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March 30, 2018

VIA ELECTRONIC FILING

Ms. Amy Sweeney
U.S. Department of Energy
Office of Fossil Energy
Forrestal Building
1000 Independence Avenue SW
Washington DC 20585

Re: *Cameron LNG, LLC*
FE Docket Nos. 11-145-LNG, 11-162-LNG, 14-204-LNG, 15-36-LNG, 15-67-
LNG, 15-90-LNG, 16-34-LNG
Description of Upstream Equity Purchase of Cameron LNG, LLC

Dear Ms. Sweeney:

Pursuant to the U.S. Department of Energy (“DOE”), Office of Fossil Energy’s (“DOE/FE”) authorizations issued in the above-captioned proceedings, Cameron LNG, LLC (“CLNG”) hereby submits updated equity ownership information regarding one of its indirect upstream owners, Sempra Energy, a publicly-traded California corporation. The changes in equity ownership of Sempra Energy described below do not affect the governance of CLNG, and do not amount to a change in control. Accordingly, CLNG respectfully requests that the DOE/FE issue a statement confirming that no change in control has occurred and thus no further action is required. Further, CLNG respectfully requests that the DOE/FE issue any waivers of its regulations and/or policies that it may deem necessary in connection with the transactions described in this letter.

I. Background

As discussed further below, CLNG has been granted six authorizations by DOE/FE for long-term export, and one authorization for short-term export, of domestically sourced liquefied natural gas (“LNG”) from the Cameron LNG Terminal located in Cameron and Calcasieu Parishes, Louisiana. CLNG is the owner and operator of the Cameron LNG terminal and is a direct, wholly owned subsidiary of Cameron LNG Holdings LLC (“Cameron Holdings”). On February 12, 2014, CLNG filed an application requesting approval to transfer indirect control of

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its then-existing export authorizations to reflect changes in its upstream ownership.¹ The application was granted on June 27, 2014 in DOE/FE Order No. 3452. As a result of the transaction described in Order No. 3452, four entities hold direct membership interests in Cameron Holdings, and each of the four members holds a voting interest commensurate with its membership interest. One of those members, Sempra LNG Holdings II, LLC, is an indirect, wholly-owned subsidiary of Sempra Energy and holds a 50.2% interest in Cameron Holdings. The other members include Mitsui Co. Cameron LNG Investment, LLC, a wholly owned subsidiary of Mitsui & Co., Ltd. and Japan LNG Investment, LLC, an indirect subsidiary of Mitsubishi Corporation. Each of the Mitsui and Mitsubishi entities owns a 16.6% interest in Cameron Holdings. On March 23, 2018, CLNG filed in FE Docket Nos. 11-145-LNG *et al.*, seeking DOE/FE authorization related to the sale of a 100% ownership interest in the fourth partner of Cameron Holdings – ENGIE Cameron LNG Corp. – from ENGIE, S.A., to Total, S.A. as part of a sale of a portion of ENGIE’s LNG global LNG business, including ENGIE’s indirect interest in CLNG. That transaction and the related proceeding before the DOE/FE are unrelated to the circumstances described in this letter, and CLNG requests that the ENGIE-Total transaction be separately and independently considered, as described in CLNG’s March 23, 2018 filing.

As summarized in the table below, CLNG holds three authorizations for long-term LNG exports to countries with which the United States has a Free Trade Agreement (“FTA”) providing for national treatment for trade in natural gas. These FTA authorizations were approved in DOE/FE Order Nos. 3059, 3620, and 3680 in Docket Nos. 11-145-LNG, 14-204-LNG, and 15-36-LNG, respectively. CLNG holds three authorizations for long-term LNG exports to countries with which the United States does not have an FTA requiring the national treatment of natural gas (“Non-FTA”). These Non-FTA authorizations were approved in DOE/FE Order Nos. 3391-A, 3797, and 3846 in Docket Nos. 11-162-LNG, 15-67-LNG, and 15-90-LNG, respectively. In addition, CLNG is authorized to engage in short-term exports to both FTA and Non-FTA countries pursuant to DOE/FE Order No. 3904, issued in Docket No. 16-34-LNG.

