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NORTON ROSE FULBRIGHT

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666 Fifth Avenue, 31st Floor  
New York, New York 10103-3198  
United States

January 23, 2015

Mr. John Anderson  
Office of Fuel Programs, Fossil Energy  
U.S. Department of Energy  
Docket Room 3F-056, FE-50  
Forrestal Building  
1000 Independence Avenue, S.W.  
Washington, D.C. 20585

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**Re: In the Matter of Bear Head LNG Corporation and Bear Head LNG (USA), LLC  
FE Docket No. 15-14-NG  
Application for Authorization to Import Natural Gas from, for Subsequent Export  
to, Canada**

Dear Mr. Anderson:

Enclosed for filing on behalf of Bear Head LNG Corporation and Bear Head LNG (USA), LLC (together, "Bear Head LNG"), please find Bear Head LNG's application for long-term, multi-contract authorization to engage in imports from, for subsequent export to, Canada of up to 250 billion standard cubic feet per year of natural gas by pipeline. Bear Head LNG seeks this authorization for a 25 year term commencing on the earlier of the date of first export or 10 years from the date of issuance of the authorization requested.<sup>1</sup> Included with the attached application are opinions of counsel affirming that the proposed imports for subsequent export are within the corporate powers of both Bear Head LNG Corporation and Bear Head LNG (USA), LLC.

Should you have any questions about this filing, please contact the undersigned at (212) 318-3147.

Respectfully Submitted,

/s/ Tania S. Perez  
Tania S. Perez  
Charles R. Scott  
*Attorneys for  
Bear Head LNG Corporation and  
Bear Head LNG (USA), LLC*

Enclosure

<sup>1</sup> A check in the amount of \$50.00 has been provided as the filing fee stipulated by 10 C.F.R. § 590.207 (2014).

Norton Rose Fulbright US LLP is a limited liability partnership registered under the laws of Texas.

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

<b>In the Matter of</b>	)	
	)	<b>FE Docket No. 15-14-NG</b>
	)	
<b>Bear Head LNG Corporation</b>	)	
<b>Bear Head LNG (USA), LLC</b>	)	
	)	

**APPLICATION FOR AUTHORIZATION  
TO IMPORT NATURAL GAS FROM,  
FOR SUBSEQUENT EXPORT TO, CANADA**

Pursuant to Section 3 of the Natural Gas Act (“NGA”)<sup>1</sup> and Part 590 of the Department of Energy’s (“DOE”) regulations,<sup>2</sup> Bear Head LNG Corporation (“Bear Head Corp.”) and Bear Head LNG (USA), LLC (“Bear Head (USA)”); and together with Bear Head Corp., “Bear Head LNG”) hereby request that DOE, Office of Fossil Energy (“DOE/FE”) grant long-term, multi-contract authorization for Bear Head LNG to engage in imports of up to 250 billion standard cubic feet (“Bcf”) per year (“Bcf/y”) (or approximately 0.7 Bcf per day (“Bcf/d”)) of natural gas by pipeline from Canada, for subsequent export by pipeline to Canada,<sup>3</sup> for a 25-year period commencing the earlier of the date of first import or 10 years from the date of issuance of the authorization requested herein.<sup>4</sup> Bear Head LNG requests authorization to import Canadian

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<sup>1</sup> 15 U.S.C. § 717b (2012).

<sup>2</sup> 10 C.F.R. Part 590 (2014).

<sup>3</sup> Bear Head LNG anticipates that Canadian natural gas that necessarily must be imported to the United States to reach the Canadian Maritimes would be imported at the various existing—or future—points at the U.S.-Canada border along the Western Canada-Northeast and Western Canada-Midwest pipeline corridors, which traditionally have linked western and central Canadian supply areas to U.S. northeast and midwest demand regions. Imported Canadian natural gas then would be exported to Canada through the United States onto the Maritimes & Northeast Pipeline (the “M&NP”) at the U.S.-Canada border at a point near Calais, Maine/St. Stephen, New Brunswick. Notably, there are no existing pipeline corridors wholly within Canada that allow the delivery of western and central Canadian natural gas directly into Nova Scotia.

