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March 23, 2018

VIA HAND DELIVERY

U.S. Department of Energy (FE-34)
Office of Oil and Gas Global Security and
Supply
Office of Fossil Energy
Forrestal Building, Room 3E-042
1000 Independence Avenue SW
Washington DC 20585

Re: *Cameron LNG, LLC*
FE Docket Nos. 11-145-LNG, 11-162-LNG, 14-204-LNG, 15-36-LNG, 15-67-
LNG, 15-90-LNG, 16-34-LNG, 18-__-CIC
Statement of Proposed Change in Control of Cameron LNG, LLC

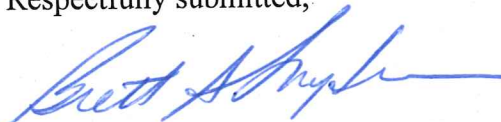
Dear Sir or Madam:

Enclosed for filing is a Statement of Proposed Change in Control of Cameron LNG, LLC.

Due to the expected closing date of the proposed transaction, Cameron LNG respectfully requests that, if required, the Office of Fossil Energy issue an order authorizing the proposed change in control by **June 1, 2018**.

Please contact me if you have any questions regarding this submission.

Respectfully submitted,



Brett A. Snyder
Counsel to Cameron LNG, LLC

Enclosures

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

Cameron LNG, LLC

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**FE Docket Nos. 11-145-LNG,
11-162-LNG, 14-204-LNG,
15-36-LNG, 15-67-LNG,
15-90-LNG, 16-34-LNG,
18-__-CIC**

**STATEMENT OF PROPOSED CHANGE IN CONTROL
OF CAMERON LNG, LLC**

Pursuant to section 3 of the Natural Gas Act,¹ section 590.405 of the Department of Energy’s (“DOE”) regulations,² the DOE’s *Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas* (“CIC Procedures”),³ and the DOE Office of Fossil Energy’s (“DOE/FE”) authorizations in the above-captioned proceedings, Cameron LNG, LLC (“Cameron LNG”) respectfully submits this statement of proposed change in control (“Statement”). As discussed below, due to the expected closing date of the transaction described herein, Cameron LNG respectfully requests that, if required, DOE/FE issue an order authorizing the proposed change in control by June 1, 2018.

I. BACKGROUND

Cameron LNG has been granted six authorizations by DOE/FE for long-term export, and one authorization for short-term export, of domestically sourced liquefied natural gas (“LNG”) from the Cameron LNG Terminal located in Cameron and Calcasieu Parishes, Louisiana. Cameron LNG is the owner and operator of the Cameron LNG terminal and is a direct, wholly

¹ 15 U.S.C. § 717b.

² 10 C.F.R. § 590.405 (2017).

³ 79 Fed. Reg. 65541 (Nov. 5, 2014).

owned subsidiary of Cameron LNG Holdings LLC (“Cameron Holdings”). On February 12, 2014, Cameron LNG filed an application requesting approval to transfer indirect control of its then-existing export authorizations to reflect changes in its upstream ownership.⁴ The application was granted on June 27, 2014 in DOE/FE Order No. 3452. As a result of the transaction described in Order No. 3452, the following entities hold direct membership interests in Cameron Holdings: the Sempra Member,⁵ which holds a 50.2% interest; the ENGIE Member,⁶ which holds a 16.6% interest; the Mitsui Member,⁷ which holds a 16.6% interest; and the Mitsubishi Member,⁸ which holds a 16.6% interest.⁹ See Figure 1, below. Each of the four members holds a voting interest commensurate with its membership interest.

Section 590.405 of DOE’s regulations provides that “[a]uthorizations by the Assistant Secretary to import or export natural gas shall not be transferable or assignable, unless specifically authorized by the Assistant Secretary.”¹⁰ Additionally, DOE/FE Order Nos. 3620, 3680, 3391-A, 3797, and 3846 require Cameron LNG to obtain the approval of the Assistant Secretary for Fossil

⁴ See 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, *Cameron LNG, LLC*, FE Docket No. 14-001-CIC (Feb. 12, 2014).

