

Les Lo Baugh  
Attorney at Law  
310.500.4638 tel  
310.500.4602 fax  
LLoBaugh@bhfs.com

September 26, 2014

John A. Anderson  
Director of the Office for Oil and Gas  
Global Security and Supply  
Division of Natural Gas Regulatory Activities  
U. S. Department of Energy  
1000 Independence Avenue SW  
FE-34, Room 3E-042  
Washington, D.C. 20585

**NOTIFICATION and STATEMENT OF CHANGE**  
**PURSUANT TO DOE/FE SEPTEMBER 26, 2014 NOTICE OF PROCEDURES**

**RE: DOE/FE DOCKET NOS. 10-160-LNG, 10-161-LNG, 11-161-LNG & 12-06-LNG**

**DOE/FE ORDER NOS. 2913, 2913-A, 3066, 3066-A, 3282, 3282-A, 3282-B, 3357 and 3357-A**

Dear John:

Freeport LNG Expansion, L.P. ("**Freeport Expansion**"), FLNG Liquefaction, LLC, FLNG Liquefaction 2, LLC, and FLNG Liquefaction 3, LLC (collectively, "**FLEX**") are the applicants in the above referenced dockets. FLEX has received four export authorizations: two for exports to FTA countries in DOE/FE Docket Nos. 10-160-LNG and 12-06-LNG; and two conditional authorizations for non-FTA countries in DOE/FE Docket Nos. 10-161-LNG and 11-161-LNG.

Freeport LNG Development, L.P. ("**FLNG**") is a limited partnership, and the indirect 100% parent of Freeport Expansion. The management of FLNG is vested entirely in its sole General Partner, FLNG-GP, Inc. ("**FLNG-GP**"). FLNG-GP has no economic interest in FLNG or its subsidiaries, all economic benefits being vested in FLNG's limited partners. FLNG's limited partnership interests are owned as follows: Freeport LNG Investments, LLP and FLNGI Option Holdco, LLC, both entities owned and controlled by Michael Smith (individually and through family trusts) — 27.5% in the aggregate; Osaka Gas Co, Ltd. through its affiliate Turbo LNG, LLC — 10%; ZHA FLNG Purchaser, LLC — 55%; and The Dow Chemical Company through its affiliate Texas LNG Holdings LLC — 7.5%.

2049 Century Park East, Suite 3550  
Los Angeles, CA 90067  
main 310.500.4600

John A. Anderson  
September 26, 2014  
Page 2

Neither FLNG-GP nor FLNG is an applicant in any of FLEX's dockets with DOE/FE, nor do they hold any of the FLEX export authorizations. This transfer does not involve the transfer or assignment of any of the export authorizations.

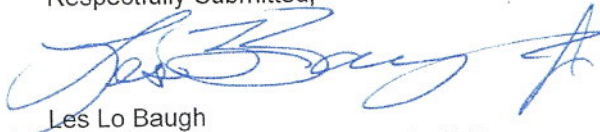
**Description of the Transfer Event:**

FLNG-GP is currently owned 50% by each of Michael Smith, indirectly, and ConocoPhillips Company ("COP"). Prior to financial close, COP will transfer to Michael Smith COP's interest in FLNG-GP. FLNG-GP is managed by a six-member Board of Directors. Each of Michael Smith and COP has the right to appoint three of the six members of the FLNG-GP Board of Directors. However, by contractual agreement, COP is excluded from decision making with respect to the management, operations, or other activities of FLNG or FLEX related to the FLEX LNG export project, including with respect to the Export Authorizations. As COP has no managerial or operational control over FLNG or FLEX, the FLEX LNG export project or the FLEX Export Authorizations, this transfer does not involve the transfer of any direct or indirect power to control management or policy of FLEX, the FLEX Export Authorizations, or the export project. The transferee of COP's interest in FLNG-GP, Michael Smith, is already the only person who may direct any action on the part of the FLNG-GP as it relates to the FLEX LNG export project.

As before the transfer, Freeport Expansion will be the single point of contact with DOE/FE with respect to reporting and administration under all FLEX Export Authorizations.

We will promptly notify you when the transfer is completed. At that point, please amend your records and relevant documents, as well as the FLEX applications as may be appropriate, to reflect this upstream modification. This includes the FLEX applications and orders in both its two FTA and its two non-FTA dockets as noted above. Thank you for your assistance.

Respectfully Submitted,



Les Lo Baugh  
Brownstein Hyatt Farber Schreck, LLP  
Attorneys for FLEX

LEL:mld

cc: Ed Myers

Certificate of Service Attached.

## CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document entitled **NOTIFICATION OF STATEMENT OF CHANGE** upon the parties listed below in Docket Nos. 10-160 LNG, 10-161 LNG, 12-06 LNG and 11-161-LNG and DOE/FE for inclusion in the FE dockets in the above-referenced proceedings in accordance with 10 C.F.R. § 590.107(b)(2011).

David Schryver  
Executive V.P  
American Public Gas Association  
Suite C-4  
201 Massachusetts Ave., NE  
Washington, DC 20002

William T. Miller  
Miller, Balis & O'Neil, P.C.  
12<sup>th</sup> Floor  
1015 Fifteenth Street, NW  
Washington, DC 20005

Nathan Matthews  
Associate Attorney  
Sierra Club Environmental Law Program  
85 2<sup>nd</sup> Street, Second Floor  
San Francisco, CA 94105

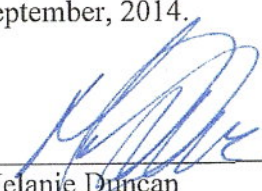
Kathleen Krust  
Paralegal  
Sierra Club Environmental Law Program  
85 2<sup>nd</sup> Street, Second Floor  
San Francisco, CA 94105

Joseph M. Santarella, Jr.  
Santarella & Eckert, LLC  
7050 Puma Trail  
Littleton, CO 80125

Susan Eckert  
Gulf Coast Environmental Labor Coalition  
7050 Puma Trail  
Littleton, CO 80125

Dated at Los Angeles, California, this 26<sup>th</sup> day of September, 2014.

By: \_\_\_\_\_

  
Melanie Duncan  
Brownstein Hyatt Farber Schreck, LLP  
2049 Century Park East, Suite 3550  
Los Angeles, CA 90067