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Port Arthur LNG

February 1, 2019

Ms. Amy Sweeney
Director, Division of Natural Gas Regulation
Office of Fossil Energy
U.S. Department of Energy
Room 3E-052
1000 Independence Ave S.W.
Washington, DC 20585

Re: *Port Arthur LNG, LLC*
FE Docket Nos. 15-53-LNG, 18-162-LNG & 15-96-LNG
Information Regarding Internal Corporate Reorganization

Dear Ms. Sweeney:

On August 20, 2015, as amended November 20, 2018, the U.S. Department of Energy's ("DOE") Office of Fossil Energy ("DOE/FE") granted Port Arthur LNG, LLC ("PALNG") long-term, multi-contract authorization to export 698 billion cubic feet per year (Bcf/yr) of liquefied natural gas ("LNG") to any country with which the United States currently has, or in the future will have, a free trade agreement ("FTA") requiring national treatment for trade in natural gas, and with which trade is not prohibited by U.S. law or policy ("FTA Authorization"). See *Port Arthur LNG, LLC*, FE Docket Nos. 15-53-LNG & 18-162-LNG, DOE/FE Order Nos. 3698 & 3698-A.

On June 15, 2015, as supplemented October 18, 2018, PALNG filed an application with DOE/FE for long-term, multi-contract authorization to export 698 Bcf/yr of LNG to any country (i) with which the United States does not have a FTA requiring national treatment for trade in natural gas, (ii) which has or will develop the capacity to import LNG delivered by ocean-going carrier, and (iii) with which trade is not prohibited by U.S. law or policy ("Non-FTA Application"). The Non-FTA Application is pending in FE Docket No. 15-96-LNG.

On January 4, 2019, PALNG filed a letter in the referenced dockets describing an internal corporate reorganization of the upstream ownership of PALNG. Pursuant to 10 C.F.R. § 590.407 (2018), this letter is being filed with the DOE/FE to supplement the January 4, 2019 submission.

On January 2, 2019, in the process of the internal corporate reorganization, PALNG was merged with and into a newly formed limited liability company created for that purpose ("MergeCo"). Contemporaneous with such merger, the surviving entity took the name of Port Arthur LNG, LLC. As a result, the surviving entity of the merger is named Port Arthur LNG, LLC (as was the original authorization holder and applicant) and has succeeded to all the assets, rights, and liabilities of the preceding Port Arthur LNG, LLC entity by matter of law. The corporate

ownership of the surviving PALNG entity described in the January 4, 2019 submission is otherwise unchanged. The Certificate of Formation for Port Arthur LNG, LLC, together with the Certificate of Merger associated with this transaction, issued by the Delaware Secretary of State are attached.

PALNG submits that no transfer of control has occurred as a result of this internal reorganization and merger. After the reorganization, Sempra Energy remains the ultimate parent company of PALNG and retains control of PALNG through several intermediate, wholly owned subsidiaries. Further, PALNG does not believe that such a purely internal reorganization raises the type of issues that are meant to be addressed in the DOE's regulations and policies. Accordingly, PALNG respectfully requests that the DOE confirm that no change in control has occurred following an internal reorganization such as the one described in the January 4, 2019 submission, as supplemented herein, and that no action is required on the part of PALNG under such circumstances.

To the extent DOE/FE treats the above merger as a change in control, PALNG requests the DOE/FE treat this submission as an amendment to PALNG's pending application in FE Docket No. 15-96-LNG and, as to the FTA authorization in FE Docket Nos. 15-53-LNG and 18-162-LNG, as a statement of change in control under DOE/FE's procedures. *See Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas*, 79 Fed. Reg. 65541, 65542 (Nov. 5, 2014).

If you have any questions regarding this submission, please do not hesitate to contact me.

Respectfully submitted,

/s/ Jerrod L. Harrison
Jerrod L. Harrison
Senior Counsel
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San Diego, CA 92101
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Counsel for Port Arthur LNG, LLC

cc: Brett A. Snyder, Blank Rome LLP

Attachment

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PORT ARTHUR LNG, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTIETH DAY OF NOVEMBER, A.D. 2018, AT 1:47 O`CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "MERGERCO, LLC" TO "PORT ARTHUR LNG, LLC", FILED THE SECOND DAY OF JANUARY, A.D. 2019, AT 5 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "PORT ARTHUR LNG, LLC".




Jeffrey W. Bullock, Secretary of State

7076831 8100H
SR# 20190204684

Authentication: 202062157
Date: 01-11-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF FORMATION

OF

MERGERCO, LLC

1. The name of the limited liability company is: **MERGERCO, LLC**.
2. The address of its registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, County of New Castle, DE, 19808. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation to be executed on this 20th day of November, 2018.

/s/ Kari E. McCulloch
Kari E. McCulloch, Authorized Person

STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
PORT ARTHUR LNG, LLC
INTO
MERGERCO, LLC

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: **Port Arthur LNG, LLC**, a Delaware limited liability company is merging with and into **MergerCo, LLC**, a Delaware limited liability company with **MergerCo, LLC** being the surviving limited liability company.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies.

THIRD: Upon filing this Certificate of Merger, the Certificate of Formation of the surviving limited liability company hereby is amended by striking out Article 1 thereof and substituting in lieu of said Article the following new Article 1:

“1. **Name.** The name of the limited liability company is **Port Arthur LNG, LLC**.

FOURTH: The merger is to become effective on January 2, 2019.

FIFTH: The Agreement of Merger is on file at 488 8th Avenue, San Diego, CA 92101, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent limited liability companies.

IN WITNESS WHEREOF, the surviving limited liability company has caused this Certificate of Merger to be signed by an authorized person on the 2nd day of January, 2019.

/s/ Kari E. McCulloch

Kari E. McCulloch
Authorized Person

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 in this proceeding.

Dated this 1st day of February, 2019.

/s/ Lamiya Rahman
Lamiya Rahman
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