SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

FORT WORTH TX 76102 Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned				013	Section 30(II)		estment Company Act	101 1940)					
(Last) (First) (Middle) 400 WEST 7TH STREET A Relationship of Raporting Person(s) to Issuer (Check all applicable) 10% Owner Officer (give title X below) 10% Owner Officer (give title X below) 10% Owner Officer (give title X below) 5. If Amendment, Date of Original Filed (Month/Day/Year) (Street) FORT WORTH TX 76102 6. Individual or Joint/Group Filing (Check Applicable Line) (City) (State) (Zip) See Remarks 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 1. Title of Securities Endividual securities Somership Form: Direct (D) or Indirect (I) (Instr. 5) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 4. Nature of Indirect Beneficial Ownership (Instrect (I) Indirect (I) (Instr. 5) Common Units 11,656,604 D 5. 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) Common Units 2. Date Exercisable and (Month/Day/Year) 3. Title and Amount of Securities Beneficial Ownership (Instr. 5) 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 6. Nature of Indirect Beneficial Ownership (Instr. 5) 1. Title of Derivative Security (Instr. 4) 2. Date Exercisable and (Month/Day/Year) 3. Title and Amount of Securities Underlying Date 3. Title and Amount of Securities Underlying Dirivative Security (Instr. 4) 5. Ownership Form: Direct (D) or Exercisable 6. Sourceshop Date 5		tatement (Mont												
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Sce Remarks A Form line by One Reporting Person FORT WORTH TX 76102 Colspan="4">Colspan="4" Colspan="4">Colspan="4"Colspan="4">Colspan="4"Cols	400 WEST 7TH STREET					Officer (give title			Other (specif	fy	Appl	Applicable Line)		
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	Series 5 Preferred Units		(4)	10/15/2024		Common Units		26,992,105	(4	•)	Ι	See footnotes ⁽¹⁾⁽²⁾⁽³⁾		

Explanation of Responses:

1. The securities reported includes (i) 17,259,241 common units and 12,863,158 common units underlying series 5 preferred units held by LKCM Investment Partnership, L.P. and (ii) 20,621,256 common units and 14,128,947 common units underlying series 5 preferred units held by PDLP Morningstar, LLC.

2. LKCM Investment Partnership GP, LLC is the general partner of LKCM Investment Partnership, L.P. LKCM Private Discipline Management, L.P. is the sole holder of management shares of LKCM Private Discipline Master Fund, SPC. PDLP Morningstar, LLC is a wholly owned subsidiary of LKCM Private Discipline Master Fund, SPC. Luther King Capital Management Corporation serves as the investment adviser to each of LKCM Investment Partnership, L.P. and LKCM Private Discipline Master Fund, SPC. J. Luther King, Jr. serves as the President of Luther King Capital Management Corporation.

3. Luther King Capital Management Corportion has voting and investment power over the securities beneficially owned by each of LKCM Investment Partnership GP, LLC and LKCM Private Discipline Management L.P. Accordingly, each of J. Luther King and Luther King Capital Management Corporation may be deemed to share beneficial ownership of the common units held by each of LKCM Investment Partnership, L.P. and PDLP Morningstar, LLC, but each disclaims beneficial ownership of such common units except to the extent of their pecuniary interest therein.

4. Immediately prior to the closing of the Issuer's initial public offering, the Issuer's series 5 preferred units will automatically convert into common units of the Issuer.

Remarks:

The Reporting Person is a Director of TXO Energy GP, LLC, the general partner of the Issuer (the "General Partner"). The Issuer is managed by the directors and executive officers of the General Partner. Exhibit 24 - Power of Attorney.

/s/ Brent W. Clum, Attorney-infact 01/26/2023

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

OMB APPROVAL

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by TXO Energy Partners, L.P. (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

- execute for and on behalf of the undersigned, Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, and Forms 3, 4, and 5 in accordance with Section 16 of the Exchange Act, and the rules thereunder;
- 2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- 3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is any Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D and 13G and Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of September, 2022.

/s/ J. Luther King, Jr. J. Luther King, Jr.

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. Brent W. Clum