

**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> ,)	
)	
Debtors. ¹)	Jointly Administered
)	
)	Obj. Deadline: November 13, 2019 at 4:00 p.m. (ET)
)	
)	

**SIXTH 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 SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019**

Name of applicant:	<u>Davis Polk & Wardwell LLP</u>
Authorized to provide professional services to:	<u>The above-captioned debtors and debtors in possession</u>
Date of retention:	<u>May 3, 2019 <i>nunc pro tunc</i> to</u> <u>April 1, 2019</u>
Period for which compensation and reimbursement are sought:	<u>September 1, 2019 through September 30, 2019</u>

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.



Amount of compensation sought as actual,
reasonable, and necessary.

\$895,806.00 (80% of \$1,119,757.50)²

Amount of expense reimbursement sought
as actual, reasonable, and necessary:

\$1,947.30³

Aggregate Total of Fees and Expenses
(exclusive of holdback amount)

\$897,753.30

This is a(n): X monthly ___ interim ___ final application

Prior Monthly Applications Filed:

Date Filed	Docket Number	Period Covered	Total Fees/Expenses	Paid Fees/Expenses⁴
6/3/19	245	4/1/19-4/30/19	\$1,791,971.75/\$11,652.23	\$1,791,971.75/\$11,652.23
6/27/19	345	5/1/19-5/31/19	\$1,679,305.25/\$9,936.16	\$1,679,305.25/\$9,936.16
7/23/19	391	6/1/19-6/30/19	\$670,767.25/\$4,263.25	\$670,767.25/\$4,263.25
8/30/19	452	7/1/19-7/31/19	\$775,004.00/\$3,743.84	\$623,003.200/\$3,743.84
10/11/19	534	8/1/19-8/31/19	\$1,421,987.25/\$9,233.46	\$1,137,589.80/\$9,233.46

² This amount reflects a reduction in fees in the amount of \$41,457.39 on account of the following:
(a) \$2,493.00 for non-working travel time to comply with the UST Guidelines (as defined below); and
(b) \$39,054.39 of voluntary write-offs.

³ This amount reflects a reduction in expenses in the amount of \$1,698.71 on account of the following:
(a) \$601.11 for word processing and overtime meals charges to comply with the UST Guidelines; and (b) \$1,097.60 of voluntary write-offs.

⁴ These amounts reflect 80% of the fees for professional services rendered and 100% of the actual necessary costs and expenses incurred.

**COMPENSATION BY PROFESSIONAL
SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019**

Name of Professional Individual	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Partners				
Birnbaum, Harold	Partner; joined partnership in 2016; admitted New York 2009	\$1,585	29.2	\$46,282.00
Blanco, Maurice	Partner; joined partnership in 2008; admitted New York 2002	\$1,645	8.0	\$13,160.00
Crandall, Jeffrey P.	Partner; joined partnership in 2011; admitted New York 1983	\$1,645	5.0	\$8,225.00
Curran, William A.	Partner; joined partnership in 2017; admitted New York 2010	\$1,445	12.0	\$17,340.00
Klein, Darren S.	Partner; joined partnership in 2016; admitted New York 2008	\$1,585	74.5	\$118,082.50
Moskowitz, Elliot	Partner; joined partnership in 2010; admitted New York 2002	\$1,645	6.0	\$9,870.00
Partner Total:			134.7	\$212,959.50
Counsel				
Finelli, Jon	Counsel; joined Davis Polk 2018; admitted New York 2008	\$1,225	16.4	\$20,090.00
Kennedy, Susan D.	Counsel; joined Davis Polk 1985; admitted New York 1984	\$1,225	21.1	\$14,822.50
Szanzer, Steven Z.	Counsel; joined Davis Polk 2016; admitted New York 2001	\$1,225	190.5	\$233,362.50
Counsel Total:			219.0	\$268,275.00
Associates, Law Clerks and Legal Assistants				
Ariel, Donny	Associate; joined Davis Polk 2019; admitted New York 2016	\$1,010	101.7	\$102,717.00
Bullitt, Stockton	Associate; joined Davis Polk 2018; admitted New York 2019	\$645	50.8	\$32,766.00
Burke, Arthur M.T.	Associate; joined Davis Polk 2015; admitted New York 2016	\$1,010	83.8	\$84,638.00
Cheng, Katherine	Associate; joined Davis Polk 2015; admitted New York 2015	\$1,040	28.0	\$29,120.00
Corbett, Richard	Associate; joined Davis Polk 2015; admitted New York 2016	\$1,010	13.7	\$13,837.00
Erickson, Jarret	Associate; joined Davis Polk 2018; admitted New York 2018	\$735	5.8	\$4,263.00
Feldstein, Rachel M.	Associate; joined Davis Polk 2018; admitted 2019	\$645	35.5	\$22,897.50
Green, Thomas S.	Associate; joined Davis Polk 2019; admitted New York 2016	\$1,010	105.3	\$106,353.00

