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By Docket Room at 2:18 pm, Dec 19, 2017

December 18, 2017

Ms. Amy Sweeney
Office of Fossil Energy
U.S. Department of Energy
Forrestal Building
1000 Independence Ave., SW
Washington, D.C. 20585

Re: **Description of Ownership Change**

Sabine Pass Liquefaction, LLC, FE Docket No. 10-85-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 10-111-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 13-30-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 13-42-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 13-121-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 14-92-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 15-63-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 15-171-LNG
Sabine Pass Liquefaction, LLC, FE Docket No. 16-197-LNG

Dear Ms. Sweeney:

Pursuant to the U.S. Department of Energy (“DOE”), Office of Fossil Energy’s (“DOE/FE”) authorizations issued in the above-captioned proceedings, as well as DOE/FE policy, Sabine Pass Liquefaction, LLC (“SPL”) hereby submits updated equity ownership information regarding its indirect parent company, Cheniere Energy Partners, L.P. (“CQP”) a publicly-traded Delaware limited partnership. The changes in equity ownership of CQP described below do not affect the governance of SPL, and do not amount to a change-in-control.

Background

SPL is a limited liability company organized under the laws of Delaware, and a wholly-owned indirect subsidiary of CQP, which is in turn, an indirect subsidiary of Cheniere Energy, Inc. (“Cheniere”), a publicly-traded corporation and SPL’s ultimate parent company.¹

DOE/FE has issued long-term orders under Section 3 of the Natural Gas Act authorizing SPL to export liquefied natural gas (“LNG”) from the Sabine Pass Liquefaction Project both to nations with which the United States has a free trade agreement requiring the national treatment for trade in natural gas and LNG (“FTA Nations”) and to nations with which the United States has no such agreement (“Non-FTA Nations”). Specifically, DOE/FE has issued orders collectively authorizing LNG exports from the Sabine Pass Liquefaction Project to FTA Nations in an amount of up to the equivalent of approximately 4.14 Bcf/d of natural gas in FE Docket Nos. 10-85-LNG, 13-30-LNG, 13-42-LNG, 13-121-LNG, and 14-92-LNG; and it has issued orders collectively authorizing LNG exports from the Sabine Pass Liquefaction

¹ See attached CQP ownership structure for ease of reference.

Project to Non-FTA Nations in an amount of up to the equivalent of approximately 4.14 Bcf/d of natural gas in FE Docket Nos. 10-111-LNG, 13-30-LNG, 13-42-LNG, 13-121-LNG and 15-63-LNG.²

Additionally, DOE/FE has authorized SPL, under short-term blanket authorizations, to export LNG from the Sabine Pass Liquefaction Project in an amount up to the equivalent of approximately 600 billion cubic feet of natural gas for a two-year period commencing on the earlier of the date of the first short-term export or January 15, 2016 in FE Docket No. 15-171-LNG,³ and to import LNG in an amount up to the equivalent of approximately 1,600 billion cubic feet of natural gas for a two-year period commencing January 29, 2017, in FE Docket No. 16-197-LNG.⁴

DOE regulations state that “[a]uthorizations by the Assistant Secretary to import or export natural gas shall not be transferable or assignable, unless specifically authorized by the Assistant Secretary.”⁵ In its Non-FTA Order authorizing LNG exports from the Corpus Christi Liquefaction Project (owned by an SPL affiliate), DOE/FE noted that this limitation on transferability also applies to “any change of effective control of the authorization holder either through asset sale or stock transfer or by other means.”⁶ Furthermore, DOE/FE has explained that it “construes a change in control to mean a change

