



Department of Energy
Washington, DC 20585

October 29, 2025

Via Email

James F. Bowe, Jr.
King & Spalding LLP
1700 Pennsylvania Ave., NW
Suite 900
Washington, D.C. 20006
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RE: Request for Information in Change of Control Proceeding
Mexico Pacific Limited LLC
Docket Nos. 18-70-LNG and 22-167-LNG

Dear Mr. Bowe:

We are writing regarding Mexico Pacific Limited LLC's (MXP) ongoing change in control proceeding in the above-referenced dockets, pursuant to the Department of Energy's (DOE) Change in Control (CIC) Procedures.¹ Below, we provide the relevant background and ask MXP to submit additional information to DOE within seven calendar days of today, i.e., by Wednesday, November 5, 2025.

I. Relevant Background

On March 6, 2025, DOE received MXP's notice of "a recent set of transactions through which a change in control of MXP has been effected" (CIC Notice),² followed on March 21, 2025, by a "Supplement Describing Changes in Equity Ownership that Preceded Changes in Control Described in CIC Notice Submitted March 5, 2025" (Supplement).³ The CIC Notice references Mexico Pacific Holdings, L.P. (MXP Holdings)—the entity that owns MXP and is now known

¹ See 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 DOE Change in Control Procedures].

² Mexico Pacific Limited LLC, Notice of Change in Control, Docket Nos. 18-70-LNG and 22-167-LNG, at 1 (Mar. 6, 2025), <https://www.energy.gov/sites/default/files/2025-03/2025.03.05%20MXP%20Change%20in%20Control%20Filing.pdf> [hereinafter CIC Notice]. Because DOE received the CIC Notice after the close of business on March 5, 2025, it was date-stamped and docketed by DOE on March 6, 2025. However, MXP references the CIC Notice as "submitted March 5, 2025" throughout its documents.

³ Mexico Pacific Limited LLC, Supplement Describing Changes in Equity Ownership that Preceded Changes in Control Described in CIC Notice Submitted March 5, 2025, Docket Nos. 18-70-LNG and 22-167-LNG (Mar. 21, 2025), https://www.energy.gov/sites/default/files/2025-03/2025.03.21%20Supplement%20to%20MXP%20Change%20in%20Control%20Filing_Kronos%20CIC.pdf [hereinafter Supp.].

as Mexico Pacific Holdings, LLC, following a change in its form of organization.⁴

On May 7, 2025, DOE published notice of both the CIC Notice and Supplement in the *Federal Register*.⁵ In response to this notice, DOE received a pleading jointly filed by Public Citizen, Inc. (protest), Natural Resources Defense Council (NRDC) (protest and motion to intervene), and Sierra Club (protest and motion to intervene).⁶

On May 30, 2025, in a “Second Supplement to CIC Notice Submitted March 5, 2025,”⁷ MXP states (as relevant here) that:

[I]n the near term, multiple new investors are expected to be admitted to MXP Holdings Should these transactions result in a change in control of MXP, MXP will document these transactions and their impact in a new change in control notice that will be submitted as soon as possible following their completion.⁸

Consistent with that statement, MXP submitted a “Third Supplement to March 5, 2025 CIC Notice”⁹ on August 8, 2025, in which it provides new information regarding MXP’s ownership as of July 9, 2025.

As relevant here, MXP states that “three investors (two Florida limited liability companies and an individual) each acquired ten percent (10%) economic interests in MXP Holdings” (which, as noted above, owns MXP).¹⁰

MXP also provides a diagram depicting the new ownership structure with these investors—“Minority Investor 1,” “Minority Investor 2,” and “Minority Investor 3”—each holding 10% of the economic interest in MXP Holdings.¹¹ MXP does not provide any additional information about these three investors.

⁴ See CIC Notice at 3 and Exh. A.

⁵ U.S. Dep’t of Energy, Change in Control: Mexico Pacific Limited LLC; Notice of Change in Control, 90 Fed. Reg. 19,288 (May 7, 2025).

⁶ Public Citizen, *et al.*, Protest of Public Citizen, Inc., Natural Resources Defense Council and Sierra Club, and Intervention of Natural Resources Defense Council and Sierra Club, Docket Nos. 18-70-LNG and 22-167-LNG (May 22, 2025).

⁷ Mexico Pacific Limited LLC, Second Supplement to March 5, 2025 CIC Notice, Docket Nos. 18-70-LNG and 22-167-LNG (May 30, 2025), <https://www.energy.gov/sites/default/files/2025-05/2025.05.30%20Second%20Supplement%20to%20MXP%20Change%20in%20Control%20Filing%20Updating%20on%20Third%20Restated%20LLC%20Agreement.pdf> [hereinafter Second Supp.].

⁸ *Id.* at 3.

⁹ Mexico Pacific Limited LLC, Third Supplement to March 5, 2025 CIC Notice, Docket Nos. 18-70-LNG and 22-167-LNG (Aug. 8, 2025), <https://www.energy.gov/sites/default/files/2025-08/Third%20Supplement%20to%20MXP%20Change%20in%20Control%20Filing%20Updating%20on%20Conversions%20of%20LP%20to%20LLC%20and%20Governance.pdf> [hereinafter Third Supp.].

¹⁰ *Id.* at 3 (emphasis added).

¹¹ See *id.* (Exhibit A, “Diagram Depicting Post July 9, 2025 Ownership of MXP and MXP Holdings”). We have attached MXP’s Exhibit A as an exhibit to this letter.

II. Request for Information

DOE's regulations require applications to export natural gas from the United States to identify "all the participants in the transaction, including the parent company, if any, and identification of any corporate or other affiliations among the participants."¹² This requirement is central to DOE's CIC Procedures,¹³ which implement DOE's regulations at 10 C.F.R. § 590.405.¹⁴ Under that regulation, "[a]uthorizations . . . to import or export natural gas shall not be transferable or assignable unless specifically authorized by the Assistant Secretary."¹⁵ For DOE to evaluate changes in an applicant's or authorization holder's ownership under 10 C.F.R. § 590.405 and the CIC Procedures, however, the identity of the "participants" or, in this case, the new investors, must be known.¹⁶

Accordingly, we ask that MXP submit information to DOE identifying the three minority investors that each hold 10% of the economic interest in MXP's parent company, MXP Holdings. Please submit this information within seven calendar days from today, *i.e.*, by November 5, 2025.

Additionally, we note that the changes described by MXP in the Third Supplement are different than the changes described in the CIC Notice and Supplement, which were the subject of DOE's *Federal Register* notice published on May 7, 2025.¹⁷ Therefore, once MXP has provided the requested information about the minority investors, DOE will submit a change in control notice for publication in the *Federal Register* summarizing the changes discussed in the Third Supplement (effective as of July 9, 2025).

Once DOE completes its review in this change in control proceeding, DOE may conclude its review of MXP's pending applications for a non-free trade agreement authorization (Docket No. 22-167-LNG) and an export commencement extension (Docket No. 18-70-LNG), respectively.

Sincerely,

AMY SWEENEY

Digitally signed by AMY SWEENEY
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Amy Sweeney

Director, Office of Regulation, Analysis, and Engagement
Office of Resource Sustainability

cc: CIC Service List

¹² 10 C.F.R. § 590.202(b)(3).

¹³ See DOE Change In Control Procedures, 79 Fed. Reg. 65,541 (Summary).

¹⁴ See *id.* at 65,542.

¹⁵ 10 C.F.R. § 590.405.

¹⁶ See DOE Change In Control Procedures, 79 Fed. Reg. at 65,542 ("DOE has explained that 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.").

¹⁷ See *supra* at 2 and note 5.

Exhibit A

Diagram Depicting Post July 9, 2025 Ownership of MXP and MXP Holdings

