

September 22, 2014

**RECEIVED**

**By Docket Room at 2:33 pm, Sep 22, 2014**

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

Re: Venture Global LNG, LLC  
Application To Transfer FTA Export Authorization, and To Modify Pending  
Applications in FE Docket Nos. 13-69-LNG and 14-88-LNG,  
To Reflect a Corporate Reorganization and the Formation of  
Venture Global Calcasieu Pass, LLC

Dear Mr. Anderson:

Pursuant to sections 201 and 405 of the Administrative Procedures with respect to the Import and Export of Natural Gas, 10 C.F.R. §§ 201 and 405, Venture Global LNG, LLC (“Venture Global”) hereby submits this application with the U.S. Department of Energy, Office of Fossil Energy (“DOE/FE”) concerning a corporate reorganization of its operations that changes the identity of the applicant for authorization without any change of control or any change in any aspects of Venture Global’s proposed LNG export project.

On May 13, 2013, Venture Global filed in FE Docket No. 13-69-LNG for authorization to export LNG to any country which has, or in the future develops, the capacity to import LNG via ocean-going carriers with which the United States either (1) has a Free Trade Agreement requiring national treatment for trade in natural gas (“FTA” countries) or (2) does not have such a FTA but with which trade is not prohibited by United States law or policy (“non-FTA” countries). Venture Global requested export authorization for up the equivalent of 243.6 billion cubic feet (“Bcf”) of natural gas per year (approximately five million metric tons per annum (“mtpa”) from Venture Global’s proposed project to be located at the entrance of the Calcasieu Ship Channel in Cameron Parish, Louisiana. The DOE/FE issued Venture Global its requested FTA authorization in DOE/FE Order No. 3345 (Sept. 27, 2013). The non-FTA aspect of that application remains pending before the agency.

On May 13, 2014, Venture Global filed another application in Docket No. 14-88-LNG, requesting a similar, second authorization for export of LNG to both FTA and non-FTA countries for another approximately 243.6 Bcf of natural gas per year, in light of the significant market interest in capacity in its project. DOE/FE has not yet acted on that second application, so both the requested FTA and non-FTA export authorizations there remain pending.

As explained in those applications, Venture Global was wholly owned by its sole member Venture Global Partners, LLC, which in turn was fifty percent owned and controlled by each of Robert B. Pender and Michael A. Sabel (the “Principals”). For purposes of further developing and financing its project, Venture Global was, first, converted into a Delaware corporation, in which small minority interests were sold to nine U.S. institutional investors. Each of the nine recently added investors holds only a small, passive ownership stake in Venture Global LNG, and has no power to direct the company’s management or policies. Venture Global Partners, LLC (which remains wholly owned 50/50 by the Principals) continues to retain the remaining ownership interest in Venture Global LNG, Inc., and has the sole right to control the company and to direct its management and policies.

Second, Venture Global LNG, Inc. has now created a wholly-owned, single-purpose subsidiary, Venture Global Calcasieu Pass, LLC (“VG Calcasieu Pass”), for purposes of facilitating the further financing and development of its LNG export project described in the applications in Docket Nos. 13-69-LNG and 14-88-LNG. VG Calcasieu Pass is a limited liability company organized under the laws of the State of Delaware, with its principal place of business located at 1101 30th Street, N.W., Suite 500, Washington, DC 20007 (the same as Venture Global). VG Calcasieu Pass will be the applicant for the project at the Federal Energy Regulatory Commission (“FERC”), with the FERC pre-filing process expected to begin soon.

Venture Global here requests DOE/FE approval, pursuant to Section 405 of DOE/FE’s regulations, for the transfer to the new entity VG Calcasieu Pass of the FTA authorization issued in DOE/FE Order No. 3345. DOE/FE has recognized that the transfer of an authorization pertaining only to an FTA authorization is to be deemed consistent with the public interest and granted without delay or modification, pursuant to Section 3(c) of the Natural Gas Act (“NGA”). <sup>1/</sup> Moreover, there is absolutely no reason for any concern with this transfer, which simply reflects a change in corporate structuring. This transfer will not result in any change in control, just an additional layer of corporate form below the Principals that continue to control the project. Moreover, there are no changes in any salient facts about the proposed project since DOE/FE issued Order No. 3345, other than the addition of new financing. VG Calcasieu Pass will comply with all the requirements imposed by DOE/FE in Order No. 3345, as well as with all export authorizations issued in these proceedings in the future.

In addition to this requested transfer, Venture Global also provides notice, pursuant to Section 201 of the regulations, of this corporate reorganization that results in VG Calcasieu Pass now being the applicant in the pending applications in DOE/FE Docket Nos. 13-69-LNG and 14-88-LNG. Those applications should be considered amended to include the new facts described herein. Thus, the expected FTA approval in 14-88-LNG should reflect the changed identity of the applicant for the project.

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<sup>1/</sup> *Annova LNG Common Infrastructure, LLC*, DOE/FE Order No. 3464 at p. 6 (July 17, 2014), citing NGA §3(c), 15 U.S.C. § 717b(c). *See also* letter order issued on May 30, 2013 in *Carib Energy (USA) LLC*, FE Docket Nos. 11-71-LNG and 11-141-LNG approving a transfer of an FTA authorization and the amendment of a pending non-FTA application, similar to that proposed here (but with a change in control).

Given the very limited issues raised here, the statutory requirements of NGA Section 3(c), and as the desirability of clarity as the project begins the pre-filing process at FERC, Venture Global and VG Calcasieu Pass respectfully request that DOE/FE act on this application as soon as possible. Please contact the undersigned if you have any questions regarding this application, and thank you for your prompt attention to this matter.

Respectfully submitted,

/s/ J. Patrick Nevins

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and Venture Global Calcasieu Pass, LLC*

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**UNITED STATES OF AMERICA  
BEFORE THE DEPARTMENT OF ENERGY  
OFFICE OF FOSSIL ENERGY**

**In the Matter of**

**VENTURE GLOBAL LNG, LLC**

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**FE Docket Nos. 13-69-LNG  
14-88-LNG**

**CERTIFICATED STATEMENT OF AUTHORIZED REPRESENTATIVE**

Pursuant to Section 590.103(b) of the Department of Energy's ("DOE") regulations, 10 C.F.R. 590.303 (2014), I, J. Patrick Nevins, hereby certify that I am authorized to sign and file with the Office of Fossil Energy of the Department of Energy, on behalf of Venture Global LNG, LLC, the foregoing document in the above-captioned proceeding.

Filed and dated in Washington, D.C., on this 22nd day of September, 2014.

Respectfully submitted,

*/s/ J. Patrick Nevins*

J. Patrick Nevins

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*Counsel to Venture Global LNG, LLC*

**UNITED STATES OF AMERICA  
BEFORE THE DEPARTMENT OF ENERGY  
OFFICE OF FOSSIL ENERGY**

**In the Matter of**

**VENTURE GLOBAL LNG, LLC**

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**FE Docket No. 13-69-LNG  
14-88-LNG**

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served the foregoing document upon all parties listed on the official service list for this proceeding, in accordance with Section 590.107 of the Department of Energy's ("DOE") regulations, 10 C.F.R. 590.107 (2014).

Dated in Washington, D.C., on this 22<sup>nd</sup> day of September, 2014.

Respectfully submitted,

*/s/ J. Patrick Nevins*

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