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December 20, 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: Golden Pass Products LLC, FE Docket Nos. 12-156-LNG and 12-88-LNG
Golden Pass LNG Terminal LLC, FE Docket Nos. 18-06-LNG and FE18-06-
LNG -- Change in Control - Supplemental Filing

Dear Ms. Sweeney:

Golden Pass LNG Terminal LLC (“Golden Pass LNG”) and Golden Pass Products LLC (“GP Products”) hereby submit additional information regarding the Statement of Change in Control that Golden Pass LNG and GP Products filed with the Department of Energy/Office of Fossil Energy (“DOE/FE”) on July 17, 2019, in FE Docket Nos. 12-156-LNG and 12-88-LNG. Golden Pass LNG and GP Products submitted this Statement of Change in Control in accordance with the *Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas*, 79 Fed. Reg. 65541 (November 5, 2014), and Section 590.405 of the DOE/OFE regulations, 10 C.F.R. § 590.405 (2019). Pursuant to this submission, the LNG export authorizations previously granted to GPP would be transferred to GPLNG.

Background

On September 27, 2012, in FE Docket No. 12-88-LNG, the DOE/FE granted GP Products long-term, multi-contract authorization to export up to 740 billion cubic feet (“Bcf”) per year of LNG to any country with which the United States has entered into a free trade agreement that provides for the national treatment of natural gas (“FTA countries”). *Golden Pass Products LLC*, FE Docket No. 12-88-LNG (2012)(Order No. 3147)

On April 25, 2017, in Docket No. FE12-156-LNG, the DOE/FE granted GP Products long-term, multi-contract authorization to export up to 808 Bcf/year of domestically produced LNG to any country with which the United States does not 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 (“non-FTA countries”). *Golden Pass Products LLC*, FE Docket Nos. 12-156-LNG (2017)(Order No. 3978).

On January 26, 2018, in Docket No. FE18-06-LNG, DOE/FE issued Golden Pass LNG authorization for blanket authorization to import LNG from various international sources by vessel, up to a total volume equivalent to 50 Bcf, for a two-year term beginning on March 30, 2018. *Golden Pass LNG Terminal LLC*, FE Docket No. FE18-06-LNG (2018)(Order No. 4146).

In its July 17, 2019 Change in Control Statement, Golden Pass LNG advised DOE/FE that as a result of a merger and restructuring of ownership, the authorizations in Docket Nos. 12-156-LNG and 12-88-LNG to export LNG would be held by Golden Pass LNG. Effective June 18, 2019, GP Products was merged with and into Golden Pass LNG.

Prior to the restructuring, Golden Pass LNG was a limited liability corporation owned by three entities. Qatar Terminal Company Limited (“QTL”), an affiliate of Qatar Petroleum Company (“QP”), a company owned and controlled by the State of Qatar, owned a 70 percent interest in Golden Pass LNG. Golden Pass LNG Terminal Investments LLC (“GP Investments”), a Delaware LLC affiliated with Exxon Mobil Corporation (“ExxonMobil”), owned a 17.6% interest. ConocoPhillips Golden Pass Holdings LLC (“COP Holdings”), an affiliate of ConocoPhillips Company (“COP”) owned a 12.4% interest. QTL also owned a 70 percent interest in GP Products. Golden Pass LNG Terminal Investments owned a 30% interest in GP Products. COP was not an owner in GP Products.

As a result of the 2019 restructuring, including the merger of GP Products into Golden Pass LNG, Golden Pass LNG’s ownership became identical to the ownership of GP Products. Thus, GPLNG is now owned by QTL (70%) and Golden Pass LNG Terminal Investments, LLC (an affiliate of ExxonMobil) (30%). COP Holdings is no longer an owner in Golden Pass LNG. As Golden Pass LNG and GP Products stated in their July 17, 2019 Change in Control Notice, “[t]his restructuring . . . does not entail any changes to the export or import authorizations granted by DOE/FE . . . other than to amend the entity that holds the authorizations from GP Products to Golden Pass LNG.” Statement at 4.

