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January 15, 2016

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

**Re: Description of Recent Equity Ownership Change
Cheniere Marketing, LLC & Corpus Christi Liquefaction, LLC,
FE Docket No. 12-97-LNG
Cheniere Marketing, LLC & Corpus Christi Liquefaction, LLC,
FE Docket No. 12-99-LNG
Cheniere Marketing, LLC, FE Docket No. 14-31-LNG
Cheniere Marketing, LLC, FE Docket No. 14-186-NG
Corpus Christi Liquefaction, LLC, FE Docket No. 15-97-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 10-85-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 10-111-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 13-30-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 13-42-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 13-121-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 14-92-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 15-63-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 15-171-LNG**

Dear Mr. Anderson:

Pursuant to the U.S. Department of Energy (“DOE”), Office of Fossil Energy’s (“DOE/FE”) authorizations issued in the above-captioned proceedings, as well as DOE/FE policy, Corpus Christi Liquefaction, LLC (“CCL”), Cheniere Marketing, LLC (“CMI”), and Sabine Pass Liquefaction, LLC (“SPL”) hereby submit updated equity ownership information regarding their ultimate parent company, Cheniere Energy, Inc. (“Cheniere”), a publicly-traded corporation.

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The changes in equity ownership of Cheniere described below do not affect the governance of CCL, CMI, or SPL,¹ and do not amount to a change-in-control over CCL, CMI, or SPL.

Background

CCL is a limited liability company organized under the laws of Delaware, and a wholly-owned indirect subsidiary of Cheniere. CMI is a limited liability company organized under the laws of Delaware, and a wholly-owned direct subsidiary of Cheniere. SPL is a limited liability company organized under the laws of Delaware, and a wholly-owned indirect subsidiary of Cheniere Energy Partners, L.P. (“CQP”), a publicly-traded Delaware limited partnership that is, in turn, an indirect subsidiary of Cheniere.

As to CCL and CMI, DOE/FE has issued long-term orders in FE Docket Nos. 12-97-LNG, 12-99-LNG, and 15-97-LNG under Section 3 of the Natural Gas Act (“NGA”) authorizing CCL and CMI to export liquefied natural gas (“LNG”) from the Corpus Christi Liquefaction Project both to nations with which the United States has a free trade agreement requiring the national treatment for trade in natural gas and LNG (“FTA Nations”) and to nations with which the United States has no such agreement (“Non-FTA Nations”): specifically, DOE/FE has authorized LNG exports in an amount of up to the equivalent of approximately 2.1 billion cubic feet per day (“Bcf/d”) of natural gas from the Corpus Christi Liquefaction Project to Non-FTA Nations in FE Docket No. 12-97-LNG, and exports of LNG in an amount of up to the equivalent of approximately 3.51 Bcf/d of natural gas from the Corpus Christi Liquefaction Project to FTA Nations in FE Docket Nos. 12-99-LNG and 15-97-LNG.² In addition, CCL has an application for authorization to export LNG in a further amount of up to the equivalent of approximately 1.41 Bcf/d from the Corpus Christi Liquefaction Project to Non-FTA Nations pending in FE Docket No. 15-97-LNG.

As to SPL, DOE/FE has likewise issued long-term orders under Section 3 of the NGA authorizing SPL to export LNG from the Sabine Pass Liquefaction Project to both FTA Nations and Non-FTA Nations: specifically, DOE/FE has issued orders collectively authorizing LNG

¹ SPL is included in this filing for completeness, however—as explained below—the changes in equity ownership described in this filing do not trigger DOE/FE’s rebuttable presumption that there has been a change in control of SPL, due to SPL’s distinct ownership structure as compared to its affiliates CCL and CMI.

