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UNITED STATES OF AMERICA
DEPARTMENT OF ENERGY
OFFICE OF FOSSIL ENERGY

Cameron LNG, LLC	)	**FE Docket No.** [redacted]**____-LNG**
	)	FE Dkts: 11-145-LNG and 11-162-LNG

APPLICATION OF CAMERON LNG, LLC TO TRANSFER CONTROL OF LONG-TERM AUTHORIZATION TO EXPORT LNG TO FREE TRADE AGREEMENT NATIONS AND CONDITIONAL LONG-TERM AUTHORIZATION TO EXPORT LNG TO NON-FREE TRADE AGREEMENT NATIONS

Pursuant to section 3 of the Natural Gas Act ("NGA"),[1] section 590.405 of the Department of Energy's ("DOE") regulations,[2] and *Cameron LNG, LLC*, DOE/FE Order No. 3391, at 136–37 & 145–46 (2014), Cameron LNG, LLC ("Cameron LNG") submits this application for approval to transfer indirect control of (i) the authorization held by Cameron LNG to export liquefied natural gas ("LNG") to free trade agreement ("FTA") nations granted by the Department of Energy Office of Fossil Energy ("DOE/FE") in DOE/FE Order No. 3059 on January 17, 2012 ("FTA Authorization"),[3] and (ii) the conditional authorization held by Cameron LNG to export LNG to non-free trade agreement ("Non-FTA") nations granted on February 11, 2014 in DOE/FE Order No. 3391 ("Conditional Non-FTA Authorization").[4] The indirect transfer of control will occur as a result of the change in the upstream ownership of Cameron LNG, as described herein. Because the authorization requested herein is required to move forward with commercial conditions necessary for project development and investment

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1 15 U.S.C. § 717b (2010).

2 10 C.F.R. § 590.405 (2013).

3 Order Granting Long-Term Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Cameron LNG Terminal to Free Trade Agreement Nations, Order No. 3059, *Cameron LNG, LLC*, FE Docket No. 11-145-LNG (2012).

4 Order Conditionally Granting Long-Term Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel for the Cameron LNG Terminal in Cameron Parish, Louisiana, to Non-Free Trade Agreement Nations, Order No. 3391, *Cameron LNG, LLC*, FE Docket No. 11-162-LNG (2014).

decisions, pursuant to section 590.201(b) of DOE/FE's rules[5] Cameron LNG respectfully requests that DOE/FE act on this application on or before May 13, 2014.

In support of this application, Cameron LNG states as follows:

I. COMMUNICATIONS AND CORRESPONDENCE

Communications and correspondence in this proceeding be addressed to:

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II. DESCRIPTION OF THE APPLICANT

The exact legal name of Cameron LNG is Cameron LNG, LLC. Cameron LNG is a limited liability company organized under the laws of Delaware. Cameron LNG is currently a direct, wholly owned subsidiary of Sempra LNG Holdings II, LLC ("Sempra LNG Holdings"), and an indirect, wholly owned subsidiary of Sempra Energy ("Sempra"), a publicly-traded corporation. Cameron LNG's executive offices are located at 2925 Briarpark Drive, Suite 1000, Houston, Texas 77042. Cameron LNG is currently engaged in the business of owning and operating an LNG regasification terminal in Cameron and Calcasieu Parishes, Louisiana ("Cameron LNG Terminal").[6]

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[5] 10 C.F.R. § 590.201(b) (2013).

[6] One of the affiliates of Cameron LNG, Sempra LNG Marketing, LLC ("SLNG"), has a blanket authorization to import LNG at the Cameron LNG Terminal. SLNG also has a blanket authorization to export previously imported (*i.e.*, foreign sourced) LNG from the Cameron LNG Terminal. Nothing in this application is intended to supersede or otherwise modify the blanket import and export authorizations granted by DOE/FE to SLNG.