Name of Professional Individual	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Hines, Christian	Associate; joined Davis Polk 2018; admitted New York 2019	\$645	13.8	\$8,901.00
Holt, Christopher W.	Associate; joined Davis Polk 2018; admitted New York 2014	\$1,075	16.0	\$17,200.00
Kasprisin, Justin Alexander	Associate; joined Davis Polk 2017; admitted New York 2012	\$735	7.6	\$5,586.00
Lim, Soo	Associate; joined Davis Polk 2017; admitted New York 2018	\$735	82.0	\$60,270.00
Malinowsky, Thomas D.	Associate; joined Davis Polk 2015; admitted New York 2016	\$1,010	13.9	\$14,039.00
Meyer, Daniel E.	Associate; joined Davis Polk 2018; admitted New York 2018	\$735	15.8	\$11,613.00
Moyal, Shay	Associate; joined Davis Polk 2018; admitted New York 2018	\$645	36.0	\$23,220.00
Patel, Rahul K.	Associate; joined Davis Polk 2019; admitted Washington, D.C. 2017	\$930	12.8	\$11,904.00
Slansky, Aliza	Associate; joined Davis Polk 2015; admitted New York 2014	\$1,040	34.1	\$35,464.00
Owens, Khadijah A.	Associate; joined Davis Polk 2018; admitted New York 2019	\$645	40.1	\$25,864.50
Brownstone, Adam R.	Law Clerk; joined Davis Polk 2019	\$655	15.1	\$14,043.00
Giddens, Magali	Legal Assistant; joined Davis Polk 2019	\$425	32.0	\$13,600.00
Volano, Theresa	Legal Assistant; joined Davis Polk 1999	\$425	6.4	\$2,720.00
Associates, Law Clerks and Legal Assistants Total:			750.2	\$641,016.00
TOTAL			1,103.9	\$1,122,250.50

Grand Total	\$1,122,250.50
Attorney Compensation	\$1,091,887.50
(less 50% discount for non-working travel time)	(\$2,493.00)
Total Attorney Compensation after Discount	\$1,089,394.50
Net Total	\$1,119,757.50
Total Attorney Hours	1,050.4
Blended Attorney Rate	\$1,037.12

COMPENSATION BY PROJECT CATEGORY
SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019

Project Category	Total Hours	Total Fees
Asset Dispositions	277.6	\$250,584.50
Corporate Governance, Board Matters & Communications	20.0	\$22,889.50
Creditor/Equity Issues	7.5	\$8,457.50
Employee/ Labor Issues	5.6	\$6,650.00
Financing, Cash Collateral, and Adequate Protection	86.8	\$81,922.50
General Case Administration	13.2	\$14,760.00
Leases and Contracts	15.4	\$16,564.50
Litigation	389.4	\$437,989.00
Plan/Disclosure Statement	143.1	\$154,200.00
Preparation of Fee Statements/Applications and Budget	42.5	\$24,414.50
Reporting	61.9	\$58,853.00
Hearing Preparation	9.8	\$13,049.00
Business Operations	7.3	\$8,942.50
Acquired Entities	20.2	\$17,988.00
Non-Working Travel Time (50% fee reduction)	1.8	\$2,493.00
TOTAL	1,102.1	\$1,119,757.50

