

COPY

LICENCE NO. P.291

Petroleum (Production) Act 1934

Continental Shelf Act 1964

THE SECRETARY OF STATE FOR ENERGY

and

BRITISH GAS CORPORATION
AMOCO U.K. PETROLEUM LIMITED
AMERADA EXPLORATION LIMITED
TEXAS EASTERN (U.K.) LIMITED

LICENCE

to

Search and bore for and get petroleum
in Block Nos. 22/22a and 22/23a
and part of 22/17.

THIS LICENCE made the 4th day of May 1978 between THE SECRETARY OF STATE FOR ENERGY (hereinafter referred to as "the Minister") for and on behalf of Her Majesty of the one part and BRITISH GAS CORPORATION, whose registered office is at 59 Bryanston Street, Marble Arch, London W1A 2AZ, AMOCO UK PETROLEUM LIMITED, whose registered office is at St Alban's House, 57/60 Haymarket, London SW1Y 4QX, AMERADA EXPLORATION LIMITED, whose registered office is at 10 Gloucester Place, London W1H 3AX and TEXAS EASTERN (UK) LIMITED, whose registered office is at 11/14 Grafton Street, London W1X 3LA (hereinafter referred to as "the Licensee") of the other part

WITNESSETH as follows:-

Incorporation of clauses

A. Clause 1, Clauses 6 to 8, 12 to 24, 26 to 30 and 32 to 41 of the Model Clauses for production licences in seaward areas set out in Schedule 5 to the Petroleum (Production) Regulations 1976 (S.I.1976 No. 1129) shall be incorporated herein and shall have effect as if herein set out at length subject to the following modifications:-

- (a) in paragraph (1) of Clause 1, the definitions of "appropriate percentage", "chargeable period", "initial term", "second term" and "third term" shall be omitted;
- (b) in paragraph (1) of Clause 6, for the words "initial term", there shall be substituted the words "the term stipulated in Clause C of this licence";
- (c) in Clause 7 -
 - (i) in paragraph (1), for the words "any of the last three foregoing clauses", there shall be substituted the words "the last clause";

- (ii) in paragraph (2), for the words "three foregoing clauses", there shall be substituted the words "foregoing clause"; and
- (d) in paragraph (1) of Clause 8 -
 - (i) in sub-paragraph (a), for the numbers and word "9 and 10" there shall be substituted the letters and word "D and E"; and
 - (ii) in sub-paragraph (b), for the number "11" there shall be substituted the letter "F";
- (e) in Clause 13, for paragraph (2) there shall be substituted the following:-
 - "(2) The quantities of petroleum stated in such accounts may exclude any water separated from the petroleum and shall be expressed -
 - (a) in the case of petroleum in the form of gas, as volumes in cubic metres measured at, or calculated as if measured at, a temperature of 0 degrees celsius and a pressure of one kilogramme force per square centimetre;
 - (b) in any other case as weights in metric tons."
- (f) in Clause 14 -
 - (i) paragraphs (1) and (2) shall be omitted;
 - (ii) in paragraph (3), for the words "at any time" there shall be substituted the words "during the term hereby granted";
 - (iii) at the end of paragraph (3), for the words "third term of this licence" there shall be substituted the words "the term of this licence".

- (g) in paragraph 6 of Model Clause 17 after the word "licence" insert "and any well drilled within an area comprised within the licensed area at the time of the granting of this licence by the Licensee pursuant to the Petroleum Production Licence No. P.019 granted under the Petroleum (Production) Act 1934 as applied by the Continental Shelf Act 1964".
- (h) Model Clause 18 shall not have any effect only by reason that a well, whether drilled or made, is or would be within the distance specified in that Model Clause from any of the boundaries of the licensed area bounding on that part of the licensed area the subject of the Petroleum Production Licence P.019 granted under the Petroleum (Production) Act 1934 as applied by the Continental Shelf Act 1964 and Model Clause 26 shall not have any effect in relation to the said boundaries provided always that the Licensee and full beneficial owner or owners of all the rights under the said Petroleum Production Licence P.019 is or are the same as the full beneficial owner or owners of all the rights under the Licence.
- (i) in sub-paragraph (a) of Clause 33 delete "25(3) and".

