

INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PIPELINE LICENCE PL 19

1. 20 November 2009 Grant of Pipeline Licence PL 19 –
Interests:
Adelaide Energy Limited 100%
Expiry Date: 19 November 2030
2. 20 November 2009 Memorandum entering PL 19 on the public register.
3. 26 November 2009 Gazettal of Grant of Pipeline Licence PL 19.
4. 2 December 2009 Memorandum entering notation of receipt of security on the public register.
5. 15 December 2009 Variation of licence condition.
6. 15 December 2009 Memorandum entering variation of licence condition on the public register.
7. 6 May 2011 Memorandum entering notation of revision to security arrangements on the public register.
8. 23 March 2012 Memorandum entering notation of discharge of security on the public register.
9. 23 March 2012 Memorandum entering notation of receipt of security on the public register.
10. 12 September 2012 Memorandum entering notation of change of company name on the public register.

From: Adelaide Energy Limited
To: Adelaide Energy Pty Ltd
11. 12 September 2012 Certificate of change of company name.
12. 28 October 2013 Memorandum entering notation of revision of security arrangements on the public register.
13. 30 October 2013 Memorandum entering notation of revision of security arrangements on the public register.
14. 21 November 2013 Memorandum entering notation of revision of security arrangements on the public register.

15. 10 January 2014 Memorandum entering notation of revision of security arrangements on the public register.
16. 21 August 2014 Memorandum entering notation of revision of security arrangements on the public register.
17. 19 September 2014 Memorandum entering notation of revision of security arrangements on the public register.
18. 15 October 2014 Memorandum entering notation of revision of security arrangements on the public register.

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

GAS STORAGE EXPLORATION LICENCES
GSELs 633, 634 and 646

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46,
47, 48, 49, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99,
100, 101, 102, 103, 104, 129 and 130

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247,
248, 249, 250, 253, 254, 255 and 256

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCES
SFLs 3, 4, 8 and 9

1. Notation of receipt of additional security in the form of Commonwealth Bank Guarantees dated 11 September 2014 and 7 October 2017 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Beach Energy Limited or Adelaide Energy Pty Ltd in South Australia.



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

Date: 15 October 2014

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

GAS STORAGE EXPLORATION LICENCES
GSELs 633 and 634

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46,
47, 48, 49, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99,
100, 101, 102, 103 and 104

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247,
248, 249, 250, 253, 254, 255 and 256

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFLs 3, 4, 8 and 9

1. Notation of receipt of additional security in the form of a Commonwealth Bank Guarantee dated 18 August 2014 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Beach Energy Limited or Adelaide Energy Pty Ltd in South Australia.



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

Date: 19 September 2014

Petroleum and Geothermal Energy Act 2000
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MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

GAS STORAGE EXPLORATION LICENCES
GSELs 633 and 634

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47,
48, 49, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101,
102, 103 and 104

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247, 248, 249
and 250

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFLs 3, 4, 8 and 9

1. Notation of receipt of additional security in the form of a Commonwealth Bank Guarantee dated 30 July 2014 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Beach Energy Limited or Adelaide Energy Pty Ltd in South Australia.



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

Date: 21 August 2014

Petroleum and Geothermal Energy Act 2000
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MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

GAS STORAGE EXPLORATION LICENCES
GSELs 633 and 634

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47,
48, 49, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101,
102, 103 and 104

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247, 248, 249
and 250

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFLs 3, 4, 8 and 9

1. Notation of receipt of additional security in the form of a Commonwealth Bank Guarantee dated 30 July 2014 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Beach Energy Limited or Adelaide Energy Pty Ltd in South Australia.



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

Date: 21 August 2014

**Petroleum and Geothermal Energy Act 2000
S.115**

MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495**

**PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32**

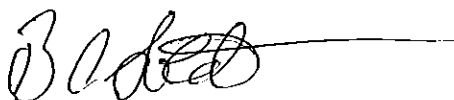
**PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246,
247, 248, 249 and 250**

**PIPELINE LICENCE
PL 19**

**GAS STORAGE RETENTION LICENCE
GSRL 27**

**SPECIAL FACILITIES LICENCE
SFLs 3, 4 and 8**

1. Notation of receipt of additional security in the form of an ANZ Bank Guarantee dated 13 December 2013 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.



**BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy**

Date: 10 January 2014

File:	27/2/169	27/2/172	27/2/173	27/2/187
	27/2/309	27/2/315	27/2/337	27/2/439
	28/1/159	28/1/353	28/1/360	28/1/375
	28/1/382	28/1/394	28/1/419	28/1/426
	28/1/446	F2009/14	F2009/16	F2010/730
	F2011/278	F2011/602	F2013/41	F2013/141
	F2013/155	F2013/277	F2013/672	F2013/676
	F2013/2207	F2013/1842	F2013/1843	F2013/1844

**Petroleum and Geothermal Energy Act 2000
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MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495**

**PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32**


**PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239 and 245**

**PIPELINE LICENCE
PL 19**

**GAS STORAGE RETENTION LICENCE
GSRL 27**

**SPECIAL FACILITIES LICENCE
SFLs 3 and 4**

1. Notation of receipt of additional security in the form of a Bank Guarantee dated 11 November 2013 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.



**BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy**

Date: 21 November 2013

File:	27/2/169	27/2/172	27/2/173	27/2/187
	27/2/309	27/2/315	27/2/337	27/2/439
	28/1/159	28/1/353	28/1/360	28/1/375
	28/1/382	28/1/394	28/1/419	28/1/426
	28/1/446	F2009/14	F2009/16	F2010/730
	F2011/278	F2011/602	F2013/41	F2013/141
	F2013/155	F2013/277		

**Petroleum and Geothermal Energy Act 2000
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**PETROLEUM EXPLORATION LICENCES
PELs 91, 92, 94, 95, 107, 186, 494, and 495**

**PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32**

**PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239 and 245**

**PIPELINE LICENCE
PL 19**

**GAS STORAGE RETENTION LICENCE
GSRL 27**

**SPECIAL FACILITIES LICENCE
SFL 3**

1. Notation of receipt of additional security in the form of a Bank Guarantee dated 23 October 2013 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.



**BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy**

Date: 30 October 2013

File:	27/2/169	27/2/170	27/2/172	27/2/173
	27/2/187	27/2/309	27/2/315	27/2/337
	27/2/439	28/1/159	28/1/353	28/1/360
	28/1/375	28/1/382	28/1/394	28/1/419
	28/1/426	28/1/446	F2009/14	F2009/16
	F2010/730	F2011/278	F2011/602	F2013/41
	F2013/155	F2013/277		

**Petroleum and Geothermal Energy Act 2000
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MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PELs 91, 92, 94, 95, 107, 186, 494, and 495**

**PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32**

**PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224 and 239**

**PIPELINE LICENCE
PL 19**

**GAS STORAGE RETENTION LICENCE
GSRL 27**

**SPECIAL FACILITIES LICENCE
SFL 3**

1. Notation of receipt of security in the form of a Bank Guarantee dated 6 June 2013 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.



**BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy**

Date: 28 October 2013

File:	27/2/169	27/2/170	27/2/172	27/2/173
	27/2/187	27/2/309	27/2/315	27/2/337
	27/2/439	28/1/159	28/1/353	28/1/360
	28/1/375	28/1/382	28/1/394	28/1/419
	28/1/426	28/1/446	F2009/14	F2009/16
	F2010/730	F2011/278	F2011/602	F2013/41
	F2013/155			

**Petroleum and Geothermal Energy Act 2000
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MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PELs 105, 255, 494 and 496**

**PIPELINE LICENCE
PL 19**

**PETROLEUM PRODUCTION LICENCES
PPLs 62, 168 and 202**

**PETROLEUM RETENTION LICENCES
PRLs 1, 2 and 13**

**GAS STORAGE RETENTION LICENCE
GSRL 27**

1. Notation of change of company name –

From: Adelaide Energy Limited
To: Adelaide Energy Pty Ltd

is hereby entered on the public register.



**ELINOR ALEXANDER
A/Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy**

Date: 18 September 2012

File: Various



ASIC

Australian Securities & Investments Commission

Australian Company

ADELAIDE ENERGY PTY LTD

ACN 116 256 823

Extracted from ASIC's database at AEST 16:06:35 on 21/09/2012

Company Summary

Name: ADELAIDE ENERGY PTY LTD

ACN: 116 256 823

ABN: 43 116 256 823

Registration Date: 15/09/2005

Next Review Date: 21/12/2012

Former Name(s): ADELAIDE ENERGY LIMITED, ADELAIDE ENERGY
PTY LTD

Status: Registered

Company Type: Australian Proprietary Company, Limited By Shares

Locality of Registered Office: Glenside SA 5065

Regulator: Australian Securities & Investments Commission

Further information relating to this organisation may be purchased from ASIC.