EXPENSE SUMMARY
SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019

Expense Category	Service Provider (if applicable)	Total Expenses
Word Processing & Secretarial	N/A	N/A
Computer Research	LexisNexis and Westlaw	\$165.26
Outside Documents & Research	Courtlink	\$187.58
Court and Related Fees	Court related	\$12.30
Travel Expenses	<i>See Exhibit B</i>	\$1,180.40
Business Meals	<i>See Exhibit B</i>	\$401.76
TOTAL		\$1,947.30

**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
)

) **Obj. Deadline: November 13, 2019 at 4:00 p.m. (ET)**
)
)

**SIXTH MONTHLY APPLICATION OF DAVIS POLK & WARDWELL LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019**

Davis Polk & Wardwell LLP (“**Davis Polk**”), as counsel to Southcross Energy Partners, L.P. (“**Southcross**”), Southcross Energy Partners GP, LLC, and Southcross’ wholly owned direct and indirect subsidiaries, each of which is a debtor and debtor in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), hereby files this *Sixth 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 September 1, 2019 Through September 30, 2019* (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.

“**Application**”) pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated May 6, 2019 [D.I. 191] (the “**Interim Compensation Order**”). By this Application, Davis Polk seeks (a) interim allowance of \$895,806.00 as compensation for services rendered (net of a \$223,951.50 holdback) for necessary professional services rendered (80% of \$1,119,757.50) and \$1,947.30 for 100% reimbursement of actual necessary costs and expenses incurred during the period September 1, 2019 through and including September 30, 2019 (the “**Compensation Period**”), for a total of \$897,753.50, (b) payment of the foregoing sums, and (c) such other and further relief as the Court deems just and proper. In support of this Application, Davis Polk respectfully represents as follows:

Jurisdiction and Venue

1. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012.

2. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and, pursuant to Local Rule 9013-1(f) of the Local Rules, the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. Venue of the Chapter 11 Cases and related proceedings is proper in this district

pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

4. On April 1, 2019 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. No request has been made for the appointment of a trustee or examiner, and no official committee has been appointed in the Chapter 11 Cases.

6. Additional information about the Debtors’ businesses and affairs, capital structure and prepetition indebtedness, and the events leading up to the Petition Date can be found in the *Declaration of Michael B. Howe in Support of Debtors’ Chapter 11 Proceedings and First Day Pleadings* [D.I. 2], which is incorporated herein by reference.

7. The Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the *Order Directing Joint Administration of Chapter 11 Cases* [D.I. 48] entered by the Court on April 2, 2019 in each of the Chapter 11 Cases.

8. On April 16, 2019, the Debtors filed an application [D.I. 110] to employ and retain Davis Polk as counsel *nunc pro tunc* to the Petition Date (the “**Retention Application**”). On May 3, 2019, the Court entered an order [D.I. 184] approving the Retention Application.

9. On August 2, 2019, the Court entered the *Order Appointing Fee Examiner and Establishing Related Procedures For the Review of Professional Claims* [D.I. 405] (the “**Fee Examiner Order**”) appointing David M. Klauder, Esq. as the fee examiner in the Chapter 11 Cases (the “**Fee Examiner**”).

Compensation Paid and Its Source

10. All services for which compensation is requested by Davis Polk were performed

for or on behalf of the Debtors.

11. During the Compensation Period, Davis Polk has not received any payment or promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Davis Polk and any other person, other than other employees of Davis Polk, for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

12. To the extent that billable time or disbursement charges for services rendered or expenses incurred relate to the Compensation Period, but were not processed prior to the preparation of this Application, Davis Polk reserves the right to request compensation for such services and reimbursement of such expenses in a future fee application.

Summary of Services Rendered

13. Attached hereto as Exhibit A are the time records of Davis Polk for the Compensation Period organized by project category with a daily time log describing the time spent by each attorney and other professionals during this period.

14. Throughout the Compensation Period, Davis Polk rendered substantial professional services, in some cases under extraordinary time constraints, to assist the Debtors in dealing with various issues typically faced by a debtor during a chapter 11 case. Recitation of each and every item of the professional services performed by Davis Polk during the Compensation Period would be extremely burdensome. Hence, the following summary highlights the major areas to which Davis Polk devoted time and attention during the Compensation Period. This summary is organized in accordance with Davis Polk's internal system of project categories.