<sup>4</sup> The import and export of Canadian natural gas and liquefied natural gas (“LNG”) is subject to authorization from Canada’s National Energy Board (“NEB”). As such, Bear Head LNG plans to file an application with the NEB (the “NEB Application”) seeking authorization for the export of Canadian natural gas to the United States

natural gas for subsequent export on its own behalf and as agent for third parties, as detailed below.

This application for authorization under Section 3 of the NGA<sup>5</sup> is filed with DOE/FE by Bear Head LNG in connection with development of the proposed Bear Head LNG export terminal (the “Project”) to be located in Nova Scotia, Canada.<sup>6</sup> Through the instant application (the “Canadian NG Application”), Bear Head LNG seeks the necessary DOE/FE authorization to access Canadian gas supplies that necessarily must be imported by pipeline from Canada to the United States to reach demand markets in Nova Scotia through the M&NP.<sup>7</sup>

Pursuant to the Energy Policy Act of 1992,<sup>8</sup> which amended Section 3 of the NGA, the import and export of natural gas, from and to, Canada (a nation with which the United States has a free trade agreement (“FTA”)) are deemed to be in the public interest.<sup>9</sup> Accordingly,

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for subsequent import to Canada, for the same volume of natural gas proposed to be imported and exported herein, over the same 25-year term. The National Energy Board Act, and its implementing regulations, set forth the permitting scheme for natural gas moving “in transit” across the U.S.-Canada border (requiring an “Export Order for Subsequent Import or an Import Order for Subsequent Export”). *See* National Energy Board Act, R.S.C. 1985, c. N-7, s. 117 (Can.); Oil and Gas Regulations (National Energy Board Act) SOR/96-244, s. 15(c) (Can.); *see, e.g., Terasen Gas Inc., Order Authorizing the Exportation of Gas for Subsequent Import*, NEB Order GOL-07-2010, File OF-EI-Gas-GOL-T101 01 (June 7, 2010) available at [https://docs.neb-one.gc.ca/ll-eng/llisapi.dll/fetch/2000/90466/94153/552815/621505/621427/A1T1U7\\_-\\_Letter\\_to\\_Terasen\\_Gas\\_Inc\\_and\\_Order\\_GOL-07-2010.pdf?nodeid=621367&vernum=-2](https://docs.neb-one.gc.ca/ll-eng/llisapi.dll/fetch/2000/90466/94153/552815/621505/621427/A1T1U7_-_Letter_to_Terasen_Gas_Inc_and_Order_GOL-07-2010.pdf?nodeid=621367&vernum=-2).

<sup>5</sup> 15 U.S.C. § 717b.

<sup>6</sup> The Project is proposed at the site of Bear Head Corp.’s previously-permitted, partially-constructed LNG import terminal. *See infra* Section III of the instant application. Once constructed, the Project will be capable of receiving, processing and liquefying natural gas, storing LNG, and loading LNG onto ocean-going vessels for delivery to export markets. Bear Head LNG anticipates accessing a maximum of 503 Bcf/y of natural gas through the M&NP system at the U.S.-Canada border. LNG export operations from the Bear Head LNG Project are expected to commence in late 2018 to 2019.

<sup>7</sup> *See supra* note 3. With announced delays for LNG exports from Canada’s West Coast, exporting western and central Canadian natural gas from the Project has become a more attractive option for customers looking to export LNG from Canada starting in late 2018 to 2019. In this regard, Bear Head LNG has received numerous expressions of interest from potential customers seeking to export Canadian natural gas as LNG from the Project.

<sup>8</sup> Pub. L. No. 102-486, § 201, 106 Stat. 2776, 2866 (1992).

<sup>9</sup> *See* 15 U.S.C. §717b(c). DOE/FE consistently has authorized applications for the export and import of natural gas from and to Canada under Section 3(c) of the NGA. *See, e.g., TransCanada Pipelines Ltd., Order Granting Long-Term Authorization to Import and Export Natural Gas from and to Canada*, DOE/FE Order No. 3152, FE Docket No. 12-92-NG (Oct. 4, 2012); *TransCanada Pipelines Ltd., Order Granting Long-Term Authorization*

applications like the instant Canadian NG Application, must be granted without modification or delay. Bear Head LNG requests that DOE/FE issue an order granting the authorization requested herein pursuant to the standard set forth in Section 3(c) of the NGA.