Petroleum and Geothermal Energy Act 2000

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MEMORANDUM

PETROLEUM EXPLORATION LICENCES

PELs 91, 92, 94, 95, 105, 107, 186, 218, 255, 494 and 496

PETROLEUM RETENTION LICENCES

PRLs 1, 2 and 13

PETROLEUM PRODUCTION LICENCES

PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224 and 239

PIPELINE LICENCE

PL 19

GAS STORAGE RETENTION LICENCE

GSRL 27

1. Notation of receipt of security in the form of a Bank Guarantee dated 15 March 2012 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.



BARRY A. GOLDSTEIN

Executive Director

Energy Resources Division

Department for Manufacturing, Innovation, Trade, Resources and Energy

Delegate of the Minister for Mineral Resources and Energy

Date: 23 March 2012

File:	27/2/169	27/2/170	27/2/172	27/2/173
	27/2/185	27/2/187	27/2/309	27/2/315
	27/2/337	27/2/375	27/2/418	27/2/439
	28/1/159	28/1/353	28/1/360	28/1/375
	28/1/382	28/1/394	28/1/419	28/1/426
	28/1/446	F2009/14	F2009/16	F2010/730
	F2011/278	F2011/602		

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 105, 255, 494 and 496

PETROLEUM RETENTION LICENCES
PRL 13

GAS STORAGE RETENTION LICENCE
GSRL 27

PIPELINE LICENCE
PL 19

1. Notation of discharge of security in the form of Bank Guarantees dated 25 November 2009 and 14 April 2011 is hereby entered on the public register.



BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date: 23 March 2012

File:	27/2/185	27/2/309	27/2/337
	27/2/418	27/2/439	28/1/159
	28/1/353	28/1/446	F2009/14
	F2009/16	F2010/730	F2011/602

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 105, 255, 494 and 496

PETROLEUM PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

PETROLEUM RETENTION LICENCE
PRL 13

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



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

Date: 6 May 2011

Ref: 27/2/185 F2009/14
27/2/418 F2009/16
27/2/439 F2010/730
27/2/446

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PIPELINE LICENCE
PL 19

1. Variation of licence conditions is hereby entered on the public register.



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

Date: 15 December 2009

Ref: 28/1/446

Petroleum and Geothermal Energy Act 2000

VARIATION OF PIPELINE LICENCE PL 19

I, BARRY ALAN GOLDSTEIN, Director Petroleum and Geothermal, Minerals and Energy Resources, Department of Primary Industries and Resources, in the State of South Australia, pursuant to section 48(d) of the *Petroleum and Geothermal Energy Act 2000* and all other enabling powers, for and on behalf of Paul Holloway, Minister for Mineral Resources Development (Minister), pursuant to delegated powers dated 1 October 2009 hereby vary the conditions of Pipeline Licence PL 19 held by -

Adelaide Energy Limited
ACN 116 256 823

The pipeline licence is varied by amending the licence granted 20 November 2009 as follows:

- i. Clause 4 "General Description of Pipeline" is amended by replacing clause 4.1 (b) with the following:

4 GENERAL DESCRIPTION OF PIPELINE

The pipeline system will include:

4.1 Four steel pipelines for the conveyance of natural gas, being:

- (b) A pipeline of a nominal diameter of 80mm, herein known as the Limestone Ridge #1 pipeline, commencing at the insulation joint on the Limestone Ridge #1 well site and proceeding over a route of approximately 4.8km to a delivery point being the underground barred tree on the Jacaranda Ridge #2 pipeline (located at 54H 477365 mE 5859131 mN).

Dated:

15 Dec 2009



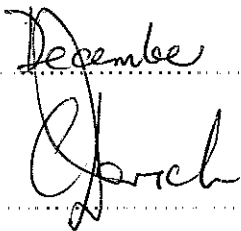
BARRY A. GOLSTEIN
Director Petroleum and Geothermal
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources
Development

The following signature evidences the consent of the Licensee to the Variation of Conditions of Pipeline Licence PL 19 as set out in this document and made pursuant to Section 48(d) of the *Petroleum and Geothermal Energy Act 2000*.

