

UNITED STATES OF AMERICA
DEPARTMENT OF ENERGY
OFFICE OF FOSSIL ENERGY AND CARBON MANAGEMENT

_____)	
AMERICAN LNG MARKETING LLC)	DOCKET NO. 14-209-LNG
_____)	

ORDER DENYING APPLICATION FOR REHEARING OF
ORDER APPROVING CHANGE IN CONTROL

DOE/FECM ORDER NO. 5172-A

OCTOBER 30, 2024

I. INTRODUCTION AND BACKGROUND

In DOE/FE Order No. 3690, issued on August 7, 2015, the Department of Energy’s Office of Fossil Energy and Carbon Management (FECM) (then known as the Office of Fossil Energy)¹ authorized American LNG Marketing LLC (American LNG Marketing) to export domestically produced liquefied natural gas (LNG) in a volume equivalent to 3.02 billion cubic feet per year of natural gas for a term of 20 years.² Under section 3(a) of the Natural Gas Act (NGA),³ American LNG Marketing is authorized to load this LNG in approved ISO IMO7/TVAC-ASME LNG (ISO) containers at its Hialeah Facility, located near Medley, Florida, for export by vessel to any country with which the United States has not entered into a free trade agreement (FTA) requiring national treatment for trade in natural gas, and with which trade is not prohibited by U.S. law or policy (non-FTA countries).⁴ American LNG Marketing has been exporting LNG from the Hialeah Facility under Order No. 3690 since February 2016.⁵

On July 1, 2024, American LNG Marketing submitted a “Statement of Change in Control” (Statement)⁶ pursuant to DOE’s “Procedures for Change in Control Affecting

¹ The Office of Fossil Energy (FE) changed its name to the Office of Fossil Energy and Carbon Management on July 4, 2021.

² *Am. LNG Mktg. LLC*, DOE/FE Order No. 3690, 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).

³ 15 U.S.C. § 717b(a). The authority to regulate the imports and exports of natural gas, including LNG, under section 3 of the NGA has been delegated to the Assistant Secretary for FECM in Redelegation Order No. S4-DEL-FE1-2023, issued on April 10, 2023.

⁴ *See Am. LNG Mktg. LLC*, DOE/FE Order No. 3690, at 137-38 (Ordering Para. A). In DOE/FE Order No. 3601, issued in this docket on March 18, 2015, American LNG Marketing is authorized to export the same volume of LNG to FTA countries under NGA section 3(c), 15 U.S.C. § 717b(c), on a non-additive basis. *See, e.g., id.* at 138 (Ordering Para. C). Additionally, American LNG Marketing holds a second long-term FTA order, DOE/FE Order No. 3656, issued on May 29, 2015, in Docket No. 15-19-LNG. Because DOE has found that the hearing-type procedures in 10 C.F.R. Part 590 are applicable only to proceedings involving the export of natural gas (including LNG) to non-FTA countries, neither of these FTA orders are at issue in this rehearing proceeding.

⁵ *Am. LNG Mktg. LLC*, Notification of First Export, Docket No. 14-209-LNG (Feb. 19, 2016); *see also* *Am. LNG Mktg. LLC*, Semi-Annual Report, Docket No. 14-209-LNG (Oct. 1, 2024).

⁶ *Am. LNG Mktg. LLC*, Statement of Change of Control, Docket Nos. 14-209-LNG, 15-19-LNG (July 1, 2024), <https://www.energy.gov/sites/default/files/2024->

Applications and Authorizations to Import or Export Natural Gas” (Change in Control Procedures)⁷ and Ordering Paragraph M of Order No. 3690.⁸ In the Statement, American LNG Marketing provided notice of an “expected change” in its upstream ownership as follows:⁹

- First, American LNG Marketing’s parent company, New Fortress Energy, Inc. (Fortress) has “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;”¹⁰ and
- Second, American LNG Marketing’s new immediate upstream parent company, LNG Holdings (Florida) LLC, has entered into a “Membership Interest Purchase Agreement” (MIPA) 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).¹¹ Pursuant to the MIPA, “Pennybacker will indirectly acquire 100% control of American LNG Marketing (the ‘Transaction’).”¹²

Thus, as a result of this Transaction, “American LNG Marketing will no longer be controlled by Fortress and will be 100% controlled by Pennybacker.”¹³ American LNG Marketing further asserted that “the Transaction and resulting change in control will have no effect on the public interest determination [under NGA section 3(a)] previously made by DOE/FECM in issuing Order No. 3690,”¹⁴ nor will they result in “any substantive changes” to that order.¹⁵

[07/DOE%20Statement%20of%20Change%20in%20Control%20%28Final%207.1.2024%29.pdf](#) [hereinafter Statement].