Right to
search and
bore for
and get
petroleum

- B. In consideration of the payments and royalties hereinafter provided and the performance and observance by the Licensee of all the terms and conditions hereof, the Minister, in exercise of the powers conferred upon him by the Act of 1934 and the Act of 1964, hereby grants to the Licensee EXCLUSIVE LICENCE AND LIBERTY during the continuance of this Licence and subject to the provisions hereof to search and bore for, and get, petroleum in the sea bed and subsoil under the seaward area

comprising an area of 346.3 square kilometres more particularly described in Schedule 1 to this Licence being the area comprising Blocks Nos. 22/22a and 22/23a and part of 22/17

on the reference map deposited at the principal office of the Department of Energy:

Provided that nothing in this Licence shall affect the right of the Minister to grant a methane drainage licence in respect of the whole or any part of the licensed area or affect the exercise of any rights so granted.

Term of
licence

C. This licence unless sooner determined under any of the provisions hereof shall be and continue in force for the term commencing on the date hereof and ending on the 17th day September, 2010.

Royalty
payments

D. (1) Subject to paragraphs (2) to (4) of this clause the Licensee shall pay to the Minister, in respect of each half year in which this licence is in force (hereafter in this clause and in clause E of this licence referred to as a "Chargeable period"), a royalty of an amount equal to $12\frac{1}{2}$ per cent of the value of the petroleum relating to that period.

(2) The Licensee shall not be required to make a payment in pursuance of paragraph (1) of this clause in respect of a chargeable period if he is required by virtue of clause F of this Licence to deliver to the Minister all the royalty petroleum for that period.

(3) The Licensee shall not be required to make a payment in pursuance of paragraph (1) of this clause in respect of a chargeable period if he is required by virtue of clause F of this licence to deliver to the Minister some but not all of the royalty petroleum for that period; but in respect

of that period the Licensee shall, subject to paragraph (4) of this clause, pay to the Minister a royalty of an amount determined in accordance with the formula -

$$\frac{A(12\frac{1}{2} - B)}{100 - B}$$

where A is the value of the petroleum relating to that period and B is the number of per cent in the percentage which the royalty petroleum required to be delivered to the Minister in that period is of the petroleum won and saved in the licensed area in that period.

(4) Where in a chargeable period in respect of which, apart from this paragraph, royalty is payable in pursuance of paragraph (3) of this clause, the petroleum won and saved in the licensed area includes both petroleum in the form of gas and petroleum in other forms, that paragraph shall have effect -

(a) in relation to the petroleum in the form of gas, as if references to petroleum in the provisions of that paragraph relating to the meaning of A and B excluded petroleum in other forms; and

(b) in relation to the petroleum in other forms, as if those references excluded petroleum in the form of gas;

and in such a case the value of the petroleum relating to that period shall be apportioned between the petroleum in the form of gas and the petroleum in other forms in such manner as the Minister and the Licensee may agree.

(5) For the purposes of this clause and clause E of this licence the value of the petroleum relating to a chargeable period is, subject to paragraph (6) of this clause, the total of the amounts which, if the words "one-half of" were omitted from paragraph (b) of subsection (4) and paragraph (d) of subsection (5) of section 2 of the Oil Taxation Act 1975,

would in pursuance of paragraph (a) of the said subsection (4) fall to be taken into account in relation to that period in respect of the persons who by reference to this licence are or are treated as participators for the purposes of those subsections, reduced by -

- (a) the total of the market values which would in pursuance of the said paragraph (b) fall to be taken into account as aforesaid; and
- (b) a sum ascertained in pursuance of paragraph (7) of this clause in respect of the cost of conveying and treating petroleum.

