



DEPARTMENT OF ENERGY

[Docket No. 13-69-LNG; Docket No. 14-88-LNG; Docket No. 15-25-LNG; Docket No. 16-28-LNG; Docket No. 21-131-LNG]

Change in Control: Venture Global Calcasieu Pass, LLC; Venture Global Plaquemines LNG, LLC; Venture Global CP2 LNG, LLC

AGENCY: Office of Fossil Energy and Carbon Management, Department of Energy.

ACTION: Notice of change in control.

SUMMARY: The Office of Fossil Energy and Carbon Management (FECM) of the Department of Energy (DOE) gives notice of receipt of a Notification of Change in Ownership Structure filed by Venture Global LNG, Inc. (Venture Global) on October 24, 2023 (Notification), as supplemented on November 2, 2023 (Supplement). Venture Global provides notice of a recent corporate reorganization that affected the ownership of the following three subsidiaries and authorization holders: Venture Global Calcasieu Pass, LLC; Venture Global Plaquemines LNG, LLC; and Venture Global CP2 LNG, LLC (collectively, Authorization Holders). The relevant portion of Venture Global's Notification subject to this Notice is described herein. The Notification and Supplement were filed under the Natural Gas Act (NGA).

DATES: Protests, motions to intervene, or notices of intervention, as applicable, and written comments are to be filed as 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 (Strongly encouraged): fergas@hq.doe.gov.

Postal Mail, Hand Delivery, or Private Delivery Services (e.g., FedEx, UPS, etc.)
U.S. Department of Energy (FE-34)
Office of Regulation, Analysis, and Engagement
Office of Fossil Energy and Carbon Management

Forrestal Building, Room 3E-056
1000 Independence Avenue SW,
Washington, DC 20585.

Due to potential delays in DOE's receipt and processing of mail sent through the U.S. Postal Service, we encourage respondents to submit filings electronically to ensure timely receipt.

FOR FURTHER INFORMATION CONTACT:

Jennifer Wade or Peri Ulrey
U.S. Department of Energy (FE-34)
Office of Regulation, Analysis, and Engagement
Office of Resource Sustainability
Office of Fossil Energy and Carbon Management
Forrestal Building, Room 3E-042
1000 Independence Avenue SW,
Washington, DC 20585
(202) 586-4749 or (202) 586-7893
jennifer.wade@hq.doe.gov or *peri.ulrey@hq.doe.gov*

Cassandra Bernstein
U.S. Department of Energy (GC-76)
Office of the Assistant General Counsel for Energy Delivery and Resilience
Forrestal Building, Room 6D-033
1000 Independence Avenue SW,
Washington, DC 20585
(202) 586-9793
cassandra.bernstein@hq.doe.gov

SUPPLEMENTARY INFORMATION:

Summary of Change in Control

Venture Global's Notification describes a series of reorganization transactions effective as of September 25, 2023 (Transactions). As relevant here, Venture Global states that its institutional passive, minority owners referenced in prior DOE/FECM filings had a change in their collective ownership, as depicted in the Organizational Charts submitted as part of the Supplement.

Specifically, before the Transactions, the institutional investors collectively owned a total of 36.46% of the common equity in Venture Global, with no single institutional investor holding 10% or more.

After the Transactions, Venture Global became a wholly-owned subsidiary of a new Delaware corporation named Venture Global Holdings, Inc. (VG Holdings). Additionally, the

institutional investors now own a total of 16.21% of the common equity in VG Holdings,¹ with funds managed and/or controlled by Pacific Investment Management LLC (PIMCO) owning 15.10%,² and other passive institutional investors together owning the remaining 1.11%.³

Venture Global further states that the PIMCO ownership interest creates a rebuttal presumption of control under DOE's Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas (CIC Procedures)⁴ but, according to Venture Global, that presumption should be deemed rebutted because of the passive nature of PIMCO's investment.

The remaining 83.79% of the common equity of VG Holdings is owned by the Principals, Robert B. Pender and Michael A. Sabel. Venture Global states that the Principals moved up a level in the corporate structure and now hold their ownership interest in a new entity named Venture Global Partners II, LLC, which remains 50% owned and controlled by each of the two Principals. However, the internal corporate reorganization resulting from the Transactions is described for completeness only and is not subject to this Notice.⁵

Venture Global further states that, after the Transactions, the Principals continue to retain the sole right to control and direct the management and policies of Venture Global and thus each of the Authorization Holders (other than Stonepeak's rights with regard to Calcasieu Pass detailed in the filing submitted on September 6, 2019).