In support of its Canadian NG Application, Bear Head LNG states as follows:

**I.**  
**DESCRIPTION OF THE APPLICANT**

The exact legal name of Bear Head Corp. is Bear Head LNG Corporation. Bear Head Corp. is a Canadian company incorporated pursuant to the laws of Nova Scotia. Bear Head LNG Corp.'s principal place of business is 1001 McKinney St., Suite 400, Houston, TX 77002. Bear Head LNG Corp. is a wholly owned indirect subsidiary of Liquefied Natural Gas Limited ("LNGL").

The exact legal name of Bear Head (USA) is Bear Head LNG (USA), LLC. Bear Head (USA) is a limited liability company organized under the laws of the State of Delaware. Bear Head (USA)'s principal place of business is 1001 McKinney St., Suite 400, Houston, TX 77002. Bear Head (USA) is a wholly owned indirect subsidiary of LNGL.

LNGL is a publicly listed Australian company, based in Perth, Western Australia, that has the objective of developing LNG projects in Australia and overseas. LNGL's vision is to

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*to Import and Export Natural Gas from and to Canada*, DOE/FE Order No. 2707, FE Docket No. 09-95-NG (Oct. 7, 2009); *Terasen Gas Inc., Order Granting Blanket Authorization to Import and Export Natural Gas from and to Canada*, DOE/FE Order 2619, FE Docket No. 09-11-NG (Feb. 19, 2009); *TransCanada Pipelines Ltd., Order Granting Long-Term Authorization to Import and Export Natural Gas from and to Canada*, DOE/FE Order No. 2169, FE Docket No. 05-79-NG (Dec. 28, 2005); *Rumford Power Assocs. LP, Order Granting Long-Term Authorization to Export Natural Gas to Canada for Subsequent Re-Import*, DOE/FE Order No. 1434, FE Docket No. 98-83-NG (Nov. 9, 1998); *CoEnergy Trading Co., Order Granting Long-Term Authorization to Export Natural Gas to Canada for Subsequent Re-Import*, DOE/FE Order No. 1280, FE Docket No. 97-41-NG (June 20, 1997); *Stone Consolidated Corp. & Rainy River Forest Products Inc., Order Granting Long-Term Authorization to Import and Export Natural Gas from and to Canada and Vacating Previous Order*, DOE/FE Order No. 1265, FE Docket Nos. 97-23-NG & 95-96-NG (Mar. 20, 1997); *WestCoast Power Inc., Order Granting Long-Term Authorization to Import and Export Natural Gas from and to Canada*, DOE/FE Order No. 969, FE Docket No. 94-55-NG (Aug. 18, 1994); *TransCanada Pipelines Ltd. & Great Lakes Gas Transmission LP, Order Granting Authorization to Import and Export Natural Gas from and to Canada, and Vacating Previous Order*, DOE/FE Order No. 795, FE Docket No. 93-34-NG (Apr. 30, 1993).

bring a dynamic concept of mid-scale LNG projects to the international energy market using its wholly owned and developed Optimised Single Mixed Refrigerant (“OSMR<sup>®</sup>”) process. LNGL’s current LNG project portfolio includes 100 percent ownership of both the proposed Magnolia LNG Project to be located near the Port of Lake Charles in Louisiana, and the Fisherman’s Landing LNG Project to be located near the Port of Gladstone in Queensland, Australia.

**II.**  
**COMMUNICATIONS AND CORRESPONDENCE**

All communications and correspondence concerning this Canadian NG Application, including all service of pleadings and notice, should be directed to the following persons:<sup>10</sup>

John Godbold  
Bear Head LNG Corporation  
1001 McKinney St., Suite 400  
Houston, TX 77002  
(713) 986-0600  
[jgodbold@bearheadlng.com](mailto:jgodbold@bearheadlng.com)

Tania S. Perez  
Charles R. Scott  
Norton Rose Fulbright US LLP  
666 5<sup>th</sup> Avenue  
New York, NY 10103  
(212) 318-3147  
[tania.perez@nortonrosefulbright.com](mailto:tania.perez@nortonrosefulbright.com)  
[charles.scott@nortonrosefulbright.com](mailto:charles.scott@nortonrosefulbright.com)

Pursuant to Section 590.103(a) of the DOE regulations, Bear Head LNG hereby certifies that the persons listed above and the undersigned are the duly authorized representatives of Bear Head LNG.

