

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

American LNG Marketing LLC)
)
) **FE Docket No. 15-19-LNG**
)
)

**APPLICATION TO TRANSFER LONG-TERM, MULTI-CONTRACT
AUTHORIZATION TO EXPORT LIQUEFIED NATURAL GAS IN ISO CONTAINERS
LOADED AT THE PROPOSED TITUSVILLE FACILITY IN TITUSVILLE, FLORIDA,
AND EXPORTED BY VESSEL TO FREE TRADE AGREEMENT NATIONS**

Pursuant to section 3 of the Natural Gas Act (“NGA”)¹ and section 590.405 of the regulations of the Department of Energy (“DOE”),² American LNG Marketing LLC (“American LNG Marketing”) and LNG Holdings LLC (“LNG Holdings” and collectively with American LNG Marketing, “Applicants”), submit this application (“Transfer Application”) seeking an order from DOE’s Office of Fossil Energy (“DOE/FE”) authorizing the transfer by American LNG Marketing of the long-term, multi-contract authorization to export liquefied natural gas (“LNG”) in ISO containers loaded at the proposed Titusville facility in Titusville, Florida and exported by vessel to nations with which there is in effect a free trade agreement (“FTA”) requiring national treatment for trade in natural gas issued in DOE/FE Order No. 3656 (“FTA Export Authorization”).³

Applicants note that American LNG Marketing also has sought and received long-term, multi-contract authorizations to export LNG from another facility located in Hialeah, Florida.⁴

¹ 15 U.S.C. § 717b.
² 10 C.F.R. § 590.405.
³ *American LNG Marketing LLC*, DOE/FE Order No. 3656, FE Docket No. 15-19-LNG, Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas in ISO Containers Loaded at the Proposed Titusville Facility in Titusville, Florida and Exported by Vessel to Free Trade Agreement Nations (May 29, 2015).
⁴ *American LNG Marketing. LLC*, DOE/FE Order No. 3601, FE Docket No. 14-209-LNG, Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas in ISO Containers Loaded at the Proposed

This Transfer Application does not pertain to the export authorizations relating to the Hialeah facility. American LNG Marketing plans to continue to hold those export authorizations.

Approval of the proposed transfer is required to align the ownership of the FTA Export Authorization for the proposed facility to be located in Titusville, Florida. Applicants respectfully request approval of the proposed transfer as soon as possible, but in any event by January 20, 2025, the date that is sixty days from the date of this Transfer Application.

I. DESCRIPTION OF THE APPLICANTS

a. American LNG Marketing

The legal name of American LNG Marketing is American LNG Marketing LLC. American LNG Marketing is a Delaware limited liability company with its principal place of business in Austin, Texas.

American LNG Marketing is controlled by LNG Holdings (Florida) LLC, which is a limited liability company organized under the laws of Delaware (“LNG Holdings (Florida)”). As American LNG Marketing informed DOE/FE on July 1, 2024, pursuant to a Membership Interest Purchase Agreement between LNG Holdings and Miami LNG Acquirorco, LLC, a subsidiary of Pennybacker Capital Management, LLC (“Pennybacker”), Miami LNG Acquirorco, LLC acquired 100% of the membership interests in LNG Holdings (Florida), the immediate upstream parent of American LNG Marketing (the “Transaction”).⁵ Pennybacker ultimately controls the manager of investment funds that, as a result of the Transaction, indirectly own and control 100% of the equity interests in American LNG Marketing. Pennybacker, as a registered investment adviser regulated

Hialeah Facility Near Medley, Florida, and Exported by Vessel to Free Trade Agreement Nations (Mar. 18, 2015); *American LNG Marketing LLC*, DOE/FE Order No. 3690, FE Docket No. 14-209-LNG, Final Opinion and Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas in ISO Containers Loaded at the Proposed Hialeah Facility Near Medley, Florida, and Exported by Vessel to Non-Free Trade Agreement Nations (Aug. 7, 2015).

⁵ See *American LNG Marketing LLC*, Order Approving Change in Control, DOE/FE Order No. 5172, Docket Nos. 14-209-LNG & 15-19-LNG (Sept. 25, 2024).

by the Securities and Exchange Commission (“SEC”), publicly identifies in its Form ADV filed with the SEC all of the persons that own or control the power to direct the management or policies of Pennybacker, including, for purposes of clarity, such persons that (i) own or control more than 10% of the voting interests with respect to Pennybacker or (ii) otherwise control Pennybacker.⁶

b. LNG Holdings LLC

The legal name of LNG Holdings is LNG Holdings LLC. LNG Holdings is a Delaware limited liability company with its principal place of business in New York, New York.

