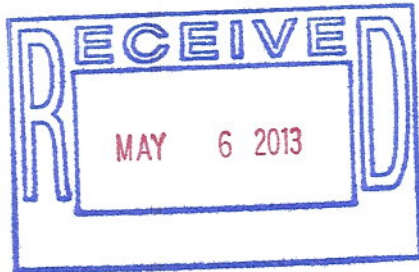


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May 3, 2013

Mr. John Anderson
Office of Fuels Programs, Fossil Energy
U.S. Department of Energy
Docket Room 3E-042
Forrestal Building
1000 Independence Avenue, S.W.
Washington, D.C. 20585

**Re: Carib Energy (USA) LLC, FE Docket No. 11-71-LNG
Amendment to Long-Term Authorization To Export
Liquefied Natural Gas To Free Trade Agreement Countries**

**Carib Energy (USA) LLC, FE Docket No. 11-141-LNG
Amendment to Application of Carib Energy (USA) LLC For Long-Term
Authorization To Export Liquefied Natural Gas To Non-Free Trade
Agreement Countries**

Dear Mr. Anderson:

On July 27, 2011, the Department of Energy Office of Fossil Energy (“DOE/FE”) granted Carib Energy (USA) LLC’s (“Carib”) Application for Long-Term Authorization to Export Liquefied Natural Gas to Free Trade Agreement Countries (“FTA Application”) in DOE/FE Order No. 2993 (“FTA Authorization”). On October 20, 2011 and December 12, 2012, Carib filed an Application for Long-Term Authorization to Export Liquefied Natural Gas to Non-Free Trade Agreement Countries and an amendment to that Application, respectively (as amended, the “Non-FTA Application”, and together with the FTA Application, the “Applications”).¹ The Non-FTA Application is currently pending in Docket No. 11-141-LNG.

Carib is hereby (i) requesting approval of an amendment to the FTA Authorization, pursuant to Section 201 of the Department’s regulations²; and (ii) amending the Non-FTA Application, pursuant to Section 204 of the Department’s regulations,³ in each case to reflect the

¹ Capitalized terms used but not defined in this amendment have the meanings set forth in the Applications.

² 10 C.F.R. § 590.201.

³ 10 C.F.R. § 560.204.

acquisition of Carib by Crowley Petroleum Services, Inc. (“Crowley”) and the resultant change in ownership structure of Carib as further described below (the “Transaction”).

1. Description of the Transaction and Resultant Ownership Structure of Carib

Acquisition of Carib by Crowley will take place by the purchase by Crowley of all issued and outstanding membership interests of Carib, resulting in Carib becoming a wholly owned subsidiary of Crowley. Crowley is a wholly owned subsidiary of Crowley Maritime Corporation (“CMC”), which in turn is a wholly owned subsidiary of Crowley Holdings, Inc. (“CHI”). The ownership structure of CHI is set forth in Attachment A hereto. CHI is a U.S. citizen family and employee (ESOP) owned company. Crowley Holdings qualifies under the strict (more than 75%) U.S. Citizen ownership requirement test in order to Own and Operate U.S. Flagged Coastwise qualified vessels under 46 USC § 12103. Mr. and Mrs. Crowley were born and have resided their entire lives in the United States. All of the officers, managers, directors and officers of CHI, CMC and CPS are U.S. citizens.

Crowley has over 50 years’ experience in transportation and logistics in the Caribbean and Central America markets, which experience will benefit Carib in its business of exporting LNG to those areas. The management of Carib will not change following the acquisition; Greg Buffington will be the VP of Carib, fulfilling the same role and responsibilities he currently performs. He will report to Matthew Jackson, VP LNG Business Development for Crowley.

2. The Remainder of Information Presented in the Applications Remains Unchanged

The remainder of the information presented in the Applications is unaffected by the Transactions and remains the same, including the volumes of natural gas to be exported, the source and security of natural gas supply, the terms of proposed transactions, and the potential environmental impact of the project. In particular, the public interest analysis as set forth on pages 7 through 14 of the original Non-FTA Application remains unchanged.

In fact, the public interest arguments in favor of the Non-FTA Application will be even stronger following the Transaction. Crowley is the top domestic waterborne carrier serving the Caribbean and Central America, and has the ability to support Carib in meeting the growing demand for LNG exports to those areas. This will in turn support other U.S. companies in the intermodal trucking, LNG liquefaction, and LNG tank manufacturing industries, and create additional jobs in the U.S. to support this need. In addition, Crowley and Carib share the goal, as described in the Non-FTA Application, of providing Caribbean and Central and South American countries with a lower cost, and more environmentally friendly, source of power. This will help relieve those countries’ reliance on fuels imported from countries other than the U.S., and reduce the negative environmental impact of their generation fuel.

Please do not hesitate to contact me if you have any further questions relating to this requested amendment to the FTA Authorization and the Non-FTA Application.

Respectfully submitted,

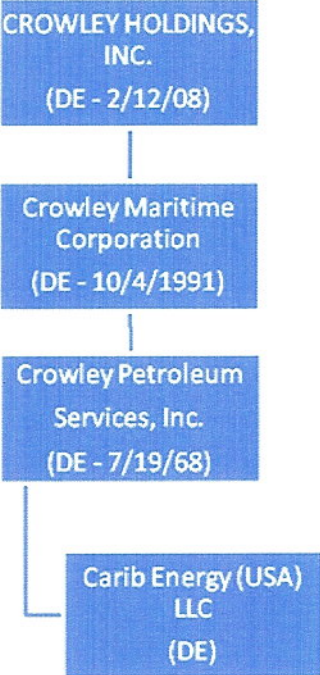


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cc: Service List

CROWLEY HOLDINGS, INC.

Company Structure



CROWLEY HOLDINGS, INC. SHAREHOLDERS

COMMON STOCK

Shareholder Name	No. of Shares of Common Stock	Percentage of Shares	Trustee	Beneficiary
Thomas B. Crowley, Jr. and Christine S. Crowley, Trustees u/t/a dtd. December 23, 1996.	1,133	1.75%	Thomas B. Crowley Jr. and Christine S. Crowley	Thomas B. Crowley, Jr. and Christine S. Crowley
Christine S. Crowley, as Trustee of the Christine S. Crowley Separate Property Trust UTA Dated 12/12/2011	806	1.25%	Christine S. Crowley	Christine S. Crowley
Thomas B. Crowley, Jr., Trustee of the Family Trust under the 1998 Crowley Family Generation-Skipping Trust Agreement dated 11/12/98	17,095	26.51%	Thomas B. Crowley, Jr.	Thomas B. Crowley, III 12/7/97 Berkeley, CA Clara Sande Crowley 4/3/00 Berkeley, CA
Thomas B. Crowley, Jr. Trustee of The Non-Exempt Trust FBO Adrienne Crowley U/T/A Dated 3/16/89	1,896	2.94%	Thomas B. Crowley, Jr.	Adrienne Crowley DOB: 6/2/69 POB: Palo Alto, CA

Shareholder Name	No. of Shares of Common Stock	Percentage of Shares	Trustee	Beneficiary
Thomas B. Crowley, Jr. Trustee of The Thomas B. Crowley Jr. Separate Property Trust Dated 7/1/98	24,872	38.56%	Thomas B. Crowley, Jr.	Thomas B. Crowley, Jr.
Thomas B. Crowley, Jr. Trustee of The Annual Exclusion Trust FBO Adrienne Crowley U/T/A Dated 6/9/83	767	1.19%	Thomas B. Crowley, Jr.	Adrienne Crowley
Thomas B. Crowley, Jr. Trustee of The Crowley Family Generation Skipping Trust U/T/A Dated 12/04/91	5,965	9.25%	Thomas B. Crowley, Jr.	Thomas B. Crowley, Jr., Adrienne Crowley and their decedents
The Mechanics Bank, Trustee of The Crowley Holdings, Inc. Employee Stock Ownership Plan (ERISA governed plan)	11,962	18.55%	N/A	N/A
TOTAL	64,496	100%		

CLASS N (NON-VOTING) STOCK

<u>Shareholder Name</u>	<u>No. of Shares of Common Stock</u>	<u>Percentage of Shares</u>	<u>Trustee</u>	<u>Beneficiary</u>
Thomas B. Crowley, Jr., Trustee of the 2012 Crowley Family Trust UTA dated 12/19/2012	2,783	4%	Thomas B. Crowley, Jr.	Thomas B. Crowley, III DOB: 12/7/97 POB: Berkeley, CA Clara Sande Crowley DOB: 4/3/00 POB: Berkeley, CA
Thomas B. Crowley, Jr., Trustee of the 2012 Crowley Family Generation Skipping Trust UTA dated 12/19/2012	46,362	70%	Thomas B. Crowley, Jr.	Thomas B. Crowley, III DOB: 12/7/97 POB: Berkeley, CA Clara Sande Crowley DOB: 4/3/00 POB: Berkeley, CA
Thomas B. Crowley, Jr., Trustee of the Family Trust under the 1998 Crowley Family Generation-Skipping Trust Agreement dated 11/12/98	17,137	26%	Thomas B. Crowley, Jr.	Thomas B. Crowley, III DOB: 12/7/97 POB: Berkeley, CA Clara Sande Crowley DOB: 4/3/00 POB: Berkeley, CA
TOTAL	66,282	100%		