



Department of Energy
Washington, DC 20585

April 20, 2018

BY EMAIL

Brett A. Snyder
Cadwalader, Wickersham & Taft, LLP
700 Sixth Street, N.W.
Washington, DC 20001

RE: Proposed Change in Control for Free Trade Agreement Authorizations

Cameron LNG, LLC
FE Docket No. 11-145-LNG
FE Docket No. 14-204-LNG
FE Docket No. 15-36-LNG

Dear Mr. Snyder:

This correspondence constitutes the response of the Department of Energy (DOE), Office of Fossil Energy (FE), to the change in corporate control described in your letter filed on March 23, 2018, on behalf of Cameron LNG, LLC (Cameron LNG) in the above-referenced free trade agreement (FTA) dockets.¹ In the letter, you provide information regarding a proposed change in control involving Cameron LNG, in light of DOE/FE's Change in Control Procedures.²

I. BACKGROUND

In relevant part, Cameron LNG currently holds three long-term authorizations to export liquefied natural gas (LNG) to countries with which the United States has a FTA requiring national treatment for trade in natural gas (FTA countries).³ DOE/FE issued these FTA authorizations in DOE/FE Order Nos. 3059 (FE Docket No. 11-145-LNG), 3620 (FE Docket No. 14-204-LNG), and 3680 (FE Docket No. 15-36-LNG).⁴

¹ Cameron LNG, LLC, FE Docket Nos. 11-145-LNG, *et al.*, Statement of Proposed Change in Control (March 23, 2018) [hereinafter Cameron LNG Ltr.].

² See U.S. Dep't of Energy, Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas, 79 Fed. Reg. 65,541 (Nov. 5, 2014) [hereinafter DOE/FE Change in Control Procedures].

³ The United States currently has FTAs requiring national treatment for trade in natural gas with Australia, Bahrain, Canada, Chile, Colombia, Dominican Republic, El Salvador, Guatemala, Honduras, Jordan, Mexico, Morocco, Nicaragua, Oman, Panama, Peru, Republic of Korea, and Singapore. FTAs with Israel and Costa Rica do not require national treatment for trade in natural gas.

⁴ Cameron LNG also holds several authorizations to export LNG to non-FTA countries under long-term or short-term orders. See Cameron LNG Ltr. at 7-8 (identifying non-FTA authorizations). Cameron LNG's non-FTA

II. DESCRIPTION OF CHANGE IN CORPORATE OWNERSHIP

According to your letter, Cameron LNG is a direct, wholly-owned subsidiary of Cameron LNG Holdings, LLC (Cameron Holdings). The following entities currently hold direct membership interests in Cameron Holdings:

- Sempra LNG Holdings II, LLC, 50.2% interest;
- ENGIE Cameron LNG Corporation, 16.6% interest;
- Mitsui & Co. Cameron LNG Investment LLC, 16.6% interest; and
- Japan LNG Investment, LLC, 16.6% interest.⁵

You state that each of the four members holds a voting interest commensurate with its membership interest.

Your letter further describes a proposed transaction involving ENGIE Cameron LNG Corporation (ENGIE Member). The ENGIE member is a Delaware corporation and an indirect, wholly owned subsidiary of ENGIE, S.A (ENGIE).⁶

You state that another entity, Total S.A., is planning to acquire a portion of ENGIE's global LNG business (Proposed Transaction). The U.S. component of this Proposed Transaction would confer to Total S.A. a 100% indirect ownership interest in the ENGIE Member. Total S.A. and ENGIE contemplate that this Proposed Transaction will close by the end of June 2018.⁷

III. DISCUSSION AND CONCLUSIONS

DOE/FE's Procedures for Changes in Control provide that, upon receipt of a statement of change in control relating to existing FTA long-term natural gas export authorizations, DOE will give immediate effect to the change in control and will take no further action.⁸ Accordingly, the change in control described in your letter will take effect in the above-referenced FTA dockets upon the date that the Proposed Transaction is consummated. DOE/FE requests that Cameron LNG notify DOE/FE by letter when the Proposed Transaction has been consummated.

authorizations are not subject to this letter. The change in control procedures relevant to those non-FTA authorizations will be handled separately by DOE/FE. Additionally, this letter does not apply to Cameron LNG's short-term FTA authorization in DOE/FE Order No. 3904 (FE Docket No. 16-34-LNG), because it is not subject to DOE/FE's Change in Control Procedures. *See* DOE/FE Change in Control Procedures, 79 Fed. Reg. at 65,542.

⁵ *See* Cameron LNG Ltr. at 2.

⁶ *See id.* at 2 n.6.

⁷ *See id.* at 3-6.

⁸ *See* DOE/FE Change in Control Procedures, 79 Fed. Reg. at 65,542.

No further action is required.

Sincerely,

A handwritten signature in black ink, appearing to read "Amy R. Sweeney". The signature is fluid and cursive, with the first name "Amy" being the most prominent.

Amy R. Sweeney
Director, Division of Natural Gas Regulation