LNG Holdings is controlled by New Fortress Energy, Inc., which is a corporation formed under the laws of Delaware (“Fortress”). Fortress has its principal place of business at 111 West 19th St., 8th Floor, New York, NY 10011. The only persons with more than 10% ownership interest in Fortress are Wesley Edens, Randal Nardone, and Great Mountain Partners LLC. Great Mountain Partners LLC, as an investment adviser regulated by the SEC, publicly identifies in its Form ADV filed with the SEC the individuals that own or control the power to direct the management or policies of Great Mountain Partners LLC.⁷

II. DESCRIPTION OF THE AUTHORIZATION

On February 3, 2015, American LNG Marketing filed an application with DOE/FE under NGA section 3 for long-term, multi-contract authorization to export up to 30.2 billion cubic feet of natural gas from a proposed LNG facility located in Titusville, Florida, to any country with

⁶ See Pennybacker Form ADV at Item 12 Schedule A, identifying the parties that hold any direct ownership or control interest in Pennybacker, and Schedule B, identifying parties that hold indirect interest in Pennybacker. Pennybacker’s latest Form ADV can be accessed at <https://adviserinfo.sec.gov/firm/summary/160056> (select “View Latest Form ADV Filed”).

⁷ See Great Mountain Partners LLC Form ADV at Item 12 Schedule A, identifying the parties that hold any direct ownership or control interest in Great Mountain Partners LLC, and Schedule B, identifying parties that hold indirect interest in Great Mountain Partners LLC. Great Mountain Partners LLC’s latest Form ADV can be accessed at <https://adviserinfo.sec.gov/firm/summary/309528> (select “View Latest Form ADV Filed”).

which the U.S. currently has, or in the future may enter into, an FTA requiring national treatment for trade in natural gas. On May 29, 2015, DOE issued the FTA Export Authorization.⁸

III. REQUEST FOR TRANSFER OF AUTHORIZATION

Applicants seek an order from DOE/FE transferring the FTA Export Authorization as it pertains to the Titusville facility from American LNG Marketing to LNG Holdings, with LNG Holdings becoming the sole authorization holder of the FTA Export Authorization. Again, the requested transfer does not extend to other export authorizations held by American LNG Marketing in connection with the Hialeah, Florida facility. Applying DOE/FE precedent, the request should be deemed in the public interest and granted without modification or delay, as required by NGA section 3(c).⁹

DOE's regulations require that a party seeking to transfer or assign an import or export authorization must first seek and obtain DOE/FE approval.¹⁰ DOE/FE reviews applications to transfer or assign an export authorization under the public interest standard set forth in section 3 of the NGA.¹¹ NGA section 3(c) provides that applications to export natural gas, including LNG, to FTA countries will be deemed consistent with the public interest and granted without modification or delay. DOE/FE has applied the same standard to its review of applications to transfer FTA export authorizations, deeming such transfers to be consistent with the public interest without engaging in any analysis of factors affecting the public interest.¹²

⁸ *American LNG Marketing LLC*, DOE/FE Order No. 3656, FE Docket No. 15-19-LNG, Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas in ISO Containers Loaded at the Proposed Titusville Facility in Titusville, Florida and Exported by Vessel to Free Trade Agreement Nations (May 29, 2015).

⁹ 15 U.S.C. § 717b(c).

¹⁰ 10 C.F.R. § 590.405.

¹¹ *See, e.g., Brooklyn Union Gas Co.*, DOE Opinion & Order No. 561, 1 FE ¶ 70,515, at 4, 8 (1991), *reh'g denied*, DOE/FE Opinion & Order No. 561-A (1992).

¹² *See, e.g., Golden Pass LNG Terminal*, Order Granting Request to Transfer Authorizations and Responding to Statement of Change in Control, DOE/FE Order Nos. 3417-A *et al.*, FE Docket Nos. 12-88-LNG *et al.* (Mar. 4,

Consistent with the statutory language of the NGA and DOE precedent, the requested transfer of the FTA Export Authorization should be deemed in the public interest and granted without modification or delay. Applicants further note that the transfer of the FTA Export Authorization will not result in modification of any of the proposed facilities or operations of the proposed Titusville facility or any of the relevant factors that DOE/FE previously considered in granting the FTA Export Authorization. The total volume of LNG to be exported will remain unchanged, and LNG Holdings proposes to be subject to the same conditions applicable to American LNG Marketing in the FTA Export Authorization. There are no facts that would alter DOE/FE's previous public interest determination in granting the FTA Export Authorization.