III. DESCRIPTION OF THE CAMERON LNG TERMINAL

The Federal Energy Regulatory Commission ("FERC") approved the construction and operation of the Cameron LNG Terminal in 2003.[7] In that order, FERC authorized the Cameron LNG Terminal to send out up to 1.5 Bcf/d of re-gasified LNG to domestic markets. In a subsequent order, issued in 2007, FERC authorized Cameron LNG to construct and operate additional facilities expanding the maximum send-out capacity to 1.8 Bcf/d.[8]

Cameron LNG completed construction of the Cameron LNG Terminal and placed it into service in July 2009. Initially, the Cameron LNG Terminal was used for the sole purpose of receiving and storing foreign-sourced LNG, regasifying such LNG, and sending it out for delivery to domestic markets. In January 2011, FERC authorized Cameron LNG to operate the Cameron LNG Terminal for the additional purpose of exporting previously imported (*i.e.*, foreign-sourced) LNG on behalf of its customers.[9]

The Cameron LNG Terminal has an existing interconnection with Cameron Interstate Pipeline, LLC ("CIP"). CIP, an affiliate of Cameron LNG, is an interstate natural gas pipeline regulated by FERC. CIP's facilities consist primarily of a 36.2 mile pipeline connecting the Cameron LNG Terminal with five other FERC-regulated, interstate natural gas pipelines. Those pipelines provide, directly or indirectly, access to all of the major gas producing basins in the Gulf Coast, Midcontinent, and Northeast regions of the United States.

IV. LIQUEFACTION PROJECT DESCRIPTION

On December 7, 2012, in FERC Docket No. CP13-25-000, Cameron LNG filed an application with FERC pursuant to section 3 of the NGA and Part 153 of FERC's regulations for authorization to site, construct, and operate new natural gas treatment, processing, liquefaction,

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7 *Cameron LNG, LLC*, 104 FERC ¶ 61,269 (2003).
8 *Cameron LNG, LLC*, 118 FERC ¶ 61,019 (2007).
9 *Cameron LNG, LLC*, 134 FERC ¶ 61,049 (2011).

and export facilities. As discussed more fully in its application to FERC, Cameron LNG proposed to construct and operate liquefaction facilities consisting of: three liquefaction trains with a total production capacity sufficient to produce at least 12 million metric tonnes per annum (Mtpa) of LNG for export, to be constructed and placed into service in phases; a fourth full containment LNG storage tank to increase LNG storage capacity; facilities to unload and store refrigerants; facilities to remove water, carbon dioxide, and hydrogen sulfide; facilities to remove, store, and load a condensate product that will be removed during the liquefaction process; a marine construction dock for transporting heavy pieces of equipment and construction materials to the site of the Cameron LNG Terminal; miscellaneous facilities and equipment necessary for the liquefaction project; and modifications to existing facilities.

Cameron LNG proposes to add this natural gas processing and liquefaction capability to the existing Cameron LNG Terminal, thereby expanding it into a facility capable of liquefying domestic natural gas. The new liquefaction facilities will be integrated into the existing Cameron LNG Terminal facilities and will permit natural gas to be received by pipeline at the Cameron LNG Terminal, pre-treated, liquefied, stored, and loaded at the terminal.

Cameron LNG has entered into Liquefaction and Regasification Tolling Agreements ("LRTAs") with GDF SUEZ S.A. ("GDF SUEZ") and affiliates of Mitsubishi Corporation ("Mitsubishi") and Mitsui & Co., Ltd. ("Mitsui") for liquefaction and regasification services.

V. CAMERON LNG'S DOE AUTHORIZATIONS

A. FTA Authorization

On November 20, 2011, Cameron LNG filed an application with DOE/FE for long-term, multi-contract authorization to export up to 12 Mtpa of LNG produced from domestic sources for a period of 20 years commencing on the earlier of the date of first cargo export or seven years from the date the requested authorization is granted. Cameron LNG sought to export

domestically produced LNG to any nation with which the United States has, or in the future may have, a free trade agreement requiring national treatment for trade in natural gas.