(6) The value which, in pursuance of paragraph (5) of this clause, is the value of the petroleum relating to a chargeable period shall be increased by -

- (a) the amount of the price received or receivable for any petroleum consisting of gas won and saved in the licensed area in that period which is sold to the British Gas Corporation in that period under a contract made before the end of June 1975; and
- (b) an amount equal to the value, as determined for the purposes of income tax or the charge of corporation tax on income, of so much of the petroleum won and saved in the licensed area as falls within section 10(1)(b) of the Oil Taxation Act 1975 and was in that period disposed of or relevantly appropriated (within the meaning of Part I of that Act) by the persons mentioned in the said paragraph (5).

(7) The Minister may from time to time by notice in writing given to the Licensee, determine the mode of ascertaining any sum for the purposes of sub-paragraph (b) of paragraph (5) of this clause; but

- (a) the Minister shall not give a notice in pursuance of this paragraph unless he has consulted persons appearing to him to be representative of the holders of petroleum production licences about the terms of the notice; and
- (b) any dispute between the Minister and the Licensee as to the amount of such a sum shall, in default of agreement before the expiration of fourteen months beginning with the last day of the chargeable period to which the sum relates and subject to sub-paragraph (c) of this paragraph, be determined by the Minister; and
- (c) the Licensee may, during the period of 28 days beginning with the day on which he receives from the Minister particulars of a determination in pursuance of sub-paragraph (b) of this paragraph, refer to arbitration in the manner provided by clause 41 of this licence any question as to whether the determination is in accordance with the relevant notice given to the Licensee in pursuance of this paragraph.

(8) In this clause, "royalty petroleum", in relation to a chargeable period, means the petroleum which by virtue of clause F of this licence the Minister is entitled to require the Licensee to deliver to him in that period.

(9) For the purpose of this clause and of clause E of this licence the periods between the date of commencement of the term hereby granted and the

beginning of the first half year thereafter and between the date of determination of the said term and the end of the half year immediately preceding shall be deemed to be chargeable periods.

Provisions
supplementary
to Clause D.

E. (1) The Licensee shall, within two months after the end of each chargeable period, deliver to the Minister, in such form as the Minister may specify, a statement of -

- (a) the quantity of petroleum won and saved in licensed area in that period;
- (b) the quantity of that petroleum delivered to the Minister in that period in pursuance of clause F of this licence;
- (c) the amounts of the prices and market values which are required by paragraph 2 of Schedule 2 to the Oil Taxation Act 1975 to be stated in the returns made for that period in pursuance of that paragraph in consequence of this licence;
- (d) the amount mentioned in clause D(6)(a) of this licence;
and
- (e) The amount which the Licensee estimates will, as respects that period, be the amount of the sum mentioned in clause D(5)(b) of this licence;

(2) The Licensee shall, when he delivers a statement to the Minister in pursuance of paragraph (1) of this clause for a chargeable period in respect of which royalty is payable in pursuance of clause D(1) of this licence, make to the Minister a payment on account of royalty for that period equal to one-eighth of the sum produced by aggregating the amounts which in pursuance of sub-paragraphs (c) and (d) of paragraph (1) of this clause are specified in the statement and reducing the aggregate by the

amount so specified in pursuance of sub-paragraph (e) of that paragraph and by the amount which, by virtue of paragraph 2(2)(d) (ii) of Schedule 2 to the said Act of 1975, was specified in the statement delivered to the Minister in pursuance of the said paragraph (1) in respect of the preceding chargeable period; but the licensee may reduce the amount of the payment by the amount of any deduction from it authorised by paragraph 2 of Schedule 2 to this licence.

(3) The Licensee shall, when he delivers a statement to the Minister in pursuance of paragraph (1) of this clause for a chargeable period in respect of which royalty is payable in pursuance of clause D(3) or (4) of this licence, make to the Minister a payment on account of royalty for that period equal to the amount which would be so payable for that period if the royalty so payable for that period fell to be determined by reference to the amounts specified in the statement and the amount which, by virtue of paragraph 2(2)(d)(ii) of Schedule 2 to the Oil Taxation Act 1975, was specified in the statement delivered to the Minister in pursuance of paragraph (1) of this clause in respect of the preceding chargeable period; but the Licensee may reduce the amount of the payment as mentioned in paragraph (2) of this clause.