Executed for and on behalf of:

Adelaide Energy Limited
ACN 116 256 823

Date 3 December 2009

Signature 

Name CARL WILLIAM DORSETT

Position MANAGING DIRECTOR

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PIPELINE LICENCE
PL 19

1. Notation of receipt of security is hereby entered on the public register.



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

Date: 2 December 2009

File: 28/1/446

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Grant of Pipeline Licence

NOTICE is hereby given that the undermentioned Pipeline Licence has been granted under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 1 October 2009.

No. of Licence	Licensee	Locality	Date of Expiry	Reference
PL 19	Adelaide Energy Limited	Otway Basin of South Australia	19 November 2030	28/01/446

General Description of the Licence Area

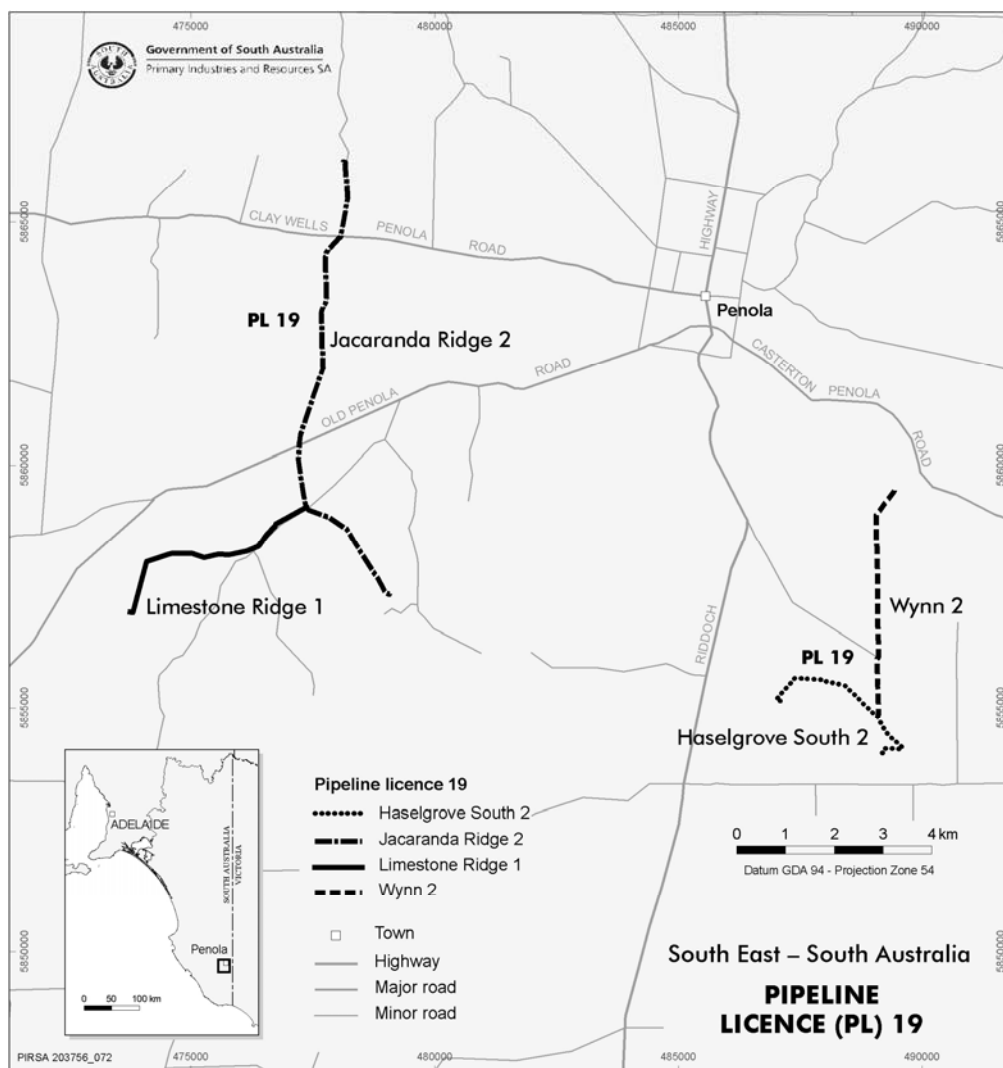
The Jacaranda Ridge #2 pipeline commences at the Jacaranda #2 well site and proceeds to the existing Redman #1 well site, where it connects into the existing flow line to transport gas to the Katnook Plant. The Jacaranda Ridge #2 pipeline is approximately 10 km long.