⁵ The Sempra member is Sempra LNG Holdings II, LLC, an indirect, wholly-owned subsidiary of Sempra Energy.

⁶ The ENGIE Member is ENGIE Cameron LNG Corp., a Delaware corporation and an indirect, wholly owned subsidiary of ENGIE S.A. Cameron LNG’s 2014 change in control application reflects GDF SUEZ as the owner of GDF SUEZ Cameron LNG Holding II Corp.; however, in 2015, GDF SUEZ S.A. changed its name to ENGIE S.A. and GDF Suez Cameron LNG Holding II Corp. changed its name to ENGIE Cameron LNG Corp.

⁷ The Mitsui Member is Mitsui & Co. Cameron LNG Investment LLC, a Delaware company and an indirect, wholly owned subsidiary of Mitsui & Co., Ltd. (“Mitsui”).

⁸ The Mitsubishi Member is Japan LNG Investment, LLC, a Delaware limited liability company indirectly owned by Mitsubishi Corporation (through Diamond Gas America Corporation, a Delaware corporation) and Nippon Yusen Kabushiki Kaisha (through NYK Cameron LNG Holdings, Inc., a Delaware corporation).

⁹ ENGIE and affiliates of Mitsui and Mitsubishi are terminal service customers of Cameron LNG.

¹⁰ 10 C.F.R. § 590.405 (2017).

Energy prior to any change in control of the authorization holder.¹¹ DOE construes 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.¹²

DOE has explained that 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.¹³

II. DESCRIPTION OF THE PROPOSED TRANSACTION AND REQUEST FOR APPROVAL

The Proposed Transaction would result in Total S.A.'s ("Total") acquisition of a portion of ENGIE S.A.'s ("ENGIE") global LNG business. The business that Total would acquire includes: (i) a portfolio of global contracts for the supply, sale, and regasification of LNG; (ii) various equity and contractual rights over LNG shipping assets and gas liquefaction plants; and (iii) associated legal entities and relevant personnel. The proposed transaction involves elements of ENGIE's LNG business both inside and outside the United States, and the assets composing the target business are currently spread among various ENGIE entities.

The U.S. component of the Proposed Transaction would confer to Total a 100% indirect interest in the ENGIE Member, which is a wholly owned indirect subsidiary of ENGIE. The

