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KING & SPALDING

King & Spalding LLP
1700 Pennsylvania Ave, NW
Suite 900
Washington, D.C. 20006-4707
Tel: +1 202 737 0500
Fax: +1 202 626 3737
www.kslaw.com

James F. Bowe, Jr.
Partner
Direct Dial: +1 202 626 9601
Direct Fax: +1 202 626 3737
jbowe@kslaw.com

May 6, 2025

DELIVERED VIA EMAIL

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, Office of Regulation, Analysis, and Engagement

Re: ***Mexico Pacific Limited LLC, FE Docket Nos. 18-70-LNG and 22-167-LNG –
Submission of Amendments to Long-Term LNG Sale Agreements; Agreements for
the Assignment and Assumption of Long-Term LNG Sale Agreement***

Dear Ms. Sweeney:

On August 4, 2023, Mexico Pacific Limited LLC (“MXP”) and México Pacific LNG Exports, S. de R.L. de C.V. (“MXP Exports”) filed with the Office of Fossil Energy and Carbon Management (“DOE/FECM”) the: (1) Train 1 / 2 LNG Sale and Purchase Agreement dated June 30, 2023 (“T1/T2 LNG SPA”) between Mexico Pacific LNG Markets Pte Ltd. (“MXP Markets Singapore”) and ConocoPhillips Marketing & Trading International, LLC (“Buyer”); and (2) Train 3 LNG Sale and Purchase Agreement dated June 30, 2023 (“T3 LNG SPA”) between MXP Markets Singapore and Buyer. The T1/T2 LNG SPA and T3 LNG SPA are long-term liquefied natural gas (“LNG”) sale agreements associated with the export of LNG from the proposed MXP Facility to be constructed in the State of Sonora, Mexico.

In accordance with Order No. 4248¹ and Order No. 4312, Ordering Paragraph G,² and Order No. 4995,³ I am hereby submitting on behalf of MXP and MXP Exports,⁴ under seal, the following:

- (1) Amendment No. 1 to T1/T2 LNG Sale and Purchase Agreement dated as of April 16, 2024 between MXP Markets Singapore and Buyer (the “T1/T2 Amendment”);
- (2) T1/T2 LNG SPA Assignment and Assumption Agreement dated October 19, 2024 (the “T1/T2 Agreement”) between MXP Markets Singapore, Mexico Pacific LNG Markets, LLC (“MXP Markets USA”), and Buyer;
- (3) Amendment No. 1 to T3 LNG Sale and Purchase Agreement dated as of April 16, 2024 between MXP Markets Singapore and Buyer (the “T3 Amendment”);
- (4) T3 LNG SPA Assignment and Assumption Agreement dated October 19, 2024 (the “T3 Agreement”) between MXP Markets Singapore, MXP Markets USA, and Buyer (the T3 Agreement, collectively with the T1/T2 Agreement, T1/T2 Amendment, and the T3 Amendment, the “Agreements”); and
- (5) A summary of the major provisions of the Agreements (attached as Exhibit 1 hereto).

The T1/T2 Amendment submitted herewith amends certain of the terms and conditions of the T1/T2 LNG SPA. The T3 Amendment submitted herewith amends certain of the terms and conditions of the T3 LNG SPA. The T1/T2 Agreement and T3 Agreement submitted herewith provide that MXP Markets Singapore has assigned, novated, and otherwise transferred all of its rights and obligations under the T1/T2 LNG SPA and the T3 LNG SPA to MXP Markets USA.⁵

MXP recognizes that it is submitting the Agreements more than thirty (30) days after October 19, 2024, the effective date of the T1/T2 Agreement and T3 Agreement, and more than thirty (30) days after April 16, 2024, the effective date of the T1/T2 Amendment and the T3 Amendment. Beginning not long after executing the Agreements, MXP began to explore the need

¹ *Mexico Pacific Limited LLC*, DOE/FE Order No. 4248 at 10-11 (Sept. 19, 2018).

² *Mexico Pacific Limited LLC*, DOE/FE Order No. 4312 (Dec. 14, 2018) (“Order No. 4312”).

³ *Mexico Pacific Limited LLC*, DOE/FECM Order No. 4995 at 12, Docket No. 22-167-LNG (Apr. 28, 2023).

⁴ Order No. 4312 authorizes MXP to export LNG as an agent for others, after such other entities register with DOE/FECM. On April 25, 2022, MXP and MXP Exports filed with DOE/FECM the registration materials required by Order No. 4312 to allow MXP to act as agent for MXP Exports.

⁵ On April 23, 2025, MXP filed with DOE/FECM a long-term LNG sale and purchase agreement between MXP Exports and MXP Markets USA (“MXP Exports SPA”). The MXP Exports SPA provides that MXP Exports will sell to MXP Markets USA a portion of the LNG produced in the MXP Facility.

for a restructuring and recapitalization that ultimately resulted in a change in control of MXP.⁶ That restructuring delayed the completion of certain inter-affiliate arrangements relating to LNG sales, and also led to a number of changes in MXP personnel responsible for LNG sales contract administration. These significant changes, which affected all aspects of MXP's operations, delayed the completion of internal processes necessary for the submission of the Agreements. Because the MXP Facility has not yet taken its final investment decision and actual sales under the T1/T2 LNG SPA and the T3 LNG SPA remain years in the future, MXP believes that filing the Agreements at this time will not prejudice any party. Moreover, the delay in making this filing has not deprived DOE/FECM of any information it would otherwise have obtained regarding LNG exports from the MXP Facility (since no such exports have yet been made).

