

**C L I F F O R D
C H A N C E**

CLIFFORD CHANCE US LLP

2001 K STREET NW
WASHINGTON, DC 20006 - 1001

TEL +1 202 912 5000

FAX +1 202 912 6000

www.cliffordchance.com

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By E-mail

Direct Dial: +12029125116

E-mail: marcia.hook@cliffordchance.com

Mrs. Amy Sweeney
U.S. Department of Energy
Natural Gas Regulation
FE-34 - ROOM 3E-056
1000 Independence Avenue, S.W.
Washington, D.C. 20585
fergas@hq.doe.gov

July 1, 2024

Statement of Change of Control: American LNG Marketing LLC, FE Docket No. 14-209-LNG, FE Docket No. 15-19-LNG

Dear Mrs. Sweeney:

Pursuant to the U.S. Department of Energy (“DOE”), Office of Fossil Energy and Carbon Management’s (“DOE/FECM”) authorizations in the referenced dockets and the DOE/FECM CIC Procedures,¹ American LNG Marketing LLC (“American LNG Marketing”) hereby submits the following Statement of Change in Control with respect to an expected change in American LNG Marketing’s upstream ownership.

Specifically, as described further below, LNG Holdings LLC (“LNG Holdings”) has entered into that certain Membership Interest Purchase Agreement with Miami LNG Acquirorco, LLC, a Delaware limited liability company and a subsidiary of certain funds and investment vehicles of Pennybacker Capital Management, LLC (“Pennybacker”) (such agreement, the “MIPA”) pursuant to which Pennybacker will indirectly acquire 100% control of American LNG Marketing (the “Transaction”). As a result of the Transaction, American LNG Marketing will no longer be controlled by New Fortress Energy, Inc. (“Fortress”) and will be controlled by Pennybacker.

1. Background

As summarized in the table below, American LNG Marketing is authorized to import and export natural gas: (i) from and to nations with which there is in effect a free trade agreement (“FTA”) requiring national treatment for trade in natural gas; and (ii) from and to all other countries with which trade is not prohibited by U.S. law or policy (non-FTA countries).

¹ U.S. Dep’t of Energy, Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas, 79 Fed. Reg. 65,541 (Nov. 5, 2014) (“DOE/FECM CIC Procedures”).

<u>Authorization</u>	<u>Docket No.</u>	<u>Order No.</u>	<u>Volume</u>
FTA Export Authorization	14-209-LNG	3601	3.02 billion cubic feet (“Bcf”)
Non-FTA Export Authorization	14-209-LNG	3690	3.02 Bcf
FTA Export Authorization	15-19-LNG	3656	30.2 Bcf

2. Description of Transaction

a. Internal Corporate Reorganization

In contemplation of, but prior to executing the MIPA, Fortress conducted an internal corporate reorganization pursuant to which LNG Holdings (Florida) LLC, a wholly-owned subsidiary of Fortress, acquired 100% of the membership interests in American LNG Marketing.² As a result of the internal corporate reorganization, LNG Holdings (Florida) LLC became the immediate upstream parent of American LNG Marketing.

b. Change in Control

Pursuant to the consummation of the Transaction, Pennybacker will acquire 100% of the membership interests in LNG Holdings (Florida) LLC, the immediate upstream parent of American LNG Marketing. It is anticipated that the closing conditions will be satisfied, the Transaction will close, and the change in control will occur, on the date that is one business day after: (a) the date that is thirty days after the date of publication of the *Federal Register* notice of DOE/FECM’s receipt of this Statement of Change in Control, if there are no protests of or DOE/FECM action on this Statement of Change in Control; or (b) if there are protests of or action by DOE/FECM on this Statement of Change in Control, the first day following the issuance of an order from DOE/FECM determining that the change in control has not been demonstrated to render the Non-FTA Export Authorization inconsistent with the public interest (the “Anticipated Closing Date”).

² Under DOE/FECM precedent, this internal corporate reorganization does not constitute a transfer of the Export Authorizations under 18 C.F.R. § 590.405 and does not constitute a change in control for purposes of the DOE/FECM CIC Procedures, but is described herein for informational purposes. *See Response to Port Arthur LNG’s Notice of Internal Corporate Reorganization*, Docket Nos. 15-53-LNG, 18-162-LNG, and 15-96-LNG (Apr. 11, 2019) (“We find that the policy underlying this regulation—and therefore DOE/FE’s Change in Control Procedures—pertains to external transfers or assignments, not purely internal corporate reorganizations.”).

Upon the consummation of the Transaction, American LNG Marketing will no longer be controlled by Fortress and will be 100% controlled by Pennybacker.

3. Change in Control Procedures

The DOE/FECM CIC Procedures state that a change in control:

mean[s] 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.³

The procedures for notifying DOE/FECM of a change in control are set forth in the DOE/FECM CIC Procedures, pursuant to which a holder of an export authorization may notify DOE/FECM of a transaction by submitting a statement of change in control to DOE/FECM no later than 30 days after such changes have been effectuated.⁴

Upon receipt of a statement of a change in control for a long-term FTA natural gas import or export authorization, DOE will give immediate effect to the change in control and take no further action.⁵ Upon receipt of a statement of a change in control for a long-term non-FTA natural gas import or export authorization, DOE will give immediate effect to the change in control and publish a notice of the change in the *Federal Register*.⁶ If no interested person protests the change in control and DOE/FECM takes no action of its own motion, the change in control is deemed granted 30 days after publication of the *Federal Register* notice.⁷ If a protest is filed, DOE/FECM will make a determination as to whether the proposed change in control has been demonstrated to render the underlying authorization inconsistent with the public interest.⁸

4. The Authorizations Will Remain Consistent with the Public Interest

Consistent with the DOE/FECM CIC Procedures, American LNG Marketing requests that DOE/FECM give immediate effect to the change in control upon the Anticipated Closing Date.

With respect to the non-FTA export authorization, American LNG Marketing respectfully submits that the Transaction and resulting change in control will have no effect on the public interest determination previously made by DOE/FECM in issuing Order No. 3690. The change in control

³ DOE/FECM CIC Procedures at 65,542.

⁴ *Id.*

⁵ *Id.*

⁶ *Id.*

⁷ *Id.*

⁸ *Id.*

will not result in any substantive changes in the terms and conditions of the initial authorization. It also will have no effect on the scope of the project, the amount of gas exported, the sources of the gas supply, or the prices or other transactional terms. Accordingly, consistent with the CIC Procedures and DOE/FECM established practice, DOE/FECM should promptly publish notice of this filing in the *Federal Register* and provide fifteen days for interventions and comments with a statement that, if no protests are filed and DOE/FECM takes no contrary action on its own, then the amendment of American LNG Marketing's non-FTA export authorization will be deemed granted 30 days after the publication of the notice.

If any protest is submitted to this Statement of Change in Control, DOE/FECM should reject such protest and recognize that the change in control resulting from the Transaction does not affect the public interest determination previously made by DOE/FECM when authorizing non-FTA exports in Order No. 3690.

5. Conclusion

For the foregoing reasons, American LNG Marketing respectfully requests that the DOE/FECM give effect to the change in control as described herein.

Please contact the undersigned with any questions regarding this notice. Thank you for your attention to this matter.

Respectfully submitted,



Marcia Hook
Nicholas Johnson
Clifford Chance US LLP
2001 K Street NW
Washington, DC 20006
Marcia.Hook@cliffordchance.com
Nicholas.Johnson@cliffordchance.com
Phone: (202) 912-5116
Counsel for American LNG Marketing LLC

Cc: Service Lists, FE Docket No. 14-209-LNG and FE Docket No. 15-19-LNG