

Form A

**Exclusionary provisions and associated cartel provisions: application for authorisation**

(regulation 70)

Commonwealth of Australia

*Trade Practices Act 1974 — subsections 88 (1A) and (1)*



**EXCLUSIONARY PROVISIONS AND ASSOCIATED CARTEL PROVISIONS:  
APPLICATION FOR AUTHORISATION**

To the Australian Competition and Consumer Commission:

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

- 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 and which would also be, or might also be, an exclusionary provision within the meaning of section 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 of Part IV of that Act and 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, where a provision of the proposed contract, arrangement or understanding would be, or might be, an exclusionary provision within the meaning of section 45 of that Act.
- to give effect to a provision of a contract, arrangement or understanding where the provision is, or may be, an exclusionary provision within the meaning of section 45 of that Act.

**1. Applicant**

**(a) Name of Applicant:**

The North West Shelf Project (**Project**) participants that are participants of the Domestic Gas Joint Venture, being:

BHP Billiton Petroleum (North West Shelf) Pty Ltd

BP Developments Australia Pty Ltd

Chevron Australia Pty Ltd

Shell Development (Australia) Pty Ltd

Woodside Energy Ltd

(together, the **DGJV Applicants**)

**(b) Description of business carried on by applicant:**

The Project was formed to undertake exploration programmes on the continental shelf off North-West Australia and develop petroleum discoveries.

Relevantly, the DGJV Applicants are involved in the development, production, marketing and sale of natural gas to customers in Western Australia (**domgas**).

A91220

FILE No:

DOC:

MARS/PRISM:

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

Peter McDonald / Sarah Benbow  
Freehills  
Level 43, 101 Collins St  
Melbourne VIC 3000

**2. Contract, arrangement or understanding**

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

The DGJV Applicants are seeking authorisation to:

1. jointly discuss and negotiate common terms and conditions (including price) and the methods by which domgas produced from the Project will be offered for sale;
2. enter into contracts, arrangements or understandings between the DGJV Applicants containing common terms and conditions (including price) upon which domgas produced from the Project will be offered for sale and sold; and
3. give effect to existing and new contracts, arrangements and understandings for the sale of domgas.

**(b) Description of those provisions of the contract, arrangement or understanding described at 2 (a) that are, or would or might be, exclusionary provisions and (if applicable) are, or would or might be, cartel provisions:**

Refer (2)(a) above.

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

Domgas produced from the Project by the DGJV Applicants.

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

For the reasons set out in the supporting submission accompanying this application (**Submission**), authorisation is sought:

- to give effect to existing domgas contracts for their full term (including any extensions);
- to jointly market domgas and enter into new contracts until the end of 2016; and
- to give effect to domgas contracts entered into during the term of authorisation (or any extensions of such contracts) for a period of up to 25 years from the date of the first delivery of gas under those contracts.

**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:**

N/a.

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

Please refer to Attachment 1 to this Form and section 2 of the Submission.

**4. Public benefit claims**

- (a) **Arguments in support of application for authorisation:**

Please refer to section 8 of the Submission.

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

Please refer to the Submission and its attachments.

**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):**

Please refer to section 6 of the Submission.

**6. Public detriments**

- (a) **Detriments to the public resulting or likely to result from the contract arrangement or understanding, for which authorisation is sought, 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:**

Please refer to section 9 of the Submission.

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

Please refer to the Submission and its attachments.

**7. Contracts, arrangements or understandings in similar terms**

- (a) **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 above mentioned contract arrangement or understanding:**

- (b) **Is this application to be so expressed?**

No.

- (c) **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:**

N/a.

- (ii) **Where the parties to the similar term contract(s) are known — names, addresses and descriptions of business carried on by those other parties:**

N/a.

- (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:**

N/a.

**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?**

Yes. Please refer to:

- Form B lodged by the DGJV Applicants for authorisation of the conduct described in 2(a) above.
- Form A and Form B lodged by the Project participants that are participants of the Incremental Pipeline Gas Joint Venture (**IPGJV Applicants**) for similar conduct to that described in 2(a) above.

Further details are provided in the Submission.

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

The DGJV Applicants and the IPGJV Applicants respectively.

