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 **NORTON ROSE FULBRIGHT**

August 21, 2015

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Mr. John Anderson, Director
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**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
Long-Term Contract Amendments**

Dear Mr. Anderson:

Cheniere Marketing, LLC (“CMI”) and Corpus Christi Liquefaction, LLC (“CCL”) hereby submit for filing under seal, non-redacted copies of the following amendments (“Amendments”) to long-term sale and purchase agreements (“SPAs”) for the sale of liquefied natural gas (“LNG”) from the Corpus Christi Liquefaction Project:

- A. July 23, 2015 – Amendment No. 1 to the second SPA with Endesa S.A. (“SPA 2”)
- B. July 23, 2015 – Amendment No. 2 to the first SPA with Endesa S.A. (“SPA 1”)
- C. July 24, 2015 – Amendment No. 1 to the SPA with Woodside Energy Trading Singapore PTE Ltd

CMI and CCL are also filing herewith public summaries of the major provisions of the Amendments. This filing is being submitted in accordance with Department of Energy, Office of Fossil Energy (“DOE/FE”) Order No. 3164, as amended by DOE/FE Order No. 3164-A,¹ and DOE/FE Order No. 3638.² CMI and CCL hereby request confidential treatment of the Amendments filed herewith, as they contain commercially sensitive information.³

¹ *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).

² *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).

³ The Amendments are being sent to DOE/FE by overnight mail.

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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*

**Sale and Purchase Agreement Amendments
Major Provision Summaries**

**AMENDMENT NO. 2 OF LNG SALE AND PURCHASE AGREEMENT (FOB),
DATED JULY 23, 2015
BETWEEN CORPUS CHRISTI LIQUEFACTION, LLC AND ENDESA 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: Endesa S.A.

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

Amendment to LNG Sale and Purchase Agreement ("SPA 1").

6. Date of the Contract:

July 23, 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 April 1, 2014 SPA between Corpus Christi Liquefaction, LLC and Endesa Generación, S.A. (as subsequently assigned to Endesa S.A. on April 7, 2014) to conform the *Trade Law Compliance* section with the requirements of the applicable DOE/FE Orders.

13. Resale Provisions:

Amends the April 1, 2014 SPA between Corpus Christi Liquefaction, LLC and Endesa Generación, S.A. (as subsequently assigned to Endesa S.A. on April 7, 2014) 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.*