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April 30, 2021

BY ELECTRONIC FILING

Amy Sweeney
Director, Division of Natural Gas Regulation
Office of Regulation, Analysis and Engagement
Office of Fossil Energy, FE-34
1000 Independence Ave., S.W.
Washington, DC 20585

Re: Cameron LNG, LLC, FE Docket Nos. 11-145-LNG, 14-204-LNG, 15-36-LNG, 11-162-LNG, 15-67-LNG, 15-90-LNG, 19-62-LNG

Ecogas Mexico S. de R.L. de C.V., FE Docket No. 19-45-NG

ECA Liquefaction, S. de R.L. de C.V., FE Docket No. 18-144-LNG

Energía Costa Azul S. de R.L. de C.V., FE Docket No. 18-145-LNG

Port Arthur LNG, LLC, FE Docket Nos. 15-53-LNG, 15-96-LNG, 18-162-LNG

Port Arthur LNG Phase II, LLC, FE Docket No. 20-23-LNG

Sempre Gas & Power Marketing, LLC, FE Docket No. 20-43-NG

Sempre LNG International, LLC, FE Docket No. 19-65-LNG

Sempre LNG Marketing, LLC, FE Docket No. 20-52-LNG

Termoelectrica de Mexicali, S. de R.L. de C.V., FE Docket No. 20-145-NG

Vista Pacifico LNG S.A.P.I de C.V., FE Docket No. 20-153-LNG

Statement of Change in Control

Dear Ms. Sweeney:

Pursuant to the authorizations issued by the Department of Energy's Office of Fossil Energy ("DOE/FE") in the above-captioned proceedings and the *Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas* ("CIC Procedures"),¹ Cameron LNG, LLC ("Cameron LNG"), Ecogas Mexico S. de R.L. de C.V. ("Ecogas"), Energía Costa Azul S. de R.L. de C.V. ("ECA"), ECA Liquefaction, S. de R.L. de C.V. ("ECA Liquefaction"), Port Arthur LNG, LLC ("PALNG"), Port Arthur LNG Phase II, LLC ("PALNG Phase II"), Sempra Gas & Power Marketing, LLC ("Sempra Gas & Power"), Sempra LNG International, LLC ("Sempra LNG International"), Sempra LNG Marketing, LLC ("Sempra LNG Marketing"), Termoelectrica de Mexicali, S. de R.L. de C.V. ("Termoelectrica"), and Vista Pacifico LNG S.A.P.I de C.V. ("Visa Pacifico") (collectively, "Authorization Holders") respectfully submit this Statement of Change in Control with respect to a change in the Authorization Holders' upstream ownership.

¹ 79 Fed. Reg. 65541 (Nov. 5, 2014) [hereinafter CIC Procedures].

As described further below, this ownership change is the result of the acquisition by KKR Pinnacle Aggregator L.P. (“KKR Pinnacle”), an affiliate of KKR & Co. Inc. (together with its subsidiaries, “KKR”), of a non-controlling 20% interest in the equity of the reorganized Sempra Global (the “Transaction”).²

Background

As summarized in the table below, each of the Authorization Holders is authorized to import gas, or to export gas or liquefied natural gas (“LNG”) to nations with which there is in effect a free trade agreement (“FTA”) requiring national treatment for trade in natural gas (“FTA Authorizations”) and/or to non-FTA nations (the “Non-FTA Authorizations”). Each of these DOE/FE authorizations to import or export gas or LNG is summarized below.

Table 1: List of DOE/FE Export and Import Authorizations

Authorization Holder	Docket No.	Order Nos.	Volume	Type
Cameron LNG, LLC	11-145-LNG	3059	620.0 Bcf/yr	Export FTA, long-term, multi-contract
	14-204-LNG	3620	152.0 Bcf/yr	Export FTA, long-term, multi-contract
	15-36-LNG	3680	515.0 Bcf/yr	Export FTA, long-term, multi-contract
	11-162-LNG	3391-A	620.0 Bcf/yr	Export

² Prior to closing, KKR intends to establish newly formed subsidiaries to complete this Transaction, including a new subsidiary to which KKR Pinnacle will assign its rights under the Purchase Agreement that will acquire the equity interests that are the subject of the Transaction. While this subsidiary is not yet formed, KKR and the Authorization Holders represent to DOE/FE that the statements made in this Application with respect to KKR will also remain true for any such newly formed subsidiaries. This arrangement will be wholly internal to KKR and will not effectuate a change of control of the Authorization Holders. See Department of Energy, Office of Fossil Energy, Notice of Internal Corporate Reorganization - Port Arthur LNG, LLC, FE Docket Nos. 15-53-LNG, 18-162-LNG, and 15-96-LNG at 4 (Apr. 11, 2019) (“DOE/FE’s Procedures are thus focused on a change in control of the authorization holder from one owner to another, not simply a reshuffling of wholly-owned subsidiaries within the same parent organization.”) Furthermore, the Authorization Holders commit to informing DOE/FE of the actual name of the KKR subsidiary after the transaction is completed.