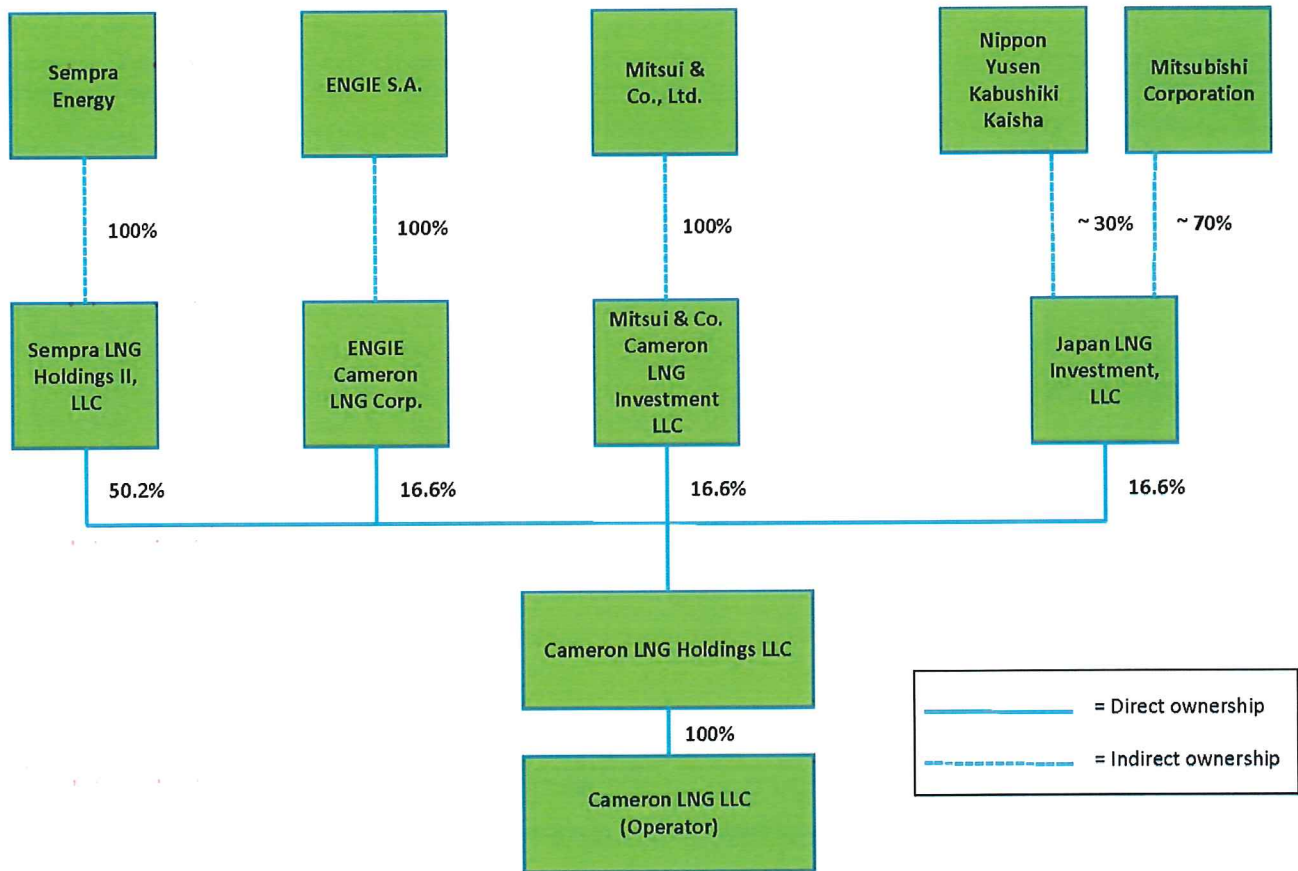
¹¹ See DOE/FE Order No. 3620 at Ordering Para. K; DOE/FE Order No. 3680 at Ordering Para. K; DOE/FE Order No. 3391-A at Ordering Para. P; DOE/FE Order No. 3797 at Ordering Para. O; DOE/FE Order No. 3846 at Ordering Para. P.

¹² CIC Procedures at 65542.

