

August 21, 2015

David L. Wochner
david.wochner@klgates.com

T 202.778.9014

By Email

John A. Anderson
Director of the Office of Oil and Gas Global Security and Supply
Office of Fossil Energy
U.S. Department of Energy
1000 Independence Ave., S.W.
FE-34, Room 3E-052
Washington, DC 20585

**Re: Submission of Natural Gas Exporter Registration
Magnolia LNG LLC, DOE/FE Docket No. 12-183-LNG
Magnolia LNG LLC, DOE/FE Docket No. 13-131-LNG**

Dear Mr. Anderson,

Magnolia LNG LLC (Magnolia) hereby submits the enclosed registration forms for the long-term export of natural gas as liquefied natural gas (LNG) pursuant to DOE/FE Orders No. 3245 and 3406 (collectively the DOE/FE Orders). On July 22, 2015, Magnolia executed a Liquefaction Tolling Agreement (LTA) with the registrant, Meridian LNG Holdings Corporation (Meridian), under which Magnolia will export LNG as agent for Meridian. Magnolia will forward a complete non-redacted copy of the long-term contract to your office under separate cover to be filed under seal.

Background

Magnolia LNG LLC is a limited liability company organized under the laws of Delaware, and a wholly owned indirect subsidiary of LNG Limited. LNG Limited is a publicly listed Australian company with the objective of identifying and developing LNG projects in Australia and other countries, including, without limitation, the United States of America.

DOE/FE Docket No. 12-183-LNG

On December 18, 2012, Magnolia requested authorization from the U.S. Department of Energy Office of Fossil Energy (DOE/FE) to export approximately 0.54 billion cubic feet per day (Bcf/d) of natural gas as LNG to any nation that has, or develops in the future, capacity to import LNG via ocean-going carrier and with which the United States has, or in the future will have, a Free Trade Agreement (FTA) requiring national treatment for trade in natural gas. Magnolia requested authorization to export

LNG on its own behalf and as an agent for others. DOE/FE granted Magnolia's application on February 26, 2013.¹

DOE/FE Docket No. 13-131-LNG

On October 15, 2013, Magnolia requested authorization from DOE/FE to export an additional 0.54 Bcf/d of natural gas as LNG to any nation that has, or develops in the future, capacity to import LNG via ocean-going carrier and with which the United States has, or in the future will have, an FTA requiring national treatment for trade in natural gas. Magnolia requested authorization to export LNG on its own behalf and as an agent for others. DOE/FE granted Magnolia's application on March 5, 2014.²

Registration of Meridian as LNG Exporter

The DOE/FE Orders permit Magnolia to export LNG as agent for one or more other entities after registering the other entity with DOE.³ The instant submittal satisfies this requirement. Per the terms of the LTA and the registration forms, Meridian agrees to comply with all terms and conditions of the DOE/FE Orders and DOE's regulations under 10 C.F.R. Part 590, including but not limited to destination restrictions. The registration forms also contain the information regarding the Meridian and the point of contact information that the DOE/FE Orders require.

For clarity, Magnolia is submitting one registration form for any LNG export activities performed by Meridian under DOE/FE Order No. 3245 and a separate registration form for any LNG export activities performed by Meridian under DOE/FE Order No. 3406. With the enclosed registration forms, Magnolia satisfies its obligations under Ordering Paragraphs F of the DOE/FE Orders.

Thank you very much for your attention to this matter. If you have any questions, please do not hesitate to contact me at 202.778.9014 or via e-mail at david.wochner@klgates.com.

Best regards,



David L. Wochner
Counsel for Magnolia LNG, LLC

Enclosures

¹ Order Granting Long-Term Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Proposed Magnolia LNG Terminal in Lake Charles, Louisiana, to Free Trade Agreement Nations, DOE/FE Order 3245 (Feb. 26, 2013).

² Order Granting Long-Term Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Proposed Magnolia LNG Terminal in Lake Charles, Louisiana, to Free Trade Agreement Nations, DOE/FE Order 3406 (Mar. 5, 2014).

³ DOE/FE Order No. 3245, Ordering Paragraph F at 11; DOE/FE Order No. 3406, Ordering Paragraph F at 12.

**FORM OF DOE
REGISTRATION**

All fields required in accordance with DOE/FE Order 3245.

1	Exact legal name of the Registrant	Meridian LNG Holdings Corp.
2	State/location of incorporation/registration	State of Delaware Registration File Number: 4942841
3	Primary place of doing business	51 John F. Kennedy Parkway, Suite 309, Short Hills, New Jersey, 07078, USA
4	Registrant's ownership structure, including the ultimate parent entity if the Registrant is a subsidiary or affiliate of another entity	Meridian LNG Holdings Corp., is a subsidiary of West Face Long Term Opportunities Global Master L.P.
5	Name, title, mailing address, e-mail address, and telephone number of a corporate officer or employee of Registrant to whom inquiries may be directed	Jason M. Goldstein Chief Operating Officer 51 John F. Kennedy Parkway, Suite 309 Short Hills, New Jersey, 07078, USA jgoldstein@meridianlng.com