(4) The Minister shall make to the Licensee payments equal to the amounts by which, in consequence of paragraphs (2) to (4) of clause D of this licence, the deductions which the Licensee was entitled to make in pursuance of paragraph 2 of Schedule 2 to this licence fall short of the deductions which the Licensee would have been so entitled to make if royalty were only payable in pursuance of paragraph (1) of that clause and paragraph (2) of it were omitted; and payments by the Minister in pursuance of this

paragraph shall be made as soon as the amounts of the relevant deductions have been determined.

(5) The Minister may from time to time, after a statement in respect of any chargeable period has been delivered to him in pursuance of paragraph (1) of this clause and before he has given to the Licensee a notice in pursuance of paragraph (6) of this clause in respect of that period, give a notice in writing to the Licensee specifying the amount which the Minister estimates is payable by the Licensee in pursuance of clause D of this licence in respect of that period; and where the amount specified in the notice is larger or smaller than the total amount already paid by the Licensee in pursuance of this clause in respect of that period, then -

- (a) if it is larger the difference shall be paid forthwith by the Licensee to the Minister; and
- (b) if it is smaller the difference shall be paid forthwith by the Minister to the Licensee.

(6) When it appears to the Minister that the value of the petroleum relating to any chargeable period has been finally determined for tax purposes, he may give to the Licensee a notice in writing specifying the amount which the Minister considers is payable by the Licensee in pursuance of clause D of this licence in respect of that period; and where the amount specified in the notice is larger or smaller than the total amount already paid by the Licensee in pursuance of this clause in respect of that period, then, subject to paragraph (8) of this clause -

- (a) if it is larger the difference shall be paid forthwith by the Licensee to the Minister; and
- (b) if it is smaller the difference shall be paid forthwith by the Minister to the Licensee.

(7) If after the date when the Minister gave notice to the Licensee in pursuance of paragraph (6) of this clause or this paragraph in respect of a chargeable period it appears to the Minister, in consequence of a relevant assessment or determination made after that date which relates directly or indirectly to the value of petroleum by reference to which the amount specified in the notice was determined, that another amount ought to have been so specified, he may give notice in writing to the Licensee specifying the other amount; and where he does so, then, subject to paragraph (8) of this clause -

(a) if the other amount is larger than the amount specified in the previous notice the difference shall be paid forthwith by the Licensee to the Minister; and

(b) if it is smaller the difference shall be paid forthwith by the Minister to the Licensee.

(8) A decision made by the Minister for the purposes of paragraph (5), (6), or (7) of this clause shall not be called in question by the Licensee except that any dispute between the Minister and the Licensee as to whether an amount specified in a notice given in pursuance of the said paragraph (6) or (7) is payable by virtue of clause D of this licence may be referred to arbitration in the manner provided by clause 41 of this licence; and on a reference to arbitration in pursuance of this paragraph any relevant assessment or determination for the time being in force shall be binding on the Minister and the Licensee so far as the assessment or determination relates directly or indirectly to the value of petroleum relating to the chargeable period in question.

(9) When any payment falls to be made by the Licensee or the Minister in pursuance of paragraph (5), (6), or (7) of this clause, an amount in respect of interest on the payment shall also be payable by him to the recipient of the payment and that amount shall be calculated in such manner as the Minister may specify from time to time in a notice in writing given by him to the Licensee; but

- (a) a notice in pursuance of this paragraph shall provide for amounts by way of interest to be calculated by applying a rate of interest which is for the time being a commercial rate of interest; and
- (b) any such amount in respect of interest shall be disregarded in calculating for the purposes of the said paragraph (5) or (6) any amount already paid by the Licensee in pursuance of this clause.

(10) In this clause "relevant assessment or determination" means an assessment or determination made by the Commissioners of Inland Revenue for the purpose of petroleum revenue tax, income tax or the charge of corporation tax on income or a determination made in proceedings arising out of such an assessment or determination made by the said Commissioners.