In sum, this Notice applies only to the portion of the Notification related to the institutional investors, with PIMCO now owning 15.10% of VG Holdings' common equity. Additional

¹ The Supplement provides these updated ownership percentages.

² Venture Global states that, as a result of that interest in VG Holdings, PIMCO indirectly owns that same 15.10% ownership in the equity of each of the Authorization Holders—Calcasieu Pass, Plaquemines LNG, and CP2 LNG—though its ownership of Calcasieu Pass will be reduced to approximately of 11.56% when Stonepeak's preferred interests in Calcasieu Pass Holdings, LLC convert into common units upon the commercial operation date of the Calcasieu Pass Project.

³ According to Venture Global, these passive institutional investors are comprised of a number of U.S. institutional and related investors with no power to direct the management or policies of Venture Global.

⁴ 79 FR 65541 (Nov. 5, 2014).

⁵ DOE has previously found that the CIC Procedures apply only to external transfers or assignments, not to internal corporate reorganizations. *See, e.g., Port Arthur LNG, LLC*, Notice of Internal Corporate Reorganization, Docket Nos. 15-53-LNG, *et al.* (Apr. 11, 2019) (noting that DOE's Change in Control Procedures, 79 FR 65541, focus on "ownership or management of the exporting entity chang[ing] hands, resulting in a change in control").

details can be found in the Notification and Supplement, posted on the DOE website at:

[https://www.energy.gov/sites/default/files/2023-](https://www.energy.gov/sites/default/files/2023-10/10.24.23.Venture%20Global%20LNG%20DOE%20notification%20re.%20Corp%20Reorganization.pdf)

[10/10.24.23.Venture%20Global%20LNG%20DOE%20notification%20re.%20Corp%20Reorganization.pdf](https://www.energy.gov/sites/default/files/2023-10/10.24.23.Venture%20Global%20LNG%20DOE%20notification%20re.%20Corp%20Reorganization.pdf).

[https://www.energy.gov/sites/default/files/2023-](https://www.energy.gov/sites/default/files/2023-11/Supplement%20to%20NOCC%2011.02.2023.pdf)

[11/Supplement%20to%20NOCC%2011.02.2023.pdf](https://www.energy.gov/sites/default/files/2023-11/Supplement%20to%20NOCC%2011.02.2023.pdf).

DOE Evaluation

DOE will review the Notification and Supplement in accordance with its CIC Procedures.⁶ Consistent with the CIC Procedures, this notice addresses the Authorization Holders' various existing authorizations to export liquefied natural gas (LNG) to countries with which the United States has not entered into a free trade agreement (FTA) requiring national treatment for trade in natural gas (FTA countries) and with which trade is not prohibited by United States law or policy (non-FTA countries), as identified in the Notification.⁷ If no interested person protests the change in control and DOE takes no action on its own motion, the proposed 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 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 authorizations 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* to move to intervene, protest, and answer the Notification and Supplement.⁸ Protests, motions to intervene, notices of intervention, and written comments are invited in

⁶ See *infra* note 4.

⁷ Venture Global's Notification also applies to: (1) the Authorization Holders' various existing authorizations to export LNG to FTA countries, and (2) the Authorization Holders' various pending applications to export LNG to non-FTA countries, as identified in the Notification. DOE will respond to those portions of the Notification separately pursuant to the CIC Procedures, 79 FR 65542.

⁸ Intervention, if granted, would constitute intervention only in the change in control portion of these proceedings, as described herein.

response to this notice only as to the change in control described in the Notification and Supplement. All protests, comments, motions to intervene, or notices of intervention must meet the requirements specified by DOE's regulations in 10 CFR part 590, including the service requirements.

Filings may be submitted using one of the following methods:

(1) Submitting the filing electronically at *fergas@hq.doe.gov*;

(2) Mailing the filing to the Office of Regulation, Analysis, and Engagement at the address listed in the **ADDRESSES** section; or

(3) Hand delivering the filing to the Office of Regulation, Analysis, and Engagement at the address listed in the **ADDRESSES** section.

For administrative efficiency, DOE prefers filings to be filed electronically. All filings must include a reference to "Docket Nos. 13-69-LNG, *et al.*" in the title line, or "Venture Global LNG Change in Control" in the title line.

For electronic submissions: Please include all related documents and attachments (*e.g.*, exhibits) in the original email correspondence. Please do not include any active hyperlinks 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.

The Notification, Supplement, and any filed protests, motions to intervene, notices of intervention, and comments will be available electronically on the DOE website at:

www.energy.gov/fecm/regulation.

Signed in Washington, D.C., on December 12, 2023.

Amy R. Sweeney,
Director, Office of Regulation, Analysis, and Engagement,
Office of Resource Sustainability.

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