

**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. <sup>1</sup>	)	
	)	

**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR  
HEARING ON SEPTEMBER 18, 2019 AT 10:30 A.M. (EASTERN DAYLIGHT TIME)**

**CONTINUED MATTERS**

1. Motion to File Under Seal Portions of the Creditor Matrix Containing Certain Individual Creditor Information (D.I. 147, Filed 4/23/19).

Objection Deadline: April 30, 2019 at 4:00 p.m. (ET), extended to June 5, 2019 at 4:00 p.m. (ET) for the U.S. Trustee.

Responses Received:

- a) The United States Trustee's Objection to the Debtors' Motion to File Under Seal Portions of the Creditor Matrix Containing Certain Individual Creditor Information (D.I. 206, Filed 5/10/19).

Related Pleadings: None.

Status: This matter is continued to a date to be determined.

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<sup>1</sup> 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.



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2. Motion of Debtors for Entry of Orders (I) (A) Approving Bidding Procedures for Sale of Debtors' Assets, (B) Authoring the Selection of a Stalking Horse Bidder, (C) Approving Bid Protections, (D) Scheduling Auction for, and Hearing to Approve, Sale of Debtors' Assets, (E) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, (F) Approving Assumption and Assignment Procedures, and (G) Granting Related Relief and (II) (A) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief (D.I. 225, Filed 5/22/19).

Objection Deadline: September 10, 2019 at 4:00 p.m. (ET).

Responses Received:

- a) Reservation of Rights of CEC Corrosion Services LLC Regarding Cure Amount Reflected in the Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount (D.I. 360, Filed 7/10/19);
- b) Limited Objection of Pruet Production Co. to the Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount (D.I. 361, Filed 7/10/19);
- c) Objection of Cigna Entities to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount (D.I. 366, Filed 7/11/19);
- d) Objection and Reservation of Rights of Targa to Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount (D.I. 367, Filed 7/11/19);
- e) Notice of Withdrawal of Objection (D.I. 387, Filed 7/22/19);
- f) Objection of Cigna Entities to Supplemental Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount (D.I. 443, Filed 8/28/19).

Related Pleadings:

- a) Order (I) Approving Bidding Procedures for Sale of Debtors' Assets, (II) Authoring the Selection of a Stalking Horse Bidder, (III) Approving Bid Protections, (IV) Scheduling Auction for, and Hearing to Approve, Sale of Debtors' Assets, (V) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, (VI) Approving Assumption and Assignment Procedures, (VII) Granting Related Relief (D.I. 324, Entered 6/13/19);

- b) Notice of Sale, Bidding Procedures, Auction, and Sale Hearing (D.I. 326, Filed 6/13/19);
- c) Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount (D.I. 327, Filed 6/13/19);
- d) Affidavit of Publication of the Notice of Sale, Bidding Procedures, Auction, and Sale Hearing in the Wall Street Journal (D.I. 342, Filed 6/21/19);
- e) Affidavit of Publication of the Notice of Sale of Substantially All Assets of the Southcross Energy Partners Debtors in the Corpus Christi Caller-Times (D.I. 390, Filed 7/22/19);
- f) Supplemental Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount (D.I. 429, Filed 8/15/19);
- g) Notice of Revised Asset Purchase Agreement (D.I. 470, Filed 9/13/19);
- h) Notice of Revised Asset Purchase Agreement (D.I. 471, Filed 9/13/19).

Status: This matter has been adjourned to the hearing on October 22, 2019 at 10:30 a.m. (ET).

### FEE APPLICATIONS

3. Interim Fee application hearing. See attached Exhibit A.

Responses Received: None.

Related Pleadings:

- a) Fee Examiner's Consolidated Final Report Pertaining to First Interim Fee Applications of Certain Retained Professionals (D.I. 472, Filed 9/16/19);
- b) Certificate of Counsel Regarding First Omnibus Order Granting Interim Allowance of Fees and Expenses for Certain Professionals (D.I. 477, Filed 9/16/19).

Status: The Interim fee binder was delivered to the Court on September 11, 2019. The Debtors have filed a proposed form of omnibus fee order under certificate of counsel. No hearing is necessary unless requested by the Court.

ADVERSARY PROCEEDINGS

*FL Rich Gas Services, L.P. v. Southcross Holdings Borrower, LP; Southcross TS Midstream Services, LP*; Adv. Pro. No. 19-50283

4. Motion for Entry of an Order Authorizing Debtor to File Complaint Under Seal (A.D.I. 3, Filed 8/9/19).

Related Pleadings:

- a) [SEALED] Adversary Proceeding Complaint (A.D.I. 4, Filed 8/9/19);
- b) Summons and Notice of Pretrial Conference in an Adversary Proceeding (A.D.I. 5, Filed 8/9/19);
- c) [SEALED] Corrected Adversary Proceeding Complaint (A.D.I. 7, Filed 8/12/19);
- d) [REDACTED] Adversary Proceeding Complaint (A.D.I. 8, Filed 8/12/19);
- e) Order Approving Stipulation Extending Time (A.D.I. 10, Entered 9/3/19).