**9. Further Information**

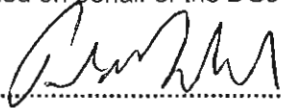
- (a) **Name, postal address and telephone contact details of the person authorised by the applicant seeking authorisation to provide additional information in relation to this application:**

Peter McDonald  
Partner  
Freehills  
Level 43, 101 Collins Street  
Melbourne VIC 3000

+61 3 9288 1597

Dated: 31 March 2010

Signed on behalf of the DGJV Applicants



.....  
(Signature)

**Peter McDonald**  
(Full Name)

**Freehills**  
(Organisation)

**Partner**  
(Position in Organisation)



## DIRECTIONS

1. Use Form A if the contract, arrangement or understanding includes also a provision which is, or might be, a cartel provision and which is also, or might be, an exclusionary provision. Use Form B if the contract, arrangement or understanding includes a provision which is, or might be, a cartel provision or a provision which would have the purpose, or would or might have the effect, of substantially lessening competition. It may be necessary to use both forms for the same contract, arrangement or understanding.

In lodging this form, applicants must include all information, including supporting evidence, that they wish the Commission to take into account in assessing their application for authorisation.

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. Describe that part of the applicant's business relating to the subject matter of the contract, arrangement or understanding in respect of which authorisation is sought.
4. Provide details of the contract, arrangement or understanding (whether proposed or actual) in respect of which the authorisation is sought. Provide details of those provisions of the contract, arrangement or understanding that are, or would or might be, exclusionary provisions. Provide details of those provisions of the contract, arrangement or understanding that are, or would or might be, cartel provisions.

In providing these details –

- (a) to the extent that any of the details have been reduced to writing, provide a true copy of the writing; and
  - (b) to the extent that any of the details have not been reduced to writing, provide a full and correct description of the particulars that have not been reduced to writing.
5. Where 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 those public benefits claimed to result or to be likely to result from the proposed contract, arrangement or understanding including quantification of those benefits where possible.
  7. Provide details of the market(s) likely to be effected by the contract, arrangement or understanding 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 detriments to the public, including those resulting from any lessening of competition, which may result from the proposed contract, arrangement or understanding. Provide quantification of those detriments where possible.
  9. Where the application is made also in respect of other contracts, arrangements or understandings, which are or will be in similar terms to the contract, arrangement or understanding referred to in item 2, furnish with the application details of the manner in which those contracts, arrangements or understandings vary in their terms from the contract, arrangements or understanding referred to in item 2.
  10. Where authorisation is sought on behalf of other parties provide details of each of those parties including names, addresses, and 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.

## Attachment 1

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**BHP Billiton Petroleum (North West Shelf) Pty Ltd**

Level 27, BHP Billiton Centre  
180 Lonsdale Street  
Melbourne VIC 3000

**BP Developments Australia Pty Ltd**

Level 8, QV1 Building  
250 St Georges Terrace  
Perth WA 6000

**Chevron Australia Pty Ltd**

Level 24, QV1 Building  
250 St Georges Terrace  
Perth WA 6000

**Shell Development (Australia) Pty Ltd**

2 Victoria Avenue  
Perth WA 6000

**Woodside Energy Ltd**

Woodside Plaza  
240 St Georges Terrace  
Perth WA 6000

**Form B Agreements affecting competition or incorporating related cartel provisions:  
application for authorisation**

(regulation 70)

Commonwealth of Australia

*Trade Practices Act 1974 — subsections 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(s) 88 (1A)/88 (1) of the *Trade Practices Act 1974* for an authorisation:

- 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 section 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 of 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.
- to give effect to a provision of a contract, arrangement or understanding where the provision is, or may be, an exclusionary provision within the meaning of section 45 of that Act.

**1. Applicant**

**(a) Name of Applicant:**

The North West Shelf Project (**Project**) participants that are participants of the Domestic Gas Joint Venture, being:

BHP Billiton Petroleum (North West Shelf) Pty Ltd

BP Developments Australia Pty Ltd

Chevron Australia Pty Ltd

Shell Development (Australia) Pty Ltd

Woodside Energy Ltd

(together, the **DGJV Applicants**)

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

The Project was formed to undertake exploration programmes on the continental shelf off North-West Australia and develop petroleum discoveries.

Relevantly, the DGJV Applicants are involved in the development, production, marketing and sale of natural gas to customers in Western Australia (**domgas**).

