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DAMPIER TO BUNBURY PIPELINE ACT 1997

TRANSFER ORDER

Made by the Minister under Section 15(1)

I, Colin James Barnett, Minister for Energy, order that—

- (a) the time that Gas Corporation's Bank confirms to Gas Corporation and the Buyer that the balance of the Purchase Price paid by the Buyer to Gas Corporation under clause 4.2(b) of the Asset Sale Agreement is cleared and immediately available to Gas Corporation, is to be the transfer time for this order;
- (b) each asset of Gas Corporation specified in Column 1 of Part 1 of Table B, but not any asset specified in Part 2 of Table B, is, by operation of section 16, to be assigned to the person specified or referred to opposite that asset in Column 2 of Part 1 of Table B;
- (c) each liability of Gas Corporation specified in Column 1 of Part 1 of Table C, but not any liability specified in Part 2 of Table C, is, by operation of section 16, to be assigned to the person specified or referred to opposite that liability in Column 2 of Part 1 of Table C; and
- (d) subject to paragraph (c) of this order, each agreement and instrument specified or referred to in Column 1 of Part 1 of Tables B and C is, by operation of section 16, to have effect as if references to the person specified or referred to in Column 2 of Part 1 of Tables B and C were substituted for references to Gas Corporation, in its capacity as the holder of Rights in the assets the subject of this order, in the relevant agreement or instrument.

Unless the contrary intention appears, words and expressions used in this order have the meaning ascribed by the Act or specified in Table A.

The schedules referred to in this order have been signed by me for identification and may be inspected during normal office hours at Level 7, 1 William Street, Perth.

TABLE A
DEFINITIONS

"Access Rights" means the access rights conferred on Gas Corporation pursuant to section 34 of the Act by the DBNGP Land Access Minister under an instrument dated 20 March 1998.

"Act" means the Dampier to Bunbury Pipeline Act 1997.

"Alcoa Agreement" means the agreement dated 7 February 1983 between Alcoa of Australia Limited (ACN 004 879 298) and The State Energy Commission of Western Australia, as amended by instruments of amendment up to and including Deed of Amendment No. 3 between Gas Corporation and Alcoa of Australia Limited dated 30 December 1997.

"Alignment Sheets" means those Gas Corporation alignment sheets, showing the location of the privatized DBNGP system, referred to in the Schedules and copies of which are available for inspection during normal office hours at Level 7, 1 William Street, Perth.

"Asset Sale Agreement" means the agreement between Gas Corporation, the Buyer and the Parent Entities dated 3 March 1998 for the sale of the assets and liabilities therein described as contemplated in section 13 of the Act.

"Books and Records" means originals and copies in machine readable or printed form (of the whole or relevant parts or extracts thereof) of all registers, books, reports, correspondence, files, records, accounts or documents, immediately prior to the transfer time, owned by an Entity and used or generated since commencement of construction of the corporation's DBNGP system in connection with or which are otherwise required for, the ownership, operation and maintenance of the assets the subject of this order.

"Buyer" means Epic Energy (WA) Nominees Pty Ltd (ACN 081 609 289) as trustee for the Epic Energy WA Pipeline Trust, Epic Energy (WA) Transmission Pty Ltd (ACN 081 609 190) and Epic Energy (WA) Investments Pty Ltd (ACN 081 609 243).