(a) Asset Dispositions

The total number of hours billed for this project was 277.6. The total fees related to this project were \$250,584.50.

Under this project category, Davis Polk worked on matters involving the disposition of the Debtors' assets, including, among other things:

- Coordinating the sale of the Debtors' Mississippi and Alabama assets (the "**MS/AL Assets**") under section 363 of the Bankruptcy Code, including, among other things, (i) negotiating and finalizing the Asset Purchase Agreement (the "**Arclight APA**") with Magnolia Infrastructure Holdings, LLC, (ii) drafting and finalizing disclosure schedules related to the Arclight APA, (iii) negotiating and finalizing ancillary documents to the Arclight APA, (iv) performing a tax analysis in connection with the Arclight APA and the structure of the transaction, and (v) preparing and maintaining a closing checklist for the sale of the MS/AL Assets;
- Coordinating the sale of the Debtors' Corpus Christi Pipeline and Bay City Lateral assets (the "**CCPN Assets**") under section 363 of the Bankruptcy Code, including, among other things, (i) negotiating and finalizing the Asset Purchase Agreement (the "**Kinder Morgan APA**") with Kinder Morgan Tejas Pipeline LLC, (ii) drafting and finalizing disclosure schedules related to the Kinder Morgan APA, (iii) negotiating and finalizing ancillary documents to the Kinder Morgan APA, (iv) performing a tax analysis in connection with the Kinder Morgan APA and the structure of the transaction, and (v) preparing and maintaining a closing checklist for the sale of the CCPN Assets;
- Coordinating the sale of the Debtors' main gathering and processing assets (the "**G&P Assets**") under section 363 of the Bankruptcy Code, including, among other things, (i) drafting and finalizing the form of Asset Purchase Agreement (the "**G&P APA**") to be uploaded to the virtual data room, (ii) drafting and finalizing disclosure schedules related to the G&P APA, and (iii) drafting ancillary documents to the G&P APA;
- Preparing for and coordinating an auction for the sale of the G&P Assets, the CCPN Assets, and the MS/AL Assets in accordance with the *Order (I) Approving Bidding Procedures for Sale of Debtors' Assets, (II) Authorizing 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, and (VII) Granting Related Relief* [D.I. 324];
- Researching and analyzing issues related to the sale of emission credits and drafting a motion and related documents for same;
- Collaborating with the Debtors' investment bankers, financial advisors, and local counsel and with the advisors for the prepetition and post-petition lenders; and

- Preparing and filing a monthly de minimis asset sale notice.

(b) Corporate Governance, Board Matters & Communications

The total number of hours billed for this project was 20.0. The total fees related to this project were \$22,889.50.

Under this project category, Davis Polk provided services involving Southcross's board of directors (the "**Board**"), including, among other things:

- Preparing for and attending general meetings of the Board;
- Preparing minutes for Board meetings; and
- Preparing resolutions for Board action, including the termination of reporting obligations under the Securities Exchange Act of 1934.

(c) Creditor/Equity Issues

The total number of hours billed for this project was 7.5. The total fees related to this project were \$8,457.50.

Under this project category, Davis Polk worked on matters involving the Debtors' equity holders, creditors, and intercompany issues, including, among other things:

- Responding to creditor inquiries; and
- Coordinating issues related to the deadline for filing proofs of claim.

(d) Employee/Labor Issues

The total number of hours billed for this project was 5.6. The total fees related to this project were \$6,650.00.

Under this project category, Davis Polk provided services necessary to address issues relating to the Debtors' employees, including reviewing and analyzing the Debtors' retention and incentive plans.

(e) Financing, Cash Collateral, and Adequate Protection

The total number of hours billed for this project was 86.8. The total fees related to this project were \$81,922.50.

During the Compensation Period, Davis Polk provided services with respect to the Debtors' post-petition financing facility (the "**DIP Facility**") and prepetition secured revolving credit facility. Under this project category, Davis Polk worked on matters, including, among other things:

- Drafting and reviewing documents related to the DIP Facility, including an amendment to the DIP Facility;
- Conducting and analyzing lien searches related to additional collateral under the DIP Facility following the Holdings Settlement (defined below);
- Reviewing and revising intercompany deeds of trust in accordance with the Holdings Settlement; and
- Coordinating payment of adequate protection obligations.