⁷ 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) [hereinafter Change in Control Procedures].

⁸ *Am. LNG Mktg. LLC*, DOE/FE Order No. 3690, at 141-42 (Ordering Para. M) (stating that, “[p]rior to any change in control . . .,” American LNG Marketing must comply with DOE[]’s Change in Control Procedures); *see also id.* at 133-34 (Term and Condition C).

⁹ Statement at 1.

¹⁰ *Id.* at 2. As American LNG Marketing notes, this internal corporate reorganization is not subject to DOE’s Change in Control Procedures. *See id.* at 2 n.2.

¹¹ *Id.* at 1.

¹² *Id.* (emphasis added).

¹³ *Id.* at 3 (discussing the planned timing to close the Transaction, following DOE’s issuance of an order approving the change in control); *see also id.* at 1. American LNG Marketing subsequently supplemented its Statement with organizational charts depicting its ownership structure before and after the anticipated close of the Transaction (Supplement). *See Am. LNG Mktg. LLC*, Supplement to Statement of Change in Control, Docket Nos. 14-209-LNG, 15-19-LNG (July 12, 2024) [hereinafter Statement Supp.], <https://www.energy.gov/sites/default/files/2024-07/Supplement%20to%20DOE%20Statement%20of%20Change%20in%20Control%20%28Final%207.12.24%29.pdf>; *see also infra* at 14-16 (Appendix).

¹⁴ Statement at 3.

¹⁵ *Id.* at 4.

Accordingly, American LNG Marketing asked DOE to give effect to the change in control.¹⁶

Consistent with DOE's Change in Control Procedures, DOE published a notice of American LNG Marketing's Statement, as supplemented, in the *Federal Register* on August 1, 2024 (Notice).¹⁷ DOE invited protests, motions to intervene, and written comments to be filed no later than August 16, 2024.¹⁸ In the Notice, DOE emphasized that "[p]rotests ... are invited in response to this notice only as to the change in control described in the Statement and Supplement."¹⁹

As relevant here, DOE received a timely filed "Motion to Intervene and Protest" submitted by Public Citizen, Inc. (Public Citizen).²⁰ In the protest portion of this filing, Public Citizen opposed American LNG Marketing's Statement and Supplement as "deficient" in "fail[ing] to reveal what investors, individuals or entities hold 'power to direct the management or policies of' Pennybacker Capital Management LLC."²¹ Public Citizen argued that DOE must "compel disclosure of the investors, individuals and entities that own, direct and control Pennybacker."²²

American LNG Marketing timely filed an "Answer to Motion to Intervene and Protest of Public Citizen, Inc."²³ Among other arguments in response to Public Citizen, American LNG Marketing asserted that, "as an investment adviser regulated by the Securities and Exchange

¹⁶ *Id.* at 3.

¹⁷ U.S. Dep't of Energy, Change In Control; American LNG Marketing LLC, 89 Fed. Reg. 62,732 (Aug. 1, 2024) [hereinafter Notice].

¹⁸ *Id.* at 62,732-33.

¹⁹ *Id.*

²⁰ Public Citizen, Inc., Motion to Intervene and Protest, Docket No. 14-209-LNG (Aug. 16, 2024) [hereinafter Public Citizen Filing]. DOE also received one anonymous comment that was not responsive to American LNG Marketing's Statement.

²¹ *Id.* at 1.

²² *Id.*

²³ Am. LNG Mktg. LLC, Answer to Motion to Intervene and Protest of Public Citizen, Inc., Docket No. 14-209-LNG (Aug. 20, 2024) [hereinafter Am. LNG Mktg. Answer].

