

RECEIVED

By Docket Room at 2:44 pm, Sep 11, 2015

September 11, 2015

Mr. John Anderson, Director
Office for Oil and Gas Global Security and Supply
Fossil Energy, U.S. Department of Energy
Forrestal Building, FE-34
1000 Independence Avenue, S.W.
Washington, D.C. 20585

 **NORTON ROSE FULBRIGHT**

Norton Rose Fulbright US LLP
666 Fifth Avenue, 31st Floor
New York, New York 10103-3198
United States

Direct line +1 212 318 3009
lisa.tonery@nortonrosefulbright.com

Tel +1 212 318 3000
Fax +1 212 318 3400
nortonrosefulbright.com

**Re: In the Matter of Sabine Pass Liquefaction, LLC
FE Docket No. 13-30-LNG
DOE/FE Order Nos. 3306 and 3669
Long-Term Contract Amendment**

Dear Mr. Anderson:

Sabine Pass Liquefaction, LLC ("Sabine Pass") hereby submits for filing under seal, a non-redacted copy of Amendment No. 1 to the sale and purchase agreement ("SPA") between Sabine Pass and Total Gas and Power North America, Inc. ("TGPNA") for the long-term export of liquefied natural gas ("LNG") from the Sabine Pass LNG Terminal (the "Amendment").¹ Sabine Pass also submits herewith a public summary of the major provisions of the Amendment. This filing is being submitted in accordance with DOE/FE Order No. 3306,² and DOE/FE Order No. 3669.³

Should you have any questions, please contact the undersigned at (212) 318-3009.

Respectfully submitted,

/s/ Lisa M. Tonery

Lisa M. Tonery
Tania S. Perez
Charles R. Scott
Mariah T. Johnston
*Attorneys for
Sabine Pass Liquefaction, LLC*

¹ Sabine Pass hereby requests confidential treatment of the Amendment, as it contains commercially sensitive information. The Amendment is being sent to the Department of Energy, Office of Fossil Energy ("DOE/FE") by overnight mail.

² *Sabine Pass Liquefaction, LLC*, DOE/FE Order No. 3306, Ordering Paragraph D, FE Docket No. 13-30-LNG (July 11, 2013) (granting Sabine Pass authorization to engage in long-term exports of LNG to free trade agreement nations pursuant to the SPA with TGPNA).

³ *Sabine Pass Liquefaction, LLC*, DOE/FE Order No. 3669, Ordering Paragraph I, FE Docket Nos. 13-30-LNG, 13-42-LNG, & 13-121-LNG (June 26, 2015) (granting Sabine Pass authorization to engage in long-term exports of LNG to non-free trade agreement nations).

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

Norton Rose Fulbright US LLP, Norton Rose Fulbright LLP, Norton Rose Fulbright Australia, Norton Rose Fulbright Canada LLP and Norton Rose Fulbright South Africa Inc are separate legal entities and all of them are members of Norton Rose Fulbright Verein, a Swiss verein. Norton Rose Fulbright Verein helps coordinate the activities of the members but does not itself provide legal services to clients. Details of each entity, with certain regulatory information, are available at nortonrosefulbright.com.

**Sale and Purchase Agreement Amendment
Major Provision Summary**

**AMENDMENT NO. 1 OF LNG SALE AND PURCHASE AGREEMENT (FOB), DATED
AUGUST 28, 2015 BETWEEN SABINE PASS LIQUEFACTION, LLC AND TOTAL GAS &
POWER NORTH AMERICA, INC.**

1. DOE Order/FE Docket No(s):

DOE Order Nos. 3306 & 3669
FE Docket No. 13-30-LNG

2. LNG Liquefaction/Export Facility and Location:

Sabine Pass LNG Terminal located in Cameron County Louisiana.

3. Describe affiliation with LNG Liquefaction Export Facility (e.g., owner, capacity holder, etc):

The contract has been entered into by Sabine Pass Liquefaction, LLC, the owner of the Sabine Pass LNG Terminal.

4. Exact Legal Name of Parties/Counterparties to Contract:

Seller: Sabine Pass Liquefaction, LLC
Buyer: Total Gas and Power North America, Inc.

5. Contract Type (e.g. Purchase and Sale Agreement; Liquefaction Tolling Agreement, etc.):

Amendment to LNG Sale and Purchase Agreement.

6. Date of the Contract:

August 28, 2015.

7. Contract Term:

Not applicable.*

8. Annual Quantity:

Not applicable.*

9. Take or Pay (or equivalent) Provisions/Conditions:

Not applicable.*

10. Supplier (title holder) of Natural Gas to Liquefaction Facility (include whether long or short-term supply, or both), if appropriate:

Not applicable.*

* No changes from the prior version of the Agreement.

11. Legal Name of Entity(ies) that has(have) Title to the Natural Gas and LNG through the LNG Facility until Export (at the Flange of the Vessel):

Not applicable.*

12. Export Destination Restrictions in the Contract:

Amends the December 14, 2012 SPA between Sabine Pass Liquefaction, LLC and Total Gas and Power North America, Inc. to conform the *Trade Law Compliance* section with the requirements of the applicable DOE/FE Orders.

13. Resale Provisions:

Amends the December 14, 2012 SPA between Sabine Pass Liquefaction, LLC and Total Gas and Power North America, Inc. to conform the *Trade Law Compliance* section with the requirements of the applicable DOE/FE Orders.

14. Other Major Non-proprietary Provisions, if applicable:

Not applicable.*