The non-redacted Agreements contain highly sensitive and confidential commercial, financial, and proprietary information. Accordingly, the Agreements are being filed with, DOE/FECM under seal on a confidential basis and not for public disclosure, as authorized by Order No. 4312. MXP submits that the Agreements meet the six criteria set forth in 10 C.F.R. § 1004.11(f) for determining whether information is exempt from mandatory disclosure pursuant to the Administrative Procedure Act, 5 U.S.C. § 552(b)(4):

- (1) The Agreements have been held in confidence by MXP and the respective counterparties, and the Agreements contain a confidentiality provision or references to a confidentiality provision.
- (2) The Agreements contain information of a type that is customarily held in confidence by the parties, and there is a reasonable basis to keep sensitive commercial terms confidential to avoid competitive harm.
- (3) MXP is submitting the Agreements to DOE/FECM under seal, with a request to keep the Agreements confidential.
- (4) The Agreements are not publicly available.
- (5) Public disclosure of the Agreements by DOE/FECM is likely to cause other export license holders or registrants to be reluctant to submit unredacted copies of their gas supply agreements to DOE/FECM; thus, public disclosure could impair DOE/FECM's ability to obtain similar information from others in the future; and
- (6) Disclosure of the unredacted Agreements is likely to cause substantial harm to the competitive positions of MXP and the counterparties to the Agreements.

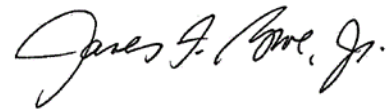
For the foregoing reasons, MXP respectfully requests that the non-redacted copies of the Agreements be kept confidential by DOE/FECM.

Please contact me if you have any questions.

⁶ This change in control was described in a letter filed in Docket No. 18-70-LNG and Docket No. 22-167-LNG on March 5, 2025, and supplemented by letter dated March 21, 2025.

Amy Sweeney
May 6, 2025
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Sincerely,

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

James F. Bowe, Jr.
Partner

JFB:
Attachments

T1/T2 LNG SPA Assignment and Assumption Agreement dated October 19, 2024

1. *DOE Order/FE Docket No(s):*
DOE/FE Order Nos. 4248, 4312, and 4995
FE Docket Nos. 18-70-LNG and 22-167-LNG
2. *LNG Liquefaction/Export Facility and Location:*
The MXP Facility is located adjacent to Puerto Libertad, State of Sonora, Mexico.
3. *Describe affiliation with LNG Liquefaction Export Facility (e.g., owner, capacity holder, etc.):*
Mexico Pacific Limited LLC (“MXP”) is the owner of the MXP Facility. México Pacific LNG Exports, S. de R.L. de C.V. (“MXP Exports”) is a wholly-owned subsidiary of MXP. Mexico Pacific LNG Markets, LLC is a wholly-owned subsidiary of MXP and party to a long-term LNG sale and purchase agreement with MXP Exports. Mexico Pacific LNG Markets Pte Ltd is a wholly-owned subsidiary of MXP and party to a long-term LNG sale and purchase agreement with MXP Exports.
4. *Exact Legal Name of Parties/Counterparties to Contract:*
Mexico Pacific LNG Markets, LLC
Mexico Pacific LNG Markets Pte Ltd
ConocoPhillips Marketing & Trading International LLC
5. *a. Contract Types (e.g. Purchase and Sale Agreement, Liquefaction Tolling Agreement, etc.):*
Assignment and assumption agreement of T1/T2 LNG Sale and Purchase Agreement, dated as of June 30, 2023 (as amended from time to time, the “T1/T2 LNG SPA”).
b. Firm or Interruptible Contract:
Not applicable. The T1/T2 LNG SPA is a firm contract.
6. *Date of the Contract:*
October 19, 2024
7. *Contract Term:*
Not applicable. The Agreement involves no change to the T1/T2 LNG SPA term.
8. *Annual Quantity:*
Not applicable. The Agreement involves no change to the T1/T2 LNG SPA annual quantity.
9. *Take or Pay (or equivalent) Provisions/Conditions:*
Not applicable.
10. *Legal Name of Entity (ies) that has (have) Title to the Natural Gas and LNG through the LNG Facility until Export:*

México Pacific LNG Exports, S. de R.L. de C.V.

11. *Export Destination Restrictions in the Contracts:*

Not applicable. The T1/T2 LNG SPA contains export destination restrictions.

12. *Resale Provisions:*

Not applicable.

13. *Other Major Non-proprietary Provisions, if Applicable:*

None.

**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, Tyler R. Brown, hereby certify that I caused the Submission of Amendments to Long-Term LNG Sale Agreements; Agreements for the Assignment and Assumption of Long-Term LNG Sale Agreement dated May 6, 2025, to be served on the persons included on the official service list for this docket, as provided by DOE/FECM, on May 6, 2025.

/s/Tyler R. Brown
Tyler R. Brown
King & Spalding LLP
1180 Peachtree Street, NE
Suite 1600
Atlanta, GA 30309
Tel: 404 572-2809
trbrown@kslaw.com

**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, Tyler R. Brown, hereby verify under penalty of perjury that I am authorized to execute this verification, that I have read the Submission of Amendments to Long-Term LNG Sale Agreements; Agreements for the Assignment and Assumption of Long-Term LNG Sale Agreement dated May 6, 2025, and that the facts stated therein are true and correct to the best of my knowledge.

Electronically signed at Atlanta, GA, on May 6, 2025.

/s/Tyler R. Brown
Tyler R. Brown
King & Spalding LLP
1180 Peachtree Street, NE
Suite 1600
Atlanta, GA 30309
Tel: 404 572-2809
trbrown@kslaw.com