Commission (‘SEC’), Pennybacker 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 Pennybacker.”²⁴ American LNG Marketing further stated that “there are no indirect owners not disclosed that have a greater than 10% voting interest in or that otherwise control Pennybacker.”²⁵

On September 25, 2024, DOE issued DOE/FECM Order No. 5172, entitled “Order Approving Change in Control” (Approval Order).²⁶ Specifically, upon review of the record in the change in control proceeding, DOE found “no basis to conclude that the transfer of indirect ownership of American LNG Marketing from Fortress to Pennybacker would render American LNG Marketing’s existing non-FTA order [Order No. 3690] inconsistent with the public interest under NGA section 3(a).”²⁷ On this basis, DOE approved the proposed change in control as it relates to Order No. 3690.²⁸

On October 1, 2024, Public Citizen timely filed an “Application for Rehearing” of DOE’s Approval Order.²⁹ On October 10, 2024, American LNG Marketing submitted an “Answer to

²⁴ *Id.* at 2; *see also id.* at n.8 (citing Pennybacker Capital Mgmt., LLC, Form ADV (July 12, 2024), at Schedules A & B, <https://adviserinfo.sec.gov/firm/summary/160056> (select “View Latest Form ADV Filed”) [hereinafter Form ADV]).

²⁵ Am. LNG Mktg. Answer at 2 n.8.

²⁶ Am. LNG Mktg. LLC, DOE/FECM Order No. 5172, Docket No. 14-209-LNG, Order Approving Change in Control, at 10 (Sept. 25, 2024), https://www.energy.gov/sites/default/files/2024-09/ord5172_0.pdf [hereinafter Approval Order].

²⁷ *Id.* at 10.

²⁸ *Id.* DOE’s Approval Order recognized that the change in control took effect automatically for American LNG Marketing’s two FTA authorizations (*see supra* note 4), as set forth in the Change in Control Procedures. *See Am. LNG Mktg. LLC*, DOE/FECM Order No. 5172, at 8-9. The Approval Order also granted Public Citizen’s Motion to Intervene in the change of control proceeding (which American LNG Marketing did not oppose).

²⁹ Public Citizen, Inc., Application for Rehearing, Docket No. 14-209-LNG (Oct. 1, 2024) [hereinafter Public Citizen Rehearing App.]. Applications for rehearing are permitted under NGA section 19(a), 15 U.S.C. § 717r(a), and 10 C.F.R. Part 590 Subpart E.

the Application for Rehearing of Public Citizen, Inc.” (Answer to Application for Rehearing), which included a motion for leave to file the Answer.³⁰

Upon review of the parties’ rehearing arguments, DOE finds that American LNG Marketing has provided the upstream ownership information necessary to satisfy its change in control obligations, and that Public Citizen has failed to meet its burden of showing any error in the Approval Order that would render American LNG Marketing’s non-FTA authorization inconsistent with the public interest. Accordingly, for the reasons set forth below, DOE (i) grants American LNG Marketing’s motion for leave to file its Answer, and (ii) denies Public Citizen’s Application for Rehearing.

II. STANDARD OF REVIEW FOR CHANGE IN CONTROL

DOE’s regulations at 10 C.F.R. § 590.405 state that “[a]uthorizations to import or export natural gas shall not be transferable or assignable, unless specifically authorized by the Assistant Secretary.” In implementing this regulation, DOE has explained that it construes a change in control of the authorization holder to mean:

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.³¹

Further, a “rebuttable presumption that control exists will arise from the ownership or the power to vote, directly or indirectly, 10 percent or more of the voting securities of such entity.”³²

³⁰ American LNG Marketing LLC, Answer to Application for Rehearing of Public Citizen, Inc., Docket No. 14-209-LNG (Oct. 10, 2024) [hereinafter *Am. LNG Mktg. Answer to Rehearing App.*].

³¹ Change in Control Procedures, 79 Fed. Reg. at 65,542.

³² *Id.*; see also *Am. LNG Mktg. LLC*, DOE/FE Order No. 3690, at 133-34 (Term and Condition C).

