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May 30, 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 –
Second Supplement to CIC Notice Submitted March 5, 2025**

Dear Ms. Sweeney:

I write on behalf of Mexico Pacific Limited LLC (“MXP”) to provide a second supplement to the notice of a change in control which MXP submitted in the captioned proceedings on March 5, 2025. The purposes of this second supplement are (i) to update the description of the documents under which MXP is organized to reflect the execution of a third restated limited liability company agreement that vests management of MXP in its single member, Mexico Pacific Holdings, L.P. (“MXP Holdings”), and (ii) to inform the Department of Energy, Office of Fossil Energy and Carbon Management (“DOE/FECM”) of MXP’s expectations regarding the impending admission of additional investors into MXP’s owner, MXP Holdings.

Execution of Third Amended and Restated Limited Liability Company Agreement of Mexico Pacific Limited LLC

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 changed, with one new member (MXP Holdings) becoming the owner of the controlling membership interest in MXP. This change was effected by the execution of the Second Amended and Restated Limited Liability Company Agreement of Mexico Pacific Limited LLC by Kronos Polo, L.P., as MXP's sole member, with effect as of March 3, 2025. On that date, pursuant to an Assignment and Assumption Agreement between Kronos Polo, L.P. and Mexico Pacific Holdings, L.P., MXP Holdings became the sole member of MXP. Under the Second Amended and Restated Limited Liability Company Agreement, MXP established a Board of Managers that was to have the power and authority to manage MXP's business and affairs.

On March 21, 2025, MXP supplemented its March 5, 2025 change in control notice to provide DOE/FECM with a description of the ownership of MXP membership interests before and after the transactions described in that notice, as well as an explanation of changes in ownership percentages that resulted from the controlling interest owner's disproportionate contributions of capital required to support the development of the MXP project following that owner's acquisition of control of MXP as of September 30, 2021.

Following the March 21 supplement, MXP's sole member, MXP Holdings, executed a Third Amended and Restated Limited Liability Company Agreement of Mexico Pacific Limited LLC, with effect as of March 31, 2025. That agreement amended and restated the Second Amended and Restated Limited Liability Company Agreement, identified MXP Holdings as MXP's sole member, and provided that the full and exclusive right, power and authority to manage MXP would be retained by and reserved to MXP Holdings. The Third Amended and Restated Limited Liability Company Agreement thus substituted MXP Holdings for the Board of Managers contemplated by the Second Amended and Restated Limited Liability Company Agreement, making MXP a member-managed limited liability company. The result was a change in governance of MXP, not a change in control of MXP (since MXP Holdings remained the entity with the power to manage the business and affairs of MXP).

MXP is including in Exhibit A to this second supplement the Third Amended and Restated Limited Liability Company Agreement of Mexico Pacific Limited LLC effective as of March 31, 2025, as amended. Because the Third Amended and Restated Limited Liability Company Agreement contains sensitive and confidential proprietary information that it has designated and held as confidential, MXP is filing that agreement under seal on a confidential basis and not for public disclosure, as provided in 10 C.F.R. § 1004.11.

Amy Sweeney
Office of Fossil Energy and Carbon Management
U.S. Department of Energy
May 30, 2025
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Impending Admission of Investors into MXP's Owner, MXP Holdings

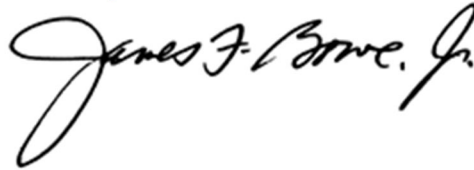
MXP believes that DOE/FECM may find it helpful to know that in the near term, multiple new investors are expected to be admitted to MXP Holdings (in some cases, subject to obtaining necessary regulatory approvals). Should these transactions result in a change in control of MXP, MXP will document these transactions and their impact in a new change in control notice that will be submitted as soon as possible following their completion, in line with the relevant regulatory deadlines.

Procedural Matters

I include with this supplemental submission a Verification and Certificate of Service. I am serving this 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

Exhibit A

**Third Amended and Restated Limited Liability Company Agreement of Mexico Pacific
Limited LLC effective as of March 31, 2025, as amended**

(Confidential - submitted under seal)

**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 accompanying Second Supplement to CIC Notice Submitted May 30, 2025 to be served on the persons included on the official service list for the captioned dockets, as provided by DOE/FECM, on May 30, 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 accompanying Second Supplement to CIC Notice Submitted March 5, 2025, and that the facts stated therein are true and correct to the best of my knowledge.

Electronically signed at Washington, DC, on May 30, 2025.

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

James F. Bowe, Jr.
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