

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SOUTHCROSS ENERGY PARTNERS, L.P., *et al*,Debtors.¹

Chapter 11

Case No. 19-10702 (MFW)

(Jointly Administered)

Objection Deadline: June 14, 2019 at 4:00 p.m. (ET)

**COVER SHEETS TO FIRST MONTHLY FEE APPLICATION OF
EVERCORE GROUP L.L.C., DEBTORS'
INVESTMENT BANKER AND FINANCIAL ADVISOR,
FOR ALLOWANCE OF AN ADMINISTRATIVE CLAIM FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM APRIL 1, 2019 THROUGH APRIL 30, 2019**

Name of Applicant:	Evercore Group L.L.C.
Authorized to provide professional services to:	The above-captioned Debtors
Date of retention:	May 6, 2019 <i>nunc pro tunc</i> to April 1, 2019
Period for which compensation and reimbursement is sought:	April 1, 2019 – April 30, 2019
Compensation sought as actual, reasonable and necessary:	\$630,000 (80% of \$787,500)
Expense reimbursement sought as actual, reasonable, and necessary:	\$925.65 ²

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southcross Energy Partners, L.P. (5230); Southcross Energy Partners GP, LLC (5141); Southcross Energy Finance Corp. (2225); Southcross Energy Operating, LLC (9605); Southcross Energy GP LLC (4246); Southcross Energy LP LLC (4304); Southcross Gathering Ltd. (7233); Southcross CCNG Gathering Ltd. (9553); Southcross CCNG Transmission Ltd. (4531); Southcross Marketing Company Ltd. (3313); Southcross NGL Pipeline Ltd. (3214); Southcross Midstream Services, L.P. (5932); Southcross Mississippi Industrial Gas Sales, L.P. (7519); Southcross Mississippi Pipeline, L.P. (7499); Southcross Gulf Coast Transmission Ltd. (0546); Southcross Mississippi Gathering, L.P. (2994); Southcross Delta Pipeline LLC (6804); Southcross Alabama Pipeline LLC (7180); Southcross Nueces Pipelines LLC (7034); Southcross Processing LLC (0672); FL Rich Gas Services GP, LLC (5172); FL Rich Gas Services, LP (0219); FL Rich Gas Utility GP, LLC (3280); FL Rich Gas Utility, LP (3644); Southcross Transmission, LP (6432); T2 EF Cogeneration Holdings LLC (0613); and T2 EF Cogeneration LLC (4976). The debtors' mailing address is 1717 Main Street, Suite 5300, Dallas, TX 75201.

² Prior to the Petition Date, Evercore received \$10,000.00 from the Debtors as an expense retainer. All \$10,000.00 of this retainer was applied toward \$12,410.90 of incurred pre-petition expenses. \$2,410.90 of pre-petition expenses (the amount in excess of \$10,000.00) were written off.



Name of Applicant:

Evercore Group L.L.C.

This is a **monthly** fee application.³

³ Notice of this Monthly Fee Application shall be served in accordance with the Interim Compensation Order (as defined below) and objections to payment of the amounts described in this Monthly Fee Application shall be addressed in accordance with such order.

Fee SummarySummary of fees incurred during the Fee Period:⁴

Monthly Fee Payable on April 25, 2019	\$150,000.00
DIP Financing Fee (Interim DIP Amount)	637,500.00
Total	\$787,500.00

⁴ DIP Financing Fee only reflects fee on new money DIP amounts (\$85 million) approved on an interim basis in April 2019. Fees related to additional amounts approved on a final basis in May 2019 shall be billed on a subsequent fee statement. DIP Financing Fee equal to 0.75% of capital raised and approved on an interim basis.

Professionals

Evercore professionals rendering services during the Fee Period were:

Professional	Title	Total Hours
Stephen Hannan	Senior Managing Director	14.0
Robert Pacha	Senior Managing Director	47.0
Avinash D'Souza	Managing Director	33.5
Alex Jeffries	Vice President	93.0
Evan Levine	Associate	58.0
Ruey Sung Ku	Associate	128.5
Michael Winterholler	Associate	256.0
Andrew Kilbourne	Analyst	49.5
Daisy Ding	Analyst	88.0
Total		767.5

(Evercore does not charge hourly rates to the Debtors and no hourly rates are associated with these professionals.)

Hours by Matter

Hours expended by these professionals by matter during the Fee Period were:

Matter Number	Matter Description	Total Hours
1	General Case Administration	43.5
2	Due Diligence	33.5
3	Financing	67.0
4	Asset Sales	584.0
5	Plan of Reorganization / Disclosure Statement	0.5
6	Board Communication	9.0
7	Creditor / Vendor Communication	9.0
8	Travel	13.0
9	Evercore Retention / Fee Applications	8.0
Total		767.5

Summary of Expenses by Category Allocation

Matter Description	Total Expenses
Transportation / Travel	\$484.17
Meals	441.48
Total Expenses	\$925.65

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SOUTHCROSS ENERGY PARTNERS, L.P., *et al*,

Debtors.⁵

Chapter 11

Case No. 19-10702 (MFW)

(Jointly Administered)

**FIRST MONTHLY FEE APPLICATION OF EVERCORE GROUP L.L.C.,
DEBTORS' INVESTMENT BANKER AND FINANCIAL ADVISOR,
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM APRIL 1, 2019 THROUGH APRIL 30, 2019**

