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January 9, 2018

**Via Email**

Ms. Amy Sweeney, Director  
Division of Natural Gas Regulation  
Office of Fossil Fuels  
Department of Energy  
Docket Room 3E-042  
Forrestal Building  
1000 Independence Avenue, S.W.  
Washington, DC 20585

Re: American LNG Marketing, LLC, FE Docket No. 14-209-LNG  
American LNG Marketing, LLC, FE Docket No. 15-19-LNG  
American LNG Marketing, LLC, FE Docket No. 16-33-LNG

Dear Ms. Sweeney:

American LNG Marketing LLC (“ALM” or “Applicant”) hereby submits a Notice of Change in Control (“Notice”) in the above-referenced dockets to notify the Department of Energy, Office of Fossil Energy (“DOE/FE”)<sup>1</sup> of a pending change in control over Fortress Investment Group LLC (“Fortress”), the ultimate parent of Applicant. This Notice is provided pursuant to the DOE/FE Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas,<sup>2</sup> as well as the ordering paragraphs of the DOE/FE orders issued in the above-referenced dockets.

The change in control addressed in this Notice results from the acquisition of Fortress (the “Transaction”) by an indirect, wholly-owned subsidiary of SoftBank Group Corp. (“SoftBank”). SoftBank is a global holding company headquartered in Tokyo, Japan, with ownership interests in a wide range of telecommunications and technology ventures including broadband, fixed-line and wireless telecommunications, e-commerce, technology services, advanced energy technology, finance, and semiconductor design. Softbank conducts its business through various subsidiaries and partnerships with

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<sup>1</sup> The authority to regulate the imports and exports of natural gas, including liquefied natural gas, under section 3 of the Natural Gas Act (“NGA”), 15 U.S.C. § 717b, has been delegated to the Assistant Secretary for FE in Redelegation Order No. 00-006.02 issued on November 17, 2014.

<sup>2</sup> U.S. Dep’t of Energy, Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas, 79 Fed. Reg. 65,641 (Nov. 5, 2014).

companies located in Japan and other countries, including the U.S. However, neither SoftBank nor any of its subsidiaries, affiliates or investment funds, own, operate or control any energy-related facilities in the U.S.

The Transaction was consummated on December 27, 2017. As a result of the Transaction, SoftBank, through Fortress, ultimately controls the manager of investment funds that indirectly own the equity interests in Applicant. The Transaction has no effect on the day-to-day management or operation of Applicant, Applicant retains its current form and domicile as a Delaware limited liability company with its principal place of business in New York, New York, and Applicant continues to be the holder of the DOE/FE authorizations issued in the above-referenced dockets, as further described below.

On December 31, 2014, ALM filed an application with DOE/FE under section 3 of the NGA for long-term, multi-contract authorization to export up to 3.02 billion cubic feet per year (“Bcf/yr”) of natural gas from a natural gas liquefaction facility located near Hialeah, Florida, to (i) countries with which the U.S. has, or in the future may enter into, a free trade agreement requiring national treatment for trade in natural gas (“FTA”), and (ii) countries with which the U.S. does not have a FTA requiring national treatment for trade in natural gas and with which trade is not prohibited by U.S. law or policy. On March 18, 2015, DOE/FE granted ALM’s requested FTA authorization,<sup>3</sup> and on August 7, 2015, DOE/FE granted ALM’s requested non-FTA authorization.<sup>4</sup>

On March 8, 2016, ALM filed an application with DOE/FE under section 3 of the NGA, requesting blanket authorization to engage in short-term exports of LNG from the Hialeah liquefaction facility to any country with which trade is not prohibited by U.S. law or policy. On August 24, 2016, DOE/FE granted ALM’s requested blanket authorization.<sup>5</sup>

On February 3, 2015, ALM filed an application with DOE/FE under section 3 of the NGA for long-term, multi-contract authorization to export up to 30.2 Bcf/yr of natural gas from a natural gas

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<sup>3</sup> *Am. LNG Mktg. 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 Hialeah Facility Near Medley, Florida, and Exported by Vessel to Free Trade Agreement Nations (Mar. 18, 2015).

<sup>4</sup> *Am. LNG Mktg. 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).

<sup>5</sup> *Am. LNG Mktg. LLC*, DOE/FE Order No. 3877, FE Docket No. 16-33-LNG, Order Granting Blanket Authorization to Export Liquefied Natural Gas in ISO Containers Loaded at the Hialeah Facility Near Medley, Florida, and Exported by Vessel (Aug. 24, 2016).

liquefaction facility located in Titusville, Florida, to any country with which the U.S. currently has, or in the future may enter into, an FTA. On May 29, 2015, DOE granted ALM the requested authorization.<sup>6</sup>

Through this Notice, Applicant (i) amends its FTA authorizations in DOE/FE Docket Nos. 14-209-LNG and 15-19-LNG, (ii) seeks to amend its non-FTA authorization in DOE/FE Docket No. 14-209-LNG, and (iii) seeks to amend its blanket authorization in DOE/FE Docket No. 16-33-LNG, in each case to reflect the Transaction. With respect to the requested amendment to Applicant's export authorizations in DOE/FE Docket Nos. 14-209-LNG and 16-33-LNG, Applicant respectfully requests that DOE/FE give immediate effect to the change in control, promptly publish a notice of the change in the Federal Register, and take no further action. In each case, Applicant affirms that the Transaction does not affect its prior representations that formed the basis for DOE/FE's decision to grant the relevant authorizations and affirms that it will continue to comply with all the terms of such authorizations upon completion of the Transaction.

Please contact the undersigned if you have any questions regarding this Notice of Change in Control.

Respectfully Submitted,

/s/ John S. Decker

John S. Decker

Vinson & Elkins LLP

Attorney for American LNG Marketing, LLC

cc: Service Lists, Docket No. 14-209-LNG, Docket No. 15-19-LNG, and Docket No. 16-33-LNG

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<sup>6</sup> *Am. LNG Mktg. 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 Titusville, Florida and Exported by Vessel to Free Trade Agreement Nations (May 29, 2015).