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May 16, 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 and Purchase Agreement

Dear Ms. Sweeney:

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 Mexico Pacific Limited LLC (“MXP”) and México Pacific LNG Exports, S. de R.L. de C.V. (“MXP Exports”), under seal, a non-redacted copy of executed amendments to a previously-submitted long-term liquefied natural gas (“LNG”) sales agreement associated with the export of LNG from the proposed MXP Facility to be constructed in the State of Sonora, Mexico.

On April 18, 2023, MXP filed with DOE the T3 LNG Sale and Purchase Agreement dated March 16, 2023 (the “T3 SPA”), between Mexico Pacific LNG Markets Pte Ltd. (“MXP Markets”

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).

or “Seller”) and Shell Eastern Trading (Pte) Ltd. (“Buyer”). On December 6, 2024, MXP filed with DOE two amendments to the T3 SPA.

MXP is filing herewith the following:

- (1) Amendment No. 3 to the T3 SPA;
- (2) Amendment No. 4 to the T3 SPA (Amendment Nos. 3 and 4 are collectively referred to as the “Amendments”); and
- (3) A summary of the major changes to the T3 SPA that result from the Amendments (attached as Exhibit 1 hereto).

Order No. 4312 authorizes MXP to export LNG as an agent for others, after such other entities register with the Office of Fossil Energy and Carbon Management (“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. On April 27, 2022, MXP filed with DOE/FECM a long-term LNG sale and purchase agreement between MXP Exports and MXP Markets (“MXP Exports SPA”). The MXP Exports SPA provides that MXP Exports will sell to MXP Markets LNG produced in the MXP Facility.

MXP recognizes that it is submitting the Amendments more than thirty (30) days after December 10, 2024, the effective date of Amendment No. 3, and February 14, 2025, the effective date of Amendment No. 4. Around the time of execution of the Amendments, MXP began to explore the need for a restructuring and recapitalization that ultimately resulted in a change in control of MXP.⁴ 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 Amendments. Because the MXP Facility has not yet taken its final investment decision and actual sales under the T3 SPA remain years in the future, MXP believes that filing the Amendments 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 Amendments contain highly sensitive and confidential commercial, financial, and proprietary information and the Amendments 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 Amendments meet the six criteria set forth in 10 C.F.R. § 1004.11(f) of DOE’s regulations for determining whether information is exempt from mandatory disclosure pursuant to the Administrative Procedure Act, 5 U.S.C. § 552(b)(4):

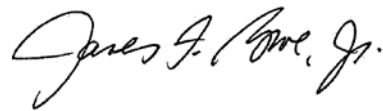
⁴ This change in control was described in a letter filed in Docket No. 18-70-LNG and Docket No. 22-167-LNG on March 5, 2025, and supplemented by letter dated March 21, 2025.

- (1) The Amendments have been held in confidence by MXP and the respective counterparties, and the Amendments contain, or incorporate by reference, a confidentiality provision;
- (2) The Amendments 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 Amendments to DOE/FECM under seal, with a request to keep the Amendments confidential;
- (4) Neither the Amendments nor the T3 SPA are publicly available;
- (5) Public disclosure of the Amendments 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 Amendments is likely to cause substantial harm to the competitive positions of MXP and the counterparties to the Amendments.

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

Please contact me if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "James F. Bowe, Jr.", written in a cursive style.

James F. Bowe, Jr.
Partner

JFB:
Attachments

Amendment No. 4 to Train 3 LNG Sale and Purchase Agreement dated February 14, 2025

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:*
No change from prior version of the SPA.
3. *Describe affiliation with LNG Liquefaction Export Facility (e.g., owner, capacity holder, etc.):*
No change from prior version of the SPA.
4. *Exact Legal Name of Parties/Counterparties to Contract:*
No change from prior version of the SPA.
5. *a. Contract Types (e.g. Purchase and Sale Agreement, Liquefaction Tolling Agreement, etc.):*
Amendment to LNG sale and purchase agreement.
b. Firm or Interruptible Contract:
Firm
6. *Date of the Contract:*
February 14, 2025
7. *Contract Term:*
No change from prior version of the SPA.
8. *Annual Quantity:*
Annual Quantity has been reduced from 52,000,000 MMBtu to 26,000,000 MMBtu.
9. *Take or Pay (or equivalent) Provisions/Conditions:*
No change from prior version of the SPA.
10. *Legal Name of Entity (ies) that has (have) Title to the Natural Gas and LNG through the LNG Facility until Export:*
No change from prior version of the SPA.
11. *Export Destination Restrictions in the Contracts:*
No change from prior version of the SPA.
12. *Resale Provisions:*
No change from prior version of the SPA.
13. *Other Major Non-proprietary Provisions, if Applicable:*

No change from prior version of the SPA.

**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 and Purchase Agreement dated May 16, 2025, to be served on the persons included on the official service list for this docket, as provided by DOE/FECM, on May 16, 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 and Purchase Agreement dated May 16, 2025, and that the facts stated therein are true and correct to the best of my knowledge.

Electronically signed at Atlanta, GA, on May 16, 2025.

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