Docket No.	Order No.	Date Issued	Volume	Type
11-145-LNG	3059	January 17, 2012	620.0 Bcf/yr	FTA, long-term, multi-contract
14-204-LNG	3620	April 9, 2015	152.0 Bcf/yr	FTA, long-term, multi-contract
15-36-LNG	3680	July 10, 2015	515.0 Bcf/yr	FTA, long-term, multi-contract
11-162-LNG	3391-A	September 10, 2014	620.0 Bcf/yr	Non-FTA, long-term, multi-contract

¹ See Application of Cameron LNG, LLC to Transfer Control of Long-Term Authorization to Export LNG to Free Trade Agreement Nations and Conditional Long-Term Authorization to Export LNG to Non-Free Agreement Nations, *Cameron LNG, LLC*, FE Docket No. 14-001-CIC (Feb. 12, 2014).

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15-67-LNG	3797	March 18, 2016	152.0 Bcf/yr	Non-FTA, long-term, multi-contract
15-90-LNG	3846	July 15, 2016	515.0 Bcf/yr	Non-FTA, long-term, multi-contract
16-34-LNG	3904	October 3, 2016	254 Bcf	FTA/Non-FTA, short-term

Section 3 of the Natural Gas Act requires any person seeking to import or export natural gas (including LNG) from the United States to first receive an authorization to do so from the DOE/FE.² DOE/FE's regulations at 10 C.F.R. § 590.405 state that authorizations to import or export natural gas shall not be transferable or assignable unless specifically authorized by the agency. In applying its regulations, DOE/FE has noted that a transfer or assignment of an existing authorization requiring DOE/FE authorization can occur due to a "change in control" of the authorization holder.³ A "change in control" of the authorization holder, in turn, can occur through asset sale or stock transfer or by other means.⁴ In 2014, the DOE/FE issued a notice specifying the procedures it would adopt in reviewing transactions involving a change in control ("CIC Procedures").⁵ The CIC Procedures further clarified that a "change in control" is defined as

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.

² 17 U.S.C. § 717 (2017).

³ See *Sabine Pass Liquefaction, LLC*, Opinion and Order Conditionally Granting Long-Term Authorization to Export Liquefied Natural Gas From Sabine Pass LNG Terminal to Non-Free Trade Agreement Nations, DOE/FE Order No. 2961, at 38-39 (May 20, 2011) ("As a condition of this authorization, the requirement for prior approval by the Assistant Secretary [pursuant to 10 C.F.R. § 590.405] also").

⁴ *Cheniere Mktg., LLC & Corpus Christi Liquefaction, LLC*, Final Opinion and Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Proposed Corpus Christi Liquefaction Project to Be Located in Corpus Christi, Texas, to Non-Free Trade Agreement Nations, DOE/FE Order No. 3638 at 210, FE Docket No. 12-97-LNG (May 12, 2015).

⁵ See *Procedures for Changes in Control Affecting Applications and Authorizations To Import or Export Natural Gas*, 79 Fed. Reg. 65,541 (Nov. 5, 2014).

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The CIC Procedures state 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 an entity.⁶

The change in equity ownership described below relates only to Sempra Energy, one of CLNG’s indirect upstream owners. CLNG is notifying DOE/FE of updated equity ownership information for Sempra Energy even though there has been no change in the direct ownership of the authorization holder. CLNG submits that acquisition of publicly-traded shares by an institutional investor in the ordinary course of its business, as described in this letter, does not constitute a change in control of either CLNG or its upstream owner, Sempra Energy.

II. Description of Equity Acquisition

On March 12, 2018, T. Rowe Price Associates, Inc. (“TRP”) filed with the U.S. Securities and Exchange Commission (“SEC”) a Schedule 13G/A, which reflected that, as of February 28, 2018, TRP beneficially held 28,591,287 shares of Sempra Energy common stock, representing an amount slightly more than 10% of that class of stock, including 10,907,968 shares of common stock with sole voting power. Pursuant to SEC rules, TRP (i) reported its ownership in Sempra Energy, (ii) elected to use a Schedule 13G/A for such purpose and (iii) pursuant to its Schedule 13G, certified that its shares of Sempra Energy common stock were “acquired in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.”⁷ CLNG first became aware that TRP held in excess of 10% of Sempra Energy’s equity shares after the Schedule 13G/A was filed on March 12, 2018.