The Limestone Ridge #1 pipeline commences at the Limestone Ridge #1 well site and connects into the Jacaranda Ridge #2 pipeline to transport gas to the Katnook Plant. The Limestone Ridge #1 pipeline is approximately 4.8 km long.

The Haselgrove South #2 pipeline commences at the Haselgrove South #2 well site and concludes at the Haselgrove South #1 well site, where it connects into the existing flow line to transport gas to the Katnook Plant. The Haselgrove South #2 pipeline is approximately 4 km long.

The Wynn #2 pipeline commences at the Wynn #2 well site and travelling in a southward direction connects with the Haselgrove South #2 pipeline to transport gas to the Katnook Plant. The Wynn #2 pipeline is approximately 4.8 km long.

The Pipeline is to be constructed along the route shown on the map following:



Dated 20 November 2009.

B. A. GOLDSTEIN, Director Petroleum and Geothermal
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources Development

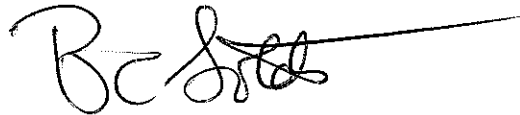
**Petroleum and Geothermal Energy Act 2000
S.115**

MEMORANDUM

**PIPELINE LICENCE
PL 19**

1. This Licence granted on 20 November 2009 is hereby entered on the public register.
2. Interests in the licence are:-

Adelaide Energy Limited 100%



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

Date: 20 November 2009

Ref. 28/1/446

Petroleum and Geothermal Energy Act 2000

PIPELINE LICENCE No 19

I, BARRY ALAN GOLDSTEIN, Director Petroleum and Geothermal, Minerals and Energy Resources, Department of Primary Industries and Resources 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 Paul Holloway, Minister for Mineral Resources Development (Minister), pursuant to delegated powers dated 1 October 2009, HEREBY GRANT to:

Adelaide Energy Limited
ACN 116 256 823

a Licence to construct and operate a transmission pipeline described in this Licence for the conveyance of natural gas 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 2000* 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 2000* 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 20 November 2009 and expiring at midnight on 19 November 2030

BAK 20 Nov 09

3 GENERAL PROVISIONS

3.1 The Licensee must design, construct, 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) construction of the transmission pipeline; and
- (b) operation of the transmission pipeline,

are classified as requiring high level official surveillance, unless the Licensee satisfies the Minister that, in view of the Licensee's demonstrated competence to comply with the requirements of the Act and the conditions of this Licence, the activities should be classified as requiring low level official surveillance.

4 GENERAL DESCRIPTION OF PIPELINE

The pipeline system will include:

4.1 Four steel pipelines for the conveyance of natural gas, being:

- (a) A pipeline of a nominal diameter of 100mm, herein known as the Jacaranda Ridge #2 pipeline, commencing at the insulation joint on the Jacaranda Ridge #2 well site and proceeding over a route of approximately 10km to a delivery point being an above ground barred tee on the Redman #1 pipeline, located immediately upstream of the insulation joint at the Redman #1 well site.
- (b) A pipeline of a nominal diameter of 80mm, herein known as the Limestone Ridge #1 pipeline, commencing at the insulation joint on the Limestone Ridge #1 well site and proceeding over a route of approximately 2.5km to a delivery point being the underground barred tee on the Jacaranda Ridge #2 pipeline (located at 54H 477365 mE 5859131 mN).
- (c) A pipeline of a nominal diameter of 80mm, herein known as the Haselgrove South #2 pipeline, commencing at the insulation joint on the Haselgrove South #2 well site and proceeding over a route of approximately 4km to a delivery point being an above ground flange on the Haselgrove South #1 pipeline, located immediately upstream of the insulation joint at the Haselgrove South #1 well site.

- (d) A pipeline of a nominal diameter of 80mm, herein known as the Wynn #2 pipeline, commencing at the insulation joint on the Wynn #2 well site and proceeding over a route of approximately 4.8km to a delivery point being the underground barred tee on the Haselgrove South #2 pipeline (located at 54H 489062 mE 5854831 mN).
- 4.2 One mainline valve on the Jacaranda Ridge #2 pipeline, located above ground at the Redman #1 well site.
- 4.3 A system for mitigating pipeline corrosion, namely impressed current cathodic protection and Fusion Bonded Epoxy (FBE) coating.
- 4.4 A telemetry and communication system on the pipeline.
- 4.5 Remote monitoring and control system for the supervision and operation of the pipeline system.