				Non-FTA, long-term, multi-contract
	15-67-LNG	3797	152.0 Bcf/yr	Export Non-FTA, long-term, multi-contract
	15-90-LNG	3846	515.0 Bcf/yr	Export Non-FTA, long-term, multi-contract
	19-62-LNG	4425	2 Bcf	Export FTA, short-term
Ecogas Mexico S. de R.L. de C.V	19-45-NG	4385	35 Bcf	Import and export FTA, short-term
ECA Liquefaction, S. de R.L. de C.V	18-144-LNG	4317	182 Bcf/yr	Export FTA, long-term, multi-contract
	18-144-LNG	4364	161 Bcf/yr	Export Non-FTA, long-term, multi-contract
Energía Costa Azul, S. de R.L. de C.V.	18-145-LNG	4318	545 Bcf/y	Export FTA, long-term, multi-contract
	18-145-LNG	4365	475 Bcf/y	Export Non-FTA, long-term, multi-contract
Port Arthur LNG, LLC	15-53-LNG, 18-162-LNG	3698	698 Bcf/yr	Export FTA, long-term, multi-contract

	15-96-LNG	4372	698 Bcf/yr	Export Non-FTA, long-term, multi-contract
Port Arthur LNG Phase II, LLC	20-23-LNG	4562	698 Bcf/yr	Export FTA, long-term, multi-contract
Sempra Gas & Power Marketing, LLC	20-43-NG	4534	100 Bcf (import), 300 Bcf (export)	Import and export FTA, short-term
Sempra LNG International, LLC	19-65-LNG	4405	800 Bcf	Import and export FTA, short-term
Sempra LNG Marketing, LLC	20-52-LNG	4547	800 Bcf	Import FTA and Non-FTA, short-term
Termoelectrica de Mexicali, S. de R.L. de C.V.	20-145-NG	4632	300 Bcf	Import and export FTA, short-term
Vista Pacifico LNG S.A.P.I de C.V.	20-153-LNG	4688	240 Bcf/yr	Export FTA, long-term, multi-contract

Additionally, ECA, PALNG Phase II, and Vista Pacifico have filed the following export applications that are currently pending before DOE/FE.

Table 2: List of Pending DOE/FE Applications

Applicant	Docket No.	Volume	Type
Energía Costa Azul, S. de R.L. de C.V.	18-145-LNG	182 Bcf/yr (FTA)	Export
		161 Bcf/yr (Non-FTA)	FTA and Non-FTA, long-term, multi-contract
Port Arthur LNG Phase II, LLC	20-23-LNG	698 Bcf/yr	Export Non-FTA, long-term, multi-contract

Vista Pacifico LNG S.A.P.I de C.V.	20-153-LNG	200 Bcf/yr	Export Non-FTA, long-term, multi-contract
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Description of the Transaction

The Transaction is part of a series of integrated transactions involving Sempra Energy's ("Sempra") portfolio of Northern American energy infrastructure projects. Prior to the closing of the Transaction, Sempra will conduct an internal reorganization to consolidate the assets of its LNG business and its ownership in IEnova under Sempra Global, which will be renamed Sempra Infrastructure Partners ("SIP"). Also, as part of the integrated transactions, on April 26, 2021, Sempra launched a stock-for-stock exchange offer with the intent of acquiring the outstanding shares in IEnova that it does not currently own.

Following the reorganization and consummation of the Transaction, KKR Pinnacle will own a 20% non-controlling equity interest in SIP. Post-consummation, Sempra will maintain control of SIP as the 80% owner, with KKR Pinnacle having certain customary minority protections, including the ability to appoint members of the board that will manage SIP.

The ownership of each of the Authorization Holders prior to the Transaction is summarized as follows:

- **Cameron LNG, LLC:** Cameron LNG, LLC is wholly owned by Cameron LNG Holdings LLC ("Cameron LNG Holdings"). Cameron LNG Holdings, in turn, is directly owned by Sempra LNG Holdings II, LLC ("Sempra LNG Holdings II") (50.2% interest); and by Global LNG North America Corp.,³ Mitsui & Co. Cameron LNG Investment LLC;⁴ and Japan LNG Investment, LLC⁵ (each of which holds a 16.6% interest). As is relevant here, Sempra LNG Holdings is wholly owned by Sempra LNG Holdings I, LLC, which in turn is wholly owned by Sempra LNG Holdings Co., which in turn is wholly owned by Sempra Global Holdings, Inc., which in turn is wholly owned by Sempra Global,⁶ which in turn is wholly owned by Sempra Energy.
- **Ecogas Mexico S. de R.L. de C.V.:** Ecogas Mexico S. de R.L. de C.V. is wholly owned by Infraestructura Energetica Nova, S.A.B. de C.V. ("IEnova"). Currently, 29.832% of shares in IEnova are publicly-held and traded on the Mexican Stock Exchange (*Bolsa de Valores*).⁷ The remaining 70.168% of shares is held by Semco Holdco, S. de R.L. de C.V.,

³ Global LNG North America Corp. is an indirect affiliate of Total S.A.