DOE's Change in Control Procedures provide that, with respect to final non-FTA export authorizations already issued, a statement of change in control will be given effect.³³ However, if one or more protests are submitted in response to the notice of the change in control published in the *Federal Register*, "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 authorization inconsistent with the public interest" under NGA section 3(a).³⁴

III. SUMMARY OF REHEARING ARGUMENTS

A. Public Citizen's Arguments

Public Citizen argues that, in the Approval Order, DOE "accepted the misrepresentative claim" by American LNG Marketing about its disclosure of Pennybacker's direct and indirect owners.³⁵ Public Citizen maintains that American LNG Marketing's Answer to its Protest "most certainly does not list 'all direct and indirect owners of Pennybacker.'" ³⁶ Specifically, Public Citizen reviews various ownership percentages set forth in Pennybacker's Form ADV filed with the SEC on July 12, 2024 (and referenced in American LNG Marketing's Answer),³⁷ and contends that (i) "ownership information is undisclosed for between ~42.5% and ~67.5% of Pennybacker," and (ii) "the entities or persons that control the general manager (PCM Feeder GP LLC) [are] not fully disclosed."³⁸ In sum, Public Citizen asserts that the Approval Order "is erroneous, because applicants have not fully disclosed the individuals or entities that own or control the power to direct the management or policies of Pennybacker."³⁹

³³ Change in Control Procedures, 79 Fed. Reg. at 65,542.

³⁴ *Id.*; see also Notice, 89 Fed. Reg. at 62,733 (same).

³⁵ Public Citizen Rehearing App. at 1.

³⁶ *Id.*

³⁷ *Id.* at 1-2.

³⁸ *Id.* at 2.

³⁹ *Id.*

Additionally, Public Citizen contends that “Pennybacker operates an unlicensed and unregulated physical LNG export facility, as its Hialeah facility never obtained approval by the Federal Energy Regulatory Commission [FERC], despite clear statutory directives requiring it.”⁴⁰

B. American LNG Marketing’s Answer to the Application for Rehearing

First, American LNG Marketing moves for leave to file its Answer to Public Citizen’s Application for Rehearing. American LNG Marketing states that this Answer will provide information that will clarify the issues on rehearing before DOE and assist in DOE’s decision-making process, and thus there is good cause for DOE to accept the Answer to the Application for Rehearing.⁴¹

Turning to Public Citizen’s argument concerning Pennybacker’s ownership, American LNG Marketing reiterates that it “already has disclosed the individuals that own or control the power to direct the management or policies of Pennybacker.”⁴² According to American LNG Marketing, Public Citizen “seems to fixate on the calculations of upstream ownership, including the fact that they do not add up to 100%, suggesting that there are secret, unrevealed upstream owners.”⁴³ American LNG Marketing disputes this suggestion, stating that “Public Citizen misses that the relationships between non-voting and non-controlling direct and indirect owners of a registered investment adviser are not germane to DOE” and, in any event, “are not required to be disclosed with such particularity on the Form ADV” submitted to the SEC.⁴⁴ On this basis, American LNG Marketing argues that “there was no error” in DOE’s conclusions in the

⁴⁰ *Id.* (citing FERC’s statutory authority to regulate “LNG terminals” under the NGA).

⁴¹ Am. LNG Mktg. Answer to Rehearing App. at 2.

⁴² *Id.* at 3.

⁴³ *Id.*

⁴⁴ *Id.*

Approval Order, and that Public Citizen “offers no analysis nor evidence that would suggest that the change in control approved in the Order would render [American LNG Marketing’s] existing Non-FTA Export Authorization inconsistent with the public interest.”⁴⁵

Next, American LNG Marketing responds to Public Citizen’s “new argument” that the Hialeah Facility is “unlicensed” and “unregulated.”⁴⁶ American LNG Marketing contends that this claim is both “irrelevant” to the scope of this change in control proceeding, and “demonstrably false” as reflected by documents in the public record showing that the Hialeah Facility “is not subject to FERC jurisdiction under NGA section 3 or 7.”⁴⁷

IV. DISCUSSION

A. Procedural Matters

American LNG Marketing correctly notes that, although DOE’s regulations generally do not permit answers to applications (or requests) for rehearing,⁴⁸ DOE has traditionally accepted such answers when the answer is relevant to DOE’s consideration of the issues raised in the rehearing request.⁴⁹ Here, American LNG Marketing’s Answer to the Application for Rehearing was unopposed and is directly responsive to Public Citizen’s factual contentions in its Application for Rehearing. Therefore, we find good cause to grant American LNG Marketing’s motion for leave to file its Answer to the Application for Rehearing.⁵⁰

⁴⁵ *Id.*

⁴⁶ *Id.* at 4.

⁴⁷ Am. LNG Mktg. Answer to Rehearing App. at 4-5.

⁴⁸ *Id.* at 2 (citing 10 C.F.R. § 590.505).

⁴⁹ *See id.* at 2 n.8 (citing DOE precedent); *see also, e.g.*, Alaska LNG Project LLC, DOE/FECM Order No. 3643-D, Docket No. 14-96-LNG, Order Denying Request for Rehearing of DOE/FECM Order No. 3643-C Affirming and Amending DOE/FE Order No. 3643-A, at 10-11 (June 14, 2023).

⁵⁰ *See* 10 C.F.R. § 590.505; *infra* at § VI (Ordering Para. A).

B. American LNG Marketing’s Disclosure of Its Upstream Ownership

Under longstanding DOE policy, “a change in control” means “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.”⁵¹ For this reason, American LNG Marketing was required to disclose Pennybacker’s interests as American LNG Marketing’s anticipated new indirect (or upstream) owner.⁵² DOE found that American LNG Marketing satisfied this obligation when it informed DOE that, upon consummation of the proposed Transaction, it “will be 100% controlled by Pennybacker,”⁵³ and that “there are no indirect owners not disclosed [on the Form ADV] that have a greater than 10% voting interest in or that otherwise control Pennybacker.”⁵⁴ In particular, the Form ADV—submitted to the SEC by Pennybacker and provided by American LNG Marketing in this proceeding—identifies several persons or entities who either are direct owners or executive officers of Pennybacker (Schedule A) or indirect owners (Schedule B).⁵⁵ Thus, contrary to Public Citizen’s assertions, American LNG Marketing *has* identified the “direct and indirect owners of Pennybacker,”⁵⁶ and Public Citizen has failed in either of its filings to cite any DOE authority that would require more.

In seeking rehearing, however, Public Citizen continues to argue that American LNG Marketing has not “fully disclosed the individuals or entities that own or control the power to direct Pennybacker’s management or policies” due to Public Citizen’s analysis of the percentile

⁵¹ Change in Control Procedures, 79 Fed. Reg. at 65,542; *see also Am. LNG Mktg. LLC*, DOE/FE Order No. 3690, at 133 (Term & Condition C) (emphasis added).

⁵² As an Appendix to this Order, we have attached the two organizational charts submitted by American LNG Marketing in its Supplement. *See supra* note 13. The “Post-Transaction Organizational Chart” depicts this proposed new ownership structure, with the dashed line indicating Pennybacker’s indirect ownership.

⁵³ Statement at 3.

⁵⁴ *Am. LNG Mktg. Answer* at 2 n.8 (referencing Form ADV); *see also Am. LNG Mktg. LLC*, DOE/FECM Order No. 5172, at 9-10.

⁵⁵ *See Form ADV*.

⁵⁶ Public Citizen Rehearing App. at 1 (quoting *Am. LNG Mktg. LLC*, DOE/FECM Order No. 5172, at 10).

ranges that correspond to “ownership codes” used by the SEC on the Form ADV.⁵⁷ Although Public Citizen speculates that some percentage of Pennybacker’s ownership “is undisclosed,”⁵⁸ American LNG Marketing reiterates that it has, in fact “disclosed the individuals that own or control the power to direct the management or policies of Pennybacker” on the Form ADV.⁵⁹