Pursuant to sections 327, 328, 330, and 331 of chapter 11 of title 11 of the United States Code, (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the *Order Approving Application of Debtors for Authority to (I) Employ and Retain Evercore Group L.L.C. as Investment Banker for the Debtors Nunc Pro Tunc to the Petition Date and (II) Waive Certain Information Disclosure Requirements*, dated May 6, 2019 [Docket No. 192] (the “**Retention Order**”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated May 6, 2019 [Docket No. 191] (the “**Interim Compensation Order**”), Rule 2016-2 of the Local Rules of

⁵ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southcross Energy Partners, L.P. (5230); Southcross Energy Partners GP, LLC (5141); Southcross Energy Finance Corp. (2225); Southcross Energy Operating, LLC (9605); Southcross Energy GP LLC (4246); Southcross Energy LP LLC (4304); Southcross Gathering Ltd. (7233); Southcross CCNG Gathering Ltd. (9553); Southcross CCNG Transmission Ltd. (4531); Southcross Marketing Company Ltd. (3313); Southcross NGL Pipeline Ltd. (3214); Southcross Midstream Services, L.P. (5932); Southcross Mississippi Industrial Gas Sales, L.P. (7519); Southcross Mississippi Pipeline, L.P. (7499); Southcross Gulf Coast Transmission Ltd. (0546); Southcross Mississippi Gathering, L.P. (2994); Southcross Delta Pipeline LLC (6804); Southcross Alabama Pipeline LLC (7180); Southcross Nueces Pipelines LLC (7034); Southcross Processing LLC (0672); FL Rich Gas Services GP, LLC (5172); FL Rich Gas Services, LP (0219); FL Rich Gas Utility GP, LLC (3280); FL Rich Gas Utility, LP (3644); Southcross Transmission, LP (6432); T2 EF Cogeneration Holdings LLC (0613); and T2 EF Cogeneration LLC (4976). The debtors' mailing address is 1717 Main Street, Suite 5300, Dallas, TX 75201.

Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Bankruptcy Rules**”), and the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. §330 (the “**Appendix A Guidelines**”), Evercore Group L.L.C. (“**Evercore**”), investment banker and financial advisor to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), submits this monthly fee application (this “**Application**”) seeking compensation equal to 80% of the \$787,500.00 in fees for professional services rendered by Evercore during the above-captioned period (the “**Fee Period**”), and for reimbursement of expenses incurred in the amount of \$925.65.

Itemization of Services Rendered and Expenses Incurred

1. Typical of investment bankers of its kind, Evercore is not compensated by the hour, but through a structure of fixed fees and related compensation, such as was approved by the Retention Order. Accordingly, certain information appropriate to consideration of the fee requests of hourly-rate compensated professionals, such as blended rates or maturation, do not exist for Evercore.

2. Attached as **Exhibit A** to this Application, in accordance with the Retention Order, are time records setting forth, in a summary format, a description of the services rendered by each Evercore professional and the amount of time spent on each date by each such individual in rendering services on behalf of the Debtors in half-hour increments. Attached as **Exhibit B** is a detailed listing of Evercore’s expense records for the Fee Period.

Certification of Compliance and Waiver

3. The undersigned representative of Evercore certifies that he has reviewed the requirements of Local Rule 2016-2 and that the Application substantially complies with that

Local Rule except to the extent waived by the Retention Order or otherwise modified by orders of this Court. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-2, as so modified, Evercore believes that such deviations are not material and respectfully requests that any such requirement be waived.

Reservation of Rights and Notice

4. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Fee Period. Evercore reserves the right to make further application to the Court for allowance of such fees and expenses not included herein.

5. Notice of this Application will be provided to the following parties or, in lieu thereof, their counsel, if known: (i) the Debtors; (ii) counsel for the Debtors, (a) Davis Polk & Wardwell and (b) Morris, Nichols, Arsht & Tunnell LLP; (iii) counsel to any official committee appointed in the Chapter 11 Cases; (iv) counsel to the post-petition lenders and an ad hoc group of prepetition lenders, (a) Willkie Farr & Gallagher LLP and (b) Young Conaway Stargatt & Taylor, LLP; (v) counsel to Wells Fargo Bank, N.A. as administrative agent, Vinson & Elkins LLP; (vi) the Office of United States Trustee for the District of Delaware; and (vii) any party that has requested to be provided notice under Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

Dated: May 31, 2019

/s/ Stephen Hannan
Stephen Hannan
Senior Managing Director
Evercore Group L.L.C.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
SOUTHCROSS ENERGY PARTNERS, L.P.,)	Case No. 19-10702 (MFW)
<i>et al.</i> ,)	
)	Jointly Administered
Debtors. ¹)	Objection Deadline: June 14, 2019 at 4:00 p.m.