² *Cheniere Mktg., LLC, Order Granting Long-Term Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Proposed Corpus Christi Liquefaction Project to Free Trade Agreement Nations*, DOE/FE Order No. 3164, FE Docket No. 12-99-LNG (Oct. 16, 2012); *Cheniere Mktg., LLC & Corpus Christi Liquefaction, LLC, Final Opinion and Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Proposed Corpus Christi Liquefaction Project to Be Located in Corpus Christi, Texas, to Non-Free Trade Agreement Nations*, DOE/FE Order No. 3638, FE Docket No. 12-97-LNG (May 12, 2015) [hereinafter *Non-FTA Order*]; *Corpus Christi Liquefaction, LLC, Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Corpus Christi LNG Terminal in San Patricio and Nueces Counties, Texas, to Free Trade Agreement Nations*, DOE/FE Order No. 3699, FE Docket No. 15-97-LNG (Aug. 27, 2015); see also *Cheniere Mktg., LLC, Order Amending Application in Docket No. 12-97-LNG to Add Corpus Christi Liquefaction, LLC as Applicant, and Granting Request in DOE/FE Order No. 3164, Docket No. 12-99-LNG, to Add Corpus Christi Liquefaction, LLC as Authorization Holder*, DOE/FE Order Nos. 3538 & 3164-A, FE Docket Nos. 12-97-LNG & 12-99-LNG (Oct. 29, 2014).

exports from the Sabine Pass Liquefaction Project to FTA Nations in an amount of up to the equivalent of approximately 4.14 Bcf/d of natural gas in FE Docket Nos. 10-85-LNG, 13-30-LNG, 13-42-LNG, 13-121-LNG, and 14-92-LNG; and it has issued orders collectively authorizing LNG exports from the Sabine Pass Liquefaction Project to Non-FTA Nations in an amount of up to the equivalent of approximately 3.58 Bcf/d of natural gas in FE Docket Nos. 10-111-LNG, 13-30-LNG, 13-42-LNG, and 13-121-LNG.³ In addition, SPL has an application for authorization to export LNG in a further amount of up to the equivalent of approximately 0.56 Bcf/d of natural gas from the Sabine Pass Liquefaction Project to Non-FTA Nations pending in FE Docket No. 15-63-LNG.⁴

Finally, CMI and SPL each has one or more short-term blanket export authorizations, as follows. DOE/FE has authorized CMI to export previously-imported LNG by vessel in an amount of up to the equivalent of approximately 500 billion cubic feet (“Bcf”) of natural gas for a two-year period commencing on June 7, 2014 in FE Docket No. 14-31-LNG.⁵ DOE/FE has authorized CMI to import and export natural gas from and to Canada and Mexico, to import LNG from various international sources by vessel, and to export LNG to Canada and Mexico by vessel and truck, in a combined total amount of up to the equivalent of approximately 1600 Bcf of natural gas, for a two-year period commencing on January 29, 2015, in FE Docket No. 14-186-NG.⁶