⁴ Mitsui & Co. Cameron LNG Investment LLC is an indirect affiliate of Mitsui & Co., Ltd.

⁵ Japan LNG Investment, LLC is an indirect affiliate owned by Nippon Yusen Kabushiki Kaisha (30%) and Mitsubishi Corp. (70%).

⁶ Sempra Global will be renamed Sempra Infrastructure Partners.

⁷ As noted above, Sempra has launched a stock-for-stock exchange offer with the intent of acquiring the shares in IEnova that it does not currently own.

which in turn is over 99.9% owned by Sempra Energy Holdings XI B.V., which in turn is wholly owned by Sempra Energy International Holdings N.V., which in turn is wholly owned by Sempra Energy Holdings III B.V., which in turn is wholly owned by Pacific Enterprises International, which in turn is wholly owned by Sempra Energy International, LLC, which in turn is wholly owned by Sempra Global, which in turn is wholly owned by Sempra Energy.

- **ECA Liquefaction, S. de R.L. de C.V:** Over 99.9% of ECA Liquefaction, S. de R.L. de C.V. is owned by ECA LNG Holdings B.V. (“ECA LNG Holdings”). ECA LNG Holdings is, in turn, 41.7% owned by IEnova, 41.7% owned by Sempra LNG ECA Liquefaction, LLC (“Sempra LNG ECA Liquefaction”), and 16.6% owned by Total Gaz Electricite Holdings France.⁸ As is relevant here, Sempra LNG ECA Liquefaction is wholly owned by Sempra LNG Holdings Co., which in turn is wholly owned by Sempra Global Holdings, Inc., which in turn is wholly owned by Sempra Global, which in turn is wholly owned by Sempra Energy.
- **Energía Costa Azul, S. de R.L. de C.V.:** Energía Costa Azul, S. de R.L. de C.V. is wholly owned by IEnova. Currently, 29.832% of shares in IEnova are publicly-held. The remaining 70.168% of shares is held by Semco Holdco, S. de R.L. de C.V., which in turn is over 99.9% owned by Sempra Energy Holdings XI B.V., which in turn is wholly owned by Sempra Energy International Holdings N.V., which in turn is wholly owned by Sempra Energy Holdings III B.V., which in turn is wholly owned by Pacific Enterprises International, which in turn is wholly owned by Sempra Energy International, LLC, which in turn is wholly owned by Sempra Global, which in turn is wholly owned by Sempra Energy.
- **Port Arthur LNG, LLC:** Port Arthur LNG, LLC is wholly owned by Port Arthur Liquefaction Holdings, LLC, which in turn is wholly owned by Sempra PALNG Holdings, LLC, which in turn is wholly owned by Sempra LNG Holdings Co., which in turn is wholly owned by Sempra Global Holdings, Inc., which in turn is wholly owned by Sempra Global, which in turn is wholly owned by Sempra Energy.
- **Port Arthur LNG Phase II, LLC:** Port Arthur LNG Phase II, LLC is wholly owned by Sempra PALNG Expansion Development Company, LLC, which in turn is wholly owned by Sempra LNG Holdings Co., which in turn is wholly owned by Sempra Global Holdings, Inc., which in turn is wholly owned by Sempra Global, which in turn is wholly owned by Sempra Energy.
- **Sempra Gas & Power Marketing, LLC:** Sempra Gas & Power Marketing, LLC is wholly owned by Sempra LNG Holdings Co., which in turn is wholly owned by Sempra Global Holdings, Inc., which in turn is wholly owned by Sempra Global, which in turn is wholly owned by Sempra Energy.

⁸ Total Gaz Electricite Holdings France is an indirect affiliate owned by Total S.A.