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

Peter McDonald / Sarah Benbow

Freehills

Level 43, 101 Collins St

Melbourne VIC 3000

A91221



**2. Contract, arrangement or understanding**

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

The DGJV Applicants are seeking authorisation to:

1. jointly discuss and negotiate common terms and conditions (including price) and the methods by which domgas produced from the Project will be offered for sale;
2. enter into contracts, arrangements or understandings between the DGJV Applicants containing common terms and conditions (including price) upon which domgas produced from the Project will be offered for sale and sold; and
3. give effect to existing and new contracts, arrangements and understandings for the sale of domgas.

**(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 of substantially lessening competition:**

Refer 2(a) above.

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

Domgas produced from the Project by the DGJV Applicants.

**(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:**

For the reasons set out in the supporting submission accompanying this application (**Submission**), authorisation is sought:

- to give effect to existing domgas contracts for their full term (including any extensions);
- to jointly market domgas and enter into new contracts until the end of 2016; and
- to give effect to domgas contracts entered into during the term of final authorisation (or any extensions of such contracts) for a period of up to 25 years from the date of the first delivery of gas under those contracts.

**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:**

N/a.

**(b) Names, addresses and descriptions of business carried on by parties and other persons on whose behalf this application is made:**

Please refer to Attachment 1 to this Form and section 2 of the Submission.

**4. Public benefit claims**

**(a) Arguments in support of authorisation:**

Please refer to section 8 of the Submission.

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

Please refer to the Submission and its attachments.

**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):

Please refer to section 6 of the Submission.

**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:**

Please refer to section 9 the Submission.

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

Please refer to the Submission and its attachments.

**7. Contracts, 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:**

N/a.

- (ii) **Where the parties to the similar term contract(s) are known — names, addresses and descriptions of business carried on by those other parties:**

N/a.

- (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:**

N/a.

**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?**

Yes. Please refer to:

- Form A lodged by the DGJV Applicants for authorisation of the conduct described in 2(a) above; and
- Form A and Form B lodged by the Project participants that are participants of the Incremental Pipeline Gas Joint Venture (IPGJV Applicants) for similar conduct to that described in 2(a) above.

Further details are provided in the Submission.

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

The DGJV Applicants and the IPGJV Applicants respectively.

**9. Further Information**

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

Peter McDonald  
Partner  
Freehills  
Level 43, 101 Collins Street  
Melbourne VIC 3000

+61 3 9288 1597

Dated 31 March 2010

Signed by/on behalf of the applicants

.....  
(Signature)

**Peter McDonald**  
(Full Name)

**Partner, Freehills**  
(Position in Organisation)



## DIRECTIONS

1. Use Form A if the contract, arrangement or understanding includes a provision which is, or might be, a cartel provision and which is also, or might also be, an exclusionary provision. Use Form B if the contract, arrangement or understanding includes a provision which is, or might be, a cartel provision or a provision which would have the purpose, or would or might have the effect, of substantially lessening competition. It may be necessary to use both forms for the same contract, arrangement or understanding.

In lodging this form, applicants must include all information, including supporting evidence, that they wish the Commission to take into account in assessing the application for authorisation.

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. Describe that part of the applicant's business relating to the subject matter of the contract, arrangement or understanding in respect of which the application is made.
4. Provide details of the contract, arrangement or understanding (whether proposed or actual) in respect of which the authorisation is sought. Provide details of those provisions of the contract, arrangement or understanding that are, or would or might be, cartel provisions. Provide details of those provisions of the contract, arrangement or understanding that do, or would or might, substantially lessen competition.

In providing these details:

- (a) to the extent that any of the details have been reduced to writing, provide a true copy of the writing; and
  - (b) to the extent that any of the details have not been reduced to writing, provide a full and correct description of the particulars that have not been reduced to writing.
5. Where 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 those public benefits claimed to result or to be likely to result from the proposed contract, arrangement or understanding including quantification of those benefits where possible.
  7. Provide details of the market(s) likely to be effected by the contract, arrangement or understanding, in particular having regard to goods or services that may be substitutes for the good or service that is the subject matter of the authorisation.
  8. Provide details of the detriments to the public which may result from the contract, arrangement or understanding including quantification of those detriments where possible.
  9. Where the application is made also in respect of other contracts, arrangements or understandings, which are or will be in similar terms to the contract, arrangement or understanding referred to in item 2, furnish with the application details of the manner in which those contracts, arrangements or understandings vary in their terms from the contract, arrangement or understanding referred to in item 2.