Deliveries
of petrol-
eum in
place of
royalties

F. (1) If during the term of this licence the Minister serves on the Licensee a notice in writing in accordance with the following provisions of this clause requiring the Licensee to deliver to the Minister part of the petroleum won and saved by the Licensee in the licensed area, the Licensee shall comply with the notice.

(2) Where the Minister proposes to serve a notice on the Licensee in pursuance of paragraph (1) of this clause, he shall before doing so -

- (a) give the Licensee a copy of the proposed notice and an opportunity of making representations to the Minister about it; and
- (b) consider any representations then made to him by the Licensee about the proposed notice;

and the Minister shall, in deciding upon the terms of the actual notice, have regard to the desirability of not disturbing unduly any arrangements made by the Licensee for transporting and delivering petroleum won and saved from the licensed area;

(3) Subject to paragraph (4) of this clause, a notice served in pursuance of paragraph (1) of this clause -

- (a) shall specify the date on which the notice is to come into force and may contain provisions with respect to the time when it shall cease to be in force;
- (b) shall specify the quantity of petroleum won and saved in the licensed area during each half year in which the notice is in force which, up to any maximum quantities specified in the notice in pursuance of paragraph (4)(b) of this clause, is to be delivered to the Minister in consequence of the notice;
- (c) may relate to all petroleum so won and saved or may be limited to and specify different quantities of such petroleum which is of one or more of the following kinds, namely, crude oil of a quality or of each quality determined in the manner specified in the notice, condensate natural gas and natural gas liquids;

- (d) shall specify the place or places at which any petroleum or kind of petroleum is to be delivered in pursuance of the notice and may contain provisions with respect to the times at which any quantities of it are to be so delivered.

(4) Such a notice -

- (a) shall not specify as the date on which it is to come into force a date before the expiration of the period of six months beginning with the date on which the notice is served on the Licensee but shall, if the Minister serves on the Licensee a further notice in writing stating that it is to cease to be in force at a time specified in the further notice which is not earlier than six months after the date of service of the further notice, cease to be in force at that time;
- (b) shall not specify, as the quantity of petroleum won and saved in any half year which is to be delivered in pursuance of the notice or as the quantity of any kind of such petroleum, a quantity greater than $12\frac{1}{2}$ per cent of all the petroleum, or as the case may be of all the petroleum of that kind, which is won and saved by the Licensee in the licensed area in that half year, but may provide that the quantities of the petroleum or of a kind of petroleum so won and saved which are to be so delivered shall not in the aggregate exceed a quantity specified in the notice;
- (c) shall not specify as a place at which delivery is to be made in pursuance of the notice a place which is neither a well head in the licensed area nor a point on land at which the Licensee normally lands petroleum of any kind from that area.

(5) Where petroleum or petroleum of any kind is delivered to the Minister, otherwise than at a well head, in pursuance of a notice served by virtue of paragraph (1) of this clause, the Minister shall pay to the Licensee a sum in respect of the cost of the delivery and treatment of the petroleum; and clause D(7) of this licence shall apply for the purpose of ascertaining that sum as if for the reference to paragraph (5)(b) of that clause there were substituted a reference to this paragraph.

G. As far as reasonably practicable the Licensee shall correctly label and preserve for reference for a period of six months samples of the sea bed and of the strata encountered in any well and samples of any petroleum or water discovered in any well in the licensed area. The Minister or any person authorised by him shall be entitled to require that part of any such sample be delivered to him and to retain any sample or part thereof so delivered, and shall be entitled to inspect and analyse any samples kept by the Licensee.

H. The Schedule referred to in clause 8 of the said model clauses is for the purposes of this licence Schedule 2 hereunder written.

IN WITNESS whereof the Corporate Seal of the Minister and the Common Seals of the Licensee have been hereunto affixed the day and year first above written.