Status: The pretrial scheduling conference has been adjourned to the hearing on October 22, 2019 at 10:30 a.m. (ET).

*FL Rich Gas Services, L.P. v. Frio Lasalle Pipeline, L.P.*; Adv. Pro. No. 19-50286

5. Motion for Entry of an Order Authorizing Debtor to File Complaint and Exhibit Under Seal (A.D.I. 2, Filed 8/12/19).

Related Pleadings:

- a) [SEALED] Adversary Proceeding Complaint (A.D.I. 3, Filed 8/12/19);
- b) Summons and Notice of Pretrial Conference in an Adversary Proceeding (A.D.I. 4, Filed 8/12/19);
- c) [SEALED] Declaration of Elliot Moskowitz (A.D.I. 5, Filed 8/12/19);
- d) [REDACTED] Declaration of Elliot Moskowitz (A.D.I. 6, Filed 8/12/19);
- e) [REDACTED] Adversary Proceeding Complaint (A.D.I. 8, Filed 8/12/19);
- f) Order Approving Stipulation Extending Time (A.D.I. 11, Entered 9/3/19).

Status: The pretrial scheduling conference has been adjourned to the hearing on October 22, 2019 at 10:30 a.m. (ET).

Dated: September 16, 2019  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

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**EXHIBIT A**

**Southcross Energy Partners, L.P. et al.**

**Bankruptcy Case No. 19-10702 (MFW)**

**Summary of Fees and Expenses for the Fee Hearing**

**Interim Fee Hearing: September 18, 2019 at 10:30 a.m. (Eastern Time)**

**Debtor Professionals**

**Alvarez & Marsal North America, LLC**

- A. First Interim Fee Application of Alvarez & Marsal North America, LLC for Payment of Compensation and Reimbursement of Expenses as Restructuring Advisors to the Debtors for the Period from April 1, 2019 Through June 30, 2019 (D.I. 431, Filed 8/16/19).

**Related Pleadings:**

1. First Monthly Fee Application of Alvarez & Marsal North America, LLC as Financial Advisor for the Debtors and Debtors in Possession for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from April 1, 2019 Through April 30, 2019 (D.I. 244, Filed 5/31/19);
2. Certificate of No Objection Regarding the First Monthly Fee Application of Alvarez & Marsal North America, LLC as Financial Advisor for the Debtors and Debtors in Possession for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from April 1, 2019 Through April 30, 2019 (D.I. 331, Filed 6/17/19);
3. Second Monthly Fee Application of Alvarez & Marsal North America, LLC as Financial Advisor for the Debtors and Debtors in Possession for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from May 1, 2019 Through May 31, 2019 (D.I. 347, Filed 6/27/19);
4. Certificate of No Objection Regarding Second Monthly Fee Application of Alvarez & Marsal North America, LLC as Financial Advisor for the Debtors and Debtors in Possession for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from May 1, 2019 Through May 31, 2019 (D.I. 370, Filed 7/12/19);
5. Third Monthly Fee Application of Alvarez & Marsal North America, LLC as Financial Advisor for the Debtors and Debtors in Possession for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from June 1, 2019 Through June 30, 2019 (D.I. 393, Filed 7/23/19);
6. Certificate of No Objection Regarding Third Monthly Fee Application of Alvarez & Marsal North America, LLC as Financial Advisor for the Debtors and Debtors in Possession for Allowance of Compensation for Services Rendered and

Reimbursement of Expenses for the Period from June 1, 2019 Through June 30, 2019 (D.I. 411, Filed 8/7/19);

7. Certificate of No Objection Regarding First Interim Fee Application of Alvarez & Marsal North America, LLC for Payment of Compensation and Reimbursement of Expenses as Restructuring Advisors to the Debtors for the Period from April 1, 2019 Through June 30, 2019 (D.I. 475, Filed 9/16/19).

Davis Polk & Wardwell LLP

- B. First Interim Application of Davis Polk & Wardwell LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors and Debtors in Possession for the Period April 1, 2019 Through June 30, 2019 (D.I. 430, Filed 8/16/19).

Related Pleadings:

1. First Monthly Application of Davis Polk & Wardwell LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors and Debtors in Possession for the Period April 1, 2019 Through April 30, 2019 (D.I. 245, Filed 6/3/19);
2. Certificate of No Objection Regarding First Monthly Application of Davis Polk & Wardwell LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors and Debtors in Possession for the Period April 1, 2019 Through April 30, 2019 (D.I. 334, Filed 6/18/19);
3. Second Monthly Application of Davis Polk & Wardwell LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors and Debtors in Possession for the Period May 1, 2019 Through May 31, 2019 (D.I. 345, Filed 6/27/19);
4. Certificate of No Objection Regarding Second Monthly Application of Davis Polk & Wardwell LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors and Debtors in Possession for the Period May 1, 2019 Through May 31, 2019 (D.I. 371, Filed 7/12/19);
5. Third Monthly Application of Davis Polk & Wardwell LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors and Debtors in Possession for the Period June 1, 2019 Through June 30, 2019 (D.I. 391, Filed 7/23/19);
6. Certificate of No Objection Regarding Third Monthly Application of Davis Polk & Wardwell LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors and Debtors in

Possession for the Period June 1, 2019 Through June 30, 2019 (D.I. 410, Filed 8/7/19);

7. Certificate of No Objection Regarding First Interim Application of Davis Polk & Wardwell LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors and Debtors in Possession for the Period April 1, 2019 Through June 30, 2019 (D.I. 474, Filed 9/16/19).