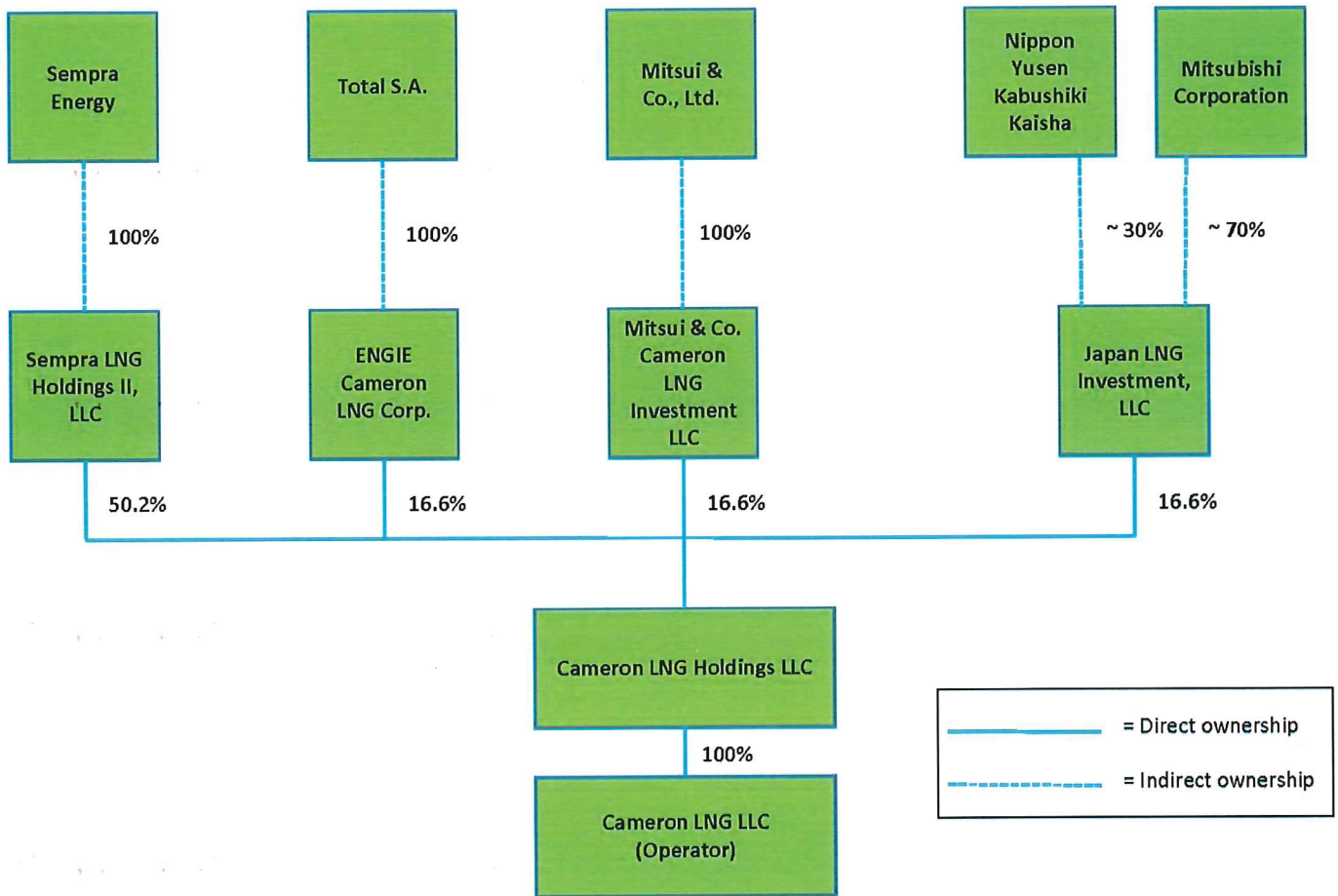
¹³ *Id.*

ENGIE Member was incorporated for the sole purpose of holding a 16.6% investment in and overseeing the development and operations of Cameron Holdings.

The following chart (Figure 1) illustrates the current ownership structure of Cameron LNG:



The following chart (Figure 2) illustrates the ownership structure of Cameron LNG upon closing of the Proposed Transaction:



Cameron LNG hereby requests that DOE/FE authorize the proposed change in control discussed herein to the extent necessary and in conformance with DOE/FE's rules, including the CIC Procedures.¹⁴ The proposed change in control has not yet occurred and is subject to the closing of the Proposed Transaction. Total and ENGIE contemplate that the Proposed Transaction

¹⁴ The CIC Procedures expressly permit combining statements of change of control for both FTA and non-FTA authorizations. See CIC Procedures at 65542.

will close by the end of June 2018. Due to the expected closing date, Cameron LNG respectfully requests that, if required, DOE/FE issue any order authorizing the proposed change in control by June 1, 2018. If requested, Cameron LNG would make a filing informing DOE/FE when the Proposed Transaction was consummated.