**NOTICE OF FIRST MONTHLY APPLICATION OF EVERCORE GROUP
L.L.C., DEBTORS' INVESTMENT BANKER AND FINANCIAL ADVISOR,
FOR ALLOWANCE OF AN ADMINISTRATIVE CLAIM FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM APRIL 1, 2019 THROUGH AND INCLUDING APRIL 30, 2019**

PLEASE TAKE NOTICE that today, Evercore Group L.L.C. as Investment Banker and Financial Advisor to the Debtors in the above-captioned case (the “Debtors”), filed the attached **First Monthly Application of Evercore Group L.L.C., Debtors’ Investment Banker and Financial Advisor, for Allowance of an Administrative Claim for Compensation and Reimbursement of Expenses for the Period From April 1, 2019 Through and Including April 30, 2019** (the “Application”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application, must: (a) be filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **June 14, 2019 at 4:00 p.m. (Eastern Time)** (the “Objection Deadline”); and (b) be served so as to be received on or before the Objection Deadline by:

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southcross Energy Partners, L.P. (5230); Southcross Energy Partners GP, LLC (5141); Southcross Energy Finance Corp. (2225); Southcross Energy Operating, LLC (9605); Southcross Energy GP LLC (4246); Southcross Energy LP LLC (4304); Southcross Gathering Ltd. (7233); Southcross CCNG Gathering Ltd. (9553); Southcross CCNG Transmission Ltd. (4531); Southcross Marketing Company Ltd. (3313); Southcross NGL Pipeline Ltd. (3214); Southcross Midstream Services, L.P. (5932); Southcross Mississippi Industrial Gas Sales, L.P. (7519); Southcross Mississippi Pipeline, L.P. (7499); Southcross Gulf Coast Transmission Ltd. (0546); Southcross Mississippi Gathering, L.P. (2994); Southcross Delta Pipeline LLC (6804); Southcross Alabama Pipeline LLC (7180); Southcross Nueces Pipelines LLC (7034); Southcross Processing LLC (0672); FL Rich Gas Services GP, LLC (5172); FL Rich Gas Services, LP (0219); FL Rich Gas Utility GP, LLC (3280); FL Rich Gas Utility, LP (3644); Southcross Transmission, LP (6432); T2 EF Cogeneration Holdings LLC (0613); and T2 EF Cogeneration LLC (4976). The debtors’ mailing address is 1717 Main Street, Suite 5300, Dallas, TX 75201.

- (i) the Debtors, 1717 Main Street, Suite 5300, Dallas, TX 75201 (Attn: Michael B. Howe);
- (ii) counsel for the Debtors, (a) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Darren S. Klein, darren.klein@davispolk.com; Steven Z. Szanzer, steven.szanzer@davispolk.com; and Benjamin M. Schak, benjamin.schak@davispolk.com and (b) Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, 16th Floor, P.O. Box 1347, Wilmington, DE 19899, Attn: Robert J. Dehney, rdehney@mnat.com; Andrew R. Remming, aremming@mnat.com; and Joseph C. Barsalona II, jbarsalona@mnat.com;
- (iii) counsel to any official committee appointed in the Chapter 11 Cases;
- (iv) counsel to the post-petition lenders and an ad hoc group of prepetition lenders, (a) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019-6099, Attn: Paul V. Shalhoub, pshalhoub@willkie.com; Joseph G. Minias, jminias@willkie.com; and James H. Burbage, jburbage@willkie.com and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Matthew B. Lunn, mlunn@ycst.com;
- (v) counsel to Wells Fargo Bank, N.A. as administrative agent, Vinson & Elkins LLP, 2001 Ross Avenue, suite 3900, Dallas, TX 75201, Attn: William Wallander, bwallander@velaw.com; Bradley Foxman, bfoxman@velaw.com; and Matthew Pyeatt, mpyeatt@velaw.com; and
- (vi) the Office of United States Trustee for the District of Delaware appointed in the Chapter 11 Cases, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Richard L. Schepacarter, Richard.Schepacarter@usdoj.gov.

PLEASE TAKE FURTHER NOTICE THAT ONLY OBJECTIONS MADE IN WRITING AND TIMELY FILED AND RECEIVED, IN ACCORDANCE WITH THE PROCEDURES ABOVE, WILL BE CONSIDERED BY THE BANKRUPTCY COURT AT SUCH HEARING.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

May 31, 2019
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Eric W. Moats

Robert J. Dehney (No. 3578)
Andrew R. Remming (No. 5120)
Joseph C. Barsalona II (No. 6102)
Eric W. Moats (No. 6441)
1201 N. Market St., 16th Floor
PO Box 1347
Wilmington, DE 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
rdehney@mnat.com
aremming@mnat.com
jbarsalona@mnat.com
emoats@mnat.com

-and-

DAVIS POLK & WARDWELL LLP

Marshall S. Huebner (admitted pro hac vice)
Darren S. Klein (admitted pro hac vice)
Steven Z. Szanzer (admitted pro hac vice)
Benjamin M. Schak (admitted pro hac vice)
450 Lexington Avenue
New York, New York 10017
Tel.: (212) 450-4000
Fax: (212) 701-5800
marshall.huebner@davispolk.com
darren.klein@davispolk.com
steven.szanzer@davispolk.com
benjamin.schak@davispolk.com