## Attachment 1

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**BHP Billiton Petroleum (North West Shelf) Pty Ltd**

Level 27, BHP Billiton Centre  
180 Lonsdale Street  
Melbourne VIC 3000

**BP Developments Australia Pty Ltd**

Level 8, QV1 Building  
250 St Georges Terrace  
Perth WA 6000

**Chevron Australia Pty Ltd**

Level 24, QV1 Building  
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Perth WA 6000

**Shell Development (Australia) Pty Ltd**

2 Victoria Avenue  
Perth WA 6000

**Woodside Energy Ltd**

Woodside Plaza  
240 St Georges Terrace  
Perth WA 6000

**Form A Exclusionary provisions and associated cartel provisions: application for authorisation**  
(regulation 70)

Commonwealth of Australia

*Trade Practices Act 1974 — subsections 88 (1A) and (1)*

**EXCLUSIONARY PROVISIONS AND ASSOCIATED CARTEL PROVISIONS:  
APPLICATION FOR AUTHORISATION**

To the Australian Competition and Consumer Commission:

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

- 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 and which would also be, or might also be, an exclusionary provision within the meaning of section 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 of Part IV of that Act and 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, where a provision of the proposed contract, arrangement or understanding would be, or might be, an exclusionary provision within the meaning of section 45 of that Act.
- to give effect to a provision of a contract, arrangement or understanding where the provision is, or may be, an exclusionary provision within the meaning of section 45 of that Act.

**1. Applicant**

**(a) Name of Applicant:**

The North West Shelf Project (**Project**) participants that are participants of the Incremental Pipeline Gas Joint Venture, being:

A91222 BHP Billiton Petroleum (North West Shelf) Pty Ltd

BP Developments Australia Pty Ltd

Chevron Australia Pty Ltd

Japan Australia LNG (MIMI) Pty Ltd

Shell Development (Australia) Pty Ltd

Woodside Energy Ltd

(together, the **IPGJV Applicants**)

**(b) Description of business carried on by applicant:**

The Project was formed to undertake exploration programmes on the continental shelf off North-West Australia and develop petroleum discoveries.

Relevantly, the IPGJV Applicants are involved in the development, production, marketing and sale of natural gas to customers in Western Australia (**domgas**).

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

Peter McDonald / Sarah Benbow  
Freehills  
Level 43, 101 Collins St  
Melbourne VIC 3000

**2. Contract, arrangement or understanding**

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

The IPGJV Applicants are seeking authorisation to:

1. jointly discuss and negotiate common terms and conditions (including price) and the methods by which domgas produced from the Project will be offered for sale;
2. enter into contracts, arrangements or understandings between the IPGJV Applicants containing common terms and conditions (including price) upon which domgas produced from the Project will be offered for sale and sold; and
3. give effect to existing and new contracts, arrangements and understandings for the sale of domgas.

**(b) Description of those provisions of the contract, arrangement or understanding described at 2 (a) that are, or would or might be, exclusionary provisions and (if applicable) are, or would or might be, cartel provisions:**

Refer 2(a) above.

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

Domgas produced from the Project by the IPGJV Applicants.

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

For the reasons set out in the supporting submission accompanying this application (**Submission**), authorisation is sought:

- to give effect to existing domgas contracts for their full term (including any extensions). This would also include giving effect to Domestic Gas Joint Venture gas supply contracts that may be assigned to the IPGJV Applicants;
- to jointly market domgas and enter into new contracts until the end of 2016; and
- to give effect to domgas contracts entered into during the term of authorisation (or any extensions of such contracts) for a period of up to 25 years from the date of the first delivery of gas under those contracts.

**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:**

N/a.

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

Please refer to Attachment 1 to this Form and section 2 of the Submission.

**4. Public benefit claims**

- (a) **Arguments in support of application for authorisation:**

Please refer to section 8 of the Submission.

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

Please refer to the Submission and its attachments.

**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):**

Please refer to section 6 of the Submission.

**6. Public detriments**

- (a) **Detriments to the public resulting or likely to result from the contract arrangement or understanding for which authorisation is sought, 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:**

Please refer to section 9 of the Submission.

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

Please refer to the Submission and its attachments.

**7. Contracts, arrangements or understandings in similar terms**

- (a) **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 above mentioned contract, arrangement or understanding:**

- (b) **Is this application to be so expressed?**

No.