5 ROUTE

The pipeline shall be constructed within a 100m wide corridor; the centre line of which is shown on Schedule 1 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 20 million dollars (\$20,000,000.00) for the period of pipeline construction to the commencement of commissioning, and 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).

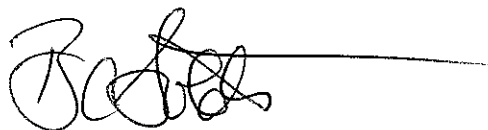
6.2 The Minister in specifying the levels of insurance accepts no liability for the completeness of their listing, the adequacy of the sum insured, the limit of liability, the scoped coverage, the conditions or exclusions of these insurances in respect to how they may or may not respond to any loss, damage or liability.

6.3 The Licensee must, within 12 weeks after the time of commissioning the Pipeline conduct a practice drill of the emergency procedures and provide a report on the practice drill in accordance with the requirements of the Regulations

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 execution of this Licence;
 - (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.

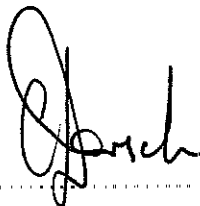
Date: 20 November 2009



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

Executed for and on behalf of Adelaide Energy Limited:

Date: 13 / NOV / 2009



Authorised representative

CARL WILLIAM DORSCH

Name

MANAGING DIRECTOR

Position

SCHEDULE 1

PL 19

ROUTE DESCRIPTION

A series of straight lines generally joining the point of coordinates set out in the following tables and generally shown on the attached plan:

MGA Zone 54

Jacaranda Ridge No.2

478128mE 5866255mN
478126mE 5866250mN
478171mE 5866238mN
478162mE 5866198mN
478211mE 5865496mN
478070mE 5864696mN
478046mE 5864678mN
477803mE 5864417mN
477774mE 5864368mN
477753mE 5864290mN
477777mE 5863410mN
477759mE 5863350mN
477707mE 5863258mN
477684mE 5863195mN
477673mE 5863123mN
477704mE 5861994mN
477242mE 5860614mN
477230mE 5860476mN
477197mE 5860128mN
477290mE 5859505mN
477366mE 5859125mN
477411mE 5859082mN
477802mE 5858942mN
478196mE 5858681mN
478329mE 5858449mN
478729mE 5857813mN
478852mE 5857635mN
478991mE 5857368mN
479067mE 5857342mN
479063mE 5857332mN

Limestone Ridge No.1

473758mE 5856971mN
473757mE 5856966mN
473805mE 5856957mN

474093mE 5858013mN
474584mE 5858177mN
475032mE 5858174mN
475264mE 5858098mN
475576mE 5858163mN
475764mE 5858148mN
476146mE 5858229mN
476362mE 5858318mN
476416mE 5858377mN
476540mE 5858546mN
476726mE 5858753mN
476736mE 5858789mN
477340mE 5859126mN
477365mE 5859131mN