³ *Sabine Pass Liquefaction, LLC, Order Granting Long-Term Authorization to Export Liquefied Natural Gas from Sabine Pass LNG Terminal to Free Trade Nations*, DOE/FE Order No. 2833, FE Docket No. 10-85-LNG (Sept. 7, 2010); *Sabine Pass Liquefaction, LLC, Final Opinion and Order Granting Long-Term Authorization to Export Liquefied Natural Gas from Sabine Pass LNG Terminal to Non-Free Trade Agreement Nations*, DOE/FE Order No. 2961-A, FE Docket No. 10-111-LNG (Aug. 7, 2012), *Errata* (Sept 4, 2012); *Sabine Pass Liquefaction, LLC, Opinion and Order Denying Request for Rehearing of Order Denying Motion for Late Intervention, Dismissing Request for Rehearing of Order No. 2961-A, and Dismissing Motion for Stay Pendente Lite*, DOE/FE Order No. 2961-B, FE Docket No. 10-111-LNG (Jan. 25, 2013); *Sabine Pass Liquefaction, LLC, Order Granting Authorization to Export Liquefied Natural Gas by Vessel Pursuant to Long-Term Contract with Total Gas & Power North America, Inc. from the Sabine Pass LNG Terminal to Free Trade Agreement Nations*, DOE/FE Order No. 3306, FE Docket No. 13-30-LNG (July 11, 2013); *Sabine Pass Liquefaction, LLC, Order Granting Authorization to Export Liquefied Natural Gas by Vessel Pursuant to the Long-Term Contract with Centrica plc from the Sabine Pass LNG Terminal to Free Trade Agreement Nations*, DOE/FE Order No. 3307, FE Docket No. 13-42-LNG (July 12, 2013); *Sabine Pass Liquefaction, LLC, Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Sabine Pass LNG Terminal to Free Trade Agreement Nations*, DOE/FE Order No. 3384, FE Docket No. 13-121-LNG (Jan. 22, 2014); *Sabine Pass Liquefaction, LLC, Order Granting Long-Term Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Sabine Pass LNG Terminal in Cameron Parish, Louisiana, to Free Trade Agreement Nations*, DOE/FE Order No. 3595, FE Docket No. 14-92-LNG (Feb. 12, 2015); *Sabine Pass Liquefaction, LLC, Final Opinion and Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Sabine Pass LNG Terminal Located in Cameron Parish, Louisiana, to Non-Free Trade Agreement Nations*, DOE/FE Order No. 3669, FE Docket Nos. 13-30-LNG, 13-42-LNG & 13-121-LNG (June 26, 2015).

⁴ *Sabine Pass Liquefaction, LLC, Application for Long-Term Authorization to Export Liquefied Natural Gas to Non-Free Trade Agreement Nations*, FE Docket No. 15-63-LNG (Apr. 20, 2015).

⁵ *Cheniere Marketing, LLC, Order Granting Blanket Authorization to Export Previously Imported Liquefied Natural Gas by Vessel*, DOE/FE Order No. 3442, FE Docket No. 14-31-LNG (June 6, 2014).

⁶ *Cheniere Marketing, LLC, Order Granting Blanket Authorization to Import and Export Natural Gas from and to Canada and Mexico, to Import Liquefied Natural Gas from Various International Sources by Vessel, and to*

And DOE/FE has authorized SPL to export LNG from the Sabine Pass Liquefaction Project in an amount of up to the equivalent of approximately 600 Bcf of natural gas for a two-year period commencing on the earlier of the date of the first short-term export or January 15, 2016 in FE Docket No. 15-171-LNG.⁷

DOE regulations state 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.”⁸ In its Non-FTA Order authorizing LNG exports from the Corpus Christi Liquefaction Project, DOE/FE noted that this limitation on transferability also applies to “any change of effective control of the authorization holder either through asset sale or stock transfer or by other means.”⁹ Furthermore, DOE/FE has explained that it “construes a change in control to mean a change directly or indirectly, of the power to direct the management or policies of an entity”, and 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 an entity.¹⁰

The change in equity ownership described below relates only to CCL’s, CMI’s and SPL’s ultimate parent, Cheniere. Therefore, through this submission, CCL, CMI, and SPL are notifying DOE/FE of updated equity ownership information for Cheniere even though there has been no change in ownership of CCL, CMI, or SPL. CCL, CMI, and SPL further submit that the transactions described below do not constitute a change-in-control of CCL, CMI, SPL, or Cheniere (notwithstanding that they may trigger the aforementioned rebuttable presumption).¹¹

Description of Relevant Transactions

As of this filing, the following Carl Icahn-affiliated investment vehicles, together with Mr. Icahn himself, beneficially own, in the aggregate, approximately 13.8% of Cheniere’s issued and outstanding common stock: High River Limited Partnership, Hopper Investments LLC, Barberry Corp., Icahn Partners Master Fund LP, Icahn Offshore LP, Icahn Partners LP, Icahn Onshore LP, Icahn Capital LP, IPH GP LLC, Icahn Enterprises Holdings L.P., Icahn Enterprises G.P. Inc., and Beckton Corp. (the “Icahn Companies”). The Icahn Companies’ acquisition of Cheniere common stock resulted from multiple open-market transactions. Cheniere has also appointed to

Export Liquefied Natural Gas to Canada and Mexico by Vessel and Truck, DOE/FE Order No. 3578, FE Docket No. 14-186-NG (Jan. 8, 2015).