**III.**  
**DESCRIPTION OF PROJECT**

The Project is proposed for the purpose of exporting North American LNG to foreign

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<sup>10</sup> Bear Head LNG requests waiver of Section 590.202(a) of DOE’s regulations, 10 C.F.R. § 590.202(a), to the extent necessary to include outside counsel on the official service list in this proceeding.

markets.<sup>11</sup> The 255-acre Project site owned by Bear Head Corp. is located within the Point Tupper/Bear Head Industrial Park, near the town of Port Hawksbury, on the Straight of Canso in Richmond County, Cape Breton, Nova Scotia. Major Project components include four (4) LNG trains with OSMR<sup>®</sup> technology, LNG ship berthing marine facilities, and two (2) LNG storage tanks, each with a volume of approximately 180,000 cubic meters. Each LNG train has a nominal LNG production capacity of two (2) mtpa, providing an initial total LNG production capacity of eight (8) mtpa.<sup>12</sup>

#### **IV.** **AUTHORIZATION REQUESTED**

Bear Head LNG requests long-term, multi-contract authorization to import an amount up to 250 Bcf/y of natural gas by pipeline from, for subsequent export to, Canada, for a 25-year term. Bear Head LNG requests that such authorization commence on the earlier of the date of first import or 10 years from the date the requested authorization is granted.

Bear Head LNG is requesting this authorization in order to act for itself and as agent for third parties who themselves hold title to the gas at the time of import or export. Bear Head LNG will comply with all DOE/FE requirements for importers, exporters and agents, including the registration requirements as first established in *Freeport LNG Expansion, L.P. and FLNG Liquefaction, LLC*, DOE/FE Order No. 2913 and recently set forth in *Venture Global LNG, LLC*, DOE/FE Order No. 3520.<sup>13</sup>

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<sup>11</sup> The Project was initially developed, starting in 2001, as an LNG import facility by its then owner, Access Northeast Energy Inc. In 2004, an Anadarko Petroleum Corporation subsidiary acquired the Project, and then on August 27, 2014, LNGL took ownership of it as a part of its acquisition of Bear Head Corp.

<sup>12</sup> Bear Head Corp. anticipates expanding the Project through the addition of two (2) LNG trains to increase total LNG production capacity from eight (8) to 12 mtpa.

<sup>13</sup> *Freeport LNG Expansion, L.P. and FLNG Liquefaction, LLC, Order Granting Long-Term Authorization to Export Liquefied Natural Gas from Freeport LNG Terminal to Free Trade Nations*, DOE/FE Order No. 2913, FE Docket No. 10-160-LNG (Feb. 10, 2011); *Errata Notice Correcting Footnote 9 in Order 2913* (Feb. 17, 2011); *Venture Global LNG, LLC, Order Granting Long-Term Multi-Contract Authorization to Export*

As referenced above, pursuant to Section 3(c) of the NGA, applications for authorization to import and export natural gas to nations with which an FTA is in effect requiring the national treatment for trade in natural gas are deemed to be in the public interest and must be granted without modification or delay.<sup>14</sup> Moreover, the Canadian NG Application only contemplates the transport of Canadian natural gas, travelling by pipeline through the United States on its way back to Canada. As such, Bear Head LNG submits that its request for authorization to import natural gas from, for subsequent export to, Canada by pipeline is not inconsistent with the U.S. public interest.

