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20 July 2009

By Email

Susan Philp and John Rouw
Adjudication
Australian Competition and Consumer Commission
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Dickson ACT 2602

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Your reference: A91135

Our reference: 60005/60076/80086018

Dear Susan and John

Woodside Energy Ltd (Woodside) and Benaris International Pty Ltd (Benaris) application for authorisation A91135

We refer to our telephone conversation with Susan Philp on 16 July 2009, our letter and Application for Authorisation dated 16 April 2009 (**Application A91135**) and to our subsequent correspondence.

As set out in our Application A91135 and our letter dated 14 July 2009, the applicants seek final authorisation until 31 December 2012, for any agreement between them and to give effect to any such agreement, to:

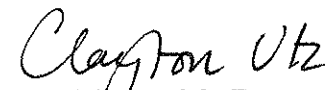
- Negotiate and establish common terms and conditions (including price) upon which LPG produced by the Project for and on behalf of each of the applicants will be offered for sale;
- Jointly market and sell that LPG to a common customer or customers in Victoria.

As discussed on 16 July 2009, we enclose a further application to take into account the amendments to the *Trade Practices Act 1974* (Cth) and the introduction of s 88(1A) which will come into force on 24 July 2009 under the *Trade Practices Amendment (Cartel Conduct and Other Measures) Act 2009* (Cth).

The Applicants request a waiver of the application fee as an application fee was paid in relation to Application A91135 and the application has not been materially altered.

If you have any further questions in relation to this Application or Application A91135 please contact Paul Fitzpatrick or Sarah Russell on the telephone numbers or email addresses listed below.

Yours faithfully



Paul Fitzpatrick, Partner
+61 8 9426 8416
pfitzpatrick@claytonutz.com

Contact: Sarah Russell, Senior Associate
+61 8 9426 8473
srussell@claytonutz.com

Form B

Commonwealth of Australia

Trade Practices Act 1974 — subsection 88 (1A) and (1)

AGREEMENTS AFFECTING COMPETITION OR INCORPORATING RELATED CARTEL PROVISIONS: APPLICATION FOR AUTHORISATION

To the Australian Competition and Consumer Commission:

Application is hereby made under subsection 88(1A) / 88(1) of the *Trade Practices Act 1974* for an authorisation under that subsection:

- to make a contract or arrangement, or arrive at an understanding, a provision of which would be, or might be, a cartel provision within the meaning of Division 1 of Part IV of that Act (other than a provision which would also be, or might also be, an exclusionary provision within the meaning of s 45 of that Act).
- to give effect to a provision of a contract, arrangement or understanding that is, or may be, a cartel provision within the meaning of Division 1 or Part IV of that Act (other than a provision which is also, or may also be, an exclusionary provision within the meaning of section 45 of that Act).
- to make a contract or arrangement, or arrive at an understanding, a provision of which would have the purpose, or would or might have the effect, of substantially lessening competition within the meaning of section 45 of that Act.

1. **Applicant**

(a) Name of Applicants:

Woodside Energy Ltd and Benaris International Pty Ltd.

(b) Short description of business carried on by applicant:

Development, production, marketing and sale of LPG.

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

C/- Paul Fitzpatrick, Clayton Utz, Level 27, QVI Building, 250 St Georges Terrace
Perth WA 6000

2. **Contract, arrangement or understanding**

(a) Description of the contract, arrangement or understanding, whether proposed or actual, for which authorisation is sought:

All contracts, arrangements or understandings relating to the common terms and conditions (including price) upon which LPG produced by the Otway Gas Project for and on behalf of each of Woodside Energy Ltd and Benaris International Pty Ltd will be offered for sale and to jointly market and sell that LPG to a common customer or customers.

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- (b) Description of those provisions of the contract, arrangement or understanding described at 2(a) that are, or would or might be, cartel provisions or that do, or would or might, have the effect or substantially lessening competition:

See "LPG Marketing Agreement between Woodside Energy Ltd (Representative) and Benaris International Pty Ltd (Seller)" provided to the ACCC with Application A91135 dated 16 April (Application A91135) on a confidential basis and not for publication.

- (c) Description of the goods or services to which the contract, arrangement or understanding (whether proposed or actual) relate:

Liquefied Petroleum Gas or LPG, which is the generic name used to describe liquefied propane or butane gases or a mixture of both.

- (d) The term for which authorisation of the contract, arrangement or understanding (whether proposed or actual) is being sought and grounds supporting this period of authorisation:

Interim authorisation from 20 April 2009 until September 2009 and authorisation from September 2009 until 31 December 2012.

3. Parties to the proposed arrangement

- (a) Names, addresses and descriptions of business carried on by other parties or proposed parties to the contract or proposed contract, arrangement or understanding:

Woodside Energy Ltd, 240 St Georges Terrace, Perth WA 6000

Benaris International Pty Ltd, Unit 23, 25 Claremont Street, South Yarra VIC 3141

4. Public benefit claims

- (a) Arguments in support of authorisation:

See "Submission to the Australian Competition and Consumer Commission in Support of an Application for Authorisation - Otway Project" in Application A91135.

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

See "Submission to the Australian Competition and Consumer Commission in Support of an Application for Authorisation - Otway Project" in Application A91135.

5. Market definition

Provide a description of the market(s) in which the goods or services described at 2 (c) 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):

LPG supplied mainly to Victorian and South Australian markets. For further detail see Application A91135.

6. Public detriments

- (a) Detriments to the public resulting or likely to result from the authorisation, in particular the likely effect of the contract, arrangement or understanding, on the prices of the goods or services described at 2 (c) and the prices of goods or services in other affected markets:

See "Submission to the Australian Competition and Consumer Commission in Support of an Application for Authorisation - Otway Project" in Application A91135.

- (b) Facts and evidence relevant to these detriments:

See "Submission to the Australian Competition and Consumer Commission in Support of an Application for Authorisation - Otway Project" in Application A91135.

7. Contract, arrangements or understandings in similar terms

This application for authorisation may also be expressed to be made in relation to other contracts, arrangements or understandings or proposed contracts, arrangements or understandings, that are or will be in similar terms to the abovementioned contract, arrangement or understanding.

- (a) Is this application to be so expressed?

No

- (b) If so, the following information is to be furnished:

- (i) description of any variations between the contract, arrangement or understanding for which authorisation is sought and those contracts, arrangements or understandings that are stated to be in similar terms;
- (ii) Where the parties to the similar term contract(s) are known — names, addresses and descriptions of business carried on by those other parties:
- (iii) Where the parties to the similar term contract(s) are not known — description of the class of business carried on by those possible parties:

8. Joint Ventures

- (a) Does this application deal with a matter relating to a joint venture (See section 4J of the *Trade Practices Act 1974*)?

Yes

- (b) If so, are any other applications being made simultaneously with this application in relation to that joint venture?

No

- (c) If so, by whom or on whose behalf are those other applications being made?

9. Further information

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

Paul Fitzpatrick, Clayton Utz, Level 27, QV1 Building, 250 St Georges Terrace Perth WA 6000

Dated: 21 July 2009

Signed on behalf of the applicant

Paul Fitzpatrick
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Paul Fitzpatrick
Partner, Clayton Utz