Co-Counsel for Debtors and Debtors in Possession

EXHIBIT A**Time Records****Stephen Hannan, Senior Managing Director**

Date	Work Done	Hour	Code
4/1/19	Internal Call	0.5	3. Financing
4/1/19	Phone Call with Avinash D'Souza and Rob Pacha / Review of Financial Projections Model	1.5	4. Asset Sales
4/2/19	First Day Hearing	2.0	1. General Case Administration
4/3/19	Catch Up with Potential Buyer	0.5	1. General Case Administration
4/3/19	Timeline Discussion	0.5	3. Financing
4/4/19	Weekly Progress Call	0.5	1. General Case Administration
4/8/19	Intercompany Discussion	0.5	1. General Case Administration
4/9/19	Intercompany Discussion	0.5	1. General Case Administration
4/10/19	Catch Up with Creditor	0.5	1. General Case Administration
4/11/19	Weekly Progress Call	0.5	1. General Case Administration
4/12/19	Call with Counterparty	0.5	3. Financing
4/12/19	Call with Rob Pacha re: Sale Process	1.0	4. Asset Sales
4/15/19	Catch Up (EVR/DPW/HL/WFG)	0.5	1. General Case Administration
4/17/19	MLP Independent Board Discussion	1.0	6. Board Communication
4/22/19	Internal catchup	0.5	1. General Case Administration
4/23/19	Sales Process Update	0.5	4. Asset Sales
4/24/19	Call re: Alternate DIP Proposal	1.0	3. Financing
4/25/19	Weekly Progress Call	0.5	1. General Case Administration
4/25/19	Catch-Up with Creditor	0.5	1. General Case Administration
4/25/19	Update Call	0.5	7. Creditor / Vendor Communication
		14.0	

Robert Pacha, Senior Managing Director

Date	Work Done	Hour	Code
4/1/19	Phone Call with Avinash D'Souza and Steve Hannan / Review of Financial Projections Model	1.5	4. Asset Sales
4/2/19	Reviewed Intercompany Agreement Valuations	1.5	4. Asset Sales
4/3/19	Drafted CIM/Call with Jay Swent	2.5	4. Asset Sales
4/4/19	Weekly Update Call / Preparation of Materials for 4/8 Tudor Pickering Discussion/ Contacted Potential Bidders/Drafted CIM	5.5	4. Asset Sales
4/5/19	Preparation of Materials for 4/8 Tudor Pickering Discussion / Diligence Session with Company/Discussion with Potential Bidder/Drafted CIM	6.0	4. Asset Sales
4/8/19	Update Call / Meeting with Tudor Pickering Regarding Intercompany Agreements/ Call with Jay Swent	2.0	4. Asset Sales
4/9/19	Discussion Regarding Intercompany Agreements	0.5	4. Asset Sales
4/10/19	Confidential Information Memorandum Drafting Session / Discussions with Potential Bidders	4.5	4. Asset Sales
4/11/19	Discussions with Potential Bidders	1.0	4. Asset Sales
4/12/19	Drafted CIM/Call with Steve Hannan	3.5	4. Asset Sales
4/14/19	Conference Call with Southcross and Davis Polk	1.0	4. Asset Sales
4/15/19	Conference Call / Preparing Materials for Independent Director Call	2.0	4. Asset Sales
4/17/19	Discussion with SXE Independent Board of Directors	1.0	4. Asset Sales
4/18/19	Weekly Update Call/Bi-Weekly Board Meeting / Discussions with Potential Bidders/ Drafting CIM	3.5	4. Asset Sales
4/21/19	Drafted CIM	1.0	4. Asset Sales
4/22/19	Call with Potential Bidder / Review of CIM and Model	1.0	4. Asset Sales
4/23/19	Lender Sale Process Update Call / Drafting CIM	3.5	4. Asset Sales
4/24/19	Drafted CIM	1.0	4. Asset Sales
4/25/19	Weekly Update Call / Update Call with Lenders / Drafted CIM	2.5	4. Asset Sales
4/26/19	Reviewed Southcross Holdings Contract Analysis	1.0	4. Asset Sales
4/29/19	Reviewed Southcross Holdings Contract Analysis	0.5	4. Asset Sales
4/30/19	Reviewed Southcross Holdings Contract Analysis	0.5	4. Asset Sales
		47.0	

Avinash D'Souza, Managing Director

Date	Work Done	Hour	Code
4/1/19	Call with lender re: filing	0.5	7. Creditor / Vendor Communication
4/1/19	Call with lenders' advisor re: fronting fees	0.5	7. Creditor / Vendor Communication
4/1/19	Phone Call with Steve Hannan and Rob Pacha / Review of Financial Projections Model	1.5	4. Asset Sales
4/2/19	Travel to and back from first day hearing	6.0	8. Travel
4/2/19	Pre-meetings and first day hearing	4.0	1. General Case Administration
4/2/19	Call with lender re: filing	0.5	7. Creditor / Vendor Communication
4/3/19	Call with lenders re: filing	1.0	7. Creditor / Vendor Communication
4/3/19	Call with advisors re: timeline	0.5	5. Plan of Reorganization / Disclosure Statement
4/4/19	Company/advisors weekly update call	1.0	1. General Case Administration
4/8/19	Update call with lenders advisors	1.0	7. Creditor / Vendor Communication
4/8/19	Advisor discussion re: intercompany agreements	1.0	2. Due Diligence
4/10/19	Call with lenders re: process	0.5	7. Creditor / Vendor Communication
4/11/19	Company/advisors weekly update call	1.0	1. General Case Administration
4/15/19	Call with lenders advisors re: status update	0.5	7. Creditor / Vendor Communication
4/17/19	Call with independent directors	2.0	6. Board Communication
4/17/19	Review alternative DIP analysis	4.0	3. Financing
4/18/19	Review alternative DIP analysis	3.0	3. Financing
4/18/19	Company/advisors weekly update call	1.0	1. General Case Administration
4/18/19	Calls with advisors re: DIP financing	1.0	3. Financing
4/24/19	Emails and calls with advisors re: DIP financing	1.0	3. Financing
4/29/19	Emails and calls with external counsel and internally re: EVR retention	0.5	9. Evercore Retention / Fee Applications
4/29/19	Call with lender re: process	0.5	7. Creditor / Vendor Communication
4/30/19	Emails and calls with external counsel and internally re: EVR retention	1.0	7. Creditor / Vendor Communication
		33.5	

Alex Jeffries, Vice President

Date	Work Done	Hour	Code
4/1/19	Preparing CIM and financial model for sale process	7.5	4. Asset Sales
4/2/19	Preparing CIM and financial model for sale process	6.5	4. Asset Sales
4/3/19	Preparing CIM and financial model for sale process	8.0	4. Asset Sales
4/4/19	Preparing CIM and financial model for sale process	4.0	4. Asset Sales
4/5/19	Preparing CIM and financial model for sale process	4.0	4. Asset Sales
4/8/19	Preparing CIM and financial model for sale process	8.0	4. Asset Sales
4/9/19	Preparing CIM and financial model for sale process	5.0	4. Asset Sales
4/10/19	Preparing CIM, financial model and contacting potential buyers for sale process	8.0	4. Asset Sales
4/11/19	Preparing CIM, financial model and contacting potential buyers for sale process	2.5	4. Asset Sales
4/12/19	Preparing CIM, financial model and contacting potential buyers for sale process	3.5	4. Asset Sales
4/13/19	Model work	1.0	4. Asset Sales
4/14/19	Model work	1.0	4. Asset Sales
4/15/19	Preparing CIM	3.0	4. Asset Sales
4/17/19	SXE Board call	1.0	6. Board Communication
4/18/19	Preparing CIM, financial model and contacting potential buyers for sale process	4.0	4. Asset Sales
4/19/19	Discussing sale process with potential buyers	1.0	4. Asset Sales
4/22/19	Preparing CIM	2.0	4. Asset Sales
4/23/19	Preparing CIM and financial model for sale process	3.0	4. Asset Sales
4/24/19	Preparing CIM and financial model for sale process	7.5	4. Asset Sales
4/25/19	Model work	2.0	4. Asset Sales
4/26/19	SXH Contract Analysis for management	3.0	4. Asset Sales
4/29/19	SXH Contract Analysis for management	4.0	4. Asset Sales
4/30/19	SXH Contract Analysis for management	3.5	4. Asset Sales
		93.0	

Ruey Sung Ku, Associate			
Date	Work Done	Hour	Code
4/1/19	Model work	8.0	4. Asset Sales
4/2/19	Intercompany contracts / Lancaster System analysis	2.0	2. Due Diligence
4/2/19	Model work	5.5	4. Asset Sales
4/2/19	Discussion with Alvarez and Marsal on sales process	0.5	1. General Case Administration
4/3/19	Project timeline discussion with Davis Polk	0.5	1. General Case Administration
4/3/19	Due diligence discussion with Alvarez and Marsal	0.5	2. Due Diligence
4/3/19	Model work	3.0	4. Asset Sales
4/3/19	CIM drafting	3.0	4. Asset Sales
4/4/19	Model work	7.5	4. Asset Sales
4/4/19	Weekly progress call	0.5	1. General Case Administration
4/5/19	Travel to / from SXEE's offices	1.0	8. Travel
4/5/19	Meeting with SXEE management to go over CIM and asset sale strategy	4.0	2. Due Diligence
4/5/19	Model work	3.0	4. Asset Sales
4/6/19	Model work	8.0	4. Asset Sales
4/7/19	Model work	8.0	4. Asset Sales
4/8/19	Update call with RPA and Houlihan	0.5	1. General Case Administration
4/8/19	Intercompany contracts / Lancaster System analysis	4.5	2. Due Diligence
4/8/19	Meeting with Tudor Pickering to discuss intercompany contracts / Lancaster System	2.0	2. Due Diligence
4/9/19	Intercompany contracts / Lancaster System discussion with DPW	0.5	2. Due Diligence
4/9/19	Travel to / from SXEE's offices	1.0	8. Travel
4/9/19	Meeting with SXEE management to review CIM	4.0	4. Asset Sales
4/9/19	CIM drafting	1.5	4. Asset Sales
4/10/19	CIM drafting session with SXEE management (telephonic)	3.0	4. Asset Sales
4/10/19	Model work	4.0	4. Asset Sales
4/11/19	Weekly progress call	0.5	1. General Case Administration
4/11/19	CIM drafting	1.5	4. Asset Sales
4/11/19	Model work	6.0	4. Asset Sales
4/12/19	Model work	8.0	4. Asset Sales
4/13/19	Model work	8.0	4. Asset Sales
4/14/19	Model work	8.0	4. Asset Sales
4/15/19	CIM drafting	0.5	4. Asset Sales
4/15/19	Model work	5.0	4. Asset Sales
4/16/19	Intercompany contracts / Lancaster System analysis	4.0	4. Asset Sales
4/16/19	CIM drafting	1.0	4. Asset Sales
4/16/19	Model work / Bonnie View analysis	3.0	4. Asset Sales
4/17/19	SXEE board call	1.0	6. Board Communication
4/18/19	Weekly progress call	0.5	1. General Case Administration
4/18/19	Valuation call with SXEE management	0.5	4. Asset Sales
4/24/19	CIM discussion	0.5	4. Asset Sales
4/29/19	Model work	3.0	4. Asset Sales
4/30/19	Model work / discussion with Houlihan	1.0	4. Asset Sales
4/30/19	VDR setup discussion	0.5	4. Asset Sales
		128.5	

Michael Winterholler, Associate

Date	Work Done	Hour	Code
4/1/19	Drafting CIM	7.5	4. Asset Sales
4/2/19	Drafting CIM	12.0	4. Asset Sales
4/3/19	Drafting CIM	4.0	4. Asset Sales
4/4/19	Drafting CIM	8.0	4. Asset Sales
4/5/19	Drafting CIM	12.0	4. Asset Sales
4/8/19	Drafting CIM / Marketing updates	9.5	4. Asset Sales
4/9/19	Drafting CIM / Marketing updates	12.0	4. Asset Sales
4/10/19	Drafting CIM / Marketing updates	12.0	4. Asset Sales
4/11/19	Drafting CIM / Marketing updates	12.0	4. Asset Sales
4/12/19	Drafting CIM / Marketing updates	9.0	4. Asset Sales
4/13/19	Drafting CIM / Marketing updates	12.0	4. Asset Sales
4/14/19	Drafting CIM / Marketing updates	10.0	4. Asset Sales
4/15/19	Drafting CIM / Marketing updates	8.0	4. Asset Sales
4/16/19	Drafting CIM / Marketing updates	14.0	4. Asset Sales
4/17/19	Drafting CIM / Marketing updates	5.0	4. Asset Sales
4/18/19	Drafting CIM / Marketing updates	12.0	4. Asset Sales
4/19/19	Drafting CIM / Marketing updates	8.0	4. Asset Sales
4/20/19	Drafting CIM / Marketing updates	12.0	4. Asset Sales
4/21/19	Drafting CIM / Marketing updates	4.0	4. Asset Sales
4/22/19	Drafting CIM / Marketing updates	12.0	4. Asset Sales
4/23/19	Drafting CIM / Marketing updates	14.5	4. Asset Sales
4/24/19	Drafting CIM / Marketing updates	18.5	4. Asset Sales
4/25/19	Drafting CIM / Marketing updates	8.0	4. Asset Sales
4/26/19	Drafting IOI letter / management presentation. Reviewing process materials with counterparties. Collecting and reviewing questions with respect to the sales process.	8.0	4. Asset Sales
4/29/19	Drafting IOI letter / management presentation. Reviewing process materials with counterparties. Collecting and reviewing questions with respect to the sales process.	6.0	4. Asset Sales
4/30/19	Drafting IOI letter / management presentation. Reviewing process materials with counterparties. Collecting and reviewing questions with respect to the sales process.	6.0	4. Asset Sales
		256.0	

Evan Levine, Associate

Date	Work Done	Hour	Code
4/1/19	Call with lenders' advisors re: DIP	0.5	3. Financing
4/1/19	Prepare for first day hearing	2.0	1. General Case Administration
4/2/19	Travel from NYC to Delaware for first day hearing	1.5	8. Travel
4/2/19	Pre-meeting with advisors to prepare for first day hearing	2.0	1. General Case Administration
4/2/19	First day hearing	1.5	1. General Case Administration
4/2/19	Travel from Delaware to NYC for first day hearing	1.5	8. Travel
4/3/19	Calls with lenders re: DIP	1.0	3. Financing
4/3/19	Status update call with Company advisors	0.5	1. General Case Administration
4/3/19	Prepare and review analysis re: amended DIP economics	1.0	3. Financing
4/3/19	Prepare DIP ratings agency presentation	2.0	3. Financing
4/3/19	Review draft of CIM	1.0	4. Asset Sales
4/4/19	Weekly status update call with Company and advisors	0.5	1. General Case Administration
4/5/19	Prepare DIP ratings agency presentation	1.0	3. Financing
4/8/19	Sale process update call with lenders' advisors	1.0	4. Asset Sales
4/8/19	Status update call with Company and advisors	0.5	1. General Case Administration
4/8/19	Review and revise retention application	3.0	9. Evercore Retention / Fee Applications
4/9/19	Review intercompany contract analysis	0.5	2. Due Diligence
4/9/19	Discussion with Company re: DIP credit ratings	0.5	3. Financing
4/10/19	Update call with lenders	1.0	1. General Case Administration
4/11/19	Weekly status update call with Company and advisors	0.5	1. General Case Administration
4/11/19	Call with ratings agency re: DIP rating	0.5	3. Financing
4/11/19	Review and revise retention application	1.0	9. Evercore Retention / Fee Applications
4/12/19	Board call	1.0	6. Board Communication
4/12/19	Review prospective contract amendments	1.0	2. Due Diligence
4/14/19	Call with Company and advisors	1.0	1. General Case Administration
4/14/19	Prepare summary materials for prospective contract amendments	2.0	2. Due Diligence
4/15/19	Call with lenders advisors re: status update	0.5	1. General Case Administration
4/15/19	Summarize and analyze potential contract amendments	2.5	2. Due Diligence
4/15/19	Review and revise retention application	1.0	9. Evercore Retention / Fee Applications
4/17/19	Board call	1.0	6. Board Communication
4/17/19	Analyze potential alternative DIP	3.0	3. Financing
4/17/19	Call with ratings agency re: DIP rating	0.5	3. Financing
4/18/19	Call with Company and advisors	1.0	1. General Case Administration
4/18/19	Call with advisors re: potential DIP objections	0.5	3. Financing
4/18/19	Call to review variance reports	0.5	1. General Case Administration
4/19/19	Analyze potential alternative DIP	6.0	3. Financing
4/20/19	Analyze potential alternative DIP	2.5	3. Financing
4/23/19	Sale process update call	0.5	4. Asset Sales
4/23/19	Analyze and prepare for potential DIP objection	2.0	3. Financing
4/24/19	Call with advisors re: potential DIP objections	1.0	3. Financing
4/24/19	Review and respond to UST comments on retention application	0.5	9. Evercore Retention / Fee Applications
4/25/19	Call with Company and advisors	1.0	1. General Case Administration
4/25/19	Call with lenders re: case update	0.5	7. Creditor / Vendor Communication
4/25/19	Call with lenders re: case update	0.5	7. Creditor / Vendor Communication
4/25/19	Update ratings agency presentation	1.0	3. Financing
4/29/19	Call to review UST comments to retention application	1.0	9. Evercore Retention / Fee Applications
4/29/19	Revise retention application	1.0	9. Evercore Retention / Fee Applications
4/29/19	Call with potential buyer	0.5	4. Asset Sales
		58.0	

Andrew Kilbourne, Analyst

Date	Work Done	Hour	Code
4/1/19	Call with lenders' advisors re: DIP	0.5	3. Financing
4/1/19	First day hearing prep	2.0	1. General Case Administration
4/1/19	Prepare public information packet for internal use	2.0	1. General Case Administration
4/2/19	First day hearing	1.5	1. General Case Administration
4/2/19	Call with lenders' advisors re: DIP	0.5	7. Creditor / Vendor Communication
4/3/19	Calls with lenders re: DIP	1.0	3. Financing
4/3/19	Status update call with Company advisors	0.5	1. General Case Administration
4/3/19	Prepare analysis re: amended DIP economics	1.5	3. Financing
4/3/19	Prepare DIP ratings agency presentation	2.0	3. Financing
4/4/19	Weekly status update call with Company and advisors	0.5	1. General Case Administration
4/4/19	Prepare DIP analysis	2.0	3. Financing
4/8/19	Sale process update call with lenders' advisors	1.0	4. Asset Sales
4/8/19	Status update call with Company and advisors	0.5	1. General Case Administration
4/8/19	Review analysis: re intercompany contracts	1.0	4. Asset Sales
4/9/19	Discuss intercompany contracts with lenders' advisors	0.5	2. Due Diligence
4/10/19	Update call with lenders	1.0	1. General Case Administration
4/15/19	Call with lenders advisors re: status update	0.5	1. General Case Administration
4/16/19	Review DIP objection	1.0	3. Financing
4/17/19	Board call	1.0	6. Board Communication
4/17/19	Run alternative DIP analyses	8.0	3. Financing
4/18/19	Weekly status update call with Company and advisors	1.0	1. General Case Administration
4/18/19	Call with advisors re: potential DIP objections	0.5	3. Financing
4/18/19	Review marketing update	0.5	4. Asset Sales
4/18/19	Call to review variance reports	0.5	1. General Case Administration
4/19/19	Run alternative DIP analyses	8.0	3. Financing
4/20/19	Run alternative DIP analyses	4.0	3. Financing
4/23/19	Sale process update call	0.5	4. Asset Sales
4/23/19	DIP objection preparations	3.0	3. Financing
4/24/19	Call with advisors re: potential DIP objections	1.0	3. Financing
4/25/19	Weekly status update call with Company and advisors	1.0	1. General Case Administration
4/25/19	Call with lenders re: case update	0.5	7. Creditor / Vendor Communication
4/25/19	Call with lenders re: case update	0.5	7. Creditor / Vendor Communication
		49.5	

Daisy Ding, Analyst			
Date	Work Done	Hour	Code
4/1/19	Valuation call with company	0.5	2. Due Diligence
4/1/19	Confidential Information Memorandum (CIM)	3.0	4. Asset Sales
4/1/19	Model and valuation call with company	0.5	2. Due Diligence
4/2/19	CIM research	3.0	4. Asset Sales
4/2/19	Discussion with Alvarez and Marsal on sales process	1.0	1. General Case Administration
4/3/19	Project timeline discussion with Davis Polk (DPW)	0.5	1. General Case Administration
4/3/19	Due Diligence Discussion with Alvarez and Marsal (A&M)	0.5	2. Due Diligence
4/3/19	CIM	2.0	4. Asset Sales
4/4/19	Finalizing CIM Draft I for Management review	3.5	4. Asset Sales
4/4/19	Sell side CA correspondance and tracking	2.0	4. Asset Sales
4/5/19	Travel to and from Southcross' offices	1.0	8. Travel
4/5/19	Meeting with Southcross management to go over CIM and sell side logistics	4.0	2. Due Diligence
4/5/19	Sell side CA correspondance and tracking	4.0	4. Asset Sales
4/7/19	Sell side CA correspondance and tracking	0.5	4. Asset Sales
4/8/19	Update call with RPA and Houlihan	0.5	1. General Case Administration
4/9/19	Intercompany Discussion with DPW	0.5	1. General Case Administration
4/9/19	Travel to and from Southcross' offices	1.0	8. Travel
4/9/19	Meeting with Southcross management to go over CIM and operations	4.0	2. Due Diligence
4/9/19	CIM	2.0	4. Asset Sales
4/9/19	Sell side CA correspondance and tracking	1.0	4. Asset Sales
4/10/19	Meeting with company for CIM	3.0	2. Due Diligence
4/10/19	Sell side CA correspondance and tracking	2.0	4. Asset Sales
4/10/19	CIM	1.0	4. Asset Sales
4/11/19	Sell side CA correspondance and tracking	3.0	4. Asset Sales
4/12/19	CIM	6.0	4. Asset Sales
4/13/19	Sell side CA correspondance and tracking	4.0	4. Asset Sales
4/14/19	CIM	4.5	4. Asset Sales
4/15/19	CIM	0.5	4. Asset Sales
4/15/19	Sell side CA correspondance and tracking	1.0	4. Asset Sales
4/16/19	CIM	1.0	4. Asset Sales
4/16/19	Sell side CA correspondance and tracking	1.0	4. Asset Sales
4/17/19	SXE Board call	1.0	6. Board Communication
4/17/19	Sell side CA correspondance and tracking	1.0	4. Asset Sales
4/18/19	Weekly progress call	0.5	1. General Case Administration
4/18/19	Marketing Summary	3.0	4. Asset Sales
4/18/19	Evaluation call with Management	0.5	4. Asset Sales
4/19/19	Sell side CA correspondance and tracking	0.5	4. Asset Sales
4/21/19	CIM	1.0	4. Asset Sales
4/22/19	CIM	3.0	4. Asset Sales
4/23/19	Sales process update call	0.5	4. Asset Sales
4/23/19	CIM	8.0	4. Asset Sales
4/24/19	CIM	5.0	4. Asset Sales
4/25/19	Sell side CA correspondance and tracking	0.5	4. Asset Sales
4/29/19	Sell side CA correspondance and tracking	0.5	4. Asset Sales
4/30/19	Sell side logistics and IOI	0.5	4. Asset Sales
4/30/19	Sell side CA correspondance and tracking	0.5	4. Asset Sales
		88.0	

EXHIBIT B**Detailed Description of Expenses**

Date	Professional	Description	Amount
4/1/19	Ding, Daisy	After Hour/Wknd - Dinner	\$20.00
4/1/19	Winterholler, Michael	After Hour/Wknd - Dinner	15.84
4/2/19	Ding, Daisy	After Hour/Wknd - Dinner	20.00
4/3/19	Sung Ku, Ruey	After Hour/Wknd - Dinner	20.00
4/4/19	Ding, Daisy	After Hour/Wknd - Dinner	20.00
4/5/19	Ding, Daisy	After Hour/Wknd - Dinner	20.00
4/5/19	Sung Ku, Ruey	After Hour/Wknd - Dinner	20.00
4/6/19	Sung Ku, Ruey	After Hour/Wknd - Dinner	20.00
4/9/19	Winterholler, Michael	After Hour/Wknd - Dinner	20.00
4/10/19	Winterholler, Michael	After Hour/Wknd - Dinner	20.00
4/10/19	Ding, Daisy	After Hour/Wknd - Dinner	20.00
4/10/19	Jeffries, Alexander M	After Hour/Wknd - Dinner	20.00
4/10/19	Sung Ku, Ruey	After Hour/Wknd - Dinner	20.00
4/12/19	Winterholler, Michael	After Hour/Wknd - Dinner	20.00
4/12/19	Ding, Daisy	After Hour/Wknd - Dinner	20.00
4/13/19	Ding, Daisy	Weekend/Holiday - Lunch	19.83
4/15/19	Winterholler, Michael	After Hour/Wknd - Dinner	20.00
4/17/19	Winterholler, Michael	After Hour/Wknd - Dinner	20.00
4/18/19	Ding, Daisy	After Hour/Wknd - Dinner	20.00
4/19/19	Winterholler, Michael	Weekend/Holiday - Lunch	13.98
4/24/19	Winterholler, Michael	After Hour/Wknd - Dinner	15.84
4/25/19	Winterholler, Michael	After Hour/Wknd - Dinner	15.99
4/26/19	Winterholler, Michael	After Hour/Wknd - Dinner	20.00
Total Meals			\$441.48
4/1/19	Ding, Daisy	Car From Office to Home	\$8.49
4/2/19	Ding, Daisy	Car From Office to Home	8.99
4/2/19	Sung Ku, Ruey	Car From Office to Home	36.69
4/2/19	D'Souza, Avinash M	Round Trip Train to Delaware for First Day Hearing	200.00
4/2/19	Levine, Evan	Round Trip Train to Delaware for First Day Hearing	200.00
4/5/19	Ding, Daisy	Car From Office to Home	16.00
4/5/19	Jeffries, Alexander M	Car From Office to Home	4.00
4/5/19	Pacha, Robert A	Car From Office to Home	6.00
4/9/19	Winterholler, Michael	Car From Office to Home	4.00
Total Transportation / Travel			\$484.17
Total			\$925.65