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March 5, 2025

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

U.S. Department of Energy  
Office of Fossil Energy and Carbon Management  
FE-34 - ROOM 3E-056  
1000 Independence Avenue, S.W.  
Washington DC 20585  
Attention: Amy Sweeney  
Director, Division of Natural Gas Regulation  
Office of Regulation, Analysis, and Engagement

Re: CIC – Mexico Pacific Limited LLC, Docket No. 18-70-LNG and Docket No. 22-167-LNG

Dear Ms. Sweeney:

I write on behalf of Mexico Pacific Limited LLC (“MXP”) to notify the Department of Energy, Office of Fossil Energy and Carbon Management (“DOE/FECM”), of a recent set of transactions through which a change in control of MXP has been effected.

This notice is submitted in accordance with the authorizations to export natural gas which DOE/FECM granted to MXP in the captioned proceedings, as well as the pending non-FTA application in the latter captioned proceeding, and the “Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas” which DOE/FECM adopted in November 2014.<sup>1</sup>

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<sup>1</sup> 79 Fed. Reg. 65,541 (Nov. 5, 2014) (the “CIC Procedures”).

By order dated September 19, 2018 (DOE/FECM Order No. 4248), DOE granted MXP authorization to export U.S.-sourced natural gas by pipeline from the United States to Mexico for end use in Mexico and/or, after liquefaction in Mexico, by vessel from the proposed MXP Facility to be constructed in the State of Sonora to countries with which the United States has 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 (“FTA countries”) for end use in FTA countries. The volume authorized in that Order was up to the equivalent of 621 Bcf/yr of natural gas for a 20-year term.

In a subsequent order dated December 14, 2018, DOE/FECM granted MXP authorization to export U.S.-sourced natural gas by pipeline from the United States for liquefaction in the MXP Facility and to re-export the natural gas from the MXP Facility in the form of LNG in a volume up to the equivalent of 621 Bcf/yr of natural gas to both FTA countries and countries with which the U.S. does not have a FTA requiring national treatment for trade in natural gas (the latter, “non-FTA countries”), for a term of 20 years.

On December 28, 2022, MXP filed in DOE/FECM Docket No. 22-167-LNG an application in which it requested authorization under Section 3 of the Natural Gas Act (i) to export an additional volume of 425.57 Bcf/yr to FTA countries to align its export volumes (currently 621 Bcf/yr) with the increased peak liquefaction production capacity of the MXP Facility as designed, under optimal conditions, including fuel gas requirements plus lost and unaccounted for gas, and (ii) to engage in additional long-term, multi-contract exports of U.S.-sourced natural gas by pipeline to Mexico and to re-export such natural gas as LNG in a volume equivalent to 291.22 Bcf/yr to non-FTA countries. In an order dated April 28, 2023 (DOE/FECM Order No. 4995) issued in Docket No. 22-167-LNG, DOE granted MXP authorization to export U.S.-sourced natural gas by pipeline from the United States to Mexico for end use in Mexico and/or, after liquefaction in Mexico, by vessel from the proposed MXP Facility to FTA countries. The volume authorized in that Order was up to the equivalent of an incremental of 425.57 Bcf/yr, for a total approved export volume of 1046.57 Bcf/yr. MXP’s application for authorization to export an additional 291.22 Bcf/yr to non-FTA countries remains pending before your office.

All three orders authorizing MXP to export natural gas from the U.S. and re-export that gas in the form of LNG from Mexico obligate MXP to report any change in control of MXP in accordance with the CIC Procedures.

At the time it filed its application in the captioned proceeding and through October 21, 2019, MXP’s membership interests were held by two entities, DKRW Energy Sonora Holding LLC and ACAP Sonora Energy LLC. Through a transaction that closed effective as of October 22, 2019, MXP’s ownership changed, with several new entities becoming holders of MXP membership interests, two of which increased their ownership percentages by more than 10%. MXP notified DOE of this change by letter dated November 18, 2019, as supplemented on January 14, 2020. DOE acknowledged this change in control and informed MXP that it had been deemed to have

been authorized by letter dated March 30, 2020.<sup>2</sup> By means of a transaction that closed effective as of September 30, 2021, MXP's ownership again changed, with one new entity becoming a holder of more than 10% of the membership interest in MXP. MXP notified DOE of this change by letter dated October 27, 2021. DOE acknowledged this change in control and informed MXP that it had been deemed to have been authorized by letter dated May 9, 2022.<sup>3</sup>

By means of a transaction that closed effective as of February 3, 2025 and a second transaction that closed effective as March 3, 2025, MXP's ownership has again changed, with one new member now owning the controlling membership interest in MXP. The purpose of these transactions was to secure additional sources of new capital and strengthen the MXP Project as MXP positions the project for a final investment decision. The prior controlling equity holder, Quantum LNG Holdings, LLC, will retain a material non-equity economic interest in the project together with prior minority equity owners.

The tables included in Exhibit A describe the ownership of MXP membership interests before and after each of the referenced transactions.