III. No Change in Control has Occurred and DOE/FE’s Prior Public Interest Determinations are Unaffected

Despite the fact that TRP now may own greater than 10% of the shares of common stock of an upstream owner (Sempra Energy) of the export authorization holder (CLNG), no change in control of either CLNG or Sempra Energy has occurred. As an initial matter, it is unclear that TRP’s acquisition would trigger the 10% rebuttable presumption of control with respect to CLNG, as discussed in the CIC Procedures. CLNG notes that Sempra Energy only owns a 50.2% indirect interest in CLNG through its subsidiaries. Accordingly, it appears that TRP’s ownership

⁶ CIC Procedures, 79 Fed. Reg. at 65,542.

⁷ T. Rowe Price Associates, Inc., Schedule 13G/A (Mar. 12, 2018), included as an attachment to this letter.

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of slightly more than 10% of Sempra Energy's shares of common stock may not constitute the same ownership percentage in CLNG, the authorization holder, so as to trigger DOE/FE's rebuttable presumption regarding a change in control.

Even assuming that the rebuttable presumption of control under the CIC Procedures would otherwise be triggered by TRP's notice that it held slightly more than 10% of Sempra Energy's shares of common stock as of February 28, 2018, that presumption is clearly rebutted. There has been no change in ownership of CLNG itself by TRP's acquisition of stock in Sempra Energy. CLNG will continue to hold the authorizations granted by DOE/FE in the captioned proceedings. Further, TRP's acquisition of Sempra Energy's shares of common stock in the ordinary course of TRP's role as an institutional investor has affected no change, directly or indirectly, in the operation or manner in which CLNG is managed, or in any aspect of the Cameron LNG Terminal or of the terms and conditions of its associated export arrangements. Most compellingly, TRP has certified to the SEC in its Schedule 13G/A filing that TRP has not acquired the securities to change or influence the control of Sempra Energy (and by implication, CLNG). In this regard, CLNG notes that an affiliate of Sempra Energy, Port Arthur LNG, LLC, is submitting a concurrent request with DOE/FE to recognize a specific exception to the 10% rebuttable presumption of control with respect to investors that acquire publicly-traded equity shares that were not acquired to change or influence the control of the issuer. To the extent that the DOE/FE grants that request and recognizes such an exception, CLNG respectfully requests that it be permitted by DOE/FE to invoke that exception in this instance and in similar situations going forward.

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Finally, the updated equity ownership information has no effect on the grounds underlying the public interest determinations previously made by DOE/FE in issuing orders authorizing LNG exports from the Cameron LNG Terminal.⁸ Accordingly, consistent with its prior practice,⁹ CLNG respectfully requests that the DOE/FE issue a statement confirming that a change in control of CLNG has not occurred and that no further action is required.

Please contact the undersigned with any questions regarding this filing.

Respectfully submitted,

/s/ Brett A. Snyder
Brett A. Snyder
Counsel to Cameron LNG, LLC

Attachment

⁸ See, e.g., *Freeport LNG Expansion, L.P., FLNG Liquefaction, LLC, FLNG Liquefaction 2, LLC & FLNG Liquefaction 3, LLC*, Order Approving Change in Control of Export Authorizations 9, DOE/FE Order No. 3495, FE Docket Nos. 14-005-CIC, 12-06-LNG, 11-161-LNG, 10-160-LNG & 10-161-LNG (Sept. 23, 2014) (approving change in control where it did not “impact any of the public interest considerations evaluated by DOE/FE in issuing [the authorization holders’] two conditional non-FTA authorizations”); *Cameron LNG, LLC*, Order Approving Change in Control of Export Authorizations 6, DOE/FE Order No. 3452, FE Docket No. 14-001-CIC, 11-162-LNG & 11-145-LNG (June 27, 2014) (approving change in control where the authorization holder represented that it would “continue to hold both the FTA authorization and conditional non-FTA authorization issued by DOE/FE,” that “only the upstream ownership structure will change,” and that “the proposed transaction [would] not affect or modify the ... Terminal, the scope or commencement date of the ... Project, the total volume of LNG to be exported, or other terms and conditions of the export arrangements considered by DOE/FE in its prior public interest determinations”).

