NOTIFICATION and STATEMENT OF CHANGE
PURSUANT TO DOE/FE SEPTEMBER 26, 2014 NOTICE OF PROCEDURES

RE: DOE/FE DOCKET NOS. 10-160-LNG, 10-161-LNG, 11-161-LNG & 12-06-LNG
DOE/FE ORDER NOS. 2913, 2913-A, 3066, 3066-A, 3282, 3282-A, 3282-B, 3357 and 3357-A

Dear John:

Freeport LNG Expansion, L.P. ("Freeport Expansion"), FLNG Liquefaction, LLC, FLNG Liquefaction 2, LLC, and FLNG Liquefaction 3, LLC (collectively, "FLEX") are the applicants in the above referenced docket. FLEX has received four export authorizations: two for exports to FTA countries in DOE/FE Docket Nos. 10-160-LNG and 12-06-LNG; and two conditional authorizations for non-FTA countries in DOE/FE Docket Nos. 10-161-LNG and 11-161-LNG.

Freeport LNG Development, L.P. ("FLNG") is a limited partnership, and the indirect 100% parent of Freeport Expansion. The management of FLNG is vested entirely in its sole General Partner, FLNG-GP, Inc. ("FLNG-GP"). FLNG-GP has no economic interest in FLNG or its subsidiaries, all economic benefits being vested in FLNG’s limited partners. FLNG’s limited partnership interests are owned as follows: Freeport LNG Investments, LLP and FLNG Option Holdco, LLC, both entities owned and controlled by Michael Smith (individually and through family trusts) — 27.5% in the aggregate; Osaka Gas Co, Ltd. through its affiliate Turbo LNG, LLC — 10%; ZHA FLNG Purchaser, LLC — 55%; and The Dow Chemical Company through its affiliate Texas LNG Holdings LLC — 7.5%.
Neither FLNG-GP nor FLNG is an applicant in any of FLEX's docket with DOE/FE, nor do they hold any of the FLEX export authorizations. This transfer does not involve the transfer or assignment of any of the export authorizations.

**Description of the Transfer Event:**

FLNG-GP is currently owned 50% by each of Michael Smith, indirectly, and ConocoPhillips Company ("COP"). Prior to financial close, COP will transfer to Michael Smith COP's interest in FLNG-GP. FLNG-GP is managed by a six-member Board of Directors. Each of Michael Smith and COP has the right to appoint three of the six members of the FLNG-GP Board of Directors. However, by contractual agreement, COP is excluded from decision making with respect to the management, operations, or other activities of FLNG or FLEX related to the FLEX LNG export project, including with respect to the Export Authorizations. As COP has no managerial or operational control over FLNG or FLEX, the FLEX LNG export project or the FLEX Export Authorizations, this transfer does not involve the transfer of any direct or indirect power to control management or policy of FLEX, the FLEX Export Authorizations, or the export project. The transferee of COP's interest in FLNG-GP, Michael Smith, is already the only person who may direct any action on the part of the FLNG-GP as it relates to the FLEX LNG export project.

As before the transfer, Freeport Expansion will be the single point of contact with DOE/FE with respect to reporting and administration under all FLEX Export Authorizations.

We will promptly notify you when the transfer is completed. At that point, please amend your records and relevant documents, as well as the FLEX applications as may be appropriate, to reflect this upstream modification. This includes the FLEX applications and orders in both its two FTA and its two non-FTA docket as noted above. Thank you for your assistance.

Respectfully Submitted,

Les Lo Baugh  
Brownstein Hyatt Farber Schreck, LLP  
Attorneys for FLEX

LLE: mld

cc: Ed Myers

Certificate of Service Attached.
CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document entitled

NOTIFICATION OF STATEMENT OF CHANGE upon the parties listed below in Docket Nos. 10-160 LNG, 10-161 LNG, 12-06 LNG and 11-161-LNG and DOE/FE for inclusion in the FE dockets in the above-referenced proceedings in accordance with 10 C.F.R. § 590.107(b)(2011).

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Dated at Los Angeles, California, this 26th day of September, 2014.

By:  

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