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May 1, 2025

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  
1000 Independence Avenue, SW  
Washington, D.C. 20585  
via email [Fergus@hq.doe.gov](mailto:Fergus@hq.doe.gov)

**Orrick, Herrington & Sutcliffe LLP**

51 West 52nd Street  
New York, NY 10019-6142

+1 212 506 5000

[orrick.com](http://orrick.com)

**Lisa Tonery**

E [ltoney@orrick.com](mailto:ltoney@orrick.com)  
D +1 212 506 3710  
F +1 212 506 5151

**Re: Louisiana LNG Infrastructure LLC  
FE Docket No. 16-144-LNG  
DOE/FE Order Nos. 3968, 3968-A, 3968-B, 4373, 4373-A & 4373-B  
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> Louisiana LNG

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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*”); *Louisiana LNG Infrastructure LLC*, Order Granting Request to Amend Authorizations to Export Liquefied Natural Gas to Reflect Corporate Name Change, DOE/FECM Order Nos. 3968-B & 4373-B, Docket No. 16-144-LNG (Feb. 26, 2025) (changing the name of the authorization holder of the FTA Authorization and the Non-FTA Authorization). The FTA Authorization and Non-FTA Authorization are referred to collectively herein as the “*Export Authorizations*”. In light of the authorization holder’s corporate name change from Driftwood LNG LLC to Louisiana LNG Infrastructure LLC, and DOE/FECM’s approval of such, this filing references the Export Authorizations (individually and collectively) as having been issued in the name of Louisiana LNG Infrastructure LLC.

<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).



Infrastructure LLC (“Louisiana LNG”) hereby submits information regarding an anticipated change in Louisiana LNG’s upstream ownership (“Statement of Change in Control”). Louisiana LNG respectfully requests that DOE/FECM act on this filing by June 4, 2025.

### **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>

Nathan Colangelo  
General Counsel International  
Woodside Energy Ltd.  
1500 Post Oak Boulevard  
Houston, TX 77056  
Telephone: (713) 961-8500  
Email: [nathan.colangelo@woodside.com](mailto:nathan.colangelo@woodside.com)

Lisa M. Tonery  
Jacob I. Cunningham  
Orrick, Herrington & Sutcliffe LLP  
51 West 52<sup>nd</sup> Street  
New York, N.Y. 10019-6142  
Telephone: (212) 506-3710  
Facsimile: (212) 506-5151  
Email: [ltinery@orrick.com](mailto:ltinery@orrick.com)  
Email: [jacob.cunningham@orrick.com](mailto:jacob.cunningham@orrick.com)

*Attorneys for Louisiana LNG Infrastructure LLC*

Ross Wildy  
VP Commercial  
Woodside Energy Holdings (NA) LLC  
1500 Post Oak Boulevard  
Houston, TX 77056  
Telephone: (713) 961 8500  
Email: [ross.wildy@woodside.com](mailto:ross.wildy@woodside.com)

Joseph H. Fagan  
Day Pitney LLP  
555 11th Street NW  
Washington, DC 20004-1300  
Telephone: 202.218.3901  
Email: [jfagan@daypitney.com](mailto:jfagan@daypitney.com)

*Attorney for Stonepeak Wallaby I Acquiror LP*

### **Background**

Louisiana LNG is the developer of a proposed liquefied natural gas (“LNG”) terminal near the city of Carlyss in Calcasieu Parish, Louisiana comprised of the following major components: five liquefaction plants, three LNG storage tanks, marine facilities, and associated infrastructure

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<sup>4</sup> Louisiana 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).



and support facilities (the “Woodside Louisiana LNG Project”).<sup>5</sup> The Woodside Louisiana LNG Project is currently under construction.<sup>6</sup>

On February 28, 2017, DOE/FECM issued Order No. 3968 in FE Docket No. 16-144-LNG, granting Louisiana LNG authorization to export 1,496.5 billion cubic feet per year (“Bcf/y”) of LNG from the Woodside Louisiana LNG Project to free trade agreement (“FTA”) nations.<sup>7</sup> On December 6, 2018, DOE/FECM issued Order No. 3968-A, amending Order No. 3968, to align the authorized export volume with the optimized production capacity of the Woodside Louisiana LNG Project of 1,415.3 Bcf/y.<sup>8</sup>

On May 2, 2019, DOE/FECM issued Order No. 4373 in FE Docket No. 16-144-LNG, authorizing Louisiana LNG to export 1,415.3 Bcf/y of LNG from the Woodside Louisiana LNG Project to Non-FTA nations.<sup>9</sup> In issuing Order No. 4373, DOE/FECM concluded that the exports proposed by Louisiana LNG would not be inconsistent with the public interest, as required by Section 3(a) of the Natural Gas Act (“NGA”).<sup>10</sup> On December 10, 2020, DOE/FECM extended the term of the authorization in Order No. 4373 to December 31, 2050.<sup>11</sup>

On September 26, 2024, DOE/FECM issued an *Order Approving Change in Control* in advance of a proposed change in upstream ownership, by which a subsidiary of Woodside Energy Group Ltd (“Woodside”), an Australian Company (ASX: WDS), would acquire all outstanding shares of Louisiana LNG’s former parent company.<sup>12</sup> Notification of close of the transaction, which occurred on October 8, 2024, was subsequently filed with DOE/FECM.<sup>13</sup>

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

Louisiana LNG is currently an indirect, 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. Earlier this year Woodside entered into a binding agreement with Stonepeak Wallaby I Acquiror LP (“Stonepeak”), a Delaware limited partnership and which is majority-owned and

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<sup>5</sup> See *Driftwood LNG LLC & Driftwood Pipeline LLC*, 167 FERC ¶ 61,054 (2019).

<sup>6</sup> See, e.g., *Louisiana LNG Infrastructure LLC*, Semi-Annual Report (October 1, 2024 through March 31, 2025), FE Docket No. 16-144-LNG (Apr. 1, 2025).

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

<sup>8</sup> *Order No. 3968-A*.

<sup>9</sup> *Order No. 4373*.

<sup>10</sup> *Id.* at 57.

<sup>11</sup> *Order No. 4373-A*.

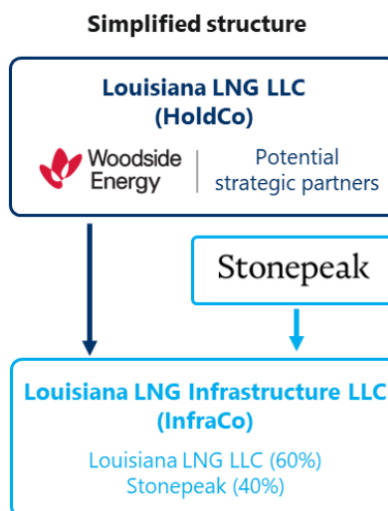
<sup>12</sup> *Driftwood LNG LLC*, *Order Approving Change in Control*, DOE/FECM Order No. 5173, Docket No. 16-144-LNG (Sept. 26, 2024) (“*Order No. 5173*”).

<sup>13</sup> *Driftwood LNG LLC*, *Notification of Close*, Docket No. 16-144-LNG (Oct. 21, 2024).



controlled by investment vehicles managed by affiliates of Stonepeak Partners LP, a leading global investment firm specializing in infrastructure and real assets, for the sale of a 40% equity interest in Louisiana LNG (the “Proposed Transaction”).<sup>14</sup> Under the Proposed Transaction, which is anticipated to close during the second quarter of 2025, Stonepeak will provide an approximately \$5.7 billion equity contribution towards the expected capital expenditure for the development of the first three liquefaction plants (and associated common facilities) of the Woodside Louisiana LNG Project.

After the Proposed Transaction is consummated, Louisiana LNG will continue to be the sole holder of the Export Authorizations; only the upstream ownership of Louisiana LNG will change. Moreover, the Proposed Transaction will have no substantive impact on the terms and conditions of the Export Authorizations. Louisiana LNG will continue to be responsible for operations and maintenance at the terminal, contracting for such services with an affiliate of Woodside. The below diagram illustrates the ownership structure following the closing of the Proposed Transaction.



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<sup>14</sup> Press Release, *Woodside Announces Louisiana LNG Partnership with Stonepeak*, WOODSIDE ENERGY (Apr. 7, 2025), [https://www.woodside.com/docs/default-source/asx-announcements/2025/woodside-announces-louisiana-lng-partnership-with-stonepeak.pdf?sfvrsn=de60045e\\_2](https://www.woodside.com/docs/default-source/asx-announcements/2025/woodside-announces-louisiana-lng-partnership-with-stonepeak.pdf?sfvrsn=de60045e_2). Louisiana LNG also notes that Woodside recently announced it has made a final investment decision for the construction of the first three liquefaction plants at the Woodside Louisiana LNG Project. See Press Release, *Woodside Approves Louisiana LNG Development*, WOODSIDE ENERGY (Apr. 29, 2025), [https://www.woodside.com/docs/default-source/asx-announcements/2025/028-woodside-approves-louisiana-lng-development.pdf?sfvrsn=461ba43c\\_3](https://www.woodside.com/docs/default-source/asx-announcements/2025/028-woodside-approves-louisiana-lng-development.pdf?sfvrsn=461ba43c_3).



### **Change in Control Procedures**

Louisiana LNG's Export Authorizations require it to comply with DOE's CIC Procedures to obtain approval for changes in control.<sup>15</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>16</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>17</sup> Louisiana LNG has elected to submit this statement now to promote certainty in advance of the closing of the Proposed Transaction.<sup>18</sup> As noted above, the Proposed Transaction is anticipated to close during the second quarter of 2025. Accordingly, Louisiana 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 June 4, 2025 indicating that the Statement of Change in Control is effective upon close of the Proposed Transaction. Louisiana LNG will promptly notify DOE/FECM after the Proposed Transaction closes.

### ***FTA Authorization***

With respect to Louisiana 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>19</sup> Louisiana LNG respectfully requests that DOE/FECM

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<sup>15</sup> See *Order No. 3968*, at Ordering Para. (K), *Order No. 4373*, at Ordering Para. (N).

<sup>16</sup> *Order No. 4373*, at 64 (citing *CIC Procedures*, at 65,542).

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

<sup>18</sup> DOE/FECM has previously granted similar requests for a change in control approval prior to the close of an anticipated transaction, including for Louisiana LNG. See, e.g., *Order No. 5173*; see also *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>19</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 Louisiana 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>20</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>21</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>22</sup>

DOE/FECM reviews requests for transfers of control for Non-FTA authorizations under Section 3 of the NGA.<sup>23</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>24</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>25</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 Woodside Louisiana LNG Project, the amount of gas exported, or the proven need for the supply. Louisiana 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>20</sup> *CIC Procedures*, at 65,542.

<sup>21</sup> *Id.*

<sup>22</sup> *Id.*

<sup>23</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>24</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>25</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, Louisiana 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, Louisiana 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, Louisiana 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 June 4, 2025. Louisiana 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

Jacob I. Cunningham

*Attorneys for*

*Louisiana LNG Infrastructure LLC*



**VERIFICATION**

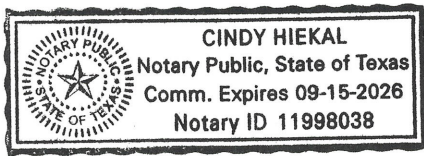
State of Texas

County of Harris

BEFORE ME, the undersigned authority, on this day personally appeared Vanessa Martin, who, having been by me first duly sworn, on oath says that she is the Vice-President for Louisiana LNG Infrastructure LLC and is duly authorized to make this Verification; that she has read the foregoing filing and that the facts therein stated are true and correct to the best of her knowledge, information and belief.

\_\_\_\_\_  
Vanessa Martin  
Vice President  
Louisiana LNG Infrastructure LLC

SWORN TO AND SUBSCRIBED before me on the 30 day of April, 2025.



Name: Cindy Hiekal

Title: Notary Public

9/15/2026

My Commission expires:



**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 1<sup>st</sup> day of May, 2025.

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