Haselgrove South No.2

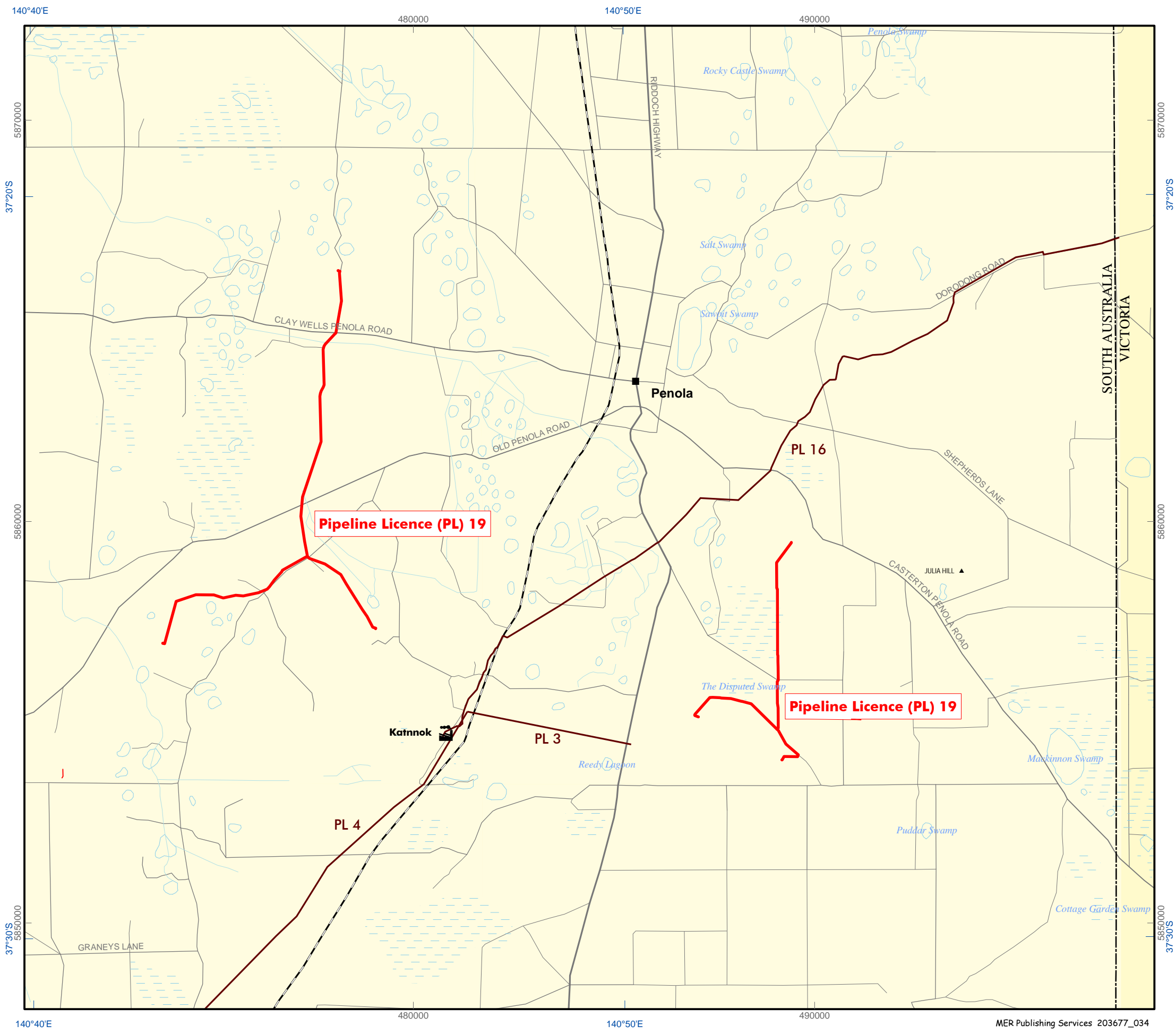
489184mE 5854063mN
489194mE 5854063mN
489241mE 5854147mN
489579mE 5854143mN
489597mE 5854191mN
489287mE 5854457mN
489096mE 5854797mN
488424mE 5855458mN
488201mE 5855518mN
488171mE 5855524mN
487916mE 5855592mN
487679mE 5855603mN
487644mE 5855611mN
487463mE 5855620mN
487389mE 5855617mN
487024mE 5855205mN
487012mE 5855179mN
487017mE 5855167mN
487105mE 5855133mN

Wynn No.2

489424mE 5859482mN
489424mE 5859472mN
489053mE 5858978mN
489056mE 5858342mN
489072mE 5858319mN
489081mE 5856688mN
489086mE 5856658mN
489087mE 5856514mN
489092mE 5856379mN
489094mE 5856047mN
489071mE 5856020mN
489075mE 5855472mN

489091mE 5855360mN
489094mE 5854853mN
489062mE 5854830mN

Length: **23.6** km approximately



Petroleum tenements
 Pipeline Licence (PL) 19
 Pipeline Licence (PL)

Topography
 Processing plant
 Town
 Hill
 Highway
 Secondary road
 Minor road
 Track
 Railway
 Watercourse
 Lake/waterbody
 Subject to inundation

 **Government of South Australia**
 Primary Industries and Resources SA

0 1 2 3 4 5 Kilometres
 Datum GDA 94 – Projection Zone 54

**Petroleum and Geothermal
 Energy Act 2000
 Schedule 1
 PIPELINE LICENCE (PL) 19**