Additional Information

Golden Pass LNG clarifies that the 2019 ownership restructuring changed the ownership of Golden Pass LNG under the two-year blanket import authorization in Docket No. FE18-06-LNG. At the time the DOE/FE issued Order No. 4146 on January 26, 2018, prior to the restructuring described above, Golden Pass LNG was owned by affiliates of QP, ExxonMobil Investments and ConocoPhillips, as described above. As a result of the June 2019 merger and restructuring, Golden Pass LNG is now owned by affiliates of QP and ExxonMobil.

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DOE/FE has stated that it 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. *See DOE/FE Change in Control Procedures*, 79 *Fed. Reg.* at 65,542. 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. *Id.*

DOE/FE has further stated that the Change in Control Procedures pertain to external transfers and assignments, such as “ownership or management of the exporting entity *changing hands*,” not “purely internal corporate reorganizations.” *DOE/FE Change in Control Procedures*, 79 *Fed. Reg.* at 65,541 (emphasis added), quoted in *Port Arthur LNG, LLC*, FE Docket Nos. 15-53-LNG, 18-162-LNG, and 15-96-LNG (Letter Order, April 11, 2019).

As discussed above, the merger of GP Products into Golden Pass LNG in June 2019 did not result in any change in ownership, or ownership percentages, with respect to the FTA and non-FTA LNG export authorizations in Order Nos. 3147 and 3879, respectively. Accordingly, GP Products and Golden Pass LNG request that the LNG export authorizations previously granted to GPP be transferred to GPLNG Golden Pass LNG.

This submission attaches ownership organization charts showing the ownership of Golden Pass LNG prior to and following the merger and restructuring that became effective in June 2019. The merger and restructuring did result in a change of ownership with respect to the two-year blanket authorization in Order No. 4146, but only by the transfer of ownership interest from COP to ExxonMobil, an existing owner.

Please contact me if you have any questions regarding this information.