IV. TIMING OF REQUESTED ORDER

Applicants request that DOE/FE issue an order approving the transfer as soon as possible, but in any event by January 20, 2025, the date that is sixty days from the date of this Transfer Application. Such expedited consideration is appropriate given that the Transfer Application must be deemed in the public interest and granted without modification or delay. Authorizing the transfer requested in this Transfer Application also does not involve a federal action significantly affecting the human environment within the meaning of the National Environmental Policy Act that would trigger the need to prepare an environmental impact statement or environmental assessment.

2020); *ECA Liquefaction, S. de R.L. de C.V.*, Order Granting Request to Transfer Authorizations, DOE/FE Order Nos. 4317-A & 4364-A, FE Docket No. 18-144-LNG (Oct. 7, 2019).

V. COMMUNICATIONS

All correspondence and communications regarding this Transfer Application, including all service of pleadings and notice, should be directed to the following persons:¹³

For American LNG Marketing:

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For LNG Holdings:

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VI. APPENDICES

Appendix A Verifications of American LNG Marketing LLC and LNG Holdings LLC

Appendix B Opinion of Counsel Regarding LNG Holdings LLC

VII. CONCLUSION

For the reasons set forth above, the Applicants respectfully request that DOE/FE issue an order granting the requested transfer of the FTA Export Authorization from American LNG Marketing to LNG Holdings as described herein.

¹³ Asterisk denotes persons to be added to the service list for this proceeding. Applicants request waiver of section 590.202(a) of DOE's regulations to the extent necessary to include more than two persons on the official service list in this proceeding. *See* 10 C.F.R. § 590.202(a).

Respectfully submitted,

/s/ Ryan C. Norfolk

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Counsel for American LNG Marketing

/s/ Marcia Hook

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Counsel for LNG Holdings

Dated: November 21, 2024

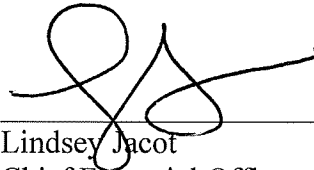
Appendix A
Verifications of American LNG Marketing LLC and LNG Holdings LLC

VERIFICATION

I, Lindsey Jacot, declare that I am Chief Financial Officer for Pennybacker Capital Management, LLC (“Pennybacker”) and am duly authorized to make this Verification, that I have read the foregoing instrument and that the facts therein pertaining to Pennybacker and American LNG Marketing, LLC are true and correct to the best of my knowledge, information, and belief.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed in Austin, Texas, this 20th day of November 2024.

A handwritten signature in black ink, appearing to read 'LJ', is written over a horizontal line.

Lindsey Jacot
Chief Financial Officer
Pennybacker Capital Management, LLC

VERIFICATION

I, Cameon MacDougall, declare that I am General Counsel for New Fortress Energy Inc. and am duly authorized to make this Verification, that I have read the foregoing instrument and that the facts therein stated are true and correct to the best of my knowledge, information, and belief.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed in New York, New York, on this 21st day of November, 2024.



Cameron MacDougall
General Counsel
New Fortress Energy Inc.

Appendix B
Opinion of Counsel of LNG Holdings LLC

OPINION OF COUNSEL

November 21, 2024

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

Dear Mrs. Sweeney:

This opinion of counsel is submitted pursuant to section 590.202(c) of the regulations of the United States Department of Energy, 10 C.F.R. § 590.202(c). I am in house counsel to New Fortress Energy Inc., which controls LNG Holdings LLC.

I have reviewed the organizational and internal governance documents of LNG Holdings LLC, and it is my opinion that the proposed export of natural gas as described in the Transfer Application filed by American LNG Marketing LLC and LNG Holdings LLC, to which this opinion of counsel is attached as Appendix B, is within the company powers of LNG Holdings LLC.



Cameron MacDougall
General Counsel
LNG Holdings LLC

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 by the Secretary in this proceeding.

Dated at Washington, D.C. this 21st of November, 2024.

/s/ Ryan C. Norfolk

Ryan C. Norfolk

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