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VIA E-MAIL

Ms. Amy Sweeney
Director, Division of Natural Gas Regulation
Office of Fossil Energy
U.S. Department of Energy
Room 3E-052
1000 Independence Ave S.W.
Washington, DC 20585

Re: *Annova LNG Common Infrastructure, LLC*
FE Docket Nos. 13-140-LNG
Statement of Change in Control

Dear Ms. Sweeney:

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 Change in Control Procedures ("CIC Procedures"),³ and the DOE Office of Fossil Energy's ("DOE/FE") authorizations in the above-referenced proceedings,⁴ Annova LNG Common Infrastructure, LLC ("ACI") hereby submits this statement of change in control ("Statement") in connection with ACI's existing authorization to export liquefied natural gas ("LNG") to any country with which the United States has, or in the future will have, a free trade agreement ("FTA") requiring national treatment for trade in natural gas. Consistent with the CIC Procedures, Annova requests that DOE/FE give immediate effect to the change in control and take no further action.

DOE's regulations provide that an authorization to export LNG is not transferable or assignable unless specifically authorized by the Assistant Secretary.⁵ In applying this provision, DOE/FE has construed a change in 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

¹ 15 U.S.C. § 717b (2012).

² 10 C.F.R. § 590.405 (2018).

³ 79 Fed. Reg. 65541 (Nov. 5, 2014).

⁴ *Annova LNG, LLC*, DOE/FE Order No. 3394, Order Granting Long-Term Multi-Contract Authorization to Export Liquefied Natural Gas By Vessel From the Proposed Annova LNG Terminal in Brownsville, Texas, to Free Trade Agreement Nations, FE Docket No. 13-140-LNG at Ordering Para. K (Feb. 20, 2014).

⁵ 10 C.F.R. § 590.405.

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.”⁶ A rebuttable presumption of control arises from ownership or the power to vote, directly or indirectly, 10% or more of the voting securities of such entity.⁷ Under the CIC Procedures, holders of existing FTA authorizations may submit a statement of a change in control to DOE/FE no later than 30 days after the change in control has been effectuated.⁸ Upon receipt of the statement, DOE/FE will give immediate effect to the change in control and take no further action.⁹

On February 20, 2014, DOE/FE Order No. 3394 granted to Annova LNG, LLC a long-term, multi-contract authorization to export LNG in volumes equivalent to approximately 342 Bcf/y of natural gas to FTA nations (the “FTA Authorization”).¹⁰ On July 17, 2014, DOE/FE approved a change in control through which Annova LNG, LLC transferred the FTA authorization to ACI.¹¹ In that transaction, Annova LNG, LLC was converted to a series limited liability company with membership interests issued in different series of units. ACI became a direct, wholly owned subsidiary of Series Z of Annova LNG, LLC. Additionally, Exelon Corporation (“Exelon”) acquired, among other things, a 96% indirect interest in Series Z of Annova LNG, LLC.¹² Subsequently, Exelon acquired a 100% interest in Series Z of Annova LNG, LLC.

On October 19, 2018, Black & Veatch Corporation (“B&V”) and Kiewit Corporation (“Kiewit”) each acquired, among other things, a 5% interest in Series Z of Annova LNG, LLC, resulting in an upstream change in ownership of ACI, the FTA Authorization holder. Following the transaction, Exelon owns a 90% indirect interest in ACI, B&V owns a 5% indirect interest in ACI, and Kiewit owns a 5% indirect interest in ACI. Although no single entity acquired a 10% or greater ownership interest in ACI, ACI is filing this Statement out of an abundance of caution.

⁶ CIC Procedures at 65542.

⁷ *Id.*

⁸ *Id.*

⁹ *Id.*

¹⁰ *See Annova LNG, LLC*, DOE/FE Order No. 3394.

¹¹ *Annova LNG Common Infrastructure, LLC*, DOE/FE Order No. 3464, Order Approving Change in Control to Annova LNG Common Infrastructure, LLC of Authorization Allowing Exports of Liquefied Natural Gas to Free Trade Agreement Nations, FE Docket Nos. 14-004-CIC & 13-140-LNG (July 17, 2014).

¹² *See id.*

Consistent with the CIC Procedures, ACI respectfully requests that DOE/FE give immediate effect to the change in control described in this Statement and take no further action.

Respectfully submitted,

/s/ Brett A. Snyder

Brett A. Snyder

Counsel to Annova LNG Common Infrastructure, LLC