## V. **IMPORT/EXPORT SOURCES**

Bear Head LNG proposes to source natural gas to be used as feedstock for LNG production at the Project from Canadian supply basins accessed through North American natural gas pipeline infrastructure. Through the M&NP,<sup>15</sup> the Bear Head LNG Project will have access to diverse, and competitively-priced natural gas supplies.<sup>16</sup>

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*Liquefied Natural Gas by Vessel from the Proposed Venture Global LNG Project in Cameron Parish, Louisiana to Free Trade Nations*, DOE/FE Order No. 3520, FE Docket No. 14-88-LNG (Oct. 10, 2014). The policy of registration was first developed in the context of LNG exports from the Lower-48 and Bear Head LNG commits to fulfilling such requirements for the imports and exports contemplated in the instant Canadian NG Application. Notably, the same policy has been applied in the context of compressed natural gas exports. *See Wentworth Gas Marketing LLC, Order Granting Long-Term Authorization to Export Compressed Natural Gas by Vessel from a Proposed CNG Compression and Loading Facility at the Port of Freeport, Texas to Free Trade Nations*, DOE/FE Order No. 3515, FE Docket No. 14-63-CNG (Oct. 7, 2014).

<sup>14</sup> *See supra* note 9. *See also Jordan Cove Energy Project, L.P.*, DOE/FE Order No. 3041, FE Docket No. 11-127-LNG at 8-9 (Dec. 7, 2011) (noting that DOE/FE's authority under NGA Section 3(c) is limited to ensuring Section 3(c) applications are filed with sufficient information to show the request is not frivolous, and to ensuring that orders granting such applications impose sufficient reporting requirements on the applicant to "enable DOE to monitor import and export activities.").

<sup>15</sup> The M&NP is operated by Maritimes & Northeast Pipeline, L.L.C. (in the U.S.) and by its Canadian pipeline affiliate, Maritimes & Northeast Pipeline Limited Partnership (in Canada). It is an existing high-pressure natural gas delivery system that transports natural gas in international and interstate commerce from a point near Goldboro, Nova Scotia to the Canadian-United States border and through the northeastern states of Maine and New Hampshire, with one terminus in Dracut, Massachusetts and another in Beverly, Massachusetts.

<sup>16</sup> In order to access the M&NP, Canadian sourced natural gas must travel by pipeline through the United States. *See EIA, Major Natural Gas Transportation Corridors: Corridors From Canada* [http://www.eia.gov/pub/oil\\_gas/natural\\_gas/analysis\\_publications/ngpipeline/transcorr.html#Northeast](http://www.eia.gov/pub/oil_gas/natural_gas/analysis_publications/ngpipeline/transcorr.html#Northeast).

An ample supply of natural gas is available throughout Canada, particularly from the Western Canadian Sedimentary Basin (“WCSB”), and from the Mackenzie Delta, Eagle Plain and Peel Plateau in the Northern Gas region. Additionally, the potential exists to source gas from the Central Canadian regions of Ontario and Quebec. This supply can be sourced in large volumes in the spot market, or pursued under long-term arrangements.

The WCSB remains one of the largest natural gas producing basins in North America and it is the most significant supply source being considered by Bear Head LNG in the context of this Canadian NG Application. In 2014, it produced roughly 16.8 Bcf/d,<sup>17</sup> approximately 16% of total North American production. Even with the growth in unconventional gas production in the United States over the past decade, the WCSB still remains the second largest producing basin, only trailing the U.S. Gulf Coast. At its peak in the early 2000s, the WCSB produced over 20 Bcf/d, which over the years, required numerous major interstate pipelines to be constructed and developed to serve both local Canadian and U.S. export markets.

Today, there are over 10 major points of entry where WCSB supplies can enter into the U.S. interstate pipeline system, many of which may potentially be utilized to bring WCSB supplies to the MN&P and serve the proposed Project.

In Waddington, NY, the Iroquois Gas Transmission System can receive WCSB gas supplies from the TransCanada Mainline (“TransCanada”) and can move the volumes south to its interconnect with Tennessee Gas Pipeline (“Tennessee”) at Wright, NY. On the Tennessee system, the gas supplies would traverse from New York through Massachusetts on the Tennessee 200 Line and deliver to MN&P at Dracut, MA.

In Pittsburg, NH, the Portland Natural Gas Transmission System (“PNGTS”) can receive WCSB gas supplies transported across Canada on TransCanada to Trans Québec and Maritimes

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<sup>17</sup> LCI Insight – WCSB Wellhead Production YTD 2014.

Pipeline which then delivers the gas to PNGTS which transports volumes south to its interconnect with MN&P near Westbrook, ME.

