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August 16, 2024

Ms. Amy Sweeney  
Director, Office of Regulation, Analysis, and Engagement (FE-34)  
Office of Resource Sustainability  
Office of Fossil Energy and Carbon Management  
U.S. Department of Energy  
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via email [Fergas@hq.doe.gov](mailto:Fergas@hq.doe.gov)

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**Re: Driftwood LNG LLC  
FE Docket No. 16-144-LNG  
DOE/FE Order Nos. 3968, 3968-A, 4373 & 4373-A  
Statement of Change in Control**

Dear Ms. Sweeney:

Pursuant to the above-captioned orders<sup>1</sup> issued by the U.S. Department of Energy (“DOE”), Office of Fossil Energy and Carbon Management (“DOE/FECM”), and in accordance with DOE’s regulations<sup>2</sup> and DOE’s Procedures for Changes in Control Affecting Applications and Authorizations To Import or Export Natural Gas (“CIC Procedures”),<sup>3</sup> Driftwood LNG LLC (“Driftwood LNG”) hereby submits information regarding an anticipated change in Driftwood LNG’s upstream ownership (“Statement of Change in Control”).

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<sup>1</sup> *Driftwood LNG LLC*, Order granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas By Vessel From the Proposed Driftwood LNG Facility in Calcasieu Parish, Louisiana, to Free Trade Agreement Nations, DOE/FE Order No. 3968, FE Docket No. 16-144-LNG (Feb. 28, 2017) (“*Order No. 3968*”); *Driftwood LNG LLC*, Order Amending Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas By Vessel from the Proposed Driftwood LNG Facility in Calcasieu Parish Louisiana, to Free Trade Agreement Nations, DOE/FE Order No. 3968-A, FE Docket No. 16-144-LNG (Dec. 6, 2018) (“*Order No. 3968-A*” and together with Order No. 3968, “*FTA Authorization*”); Driftwood LNG LLC, Opinion and Order Granting Long-Term Authorization to Export Liquefied Natural Gas to Non-Free Trade Agreement Nations, DOE/FE Order No. 4373, FE Docket No. 16-144-LNG (May 2, 2019) (“*Order No. 4373*”); *Driftwood LNG LLC*, Order Extending Export Term for Authorization to Non-Free Trade Agreement Nations Through December 31, 2050, DOE/FE Order No. 4373-A, FE Docket No. 16-144-LNG (Dec. 10, 2020) (“*Order No. 4373-A*”, and together with Order No. 4373, “*Non-FTA Authorization*”). The FTA Authorization and Non-FTA Authorization are referred to collectively herein as the “*Export Authorizations*”.

<sup>2</sup> 10 C.F.R. Part 590 (2023).

<sup>3</sup> See U.S. Dep’t of Energy, Procedures for Changes in Control Affecting Applications and Authorizations To Import or Export Natural Gas, 79 Fed. Reg. 65,541 (Nov. 5, 2014).



### **Contact Information**

All communications and correspondence concerning this Statement of Change in Control, including all service of pleadings and notice, should be directed to the following persons<sup>4</sup>:

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### **Background**

Driftwood LNG is the developer of a proposed liquefied natural gas (“LNG”) terminal near the city of Carlyss in Calcasieu Parish, Louisiana (the “Driftwood LNG Terminal”). The Driftwood LNG Terminal has been under construction since April 2022.<sup>5</sup>

On February 28, 2017, DOE/FECM issued Order No. 3968 in FE Docket No. 16-144-LNG, granting Driftwood LNG authorization to export 1,496.5 billion cubic feet per year (“Bcf/y”) of LNG from the Driftwood LNG Terminal to free trade agreement (“FTA”) nations.<sup>6</sup> On December 6, 2018, DOE/FECM issued Order No. 3968-A, amending Order No. 3968, to align the authorized

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<sup>4</sup> Driftwood LNG requests waiver of Section 590.202(a) of DOE’s regulations, to the extent necessary to include outside counsel on the official service list in this proceeding. 10 C.F.R. § 590.202(a).

<sup>5</sup> See, e.g., *Driftwood LNG LLC & Driftwood Pipeline LLC*, 186 FERC ¶ 61,112, at P 8 (2024).

<sup>6</sup> *Order No. 3968*.



export volume with the optimized production capacity of the Driftwood LNG Terminal of 1,415.3 Bcf/y.<sup>7</sup>

On May 2, 2019, DOE/FECM issued Order No. 4373 in FE Docket No. 16-144-LNG, authorizing Driftwood LNG to export 1,415.3 Bcf/y of LNG from the Driftwood LNG Terminal to Non-FTA nations.<sup>8</sup> In issuing Order No. 4373, DOE/FECM concluded that the exports proposed by Driftwood LNG would not be inconsistent with the public interest, as required by Section 3(a) of the Natural Gas Act (“NGA”).<sup>9</sup> On December 10, 2020, DOE/FECM extended the term of the authorization in Order No. 4373 to December 31, 2050.<sup>10</sup>

### **Description of the Proposed Transaction**

Currently, Driftwood LNG is an indirect, wholly-owned subsidiary of Tellurian Inc. (“Tellurian”) (NYSEAMERICAN: TELL), a Delaware corporation, with a principal place of business at 1201 Louisiana Street, Suite 3100, Houston, Texas 77002.<sup>11</sup> On July 21, 2024, Tellurian announced that it has entered into a definitive agreement with subsidiaries of Woodside Energy Group Ltd (“Woodside”), an Australian Company (ASX: WDS), pursuant to which a Woodside subsidiary will acquire all the outstanding shares of Tellurian (“Proposed Transaction”).

Upon satisfaction of certain conditions precedent and completion of the Proposed Transaction, Tellurian will be a direct wholly-owned subsidiary of Woodside Energy Holdings (NA) LLC, a Delaware limited liability company with its principal place of business at 1500 Post Oak Boulevard, Houston, Texas 77056, and an indirect wholly-owned subsidiary of Woodside. Exhibit A illustrates the current ownership structure of Driftwood LNG, as well as the ownership structure following the closing of the Proposed Transaction.

After the Proposed Transaction is consummated, Driftwood LNG will continue to be the sole holder of the Export Authorizations. Moreover, the Proposed Transaction will have no substantive impact on the terms and conditions of the Export Authorizations. Driftwood LNG will continue to be responsible for operations and maintenance at the Terminal, contracting for such services with an affiliate of Woodside.

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<sup>7</sup> *Order No. 3968-A.*

<sup>8</sup> *Order No. 4373.*

<sup>9</sup> *Id.* at 57.

<sup>10</sup> *Order No. 4373-A.*

<sup>11</sup> *See also Driftwood LNG LLC, Statement and Notice of Change in Control, FE Docket No. 16-144-LNG (July 17, 2017).*



### Change in Control Procedures

Driftwood LNG's Export Authorizations require it to comply with DOE's CIC Procedures to obtain approval for changes in control.<sup>12</sup> DOE/FECM construes a "change in 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. A rebuttable presumption that control exists will arise from the ownership or the power to vote, directly or indirectly, 10% or more of the voting securities of such entity.<sup>13</sup>

The procedures for notifying DOE/FECM of a change in control are set forth in the CIC Procedures, which provide that authorization holders must file notice of changes in control no later than thirty (30) days after such changes have been effectuated, "but may file notice of changes in control before such changes have been effectuated..."<sup>14</sup> Driftwood LNG has elected to submit this statement now to promote certainty in advance of the closing of the Proposed Transaction.<sup>15</sup> The Proposed Transaction is anticipated to close in the fourth quarter of 2024. Accordingly, Driftwood LNG respectfully requests that DOE/FECM promptly publish a notice in the *Federal Register* under the CIC Procedures, and issue a response by no later than October 31, 2024 indicating that the Statement of Change in Control is effective upon close of the Proposed Transaction. Driftwood LNG will promptly notify DOE/FECM after the Proposed Transaction closes.

### ***FTA Authorization***

With respect to Driftwood LNG's FTA Authorization, the CIC Procedures provide that, upon receipt of a statement of change in control, "DOE will give immediate effect to the change in control and take no further action."<sup>16</sup> Driftwood LNG respectfully requests that DOE/FECM

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<sup>12</sup> See *Order No. 3968*, at Ordering Para. (K), *Order No. 4373*, at Ordering Para. (N).

<sup>13</sup> *Order No. 4373*, at 64 (citing *CIC Procedures*, at 65,542).

<sup>14</sup> *CIC Procedures*, at 65,542.

<sup>15</sup> DOE/FECM has approved similar requests for a change in control prior to the close of an anticipated transaction. See, e.g., *Corpus Christi Liquefaction Stage III, LLC*, Response to the Notice of Corporate Reorganization and Request for Transfer, FE Docket No. 18-78-LNG (May 10, 2022); see also *Cameron LNG, LLC*, Response to Proposed Change in Control for Free Trade Agreement Authorizations, FE Docket Nos. 11-145-LNG, *et al.* (Apr. 20, 2018) & *Cameron LNG, LLC*, Response to Proposed Change in Control for Non-Free Trade Agreements, FE Docket Nos. 11-145-LNG, *et al.* (May 29, 2018).

<sup>16</sup> *CIC Procedures*, at 65,542.



give immediate effect to the change in control described herein upon the closing of the Proposed Transaction, in accordance with the CIC Procedures.

### ***Non-FTA Authorization***

With respect to Driftwood LNG's Non-FTA Authorization, the CIC Procedures provide that upon receipt of a statement of change in control, DOE/FECM will publish a notice of the change in the *Federal Register* and provide interested persons fifteen (15) days from the date of publication to move to intervene, protest, and answer the statement of change in control.<sup>17</sup> If no interested person protests the change in control, and DOE/FECM takes no action on its own motion, the amendment will be deemed granted thirty (30) days after publication in the *Federal Register*.<sup>18</sup> However, if one or more protests are submitted, DOE/FECM will review any motions to intervene, protests, and answers, and will issue a determination as to whether the proposed change in control has been demonstrated to render the underlying authorization inconsistent with the public interest.<sup>19</sup>

DOE/FECM reviews requests for transfers of control for Non-FTA authorizations under Section 3 of the NGA.<sup>20</sup> However, where a transfer or assignment will not result in substantive changes in the terms and conditions of the initial authorization, DOE/FECM has generally relied on its previous determination that the export is consistent with the public interest when evaluating the transfer or assignment.<sup>21</sup> For example, DOE/FECM has approved transfers of control that involve no changes to the project's scope, total gas volumes, security of gas supply, other transactional terms, or proven need for the supply.<sup>22</sup>

There is no basis in this filing, or elsewhere, that would give DOE/FECM cause to alter its determination that the exports permitted pursuant to the Non-FTA Authorization are not inconsistent with the public interest. The Proposed Transaction will have no effect on the scope of the Driftwood LNG Terminal, the amount of gas exported, or the proven need for the supply. Driftwood LNG will continue to hold the Export Authorizations and will remain the point of contact with DOE/FECM with respect to reporting and administration under the Export

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<sup>17</sup> *CIC Procedures*, at 65,542.

<sup>18</sup> *Id.*

<sup>19</sup> *Id.*

<sup>20</sup> 15 U.S.C. § 717b (2018); *see also Nw. Pipeline Corp., et al.*, Order Transferring Authority to Import Natural Gas From Canada and Granting Interventions, DOE/FE Opinion and Order No. 664, FE Docket No. 92-18-NG, at 3-4 (Sept. 9, 1992).

<sup>21</sup> *See, e.g., Cameron LNG, LLC*, Order Approving Change in Control of Export Authorizations, DOE/FE Order No. 3452, FE Docket No. 14-001-CIC, *et al.*, at 7 (June 27, 2014); *Cameron LNG, LLC, et al.*, Order Approving Change in Control, DOE/FECM Order No. 4815, Docket Nos. 11-145-LNG, *et al.*, at 7-9 (May 3, 2022).

<sup>22</sup> *See, e.g., Brooklyn Union Gas Company, et al.*, Order Granting Transfer of Long-Term Import Authorization and Granting Intervention, DOE/FE Opinion and Order No. 561, DOE/ERA Docket Nos. 86-48-NG, *et al.*, at 2-3, 7 (Dec. 19, 1991).



Authorizations. Further, Driftwood LNG will remain and continue to be responsible for operations and maintenance at the Terminal, contracting for such services with an affiliate of Woodside.

Based on the foregoing, Driftwood LNG submits that the Proposed Transaction and resulting changes in upstream ownership will have no effect on the grounds underlying the public interest determination previously made by DOE/FECM in issuing the Non-FTA Authorization.

**Conclusion**

In accordance with the CIC Procedures, as demonstrated in this Statement of Change in Control, Driftwood LNG respectfully requests that DOE/FECM give effect to the change in control described herein upon the close of the Proposed Transaction, and issue its confirmation of such change in control by no later than October 31, 2024. Driftwood LNG will promptly notify DOE/FECM after the Proposed Transaction has closed.

Should you have any questions, please contact the undersigned at (212) 506-3710.

Respectfully submitted,

/s/ Lisa M. Tonery

Lisa M. Tonery

Mariah T. Johnston

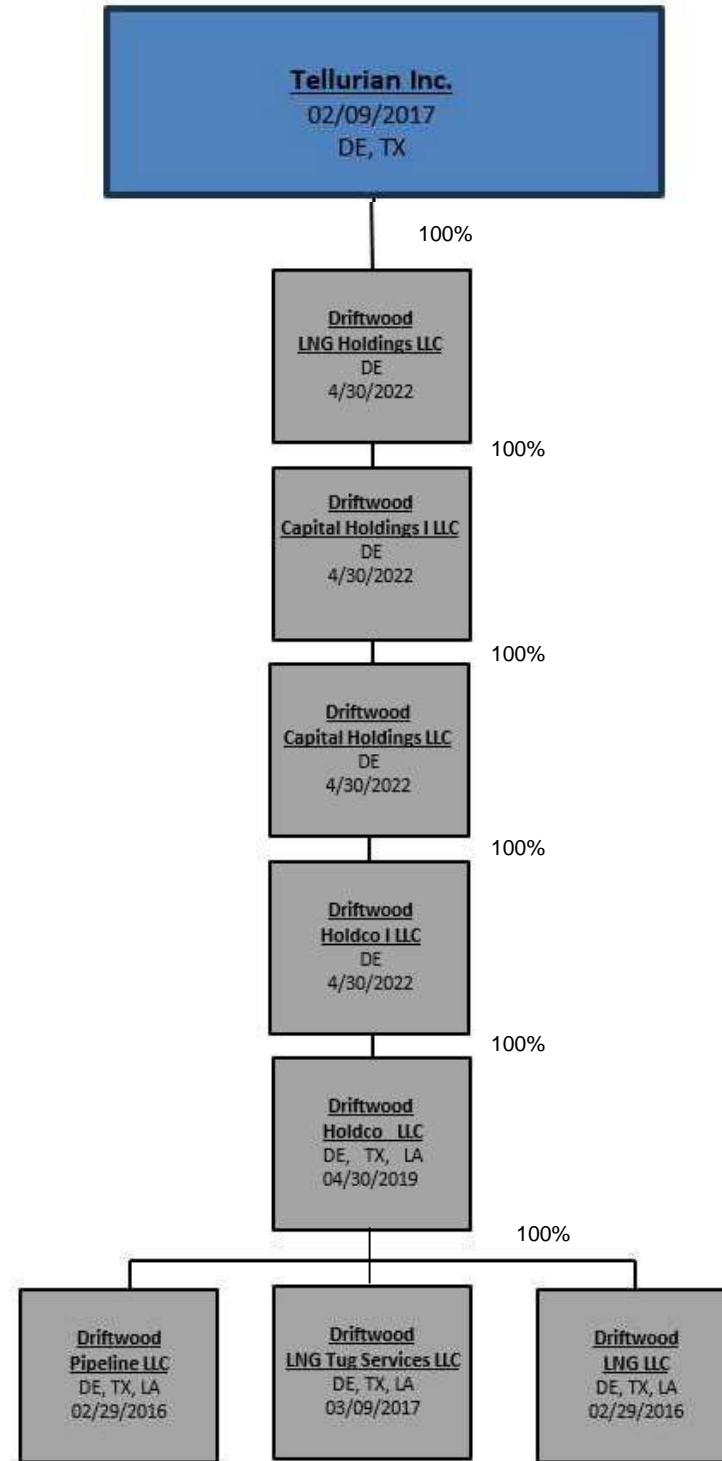
Jacob I. Cunningham

*Attorneys for Driftwood LNG LLC*

## **Exhibit A**

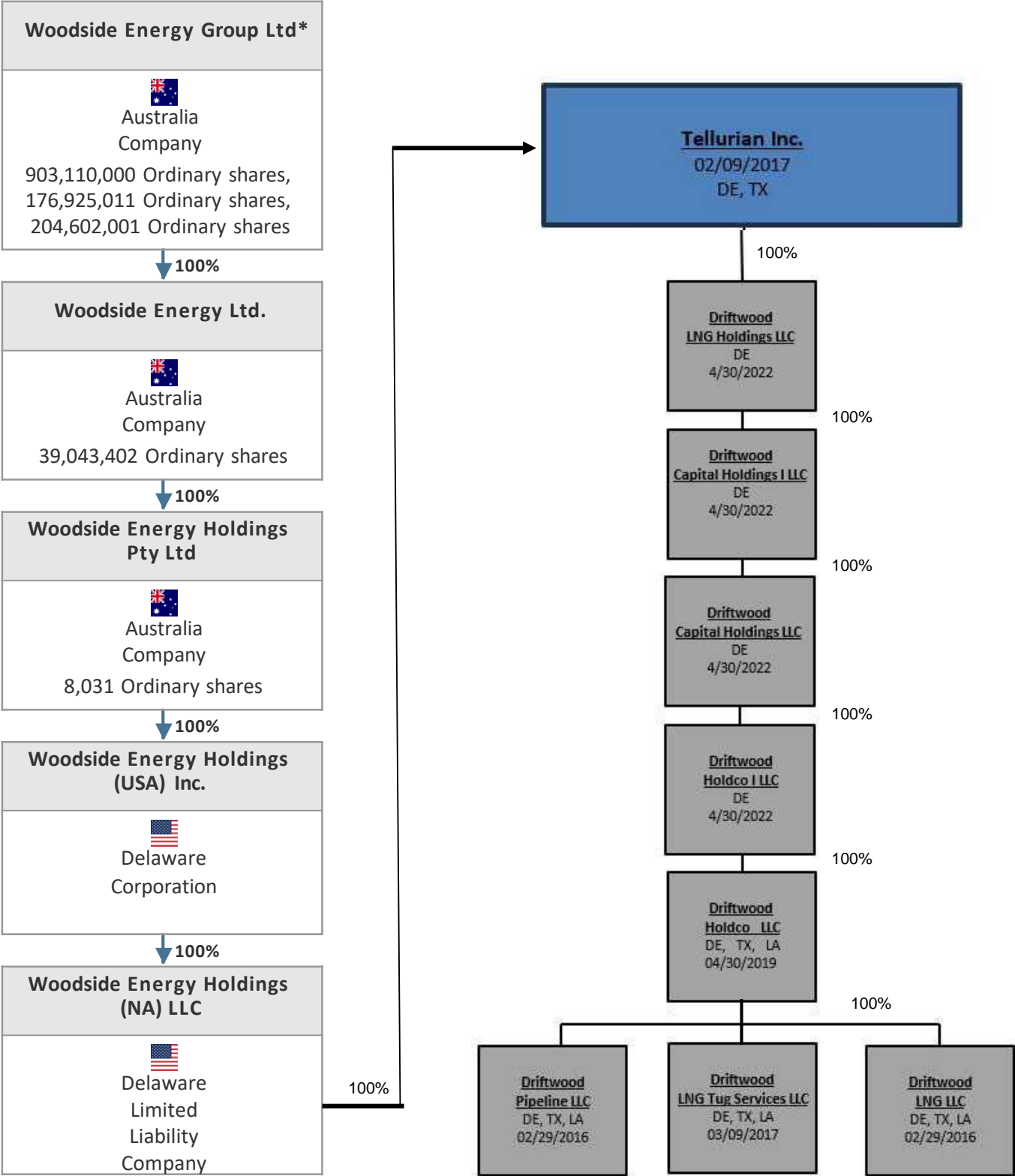
# Exhibit A

## Driftwood LNG – Existing Ownership





# Driftwood LNG – Ownership Post Closing of Proposed Transaction



\*No person or entity holds 10% or more of Woodside’s shares

**VERIFICATION**

State of Texas

County of Harris

BEFORE ME, the undersigned authority, on this day personally appeared Daniel Belhumeur, who, having been by me first duly sworn, on oath says that he is the President for Tellurian Inc. and is duly authorized to make this Verification; that he has read the foregoing instrument and that the facts therein stated are true and correct to the best of his knowledge, information and belief.



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Daniel Belhumeur  
President, Tellurian Inc.

SWORN TO AND SUBSCRIBED before me on the 16<sup>th</sup> day of August, 2024.



Name: Juan Ortiz Jr.

Title: Notary Public

My Commission expires: February 19, 2025

**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 this proceeding.

Dated at New York, N.Y. this 16<sup>th</sup> day of August, 2024.

/s/ Dionne McCallum-George  
Dionne McCallum-George  
*Executive Assistant on behalf of*  
*Driftwood LNG LLC*