- 1.0 Registrant hereby acknowledges and agrees to supply Magnolia LNG LLC with all information necessary to permit Magnolia LNG LLC to register Registrant with DOE/FE in accordance with DOE/FE Order 3245.
- 2.0 Registrant hereby agrees to comply with all terms and conditions of DOE/FE Order 3245 and all applicable requirements of DOE/FE's regulations at 10 C.F.R. Part 590, including but not limited to destination restrictions.
- 3.0 Registrant hereby agrees to provide written notice to Magnolia LNG LLC of any change in company name, change in contact information, change in term of the long-term (as defined by DOE) contract, termination of a long-term (as defined by DOE) contract previously provided to Magnolia LNG LLC for submission to DOE/FE, or other relevant modification, within ten (10) days of any such change(s).
- 4.0 Registrant hereby agrees, on an ongoing basis through the term of its Liquefaction Tolling Agreement with Magnolia LNG LLC, to provide Magnolia LNG LLC a copy of any executed long-term (as defined by DOE) contract not previously provided to Magnolia LNG LLC that is (a) associated with the long-term export of LNG from the Magnolia LNG Terminal, until actual delivery at the point of destination; or (b) associated with the long-term supply of natural gas to the Magnolia LNG Terminal.
 - 4.1 Registrant further agrees to provide Magnolia LNG LLC with any such long-term contract by the earlier of (a) ten (10) Business Days, as defined in

Jason M. Goldstein
8/11/15

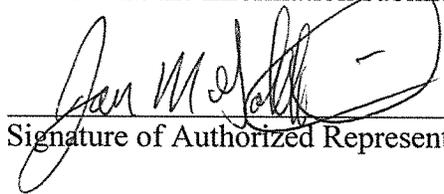
Registrant's Liquefaction Tolling Agreement with Magnolia LNG LLC, prior to the relevant submission deadline set forth in DOE/FE Order 3245; and (b) the date reasonably requested by Magnolia LNG LLC.

4.2 With respect to each such long-term contract provided under Paragraph 4.0, Registrant hereby agrees to provide Magnolia LNG LLC with contemporaneous notice indicating whether the contract, when filed with DOE/FE, should be submitted under seal. With respect to each such long-term contract for which Registrant's notice under this Paragraph 4.2 indicates that the contract should be filed under seal, Registrant hereby agrees to:

4.2.1 provide Magnolia LNG LLC with either (a) a redacted version of the long-term contract, or (b) major provisions of such contract; and

4.2.2 include a written statement in its notice under Paragraph 4.2 explaining why the redacted or non-disclosed information should be exempted from public disclosure.

I attest that the information submitted herewith is true and accurate.



Signature of Authorized Representative of Registrant

8/11/15
Date

**APPENDIX VIII
FORM OF DOE REGISTRATION**

All fields required in accordance with DOE/FE Order 3406.

1	Exact legal name of the Registrant	Meridian LNG Holdings Corp.
2	State/location of incorporation/registration	State of Delaware Registration File Number: 4942841
3	Primary place of doing business	51 John F. Kennedy Parkway, Suite 309, Short Hills, New Jersey, 07078, USA
4	Registrant's ownership structure, including the ultimate parent entity if the Registrant is a subsidiary or affiliate of another entity	Meridian LNG Holdings Corp., is a subsidiary of West Face Long Term Opportunities Global Master L.P.
5	Name, title, mailing address, e-mail address, and telephone number of a corporate officer or employee of Registrant to whom inquiries may be directed	Jason M. Goldstein Chief Operating Officer 51 John F. Kennedy Parkway, Suite 309 Short Hills, New Jersey, 07078, USA jgoldstein@meridianlng.com

- 1.0 Registrant hereby acknowledges and agrees to supply Magnolia LNG LLC with all information necessary to permit Magnolia LNG LLC to register Registrant with DOE/FE in accordance with DOE/FE Order 3406.
- 2.0 Registrant hereby agrees to comply with all terms and conditions of DOE/FE Order 3406 and all applicable requirements of DOE/FE's regulations at 10 C.F.R. Part 590, including but not limited to destination restrictions.
- 3.0 Registrant hereby agrees to provide written notice to Magnolia LNG LLC of any change in company name, change in contact information, change in term of the long-term (as defined by DOE) contract, termination of a long-term (as defined by DOE) contract previously provided to Magnolia LNG LLC for submission to DOE/FE, or other relevant modification, within ten (10) days of any such change(s).
- 4.0 Registrant hereby agrees, on an ongoing basis through the term of its Liquefaction Tolling Agreement with Magnolia LNG LLC, to provide Magnolia LNG LLC a copy of any executed long-term (as defined by DOE) contract not previously provided to Magnolia LNG LLC that is (a) associated with the long-term export of LNG from the Magnolia LNG Terminal, until actual delivery at the point of destination; or (b) associated with the long-term supply of natural gas to the Magnolia LNG Terminal.
 - 4.1 Registrant further agrees to provide Magnolia LNG LLC with any such long-term contract by the earlier of (a) ten (10) Business Days, as defined in Registrant's Liquefaction Tolling Agreement with Magnolia LNG LLC, prior to the relevant

submission deadline set forth in DOE/FE Order 3406; and (b) the date reasonably requested by Magnolia LNG LLC.

4.2 With respect to each such long-term contract provided under Paragraph 4.0, Registrant hereby agrees to provide Magnolia LNG LLC with contemporaneous notice indicating whether the contract, when filed with DOE/FE, should be submitted under seal. With respect to each such long-term contract for which Registrant's notice under this Paragraph 4.2 indicates that the contract should be filed under seal, Registrant hereby agrees to:

4.2.1 provide Magnolia LNG LLC with either (a) a redacted version of the long-term contract, or (b) major provisions of such contract; and

4.2.2 include a written statement in its notice under Paragraph 4.2 explaining why the redacted or non-disclosed information should be exempted from public disclosure.

I attest that the information submitted herewith is true and accurate.



Signature of Authorized Representative of Registrant

8/19/2015

Date

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document upon each person designated on the official service list compiled by the U.S. Department of Energy Office of Fossil Energy in the proceeding.

Dated this 21st day of August 2015.

A handwritten signature in black ink, appearing to read "Michael L. O'Neill", written in a cursive style.

Michael L. O'Neill
Counsel for Magnolia LNG LLC