At Niagara Falls and Grand Island, NY, National Fuel Gas Supply and Empire Pipeline, respectively, can receive WCSB gas supplies from TransCanada and deliver them to the Tennessee 200 Line, which can then transport the gas to the MN&P interconnect at Dracut.

Other potential entry points for WCSB supplies include Noyes, Minnesota (aka Emerson), where Great Lakes Pipeline (“Great Lakes”) and Viking Pipeline receive WCSB supplies from TransCanada. Volumes on Great Lakes can be exported at St. Clair, MI to Ontario and back onto the TransCanada network for delivery to Niagara, Waddington or Pittsburg. Similarly, WCSB supplies received at Port of Morgan, MT (aka Monchy) on Northern Border Pipeline can be moved south to Vector Pipeline and exported back to Ontario at St. Clair into Union Gas, which can then deliver the gas to TransCanada for delivery to one of the aforementioned export points.

WCSB supplies have numerous combinations of paths to reach the M&NP system. The continued development of WCSB unconventional gas prospects could spur additional export volumes to the U.S. North American pipeline flow patterns have changed dramatically over the last five years, creating new paths to existing markets.

## **VI.** **COMMERCIAL STRUCTURE**

Bear Head Corp. anticipates a tolling commercial structure for the Project, in which customers of the Project will be responsible under the relevant liquefaction tolling agreements to procure natural gas supply, as well as natural gas pipeline transportation capacity for the delivery of such natural gas to the Project. Neither Bear Head Corp. nor Bear Head (USA) has yet entered into any long-term gas supply or long-term import or export contracts in connection with

the authorization requested herein.<sup>18</sup> Bear Head LNG will file any executed long-term gas supply or long-term import or export contracts with DOE/FE in accordance with DOE/FE's requirements for the filing of such contracts.<sup>19</sup>

## **VII.** **REPORT CONTACT**

The report contact is as follows:

John Godbold  
Bear Head LNG Corporation  
1001 McKinney St., Suite 400  
Houston, TX 77002  
(713) 986-0600  
[jgodbold@bearheadlng.com](mailto:jgodbold@bearheadlng.com)

## **VIII.** **CONCLUSION**

For the foregoing reasons, Bear Head LNG respectfully requests that DOE/FE grant it long-term, multi-contract authorization to import an amount up to 250 Bcf/y of natural gas by pipeline from Canada, for subsequent export by pipeline to Canada, for a 25-year term, pursuant to Section 3(c) of the NGA. Bear Head LNG requests that such authorization commence on the earlier of the date of first import or 10 years from the date the requested authorization is granted.

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<sup>18</sup> Sourcing gas from Western and central Canada has greater commercial appeal for the Project given shifting demand dynamics in the natural gas market. In addition to the easy accessibility provided by the ever-expanding North American pipeline grid, recent questions regarding the timeframe of certain Western Canadian projects has increased producer and supplier interest in providing gas to projects in other regions, such as Nova Scotia. *See, e.g.*, Jenny Mandel, *Oil Price Pressure Spreads into Global LNG Market*, EnergyWire, E&E News (Dec. 10, 2014) <http://www.eenews.net/energywire/stories/1060010243>; Brent Jang, *B.C.'s LNG Tax moves buoy Chevron's Interest*, The Globe and Mail (Nov. 3, 2014) <http://www.theglobeandmail.com/report-on-business/international-business/us-business/lng-tax-moves-buoy-chevrons-interest/article21420331/>; Geoffrey Morgan, *B.C. Closes in on LNG But Delays and Cost Overruns Complicate Industry's Outlook*, Financial Post (Nov. 27, 2014) [http://business.financialpost.com/2014/11/27/b-c-closes-in-on-lng-but-delays-and-cost-overruns-complicate-industrys-outlook-2/?\\_lsa=a3e9-1e5d](http://business.financialpost.com/2014/11/27/b-c-closes-in-on-lng-but-delays-and-cost-overruns-complicate-industrys-outlook-2/?_lsa=a3e9-1e5d).

<sup>19</sup> Notably, 10 C.F.R. § 590.202(b) only requires the inclusion of material "to the extent practicable."

Bear Head LNG is requesting this authorization in order to act on its own behalf and as agent for third parties.