- **Sempra LNG International, LLC:** Sempra LNG International, LLC is wholly owned by Sempra LNG International Holdings I, LLC, which in turn is wholly owned by Sempra LNG Holdings Co., which in turn is wholly owned by Sempra Global Holdings, Inc., which in turn is wholly owned by Sempra Global, which in turn is wholly owned by Sempra Energy.
- **Sempra LNG Marketing, LLC:** Sempra LNG Marketing, LLC is wholly owned by Sempra LNG Holdings I, LLC, which in turn is Sempra LNG Holdings Co., which in turn is wholly owned by Sempra Global Holdings, Inc., which in turn is wholly owned by Sempra Global, which in turn is wholly owned by Sempra Energy.
- **Termoelectrica de Mexicali, S. de R.L. de C.V.:** Termoelectrica de Mexicali, S. de R.L. de C.V. is wholly owned by IEnova. Currently, 29.832% of shares in IEnova are publicly-held. The remaining 70.168% of shares is held by Semco Holdco, S. de R.L. de C.V., which in turn is over 99.9% owned by Sempra Energy Holdings XI B.V., which in turn is wholly owned by Sempra Energy International Holdings N.V., which in turn is wholly owned by Sempra Energy Holdings III B.V., which in turn is wholly owned by Pacific Enterprises International, which in turn is wholly owned by Sempra Energy International, LLC, which in turn is wholly owned by Sempra Global, which in turn is wholly owned by Sempra Energy.
- **Vista Pacifico LNG S.A.P.I de C.V:** Over 99.9% of Vista Pacifico LNG S.A.P.I de C.V is owned by Vista Pacifico LNG Holdings B.V. (“Vista Pacifico LNG Holdings”). Vista Pacifico LNG Holdings, in turn, is 50% owned by IEnova and 50% owned by Sempra LNG Holdings Co. With respect to IEnova, currently 29.832% of shares in IEnova are publicly-held. The remaining 70.168% of shares in IEnova is held by Semco Holdco, S. de R.L. de C.V., which in turn is over 99.9% owned by Sempra Energy Holdings XI B.V., which in turn is wholly owned by Sempra Energy International Holdings N.V., which in turn is wholly owned by Sempra Energy Holdings III B.V., which in turn is wholly owned by Pacific Enterprises International, which in turn is wholly owned by Sempra Energy International, LLC, which in turn is wholly owned by Sempra Global, which in turn is wholly owned by Sempra Energy. With respect to Sempra LNG Holdings Co., Sempra LNG Holdings Co. is wholly owned by Sempra Global Holdings, Inc., which in turn is wholly owned by Sempra Global, which in turn is wholly owned by Sempra Energy.

A chart illustrating the ownership structure of the Authorization Holders prior to the Transaction is attached herewith as Appendix A. A chart illustrating the ownership structure of Authorization Holders following the Transaction is attached herewith as Appendix B.

Change in Control Procedures

Section 590.405 of DOE’s regulations provides 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.”⁹ DOE construes a change of control to mean:

a change, directly or indirectly, of the power to direct the management or policies of an entity whether such power is exercised through one or more intermediary companies or pursuant to an agreement, written or oral, and whether such power is established through ownership or voting of securities, or common directors, officers, or stockholders, or voting trusts, holding trusts, or debt holdings, or contract, or any other direct or indirect means.¹⁰

DOE has explained 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 such entity.¹¹

The procedures for notifying DOE/FE of a change in control are set forth in the CIC Procedures, pursuant to which a holder of an export authorization that has already been issued may notify DOE/FE of a transaction by submitting a statement of change in control to DOE/FE no later than 30 days after such changes have been effectuated.¹²

FTA Export Authorizations and Import Authorizations

With respect to FTA long-term export and import authorizations and Non-FTA long-term import authorizations, the CIC Procedures provide that upon receipt of a statement of change in control, DOE/FE will give effect to the change in control and take no further action.¹³

KKR Pinnacle’s acquisition of a 20% ownership interest in SIP, an upstream owner of the Authorization Holders, may trigger DOE/FE’s threshold for a rebuttable presumption that a change in control has occurred. With respect to the FTA export authorizations and import authorizations¹⁴ set forth in Table 1 above, the relevant Authorization Holders respectfully request that DOE/FE give immediate effect to the change in control described herein upon receipt of this Statement, in accordance with the CIC Procedures.

⁹ 10 C.F.R. § 590.405 (2021).

¹⁰ CIC Procedures at 65542. *See also, e.g.*, DOE/FE Order No. 4364 at 48-94.

¹¹ CIC Procedures at 65542.

¹² *Id.*

¹³ *Id.*

¹⁴ Although the CIC Procedures explicitly apply to *long-term* import authorizations, the relevant Authorization Holders respectfully request that DOE/FE provide the same treatment to the short-term, blanket import authorizations referenced herein. Accordingly, the relevant Authorization Holders request that DOE/FE give immediate effect to the change in control resulting from the Transaction with respect to the short-term import authorizations set forth in Table 1 of this Statement.

