 Amendment No.1 to the Administration Agreement between Petróleos Mexicanos and the International Bank for Reconstruction and Development and the International Development Association concerning the financing of the Multi-Donor Trust Fund for the Global Gas Flaring Reduction Public-Private Partnership (TF No. 050954)

Dear Mr. Betancourt Sánchez:

1. Reference is made to the Administration Agreement (the “Administration Agreement”) between Petróleos Mexicanos (the “Contributor”) and the International Bank for Reconstruction and Development (“IBRD”) and the International Development Association (“IDA” and together with the IBRD, the “Bank”) for the Multi-Donor Trust Fund for the Global Gas Flaring Reduction Partnership (the “GGFR Trust Fund”) dated February 23, 2010. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Administration Agreement.

2. Pursuant to Paragraph 1 of the Administration Agreement, the Contributor agreed to make a contribution to the GGFR Trust Fund in the amount of three hundred and ninety thousand United States Dollars ($US390,000) (defined in the Administration Agreement as the “Contribution”).

3. Pursuant to Paragraph 3 of the Administration Agreement, the Contributor agreed to pay the Contribution in three installments. The Contributor now wishes to pay the Contribution in one installment. Accordingly, the Contributor and the Bank agree to amend the Administration Agreement as follows:

Ing. Luis Fernando Betancourt Sánchez
Subdirector de Disciplina Operativa Seguridad
Salud y Protección Ambiental Petróleos Mexicanos
Av. Marina Nacional # 329 Piso 35 TE
Col. Huasteca, C.P. 11311
México D.F.
Paragraph 3 shall be deleted in its entirety and replaced by the following:

“3. The Contributor shall deposit the Contribution into such bank account designated by the Bank promptly following the Phase 3 Effective Date (as defined in paragraph J of the GGFR Charter (as further defined in the Description of Activities, Expenditures and Governance); provided however that, any funds received by the Bank from the Contributor under this Administration Agreement prior to the Phase 3 Effective Date shall be returned by the Bank to the Contributor without affecting the Contributor’s commitment herein”.

4. All other terms of the Administration Agreement shall remain the same.

5. Please confirm your agreement with the foregoing, on behalf of the Contributor, by signing and dating the two originals, retaining one original for your records and returning the other original to the Bank. Upon receipt by the Bank of the original Amendment countersigned by you, this Amendment will become effective as of the date of the countersignature.

Sincerely,

INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT
INTERNATIONAL DEVELOPMENT ASSOCIATION

/s/ Marc Juhel
Acting Director
Sustainable Energy Department

CONFIRMED AND AGREED:

PETRÓLEOS MEXICANOS

By: /s/ Ing. Luis Fernando Betancourt Sánchez     Date: December 16, 2010

Name: Ing. Luis Fernando Betancourt Sánchez

Title: Subdirector de Disciplina Operativa Seguridad