DOE/FE issued the FTA Authorization on January 17, 2012, granting Cameron LNG long-term, multi-contract authorization to export domestically produced LNG by vessel from the Cameron LNG Terminal to any nation that has or subsequently enters into an FTA requiring national treatment for trade in natural gas.[10] Cameron LNG can export up to the equivalent of 620 Bcf per year of natural gas for a 20-year term, beginning on the earlier of the date of first cargo export or January 17, 2019, seven years from the date the authorization was issued, pursuant to one or more long-term contracts.

B. Conditional Non-FTA Authorization

On December 21, 2011, Cameron LNG filed an application with DOE/FE for long-term, multi-contract authorization to export up to 12 Mtpa of domestically-produced LNG from the Cameron LNG Terminal to any nation (i) with which the United States does not have a FTA requiring the national treatment for trade in natural gas, (ii) which has or will develop the capacity to import LNG delivered by ocean-going vessel, and (iii) with which trade is not prohibited by United States law or policy. Cameron LNG applied for authorization for a 20-year period commencing on the earlier of the date of first cargo export or seven years from the date the requested authorization is granted.

On February 11, 2014, in Order No. 3391, DOE/FE issued the Conditional Non-FTA Authorization, conditioned on FERC's environmental review under NEPA in Docket No. CP13-25-000 and terms and conditions set forth in the order. FERC's review in Docket No. CP13-25-000 is pending.

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[10] *Cameron LNG, LLC*, DOE/FE Order No. 3059 (2012).

VI. REQUEST TO TRANSFER CONTROL

Cameron LNG seeks approval for the indirect transfer of control, as set forth in the DOE/FE's orders, of Cameron LNG's FTA Authorization and Conditional Non-FTA Authorization. The indirect transfer of control will occur as a result of a change in the upstream ownership of Cameron LNG.

Currently, Cameron LNG is a direct, wholly owned subsidiary of Sempra LNG Holdings, which is an indirect, wholly owned subsidiary of Sempra Energy.

Under the proposed transaction, Sempra LNG Holdings' interest in Cameron LNG will be transferred to Cameron LNG Holdings LLC ("Cameron Holdings"), which is also a wholly owned subsidiary of Sempra LNG Holdings. At the same time, Sempra LNG Holdings will cause to be issued additional membership interests in Cameron Holdings equal to a 49.8% interest in Cameron Holdings. These new membership interests will be conveyed to affiliates of the terminal service customers of Cameron LNG, i.e., the "GDF SUEZ Member,"[11] the "Mitsui Member,"[12] and the "Mitsubishi Member."[13] The GDF SUEZ Member will hold a 16.6% interest in Cameron Holdings and will be a wholly owned, indirect subsidiary of GDF SUEZ. The Mitsui Member will hold a 16.6% interest in Cameron Holdings and will be a wholly owned, indirect subsidiary of Mitsui. The Mitsubishi Member will hold a 16.6% interest in Cameron Holdings, and will be owned indirectly by Mitsubishi and Nippon Yusen Kabushiki