Non-FTA Export Authorizations

For existing Non-FTA export authorizations, upon receipt of a statement of change in control, the CIC Procedures provide that DOE/FE will publish a notice of the change in the *Federal Register*.¹⁵ If no interested person protests the change in control and DOE/FE takes no action of its own motion, the change in control is deemed granted 30 days after publication.¹⁶ If a protest is filed, DOE/FE will make a determination as to whether the proposed change in control has been demonstrated to render the underlying authorization inconsistent with the public interest.¹⁷

Where a transfer or assignment will not result in any substantive changes in the terms and conditions of the initial authorization, DOE/FE has generally relied on its previous determination that the import or export is consistent with the public interest when evaluating the transfer or assignment.¹⁸ For example, DOE/FE has approved transfers of control that involve no changes to the scope of a project, total volumes of gas, date of commencement or completion, source and security of gas supply, price and other transactional terms, or proven need for the supply.¹⁹ DOE/FE has also approved transfers in control upon a finding that “the contractual terms and conditions of the import and export arrangements upon which the section 3 determinations were based would remain the same, and there [was] no other information in the record . . . to support or compel reexamination under section 3.”²⁰ Similarly, the Transaction has no substantive effect on the terms and conditions of the Non-FTA export authorizations listed in Table 1 above—the change in control has no effect on the scope of the projects, the amount of gas exported, the commencement or completion dates of the projects, the sources of the gas supply, or the prices or other transactional terms. Operation and maintenance of the relevant terminals will continue to be under the control of the respective Authorization Holder. The relevant Authorization Holders will

¹⁵ CIC Procedures at 65542.

¹⁶ *Id.*

¹⁷ *Id.*

¹⁸ See *Cameron LNG, LLC*, DOE/FE Order No. 3452, FE Docket Nos. 14-001-CIC, 11-162-LNG & 11-145-LNG, Order Approving Change in Control of Export Authorizations at 7 (June 27, 2014) (approving change in control application, finding “it has not been shown that the change in control will impact any of the public interest considerations evaluated by DOE/FE in issuing [the] authorizations.”); *Brooklyn Union Gas Co.*, DOE Opinion & Order No. 561 at 7 (1991) (“To the extent that the transfer does not effect (sic) the terms and conditions of the underlying import arrangement, the DOE can rely on its previous determinations regarding the arrangement when considering the transfer application.”); *Nw. Pipeline Corp.*, DOE Opinion & Order No. 664, at 6-7 (1992), *reh’g denied*, DOE/FE Opinion & Order No. 664-A, *order terminating long-term authorization*, DOE/FE Order No. 664-B (1994), *order amending authorization*, DOE/FE Order No. 664-C (1999), *order amending authorization*, DOE/FE Order No. 664-D (1999) (“The burden of proof, however, belongs to [protesters] and they have failed to rebut DOE’s previous finding of need . . . , a finding which was based on circumstances that will not change as a result of the proposed transfer.”); *Great Lakes Gas Transmission LP*, DOE Opinion & Order No. 424 (1990); *Midwestern Gas Transmission Co.*, DOE Opinion & Order No. 318 at 3 (1989) (“Viking will succeed Midwestern as buyer under the contracts underlying the authorizations. In no other respect will the terms and conditions of these contracts change. Only the identity of the importer will change.”); *Consumer Power Co.*, DOE/Opinion & Order No. 390 (1990), *order amending authorization*, DOE/FE Order No. 390-A (1994), *order terminating authorization*, DOE/FE Order No. 390-B (1995).

¹⁹ See *Brooklyn Union Gas Co.*, DOE Opinion & Order No. 561, at 2-3, 7.

²⁰ *Great Lakes Gas Transmission Co.*, DOE Opinion & Order No. 424, at 3.

continue to hold the export authorizations described herein and will remain the points of contact with DOE/FE with respect to reporting and administration under the authorizations.

Moreover, DOE/FE has approved applications to transfer or assign an authorization from the authorization holder to one or more of its customers where the general terms and conditions otherwise remain unchanged and the total authorized volumes do not increase.²¹ Similarly, there will be no substantive changes to the terms and conditions, including the volumes, of the existing authorizations as a result of the acquisition of an upstream, non-controlling ownership interest by KKR Pinnacle.

Based on the foregoing, the relevant Authorization Holders submit that the Transaction and resulting changes in upstream ownership have no effect on the grounds underlying the public interest determination previously made by DOE/FE in issuing the Non-FTA export authorizations set forth in Table 1.