⁷ *Sabine Pass Liquefaction, LLC, Order Granting Blanket Authorization to Export Liquefied Natural Gas by Vessel from the Sabine Pass LNG Terminal Located in Cameron Parish, Louisiana*, DOE/FE Order No. 3767, FE Docket No. 15-171-LNG (Jan. 13, 2016).

⁸ 10 C.F.R. § 590.405 (2015).

⁹ *Non-FTA Order*, *supra* note 2, at 210.

¹⁰ *See Procedures for Changes in Control Affecting Applications and Authorizations To Import or Export Natural Gas*, 79 Fed. Reg. 65,541, 65,542 (Nov. 5, 2014).

¹¹ CCL, CMI, and SPL note that it would be unworkable as a practical matter to impose a rule treating purchase of a 10% equity ownership stake in a publicly-traded U.S. company as a change in control, because a publicly-traded company has no ability to limit or otherwise influence an investor’s ability to purchase such securities.

its Board of Directors (“Board”), of which there are now eleven members, two individuals who are managing directors of Icahn Capital L.P.

Also as of this filing, the following Seth Klarman-affiliated investment vehicles, together with Mr. Klarman himself, beneficially own, in the aggregate, approximately 15.01% of Cheniere’s issued and outstanding common stock: The Baupost Group, L.L.C. and SAK Corporation (the “Klarman Companies”). The Klarman Companies’ acquisition of Cheniere common stock resulted from multiple open-market transactions on behalf of various private investment limited partnerships for which The Baupost Group, L.L.C. acts as an investment adviser and general partner.

There Has Been No Change in Control or Impact on DOE/FE’s Prior Public Interest Determinations

While the Icahn Companies’ and the Klarman Companies’ acquisitions of Cheniere common stock may trigger DOE/FE’s rebuttable presumption, CCL and CMI herein rebut that presumption for the following reasons. First, there has been no change in ownership of CCL or CMI themselves, and one or both of them will remain the authorization holder(s) (and also, in the case of CCL in FE Docket No. 15-97-LNG, the applicant) in FE Docket Nos. 12-97-LNG, 12-99-LNG, 14-31-LNG, 14-186-NG, and 15-97-LNG. Second, there has been no change in the operation or manner in which CCL or CMI is managed, or in any aspect of the Corpus Christi Liquefaction Project or of the terms and conditions of its associated export arrangements, as a result of the above-referenced transactions. Third, the transactions did not grant the Icahn Companies or the Klarman Companies the “power to direct the management or policies”¹² of CCL or CMI, nor did they create a veto right in the Icahn Companies or the Klarman Companies over other shareholders.

SPL is included in this filing out of an abundance of caution. However, SPL’s corporate ownership is different than those of its affiliates CCL and CMI, such that the Icahn Companies’ and the Klarman Companies’ transactions described above do not trigger the 10% rebuttable presumption for SPL. The Icahn Companies and the Klarman Companies acquired Cheniere common stock. However, SPL is a wholly-owned indirect subsidiary of CQP, a separate publicly-traded Delaware limited partnership that is, in turn, only an indirect subsidiary of Cheniere. Specifically, Cheniere Energy Partners GP, LLC, a wholly-owned indirect subsidiary of Cheniere, serves as the general partner of CQP, and holds a 2% general partner interest in CQP. The limited partner interests of CQP are owned by: public unitholders; Cheniere Energy Partners LP Holdings, LLC (“CQH”), a subsidiary of Cheniere; and Blackstone CQH Holdco LP, an affiliate of The Blackstone Group, L.P., an investment and advisory firm. CQH owns 55.9% of the limited partner interests in CQP. Public shareholders own 19.9% of CQH’s outstanding limited liability company interests. For these reasons, neither the Icahn Companies’ 13.8% stake in Cheniere common stock, nor the Klarman Companies’ 15.01% stake, equates to 10% or more of the outstanding voting securities for SPL so as to trigger DOE/FE’s change-in-control rebuttable presumption policy.

