

RECEIVED



U.S. DEPARTMENT OF
ENERGY

By Docket Room at

Feb 5, 2016

February 5, 2016

Mr. John Anderson, Director
Office for Oil and Gas Global Security and Supply
Fossil Energy, U.S. Department of Energy
Forrestal Building, FE-34
1000 Independence Avenue, S.W.
Washington, D.C. 20585

NORTON ROSE FULBRIGHT

Norton Rose Fulbright US LLP
666 Fifth Avenue, 31st Floor
New York, New York 10103-3198
United States

Direct line +1 212 318 3009
lisa.tonery@nortonrosefulbright.com

Tel +1 212 318 3000
Fax +1 212 318 3400
nortonrosefulbright.com

**Re: In the Matter of Cheniere Marketing, LLC and Corpus Christi Liquefaction, LLC
FE Docket Nos. 12-97-LNG and 12-99-LNG
DOE/FE Order Nos. 3638, 3164 and 3164-A
Amendment to Long-Term Contract**

Dear Mr. Anderson:

Cheniere Marketing, LLC ("CMI") and Corpus Christi Liquefaction, LLC ("CCL") hereby submit for filing under seal, a non-redacted copy of Amendment No. 1 to the long-term sale and purchase agreement between CCL and EDP Energias de Portugal S.A. for the sale of liquefied natural gas ("LNG") from the Corpus Christi Liquefaction Project (the "Amendment").¹ CMI and CCL also submit herewith a public summary of the major provisions of the Amendment. This filing is being submitted in accordance with DOE/FE Order No. 3164, as amended by DOE/FE Order No. 3164-A,² and DOE/FE Order No. 3638.³

Should you have any questions, please contact the undersigned at (212) 318-3009.

Respectfully submitted,

/s/ Lisa M. Tonery

Lisa M. Tonery
Mariah T. Johnston
*Attorneys for
Cheniere Marketing, LLC and
Corpus Christi Liquefaction, LLC*

¹ CMI and CCL hereby request confidential treatment of the Amendment, as it contains commercially sensitive information. The Amendment is being sent to the Department of Energy, Office of Fossil Energy ("DOE/FE") by overnight mail.

² *Cheniere Marketing, LLC*, DOE/FE Order No. 3164, Ordering Paragraph D, FE Docket No. 12-99-LNG (Oct. 16, 2012) (granting CMI authorization to engage in long-term exports of LNG to free trade agreement nations); *Cheniere Marketing, LLC*, DOE/FE Order Nos. 3538 and 3164-A, FE Docket Nos. 12-97-LNG and 12-99-LNG (Oct. 29, 2014) (authorizing the addition of CCL as an authorization holder under DOE/FE Order No. 3164).

³ *Cheniere Marketing, LLC & Corpus Christi Liquefaction, LLC*, DOE/FE Order No. 3638, Ordering Paragraph I, FE Docket No. 12-97-LNG (May 12, 2015) (granting CMI and CCL authorization to engage in long-term exports of LNG to non-free trade agreement nations).

Norton Rose Fulbright US LLP is a limited liability partnership registered under the laws of Texas.

Norton Rose Fulbright US LLP, Norton Rose Fulbright LLP, Norton Rose Fulbright Australia, Norton Rose Fulbright Canada LLP and Norton Rose Fulbright South Africa Inc are separate legal entities and all of them are members of Norton Rose Fulbright Verein, a Swiss verein. Norton Rose Fulbright Verein helps coordinate the activities of the members but does not itself provide legal services to clients. Details of each entity, with certain regulatory information, are available at nortonrosefulbright.com.

**Sale and Purchase Agreement Amendment
Major Provision Summary**

**AMENDMENT NO. 1 OF LNG SALE AND PURCHASE AGREEMENT (FOB),
BETWEEN
CORPUS CHRISTI LIQUEFACTION, LLC AND EDP ENERGIAS DE PORTUGAL S.A.**

1. DOE Order/FE Docket No(s):

DOE Order Nos. 3638, 3164, & 3164-A.
FE Docket Nos. 12-97-LNG & 12-99-LNG.

2. LNG Liquefaction/Export Facility and Location:

Corpus Christi Liquefaction Project located near Corpus Christi, Texas, in San Patricio and Nueces Counties.

3. Describe affiliation with LNG Liquefaction Export Facility (e.g., owner, capacity holder, etc):

The contract has been entered into by Corpus Christi Liquefaction, LLC, the owner of the Corpus Christi Liquefaction Project.

4. Exact Legal Name of Parties/Counterparties to Contract:

Seller: Corpus Christi Liquefaction, LLC.
Buyer: EDP Energias de Portugal S.A.

5. Contract Type (e.g. Purchase and Sale Agreement; Liquefaction Tolling Agreement, etc.):

Amendment to LNG Sale and Purchase Agreement.

6. Date of the Contract:

2015.

7. Contract Term:

Not applicable.*

8. Annual Quantity:

Not applicable.*

9. Take or Pay (or equivalent) Provisions/Conditions:

Not applicable.*

10. Supplier (title holder) of Natural Gas to Liquefaction Facility (include whether long or short-term supply, or both), if appropriate:

Not applicable.*

* No changes from the prior version of the Agreement.

11. Legal Name of Entity(ies) that has(have) Title to the Natural Gas and LNG through the LNG Facility until Export (at the Flange of the Vessel):

Not applicable.*

12. Export Destination Restrictions in the Contract:

Amends the December 18, 2014 SPA between Corpus Christi Liquefaction, LLC and EDP Energias de Portugal S.A. to conform the *Trade Law Compliance* section with the requirements of the applicable DOE/FE Orders.

13. Resale Provisions:

Amends the December 18, 2014 SPA between Corpus Christi Liquefaction, LLC and EDP Energias de Portugal S.A. to conform the *Trade Law Compliance* section with the requirements of the applicable DOE/FE Orders.

14. Other Major Non-proprietary Provisions, if applicable:

Not applicable.*