III. FTA EXPORT AUTHORIZATIONS

A. *Description of the Export Authorizations*

As summarized in the table below, Cameron LNG holds three authorizations for long-term LNG exports to countries with which the United States has a Free Trade Agreement (“FTA”) providing for national treatment for trade in natural gas. These FTA authorizations were approved by DOE/FE in DOE/FE Order Nos. 3059, 3620, and 3680 in Docket Nos. 11-145-LNG, 14-204-LNG, and 15-36-LNG, respectively. In addition, Cameron LNG is authorized to engage in short-term exports to FTA countries pursuant to DOE/FE Order No. 3904, issued in Docket No. 16-34-LNG.

Orders Issued by DOE/FE to Cameron for the Export of Domestic LNG to FTA Nations from the Cameron LNG Terminal

Docket No.	Order No.	Date Issued	Volume	Type
11-145-LNG	3059	January 17, 2012	620.0 Bcf/yr	FTA, long-term, multi-contract
14-204-LNG	3620	April 9, 2015	152.0 Bcf/yr	FTA, long-term, multi-contract
15-36-LNG	3680	July 10, 2015	515.0 Bcf/yr	FTA, long-term, multi-contract
16-34-LNG	3904	October 3, 2016	254 Bcf	FTA/Non-FTA, short-term

B. *Standard of Review*

DOE/FE evaluates applications requesting approval to transfer control of an FTA authorization under Section 3(c) of the Natural Gas Act (“NGA”), which requires that the

application be deemed consistent with the public interest and granted without modification or delay.¹⁵

The procedures for notifying DOE/FE of a change in control are set forth in the CIC Procedures, pursuant to which a holder of an export authorization that has already been issued may notify DOE/FE of a proposed transaction by submitting a statement of change in control to DOE/FE no later than 30 days after such changes have been effectuated.¹⁶ With respect to FTA long-term export authorizations, upon receipt of a statement of change in control, DOE/FE will give effect to the change in control and take no further action.¹⁷

Accordingly, with respect to the FTA authorizations issued in DOE/FE Order Nos. 3059, 3620, 3680, and 3904, Cameron LNG respectfully requests that DOE/FE give effect to the proposed change in control described herein in accordance with DOE/FE's rules, including the CIC Procedures.

IV. NON-FTA EXPORT AUTHORIZATIONS

A. Description of the Export Authorizations

As summarized in the table below, Cameron LNG holds three authorizations for long-term LNG exports to countries with which the United States does not have an FTA requiring the national treatment of natural gas ("Non-FTA"). These Non-FTA authorizations were approved in DOE/FE Order Nos. 3391-A, 3797, and 3846 in Docket Nos. 11-162-LNG, 15-67-LNG, and 15-90-LNG, respectively. In addition, Cameron LNG is authorized to engage in short-term exports to Non-FTA countries pursuant to DOE/FE Order No. 3904, issued in Docket No. 16-34-LNG.

¹⁵ See *Annova LNG Common Infrastructure, LLC*, DOE/FE Order No. 3464 (2014); 15 U.S.C. 717b (2017).

¹⁶ CIC Procedures at 65,542.

¹⁷ *Id.*

Orders Issued by DOE/FE to Cameron for the Export of Domestic LNG to Non-FTA Nations from the Cameron LNG Terminal

Docket No.	Order No.	Date Issued	Volume	Type
11-162-LNG	3391-A	September 10, 2014	620.0 Bcf/yr	Non-FTA, long-term, multi-contract
15-67-LNG	3797	March 18, 2016	152.0 Bcf/yr	Non-FTA, long-term, multi-contract
15-90-LNG	3846	July 15, 2016	515.0 Bcf/yr	Non-FTA, long-term, multi-contract
16-34-LNG	3904	October 3, 2016	254 Bcf	FTA/Non-FTA, short-term

B. *Standard of Review*

Applications to export natural gas, including LNG, to Non-FTA nations are reviewed under section 3(a) of the NGA, which provides that DOE “shall issue an order upon application, unless . . . it finds that the proposed exportation. . . will not be consistent with the public interest.”¹⁸ As is the case with initial export applications, there is a rebuttable presumption that a transfer or assignment of an authorization is consistent with the public interest.¹⁹ Opponents of a request to transfer control of an authorization bear 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.²⁰ This burden is difficult to meet, particularly for requests to transfer or assign an authorization that will not result in changed

¹⁸ 15 U.S.C. 717b(a).

¹⁹ *Nw. Pipeline Corp.*, DOE Opinion & Order No. 664 at 3 (1992), *reh’g denied*, DOE/FE Opinion & Order No. 664-A, *order terminating long-term authorization*, DOE/FE Order No. 664-B (1994), *order amending authorization*, DOE/FE Order No. 664-C (1999), *order amending authorization*, DOE/FE Order No. 664-D (1999).

²⁰ *Id.* at 6-7.

circumstances or that request non-substantive changes to the terms and conditions of an arrangement that DOE/FE has already approved.²¹

Under the CIC Procedures, the holder of a Non-FTA export authorization that has already been issued may notify DOE/FE of a proposed transaction by submitting a statement of change in control to DOE/FE no later than 30 days after such changes have been effectuated.²² Upon receipt of a statement of change in control, DOE/FE will publish a notice of the change in the *Federal Register*.²³ If no interested person protests the change in control and DOE/FE takes no action of its own motion, the change in control is deemed granted 30 days after publication.²⁴ If a protest is filed, DOE/FE will make a determination as to whether the proposed change in control has been demonstrated to render the underlying authorization inconsistent with the public interest.²⁵

C. *Public Interest*

Where a transfer or assignment will not result in any substantive changes in the terms and conditions of the initial authorization, DOE/FE has generally relied on its previous determination that the import or export is consistent with the public interest when evaluating the transfer or assignment.²⁶ For example, DOE/FE has approved transfers of control that involve no changes to

²¹ See *Cameron LNG, LLC*, DOE/FE Order No. 3452 (2014) (approving change in control application, finding “it has not been shown that the change in control will impact any of the public interest considerations evaluated by DOE/FE in issuing [the] authorizations.”); *Brooklyn Union Gas Co.*, DOE Opinion & Order No. 561 at 6-7 (1991), *reh’g denied*, DOE/FE opinion & Order No. 561-A (1992) (finding that protesters failed to rebut presumption that transfer and import was not inconsistent with the public interest); *Nw. Pipeline Corp.*, DOE Opinion & Order No. 664 at 6-7 (“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).

²² CIC Procedures at 65,542.

²³ *Id.*

²⁴ *Id.*

²⁵ *Id.*

²⁶ See *Cameron LNG, LLC*, DOE/FE Order No. 3452 (approving change in control application, finding “it has not been shown that the change in control will impact any of the public interest considerations evaluated by DOE/FE in

the scope of a project, total volumes of gas, date of commencement or completion, source and security of gas supply, price and other transactional terms, or proven need for the supply.²⁷ DOE/FE has also approved transfers in control upon a finding that “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 [was] no other information in the record . . . to support or compel reexamination under section 3.”²⁸ Similarly, the Proposed Transaction will have no substantive effect on the terms and conditions of the initial authorizations—the proposed change in control will have no effect on the scope of the project, the amount of gas exported, the commencement or completion date of the project, the source of the gas supply, or the price or other transactional terms. Operation and maintenance of the Cameron LNG terminal will continue to be under the control of Cameron LNG, the existing owner and operator of the facility. Cameron LNG will continue to hold the export authorizations described herein, and will remain the point of contact with DOE/FE with respect to reporting and administration under the authorizations.