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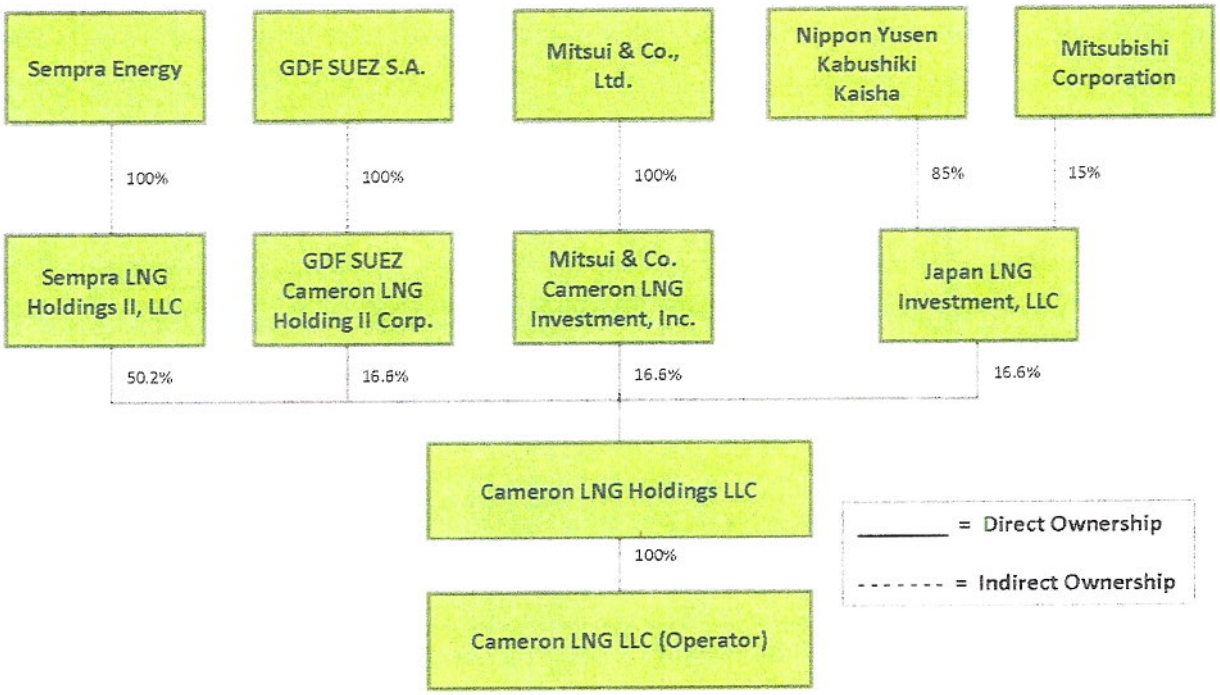
[11] The GDF SUEZ Member will be GDF SUEZ Cameron LNG Holding II Corp., a Delaware corporation and a wholly owned, indirect subsidiary of GDF SUEZ.

[12] The Mitsui Member will be Mitsui & Co. Cameron LNG Investment, Inc., a Delaware corporation and a wholly owned, indirect subsidiary of Mitsui.

[13] The Mitsubishi Member will be Japan LNG Investment, LLC, a Delaware limited liability company, which is indirectly owned by NYK through NYK Cameron LNG Holdings, Inc., a Delaware corporation, and by Mitsubishi through Diamond Gas America Corporation, a Delaware corporation.

Kaisha ("NYK"), a Japanese shipping company.[14] Mitsubishi and NYK are unaffiliated entities. Sempra Energy will retain a 50.2% interest in Cameron Holdings through the Sempra Member.[15] Each of the four members in Cameron Holdings will have a voting interest commensurate with its membership interest.

The following figure illustrates the proposed organizational structure:



Under the proposed transaction, Cameron LNG will remain the holder of both the FTA Authorization and the Conditional Non-FTA Authorization; only upstream ownership will change.

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[14] NYK's indirect interest in Cameron LNG will be 14.11%, and Mitsubishi's indirect interest in Cameron LNG will be 2.49%. Combined, their interests will total 16.6%. Neither NYK nor an affiliate of NYK is a customer of Cameron LNG.

[15] The Sempra Member will be Sempra LNG Holdings.

GDF SUEZ. GDF SUEZ is active throughout the entire energy value chain in both electricity and natural gas, including: production and marketing of natural gas and electricity; transmission, storage, distribution, management and development of major gas infrastructure projects; and energy and environmental services.

Mitsui. Mitsui has diversified domestic and international trading and investment businesses, including energy, iron, steel, non-ferrous metals, machinery, chemicals, foods, textiles, general merchandise, real estate, and overseas development. Mitsui's presence in the energy business encompasses exploration and production of oil and gas, LNG (encompassing the full value chain, from production through marketing, trading, and regasification), coal, oil, and petroleum refining. Mitsui holds equity interests in LNG production facilities that operate in seven countries, in addition to interests in other LNG ventures at various stages of pre-development and development.

Mitsubishi. Mitsubishi is a global integrated business enterprise that develops and operates businesses across many industries including industrial finance, energy, metals, machinery, chemicals, foods, and environmental business. Mitsubishi's current activities are expanding to include, among other things, natural resource development. Mitsubishi's Energy Business Group is involved in every facet of the energy chain from exploration and production to LNG production, energy transportation, and logistics and marketing. Currently Mitsubishi holds interests in exploration and production assets in the North Sea, Asia, the Middle East and Russia.