American LNG Marketing further contends that, to the extent that Pennybacker has “non-voting and non-controlling direct and indirect owners,” such owners “are not germane to DOE” in this proceeding and “are not required to be disclosed with such particularity on the Form ADV.”⁶⁰ American LNG Marketing’s position in this regard is consistent with both the Change in Control Procedures and American LNG Marketing’s order—which state DOE’s presumption that “control exists ... from the ownership or the power to vote, directly or indirectly, 10 percent or more of [an entity’s] voting securities.”⁶¹

Accordingly, we emphasize the representation by American LNG Marketing that “there are ‘no indirect owners not disclosed [on the Form ADV] that have a greater than 10% voting interest in or that otherwise control Pennybacker.’”⁶² We further note that Pennybacker filed the Form ADV with the SEC “under penalty of perjury,”⁶³ and that both Fortress’s General Counsel and Pennybacker’s Chief Financial Officer verified the statements in American LNG Marketing’s Answer to the Application for Rehearing “under penalty of perjury.”⁶⁴ For all of these reasons, DOE properly concluded that Pennybacker’s direct and indirect owners that will gain indirect

⁵⁷ See Form ADV at 138-39.

⁵⁸ Public Citizen Rehearing App. at 2.

⁵⁹ Am. LNG Mktg. Answer to Rehearing App. at 3.

⁶⁰ *Id.* (emphasis added). American LNG Marketing also states that, “applying a disclosure threshold of 10%, the numbers will not always add up to 100%.” *Id.* at 2 n.6.

⁶¹ See Change in Control Procedures, 79 Fed. Reg. at 65,542; see also *Am. LNG Mktg. LLC*, DOE/FE Order No. 3690, at 133-34 (Term & Condition C).

⁶² Am. LNG Mktg. Answer to Rehearing App. at 3 (quoting Am. LNG Mktg. Answer at 2 n.8).

⁶³ Form ADV at 140 (Execution Page).

⁶⁴ Am. LNG Mktg. Answer to Rehearing App. at 6-7 (Verifications). Fortress’s General Counsel also verified the statements in American LNG Marketing initial Answer.

control of American LNG Marketing following the close of the Transaction have been identified for purposes of complying with DOE's Change in Control Procedures.⁶⁵

Moreover, we agree with American LNG Marketing that Public Citizen has failed to offer any analysis or evidence that “the proposed change in control has been demonstrated to render the underlying authorization [Order No. 3690] inconsistent with the public interest.”⁶⁶ Indeed, neither of Public Citizen's filings even mention the public interest in the context of the proposed change in control, thus undermining Public Citizen's arguments in opposition to the planned Transaction.

C. American LNG Marketing's Hialeah Facility

Finally, in the Application for Rehearing, Public Citizen argues for the first time that American LNG Marketing's Hialeah Facility “appears” to be “unlicensed and unregulated,” due to the company's alleged failure to obtain approval of the Facility by FERC.⁶⁷ DOE's Notice was explicit, however, that protests and other filings in response to American LNG Marketing's Statement and Supplement “[were] invited ... only as to the change in control” described in those documents.⁶⁸ This facility-specific assertion by Public Citizen—which is based on its view of FERC's “statutory directives”⁶⁹—is thus not only speculative and lacking evidence, but is also beyond the scope of this proceeding.⁷⁰ Nonetheless, we note that American LNG Marketing has

⁶⁵ See *Am. LNG Mktg. LLC*, DOE/FECM Order No. 5172, at 9-10.

⁶⁶ See *Am. LNG Mktg. Answer to Rehearing App.* at 4; see also *Change in Control Procedures*, 79 Fed. Reg. at 65,542; see also *Notice*, 89 Fed. Reg. at 62,733 (same).

⁶⁷ *Public Citizen Rehearing App.* at 2.

⁶⁸ *Notice*, 89 Fed. Reg. at 62,733 (emphasis added).

⁶⁹ *Public Citizen Rehearing App.* at 2.

⁷⁰ See *Am. LNG Mktg. Answer to Rehearing App.* at 4-5.

been exporting LNG produced at the Hialeah Facility under Order No. 3690 for more than eight years, in full compliance with its DOE reporting obligations.⁷¹

V. FINDINGS AND CONCLUSION

For the reasons set forth above, DOE finds that Public Citizen has not presented any facts or legal argument that would alter the determinations in the Approval Order (DOE/FECM Order No. 5172). DOE reaffirms its conclusion set forth in that Order, and thus the change in control remains in effect with respect to Order No. 3690.

VI. ORDER

Pursuant to NGA sections 3 and 19, 10 C.F.R. Part 590, and DOE's Change in Control Procedures, it is ordered that:

- A. American LNG Marketing's motion for leave to answer Public Citizen's Application for Rehearing is granted.
- B. Public Citizen's Application for Rehearing is denied.

Issued in Washington, D.C., on October 30, 2024.

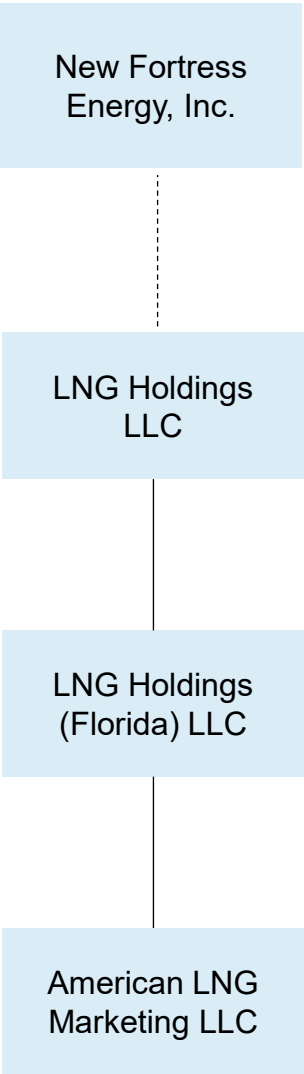
Amy R. Sweeney
Director, Office of Regulation, Analysis, and Engagement
Office of Resource Sustainability

⁷¹ See *supra* at 2 & note 5. Further, in conducting the public interest review in Order No. 3690, DOE considered and rejected a commenter's similar argument concerning an alleged lack of regulatory oversight of the Hialeah Facility. See *Am. LNG Mktg. LLC*, DOE/FE Order No. 3690, at 128.

APPENDIX

Organizational charts filed by American LNG Marketing in its Supplement to the Application on July 12, 2024 (pre- and post-Transaction, respectively)

PRE-TRANSACTION ORGANIZATIONAL CHART

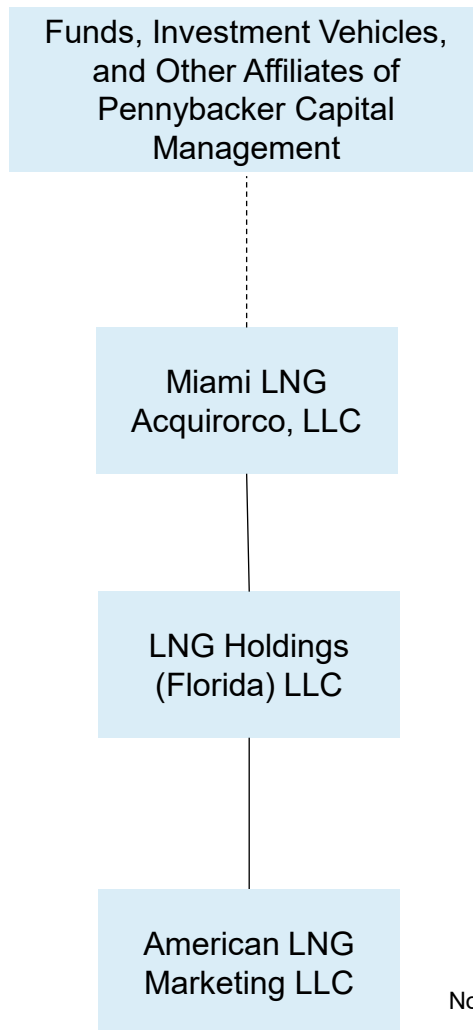


Notes:

All ownership is 100%.

Dashed line indicates indirect ownership.

POST-TRANSACTION ORGANIZATIONAL CHART



Notes:

All ownership is 100%.

Dashed line indicates indirect ownership.