⁹ Letter from Robert J. Smith, Acting Deputy Assistant Secretary, Office of Fossil Energy to Karri Mahmoud, Cheniere Energy, Inc., FE Docket No. 10-85-LNG *et al.*, (Feb. 20, 2018).

Attachment

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UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

SEMPRA ENERGY
 (Name of Issuer)

COMMON STOCK
 (Title of Class of Securities)

816851109
 (CUSIP NUMBER)

February 28, 2018
 (Date of Event which Requires Filing of Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

- Rule 13d - 1(b)
 Rule 13d - 1(c)
 Rule 13d - 1(d)

1. Name of Reporting Person
 T. ROWE PRICE ASSOCIATES, INC.
 52-0556948

2. Check the Appropriate Box if a Member of a Group
 NOT APPLICABLE

3. SEC Use Only

4. Citizenship or Place of Organization
 Maryland

Number of Shares Beneficially Owned by Each Reporting Person With

5. Sole Voting Power* 10,907,968

6. Shared Voting Power* 0

7. Sole Dispositive Power* 28,576,793

8. Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 28,591,287

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

NOT APPLICABLE

11. Percent of Class Represented by Amount in Row 9
10.2%

12. Type of Reporting Person
IA

*Any shares reported in Items 5 and 6 are also reported in Item 7.

Item 1(a) Name of Issuer:
SEMPRA ENERGY

Item 1(b) Address of Issuer's Principal Executive Offices:
488 8TH AVENUE
P O BOX 129400
SAN DIEGO, CALIFORNIA 92101

Item 2(a) Name of Person(s) Filing:
(1) T. ROWE PRICE ASSOCIATES, INC. ("Price Associates")

Item 2(b) Address of Principal Business Office:
100 E. Pratt Street, Baltimore, MD 21202

Item 2(c) Citizenship or Place of Organization:
(1) Maryland

Item 2(d) Title of Class of Securities: COMMON STOCK

Item 2(e) Cusip Number: 816851109

Item 3: The person filing this Schedule 13G is an:
X Investment Adviser registered under Section 203 of the Investment
Advisers Act of 1940

Item 4: Reference is made to Items 5-11 on the preceding pages of this
Schedule 13G.

Item 5: Ownership of Five Percent or Less of a Class
Not Applicable

Item 6: Ownership of More than Five Percent on Behalf of Another Person

(1) Price Associates does not serve as custodian of the assets of any of its clients; accordingly, in each instance only the client or the client's custodian or trustee bank has the right to receive dividends paid with respect to, and proceeds from the sale of, such securities.

The ultimate power to direct the receipt of dividends paid with respect to, and the proceeds from the sale of, such securities, is vested in the individual and institutional clients which Price Associates serves as investment adviser. Any and all discretionary authority which has been delegated to Price Associates may be revoked in whole or in part at any time.

Except as may be indicated if this is a joint filing with one of the registered investment companies sponsored by Price Associates which it also serves as investment adviser ("T. Rowe Price Funds"), not more

than 5% of the class of such securities is owned by any one client subject to the investment advice of Price Associates.

- (2) With respect to securities owned by any one of the T. Rowe Price Funds, only the custodian for each of such Funds, has the right to receive dividends paid with respect to, and proceeds from the sale of, such securities. No other person is known to have such right, except that the shareholders of each such Fund participate proportionately in any dividends and distributions so paid.

Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.
Not Applicable

Item 8: Identification and Classification of Members of the Group
Not Applicable

Item 9: Notice of Dissolution of Group
Not Applicable

Item 10: Certification
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. T. Rowe Price Associates, Inc. hereby declares and affirms that the filing of Schedule 13G shall not be construed as an admission that Price Associates is the beneficial owner of the securities referred to, which beneficial ownership is expressly denied.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

T. ROWE PRICE ASSOCIATES, INC.
Date: March 12, 2018
Signature: /s/ David Oestreicher
Name & Title: David Oestreicher, Vice President

02/28/2018

</TEXT>
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VERIFICATION

State of Texas)


County of Harris)

BEFORE ME, the undersigned authority, on this day personally appeared Blair Woodward, who, having been by me first duly sworn, on oath says he is the General Counsel for Cameron LNG, LLC 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.



Blair Woodward

SWORN TO AND SUBSCRIBED before me on the 30th day of March, 2018.


NOTARY PUBLIC

SEAL:

