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KING & SPALDING

King & Spalding LLP
1700 Pennsylvania Avenue, NW
Suite 200
Washington, D.C. 20006-4707
Tel: +1 202 737-0500
Fax: +1 202 626-3737
www.kslaw.com

James F. Bowe, Jr.
Partner
Direct Dial: +1 202 626-9601
Direct Fax: +1 202 626-3737
jbowe@kslaw.com

November 23, 2021

**VIA ELECTRONIC FILING
(FERGAS@HQ.DOE.GOV)**

Ms. Amy R. Sweeney
Director, Office of Regulation, Analysis, and Engagement,
Office of Resource Sustainability
Office of Fossil Energy and Carbon Management
U.S. Department of Energy
P.O. Box 44375
Washington DC 20026-4375

**Re: CIC – Mexico Pacific Limited LLC, FE Docket No. 18-70-LNG
Supplement to Notification Regarding Change in Control dated October 27, 2021**

Dear Ms. Sweeney:

I write on behalf of Mexico Pacific Limited LLC (“MPL”) to supplement the notification of a change in control which MPL submitted to the Department of Energy, Office of Fossil Energy and Carbon Management (“DOE/FE”) on October 27, 2021 in the captioned docket (the “October 27 CIC Notice”). This supplement responds to an inquiry from your office seeking additional detail concerning the September 30, 2021 transaction through which a change in control of MPL has been effected. It is submitted in accordance with the authorizations to export natural gas which DOE/FE granted to MPL in the captioned proceeding¹ and the “Procedures for Changes in Control Affecting Applications and Authorizations To Import or Export Natural Gas” which DOE/FE adopted in November 2014.²

¹ *Mexico Pacific Limited LLC*, DOE/FE Order No. 4248 (Sept. 19, 2018); *Mexico Pacific Limited LLC*, DOE/FE Order No. 4312 (Dec. 14, 2018).

² 79 Fed. Reg. 65,541 (Nov. 5, 2014) (the “CIC Procedures”).

By means of a transaction that closed effective as of September 30, 2021, MPL's ownership has changed. The purpose of the transaction that resulted in the change in ownership was to secure additional sources of new capital to fund the continued development of the MPL project.

As explained in the October 27 CIC Notice and in the attached **Exhibit A (revised 10/01/2021)**, Q-LNG Holdings, LLC, a Delaware limited liability company, has become the holder of more than 10% of the membership interest in MPL, through its acquisition of 100% of the newly-created Series C ownership Units. Another entity (ACAP Sonora Energy LLC), which previously was the sole owner of Series B Units, no longer owns any interest in MPL, all Series B Units having been retired. A third entity, DKRW Energy Partners, LLC, which formerly held an ownership interest in MPL of more than 10%, now owns 8% of the outstanding MPL membership interests. AVAIO MPL Special, LP continues to own more than 10% of the outstanding MPL ownership interests; it and Q-LNG Holdings, LLC are the only entities whose ownership in MPL exceeds 10%. Other entities and individuals who previously owned interests in MPL continue to do so, albeit in percentages that have changed slightly. The identities of the owners of the LLCs provided in MPL's January 14, 2020 Supplement to Notification Regarding Change in Control³ remain unchanged.⁴

The charts included in **Exhibit A (revised 10/01/2021)** describe the ownership of MPL membership interests before and after the September 30 transaction, as well as the changes in total ownership that resulted from that transaction. **Exhibit A (revised 10/01/2021)** shows that MPL is now controlled by Q-LNG Holdings, LLC. The three largest equity owners of MPL in terms of total ownership percentage are now Q-LNG Holdings LLC (38.2%), AVAIO MPL Special, LP (24.3%), and DKRW Energy Partners, LLC (8.0 %).

As MPL observed in the October 27 CIC Notice, the change in control resulting from the described transaction will not in any way affect the parameters of the LNG export project MPL described in its application and supplements filed in this proceeding. This change in control, therefore, presents no basis on which DOE/FE should modify the public interest determination it reached in granting the natural gas export authorizations MPL now holds.

MPL respectfully renews its request that DOE/FE give immediate effect to this notification and should find that the change in control described here has not been shown to render the natural gas export authorizations previously granted to MPL inconsistent with the public interest. MPL further requests that DOE/FE reaffirm its conclusion that the natural gas exports it has authorized MPL to undertake remain not inconsistent with the public interest.

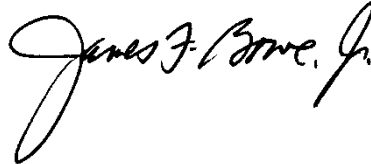
³ *Mexico Pacific Limited LLC*, FE Docket No. 18-70-LNG, Supplement to Notification Regarding Change in Control dated November 18, 2019 (filed Jan. 14, 2020) at p. 2.

⁴ These LLCs (Maxson LNG Ventures LLC; Bilby LNG LLC; Rilin Energy LLC; and Gray Eastern LLC) are owned by Page Maxson, Sarah Bairstow, Josh Loftus and Jacob Lewis, respectively.

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Office of Fossil Energy and Carbon Management
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If you have any questions regarding this submission, please contact me at (202) 626-9601, by cell phone at (202) 744-7768, or by email at jbowe@kslaw.com. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink that reads "James F. Bowe, Jr." The signature is written in a cursive style with a large, looping initial 'J'.

James F. Bowe, Jr.
Counsel for Mexico Pacific Limited LLC

Attachment

cc: Douglas D, Shanda, MPL
Jake Lewis, MPL
Brian Hintze, MPL
Peri Ulrey, Senior Economist, DOE

**Exhibit A (revised
10/01/2021)
Ownership of Mexico Pacific Limited LLC**

As of September 29, 2021

Owner	Series A Units	Series A Ownership %	Series B Units	Series B Ownership %	Total Ownership %
ACAP Sonora Energy LLC	0	0.0%	85,000	100.0%	7.4%
AVAIO MPL Special, LP	434,461	40.7%	0	0.0%	37.7%
Tortoise Essential Assets Income Term Fund	99,451	9.3%	0	0.0%	8.6%
Tortoise Direct Opportunities Fund II, LP	99,450	9.3%	0	0.0%	8.6%
DKRW Energy Partners, LLC	143,275	13.4%	0	0.0%	12.4%
Douglas D. Shanda	70,043	6.6%	0	0.0%	6.1%
Maxson LNG Ventures LLC	70,043	6.6%	0	0.0%	6.1%
Bilby LNG LLC	70,044	6.6%	0	0.0%	6.1%
Rilin Energy LLC	20,026	1.9%	0	0.0%	1.7%
Gray Eastern LLC	3,346	0.3%	0	0.0%	0.3%
John R. Collett	51,183	4.8%	0	0.0%	4.4%
Joseph Dougherty	6,667	0.6%	0	0.0%	0.6%
Total	1,067,989	100.0%	85,000	100.0%	100.0%

As of September 30, 2021

Owner	Series A Units	Series A Ownership %	Series B Units	Series B Ownership %	Series C Units	Series C Ownership %	Total Ownership %
ACAP Sonora Energy LLC	0	0.0%	0	n/a	0	0.0%	0.0%
AVAIO MPL Special, LP	434,461	39.3%	0	n/a	0	0.0%	24.3%
Tortoise Essential Assets Income Term Fund	99,451	9.0%	0	n/a	0	0.0%	5.6%
Tortoise Direct Opportunities Fund II, LP	99,450	9.0%	0	n/a	0	0.0%	5.6%
DKRW Energy Partners, LLC	143,275	13.0%	0	n/a	0	0.0%	8.0%
Douglas D. Shanda	84,139	7.6%	0	n/a	0	0.0%	4.7%
Maxson LNG Ventures LLC	70,043	6.3%	0	n/a	0	0.0%	3.9%
Bilby LNG LLC	81,214	7.4%	0	n/a	0	0.0%	4.5%
Rilin Energy LLC	20,026	1.8%	0	n/a	0	0.0%	1.1%
Gray Eastern LLC	3,346	0.3%	0	n/a	0	0.0%	0.2%
John R. Collett	51,183	4.6%	0	n/a	0	0.0%	2.9%
Joseph Dougherty	17,621	1.6%	0	n/a	0	0.0%	1.0%
Q-LNG Holdings, LLC	0	0.0%	0	n/a	683,558	100.0%	38.2%
Total	1,104,209	100.0%	0	0.0%	683,558	100.0%	100.0%

Ownership Change

Owner	Change in Series A Units	Change in Series A Ownership %	Change in Series B Units	Change in Series B Ownership %	Change in Series C Units	Change in Series C Ownership %	Change in Total Ownership %
ACAP Sonora Energy LLC	0	0.0%	(85,000)	-100.0%	0	0.0%	-7.4%
AVAIO MPL Special, LP	0	-1.3%	0	0.0%	0	0.0%	-13.4%
Tortoise Essential Assets Income Term Fund	0	-0.3%	0	0.0%	0	0.0%	-3.1%
Tortoise Direct Opportunities Fund II, LP	0	-0.3%	0	0.0%	0	0.0%	-3.1%
DKRW Energy Partners, LLC	0	-0.4%	0	0.0%	0	0.0%	-4.4%
Douglas D. Shanda	14,096	1.1%	0	0.0%	0	0.0%	-1.4%
Maxson LNG Ventures LLC	0	-0.2%	0	0.0%	0	0.0%	-2.2%
Bilby LNG LLC	11,170	0.8%	0	0.0%	0	0.0%	-1.5%
Rilin Energy LLC	0	-0.1%	0	0.0%	0	0.0%	-0.6%
Gray Eastern LLC	0	0.0%	0	0.0%	0	0.0%	-0.1%
John R. Collett	0	-0.2%	0	0.0%	0	0.0%	-1.6%
Joseph Dougherty	10,954	1.0%	0	0.0%	0	0.0%	0.4%
Q-LNG Holdings, LLC	0	0.0%	0	0.0%	683,558	100.0%	38.2%
Total	36,220	0.0%	(85,000)	-100.0%	683,558	100.0%	0.0%