(f) General Case Administration

The total number of hours billed for this project was 13.2. The total fees related to this project were \$14,760.00.

Under this project category, Davis Polk worked on tasks that do not fall within the other project categories, including, among other things:

- Participating in meetings and telephone conferences with the Debtors' management covering such topics as the Chapter 11 Cases generally, interpretation of Court orders, operational issues, and general business issues;
- Maintaining a critical dates calendar for clients and co-advisors and reviewing filings that appear on the Court's docket; and
- Holding regularly scheduled internal meetings to develop and efficiently manage workstreams.

(g) Leases and Contracts

The total number of hours billed for this project was 15.4. The total fees related to this project were \$16,564.50.

Under this project category, Davis Polk worked on matters including, among other things:

- Drafting and revising a motion to reject an unexpired non-residential real property lease under section 365 of the Bankruptcy Code;
- Drafting and finalizing an amended cure costs schedule; and
- Responding to inquiries from contract counterparties.

(h) Litigation

The total number of hours billed for this project was 389.4. The total fees related to this project were \$437,989.00.

Under this project category, Davis Polk assisted the Debtors with issues in conjunction with commencing litigation arising from certain claims, including, among other things:

- Negotiating a settlement of the litigation involving certain intercompany claims against non-Debtor Southcross Holdings L.P. and its non-Debtor subsidiaries (collectively, “**Southcross Holdings**”);
- Drafting and negotiating a term sheet memorializing the settlement with Southcross Holdings (the “**Holdings Settlement**”);
- Drafting and finalizing a motion for the approval of the Holdings Settlement under Bankruptcy Rule 9019;
- Coordinating, as part of the Holdings Settlement, the acquisition of stock of certain subsidiaries of Southcross Holdings (collectively, the “**Acquired Entities**”), including, among other things, (i) negotiating and finalizing the Stock Purchase Agreement with Southcross Holdings (the “**SPA**”), (ii) negotiating and finalizing ancillary documents to the SPA, and (iii) performing a tax analysis in connection with the SPA and the structure of the transaction; and
- Coordinating and corresponding with the advisors for Southcross Holdings with respect to the Holdings Settlement and the SPA.

(i) Plan/Disclosure Statement

The total number of hours billed for this project was 143.1. The total fees related to this project were \$154,200.00.

Davis Polk performed services including, among other things:

- Drafting and revising a chapter 11 plan of reorganization (the “**Plan**”), a disclosure statement for the Plan, and a motion to approve the disclosure statement for the Plan; and
- Performing a tax analysis on the transactions contemplated by the Plan and related documents.

(j) Preparation of Fee Statements/Applications and Budget

The total number of hours billed for this project was 42.5. The total fees related to this project were \$24,414.50.

Under this project category, Davis Polk worked on tasks relating to interim compensation and budgeting issues to comply with the UST Guidelines, including, among other things:

- Reviewing and responding to the Fee Examiner’s Initial Report for the *First Interim Fee 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 2, 2019 Through June 30, 2019 [D.I. 430];

- Reviewing and revising the August billing statement to ensure compliance with UST Guidelines; and
- Preparing the related August monthly fee application.

(k) Reporting

The total number of hours billed for this project was 61.9. The total fees related to this project were \$58,853.00. Davis Polk worked on matters that relate to the necessary disclosures under the Securities Exchange Act, including, among other things:

- Drafting and finalizing current reports disclosing entry into the Arclight APA and the Kinder Morgan APA on Form 8-K;
- Drafting and finalizing a current report disclosing the Holdings Settlement on Form 8-K;
- Drafting and finalizing a notice of termination of registration under section 12(g) of the Securities Exchange Act of 1934 on Form 15-12B; and
- Analyzing issues under the Foreign Investment in Real Property Tax Act.

(l) Hearing Preparation

The total number of hours billed for this project was 9.8. The total fees related to this project were \$13,049.00.

Under this project category, Davis Polk performed services related to preparations for the hearing on the motion to approve the Holdings Settlement (the “**Settlement Hearing**”), including, among other things, preparing talking points and other materials for the Settlement Hearing and collaborating with the Debtors’ local counsel regarding the Settlement Hearing.