22/22a, 22/23a,
Pt 22/17

P291

SCHEDULE 1

DESCRIPTION OF LICENSED AREA

The sea area bounded by lines joining the following co-ordinates on
European Datum :-

- | | |
|-------------------------|--------------------------|
| (1) 57° 30'N : 01° 12'E | (2) 57° 30'N : 01° 18'E |
| (3) 57° 26'N : 01° 18'E | (4) 57° 26'N : 01° 21'E |
| (5) 57° 24'N : 01° 21'E | (6) 57° 24'N : 01° 24'E |
| (7) 57° 20'N : 01° 24'E | (8) 57° 20'N : 01° 36'E |
| (9) 57° 16'N : 01° 36'E | (10) 57° 16'N : 01° 12'E |

Annex 22

SCHEDULE 2

CONSIDERATIONS FOR LICENCE

Periodic
minimum
payments

1. (1) Upon the seventeenth day of September 1978 (in this paragraph referred to as "the date") and on the anniversaries thereof during the term of the licence the Licensee shall pay to the Minister sums (in this Schedule referred to as "periodic payments" calculated as follows:

- (a) upon the date £240 multiplied by the area factor;
- (b) upon the first anniversary of the date £265 multiplied by the area factor;
- (c) upon the second anniversary of the date and every subsequent anniversary of the date £290 multiplied by the area factor.

(2) In this paragraph "the area factor" means the number of square kilometres comprised in the licensed area at the date upon which the periodic payment in question becomes due.

Royalties

2. (1) Subject to sub-paragraph (2) of this paragraph, the Licensee may deduct from the amount of royalty due in respect of the period from the grant of the Licence to the end of the half-year in which it was granted and from the amount of royalty due in respect of each succeeding half-year respectively -

- (a) if the period in respect of which that royalty is due is one in which a periodic payment was due and paid under either this Licence or Petroleum Production Licence P.019

granted under the Petroleum (Production) Act 1934 as applied by the Continental Shelf Act 1964 (hereinafter called "the old Licence") or both one half of the total of any such periodic payments; or

- (b) if the period in respect of which that royalty is due is a half-year next following a half-year in which a periodic payment was or payments were due and paid, as aforesaid either under this Licence or the old Licence or both, an amount equal to such periodic payment or payments less any part thereof deducted from the amount of royalty due in respect of the period in which that periodic payment was due

but if the total of such periodic payments is greater than the amount or amounts of royalty which would apart from this paragraph be payable in respect of the period in which the periodic payment is due and paid and in respect of the next following half-year, no repayment to the Licensee of the whole or any part thereof shall be made nor shall the same be taken into account in respect of the royalty due in respect of any other half-year.

- (2) (i) No part of a periodic payment due or paid under the old Licence being a part of a periodic payment deducted from the royalty due under the old Licence shall be deducted from any royalty due under this Licence.
- (ii) Where a periodic payment or part thereof is not or was not, as the case may be, due under the old Licence from a person being a Licensee hereof such periodic payment or part thereof shall not be deducted from any royalty under this Licence.
- (iii) Where a periodic payment or part thereof is due or paid by a person, only that part of the periodic payment which bears

the same proportion to the whole periodic payment due or paid under the old Licence as the proportion that such person's beneficial interest in the rights under the old Licence and petroleum got thereby bears to the whole beneficial interest in the rights under the old Licence and petroleum got thereby shall be treated as due or paid for the purposes of sub-paragraph (1) of this paragraph.

- (iv) A deduction under sub-paragraph (1) of this paragraph may only be made from that proportion of the total of royalty due under this licence as the proportion that the beneficial interest in the rights under this Licence and the petroleum got thereby of the person making the deduction bears to the whole of the beneficial interest in the rights under this Licence and in the petroleum got thereby of all the persons who are Licensees.

The Corporate Seal of the Secretary of State for Energy
hereunto affixed is authenticated by

Assistant Secretary

Authorised by the Secretary of State

The Common Seal of the British Gas Corporation was
hereunto affixed in the presence of

Director

Secretary

The Common Seal of Amoco UK Petroleum Limited was
hereunto affixed in the presence of

Director

Secretary

The Common Seal of Amerada Exploration Limited was
hereunto affixed in the presence of

Director

Secretary

The Common Seal of Texas Eastern (UK) Limited was
hereunto affixed in the presence of

Director

Secretary