² *Sabine Pass Liquefaction, LLC, Order Granting Long-Term Authorization to Export Liquefied Natural Gas from Sabine Pass LNG Terminal to Free Trade Nations*, DOE/FE Order No. 2833, FE Docket No. 10-85-LNG (Sept. 7, 2010); *Sabine Pass Liquefaction, LLC, Final Opinion and Order Granting Long-Term Authorization to Export Liquefied Natural Gas from Sabine Pass LNG Terminal to Non-Free Trade Agreement Nations*, DOE/FE Order No. 2961-A, FE Docket No. 10-111-LNG (Aug. 7, 2012), *Errata* (Sept 4, 2012); *Sabine Pass Liquefaction, LLC, Opinion and Order Denying Request for Rehearing of Order Denying Motion for Late Intervention, Dismissing Request for Rehearing of Order No. 2961-A, and Dismissing Motion for Stay Pendente Lite*, DOE/FE Order No. 2961-B, FE Docket No. 10-111-LNG (Jan. 25, 2013); *Sabine Pass Liquefaction, LLC, Order Granting Authorization to Export Liquefied Natural Gas by Vessel Pursuant to Long-Term Contract with Total Gas & Power North America, Inc. from the Sabine Pass LNG Terminal to Free Trade Agreement Nations*, DOE/FE Order No. 3306, FE Docket No. 13-30-LNG (July 11, 2013); *Sabine Pass Liquefaction, LLC, Order Granting Authorization to Export Liquefied Natural Gas by Vessel Pursuant to the Long-Term Contract with Centrica plc from the Sabine Pass LNG Terminal to Free Trade Agreement Nations*, DOE/FE Order No. 3307, FE Docket No. 13-42-LNG (July 12, 2013); *Sabine Pass Liquefaction, LLC, Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Sabine Pass LNG Terminal to Free Trade Agreement Nations*, DOE/FE Order No. 3384, FE Docket No. 13-121-LNG (Jan. 22, 2014); *Sabine Pass Liquefaction, LLC, Order Granting Long-Term Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Sabine Pass LNG Terminal in Cameron Parish, Louisiana, to Free Trade Agreement Nations*, DOE/FE Order No. 3595, FE Docket No. 14-92-LNG (Feb. 12, 2015); *Sabine Pass Liquefaction, LLC, Final Opinion and Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Sabine Pass LNG Terminal Located in Cameron Parish, Louisiana, to Non-Free Trade Agreement Nations*, DOE/FE Order No. 3669, FE Docket Nos. 13-30-LNG, 13-42-LNG & 13-121-LNG (June 26, 2015); *Sabine Pass Liquefaction, LLC, Final Opinion and Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Sabine Pass LNG Terminal Located in Cameron Parish, Louisiana, to Non-Free Trade Agreement Nations*, DOE/FE Order No. 3792, FE Docket No. 15-63-LNG (Mar. 11, 2016); *Sabine Pass Liquefaction, LLC, Order Granting Withdrawal of Filing and Request for Clarification*, DOE/FE Order Nos. 3306-A, 3307-A, 3384-A, & 3669-B, FE Docket Nos. 13-30-LNG, 13-42-LNG & 13-121-LNG (Oct. 31, 2017).

³ *Sabine Pass Liquefaction, LLC, Order Granting Blanket Authorization to Export Liquefied Natural Gas by Vessel from the Sabine Pass LNG Terminal Located in Cameron Parish, Louisiana*, DOE/FE Order No. 3767, FE Docket No. 15-171-LNG (Jan. 13, 2016).

⁴ *Sabine Pass Liquefaction, LLC, Order Granting Blanket Authorization to Import Liquefied Natural Gas from Various International Sources by Vessel*, DOE/FE Order No. 3960, FE Docket No. 16-197-LNG (Jan. 4, 2017).

⁵ 10 C.F.R. § 590.405 (2017).

⁶ *Cheniery Mktg., LLC & Corpus Christi Liquefaction, LLC, Final Opinion and Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Proposed Corpus Christi Liquefaction Project to Be Located in Corpus Christi, Texas, to Non-Free Trade Agreement Nations*, DOE/FE Order No. 3638 at 210, FE Docket No. 12-97-LNG (May 12, 2015).

directly or indirectly, of the power to direct the management or policies of an entity”, and that “a rebuttable presumption that control exists will arise from the ownership or the power to vote, directly or indirectly, 10 percent or more of the voting securities” of an entity.⁷

The change in equity ownership described below relates only to SPL’s indirect parent, CQP. Therefore, through this submission, SPL is notifying DOE/FE of updated equity ownership information for CQP even though there has been no change in the ownership of SPL directly. SPL further submits that the transactions described below do not constitute a change-in-control of SPL or CQP.

Description of Relevant Transactions

As noted above, CQP is a publicly-traded Delaware limited partnership. Cheniere Energy Partners GP, LLC (“Cheniere Partners GP”), a wholly-owned subsidiary of Cheniere, is the general partner of CQP and manages its operations and activities. In May of 2012, in conjunction with development of the Sabine Pass Liquefaction Project, CQP, Cheniere and Blackstone CQP Holdco LP (“Blackstone”) entered into a unit purchase agreement whereby CQP agreed to sell to Blackstone and Cheniere, 100 million and 33.3 million Class B Units of CQP, respectively. Blackstone was granted the right to appoint 3 of 11 seats on Cheniere Partners GP’s board of directors. Of the 8 remaining directors, four are appointed by Cheniere and four are independent directors, and are mutually agreed upon by Blackstone and Cheniere and appointed by Cheniere. In May 2013, Cheniere purchased an additional 12.0 million Class B units, and later that year, formed Cheniere Energy Partners LP Holdings, LLC (“Cheniere Holdings”) to hold its limited partnership interests.

As of June 30, 2017, Cheniere Holdings and Blackstone owned 45.3 million and 100.0 million, respectively, of Class B units in CQP. On August 2, 2017, the Class B units held by Cheniere Holdings and Blackstone converted into common units in accordance with the terms of the Limited Partnership Agreement (“LP Agreement”).⁸ Upon conversion of the Class B units, Cheniere Holdings, Blackstone and the public each owned a 48.6%, 40.3% and 9.1% limited partnership interest in CQP, respectively. Cheniere Holdings’ ownership is based on approximately 92.5 million converted common units, 135.4 million subordinated units and 12.0 million common units, and Blackstone’s ownership is based on approximately 199.0 million converted common units, but excludes any common units that may be deemed to be beneficially owned by Blackstone Group, an affiliate of Blackstone.

There Has Been No Change in Control or Impact on DOE/FE’s Prior Public Interest Determinations

While the transactions described above may trigger DOE/FE’s rebuttable presumption, SPL rebuts that presumption for the following reasons. First, there has been no change in ownership of SPL itself, and SPL will remain the authorization holder in FE Docket Nos. 10-85-LNG, 10-111-LNG, 13-30-LNG, 13-42-LNG, 13-121-LNG, 14-92-LNG, 15-63-LNG and 15-171-LNG. Second, there has been no change, directly or indirectly, in the operation or manner in which SPL is managed, or in any aspect of the Sabine Pass Liquefaction Project or of the terms and conditions of its associated export arrangements, as a result of the above-referenced transactions. Third, the transactions did not grant Blackstone (or any other entity) the power to participate, directly or indirectly, in the management or operations of CQP.⁹ In that

⁷ See *Procedures for Changes in Control Affecting Applications and Authorizations To Import or Export Natural Gas*, 79 Fed. Reg. 65,541, 65,542 (Nov. 5, 2014).

⁸ Fourth Amended and Restated Agreement of Limited Partnership of Cheniere Energy Partners, L.P.

⁹ The LP Agreement at Section 3.2 provides: “[n]o Limited Partner or Assignee, in its capacity as such, shall participate in the operation, management or control ... of the Partnership’s business, transact any business in the Partnership’s name or have

regard, just as before the transactions, Cheniere Partners GP remains the general partner of CQP and manages its operations and activities.¹⁰

Finally, the updated equity ownership information, has no effect on the grounds underlying the public-interest determinations previously made by DOE/FE in issuing orders authorizing LNG exports from the Sabine Pass Liquefaction Project.¹¹ Therefore, notwithstanding the rebuttable presumption, DOE/FE need take no further action pertaining to the updated equity ownership information provided herein with respect to any prior authorization.¹²

Should you have any questions about this request, please feel free to contact the undersigned at 713-375-5544.

Respectfully Submitted,

/s/ Karri Mahmoud
Karri Mahmoud
Sabine Pass Liquefaction, LLC

the power to sign documents for or otherwise bind the Partnership.” Additionally, as Section 6.9 of the LP Agreement specifies that holders of Class B units “possess the rights and obligations provided in this Agreement with respect to a Limited Partner,” prior to the conversion of the Class B units, Blackstone similarly could not direct the operation, management or control of CQP.

¹⁰ The Conversion of the Class B units did not impact the composition of the CQP board of directors.

¹¹ See, e.g., *Freeport LNG Expansion, L.P., FLNG Liquefaction, LLC, FLNG Liquefaction 2, LLC & FLNG Liquefaction 3, LLC*, Order Approving Change in Control of Export Authorizations 9, DOE/FE Order No. 3495, FE Docket Nos. 14-005-CIC, 12-06-LNG, 11-161-LNG, 10-160-LNG & 10-161-LNG (Sept. 23, 2014) (approving change in control where it did not “impact any of the public interest considerations evaluated by DOE/FE in issuing [the authorization holders’] two conditional non-FTA authorizations”); *Cameron LNG, LLC*, Order Approving Change in Control of Export Authorizations 6, DOE/FE Order No. 3452, FE Docket No. 14-001-CIC, 11-162-LNG & 11-145-LNG (June 27, 2014) (approving change in control where the authorization holder represented that it would “continue to hold both the FTA authorization and conditional non-FTA authorization issued by DOE/FE,” that “only the upstream ownership structure will change,” and that “the proposed transaction [would] not affect or modify the ... Terminal, the scope or commencement date of the ... Project, the total volume of LNG to be exported, or other terms and conditions of the export arrangements considered by DOE/FE in its prior public interest determinations”).

¹² To the extent required, SPL requests any waivers that may be necessary for this filing.

CERTIFICATE OF SERVICE

I hereby certify that I have this day serviced copies of the foregoing document filed with the DOE/FE on the designated representatives of all of the parties to this proceeding, in accordance with 10 C.F.R. § 590.107(a).

Dated at Houston, Texas this 18th day of December, 2017.

/s/ Karri Mahmoud

Karri Mahmoud
Sabine Pass Liquefaction, LLC