- (c) 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:  
  
N/a.
  - (ii) Where the parties to the similar term contract(s) are known — names, addresses and descriptions of business carried on by those other parties:  
  
N/a.
  - (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:  
  
N/a.

## 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?  
  
Yes. Please refer to:  
- Form B lodged by the IPGJV Applicants for authorisation of the conduct described in 2(a) above;  
- Form A and Form B lodged by the Project participants that are participants of the Domestic Gas Joint Venture (**DGJV Applicants**) for similar conduct to that described in 2(a) above.  
  
Further details are provided in the Submission.
- (c) If so, by whom or on whose behalf are those other applications being made?  
  
The IPGJV Applicants and the DGJV Applicants respectively.

## 9. Further Information

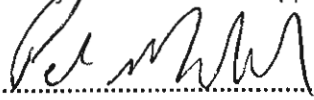
- (a) Name, postal address and telephone contact details of the person authorised by the applicant seeking authorisation to provide additional information in relation to this application:

Peter McDonald  
Partner  
Freehills  
Level 43, 101 Collins Street  
Melbourne VIC 3000

+61 3 9288 1597

Dated: 31 March 2010

Signed by/on behalf of the applicant/s

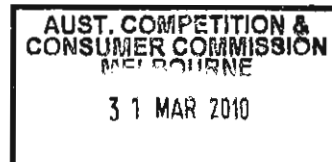


.....  
(Signature)

**Peter McDonald**  
(Full Name)

**Freehills**  
(Organisation)

**Partner**  
(Position in Organisation)



## DIRECTIONS

1. Use Form A if the contract, arrangement or understanding includes also a provision which is, or might be, a cartel provision and which is also, or might be, an exclusionary provision. Use Form B if the contract, arrangement or understanding includes a provision which is, or might be, a cartel provision or a provision which would have the purpose, or would or might have the effect, of substantially lessening competition. It may be necessary to use both forms for the same contract, arrangement or understanding.

In lodging this form, applicants must include all information, including supporting evidence, that they wish the Commission to take into account in assessing their application for authorisation.

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. Describe that part of the applicant's business relating to the subject matter of the contract, arrangement or understanding in respect of which authorisation is sought.
4. Provide details of the contract, arrangement or understanding (whether proposed or actual) in respect of which the authorisation is sought. Provide details of those provisions of the contract, arrangement or understanding that are, or would or might be, exclusionary provisions. Provide details of those provisions of the contract, arrangement or understanding that are, or would or might be, cartel provisions.

In providing these details –

- (a) to the extent that any of the details have been reduced to writing, provide a true copy of the writing; and
  - (b) to the extent that any of the details have not been reduced to writing, provide a full and correct description of the particulars that have not been reduced to writing.
5. Where 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 those public benefits claimed to result or to be likely to result from the proposed contract, arrangement or understanding including quantification of those benefits where possible.
  7. Provide details of the market(s) likely to be effected by the contract, arrangement or understanding 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 detriments to the public, including those resulting from any lessening of competition, which may result from the proposed contract, arrangement or understanding. Provide quantification of those detriments where possible.
  9. Where the application is made also in respect of other contracts, arrangements or understandings, which are or will be in similar terms to the contract, arrangement or understanding referred to in item 2, furnish with the application details of the manner in which those contracts, arrangements or understandings vary in their terms from the contract, arrangements or understanding referred to in item 2.
  10. Where authorisation is sought on behalf of other parties provide details of each of those parties including names, addresses, and 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.

## Attachment 1

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**BHP Billiton Petroleum (North West Shelf) Pty Ltd**

Level 27, BHP Billiton Centre  
180 Lonsdale Street  
Melbourne VIC 3000

**BP Developments Australia Pty Ltd**

Level 8, QV1 Building  
250 St Georges Terrace  
Perth WA 6000

**Chevron Australia Pty Ltd**

Level 24, QV1 Building  
250 St Georges Terrace  
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**Japan Australia LNG (MIMI) Pty Ltd**

Level 10, The Quadrant  
1 William St  
Perth WA 6000

**Shell Development (Australia) Pty Ltd**

2 Victoria Avenue  
Perth WA 6000

**Woodside Energy Ltd**

Woodside Plaza  
240 St Georges Terrace  
Perth WA 6000

**Form B**      **Agreements affecting competition or incorporating related cartel provisions:  
application for authorisation**  
(regulation 70)

Commonwealth of Australia

*Trade Practices Act 1974 — subsections 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(s) 88 (1A)/88 (1) of the *Trade Practices Act 1974* for an authorisation:

- 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 section 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 of 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.
- to give effect to a provision of a contract, arrangement or understanding which provisions has the purpose, or has or may have the effect, of substantially lessening competition within the meaning of section 45 of that Act.