NYK. NYK is a global logistics enterprise centered on various forms of marine transport, such as global logistics business and bulk energy transportation, among many other related businesses.

As discussed below, this transfer of control will not modify the existing regasification terminal or the proposed liquefaction project or any of the export characteristics that DOE/FE previously considered in granting the FTA Authorization and the Conditional Non-FTA Authorization. The total volume of LNG to be exported and the general terms and conditions of the export arrangements will remain unchanged. There are no facts that would alter DOE/FE's previous public interest determination in granting the FTA Authorization and the Conditional Non-FTA Authorization. Cameron LNG submits that the proposed transfer of control is not inconsistent with the public interest and is consistent with DOE/FE's regulations.

Because the authorization requested herein is required to move forward with commercial conditions necessary for project development and investment decisions, pursuant to section 590.201(b) of DOE/FE's rules[16] Cameron LNG respectfully requests that DOE/FE act on this application before May 13, 2014.

A. Statutory and Regulatory Requirements

DOE/FE reviews requests to transfer or assign an import or export authorization pursuant to its authority under section 3 of the NGA.

The DOE/FE has codified a requirement that parties seeking to transfer or assign an import or export authorization must first seek and obtain DOE/FE approval. Section 590.405 of DOE/FE's regulations provides:

> Authorizations by the Administrator to import or export natural gas shall not be transferable or assignable, unless specifically authorized by the Administrator.[17]

Further, as DOE/FE stated in Cameron LNG's Conditional Non-FTA Authorization:

> DOE/FE's natural gas import/export regulations prohibit authorization holders from transferring or assigning authorizations to import or export natural gas without specific authorization by the Assistant Secretary for Fossil Energy. As a

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16 10 C.F.R. § 590.201(b) (2013).

17 10 C.F.R. § 590.405 (2013).

> condition of the similar authorization issued to Sabine Pass in Order No. 2961, DOE/FE found that the requirement for prior approval by the Assistant Secretary under its regulations applies to any change of effective control of the authorization holder either through asset sale or stock transfer or by other means. This condition was deemed necessary to ensure that, prior to any transfer or change in control, DOE/FE will be given an adequate opportunity to assess the public interest impacts of such a transfer or change.
>
> To clarify its interpretation of its regulations, DOE/FE will construe a change of control to mean a change, directly or indirectly, of the power to direct the management or policies of an entity whether such power is exercised through one or more intermediary companies or pursuant to an agreement, written or oral, and whether such power is established through ownership or voting of securities, or common directors, officers, or stockholders, or voting trusts, holding trusts, or debt holdings, or contract, or any other direct or indirect means. A rebuttable presumption that control exists will arise from the ownership or the power to vote, directly or indirectly, 10 percent or more of the voting securities of such entity.[18]

B. Public Interest Standard

DOE/FE reviews applications to transfer control of a DOE/FE export authorization using the public interest standard under section 3 of the NGA, and DOE/FE will approve an application unless it determines that the requested transfer or assignment is not consistent with the public interest.[19]

Section 3(c) of the NGA requires that applications for authorization to export natural gas, including LNG, to nations with which there is in effect an FTA requiring national treatment for trade in natural gas be deemed consistent with the public interest and granted without modification or delay. The DOE/FE has found that, in light of its statutory obligation to grant such applications without modification or delay, there is no need for the DOE/FE to engage in

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[18] Conditional Non-FTA Authorization at 136–37 (internal citations omitted).

[19] *See, e.g., Nw. Pipeline Corp.*, DOE Opinion & Order No. 664, 1 FE ¶ 70,683, at 3–4 (1992), *reh'g denied*, DOE/FE Opinion & Order No. 664-A, 1 FE ¶ 70,656, *order terminating long-term authorization*, DOE/FE Order No. 664-B, 1 FE ¶ 71,047 (1994), *order amending authorization*, DOE/FE Order No. 664-C (1999); *Brooklyn Union Gas Co.*, DOE Opinion & Order No. 561, 1 FE ¶ 70,515, at 4, 8 (1991), *reh'g denied*, DOE/FE Opinion & Order No. 561-A (1992).

any analysis of factors affecting the public interest.[20] Thus, regarding the transfer of control of Cameron LNG's FTA Authorization, no public interest analysis is required.

With respect to Cameron LNG's Conditional Non-FTA Authorization, as is the case with initial applications for natural gas import or export authorizations, there is a rebuttable presumption that a transfer or assignment of an authorization is consistent with the public interest.[21] "Section 3 creates a statutory presumption in favor of approval of an export application, and the Department must grant the requested export extension unless it determines the presumption is overcome by evidence in the record of the proceeding that the proposed export will not be consistent with the public interest. Opponents of an application bear the burden of overcoming this presumption."[22]

Entities opposing a request to transfer control of an authorization must satisfy a high burden of proof. They must rebut DOE/FE's prior finding that the import authorization is not inconsistent with the public interest or establish that the proposed arrangement is not in the public interest.[23] This burden is difficult to meet, especially for requests to transfer or assign an authorization that will not result in changed circumstances or that requests non-substantive changes to the terms and conditions of an arrangement that DOE/FE has already approved.[24]

Cameron LNG's request to transfer control of the Conditional Non-FTA Authorization as described herein will not undermine DOE/FE's prior public interest determination and is not

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20 *See, e.g.*, *Sabine Pass Liquefaction, LLC*, DOE/FE Order No. 2833 (2010).

21 *Nw. Pipeline Corp.*, DOE Opinion & Order No. 664, 1 FE ¶ 70,683 at 3 (1992).

22 *Phillips Alaska Natural Gas Corp.*, DOE Opinion & Order No. 1473, 2 FE ¶ 70,317 at 13 (1999), *order amending authorization*, DOE/FE Order No. 1473-A (2008).

23 *Nw. Pipeline Corp.*, DOE Opinion & Order No. 664, 1 FE ¶ 70,683, at 6–7 (1992).

24 *See Brooklyn Union Gas Co.*, DOE Opinion & Order No. 561, 1 FE ¶ 70,515, at 6–7 (1991) (finding that protesters failed to rebut presumption that transfer and import was not inconsistent with the public interest); *Nw. Pipeline Corp.*, DOE/FE Opinion & Order No. 664, at 6–7 (Dec. 9, 1992) ("The burden of proof, however, belongs to [protesters] and they have failed to rebut DOE's previous finding of need . . ., a finding which was based on circumstances that will not change as a result of the proposed transfer."); *Great Lakes Gas Transmission LP*, DOE Opinion & Order No. 424 (1990).

inconsistent with the public interest. The terms and conditions of the export arrangement will remain unchanged. Absent a showing that the proposed transfer modifies the facts on which the DOE/FE previously found that the export authorizations is in public interest, DOE/FE will approve the requested transfer of control.[25]

1. The requested transfer of control would not affect the export characteristics DOE/FE previously considered.

To the extent a transfer or assignment will not result in a substantive change in the terms and conditions of the initial authorization, the DOE/FE has generally relied on its previous determination that the import is consistent with the public interest when evaluating the transfer or assignment.[26]

For example, in *Brooklyn Union Gas Co.*, a group of natural gas local distribution companies ("LDCs") had authority to import in the aggregate 397,100 Mcf/d from Canada. One member of the group, Boston Gas Company, sought to assign import authority for 4,500 Mcf to Commonwealth Gas Company, an LDC who was not yet in the group. The total amount of gas authorized to be imported would remain the same, as would all other terms of the underlying import arrangement, including "the scope of the [import] project, the total volume of gas to be imported, the date of commencement or completion of the [import] project, the source and security of the gas supply, the price and other terms of the transaction, or the proven need for the

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[25] *Nw. Pipeline Corp.*, DOE Opinion & Order No. 664, 1 FE ¶ 70,683 at 6–7 (1992) ("[T]he burden of proof, however, belongs to Producers and they have failed to rebut DOE's previous finding of need in Order 383, a finding which was based on circumstances that will not change as a result of the proposed transfer.").

[26] *E.g., id.*; *Great Lakes Gas Transmission LP*, DOE Opinion & Order No. 424 (1990); *Midwestern Gas Transmission Co.*, DOE Opinion & Order No. 318 (1989) ("Viking will succeed Midwestern as buyer under the contracts underlying the authorizations. In no other respect will the terms and conditions of these contracts change. Only the identity of the importer will change."); *Brooklyn Union Gas Co.*, DOE Opinion & Order No. 561, 1 FE ¶ 70,515 at 5–7 (1991); *Consumer Power Co.*, DOE Opinion & Order No. 390, 1 FE ¶ 70,310 (1990), *order amending authorization*, DOE/FE Order No. 390-A, 1 FE ¶ 70,997 (1994), *order terminating authorization*, DOE/FE Order No. 390-B (1995).

supply."[27] In essence, the proposal simply added Commonwealth to the existing group import arrangement. DOE approved the application and stated:

> [t]o the extent that the transfer does not effect [sic] the terms and conditions of the underlying import arrangement, the DOE can rely on its previous determinations regarding that arrangement when considering the transfer application.[28]

Similarly, Great Lakes Gas Transmission Company ("Great Lakes") and Great Lakes Transmission Limited Partnership ("Great Lakes LP") filed an application for authorization permitting Great Lakes LP to succeed to all of Great Lakes' existing authorizations to import and export natural gas as of the date of Great Lakes LP's formation. Great Lakes formed Great Lakes LP to acquire Great Lakes' facilities, operations, and import and export authorizations and to "facilitate the financing of current expansions and encourage further expansion of the pipeline system to better serve the public interest."[29] DOE determined that the request would not be inconsistent with the public interest and stated:

> Orders 416 and 276-A concluded Great Lakes' imports for resale and import/export, respectively, were consistent with the public interest based on the records in those proceedings. The only change represented by this uncontested joint petition is the proposed transfer of authority from Great Lakes to Great Lakes LP. The contractual terms and conditions of the import and export arrangements upon which the section 3 determinations were based would remain the same, and there is no other information in the record of this proceeding to support or compel reexamination under section 3.[30]

Similarly, Cameron LNG's proposed transfer of control would not affect the amount of gas exported, the scope of the project, the commencement date of the project, the source of the gas supply, or the price or other terms of the transaction. The contractual terms and conditions of the export arrangements upon which the DOE/FE's prior NGA section 3 determination were

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27 *Brooklyn Union Gas Co.*, DOE Opinion & Order No. 561, 1 FE ¶ 70,515 at 2–3 (1991).

28 *Id.* at 7.

29 *Great Lakes Gas Transmission LP*, DOE Opinion & Order No. 424 (1990).

30 *Id.*

based will remain the same. There is no need for DOE/FE to revisit the public interest considerations.

2. Indirect Interests in Cameron LNG would be transferred to affiliates of customers of Cameron LNG.

DOE/FE has granted applications to transfer or assign import authorization from the holder to one or more of its customers when the general terms and conditions otherwise remain unchanged and the total volume authorized does not increase. For example, Northwest Pipeline Corporation filed an application to assign its import authorization to four of its largest LDC customers as part of its sales conversion program to transition from a merchant pipeline to an open-access transportation pipeline.[31] Its request did not involve new pipeline construction or any substantive changes to the existing agreements.[32] Each of the four customers agreed to a *pro rata* assignment, which was based on contract demand volumes of Northwest's major system gas supply purchase contracts. DOE/FE determined that the proposed assignment was not inconsistent with the public interest.[33]

In fact, DOE/FE has consistently approved the assignment of import authorizations from a pipeline to its customers when the total amount of imports remains unchanged.[34]

An indirect 49.8% interest in Cameron LNG will be issued to affiliates of its three customers, as described above. The proposed indirect transfer of control of the DOE/FE authorizations will not require new construction or any substantive changes to the existing

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31 Joint Application to Transfer Authority to Import Natural Gas from Canada, *Nw. Pipeline Corp.*, 57 Fed. Reg. 19898 (May 8, 1992).

