



[6450-01-P]

**DEPARTMENT OF ENERGY**

[FE Docket Nos. 14-209-LNG, 15-19-LNG, and 16-33-LNG]

**American LNG Marketing, LLC**

**AGENCY:** Office of Fossil Energy, DOE.

**ACTION:** Notice of change in control.

**SUMMARY:** The Office of Fossil Energy (FE) of the Department of Energy (DOE) gives notice of receipt of a Notice of Change in Control (Notice) filed January 9, 2018, by American LNG Marketing, LLC (ALM) in the above-referenced dockets. The Notice describes a change in control of Fortress Investment Group LLC (Fortress), the ultimate parent company of ALM. The Notice was filed under section 3 of the Natural Gas Act (NGA).

**DATES:** Protests, motions to intervene, or notices of intervention, as applicable, and written comments are to be filed using procedures detailed in the **Public Comment Procedures** section no later than 4:30 p.m., Eastern time, [INSERT DATE 15 DAYS AFTER DATE OF

**PUBLICATION IN THE *FEDERAL REGISTER*].**

**ADDRESSES:**

**Electronic Filing by email:**

*fergas@hq.doe.gov*

**Regular Mail**

U.S. Department of Energy (FE-34)  
Office of Regulation and International Engagement  
Office of Fossil Energy  
P.O. Box 44375  
Washington, DC 20026-4375

**Hand Delivery or Private Delivery Services (e.g., FedEx, UPS, etc.)**

U.S. Department of Energy (FE-34)  
Office of Regulation and International Engagement  
Office of Fossil Energy  
Forrestal Building, Room 3E-042  
1000 Independence Avenue, SW  
Washington, DC 20585

**FOR FURTHER INFORMATION CONTACT:**

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U.S. Department of Energy (FE-34)  
Office of Regulation and International Engagement  
Office of Fossil Energy  
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1000 Independence Avenue, SW.,  
Washington, DC 20585  
(202) 586-9478; (202) 586-2627

Cassandra Bernstein or Ronald (R.J.) Colwell  
U.S. Department of Energy (GC-76)  
Office of the Assistant General Counsel for  
Electricity and Fossil Energy  
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1000 Independence Avenue, SW.,  
Washington, DC 20585  
(202) 586-9793; (202) 586-8499

**SUPPLEMENTARY INFORMATION:**

**Summary of Change in Control**

As noted, ALM filed a Notice of Change in Control in the above-referenced dockets.<sup>1</sup> In the Notice, ALM asserts that the change in control results from the acquisition of its ultimate parent company, Fortress, by an indirect, wholly-owned subsidiary of SoftBank Group Corp. (SoftBank). ALM states that SoftBank is a global holding company headquartered in Tokyo,

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<sup>1</sup> American LNG Marketing, LLC, FE Docket Nos. 14-209-LNG, 15-19-LNG, and 16-33-LNG, Notice of Change in Control (Jan. 9, 2018) [hereinafter ALM Notice].

Japan.<sup>2</sup> According to ALM, this acquisition was consummated on December 27, 2017 (Transaction). As a result of this Transaction, SoftBank—through Fortress—ultimately controls the manager of investment funds that indirectly own the equity interests in ALM. ALM further states that: (i) the Transaction has no effect on ALM’s day-to-day management or operation; (ii) ALM retains its current form and domicile as a Delaware limited liability company with its principal place of business in New York, New York; and (iii) ALM continues to be the holder of the DOE/FE authorizations issued in the above-referenced dockets.<sup>3</sup>

Additional details can be found in ALM’s Notice, posted on the DOE/FE website at: [https://www.energy.gov/sites/prod/files/2018/01/f46/AmericanLNGMktgCIC01\\_09\\_18.pdf](https://www.energy.gov/sites/prod/files/2018/01/f46/AmericanLNGMktgCIC01_09_18.pdf) (Jan. 9, 2018).

#### **DOE/FE Evaluation**

DOE/FE will review ALM’s Notice in accordance with its Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas (CIC Revised Procedures).<sup>4</sup> Consistent with the CIC Revised Procedures, this notice addresses only the authorizations granted to ALM to export liquefied natural gas (LNG) to non-free trade agreement (non-FTA) countries in DOE/FE Order Nos. 3690 and 3877 (FE Docket Nos. 14-209-LNG and 16-33-LNG, respectively). If no interested person protests the change in control and DOE takes no action on its own motion, the change in control will be deemed granted 30 days after publication in the *Federal Register*. If one or more protests are submitted, DOE will review

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<sup>2</sup> ALM states that SoftBank holds 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 companies located in Japan and other countries, including the United States. See ALM Notice at 1-2.

<sup>3</sup> ALM is advised that its described change in control may also require the approval of the Committee on Foreign Investment in the United States (CFIUS). DOE expresses no opinion regarding the need for review by CFIUS. Additional information may be obtained at: <http://www.treasury.gov/resource-center/international/Pages/Committee-on-Foreign-Investment-in-US.aspx>.

<sup>4</sup> 79 FR 65541 (Nov. 5, 2014).

any motions to intervene, protests, and answers, and will issue a determination as to whether the proposed change in control has been demonstrated to render the underlying authorization inconsistent with the public interest.

### **Public Comment Procedures**

Interested persons will be provided 15 days from the date of publication of this notice in the *Federal Register* in order to move to intervene, protest, and answer ALM's Notice. Protests, motions to intervene, notices of intervention, and written comments are invited in response to this notice only as to the change in control described in ALM's Notice, and only with respect to ALM's non-FTA authorizations in DOE/FE Order Nos. 3690 and 3877.<sup>5</sup> All protests, comments, motions to intervene, or notices of intervention must meet the requirements specified by DOE's regulations in 10 CFR part 590.

Filings may be submitted using one of the following methods: (1) preferred method: e-mailing the filing to *fergas@hq.doe.gov*, with the individual FE Docket Number(s) in the title line, or American LNG Marketing Change in Control in the title line to include all applicable dockets in this notice; (2) mailing an original and three paper copies of the filing to the Office of Regulation and International Engagement at the address listed in **ADDRESSES**; or (3) hand delivering an original and three paper copies of the filing to the Office of Regulation and International Engagement at the address listed in **ADDRESSES**. All filings must include a reference to the individual FE Docket Number(s) in the title line, or American LNG Marketing Change in Control in the title line to include all applicable dockets in this notice. **PLEASE NOTE:** If submitting a filing via email, please include all related documents and attachments (e.g., exhibits) in the original email correspondence. Please do not include any active hyperlinks

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<sup>5</sup> Intervention, if granted, would constitute intervention only in the change in control portion of this proceeding, as described herein.

or password protection in any of the documents or attachments related to the filing. All electronic filings submitted to DOE must follow these guidelines to ensure that all documents are filed in a timely manner. Any hardcopy filing submitted greater in length than 50 pages must also include, at the time of the filing, a digital copy on disk of the entire submission.

ALM's Notice and any filed protests, motions to intervene, notices of intervention, and comments are available for inspection and copying in the Office of Regulation and International Engagement docket room, Room 3E-042, 1000 Independence Avenue, SW, Washington, D.C., 20585. The docket room is open between the hours of 8:00 a.m. and 4:30 p.m., Monday through Friday, except Federal holidays.

The Notice and any filed protests, motions to intervene, notices of intervention, and comments will also be available electronically by going to the following DOE/FE Web address: <http://www.fe.doe.gov/programs/gasregulation/index.html>.

Issued in Washington, D.C., on March 13, 2018.

**Robert J. Smith,**  
Deputy Assistant Secretary for Oil and Natural Gas (Acting),  
Office of Fossil Energy.

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