Respectfully submitted,

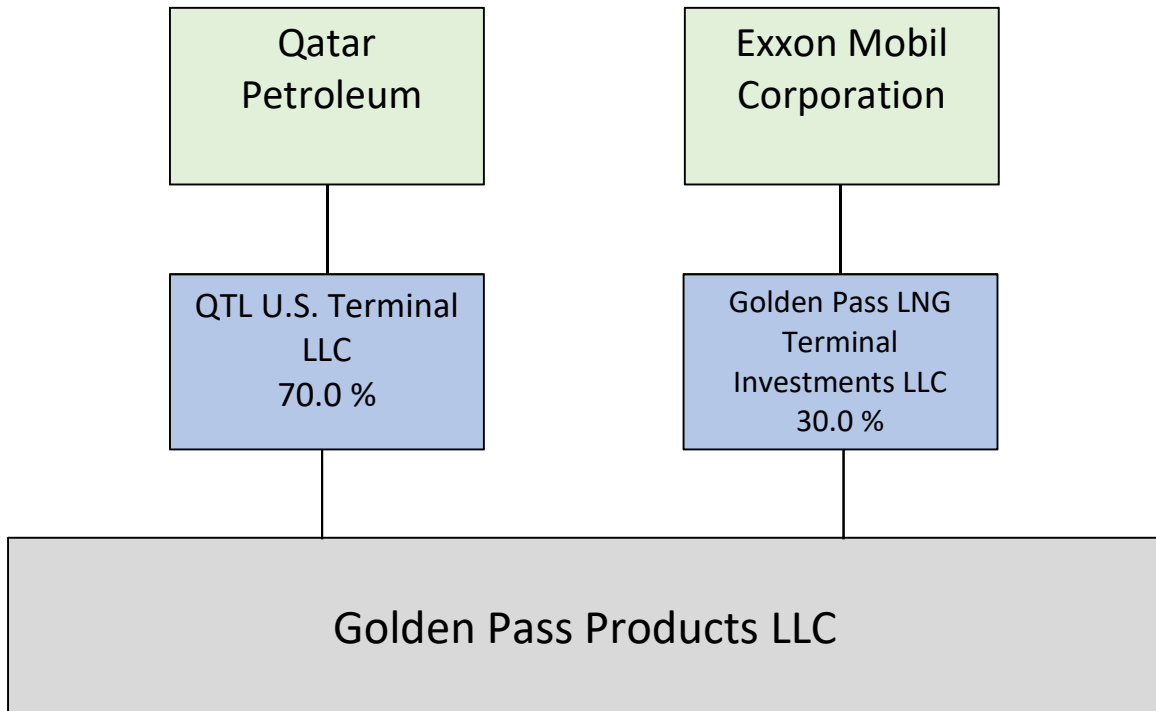

Kevin M. Sweeney

***Attorney for Golden Pass LNG LLC and
Golden Pass Products LLC***

Attachments

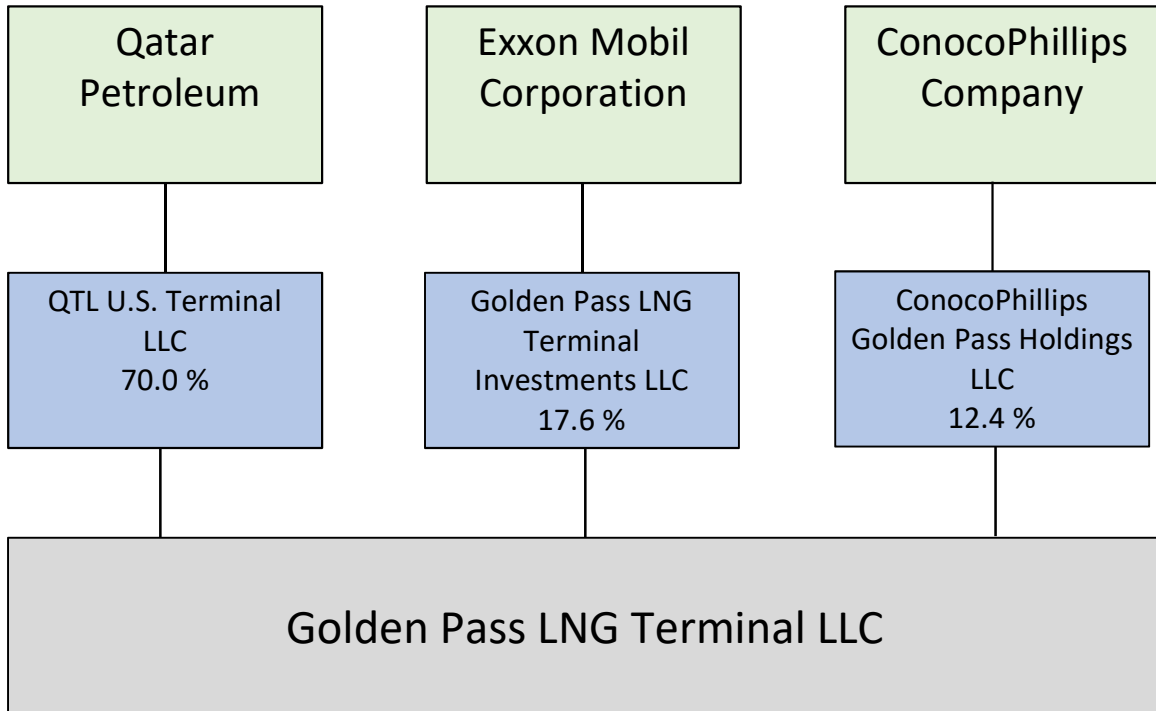


Golden Pass Products LLC Ownership Structure





Golden Pass LNG Terminal LLC PRIOR STRUCTURE





Golden Pass LNG Terminal LLC Final Structure

