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December 22, 2015

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

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**Re: In the Matter of Waller LNG Services, LLC (d/b/a Waller Point LNG)
FE Docket Nos. 12-152-LNG & 13-153-LNG
Statement and Notice of Change in Control**

Dear Mr. Anderson:

Commonwealth LNG, LLC (f/k/a Waller LNG Services, LLC) ("Commonwealth LNG"), and Waller Marine, Inc., the parent company of the applicant to the above-captioned dockets at the time of the relevant filings ("Waller Marine"), hereby notify the U.S. Department of Energy ("DOE"), Office of Fossil Energy ("DOE/FE") of a change to the direct ownership interests of Waller LNG Services, LLC (d/b/a Waller Point LNG) ("Waller Point LNG"), which amounts to a change-in-control and of the associated name change of Waller Point LNG to Commonwealth LNG. Consistent with DOE regulations¹ and DOE/FE's change-in-control procedures,² Commonwealth LNG and Waller Marine are providing the following information regarding the transaction and requesting that DOE/FE amend the authorization issued in FE Docket No. 12-152-LNG and the pending application in FE Docket No. 13-153-LNG to reflect Commonwealth LNG as the authorization holder and applicant, respectively.

Background

Commonwealth LNG is a limited liability company organized under the laws of the State of Texas for the purpose of developing an LNG export project. Commonwealth LNG is a wholly-owned subsidiary of Commonwealth Projects, LLC ("Commonwealth Projects"), a limited liability company organized under the laws of the State of Texas. Commonwealth LNG and Commonwealth Projects both have their principal place of business at One Riverway, Suite 1130, Houston, TX 77056.

¹ 10 C.F.R. Part 590 (2015).

² 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 CIC Procedures*].

Norton Rose Fulbright US LLP is a limited liability partnership registered under the laws of Texas.

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FE Docket No. 12-152-LNG

On December 20, 2012, in FE Docket No. 12-152-LNG, DOE/FE issued Order No. 3211, granting Waller Point LNG's application³ requesting long-term, multi-contract authorization under Section 3 of the Natural Gas Act ("NGA")⁴ to export liquefied natural gas ("LNG") in an amount up to the equivalent of approximately 0.16 billion cubic feet of natural gas per day ("Bcf/d") from the proposed Waller Point LNG terminal ("Waller Point LNG Terminal") to any country that has—or in the future develops—the capacity to import LNG via ocean-going carrier, with which trade is not prohibited by U.S. law or policy, and with which the United States has—or in the future enters into—a free trade agreement ("FTA") requiring national treatment for trade in natural gas ("FTA Authorization").⁵ Waller Point LNG is authorized to export LNG for a 25-year term, on its own behalf or as agent for third parties.⁶

FE Docket No. 13-153-LNG

In addition, on November 23, 2013, Waller Point LNG filed an application in FE Docket No. 13-153-LNG seeking DOE/FE authorization to export LNG in an amount up to the equivalent of 0.19 Bcf/d from the Waller Point LNG Terminal to any country that has—or in the future develops—the capacity to import LNG via ocean-going carrier, with which trade is not prohibited by U.S. law or policy, and with which the United States has not entered into an FTA requiring national treatment for trade in natural gas ("Non-FTA Application").⁷ On July 17, 2014, DOE/FE issued a notice of the Non-FTA Application in the Federal Register.⁸ The Non-FTA Application is currently pending before DOE/FE.

Description of the Relevant Transaction

Authorizations for the export of natural gas or LNG "shall not be transferable or assignable" without specific authorization from the Assistant Secretary of Energy for Fossil Energy.⁹ Similarly, an applicant seeking authorization for the export of natural gas or LNG is required under DOE regulations to "amend or supplement [their] application whenever there are changes

³ Application Waller LNG Services, LLC (d/b/a Waller Point LNG), for Long-Term Authorization to Export Liquefied Natural Gas to Free Trade Countries, *Waller LNG Services, LLC (d/b/a Waller Point LNG)*, FE Docket No. 12-152-LNG (Oct. 12, 2012).

⁴ 15 U.S.C. § 717b (2012).

⁵ *Waller LNG Services, LLC (d/b/a Waller Point LNG), Order Granting Long-Term Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Proposed Waller Point LNG Terminal in Cameron Parish, Louisiana, to Free Trade Agreement Nations*, DOE/FE Order No. 3211, FE Docket No. 12-152-LNG (Dec. 20, 2012).

⁶ *Id.* at 9.

⁷ Application Waller LNG Services, LLC (d/b/a Waller Point LNG), for Long-Term Authorization to Export Liquefied Natural Gas to Non-Free Trade Countries, *Waller LNG Services, LLC (d/b/a Waller Point LNG)*, FE Docket No. 13-153-LNG (Nov. 23, 2013).

⁸ 79 Fed. Reg. 41,685 (Jul. 17, 2014).

⁹ 10 C.F.R. § 590.405.

in material facts or conditions upon which [their] proposal is based.”¹⁰ Accordingly, Commonwealth LNG and Waller Marine submit the following information regarding a recent transaction involving a change-in-control pertaining to the above-referenced dockets.

Acquisition of the Waller Point LNG Export Terminal Project

On October 8, 2015, Commonwealth Projects and Waller Marine entered into an *Agreement for the Purchase Sale and Assignment of the Waller Point LNG Export Terminal Project* (the “Agreement”). Under the terms of the Agreement, Commonwealth Projects formalized its purchase and assumed the Waller Point LNG Export Terminal Project (“Project”), including the project company, Waller Point LNG, and all Project assets and liabilities (except as stipulated therein). Furthermore, Commonwealth Projects has taken assignment and assumed Waller Point LNG’s ground leases associated with the Project. On December 9, 2015, Commonwealth Projects formally changed the name of Waller Point LNG to Commonwealth LNG.

Given the foregoing, Commonwealth LNG and Waller Marine hereby request authorization to amend the FTA Authorization issued in the above-referenced docket to reflect the name change, with Commonwealth LNG as sole authorization holder and to amend the Non-FTA Application to reflect the name change, with Commonwealth LNG as the sole applicant. Additionally, Commonwealth LNG and Waller Marine seek to amend the FTA Authorization and the Non-FTA Application to reflect the title of the Project as the Commonwealth LNG Export Project.¹¹ Commonwealth LNG and Waller Marine respectfully submit that the change in ownership as described herein has no bearing on DOE/FE’s public interest determination under Section 3 of the NGA.

Henceforth, all communications and correspondence concerning the above referenced dockets, including all service of pleadings and notice, should be directed to the following persons:¹²

Scott Johnson
Chief Operating Officer
Commonwealth Projects, LLC
One Riverway, Suite 1130
Houston, TX 77056
(312) 543-2557
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¹⁰ *Id.* § 590.204(b); *see also id.* § 590.202(b) (requiring applications to include identification of all participants to a transaction).

¹¹ Once constructed, the project facilities will be referred to as the Commonwealth LNG Terminal.

¹² Commonwealth LNG and Waller Point LNG request waiver of Section 590.202(a) of DOE’s regulations, to the extent necessary to include outside counsel on the official service list in this proceeding. 10 C.F.R. § 590.202(a).

Waiver

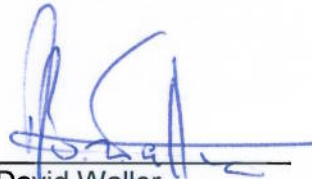
Commonwealth LNG and Waller Marine seek waiver of DOE/FE's 30 day timing requirement¹³ to allow the instant filing. Commonwealth Projects recently acquired and changed the name of Commonwealth LNG.

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

Respectfully submitted,

/s/ Lisa M. Tonery

Lisa M. Tonery
Charles R. Scott
Mariah T. Johnston
Attorneys for Commonwealth LNG, LLC



David Waller
*President & CEO
Waller Marine, Inc.*

¹³ "Entities . . . must file notice of changes in control no later than 30 days after such changes have been effectuated." *DOE CIC Procedures, supra* note 2.

VERIFICATION

State of Illinois)

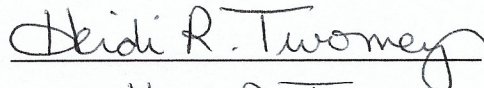
County of Cook)

BEFORE ME, the undersigned authority, on this day personally appeared Scott Johnson, who, having been by me first duly sworn, on oath says that he is the Chief Operating Officer for Commonwealth Projects, 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.



Scott Johnson

SWORN TO AND SUBSCRIBED before me on the 22 day of December, 2015.



Name: Heidi R. Twomey

Title: Notary Public

My Commission expires:

7/31/18



CERTIFICATE OF SERVICE

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

Dated at New York, N.Y. this 22nd day of December, 2015.

/s/ Dionne McCallum-George
Dionne McCallum-George
Legal Secretary on behalf of
Commonwealth LNG, LLC