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June 10, 2015

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

 **NORTON ROSE FULBRIGHT**

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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. 3164, 3164-A and 3638  
Long-Term Contracts**

Dear Mr. Anderson:

Cheniere Marketing, LLC (“CMI”) and Corpus Christi Liquefaction, LLC (“CCL”) hereby submit for filing under seal,<sup>1</sup> and thereby request confidential treatment of, non-redacted copies of nine (9) long-term sale and purchase agreements (“SPAs”) pertaining to the long-term export of liquefied natural gas (“LNG”) from the Corpus Christi Liquefaction Project, as well as summaries of the major provisions of each contract.

The CCL SPAs (and corresponding summaries) submitted herewith are:

- A. December 4, 2013 – Agreement with PT Pertamina (Persero);
- B. April 1, 2014 – Agreement with Endesa Generación, S.A. (subsequently assigned to Endesa S.A.);
- C. April 7, 2014 – Agreement with Endesa S.A.;
- D. May 30, 2014 – Agreement with Iberdrola, S.A.;
- E. June 2, 2014 – Agreement with Gas Natural Fenosa LNG SL;
- F. June 30, 2014 – Agreement with Woodside Energy Trading Singapore Pte Ltd;
- G. July 1, 2014 – Agreement with PT Pertamina (Persero);
- H. July 17, 2014 – Agreement with Électricité de France, S.A.;
- I. December 18, 2014 – Agreement with EDP Energias de Portugal S.A.

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<sup>1</sup> CMI and CCL hereby request confidential treatment of the SPAs, as they contain commercially sensitive information. The SPAs are being sent to the Department of Energy, Office of Fossil Energy by overnight mail.

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This filing is being submitted in accordance with the Department of Energy, Office of Fossil Energy Order Nos. 3164, as amended by 3164-A,<sup>2</sup> and 3638.<sup>3</sup>

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

Respectfully submitted,

/s/ Lisa M. Tonery  
Lisa M. Tonery  
Tania S. Perez  
*Attorneys for  
Cheniere Marketing, LLC and  
Corpus Christi Liquefaction, LLC*

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<sup>2</sup> *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).

<sup>3</sup> *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).

**Sale and Purchase Agreement  
Major Provisions Summaries**

**LNG SALE AND PURCHASE AGREEMENT (FOB), DATED JUNE 2, 2014  
BETWEEN CORPUS CHRISTI LIQUEFACTION, LLC AND GAS NATURAL FENOSA LNG SL**

**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: Gas Natural Fenosa LNG SL

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

LNG Sale and Purchase Agreement.

**b. Firm or Interruptible Contract:**

Firm.

**6. Date of the Contract:**

June 2, 2014.

**7. Contract Term:**

Supply period of approximately 20 years from the date of first commercial delivery. The contract term can be extended for up to 10 years by Buyer notifying Seller.

**8. Annual Quantity:**

An amount equal to 78,215,000 MMBtu per contract year.

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

Pursuant to the terms of the contract, during any contract year, the Seller is obliged to make available to Buyer the scheduled cargo quantity with respect to each cargo in the adjusted annual contract quantity, or compensate Buyer if not made available, unless otherwise excused under the contract. Similarly, during any contract year, the Buyer is obliged to take and pay for the scheduled cargo quantity with respect to each cargo included in the adjusted annual contract quantity, or compensate the Seller if not taken, unless otherwise excused under the contract.

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

Not Applicable.

**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):**

Corpus Christi Liquefaction, LLC

**12. Export Destination Restrictions in the Contract:**

The contract restricts exports of LNG received by the buyer from the Corpus Christi Liquefaction Project to destination countries permitted under (i) the applicable DOE/FE export authorizations and (ii) U.S. law.

**13. Resale Provisions:**

The contract provides for the parties to agree to comply with the applicable export authorizations, including incorporating into any resale contract for LNG sold under the contract the necessary conditions to ensure compliance with the applicable export authorizations.

The parties agree to take no action, or omit to take any action, that would violate any law applicable to that party.

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

None.

**VERIFICATION**

State of Texas )

County of Harris )

BEFORE ME, the undersigned authority, on this day personally appeared Patricia Outtrim who, having been by me first duly sworn, on oath says that she is Vice President, Government and Regulatory Affairs for Cheniere Energy, Inc. and is duly authorized to make this Verification; that she has read the foregoing instrument and that the facts therein stated are true and correct to the best of her knowledge, information and belief.

Pat Outt  
Patricia Outtrim

SWORN TO AND SUBSCRIBED before me on the 9th day of June, 2015.

TERRI D BACHAND

Name: TERRI D. BACHAND

Title: Notary Public

My Commission expires:

8/16/2018