**1. Applicant**

**(a) Name of Applicant:**

The North West Shelf Project (**Project**) participants that are participants of the Incremental Pipeline Gas Joint Venture, being:

BHP Billiton Petroleum (North West Shelf) Pty Ltd

BP Developments Australia Pty Ltd

Chevron Australia Pty Ltd

Japan Australia LNG (MIMI) Pty Ltd

Shell Development (Australia) Pty Ltd

Woodside Energy Ltd

(together, the **IPGJV Applicants**)

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

The Project was formed to undertake exploration programmes on the continental shelf off North-West Australia and develop petroleum discoveries.

Relevantly, the IPGJV Applicants are involved in the development, production, marketing and sale of natural gas to customers in Western Australia (**domgas**).

A91223

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

Peter McDonald / Sarah Benbow  
Freehills  
Level 43, 101 Collins St  
Melbourne VIC 3000

**2. Contract, arrangement or understanding**

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

The IPGJV Applicants are seeking authorisation to:

1. jointly discuss and negotiate common terms and conditions (including price) and the methods by which domgas produced from the Project will be offered for sale;
2. enter into contracts, arrangements or understandings between the IPGJV Applicants containing common terms and conditions (including price) upon which domgas produced from the Project will be offered for sale and sold; and
3. give effect to existing and new contracts, arrangements and understandings for the sale of domgas.

**(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 of substantially lessening competition:**

Refer (2)(a) above.

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

Domgas produced from the Project by the IPGJV Applicants.

**(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:**

For the reasons set out in the supporting submission accompanying this application (**Submission**), authorisation is sought:

- to give effect to existing domgas contracts for their full term (including any extensions). This would also include giving effect to Domestic Gas Joint Venture gas supply contracts that may be assigned to the IPGJV Applicants;
- to jointly market domgas and enter into new contracts until the end of 2016; and
- to give effect to domgas contracts entered into during the term of authorisation (or any extensions of such contracts) for a period of up to 25 years from the date of the first delivery of gas under those contracts.

**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:**

N/a.

**(b) Names, addresses and descriptions of business carried on by parties and other persons on whose behalf this application is made:**

Please refer to Attachment 1 to this Form and section 2 of the Submission.

**4. Public benefit claims**

**(a) Arguments in support of authorisation:**

Please refer to section 8 of the Submission.

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

Please refer to the Submission and its attachments.

**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):**

Please refer to section 6 of the Submission.

**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:**

Please refer to section 9 of the Submission.

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

Please refer to the Submission and its attachments.

**7. Contracts, 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:**

N/a.

**(ii) Where the parties to the similar term contract(s) are known — names, addresses and descriptions of business carried on by those other parties:**

N/a.

**(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:**

N/a.

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?**

Yes. Please refer to:

- Form B lodged by the IPGJV Applicants for authorisation of the conduct described in 2(a) above
- Form A and Form B lodged by the Project participants that are participants of the Domestic Gas Joint Venture (**DGJV Applicants**) for similar conduct to that described in 2(a) above.

Further details are provided in the Submission.

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

The IPGJV Applicants and the DGJV Applicants respectively.

9. **Further Information**

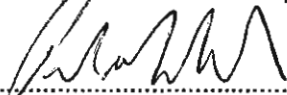
- (a) **Name and address of person authorised by the applicant to provide additional information in relation to this application:**

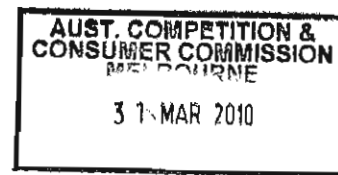
Peter McDonald  
Partner  
Freehills  
Level 43, 101 Collins Street  
Melbourne VIC 3000

+61 3 9288 1597

Dated: 31 March 2010

Signed by/on behalf of the applicant

  
.....  
(Signature)



**Peter McDonald**  
(Full Name)

**Partner, Freehills**  
(Position in Organisation)



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