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November 16, 2012

**VIA FEDERAL EXPRESS**

SEC Headquarters  
Division of Corporation Finance  
100 F Street NE  
Washington, DC 20549

SEC  
Mail Processing  
Section

NOV 19 2012

Washington DC  
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**Re: Offering Statement on Form 1-A of Sail Energy Holdings, LLC**

To Whom It May Concern:

On behalf of our client, Sail Energy Holdings, LLC, a Delaware limited liability company (the "Company"), please find enclosed for filing with the United States Securities and Exchange Commission (the "Commission") seven (7) copies of the Company's Offering Statement on Form 1-A together with all exhibits thereto (collectively, the "Offering Statement").

Pursuant to Section III (1) of the General Instructions to Form 1-A, we inform the Commission that the compensation to be paid to ARI Financial Services, Inc., as described in the Offering Statement has not yet been cleared by the Financial Industry Regulatory Authority.

If you have any questions or would like further information regarding the Company's Offering Statement, please do not hesitate to contact me at 804-916-9068.

Yours very truly,

  
Pamela Catania

cc: Robert R. Kaplan Jr., Esq.  
Mr. Dennis J. O'Brien  
Mr. Mark A. Cleaves

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CF1-00449627