Moreover, DOE/FE has approved applications to transfer or assign an authorization from the authorization holder to one or more of its customers where the general terms and conditions

issuing [the] authorizations.”); *Brooklyn Union Gas Co.*, DOE Opinion & Order No. 561 at 7 (“To 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 the arrangement when considering the transfer application.”); *Nw. Pipeline Corp.*, DOE Opinion & Order No. 664, at 6-7 (“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); *Midwestern Gas Transmission Co.*, DOE Opinion & Order No. 318 at 3 (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.”); *Consumer Power Co.*, DOE/Opinion & Order No. 390 (1990), *order amending authorization*, DOE/FE Order No. 390-A (1994), *order terminating authorization*, DOE/FE Order No. 390-B (1995).

²⁷ See *Brooklyn Union Gas Co.*, DOE Opinion & Order No. 561, at 2-3, 7.

²⁸ *Great Lakes Gas Transmission Co.*, DOE Opinion & Order No. 424, at 3.

otherwise remain unchanged and the total authorized volumes do not increase.²⁹ There will be no substantive changes to the terms and conditions, including the volumes, of the existing authorizations as a result of the Proposed Transaction.

The Proposed Transaction and resulting changes in upstream ownership will have no effect on the grounds underlying the NGA section 3 public interest determinations previously made by DOE/FE in issuing the Non-FTA authorizations. Accordingly, with respect to the non-FTA authorizations issued in DOE/FE Order Nos. 3391-A, 3797, 3846, and 3904, DOE/FE should, if required, issue an order authorizing the proposed change in control described herein and find that such change in control does not render the underlying authorizations inconsistent with the public interest.

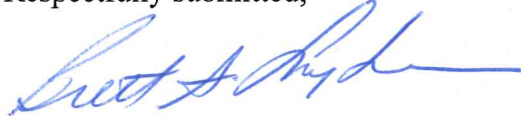
V. CONCLUSION

With respect to the FTA authorizations granted in Order Nos. 3059, 3620, 3680, and 3904 and the Non-FTA authorizations granted in Order Nos. 3391-A, 3797, 3846, and 3904, Cameron LNG requests that DOE/FE authorize or give effect to the proposed change in control described in this Statement in accordance with DOE/FE's rules, including the CIC Procedures. With respect to the Non-FTA authorizations granted in Order Nos. 3391-A, 3797, 3846, and 3904 and if required under the CIC Procedures, Cameron LNG requests that DOE/FE find that the proposed change in control does not render the underlying authorizations inconsistent with the public interest. Due to the expected closing date of the Proposed Transaction, Cameron LNG respectfully

²⁹ See *Nw. Pipeline Corp.*, DOE Opinion & Order No. 664; *Great Lakes Gas Transmission Co.*, DOE Opinion & Order No. 416 (1990); *Consumer Power Co.*, DOE Opinion & Order No. 390; *Great Lakes Gas Transmission Co.*, DOE/ERA Opinion & Order No. 207 (1987); *Great Lakes Gas Transmission Co.*, DOE/ERA Opinion & Order No. 157 (1987).

requests that, if required, DOE/FE issue any order authorizing the proposed change in control by June 1, 2018.

Respectfully submitted,



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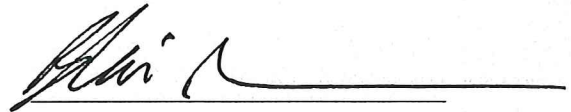
Dated: March 23, 2018

VERIFICATION

State of Texas)

County of Harris)

BEFORE ME, the undersigned authority, on this day personally appeared Blair Woodward, who, having been by me first duly sworn, on oath says he is the General Counsel and Corporate Secretary for Cameron LNG, LLC and is duly authorized to make this Verification; that he has read the foregoing instrument and that the facts therein stated are true and correct to the best of his knowledge, information and belief.



Blair Woodward

SWORN TO AND SUBSCRIBED before me on the 22nd day of March, 2018.



NOTARY PUBLIC

SEAL:

