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Mr. John A. Anderson
Office of Fossil Energy
U.S. Department of Energy
Docket Room 3F-056, FE-50
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Subject: Pieridae Energy (USA) Ltd., FE Docket No. 14-179-LNG,
FE Docket No. 15-___-CIC,
Notice of Change in Control and Amendment to Application

Dear Mr. Anderson;

On October 24, 2014 Pieridae Energy (USA) Ltd. (“Pieridae US”) filed an application (the “Application”) with the Department of Energy Office of Fossil Fuel (“DOE/FE”) for long-term, multi-contract authorization to export up to 292 billion cubic feet of natural gas per year from the United States of America to Canada for consumption and through Canada to free trade agreement nations (the “FTA countries”) and non-free trade agreement nations (the “Non-FTA countries”) after conversion into liquid natural gas (“LNG”). Pieridae US has requested that this authorization run for a 20-year term commencing on the earlier of (i) the date of first export and (ii) seven (7) years from the date of issuance of the authorization requested in the Application. The Application was supplemented on May 8, 2015 and was further supplemented on August 10, 2015.

On May 22, 2015, the DOE/FE granted Pieridae US authorization to export LNG to FTA countries in DOE/FE Order No. 3639. The application by Pieridae US to export LNG to Non-FTA countries is currently pending in FE Docket No. 14-179-LNG.

Pursuant to the DOE/FE’s Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas (“CIC Procedures”), 79 Fed. Reg. 65,541 (November 5, 2014), Pieridae US hereby notifies the DOE/FE of a change in control of an upstream entity indirectly holding a 10% or greater interest in Pieridae US. Pursuant to the CIC Procedures, such notice also constitutes an amendment to Pieridae US’s pending application for authorization to export natural gas to Canada for conversion into LNG for further export to Non-FTA countries.

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As previously represented to the DOE/FE, at all relevant times, Pieridae US has been and remains wholly-owned by Pieridae Energy Limited (“Pieridae”). Further, during the relevant period, CEX Atlantic Holdings Ltd. (“CEX Atlantic”) owned and continues to own 1,669,411 shares of Pieridae, representing approximately 10.77% of all of the shares of Pieridae then issued and outstanding. As such, CEX Atlantic’s voting control of Pieridae triggers the DOE/FE’s 10% threshold for creating a presumption of control of Pieridae by CEX Atlantic. Consequently, CEX Atlantic’s recent change in upstream control now needs to be reported. In particular, CEX Atlantic is controlled, directly or indirectly, by Kicking Horse Energy Inc. On December 1, 2015, ORLEN Upstream Canada Ltd. acquired all of the issued and outstanding shares of Kicking Horse Energy Inc. and, thereby, acquired indirect ownership of the 1,669,411 shares of Pieridae.

ORLEN Upstream Canada Ltd. is a Canadian corporation, which is wholly-owned by PKN ORLEN S.A., a corporation whose shares are listed on the Warsaw Stock Exchange.

Please contact the undersigned if you have any questions or require any clarification.

Respectfully submitted,

/s/ Erik J.A. Swenson
Erik J.A. Swenson
Attorney for Pieridae Energy (USA) Ltd.

EJS/sr

UNITED STATES OF AMERICA DEPARTMENT OF ENERGY
OFFICE OF FOSSIL ENERGY
VERIFICATION

Alfred Sorensen, first being sworn, states that he is President of Pieridae Energy (USA) Ltd. and that he is duly authorized to execute this Verification; that he has read the foregoing filing and is familiar with the contents thereof; and that all of the statements of fact therein contained are true and correct to the best of his knowledge and belief.



Alfred Sorensen
on behalf of
Pieridae Energy (USA) Ltd.

PROVINCE OF ALBERTA

Subscribed and sworn to before me on this 17 day of December 2015, Alfred Sorensen proved to me on the basis of satisfactory evidence to be the person who appeared before me.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and affixed my seal of Office at the City of Calgary, in the Province of Alberta, Canada this 17 day of December 2015.



Name: Katie M. Stevens

A Notary Public in and for the Province of Alberta. My Commission is held at the pleasure of the Lieutenant Governor in Council for the Province of Alberta, Canada

Katie M. Stevens
Barrister & Solicitor



CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document upon each person designated on the official service list for this proceeding.

Dated at New York, NY this 18th day of December, 2015.

/s/ Dionne McCallum-George

Dionne McCallum-George

Secretary on behalf of Pieridae Energy (USA) Ltd.