



Transfield Infrastructure Investments Pty Limited

(ACN 009 056 526)
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North Sydney 2059
Australia
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27 October 1995

TO: The Crown in right of the State of Victoria

Dear Sirs

OPERATION AND MAINTENANCE AGREEMENT - MELBOURNE CITY LINK

Transfield Infrastructure Investments Pty Limited (ACN 009 056 526) ("Transfield") with Transroute International SA ("Transroute") will be a 50% shareholder of Translink Investments Pty Limited which is the proposed holding company of Translink Operations Pty Limited (the "Operator").

Transfield confirms it is aware that the Operator is to be supported by way of secondment of personnel, provision of know-how and working capital.

Transfield confirms it is aware that the Company and the Trustee (as defined in the Concession Deed) will seek to pass through to the Operator certain operation and maintenance obligations of the Company and the Trustee to the State in respect of the Link (as defined in the Concession Deed) ("Pass Through"). Transfield confirms it is aware that the Operator will accept Pass Through of those operation and maintenance obligations acceptable to the Operator.

This letter does not constitute a guarantee, indemnity or other legal relationship. However, Transfield assures you of its enthusiasm for and confidence in the success of the Operator's role in this exciting project.

Yours faithfully

Transfield Infrastructure Investments Pty Limited

Per: _____

A handwritten signature in black ink, appearing to be "Balt", written over a horizontal line.

(Director/Secretary)



TRANSROUTE
INTERNATIONAL

October 25th, 1995

O/ref HG/st 95-195

To : The Crown in right of the State of Victoria

Dears Sirs,

Operation and Maintenance Agreement - Melbourne City Link

Transroute International S.A (« Transroute ») with Transfield Infrastructure Investments Pty Limited ACN 009 056 526 (« Transfield ») will be a 50% shareholder of Translink Investments Pty Limited which is the proposed holding company of Translink Operations Pty Limited (the « Operator »).

Transroute confirms that the Operator is to be supported by way of secondment of personnel, provision of know-how and working capital.

Transroute confirms it is aware that the Company and the Trustee (as defined in the Concession Deed) will seek to pass through to the Operator certain operation and maintenance obligations of the Company and the Trustee to the State in respect of the Links (as defined in the Concession Deed) (« Pass Through »). Transroute confirms it is aware that the Operator will accept Pass Through of those operation and maintenance obligations acceptable to the Operator.

This letter does not constitute a guarantee, indemnity or other legal relationship. However, Transroute assures you of its enthusiasm for and confidence in the success of the Operator's role in this exciting project.

Yours faithfully

H. GILLIET
Managing Director
TRANSROUTE INTERNATIONAL S.A

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————— GROUPE SCETAURROUTE —————

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