(m) Business Operations

The total number of hours billed for this project was 7.3. The total fees related to this project were \$8,942.50.

Under this project category, Davis Polk advised the Debtors regarding commercial issues with Action Energy.

(n) Acquired Entities

The total number of hours billed for this project was 20.2. The total fees related to this project were \$17,988.00.

Under this project category, Davis Polk performed services related to the potential chapter 11 filings of the Acquired Entities, including, among other things:

- Drafting a supplemental declaration in support of first day relief; and
- Collaborating with the Debtors' local counsel and financial advisor on the process for the potential filings.

(o) Non-Working Travel Time

The total number of hours billed for this project was 1.8. The total fees related to this project were \$2,493.00.²

The Non-Working Travel project category isolates Davis Polk's non-working travel time. This category includes traveling to and from various destinations as part of Davis Polk's representation of the Debtors, including, but not limited to, the Court. Per the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "UST Guidelines"), reductions in the aggregate amount of \$2,493.00 were made to Davis Polk's monthly statement during the Compensation Period to reflect a 50% reduction in time billed for non-working travel time.

15. The foregoing professional services were performed by Davis Polk in an efficient manner, were necessary and appropriate to the administration of the Chapter 11 Cases, and were in the best interests of the Debtors, their estates, and other parties in interest. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, and tasks involved.

Actual and Necessary Expenses

16. As set forth on Exhibit B hereto, Davis Polk has incurred or disbursed \$1,947.30

² As stated above, these amounts reflect a 50% reduction of fees totaling \$2,493.00; otherwise, aggregate fees for this project would have totaled \$4,986.00 for 3.6 hours billed (excluding voluntary write-offs).

in expenses in providing professional services to the Debtors during the Compensation Period. These expense amounts are intended to cover Davis Polk's direct operating costs, which costs are not incorporated into the Davis Polk hourly billing rates. Only clients for whom the services are actually used are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would unfairly impose additional costs upon clients who do not require extensive photocopying, delivery, and other services.

17. Davis Polk charges all of its bankruptcy clients \$0.10 per page for photocopying and printing job expenses. On several occasions, overnight delivery of documents and other materials were required as a result of circumstances necessitating the use of such express services.

18. Regarding providers of on-line legal research (*e.g.*, LexisNexis and Westlaw), Davis Polk charges all of its clients the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal Davis Polk's actual cost. Davis Polk currently is under contract to pay these providers a flat fee every month. Charging its clients the online providers' standard usage rates allows Davis Polk to cover adequately the monthly flat fees it must pay to these types of providers.

19. Davis Polk has made every effort to minimize its expenses in the Chapter 11 Cases. The actual expenses incurred in providing professional services to the Debtors were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors, their estates, and other parties in interest.

Valuation of Services

20. Attorneys and other professionals of Davis Polk have expended a total of 1,102.1 hours in connection with this matter during the Compensation Period after accounting for the 50% non-working travel discount. The nature of the work performed by these persons is fully

set forth in Exhibit A attached hereto. The fees charged by Davis Polk in the Chapter 11 Cases during the Compensation Period are billed at negotiated rates, as set forth in the Retention Application.

21. To the best of Davis Polk's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules and Local Rules, the UST Guidelines, and the Interim Compensation Order. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Davis Polk respectfully submits that the amount requested herein is fair and reasonable given (a) the complexity of the Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, Davis Polk has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with that Local Rule.

Notice

22. In accordance with the Interim Compensation Order, this Application will be served upon the following parties or, in lieu thereof, their counsel, if known: (a) the Debtors; (b) the U.S. Trustee; (c) Arnold & Porter Kaye Scholer LLP, as counsel to Wilmington Trust, National Association, the successor administrative agent under Southcross's prepetition secured revolving credit facility, prepetition secured term loan facility, and post-petition credit facility; (d) Willkie Farr & Gallagher LLP and Young Conaway Stargatt & Taylor, LLP, as counsel to the post-petition lenders and an ad hoc group of prepetition lenders; and (e) the Fee Examiner.