32 The assignment agreements Northwest entered into with each of the four customers also amended the minimum take obligation and one of the renegotiation provisions to reflect Northwest's status as a natural gas merchant. *Nw. Pipeline Corp.*, DOE Opinion & Order No. 664, 1 FE ¶ 70,683 at 2 (1992).

33 *Id.* at 8.

34 *See, e.g.*, *Great Lakes Gas Transmission Co.*, DOE/ERA Opinion & Order No. 416, 1 ERA ¶ 70,342 (1990); *Consumer Power Co.*, DOE Opinion & Order No. 390, 1 FE ¶ 70,310 (1990); *Great Lakes Gas Transmission Co.*, DOE/ERA Opinion & Order No. 239, 1 ERA ¶ 70,773 (1988); *Great Lakes Gas Transmission Co.*, DOE/ERA Opinion & Order No. 207, 1 ERA ¶ 70,737 (1987); *Great Lakes Gas Transmission Co.*, DOE/ERA Opinion & Order No. 157, 1 ERA ¶ 70,687 (1987).

authorizations or agreements. There is no condition in either the FTA Authorization or the Non-FTA Authorization that requires the current ownership for Cameron LNG to remain unchanged. Therefore, the proposed transfer is not inconsistent with the public interest and this application should be approved.

VII. ENVIRONMENTAL IMPACT

No changes to Cameron LNG's proposed liquefaction project facilities would be required for the requested transfer of control. Granting this application would not be a federal action significantly affecting the human environment within the meaning of NEPA. Therefore, an environmental impact statement or environmental assessment is not required.

VIII. APPENDICES

The following appendices are attached hereto and incorporated by reference herein:

Appendix A: Verification

Appendix B: Opinion of Counsel

IX. CONCLUSION

For the reasons set forth above, Cameron LNG respectfully requests that DOE/FE approve Cameron LNG's request for an indirect transfer of control of Cameron LNG's FTA Authorization and Conditional Non-FTA Authorization, as discussed herein. Cameron LNG further respectfully requests that DOE/FE approve the transfer of control by May 13, 2014.

Respectfully submitted,

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Counsel to Cameron LNG, LLC

Dated: February 12, 2014

APPENDIX A

UNITED STATES OF AMERICA
DEPARTMENT OF ENERGY/OFFICE OF FOSSIL ENERGY

VERIFICATION

William D. Rapp, first being sworn, states that he is counsel for Cameron LNG, LLC; that he is authorized to execute this Verification; that he has read the foregoing filing and is familiar with the contents thereof; and that all of the statements of fact therein contained are true and correct to the best of his knowledge and belief.

William D. Rapp
On behalf of
Cameron LNG, LLC

APPENDIX B

OPINION OF COUNSEL

February 12, 2014

Mr. John A. Anderson
Office of Fossil Energy
U.S. Department of Energy
Docket Room 3F-056, FE 50
Forrestal Building
1000 Independence Avenue, S.W.
Washington, DC 20585

RE: Cameron LNG, LLC Application to Transfer Control of Long-Term Authorizations to Export Liquefied Natural Gas to Free Trade and Non-Free Trade Agreement Countries

Dear Mr. Anderson:

This opinion of counsel is submitted pursuant to Section 590.202(c) of the regulations of the U.S. Department of Energy, 10 C.F.R. § 590.202(c) (2011). I am counsel to Cameron LNG, LLC ("Cameron LNG"). I have reviewed the organizational and internal governance documents of Cameron LNG and it is my opinion that the proposed transfer of control of authorizations to export natural gas, as described in the foregoing application filed by Cameron LNG, to which this Opinion of Counsel is attached as Appendix B, is within the company powers of Cameron LNG.

Respectfully submitted,

William D. Rapp

William D. Rapp
Counsel to Cameron LNG, LLC