¹² 79 Fed. Reg. at 65,542.

Even assuming for the sake of argument that the above-referenced transactions were to trigger the rebuttable presumption for SPL, SPL similarly rebuts that presumption for the following reasons. First, there has been no change in ownership of SPL itself, and it will remain the authorization holder in FE Docket Nos. 10-85-LNG, 10-111-LNG, 13-30-LNG, 13-42-LNG, 13-121-LNG, 14-92-LNG, and 15-171-LNG (or, in the case of FE Docket No. 15-63-LNG, the applicant). Second, there has been no change in the operation or manner in which SPL is managed, or in any aspect of the Sabine Pass Liquefaction Project or of the terms and conditions of its associated export arrangements, as a result of the above-referenced transactions. Third, the transactions did not grant the Icahn Companies or the Klarman Companies the power to direct the management or policies of SPL, nor did they create a veto right in the Icahn Companies or the Klarman Companies over other shareholders.

In any event, the updated equity ownership information, as well as the change in Board composition associated with the Icahn Companies' transactions, have no effect on the grounds underlying the NGA Section 3 public-interest determinations previously made by DOE/FE in issuing orders authorizing LNG exports from the Corpus Christi Liquefaction Project or the Sabine Pass Liquefaction Project, nor do they constitute a change in the material facts or conditions upon which either CCL's application pending in FE Docket No. 15-97-LNG or SPL's application pending in Docket No. 15-63-LNG is based.¹³ Therefore, notwithstanding the rebuttable presumption, DOE/FE need take no further action pertaining to the updated equity ownership information provided herein with respect to any prior authorization.

¹³ See, e.g., *Freeport LNG Expansion, L.P., FLNG Liquefaction, LLC, FLNG Liquefaction 2, LLC & FLNG Liquefaction 3, LLC, Order Approving Change in Control of Export Authorizations* 9, DOE/FE Order No. 3495, FE Docket Nos. 14-005-CIC, 12-06-LNG, 11-161-LNG, 10-160-LNG & 10-161-LNG (Sept. 23, 2014) (approving change in control where it did not "impact any of the public interest considerations evaluated by DOE/FE in issuing [the authorization holders'] two conditional non-FTA authorizations"); *Cameron LNG, LLC, Order Approving Change in Control of Export Authorizations* 6, DOE/FE Order No. 3452, FE Docket No. 14-001-CIC, 11-162-LNG & 11-145-LNG (June 27, 2014) (approving change in control where the authorization holder represented that it would "continue to hold both the FTA authorization and conditional non-FTA authorization issued by DOE/FE," that "only the upstream ownership structure will change," and that "the proposed transaction [would] not affect or modify the ... Terminal, the scope or commencement date of the ... Project, the total volume of LNG to be exported, or other terms and conditions of the export arrangements considered by DOE/FE in its prior public interest determinations").

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Should you have any questions about this letter, please feel free to contact the undersigned at (212) 318-3009.

Respectfully submitted,

/s/ Lisa M. Tonery

Lisa M. Tonery

Charles R. Scott

Attorneys for Corpus Christi Liquefaction, LLC,

Cheniere Marketing, LLC, and

Sabine Pass Liquefaction, LLC

LMT

Certificate of Service

I hereby certify that I have this day served the foregoing document upon each person designated on the official service list compiled by the Secretary in this proceeding.

Dated at New York, N.Y. this 15th day of January, 2016.

/s/ Dionne McCallum-George
Dionne McCallum-George
*Legal Secretary on behalf of
Corpus Christi Liquefaction, LLC,
Cheniere Marketing, LLC, and
Sabine Pass Liquefaction, LLC*