

IN THE AUSTRALIAN COMPETITION TRIBUNAL

of 2014

AGL Energy Limited

RE: PROPOSED ACQUISITION OF MACQUARIE GENERATION (A CORPORATION ESTABLISHED UNDER THE ENERGY SERVICES CORPORATIONS ACT 1995 (NSW))

Statement of: Liza Windel Carver

Address: Level 36, Grosvenor Place, 225 George Street, Sydney in the State of New South Wales

Occupation: Solicitor

Date: 24 March 2014

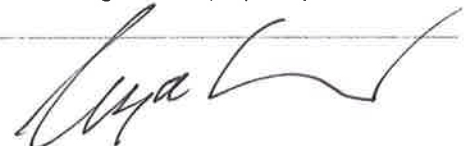
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I, Liza Windel Carver of Level 36, Grosvenor Place, 225 George Street, Sydney in the State of New South Wales, Solicitor, do solemnly and sincerely affirm that:

1. I am a partner at Ashurst Australia, solicitors for AGL Energy Limited (**AGL**) in this proceeding. I have the care and conduct of this matter on behalf of AGL.
2. The matters set out in this affidavit are based on my own information and belief, save where otherwise indicated.

Filed on behalf of (name & role of party)	AGL Energy Limited, Applicant		
Prepared by (name of person/lawyer)	Liza Carver		
Law firm (if applicable)	Ashurst Australia		
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Email	liza.carver@ashurst.com		
Address for service (include state and postcode)	Level 36, Grosvenor Place, 225 George Street, Sydney NSW 2000		



Confidential submission of Delta Electricity

3. Annexed to this affidavit and marked "LC-1" is a true copy of a document dated 18 February 2014 and entitled "AGL Energy Limited – Proposed Acquisition of Macquarie Generation". On 7 March 2014, this document was emailed to me by Christopher Saxon of Baker & McKenzie Lawyers, solicitors for the State of New South Wales in relation to AGL's proposed acquisition of Macquarie Generation from the State of New South Wales (the **Proposed Acquisition**). I am informed by Mr Saxon, and believe, that this document is a copy of Delta Electricity's submission to the Australian Competition and Consumer Commission (**ACCC**) concerning the Statement of Issues the ACCC released in connection with the Proposed Acquisition.

Issued share capital of AGL

4. Annexed to this affidavit and marked "LC-2" is a true copy of an ASIC organisational search (current extract) for AGL, dated 23 March 2014. Page 3 of this document records that the current issued capital of AGL consists of 558,385,153 fully-paid ordinary shares.

Shareholders of AGL with an interest of greater than 5% in the issued shares of AGL

5. Annexed to this affidavit and marked "LC-3" is a true copy of an extract from AGL's 2013 Annual Report. Page 92 of AGL's 2013 Annual Report records that, as at 14 August 2013, three entities each held greater than five percent of the total issued capital of AGL. Those entities were:
- (a) HSBC Custody Nominees (Australia) Limited at 14.94%;
 - (b) J P Morgan Nominees Australia Limited at 14.41%; and
 - (c) National Nominees Limited at 10.45%.

Related bodies corporate of AGL

6. I am instructed by AGL and believe that the related bodies corporate of AGL as at 18 March 2014 are the entities set out in the following table.

Company Name	ABN
AGL Limited	N/A (New Zealand)
AGL ACT Retail Investments Pty Limited	53 093 631 586
AGL APG Holdings Pty Limited	72 081 834 826
AGL Cooper Basin Pty Ltd	15 008 151 219
AGL Corporate Services Pty Limited	98 093 015 724
AGL DPS Pty Limited	29 152 844 098
AGL Electricity (VIC) Pty Limited	62 070 182 099
AGL Energy Limited	N/A (New Zealand)
AGL Energy Sales & Marketing Limited	18 076 092 067
AGL Energy Services Pty Limited	57 074 821 720
AGL Gas Developments (Hunter) Pty Limited	32 073 928 631
AGL Gas Developments (PNG) Pty Limited	37 001 389 939

