Docket #0318 Date Filed: 06/12/2019

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SOUTHCROSS ENERGY PARTNERS, L.P., *et al.*,	)	Case No. 19-10702 (MFW)
Debtors.[1]	)	Jointly Administered

GLOBAL NOTES, METHODOLOGY, AND SPECIFIC DISCLOSURES REGARDING THE DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES, SCHEDULES OF EXECUTORY CONTRACTS, AND UNEXPIRED LEASES AND STATEMENTS OF FINANCIAL AFFAIRS

Introduction

On April 1, 2019 (the "**Petition Date**"), Southcross Energy Partners, L.P. ("**Southcross**"), Southcross Energy Partners GP, LLC ("**Southcross GP**"), and Southcross's wholly owned direct and indirect subsidiaries (each of which is a debtor and debtor in possession, and, collectively, the "**Debtors**") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**").

Pursuant to the requirements of section 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), the Debtors, with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (the

[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.

"**Schedules**") and Statements of Financial Affairs (the "**Statements**") with the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**").

These Global Notes, Methodology, and Specific Disclosures Regarding the Debtors' Schedules of Assets and Liabilities, Schedules of Executory Contracts, and Unexpired Leases and Statements of Financial Affairs (the "**Global Notes**") pertain to, are incorporated by reference in, and comprise an integral part of each of the Schedules and Statements. The Global Notes should be referred to and reviewed in their entirety in connection with any review of the Schedules and Statements.

The Debtors prepare their financial statements and keep their books and records on a consolidated basis in the ordinary course of business. In preparing the Schedules and Statements, the Debtors have used their reasonable best efforts to report the assets and liabilities of each Debtor on an unconsolidated basis as required by the Bankruptcy Code and the Bankruptcy Rules. The Schedules and Statements, therefore, contain unaudited information that is subject to further review and potential material adjustment. The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("**GAAP**"), nor are they intended to be fully reconciled with the financial statements of the Debtors. The Debtors and their agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained herein.

Michael Howe, Chief Financial Officer of Southcross, has signed each of the Schedules and Statements. Michael Howe is an officer or authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Michael Howe has relied upon the efforts, statements, and representations of various personnel and professionals employed by the Debtors. Michael Howe has not (and could not have) personally verified the accuracy of each and every statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors.

In preparing the Schedules and Statements, the Debtors relied upon financial data and information derived from their books and records that was available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised, or subsequent information, may cause a material change to the Schedules and Statements. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements in any and all respects as is necessary and appropriate from time to time. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

Global Notes and Overview of Methodology

1. **Reservation of Rights**. While reasonable best efforts have been made to provide accurate and complete information herein, errors or omissions may exist. The Debtors reserve all rights to (a) amend or supplement the Schedules and Statements from time to time, in all

respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to claim description, designation, or Debtor against which the claim is asserted, (b) dispute or otherwise assert offsets or defenses to any claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification, and (c) subsequently designate any claim as "disputed," "contingent," or "unliquidated," or object to the extent, validity, enforceability, priority, or avoidability of any claim. Listing a claim does not constitute an admission of liability by the Debtor against which the claim is listed or against any of the Debtors. Nothing contained in the Schedules and Statements shall constitute a waiver of the Debtors' rights or an admission with respect to the Chapter 11 Cases, including, without limitation, any issues involving substantive consolidation, equitable subordination, defenses, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws.

2. **Description of Cases**. On the Petition Date, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been requested in the Chapter 11 Cases, and the United States Trustee for the District of Delaware has not appointed an official committee of unsecured creditors.

3. **Net Book Value of Assets**. It would be prohibitively expensive, unduly burdensome and an inefficient use of estate assets for the Debtors to obtain current market valuations for all of their assets. Accordingly, unless otherwise indicated, the Schedules and Statements reflect net book values as of March 31, 2019. Book values of assets prepared in accordance with GAAP generally do not reflect the current performance of the assets or the impact of the commodity price environment and may differ materially from the actual value and/or performance of the underlying assets. As such, the values listed in these Schedules and Statements should not be, and were not, used to determine the Debtors' enterprise valuation. Wherever possible net book values as of March 31, 2019 are presented for all assets other than cash, cash equivalents. When necessary, the Debtors have indicated that the value of certain assets is "Unknown" or "Undetermined." Amounts ultimately realized may vary materially from net book value (or other value so ascribed). Accordingly, the Debtors reserve all rights to amend, supplement, and adjust the asset values set forth in the Schedules and Statements. As applicable, fixed assets and leasehold improvement assets that have been fully depreciated or amortized, or were expensed for GAAP accounting purposes, have no net book value, and, therefore, are not included in the Schedules and Statements.

4. **Property Rights – Generally**. Exclusion of certain property from the Schedules and Statements shall not be construed as an admission that such property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain property in the Schedules and Statements shall not be construed as an admission that such property rights have not been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

5. **Recharacterization**. Notwithstanding the Debtors' reasonable best efforts to properly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may nevertheless have improperly characterized, classified, categorized, designated, or omitted certain items. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary and appropriate, as additional information becomes available. Disclosure of information in one or more Schedules, one or more Statements, or one or more exhibits or attachments to the Schedules or Statements, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedules, Statements, exhibits, or attachments.

6. **Liabilities**. The Debtors allocated liabilities between the prepetition and post-petition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and post-petition periods may change. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary and appropriate.

   The liabilities listed on the Schedules do not reflect any analysis of claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's claim.

7. **Excluded Assets and Liabilities**. The Debtors have excluded rejection damage claims of counterparties to executory contracts, if any, and unexpired leases that may or may not be rejected, to the extent such damage claims exist. In addition, certain immaterial assets and liabilities may have been excluded.

