

ANDREWS  DAVIS
A PROFESSIONAL CORPORATION

Exhibit C

Attorneys & Counsellors at Law
100 North Broadway, Suite 3300 • Oklahoma City, Oklahoma 73102-8812
405.272.9241 • fax 405.235.8786 • andrewsdavis.com

 MERITAS LAW FIRMS WORLDWIDE

J. EDWARD BARTH	ALAN C. DURBIN	D. JOE ROCKETT	JENNIFER HENSHAW McBEE	SENIOR COUNSEL	L. KARLTON MOSTELLER
KENNIS M. BELLMARD II	MATTHEW H. GRIFFITH	ROLAND TAGUE	MICHAEL D. McMAHAN	ROBERT B. MILSTEN	(1895-1966)
C. TEMPLE BIXLER	TIMOTHY M. LARASON	ANNE E. ZACHRITZ	JENNIFER SCOTT MORADI		JOHN C. ANDREWS
JAMES F. DAVIS	DAVID POMEROY	TIMOTHY D. BROWN	LEIF E. SWEDLOW	OF COUNSEL	(1926-2001)
VALERIE R. DEVOL	MARK H. PRICE	SANDRA B. HARRISON		LYNN O. HOLLOMAN	MONA S. LAMBIRD
				STEPHEN J. MORIARTY	(1938-1999)

J. Edward Barth
ebarth@andrewsdavis.com

December 8, 2006

Federal Energy Regulatory Commission
888 First Street NE
Washington, DC 20426

Re: Quoddy Bay LNG, L.L.C.
Docket No. CP07- -000, *et al.*

Gentlemen:

Quoddy Bay LNG, L.L.C. ("Quoddy Bay LNG") is applying to the Federal Energy Regulatory Commission ("Commission") pursuant to the procedures established in 18 C.F.R. Part 153 (2006) of Commission's regulations for authorization to site, construct, and operate an LNG import terminal and associated storage and other appurtenant facilities. The point of entry for the import of the natural gas will be at the LNG terminal facilities of Quoddy Bay LNG at the Pleasant Point Reservation in Washington County, Maine.

We are outside counsel for Quoddy Bay LNG. We are familiar with Quoddy Bay LNG's Articles of Organization, Operating Agreement and corporate records. We furnish this opinion pursuant to section 153.8 of the Commission's regulations, 18 C.F.R. § 153.10 (2006). This section requires that Quoddy Bay LNG provide, as Exhibit C, the opinion of counsel that the proposal is within the authorized powers of Quoddy Bay LNG and that Quoddy Bay LNG has complied with the laws and regulations of the states in which Quoddy Bay LNG operates. For purposes of this opinion, we have examined Quoddy Bay LNG's corporate (Limited Liability Company) documents and made examinations of law as we have deemed necessary.

Based upon the foregoing, we are of the following opinion:

(i) The proposal is within the corporate (Limited Liability Company) powers of Quoddy Bay LNG;

(ii) Quoddy Bay LNG is duly organized and existing under the laws of the State of Oklahoma and is in good standing within the State of Oklahoma as of May 25, 2004 and through the date hereof.

Sincerely,

ANDREWS DAVIS

Andrews Davis