Pending Non-FTA Export Applications

For pending Non-FTA export applications, applicants may amend their applications to reflect a change in control by submitting notice of such amendment to DOE/FE and serving that notice on other parties in the proceeding.²² DOE/FE will give immediate effect to the amendment but will accept and consider answers to the notice of amendment received within 15 days of service of the applicant's pleadings.²³ No further action will be taken by DOE/FE on the change in control and the amendment will continue to have effect, unless opponents of the change in control demonstrate that the change results in the underlying application being inconsistent with the public interest or unless DOE/FE independently makes such a determination.²⁴

With respect to its pending Non-FTA export application in FE Docket No. 20-23-LNG, PALNG Phase II hereby submits notice of an amendment to the application to reflect its amended upstream ownership as a result of the Transaction described herein.

With respect to its pending Non-FTA export application in FE Docket No. 20-153-LNG, Vista Pacifico hereby submits notice of an amendment to the application to reflect its amended upstream ownership as a result of the Transaction described herein.

With respect to the Non-FTA portion of its pending export application in FE Docket No. 18-145-LNG, ECA hereby submits notice of an amendment to the application to reflect the amended upstream ownership of the applicant as a result of the Transaction described herein.

²¹ See *Nw. Pipeline Corp.*, DOE Opinion & Order No. 664; *Great Lakes Gas Transmission Co.*, DOE Opinion & Order No. 416 (1990); *Consumer Power Co.*, DOE Opinion & Order No. 390; *Great Lakes Gas Transmission Co.*, DOE/ERA Opinion & Order No. 207 (1987); *Great Lakes Gas Transmission Co.*, DOE/ERA Opinion & Order No. 157 (1987).

²² CIC Procedures at 65542.

²³ *Id.*

²⁴ *Id.*

PALNG Phase II, Vista Pacifico, and ECA respectfully request that DOE/FE give immediate effect to the amendment and find that the change in control does not render the underlying applications to be inconsistent with the public interest. As previously discussed, the transfer of a 20% interest in SIP to KKR Pinnacle will not result in any substantive changes in the terms and conditions of the initial authorizations, to the identities of the DOE/FE authorization holders, or to the operations of the subject LNG terminals. Accordingly, the Transaction and resulting changes in upstream ownership will have no effect on the grounds underlying the public interest analyses in these pending applications.

Pending FTA Application

For pending FTA export applications, applicants may amend their applications to reflect a change in control by submitting a notice of such amendment to DOE/FE.²⁵ DOE/FE will give immediate effect to such amendment and take no further action.²⁶ With respect to the FTA portion of its pending export application in FE Docket No. 18-145-LNG, ECA hereby submits notice of an amendment to the application to reflect its amended upstream ownership as a result of the Transaction described herein. ECA respectfully requests that DOE/FE give immediate effect to the amendment and take no further action.

Conclusion

For the foregoing reasons, the Authorization Holders respectfully request that DOE/FE give effect to the change in control described herein.

Please contact the undersigned with any questions regarding this submission.

Respectfully submitted,

/s/ Brett A. Snyder

Brett A. Snyder

Counsel to Cameron LNG, LLC, Ecogas Mexico S. de R.L. de C.V., Energía Costa Azul S. de R.L. de C.V., ECA Liquefaction, S. de R.L. de C.V., Port Arthur LNG, LLC, Port Arthur LNG Phase II, LLC, Vista Pacifico LNG S.A.P.I de C.V., Sempra Gas & Power Marketing, LLC, Sempra LNG International, LLC, Sempra LNG Marketing, LLC, and Termoelectrica de Mexicali, S. de R.L. de C.V.

BAS:lnr

cc: Jerrod L. Harrison

²⁵ *Id.*

²⁶ *Id.*

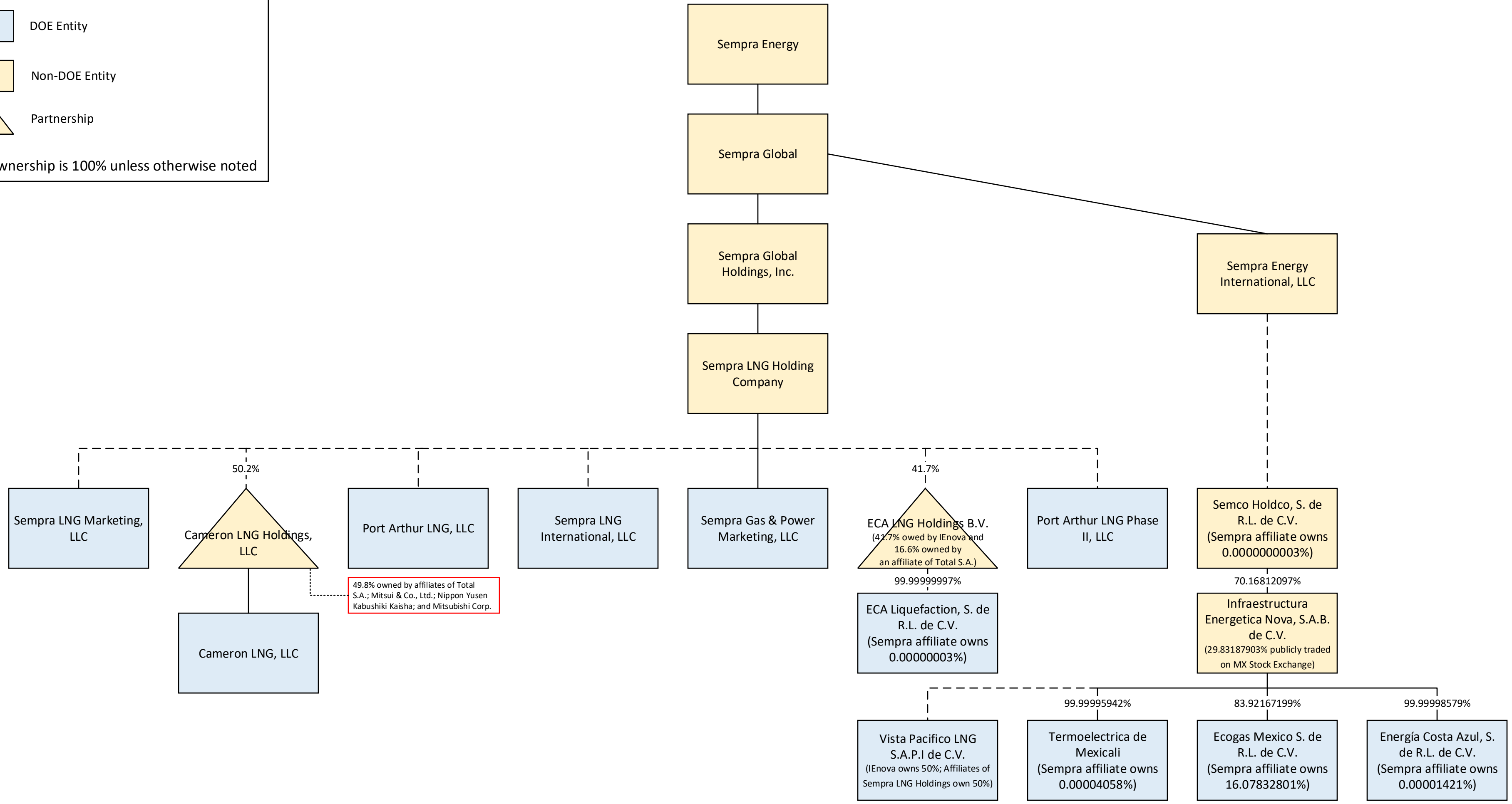
APPENDIX A

Simplified Pre-Closing Structure as of April 30, 2021

Legend

- Indirect Ownership
- Direct Ownership
- DOE Entity
- Non-DOE Entity
- Partnership

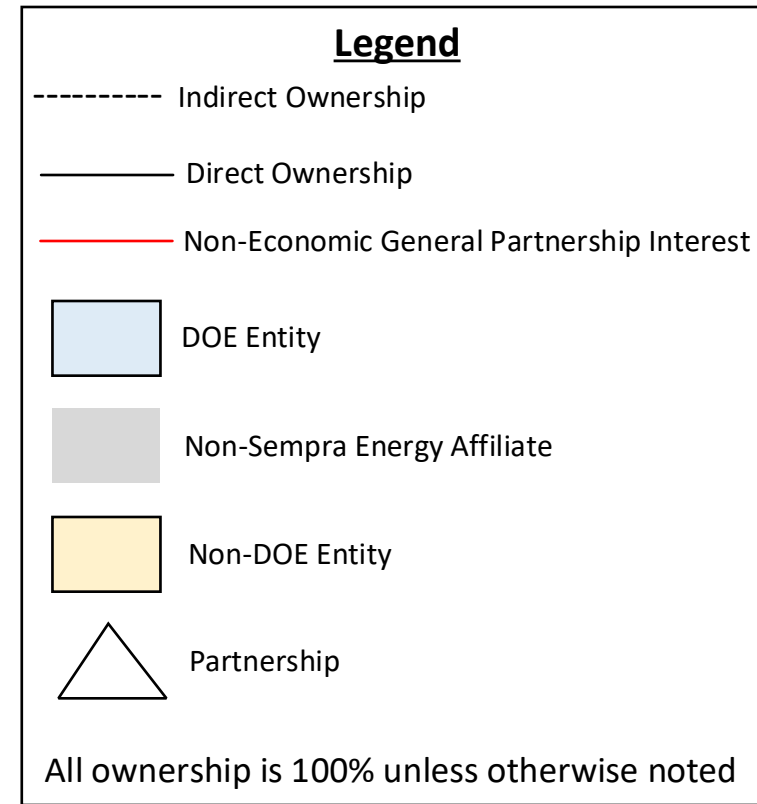
All ownership is 100% unless otherwise noted



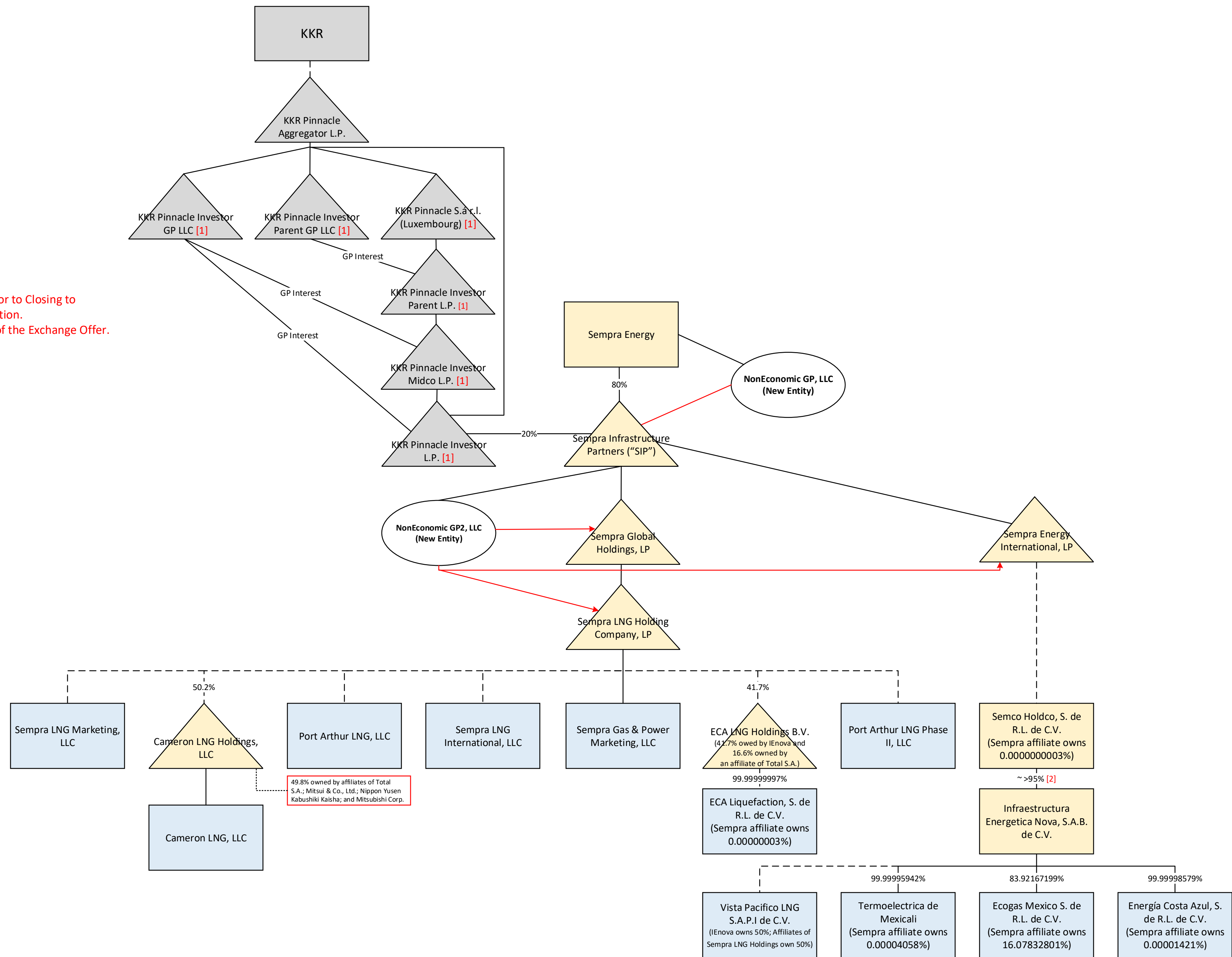
49.8% owned by affiliates of Total S.A.; Mitsui & Co., Ltd.; Nippon Yusen Kabushiki Kaisha; and Mitsubishi Corp.

APPENDIX B

Simplified Post-Closing Structure



[1] The KKR subsidiaries shown will be formed prior to Closing to complete the Transaction. See n. 2 of the Application.
 [2] Exact ownership amount subject to outcome of the Exchange Offer.



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 the following proceedings: FE Docket Nos. 20-23-LNG, 20-153-LNG, and 18-145-LNG.

Dated at Washington, DC this 30th day of April, 2021.

/s/ Lamiya Rahman _____

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