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March 21, 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 Nos. 18-70-LNG and 22-167-LNG –
Supplement Describing Changes in Equity Ownership that Preceded Changes in Control
Described in CIC Notice Submitted March 5, 2025**

Dear Ms. Sweeney:

I write on behalf of Mexico Pacific Limited LLC (“MXP”) to supplement the notice of a change in control which MXP submitted in the captioned proceedings on March 5, 2025. The purpose of this supplement is to explain discrepancies between MXP equity ownership percentages presented in the notice of change in control submitted to the Department of Energy, Office of Fossil Energy and Carbon Management (“DOE/FECM”) on October 27, 2021, as supplemented on November 23, 2021, and those presented in the notice MXP submitted on March 5, 2025. With this supplement I also provide the Verification and Certificate of Service that should have accompanied MXP’s March 5, 2025 notice submission. This supplement is submitted in accordance with the

“Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas” which DOE/FECM adopted in November 2014.¹

By means of a transaction that closed effective as of September 30, 2021, Quantum LNG Holdings, LLC, a Delaware limited liability company (an affiliate of Quantum Energy Partners) (“Quantum”), became the holder of more than 10% of the membership interest in MXP. Other entities with substantial ownership interests following Quantum’s acquisition of its interests included AVAIO MPL Special, LP, which after that acquisition owned more than 10% of the outstanding MPX ownership interests, and DKRW Energy Partners, LLC, which at that time owned 8% of the outstanding membership interests. MXP notified DOE of the changes resulting from Quantum’s acquisition of its membership interests in MXP by letter dated October 27, 2021, and presented additional detail relating to these changes in a supplement and revised Exhibit A filed on November 23, 2021. DOE acknowledged this change in control and informed MXP that it had been deemed to have been authorized by letter dated May 9, 2022.²

As noted in MXP’s March 5, 2025 change in control notice, 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 again changed, with one new member now owning the controlling membership interest in MXP. Quantum, previously the controlling member, no longer owns any equity in MXP. This is also true of other former membership interest owners, which no longer own any equity in MXP. The former members retain material non-equity economic interests in the MXP project.

The tables included in Exhibit A to MXP’s March 5, 2025 change in control notice describe the ownership of MXP membership interests before and after each of the referenced transactions. The “before” table (entitled “Ownership of Mexico Pacific Limited LLC Prior to February 3, 2025”) shows the “Total interest” percentages each member held in MXP before the change in control that became effective as of February 3, 2025. With the exception of the total ownership interest percentage shown for Quantum (90.160%), the total interest ownership percentages shown for members of MXP in that “before” table are smaller than those shown in the revised Exhibit A that was included with the supplement filed on November 23, 2021. For convenience of reference, the attachment to this supplement reproduces both the “As of September 30, 2021” table included with the November 23, 2021 supplement and the “before” table that was part of Exhibit A submitted with the March 5, 2025 notice.

The reason for these discrepancies in total ownership percentages is that, following its acquisition of a controlling interest in MXP as of September 30, 2021, Quantum made all contributions of capital required to support the further development of the MXP project. This continued through

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

² 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>).

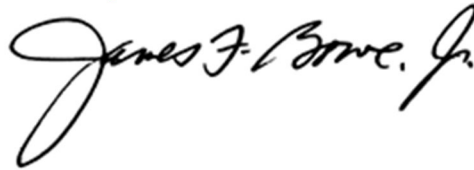
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late 2024, with Quantum regularly making capital contributions throughout 2024. The result of Quantum's assumption of responsibility for equity contributions to MXP from October 2021 onward was that the ownership interests of all other members were diluted each time Quantum made a new contribution. The dilution of other members' interests by reason of Quantum's equity contributions did not, however, result in a change in control of MXP, since Quantum had acquired control of MXP as of September 30, 2021.

I include with this submission a Verification and Certificate of Service to remedy my inadvertent failure to include these documents with MXP's March 5, 2025 change in control submission. I am serving that submission and this supplement on all parties on the service list in the captioned proceedings.

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

Sincerely,

A handwritten signature in black ink, reading "James F. Bowe, Jr." in a cursive script.

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

Attachment

Ownership of Mexico Pacific Limited LLC

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%

Prior to February 3, 2025

Preferred Member	Total interest
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%

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

Mexico Pacific Limited LLC

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**Docket No. 18-70-LNG
Docket No. 22-167-LNG**

CERTIFICATE OF SERVICE

Pursuant to 10 C.F.R. § 590.107, I, James F. Bowe, Jr., hereby certify that I caused the notice of change in control of Mexico Pacific Limited LLC dated March 5, 2025 and the supplement to that notice dated March 21, 2025, to be served on the persons included on the official service list for the captioned dockets, as provided by DOE/FECM, on March 21, 2025.

A handwritten signature in black ink, reading "James F. Bowe, Jr." in a cursive script.

James F. Bowe, Jr.
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**UNITED STATES OF AMERICA
DEPARTMENT OF ENERGY
OFFICE OF FOSSIL ENERGY AND CARBON MANAGEMENT**

Mexico Pacific Limited LLC


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**Docket No. 18-70-LNG
Docket No. 22-167-LNG**

VERIFICATION

Pursuant to 10 C.F.R. § 590.103(b), I, James F. Bowe, Jr., hereby verify under penalty of perjury that I am authorized to execute this verification, that I have read the notice of change in control of Mexico Pacific Limited LLC dated March 5, 2025 and the supplement to that notice dated March 21, 2025, and that the facts stated therein are true and correct to the best of my knowledge.

Electronically signed at Washington, DC, on March 21, 2025.

A handwritten signature in black ink, reading "James F. Bowe, Jr." in a cursive script.

James F. Bowe, Jr.
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