8. **Insiders**. For purposes of the Schedules and Statements, the Debtors define "insiders" to include the following: (a) directors; (b) certain senior officers; (c) relatives of the Debtors' directors and senior officers; (d) affiliates of the Debtors; and (e) directors and certain senior officers of Southcross Holdings GP LLC.

   Persons listed as "insiders" have been included for informational purposes only. The Debtors do not take any position with respect to (a) such person's influence over the control of the Debtors, (b) the management responsibilities or functions of such individual, (c) the decision-making or corporate authority of such individual, or (d) whether such individual is an "insider" under applicable law, including the Bankruptcy Code and federal securities laws.

9. **Intellectual Property Rights**. Exclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

10. **Executory Contracts**. Although the Debtors made diligent attempts to attribute an executory contract to its rightful Debtor, in certain instances the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G.

11. **Classifications**. Listing (a) a claim on (i) Schedule D as "secured," (ii) Schedule E as "priority," or (iii) Schedule F as "unsecured" or (b) a contract or lease on Schedule G as "executory" or "unexpired" does not constitute an admission by the Debtors of the legal rights of the potential claimant or a waiver of the Debtors' rights to object to, challenge the validity of, recharacterize, or reclassify such claims or contracts or to setoff of such claims.

12. **Claims Description**. Schedules D, E, and F permit each of the Debtors to designate a claim as "contingent," "unliquidated," and/or "disputed." Any failure to designate a claim on a given Debtor's Schedules as "contingent," "unliquidated," and/or "disputed" does not constitute an admission by that Debtor that such amount is not "contingent," "unliquidated," and/or "disputed," or that such claim is not subject to objection. The Debtors reserve all of their rights to dispute, or assert offsets or defenses to, any claim reflected on their respective Schedules and Statements on any grounds, including liability or classification. Additionally, the Debtors expressly reserve all of their rights to subsequently designate such claims as "contingent," "unliquidated," and/or "disputed." Moreover, listing a claim does not constitute an admission of liability by the Debtors.

13. **Causes of Action**. Despite reasonable efforts, the Debtors may not have identified and/or set forth all of their existing or potential causes of action against third parties as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any causes of action against third parties and nothing in the Schedules and Statements shall be deemed a waiver of any such causes of action.

14. **Summary of Significant Reporting Policies**. The following is a summary of significant reporting policies:

    a. Unknown Amounts. The description of an amount as "unknown" or "undetermined" is not intended to reflect upon the materiality of such amount.

    b. Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.

    c. Liens. Property and equipment listed in the Schedules are presented without consideration of any liens that may attach (or have attached) to such property and equipment.

15. **Currency**. Unless otherwise indicated, all amounts are reflected in U.S. dollars.

16. **Intercompany Payables and Receivables**. Intercompany payables and receivables between the Debtors and another Debtor or non-Debtor affiliates, if any, are set forth on

Schedule E/F or Schedule A/B, as applicable. The listing by the Debtors of any account between a Debtor and another Debtor or non-Debtor affiliate, if any, is a statement of what appears in a particular Debtor's books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such accounts, if any, would be allowed as a claim, allowed as an interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such accounts.

Due to historical accounting practices, the Debtors have been unable to ascertain with precision the balances owed among specific Debtor entities or the balances owed between Debtors and specific non-Debtor affiliates. As a result, each Debtor has listed (1) an aggregate balance with all other entities whose financial statements are consolidated with the lead Debtor, Southcross Energy Partners, L.P. and (2) an aggregate balance with all other entities whose financial statements are consolidated with the Debtors' indirect majority parent, Southcross Holdings LP on Schedule E/F or Schedule A/B, as applicable.

17. **Setoffs**. The Debtors incur certain offsets and other similar rights in the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions, pricing discrepancies, overpayments, returns, warranties, rebates, charge backs, and other disputes between the Debtors and their suppliers and vendors. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors' industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are excluded from the Schedules.

18. **Confidentiality**. In certain instances, the sensitivity of certain information may require its omission from the Schedules and Statements. To the extent possible, the alterations, redactions, consolidations, and omissions have been limited to the extent determined by the Debtors to be necessary or appropriate to protect the Debtors or third parties while also providing interested parties with sufficient information in response to the Schedules and Statements.

19. **Global Notes Control**. In the event that the Schedules and Statements conflict with the foregoing Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtors' Schedules

Schedule A/B3. The balances of the financial accounts listed on Schedule A/B3 are as of March 31, 2019.

Schedule A/B11. The Debtors' reported accounts receivable includes amounts that may be uncollectible. The Debtors are unable to determine with complete certainty what amounts will actually be collected.

The accounts receivable information listed on Schedule A/B11 represents receivables from the Debtors' customers which are calculated net of any unsettled amounts that, as of the Petition Date, may be owed to such customers in the form of chargebacks, wholesaler fees, discounts, returns or other adjustments pursuant to the Debtors' customer program policies and day-to-day operating policies.

The Debtors have disclosed the net book value with respect to net accounts receivable listed on Schedule A/B11, which represents the amount of the net accounts receivable reduced by any "doubtful accounts." For purposes of Schedule A/B11, "doubtful accounts" are those accounts that the Debtors have identified as unlikely to be paid given the amount of time such accounts have been outstanding. Accounts receivable are presented without consideration for any liabilities related to mutual counterparty accounts payable, open or terminated contract liabilities, liquidated damages or collateral held by the Debtors, unless otherwise stated.

Schedule A/B15. Equity interests in subsidiaries and affiliates primarily arise from common stock ownership or member or partnership interests. For purposes of these Schedules, the Debtors have listed an undetermined value for the equity interests of all of their subsidiaries and affiliates.

Schedule A/B39 – A/B41. For purposes of Schedules A/B39 – A/B41, the value of certain assets may be aggregated in to groups of assets on these Schedules.

Schedule A/B60-65. Exclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated or assigned; have expired by their terms; or otherwise have been transferred pursuant to a sale, acquisition or other transaction. Conversely, inclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have not been abandoned, terminated or assigned; have not expired by their terms; or otherwise have not been transferred pursuant to a sale, acquisition or other transaction.

Schedule A/B74. In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to causes of action, counterclaims, setoffs, rebates, charge backs, or refunds with their contract counterparties, suppliers, or vendors, or potential warranty claims against their suppliers or vendors. As of the Petition Date, either no such rights were known to the Debtors or, if known, such rights were not quantifiable. Accordingly, no such rights have been reported on Schedule A/B75. The Debtors reserve all of their rights with respect to such potential causes of action, counterclaims, setoffs, refunds, and claims, including the right to amend Schedule A/B75.

Schedule A/B70-76. Despite exercising their reasonable efforts to identify all known assets, the

Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in their Schedules including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. Unless otherwise noted on specific responses, items reported on Schedule A/B70-76 are reported from the Debtors' books and records as of the Petition Date. The Debtors reserve all of their rights with respect to any claims and causes of action that they may have. Neither these Global Notes nor the Schedules shall be deemed a waiver of any such claims or causes of action or to prejudice or impair the assertion thereof in any way.

Schedule D. Except as otherwise agreed pursuant to a stipulation or order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset of a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors have scheduled claims of various creditors as secured claims, the Debtors reserve all of their rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided in Schedule D are solely intended to be a summary – and not an admission – of liability.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated herein, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. The Debtors reserve all of their rights to amend Schedule D to the extent that the Debtors determine that any claims associated with such agreements should be reported on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors' rights to recharacterize or reclassify such claim.

Moreover, the Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights or inchoate statutory lien rights. Where an administrative agent or trustee serves with respect to any prepetition secured debt, only the administrative agent or trustee, as applicable, is listed as the creditor on Schedule D and not any other party that may hold a portion of the debt.

The claim amounts listed reflect approximate amounts as of the Petition Date. The claims listed on Schedule D, as well as the guarantees of those claims listed on Schedule H, arose and were incurred on various dates; a determination of the date upon which each claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included for each claim. To the best of the Debtors' knowledge, all claims listed on Schedule D arose or were incurred before the Petition Date.

Schedule E/F. The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain outstanding prepetition claims on a post-petition basis. Each Debtor's Schedule E/F may reflect its payment of certain claims pursuant to these first day orders, and therefore may omit certain unsecured claims that the Debtors have already paid. The Debtors may pay additional claims listed on Schedule E/F during the Chapter 11 Cases pursuant to these and other orders of the Bankruptcy

Court and reserve all of their rights to amend or supplement Schedule E/F or take other action as is necessary or appropriate to avoid over-payment of, or duplicate payments for, any such liabilities.

Pursuant to the *Final Order Authorizing (i) Debtors To Pay Certain Prepetition Taxes, Governmental Assessments, and Fees and (ii) Financial Institutions To Honor and Process Related Checks and Transfers* [D.I. 137] (the "**Final Tax Order**"), the Debtors have been granted the authority to pay, in their discretion, certain tax liabilities that accrued prepetition. As such, the Debtors have listed all taxing authorities to which Debtors potentially have outstanding liabilities, whether paid or unpaid, pursuant to the Final Tax Order, as holding priority claims of undetermined amounts.

Pursuant to the *Final Order Authorizing (i) Debtors To (a) Pay Prepetition Employee Obligations and (b) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (ii) Current and Former Employees To Proceed with Outstanding Workers' Compensation Claims, and (iii) Financial Institutions to Honor and Process Related Checks and Transfers* [D.I. 141] (the "**Final Wages Order**"), the Debtors received final authority to pay certain prepetition obligations, including employee wages and other employee benefits, in the ordinary course of business. The Debtors believe that any undisputed, non-insider employee claims for prepetition amounts related to ongoing payroll and benefits, whether allowable as a priority or nonpriority claim, have been or will be satisfied. As such, the Debtors have listed individual employee unsecured priority claims at an undetermined amount as it would be cost prohibitive for the Debtors to calculate each employee claim on an individual basis.

The Debtors have used their best reasonable efforts to report all prepetition general unsecured claims against the Debtors on Schedule E/F based upon the Debtors' existing books and records as of March 31, 2019, except as otherwise noted herein. The claims of individual creditors for, among other things, various services may not reflect credits or allowances due from such creditors to the applicable Debtor. Schedule E/F may not reflect any payments actually made by the Debtors on March 31, 2019 prior to the filing of the Debtors' voluntary petitions for relief under the Bankruptcy Code. Schedule E/F may not reflect invoices received by the Debtors after March 31, 2019 on account of prepetition goods and services. The Debtors reserve all of their rights with respect to any credits and allowances, including the right to assert objections and/or setoffs with respect to same.

Certain of the claims of state and local taxing authorities set forth in Schedule E/F, ultimately may be deemed to be secured claims pursuant to state or local laws. Certain of the claims owing to various taxing authorities to which the Debtors may be liable may be subject to ongoing audits. The Debtors reserve their right to dispute or challenge whether claims owing to various taxing authorities are entitled to priority, and the listing of any claim on Schedule E/F does not constitute an admission that such claim is entitled to priority treatment pursuant to section 507 of the Bankruptcy Code.

The claims listed on Schedule E/F arose or were incurred on various dates. In certain instances, the date on which a claim arose, including whether such claim arose on March 31, 2019 or before or after the Debtors initiated the Chapter 11 Cases, is an open issue of fact. Although reasonable efforts have been made to identify the date of incurrence of each claim, determining the date upon

which each claim in Schedule E/F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each claim listed on Schedule E/F.

Schedule E/F does not include certain deferred charges, deferred liabilities, accruals, or general reserves. While not listed on Schedule E/F, such amounts are reflected on the Debtors' books and records to the extent required in accordance with GAAP. Such accruals are general estimates of liabilities and do not necessarily represent specific claims as of the Petition Date.

Schedule E/F also contains information regarding pending litigation involving the Debtors. In certain instances, the relevant Debtor that is the subject of the litigation is unclear or undetermined. To the extent that litigation involving a particular Debtor has been identified, however, such information is included on that Debtor's Schedule E/F. The amounts for these potential claims are listed as undetermined and marked as contingent, unliquidated, and disputed in the Schedules.

Schedule E/F includes the aggregate intercompany payable amounts that may or may not result in allowed or enforceable claims by or against a given Debtor, and listing these payables is not an admission on the part of the Debtors that the intercompany claims are enforceable or collectable. The intercompany payables also may be subject to setoff, recoupment, netting, or other adjustments made pursuant to intercompany policies and arrangements not reflected in the Schedules.

To the extent they are known, Schedule E/F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or the assumption and assignment of an executory contract or unexpired lease. Additionally, Schedule E/F does not include potential rejection damage claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

As of the time of filing of the Schedules and Statements, the Debtors may not have received all invoices for payables, expenses, and other liabilities that may have accrued prior to the Petition Date. Accordingly, the information contained in Schedules D and E/F may be incomplete. The Debtors reserve their rights, but undertake no obligations, to amend Schedules D and E/F if and as they receive such invoices.

Schedule G. The Debtors' businesses are complex. Although the Debtors' existing books, records, and financial systems have been relied upon to identify and schedule executory contracts and unexpired leases at each of the Debtors, and diligent efforts have been made to ensure the accuracy of each Debtor's Schedule G, inadvertent errors, omissions, or over-inclusion may have occurred. Certain information, such as the contact information of the counterparty or the remaining contract term, may not be included where such information could not be obtained using the Debtors' reasonable efforts.

Listing a contract or lease on Schedule G does not constitute an admission by the Debtors as to the validity or enforceability of any such contract or lease, that such contract is an executory contract or unexpired lease or that such contract or lease was in effect on the Petition Date. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, leases, or other agreements set forth on Schedule G and to amend or supplement

Schedule G as necessary. Certain of the contracts and leases listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G.

Omission of a contract or lease from Schedule G does not constitute an admission that such omitted contract or lease is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or leases are not waived by the omission and are hereby reserved in full.

Certain of the contracts and leases listed on Schedule G may consist of several parts, including purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract or unexpired lease, a single contract or lease, or multiple, severable, or separate contracts or leases.

The contracts and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. In some cases, the same counterparty appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such counterparty but is not a waiver of any rights or defenses of the Debtors.

The Debtors reserve all of their rights, claims, and causes of action with respect to the contracts and leases on Schedule G, including the right to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's claim.

The Debtors reserve all of their rights with respect to any agreements that are not included on Schedule G. Certain agreements may not have been memorialized and could be subject to dispute. Agreements that are oral in nature have not been included on Schedule G.

Although the Debtors made diligent attempts to attribute an executory contract or unexpired lease to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so. Accordingly, the Debtors reserve all of their rights with respect to the named parties of any and all executory contracts and unexpired leases, including the right to amend Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute.

In the ordinary course of business, the Debtors have entered into numerous agreements, both written and oral, regarding the provision of certain services on a month-to-month basis, as well as purchase orders. The Debtors do not believe that such agreements constitute executory contracts and therefore, such agreements are not listed individually on Schedule G. Nevertheless, the Debtors reserve the right to assert that such agreements constitute executory contracts.

The Debtors may have entered into various other types of agreements in the ordinary course of its business, such as easements, right of way, subordination, nondisturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth on Schedule G.

Certain of the Agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The Debtors reserve all of their rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument (including, without limitation, any intercompany agreement) related to a creditor's claims.

Schedule H. The Debtors reserve all of their rights to amend Schedule H to the extent that certain guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements are identified.

The Debtors have not listed any litigation-related co-defendants on Schedule H. Instead, all cross-claims affirmatively asserted by co-defendants, other than cross-claims that may have been "deemed" asserted against the Debtors and/or asserted solely as a procedural matter, can be found on the Debtors' Schedule E/F.

Specific Disclosures with Respect to the Debtors' Statements

Statements 1 and 2. For financial reporting purposes, the Debtors ordinarily prepare consolidated financial statements and determine their gross revenue on a consolidated basis in the ordinary course of business. Unlike the consolidated financial statements, the Statements reflect the business and non-business revenue of each Debtor on a nonconsolidated basis, except where otherwise indicated. Accordingly, the totals listed in the Statements may differ, at times materially, from the consolidated financial reports prepared by the Debtors for financial reporting purposes or otherwise.

Statement 3. In Statement 3, disbursements made on account of multiple invoices may be reflected as a single payment. For the sake of completeness and out of an abundance of caution, the Debtors have listed transfers valued at less than $6,825 in their response to Statement Question 3. For additional detail on the Debtors' cash management system, see *Motion of Debtors for Entry of Interim and Final Orders Authorizing (i) Debtors To Continue To Maintain Existing Cash Management System, Bank Accounts, and Business Forms and (ii) Financial Institutions To Honor and Process Related Checks and Transfers* [D.I. 13].

Statement 4. As set forth in more detail in the *Motion of Debtors for Entry of Interim and Final Orders Authorizing (i) Debtors To (a) Pay Prepetition Employee Obligations and (b) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (ii) Current and Former Employees To Proceed with Outstanding Workers' Compensation Claims, and (iii) Financial Institutions to Honor and Process Related Checks and Transfers* [D.I. 9], certain of the Debtors' employees provide services to both the Debtors and the non-Debtor affiliates (the "**Shared Employees**"). Under the Shared Services Agreement (*see* D.I. 9, Ex. C) and certain accounting formulas, the Shared Employees' work is allocated to either the Debtors or the non-Debtor affiliates, and the Debtors are reimbursed by the non-Debtor affiliate for the portion of payments made to the Shared Employees that relate to work done exclusively for the non-Debtor affiliates. With respect to payments made to insiders listed in Statement 4, the total amount paid is reflected, including amounts paid on behalf of the non-Debtor affiliates. This is demonstrated in the Debtors' SOFA 4 response, which includes a chart that breaks out each payment into three categories: 1) Debtors' Allocation Amount; 2) Holdings' Allocation Amount; and 3) T2's Allocation Amount. The Debtors' Allocation Amount relates to various Debtor entities, including Southcross Energy GP LLC, Southcross Alabama Pipeline LLC, Southcross CCNG Transmission Ltd., Southcross Gulf Coast Transmission Ltd., Southcross Mississippi Pipeline, L.P., Southcross Gathering Ltd., Southcross Processing LLC, Southcross NGL Pipeline Ltd., FL Rich Gas Services, LP. Holdings' Allocation Amount relates to the non-Debtor entities that are majority direct and indirect parents of the Debtors and their non-Debtor subsidiaries; these entities include Southcross Holdings LP, Southcross TS Midstream Services, LP and Frio LaSalle Pipeline, LP. T2's Allocation Amount relates to various non-Debtor joint venture entities that are partly owned by the Debtors; these include T2 LaSalle Gas Utility LLC and T2 Gas Utility LLC.

The payroll-related amounts shown in response to this question for any salary, bonus or additional compensation, and/or severance payments are gross amounts that do not include reductions for amounts including employee tax or benefit withholdings. For the sake of completeness and out of an abundance of caution, the Debtors have listed transfers valued at less than $6,825 in their response to Statement Question 4.

As more fully described in the Cash Management Motion, the Debtors recorded numerous intercompany transactions in their books and records each month, including cash transfers and journal entries. Instead of listing each of these numerous transactions and entries in their Statements and Schedules for each month, the Debtors have included the monthly activity between Debtor entities and between Debtor and non-Debtor entities. Depending on when the transactions were recorded, the monthly balances may include transactions that occurred in prior months and may contain reconciling differences. In addition, the Debtors have separately listed any cash payments between Debtors and between Debtors and non-Debtor affiliates. These cash transactions are also recorded in the monthly activity listing in the Debtors' books and records.

Statement 6. The Debtors routinely incur setoffs and net payments in the ordinary course of business. Such setoffs and nettings may occur due to a variety of transactions or disputes including, but not limited to, intercompany transactions, counterparty settlements, pricing discrepancies, rebates, returns, warranties, refunds, negotiations, or disputes between Debtors and their customers regarding regulatory or governmental imposition costs incurred by Debtors, and other disputes between the Debtors and their customers or suppliers. These ordinary course setoffs and nettings are common to the oil and gas industry. Due to the voluminous nature of setoffs and nettings, it would be unduly burdensome and costly for the Debtors to list each such transaction. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for, and as such, are or may be excluded from Statement 6. In addition, some amounts listed on the Schedules and Statements may have been affected by setoffs or nettings by third parties of which the Debtors are not yet aware. The Debtors reserve all rights to challenge any setoff and/or recoupment rights that may be asserted.

Statement 7. Information provided in Statement 7 includes only those legal disputes and administrative proceedings that are formally recognized by an administrative, judicial, or other adjudicative forum. In the Debtors' attempt to provide full disclosure, to the extent a legal dispute or administrative proceeding is not formally recognized by an administrative, judicial, or other adjudicative forum due to certain procedural conditions that counterparties have yet to satisfy, the Debtors have identified such matters on Schedule F for the applicable Debtor. While the Debtors believe they were diligent in their efforts, it is possible that certain suits and proceedings may have been inadvertently left off of the Debtors' response to Statement Question 7. Accordingly, the Debtors reserve all of their rights to amend or supplement their response to Statement Question 7.

The Debtors reserve all of their rights and defenses with respect to any and all listed lawsuits and administrative proceedings. The listing of any such suits and proceedings shall not constitute an admission by the Debtors of any liabilities or that the actions or proceedings were correctly filed against the Debtors. The Debtors also reserve their rights to assert that the Debtors are an appropriate party to such actions or proceedings.

Statement 10. The Debtors incur certain immaterial losses in the ordinary course of business. Such amounts are not listed in the Statements.

Statement 11. All payments for services of any entities that provided consultation concerning debt or restructuring services, relief under the Bankruptcy Code, or preparation of a petition in bankruptcy within one year immediately preceding the Petition Date were made by Southcross GP

and are, therefore, listed on that Debtor's response to Statement Question 11. The Debtors have listed all payments, whether or not they relate to bankruptcy matters, made to professionals retained by the Debtors that the Debtors consulted about debt consolidation or restructuring. Additional information regarding the Debtors' retention of professional service firms is more fully described in the individual retention applications for those firms.

Statement 13. The Debtors may, from time to time and in the ordinary course of business, transfer equipment and other assets and/or sell certain equipment and other assets to third parties. These types of ordinary course transfers have not been disclosed in Statement 13.

Statement 21. In the ordinary course of business, the Debtors' office locations contain various equipment and items owned by others including, but not limited to, copy machines and computer hardware. Additionally, the Debtors may utilize leased property in their ordinary course of business. Therefore, the Debtors may hold property subject to leases listed on the Debtors' Schedule G. Also, given the nature of the Debtors' business, at any point in time, the Debtors may hold or store natural gas or natural gas liquids of producers and/or customers, for gathering, processing, treatment, compression, and transportation services.

Statements 22-24. The Debtors have historically maintained property and operations in several locations and individuals who once possessed responsive information may no longer be employed by the Debtors. Nonetheless, the Debtors have made reasonable efforts to identify and provide the requested information for as many sites and proceedings as reasonably possible. The Debtors reserve all of their rights to, but are not required to, supplement or amend this response if additional information becomes available.

Statement 25. The Debtors have used their reasonable efforts to identify the beginning and ending dates of all businesses in which any of the Debtors was a partner or owned five percent or more of the voting or equity securities within the six years immediately preceding the Petition Date. In certain instances, however, the dissolution dates of certain entities that are no longer in existence were not readily available and, therefore, are not included in Statement 25.

Statement 26a. The bookkeepers listed in Statement 26a are officers of the Debtors.

Statement 26d. Certain of the Debtors are registrants with the Securities and Exchange Commission and file with such agency periodic financial reports on a consolidated basis. In addition, the Debtors have provided financial reports to their restructuring professionals.

The Debtors have supplied financial statements and reports in the ordinary course of business to certain third parties under confidentiality agreements. Such third parties include restructuring professionals, the lenders under the Debtors' post-petition financing facility, and certain other creditors and their advisors. In addition, the Debtors have provided financial statements to multiple parties in the ordinary course of business. To assemble the extensive list of recipients would be unduly burdensome.

Statement 30. Please see response to Statement Question 4.

Fill in this information to identify the case:

Debtor name Southcross Transmission, LP

United States Bankruptcy Court for the: _____ District of Delaware

Case number (If known): 19-10726

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy 04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. **Gross revenue from business**

☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year			Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From 01/01/2019 MM / DD / YYYY	to Filing date	☒ Operating a business ☐ Other _____	$ 1,465,409.55
For prior year:	From 01/01/2018 MM / DD / YYYY	to 12/31/2018 MM / DD / YYYY	☒ Operating a business ☐ Other _____	$ 5,261,998.08
For the year before that:	From 01/01/2017 MM / DD / YYYY	to 12/31/2017 MM / DD / YYYY	☒ Operating a business ☐ Other _____	$ 5,973,512.43

2. **Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

			Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From _____ MM / DD / YYYY	to Filing date	_____	$ _____
For prior year:	From _____ MM / DD / YYYY	to _____ MM / DD / YYYY	_____	$ _____
For the year before that:	From _____ MM / DD / YYYY	to _____ MM / DD / YYYY	_____	$ _____

Debtor Southcross Transmission, LP
Name

Case number (if known) 19-10726

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than $6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

	Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer *Check all that apply*
3.1.	Creditor's name Street City State ZIP Code		$	☐ Secured debt ☐ Unsecured loan repayments ☐ Suppliers or vendors ☐ Services ☐ Other
3.2.	Creditor's name Street City State ZIP Code		$	☐ Secured debt ☐ Unsecured loan repayments ☐ Suppliers or vendors ☐ Services ☐ Other

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than $6,825. This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

	Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1.	See Attached Rider Insider's name Street City State ZIP Code **Relationship to debtor**		$	
4.2.	Insider's name Street City State ZIP Code **Relationship to debtor**		$	

Debtor Southcross Transmission, LP (Name) Case number (if known) 19-10726

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

	Creditor's name and address	Description of the property	Date	Value of property
5.1.	Creditor's name Street City State ZIP Code			$
5.2.	Creditor's name Street City State ZIP Code			$

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
Creditor's name Street City State ZIP Code	Last 4 digits of account number: XXXX– __ __ __ __		$

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☒ None

	Case title / Case number	Nature of case	Court or agency's name and address	Status of case
7.1.	Case title Case number		Name Street City State ZIP Code	☐ Pending ☐ On appeal ☐ Concluded
7.2.	Case title Case number		Name Street City State ZIP Code	☐ Pending ☐ On appeal ☐ Concluded

Debtor Southcross Transmission, LP (Name) Case number (if known) 19-10726

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
Custodian's name Street City State ZIP Code		$

Case title

Case number

Date of order or assignment

Court name and address

Name
Street
City State ZIP Code

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than $1,000

☒ None

	Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1.	Recipient's name Street City State ZIP Code **Recipient's relationship to debtor**			$
9.2.	Recipient's name Street City State ZIP Code **Recipient's relationship to debtor**			$

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (*Schedule A/B: Assets – Real and Personal Property*).	Date of loss	Value of property lost
			$

Debtor Southcross Transmission, LP (Name) Case number (if known) 19-10726

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1. All disbursements listed in Statement 11 are reported on Southcross Energy GP LLC's Statements, but were made for the benefit of all Debtors.			$

Address

Street

City State ZIP Code

Email or website address

Who made the payment, if not debtor?

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2.			$

Address

Street

City State ZIP Code

Email or website address

Who made the payment, if not debtor?

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
			$

Trustee

Debtor Southcross Transmission, LP (Name) Case number (if known) 19-10726

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

	Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1.	_____	_____	_____	$_____
	Address	_____		
	_____ Street			
	_____ City State ZIP Code			
	Relationship to debtor			
	_____			
	Who received transfer?	_____	_____	$_____
13.2.	_____	_____		
	Address			
	_____ Street			
	_____ City State ZIP Code			
	Relationship to debtor			
	_____			

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

	Address	Dates of occupancy
14.1.	_____ Street	From _____ To _____
	_____ City State ZIP Code	
14.2.	_____ Street	From _____ To _____
	_____ City State ZIP Code	

Debtor Southcross Transmission, LP (Name) Case number (if known) 19-10726

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

— diagnosing or treating injury, deformity, or disease, or

— providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

	Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1.	Facility name Street City State ZIP Code	**Location where patient records are maintained** (if different from facility address). If electronic, identify any service provider.	**How are records kept?** *Check all that apply:* ☐ Electronically ☐ Paper

	Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.2.	Facility name Street City State ZIP Code	**Location where patient records are maintained** (if different from facility address). If electronic, identify any service provider.	**How are records kept?** *Check all that apply:* ☐ Electronically ☐ Paper

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

☒ No.

☐ Yes. State the nature of the information collected and retained. _____

Does the debtor have a privacy policy about that information?

☐ No

☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

☒ No. Go to Part 10.

Yes. Does the debtor serve as plan administrator?

☐ No. Go to Part 10.

☐ Yes. Fill in below:

Name of plan	Employer identification number of the plan
_____	EIN: __ __ – __ __ __ __ __ __ __

Has the plan been terminated?

☐ No

☐ Yes

Debtor Southcross Transmission, LP (Name) Case number (if known) 19-10726

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	Name Street City State ZIP Code	XXXX–___ ___ ___ ___	☐ Checking ☐ Savings ☐ Money market ☐ Brokerage ☐ Other_____		$_____
18.2.	Name Street City State ZIP Code	XXXX–___ ___ ___ ___	☐ Checking ☐ Savings ☐ Money market ☐ Brokerage ☐ Other_____		$_____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name Street City State ZIP Code	Address		☐ No ☐ Yes

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
See Attached Rider Name Street City State ZIP Code	Address		☐ No ☐ Yes

Debtor Southcross Transmission, LP (Name) Case number (if known) 19-10726

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Owner's name and address	Location of the property	Description of the property	Value
Name Street City State ZIP Code			$

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ No
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
	Name Street City State ZIP Code		☐ Pending ☐ On appeal ☐ Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

☒ No
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name Street City State ZIP Code	Name Street City State ZIP Code		

Debtor Southcross Transmission, LP (Name) Case number (if known) 19-10726

24. **Has the debtor notified any governmental unit of any release of hazardous material?**

☒ No

☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name Street City State ZIP Code	Name Street City State ZIP Code		

Part 13: Details About the Debtor's Business or Connections to Any Business

25. **Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

	Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1.	Name Street City State ZIP Code		EIN: __ __ – __ __ __ __ __ __ __ Dates business existed From _____ To _____
25.2.	Name Street City State ZIP Code		EIN: __ __ – __ __ __ __ __ __ __ Dates business existed From _____ To _____
25.3.	Name Street City State ZIP Code		EIN: __ __ – __ __ __ __ __ __ __ Dates business existed From _____ To _____

Debtor Southcross Transmission, LP (Name) Case number (if known) 19-10726

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

	Name and address	Dates of service
26a.1.	See Attached Rider	From _____ To _____

	Name and address	Dates of service
26a.2.	Name Street City State ZIP Code	From _____ To _____

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

	Name and address	Dates of service
26b.1.	DELOITTE 2200 ROSS AVE #1600 DALLAS, TX 75201	From 04/14/2011 To Present

	Name and address	Dates of service
26b.2.	Name Street City State ZIP Code	From _____ To _____

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

	Name and address	If any books of account and records are unavailable, explain why
26c.1.	MICHAEL HOWE 1717 MAIN ST #5300 DALLAS, TX 75201	_____ _____ _____

Debtor Southcross Transmission, LP Name Case number (if known) 19-10726

	Name and address	If any books of account and records are unavailable, explain why
26c.2.	Name Street City State ZIP Code	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

	Name and address
26d.1.	Members of the Debtor group are registered with the SEC and file periodic financial reports that include financial statements which are available to the public at: http://investors.southcrossenergy.com/phoenix.zhtml?c=251376&p=irol-irhome. In addition, and in connection with its restructuring efforts, the Debtors provided financial statements to certain financial stake holders and their professionals, pursuant to various confidentiality agreements.

	Name and address
26d.2.	Name Street City State ZIP Code

27. **Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
		$

	Name and address of the person who has possession of inventory records
27.1.	Name Street City State ZIP Code

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
		$

Name and address of the person who has possession of inventory records
27.2. Name Street City State ZIP Code

28. **List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.**

Name	Address	Position and nature of any interest	% of interest, if any
See Attached Rider			

29. **Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?**

☒ No

☐ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
			From ____ To ____
			From ____ To ____
			From ____ To ____
			From ____ To ____

30. **Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ No

☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1. Name Street City State ZIP Code Relationship to debtor			

	Name and address of recipient			
30.2	Name Street City State ZIP Code			
	Relationship to debtor			

31. **Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?**

☐ No
☒ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
Southcross Energy Partners, LP	EIN: 45-5045230

32. **Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?**

☒ No
☐ Yes. Identify below.

Name of the pension fund	Employer Identification number of the pension fund
	EIN: __ __ – __ __ __ __ __ __ __

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/11/2019
MM / DD / YYYY

✘ /s/ Michael B. Howe
Signature of individual signing on behalf of the debtor

Printed name Michael B. Howe

Position or relationship to debtor Senior Vice President, Chief Financial Officer

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐ No
☒ Yes

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

Part 2, Question 4: Payments or other transfers of property made within 1 year before filing this case that benefited any insider

Debtor	Trading Partner	Month	Net Monthly Activity Receivable / (Payable)
Southcross Transmission, LP	FL Rich Gas Services, LP	April-18	$ 403,735.92
Southcross Transmission, LP	FL Rich Gas Services, LP	May-18	403,736
Southcross Transmission, LP	FL Rich Gas Services, LP	June-18	369,585
Southcross Transmission, LP	FL Rich Gas Services, LP	July-18	404,256
Southcross Transmission, LP	FL Rich Gas Services, LP	August-18	-
Southcross Transmission, LP	FL Rich Gas Services, LP	September-18	446,457
Southcross Transmission, LP	FL Rich Gas Services, LP	October-18	425,690
Southcross Transmission, LP	FL Rich Gas Services, LP	November-18	499,323
Southcross Transmission, LP	FL Rich Gas Services, LP	December-18	491,076
Southcross Transmission, LP	FL Rich Gas Services, LP	January-19	510,966
Southcross Transmission, LP	FL Rich Gas Services, LP	February-19	417,599
Southcross Transmission, LP	FL Rich Gas Services, LP	March-19	536,844
Southcross Transmission, LP	Southcross Energy GP LLC	April-18	(5,217)
Southcross Transmission, LP	Southcross Energy GP LLC	May-18	(10,861)
Southcross Transmission, LP	Southcross Energy GP LLC	June-18	(5,000)
Southcross Transmission, LP	Southcross Energy GP LLC	July-18	(5,000)
Southcross Transmission, LP	Southcross Energy GP LLC	August-18	437,475
Southcross Transmission, LP	Southcross Energy GP LLC	September-18	(5,000)
Southcross Transmission, LP	Southcross Energy GP LLC	October-18	(5,000)
Southcross Transmission, LP	Southcross Energy GP LLC	November-18	(5,000)
Southcross Transmission, LP	Southcross Energy GP LLC	December-18	(9,011)
Southcross Transmission, LP	Southcross Energy GP LLC	January-19	(5,000)
Southcross Transmission, LP	Southcross Energy GP LLC	February-19	(5,000)
Southcross Transmission, LP	Southcross Energy GP LLC	March-19	(5,000)

Case 19-10702-MFW Doc 318 Filed 06/12/19 Page 30 of 34

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

Part 2, Question 4: Payments or other transfers of property made within 1 year before filing this case that benefited any insider

Debtor	Trading Partner	Month	Net Monthly Activity Receivable / (Payable)
Southcross Transmission, LP	T2 Gas Utility LLC	April-18	(52,500)
Southcross Transmission, LP	T2 Gas Utility LLC	May-18	(52,500)
Southcross Transmission, LP	T2 Gas Utility LLC	June-18	(52,500)
Southcross Transmission, LP	T2 Gas Utility LLC	July-18	(52,500)
Southcross Transmission, LP	T2 Gas Utility LLC	August-18	(52,500)
Southcross Transmission, LP	T2 Gas Utility LLC	September-18	(52,500)
Southcross Transmission, LP	T2 Gas Utility LLC	October-18	(52,500)
Southcross Transmission, LP	T2 Gas Utility LLC	November-18	(52,500)
Southcross Transmission, LP	T2 Gas Utility LLC	December-18	(52,500)
Southcross Transmission, LP	T2 Gas Utility LLC	January-19	-
Southcross Transmission, LP	T2 Gas Utility LLC	February-19	(105,000)
Southcross Transmission, LP	T2 Gas Utility LLC	March-19	(52,500)

Case 19-10702-MFW Doc 318 Filed 06/12/19 Page 31 of 34

Debtor Name: Southcross Transmission, LP Case Number: 19-10726

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

Part 10, Question 20: Off-premises storage

Facility Name & Address	Name of anyone with access to it	Address	Description of the contents	Does debtor still have it?
DATA BANK 400 S. AKARD STREET SUITE 100 DALLAS, TX 75202	JESSE LOW JOSEPH MACHOS	1717 MAIN ST #5300 DALLAS, TX 75201	Servers Network and Storage	Yes
IRON MOUNTAIN 4117 PINNACLE POINT DRIVE DALLAS, TX 75211	ROBYN LOMONACO MARK RODGERS CHERYL GOODMAN CLIFFTON COFFEY DONNA KEY	1717 MAIN ST #5300 DALLAS, TX 75201	Various Financial Documents	Yes
SAFESITE INC 9505 JOHNNY MORRIS ROAD AUSTIN, TX 78724	JESSE LOW JOSEPH MACHOS	1717 MAIN ST #5300 DALLAS, TX 75201	Data Backup	Yes

Debtor Name: Southcross Transmission, LP Case Number: 19-10726

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

Part 13, Question 26a: List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

Name & Address	Dates of service From	Dates of service To
BRET ALLAN 3811 TURTLE CREEK BLVD DALLAS, TX 75219	06/08/2015	01/04/2019
MICHAEL HOWE 1717 MAIN ST #5300 DALLAS, TX 75201	01/02/2019	Present

Debtor Name: Southcross Transmission, LP Case Number: 19-10726

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

Part 13, Question 28: Debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name and Address	Position and nature of any interest	% of interest if any
FL RICH GAS SERVICES, LP 1717 MAIN ST #5300 DALLAS, TX 75201	Shareholder	99.999%
FL RICH GAS UTILITY GP, LLC 1717 MAIN ST #5300 DALLAS, TX 75201	Shareholder	0.001%