Effective as of February 3, 2025, Kronos Polo, L.P., a Texas limited partnership, entered into an amended and restated limited liability company agreement (the "Restated MXP Agreement") reflecting its acquisition of ownership of MXP. The Restated MXP Agreement provides that the management and control of MXP's business and affairs remained vested in a Board of Managers and established the number of Managers initially at three. Under that Restated MXP Agreement Kronos Polo, L.P. acquired majority voting control of MXP. MXP's existence was continued under the Restated MXP Agreement, and following that acquisition MXP remained the holder of the natural gas export authorizations granted in the captioned proceedings.

Effective as of March 3, 2025, Mexico Pacific Holdings, L.P., a Delaware limited partnership, entered into a second amended and restated limited liability company agreement (the "Second Restated MXP Agreement") reflecting a new ownership structure involving MXP. The Second Restated MXP Agreement provides that the management and control of MXP's business and affairs remains vested in a Board of Managers and establishes the number of Managers initially at three. Under the terms of the Second Restated MXP Agreement, Mexico Pacific Holdings, L.P. acquired voting control of MXP. MXP's existence was continued under the Second Restated MXP Agreement, and MXP remains the holder of the natural gas export authorizations granted in the captioned proceedings.

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<sup>2</sup> Notification Regarding Change in Control, FE Docket No. 18-70-LNG (March 30, 2020) (*available at* <https://www.energy.gov/fecm/articles/change-transfer-control-cic-authorizations-import-or-export-natural-gas>).

<sup>3</sup> Notification Regarding Change in Control, FE Docket No. 18-70-LNG (May 9, 2022) (*available at* <https://www.energy.gov/fecm/articles/change-transfer-control-cic-authorizations-import-or-export-natural-gas>).

The change in control of MXP resulting from the described transactions was designed to strengthen the LNG export project MXP described in the applications and supplements filed in these proceedings. This change in control, therefore, presents no basis on which DOE/FECM should modify the public interest determination it reached in granting the natural gas export authorizations MXP now holds. DOE/FECM has routinely given effect to changes in control of export authorization holders in comparable circumstances.<sup>4</sup> MXP asks that it do likewise in response to this notification.

In accordance with the CIC Procedures and consistent with its established practice, DOE/FECM should give immediate effect to this notification. This action should be deemed final and no further action should be needed with respect to the authorizations to export LNG to FTA countries issued to MXP in Order No. 4248 and Order No. 4995. With respect to the authorization to export LNG to non-FTA countries issued in Order No. 4312 and the application to export additional quantities of LNG to non-FTA countries pending in Docket No. 22-167-LNG, DOE/FECM should publish notice of this submission in the *Federal Register*, provide in that notice fifteen days for interventions, comments or answers, and state that, if no protests are filed and DOE/FECM takes no action of its own on this submission, authorization for the change in control of MXP will be deemed granted thirty days after publication of the notice in the *Federal Register*. If any protest is submitted, DOE/FECM should nevertheless find that the proposed change in control has not been shown to render the authorizations previously granted to MXP inconsistent with the public interest and should reaffirm its conclusion that the natural gas exports it has authorized MXP to undertake remain not inconsistent with the public interest.

If you have any questions regarding this submission, please contact me at (202) 626-9601 or by email at [jbowe@kslaw.com](mailto:jbowe@kslaw.com). Thank you for your assistance.

Sincerely,

A handwritten signature in black ink that reads "James F. Bowe, Jr." The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

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

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<sup>4</sup> See, e.g., Letter from Amy R. Sweeney, Director, Division of Natural Gas Regulation, DOE/FE to William H. Daughdrill, Director, Health, Safety, and Environment, Fairwood Peninsula Energy Corporation re Notice of Change in Control Through Indirect Equity Ownership Changes, *Delfin LNG, LLC*, FE Docket No. 13-147-LNG (March 11, 2019); see also, e.g., *Freeport LNG Expansion, L.P., et al.*, Order Approving Change in Control in Export Authorization, DOE/FE Order No. 3495 (Sept. 23, 2014); *Cameron LNG, LLC*, Order Approving Change in Control in Export Authorization, DOE/FE Order No. 3452 (June 27, 2014); and *Mexico Pacific Limited LLC*, Order Approving Change in Control in Export Authorization, DOE/FE Order. No. 4248 and Order. No. 4312 (May 9, 2022).

**Exhibit A**  
**Ownership of Mexico Pacific Limited LLC**  
**Prior to February 3, 2025**

<b>Preferred Member</b>	<b>Total interest</b>
Avaio	4.899%
Tortoise Essential Assets Income Term Fund	0.667%
Tortoise Direct Opportunities Fund II, LP	0.667%
DKRW	1.112%
Doug Shanda	0.415%
Maxson LNG Ventures LLC	0.346%
Bilby LNG LLC	0.657%
Rilin Energy LLC	0.099%
Gray Eastern LLC	0.017%
John Collett	0.253%
Joe Dougherty	0.087%
Baker Hughes	0.623%
Quantum	90.160%
Total	100.00%

**Exhibit A**  
**Ownership of Mexico Pacific Limited LLC**  
**From February 3, 2025 to March 2, 2025**

Kronos Polo, L.P.	100%
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**Exhibit A**  
**Ownership of Mexico Pacific Limited LLC**  
**From March 3, 2025**

Mexico Pacific Holdings, L.P.	100%
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