Company Name	ABN
AGL Gas Developments (Sydney) Pty Limited	64 086 013 505
AGL Gas Storage Pty Ltd	27 009 203 463
AGL Generation Holdco Pty Ltd	46 155 768 291
AGL Generation Proprietary Limited	17 155 344 077
AGL Gloucester MG Pty Ltd	53 075 137 218
AGL HP1 Pty Limited	86 080 429 901
AGL HP2 Pty Limited	75 080 810 546
AGL HP3 Pty Limited	22 080 735 815
AGL Hydro Partnership	86 076 691 481
AGL Loy Yang Pty Ltd	62 077 985 758
AGL Loy Yang Marketing Pty Ltd	19 105 758 316
AGL Loy Yang Partnership	80 716 340 603
AGL Loy Yang Projects Pty Ltd	66 077 985 776
AGL LYP 1 Pty Ltd	36 078 121 187
AGL LYP 2 Pty Ltd	26 078 377 572
AGL LYP 3 Pty Ltd	16 078 377 527
AGL LYP 4 B.V.	55 073 074 530
AGL Macquarie Pty Limited	18 167 859 494
AGL Power Generation Pty Limited	45 086 586 192
AGL Power Generation (Wind) Pty Limited	13 120 355 213
AGL PV Solar Developments Pty Limited	15 158 008 158
AGL PV Solar Holdings Pty Limited	88 158 007 660
AGL Retail Energy Limited	21 074 839 464
AGL SA Generation Pty Limited	84 081 074 204
AGL Sales Pty Limited	88 090 538 337
AGL Sales (Queensland) Pty Limited	85 121 177 740
AGL Sales (Queensland Electricity) Pty Limited	66 078 875 902
AGL (SG) Operations Pty Limited	57 079 838 136
AGL (SG) (Camden) Operations Pty Limited	99 100 684 419
AGL (SG) (Hunter) Operations Pty Limited	90 100 714 716
AGL Share Plan Pty Limited	78 080 609 749

Company Name	ABN
AGL South Australia Pty Limited	49 091 105 092
AGL Southern Hydro (NSW) Pty Limited	73 056 452 601
AGL Torres Island Pty Limited	67 081 074 197
AGL Torrens Island Holdings Pty Limited	96 071 611 017
AGL Upstream Gas (Mos) Pty Limited	56 003 329 084
AGL Upstream Infrastructure Investments Pty Limited	96 092 684 010
AGL Upstream Investments Pty Limited	58 115 063 744
AGL Wholesale Gas Limited	26 072 948 504
AGL Wholesale Gas (SA) Pty Limited	13 094 384 291
APG Operations Pty Ltd	41 120 076 379
Australia Plains Wind Farm Pty Ltd	99 116 978 039
Australian Power and Gas Company Limited	96 077 206 583
Australian Power and Gas Pty Limited	26 118 609 813
Australian Power and Gas (NSW) Pty Limited	95 116 613 435
Barn Hill Wind Farm Pty Ltd	76 131 487 833
Ben Lomond Wind Farm Pty Ltd	23 105 363 853
Box Hill Wind Farm Pty Limited	18 110 666 021
Coopers Gap Wind Farm Pty Ltd	95 126 594 714
Crows Nest Wind Farm Pty Ltd	75 105 363 255
Dual Fuel Systems Pty. Limited	58 001 499 314
Energy Infrastructure Management Pty Ltd	75 100 946 389
GEAC Operations Pty Limited	92 105 367 888
Geogen Victoria Pty Ltd	57 121 810 160
Great Energy Alliance Corporation Pty Limited	69 105 266 028
Greentricity Pty Limited	47 122 144 709
H C Extractions Pty Limited	70 002 945 655
Highfields Wind Farm Pty Limited	85 109 821 114
Ignition Energy Pty Ltd	43 120 076 388
IO Energy Services Pty Ltd	23 121 696 768
Loy Yang Marketing Holdings Pty Limited	75 105 643 963
Macarthur Wind Farm Pty Ltd	19 106 134 507

Company Name	ABN
Mosaic Oil NZ Limited	N/A (New Zealand)
Powerdirect Pty Ltd	28 067 609 803
Silverton Wind Farm Developments Pty Limited	24 128 766 405
Silverton Wind Farm Holdings Pty Limited	13 128 766 361
Silverton Wind Farm Transmission Pty Ltd	67 139 624 632
The Australian Gas Light Company	16 145 094 711
Victorian Energy Pty Limited	97 069 892 379
Worlds End Wind Farm Pty Ltd	98 100 729 780

Affirmed at Sydney
in the State of New South Wales
this 24th day of March 2014

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before me:


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Name: Tihana Zuk