Dated: January 23, 2015

Respectfully Submitted,

/s/ Tania S. Perez  
Tania S. Perez  
Charles R. Scott  
Norton Rose Fulbright US LLP  
666 5<sup>th</sup> Avenue  
New York, NY 10103  
(212) 318-3147

*Attorneys for  
Bear Head LNG Corporation and  
Bear Head LNG (USA), LLC*

VERIFICATION

State of Texas )

County of Harris )

**BEFORE ME**, the undersigned authority, on this day personally appeared John Godbold, who, having been by me first duly sworn, on oath says that he is the Project Director for Bear Head LNG Corporation 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.

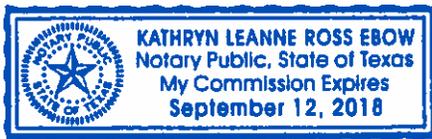
  
\_\_\_\_\_  
John Godbold

SWORN TO AND SUBSCRIBED before me on the 23rd day of January, 2015.

  
\_\_\_\_\_

Name: Kathryn Leanne Ross Ebow  
Title: Notary Public, State of Texas

My Commission Expires:



January 23, 2015

Office of Fuel Programs  
Fossil Energy, U.S. Department of Energy  
Docket Room 3F-056, FE-50  
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1000 Independence Avenue, S.W.  
Washington, D.C. 20585

Re: In the Matter of Bear Head LNG Corporation and Bear Head LNG (USA), LLC  
FE Docket No. 15-\_\_-NG  
Application For Authorization To Import Natural Gas From, For Subsequent Export To,  
Canada  
Opinion of Counsel

Dear Sir or Madam,

This opinion of counsel is provided in accordance with the requirements of Section 590.202(c) of the U.S. Department of Energy's regulations, 10 C.F.R. § 590.202(c) (2014). I have examined the organisational and governance documents of Bear Head LNG Corporation, a Nova Scotia limited liability company ("Bear Head Corp."), and other documents and authorities as necessary for purposes of this opinion. On the basis of the foregoing, we are of the opinion that the proposed long-term, multi-contract import for subsequent export of natural gas by Bear Head Corp., as described in the application submitted by Bear Head Corp. and its affiliate, Bear Head LNG (USA), LLC in the above-referenced docket, is within the corporate powers of Bear Head Corp.

Respectfully submitted,

Cox & Palmer

  
Per \_\_\_\_\_

Daniel F. Gallivan  
CEO and Partner  
Counsel for Bear Head LNG Corporation

**Daniel F. Gallivan, Q.C.** | Chief Executive Officer | Partner

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January 23, 2015

Office of Fuel Programs, Fossil Energy  
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Re: In the Matter of Bear Head LNG Corporation and Bear Head LNG (USA), LLC  
FE Docket No. 15-\_\_-NG  
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to, Canada  
Opinion of Counsel

Dear Sir or Madam:

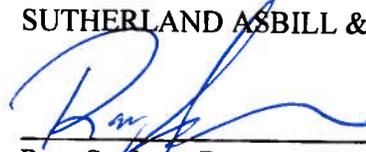
This opinion is furnished to you pursuant to Section 590.202(c) of the U.S. Department of Energy's regulations, 10 C.F.R. § 590.202(c) and in connection with the application of Bear Head LNG Corporation and its affiliate Bear Head LNG (USA), LLC ("Bear Head LNG (USA)") for long-term, multi-contract authorization to import natural gas from, for subsequent export to, Canada. We are counsel for Bear Head LNG (USA), a limited liability company organized under the laws of the State of Delaware. We have reviewed and relied solely on the organizational and governance documents of Bear Head LNG (USA) and information provided to us by Bear Head LNG (USA).

Based on the foregoing, and exclusively for the purposes of the application to the Office of Fossil Energy, we are of the opinion that the proposed imports and exports of natural gas as described in the application are within the limited liability company powers of Bear Head LNG (USA). This opinion is strictly limited to the matters expressly stated herein and no other opinions may be implied or inferred. Without limiting the generality of the foregoing, we express no opinion regarding any permits, licenses, authorizations or approvals that may be required to carry out the proposed imports and exports.

Office of Fuel Programs, Fossil Energy  
U.S. Department of Energy  
January 23, 2015  
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Respectfully submitted,

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