 Eagle Street

BRISBANE QLD 4000

(07) 3309 0850

Dated..... 3 February 2009

Signed by/on behalf of the applicant

.....
(Signature)

Andrew Rankin

Deacons

Partner

DIRECTIONS

1. Where there is insufficient space on this form to furnish the required information, the information is to be shown on separate sheets, numbered consecutively and signed by or on behalf of the applicant.
2. Where the application is made by or on behalf of a corporation, the name of the corporation is to be inserted in item 1 (a), not the name of the person signing the application and the application is to be signed by a person authorised by the corporation to do so.
3. In item 1 (b), describe that part of the applicant's business relating to the subject matter of the contract, arrangement or understanding, or the relevant conduct, in respect of which the authorisation is sought.
4. In completing this form, provide details of the contract, arrangement or understanding (whether proposed or actual), or the relevant conduct, in respect of which minor variation of authorisation is sought.

In providing these details:

- (a) to the extent that the contract, arrangement or understanding, or the relevant conduct, has been reduced to writing — provide a true copy of the writing; and
 - (b) to the extent that the contract, arrangement or understanding, or the relevant conduct, has not been reduced to writing — provide a full and correct description of the particulars that have not been reduced to writing; and
 - (c) If minor variation of authorisation is sought for a contract, arrangement or understanding (whether proposed or actual) which may contain an exclusionary provision — provide details of that provision.
5. Where minor variation of an authorisation is sought on behalf of other parties provide details of each of those parties including names, addresses, descriptions of the business activities engaged in relating to the subject matter of the authorisation, and evidence of the party's consent to authorisation being sought on their behalf.
 6. Provide details of the likely effect of the minor variation upon those public benefits considered to result or to be likely to result from the original authorisation, including quantification of those effects where possible.
 7. Provide details of the market(s) likely to be affected by the contract, arrangement or understanding (whether proposed or actual), in particular having regard to goods or services that may be substitutes for the good or service that is the subject matter of the application for authorisation.
 8. Provide details of the likely effect of the minor variation upon those detriments to the public, including those resulting from the lessening of competition, which may result from the original authorisation. Provide quantification of these effects where possible.