



DEPARTMENT OF ENERGY

[Docket Nos. 18-70-LNG, 22-167-LNG]

Change In Control: Mexico Pacific Limited LLC

AGENCY: Office of Fossil Energy and Carbon Management, Department of Energy.

ACTION: Notice of change in control.

SUMMARY: The Office of Fossil Energy and Carbon Management (FECM) of the Department of Energy (DOE) gives notice of receipt of a Change in Control Notice filed by Mexico Pacific Limited LLC (MPL) on March 6, 2025 (Notice), as supplemented on March 21, 2025 (Supplement). The Notice describes a change in MPL's upstream ownership. The Notice and Supplement were filed under the Natural Gas Act.

DATES: Protests, motions to intervene, or notices of intervention, as applicable, and written comments are to be filed as detailed in the **Public Comment Procedures** section no later than 4:30 p.m., Eastern time, [INSERT DATE 15 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

ADDRESSES:

Electronic Filing by email (Strongly encouraged): *fergas@hq.doe.gov*.

Postal Mail, Hand Delivery, or Private Delivery Services (e.g., FedEx, UPS, etc.)

U.S. Department of Energy (FE-34)
Office of Regulation, Analysis, and Engagement
Office of Fossil Energy and Carbon Management
Forrestal Building, Room 3E-056
1000 Independence Avenue SW,
Washington, DC 20585.

Due to potential delays in DOE's receipt and processing of mail sent through the U.S. Postal Service, we encourage respondents to submit filings electronically to ensure timely receipt.

FOR FURTHER INFORMATION CONTACT:

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SUPPLEMENTARY INFORMATION:

Summary of Change in Control

MPL states that, by means of a transaction that closed effective as of February 3, 2025 (First Transaction), and a second transaction that closed effective as of March 3, 2025 (Second Transaction), its upstream ownership structure has changed. MPL states that the purpose of these transactions was to secure additional sources of new capital as it positions the MPL Project for a final investment decision. According to MPL, prior to the First Transaction, MPL's upstream controlling member Quantum LNG Holdings, LLC, a Delaware limited liability company and an affiliate of Quantum Energy Partners (Quantum), increased its controlling membership interests in MPL from approximately 38.2% to 90.16% as a result of making all capital contributions required to further support the development of the MPL Project from October 2021 through late 2024. MPL states that the ownership interests of all other prior members became diluted each time Quantum made a new contribution but did not, however, result in a change in control of MPL, since Quantum had acquired control of MPL as of September 30, 2021.

As relevant here, MPL states that, under the First Transaction, Kronos Polo, L.P., a Texas limited partnership, entered into an amended and restated limited liability agreement reflecting

its acquisition of 100 percent ownership and majority control of MPL. MPL adds following that acquisition, under the agreement, MPL remained the DOE Authorization Holder.

Subsequently, under the Second Transaction, MPL's ownership changed again whereby Mexico Pacific Holdings, L.P., a Delaware limited partnership, entered into a second amended and restated limited liability company agreement acquiring 100 percent controlling membership interest and voting control of MPL. According to MPL, Quantum and the former membership interest owners no longer own any equity in MPL but retain material non-equity economic interests in the MPL project. Under the agreement, MPL remains the export Authorization Holder.

Charts illustrating the ownership structure of MPL before and after the Transactions are attached to the Notice as Exhibit A and Supplement as Attachment. Additional details can be found in the Notice and Supplement posted on the DOE website at:

[https://www.energy.gov/sites/default/files/2025-](https://www.energy.gov/sites/default/files/2025-03/2025.03.05%20MXP%20Change%20in%20Control%20Filing.pdf)

[03/2025.03.05%20MXP%20Change%20in%20Control%20Filing.pdf](https://www.energy.gov/sites/default/files/2025-03/2025.03.05%20MXP%20Change%20in%20Control%20Filing.pdf); and

[https://www.energy.gov/sites/default/files/2025-](https://www.energy.gov/sites/default/files/2025-03/2025.03.21%20Supplement%20to%20MXP%20Change%20in%20Control%20Filing_Kronos%20CIC.pdf)

[03/2025.03.21%20Supplement%20to%20MXP%20Change%20in%20Control%20Filing_Kronos%20CIC.pdf](https://www.energy.gov/sites/default/files/2025-03/2025.03.21%20Supplement%20to%20MXP%20Change%20in%20Control%20Filing_Kronos%20CIC.pdf).

DOE Evaluation

DOE will review the Notice and Supplement in accordance with its Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas (CIC Procedures).¹ Consistent with the CIC Procedures, this notice addresses MPL's existing authorization to export liquefied natural gas (LNG) to countries 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 United States law or policy (non-FTA countries),

¹ 79 FR 65541 (Nov. 5, 2014).

granted in DOE/FE Order No. 4312, as amended.² If no interested person protests the change in control and DOE takes no action on its own motion, the proposed change in control will be deemed granted 30 days after publication in the *Federal Register*. If one or more protests are submitted, 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 authorizations inconsistent with the public interest.

Public Comment Procedures

Interested persons will be provided 15 days from the date of publication of this notice in the *Federal Register* to move to intervene, protest, and answer MPL's Notice and Supplement.³ Protests, motions to intervene, notices of intervention, and written comments are invited in response to this notice only as to the change in control described in the Notice and Supplement. All protests, comments, motions to intervene, or notices of intervention must meet the requirements specified by DOE's regulations in 10 CFR part 590, including the service requirements.

Filings may be submitted using one of the following methods:

(1) Submitting the filing electronically at *fergas@hq.doe.gov*;

(2) Mailing the filing to the Office of Regulation, Analysis, and Engagement at the address listed in the **ADDRESSES** section; or

(3) Hand delivering the filing to the Office of Regulation, Analysis, and Engagement at the address listed in the **ADDRESSES** section.

For administrative efficiency, DOE prefers filings to be filed electronically. All filings must include a reference to "Docket Nos. 18-70-LNG, et al." or "Mexico Pacific Limited LLC Change in Control" in the title line.

² MPL's Notice and Supplement also applies to: (1) MPL's existing authorizations to export LNG to FTA countries in Docket Nos. 18-70-LNG and 22-167-LNG, and (2) MPL's pending application to export LNG to non-FTA countries in Docket No. 22-167-LNG. DOE will respond to those portions of the Notice and Supplement separately pursuant to the CIC Procedures, 79 FR 65542.

³ Intervention, if granted, would constitute intervention only in the change in control portion of these proceedings, as described herein.

For electronic submissions: Please include all related documents and attachments (*e.g.*, exhibits) in the original email correspondence. Please do not include any active hyperlinks or password protection in any of the documents or attachments related to the filing. All electronic filings submitted to DOE must follow these guidelines to ensure that all documents are filed in a timely manner.

The Notice, Supplement, and any filed protests, motions to intervene, notices of intervention, and comments will be available electronically on the DOE website at www.energy.gov/fecm/regulation.

Signed in Washington, D.C., on May 2, 2025.

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

[FR Doc. 2025-07939 Filed: 5/6/2025 8:45 am; Publication Date: 5/7/2025]