

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

In re: SOUTHCROSS ENERGY PARTNERS, L.P., <i>et al.</i> , Debtors.	Chapter 11 Case No. 19-10702 (MFW) (Jointly Administered)
FL RICH GAS SERVICES, LP, Plaintiff, v. SOUTHCROSS HOLDINGS BORROWER, LP; SOUTHCROSS TS MIDSTREAM SERVICES, LP, Defendants.	Adv. Pro. No. 19-50283 (MFW)

**CERTIFICATION OF COUNSEL REGARDING
STIPULATION AND PROPOSED ORDER DISMISSING
ADVERSARY PROCEEDING WITH PREJUDICE**

The undersigned counsel hereby certifies as follows:

1. On August 9, 2019, FL Rich Gas Services, LP (“**Plaintiff**”) filed the *Adversary Proceeding Complaint* (the “**Adversary Proceeding**”) against Southcross Holdings Borrower, LP and Southcross TS Midstream Services, LP (“**Defendants**,” and together with Plaintiff, the “**Parties**”).
2. On September 16, 2019, the Parties entered into a settlement agreement in principle (the “**Settlement**”).
3. On September 17, 2019, the Debtors filed a motion seeking Court approval of the Settlement [D.I. 485] (the “**Settlement Motion**”).



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4. On September 23, 2019, the Parties filed a proposed settlement agreement [D.I. 497] (the “**Settlement Agreement**”). Pursuant to the Settlement Agreement, the Parties agreed that upon approval of the Settlement by the Court, they would enter a stipulation to dismiss the Adversary Proceeding, in the form of the *Stipulation Dismissing Adversary Proceeding with Prejudice* attached hereto (the “**Stipulation**”).

5. On September 25, 2019 the Court entered an order [D.I. 503] granting approval of the Settlement.

6. A proposed form of order (the “**Proposed Order**”) approving the Stipulation is attached hereto as Exhibit A. A true and correct copy of the Stipulation is attached to the Proposed Order as Exhibit 1.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order substantially in the form attached hereto as Exhibit A at its earliest convenience.

Dated: October 1, 2019
Wilmington, Delaware

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EXHIBIT A

(Proposed Order)

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

In re: SOUTHCROSS ENERGY PARTNERS, L.P., <i>et al.</i> , <p style="text-align: center;">Debtors.</p>	Chapter 11 Case No. 19-10702 (MFW) (Jointly Administered)
FL RICH GAS SERVICES, LP, <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> SOUTHCROSS HOLDINGS BORROWER, LP; SOUTHCROSS TS MIDSTREAM SERVICES, LP, <p style="text-align: center;">Defendants.</p>	<p style="text-align: center;">Adv. Pro. No. 19-50283 (MFW)</p>

ORDER APPROVING STIPULATION DISMISSING ADVERSARY PROCEEDING

Upon consideration of the *Stipulation Dismissing the Adversary Proceeding with Prejudice* (the “**Stipulation**”) between FL Rich Gas Services, L.P. (the “**Plaintiff**”) and Southcross Holdings Borrower, LP and Southcross TS Midstream Services, LP (“**Defendants**,” and together with Plaintiff, the “**Parties**”) attached hereto as Exhibit 1; and the Court having determined that good and adequate cause exists for approval of the Stipulation; and the Court having determined that no further notice of the Stipulation must be given;

IT IS HEREBY ORDERED THAT:

1. The Stipulation attached hereto as Exhibit 1 is approved.
2. The above-captioned Adversary Proceeding is dismissed in its entirety with prejudice and without attorneys’ fees, costs or expenses to either party, subject to the *Settlement*

Agreement, as approved by that certain *Order (I) Approving the Settlement By and Among Debtors and Southcross Holdings Entities and (II) Granting Related Relief* (D.I. 503) entered on September 25, 2019, including, without limitation, Section 1(b) thereof.

3. The Parties are hereby authorized to take any and all actions reasonably necessary to effectuate the terms of the Stipulation.

4. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2019
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

(Stipulation)

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

In re: SOUTHCROSS ENERGY PARTNERS, L.P., <i>et al.</i> , Debtors.	Chapter 11 Case No. 19-10702 (MFW) (Jointly Administered)
FL RICH GAS SERVICES, LP, Plaintiff, v. SOUTHCROSS HOLDINGS BORROWER, LP; SOUTHCROSS TS MIDSTREAM SERVICES, LP, Defendants.	Adv. Pro. No. 19-50283 (MFW)

STIPULATION DISMISSING ADVERSARY PROCEEDING WITH PREJUDICE

FL Rich Gas Services, LP (the “**Plaintiff**”), and Southcross Holdings Borrower, LP and Southcross TS Midstream Services, LP (“**Defendants**” and together with the Plaintiff the “**Parties**”), by and through their undersigned counsel, hereby stipulate and agree as follows:

WHEREAS, on or about August 9, 2019, Plaintiff filed an *Adversary Proceeding Complaint* (the “**Adversary Proceeding**” and the “**Complaint**”) against Defendants.

WHEREAS, on September 16, 2019, the Parties entered into an agreement in principle to settle the Adversary Proceeding.

WHEREAS, on September 17, 2019, the Debtors filed a motion to approve the settlement (“**Settlement Motion**”).

WHEREAS, a hearing on the Settlement Motion was held on September 25, 2019 at 3:00 P.M. (EDT).

WHEREAS, on September 25, 2019, the Court approved the Settlement Motion, thereby authorizing the Parties to enter into and perform their obligations under the *Settlement Agreement* (the “**Settlement Agreement**”).¹

WHEREAS, the Parties have completed their obligations under the Settlement Agreement.

WHEREAS, the dismissal with prejudice of the Adversary Proceeding shall only be deemed effective upon the occurrence of the last Key Settlement Component. If any Key Settlement Component is subsequently unwound, or approval of any Key Settlement Component is overturned, rescinded, or reversed on a subsequent appeal of the Approval Order, each other Key Settlement Component shall be similarly unwound, overturned, overturned, rescinded, or reversed.

THEREFORE, in consideration of the foregoing, the Parties stipulate and agree, subject to Court approval, that:

-Continued on the next page -

¹ Terms not defined herein are defined in the Settlement Agreement.

The above-captioned Adversary Proceeding is dismissed in its entirety with prejudice and without attorneys' fees, costs or expenses to either party.

Dated: October 1, 2019

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Dated: October 1, 2019

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