Evercore Group L.L.C.

- C. First Interim 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 June 30, 2019 (D.I. 432, Filed 8/16/19).

1. 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 (D.I. 243, Filed 5/31/19);
2. Certificate of No Objection Regarding the 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 (D.I. 330, Filed 6/17/19);
3. Second 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 May 1, 2019 Through and Including May 31, 2019 (D.I. 346, Filed 6/27/19);
4. Certificate of No Objection Regarding the Second 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 May 1, 2019 Through and Including May 31, 2019 (D.I. 369, Filed 7/12/19);
5. Third 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 June 1, 2019 Through and Including June 30, 2019 (D.I. 392, Filed 7/23/19);
6. Certificate of No Objection Regarding the Third 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 June 1, 2019 Through and Including June 30, 2019 (D.I. 412, Filed 8/7/19);



7. Certificate of No Objection Regarding First Interim 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 June 30, 2019 (D.I. 473, Filed 9/16/19).

Morris, Nichols, Arsht & Tunnell LLP

- D. First Interim Fee Application Request of Morris, Nichols, Arsht & Tunnell LLP, as Delaware Bankruptcy Co-Counsel for the Debtors and Debtors in Possession, for Allowance of Compensation and for Monthly Reimbursement of All Actual and Necessary Expenses Incurred for the Period April 1, 2019 Through June 30, 2019 (D.I. 433, Filed 8/16/19).

Related Pleadings:

1. First Monthly Application of Morris, Nichols, Arsht & Tunnell LLP, as Delaware Bankruptcy Co-Counsel for the Debtors and Debtors in Possession, for Allowance of Monthly Compensation and for Monthly Reimbursement of All Actual and Necessary Expenses Incurred for the Period April 1, 2019 Through and Including April 30, 2019 (D.I. 242, Filed 5/31/19);
2. Certificate of No Objection Regarding First Monthly Application of Morris, Nichols, Arsht & Tunnell LLP, as Delaware Bankruptcy Co-Counsel for the Debtors and Debtors in Possession, for Allowance of Monthly Compensation and for Monthly Reimbursement of All Actual and Necessary Expenses Incurred for the Period April 1, 2019 Through and Including April 30, 2019 (D.I. 332, Filed 6/17/19);
3. Second Monthly Application of Morris, Nichols, Arsht & Tunnell LLP, as Delaware Bankruptcy Co-Counsel for the Debtors and Debtors in Possession, for Allowance of Monthly Compensation and for Monthly Reimbursement of All Actual and Necessary Expenses Incurred for the Period May 1, 2019 Through and Including May 31, 2019 (D.I. 344, Filed 6/27/19);
4. Certificate of No Objection Regarding Second Monthly Application of Morris, Nichols, Arsht & Tunnell LLP, as Delaware Bankruptcy Co-Counsel for the Debtors and Debtors in Possession, for Allowance of Monthly Compensation and for Monthly Reimbursement of All Actual and Necessary Expenses Incurred for the Period May 1, 2019 Through and Including May 31, 2019 (D.I. 372, Filed 7/12/19);
5. Third Monthly Application of Morris, Nichols, Arsht & Tunnell LLP, as Delaware Bankruptcy Co-Counsel for the Debtors and Debtors in Possession, for Allowance of Monthly Compensation and for Monthly Reimbursement of All Actual and Necessary Expenses Incurred for the Period June 1, 2019 Through and Including June 30, 2019 (D.I. 394, Filed 7/24/19);
6. Certificate of No Objection Regarding Third Monthly Application of Morris, Nichols, Arsht & Tunnell LLP, as Delaware Bankruptcy Co-Counsel for the Debtors and Debtors in Possession, for Allowance of Monthly Compensation and for Monthly

Reimbursement of All Actual and Necessary Expenses Incurred for the Period June 1, 2019 Through and Including June 30, 2019 (D.I. 416, Filed 8/8/19);

7. Certificate of No Objection Regarding First Interim Fee Application Request of Morris, Nichols, Arsht & Tunnell LLP, as Delaware Bankruptcy Co-Counsel for the Debtors and Debtors in Possession, for Allowance of Compensation and for Monthly Reimbursement of All Actual and Necessary Expenses Incurred for the Period April 1, 2019 Through June 30, 2019 (D.I. 476, Filed 9/16/19).