[Remainder of page intentionally left blank]

WHEREFORE, Davis Polk respectfully requests that the Court authorize (a) interim allowance of \$895,806.00 as compensation for necessary professional services rendered (80% of \$1,119,757.50) and the sum of \$1,947.30 for 100% reimbursement of actual necessary costs and expenses incurred during the Compensation Period, for a total of \$897,753.50, (b) payment of the foregoing sums, and (c) such other and further relief as the Court deems just and proper.

Dated: October 30, 2019
New York, New York

Respectfully submitted,
DAVIS POLK & WARDWELL LLP

/s/ Darren S. Klein
Marshall S. Huebner (admitted *pro hac vice*)
Darren S. Klein (admitted *pro hac vice*)
Steven Z. Szanzer (admitted *pro hac vice*)
450 Lexington Avenue
New York, New York 10017
Tel.: (212) 450-4000
Fax: (212) 701-5800
Marshall.Huebner@davispolk.com
Darren.Klein@davispolk.com
Steven.Szanzer@davispolk.com

Counsel to the Debtors and Debtors in Possession

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

In re:

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

Debtors.¹

)
) Chapter 11
)

) Case No. 19-10702 (MFW)
)

)
) Jointly Administered
)

) **Obj. Deadline: November 13, 2019 at 4:00 p.m. (ET)**
)
)

**CERTIFICATION REGARDING SIXTH MONTHLY APPLICATION OF
DAVIS POLK & WARDWELL LLP FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES
INCURRED AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019**

1. I am an attorney admitted to practice law in the State of New York and a partner at the law firm Davis Polk & Wardwell LLP ("**Davis Polk**"), located at 450 Lexington Avenue, New York, New York. I am familiar with the work performed on behalf of the Debtors by Davis Polk.

2. I have reviewed the *Sixth 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 September 1, 2019 Through*

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.

September 30, 2019 (the “**Application**”). To the best of my knowledge, information, and belief, the statements contained in the Application are true and correct. In addition, I believe that the Application complies in all material respects with Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware.

Dated: October 30, 2019
New York, New York

Respectfully submitted,
DAVIS POLK & WARDWELL LLP

/s/ Darren S. Klein
Marshall S. Huebner (admitted *pro hac vice*)
Darren S. Klein (admitted *pro hac vice*)
Steven Z. Szanzer (admitted *pro hac vice*)
450 Lexington Avenue
New York, New York 10017
Tel.: (212) 450-4000
Fax: (212) 701-5800
Marshall.Huebner@davispolk.com
Darren.Klein@davispolk.com
Steven.Szanzer@davispolk.com

Counsel to the Debtors and Debtors in Possession

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

In re:)	
)	Chapter 11
)	
SOUTHCROSS ENERGY PARTNERS, L.P., <i>et al.</i> ,)	Case No. 19-10702 (MFW)
)	
Debtors. ¹)	Jointly Administered
)	
)	Obj. Deadline: November 13, 2019 at 4:00 p.m.

**NOTICE OF SIXTH 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 SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019**

PLEASE TAKE NOTICE that today, Davis Polk & Wardwell LLP, counsel to the above captioned debtors and debtors-in-possession in the above-captioned case (the “Debtors”), filed the attached **Sixth 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 September 1, 2019 Through September 30, 2019** (the “Application”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application, must: (a) be filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **November 13, 2019 at 4:00 p.m. (Eastern Time)** (the “Objection Deadline”); and (b) be served so as to be received on or before the Objection Deadline by:

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

- (i) the Debtors, 1717 Main Street, Suite 5300, Dallas, TX 75201 (Attn: Michael B. Howe);
- (ii) counsel for the Debtors, (a) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Darren S. Klein, darren.klein@davispolk.com; Steven Z. Szanzer, steven.szanzer@davispolk.com; and (b) Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, 16th Floor, P.O. Box 1347, Wilmington, DE 19899, Attn: Robert J. Dehney, rdehney@mnat.com; Andrew R. Remming, aremming@mnat.com; and Joseph C. Barsalona II, jbarsalona@mnat.com;
- (iii) counsel to any official committee appointed in the Chapter 11 Cases;
- (iv) counsel to the post-petition lenders and an ad hoc group of prepetition lenders, (a) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019-6099, Attn: Paul V. Shalhoub, pshalhoub@willkie.com; Joseph G. Minias, jminias@willkie.com; and James H. Burbage, jrburbage@willkie.com and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Matthew B. Lunn, mlunn@ycst.com;
- (v) counsel to Wells Fargo Bank, N.A. as administrative agent, Vinson & Elkins LLP, 2001 Ross Avenue, suite 3900, Dallas, TX 75201, Attn: William Wallander, bwallander@velaw.com; Bradley Foxman, bfoxman@velaw.com; and Matthew Pyeatt, mpyeatt@velaw.com;
- (vi) the Fee Examiner, David M. Klauder, Esq., Bielli & Klauder, LLC, 1204 N. King Street, Wilmington, Delaware 19801, dklauder@bk-legal.com; and
- (vii) the Office of United States Trustee for the District of Delaware appointed in the Chapter 11 Cases, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Richard L. Schepacarter, Richard.Schepacarter@usdoj.gov.

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

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

October 30, 2019
Wilmington, Delaware

Respectfully submitted,
MORRIS, NICHOLS ARSHT & TUNNELL LLP

/s/ Eric W. Moats

Robert J. Dehney (No. 3578)
Andrew R. Remming (No. 5120)
Joseph C. Barsalona II (No. 6102)
Eric W. Moats (No. 6441)
1201 North Market Street, 16th Floor
P.O. Box 1347
Wilmington, Delaware 19899-1347
Tel.: (302) 658-9200
Fax: (302) 658-3989
rdehney@mnat.com
aremming@mnat.com
jbarsalona@mnat.com
emoats@mnat.com

-and-

DAVIS POLK & WARDWELL LLP

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

Counsel to the Debtors and Debtors in Possession

Exhibit A

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
R110 ASSET DISPOSITIONS			
Ariel, Donny	09/03/19	1.5	Review and draft emails internally with respect to case developments and issues related thereto (0.3); review and analyze documents received from bidder and draft emails regarding the same (0.6); telephone conference with Davis Polk team with respect to bids for Debtor assets (0.1); review and analyze case logistics and update document with respect thereto (0.5).
Birnbaum, Harold	09/03/19	3.1	Review and comment on ArcLight purchase documents (1.1); calls with Southcross and Davis Polk regarding same (1.8); call with S. Szanzer regarding ArcLight status (0.2).
Bullitt, Stockton	09/03/19	0.7	Correspondence with S. Lim regarding disclosure schedules (0.2); revise disclosure schedules (0.2); review disclosure schedules (0.3).
Burke, Arthur M.T.	09/03/19	4.0	Discuss and revise Asset Purchase Agreement and ancillary documents (2.5); call to discuss Mississippi and Alabama assets with potential bidder (1.0); call with potential bidder to discuss acquisition financing (0.5).
Finelli, Jon	09/03/19	0.5	Internal call with Davis Polk mergers & acquisitions team regarding bids and financing proposals (0.4); internal follow-up correspondence with same regarding same.
Giddens, Magali	09/03/19	0.3	Review auction-related correspondence and call with Veritext regarding rescheduling of same.
Holt, Christopher W.	09/03/19	1.9	Review bid packages for auction process (1.7); discuss same with Davis Polk mergers & acquisitions team (0.2).
Klein, Darren S.	09/03/19	0.5	Call with counsel to potential bidder regarding auction (0.3); emails with H. Birnbaum and others regarding ArcLight Asset Purchase Agreement (0.2).
Lim, Soo	09/03/19	2.0	Correspondence with S. Bullitt regarding disclosure schedules (0.2); correspondence with mergers and acquisition team regarding same (0.3); revise disclosure schedules (1.5).
Malinowsky, Thomas D.	09/03/19	0.4	Manage non-disclosure agreement amendment and closing checklist for CCPN.
Owens, Khadijah A.	09/03/19	5.5	Draft and review closing checklist (1.2); conduct diligence regarding ArcLight sale (2.5); conference call with Southcross, Bidder #10, Bidder #19, and Bidder #24 regarding Original Bid Packages (1.0); emails with Davis Polk and Southcross teams regarding same (0.8).
Slansky, Aliza	09/03/19	0.1	Emails concerning tax structuring slides.
Szanzer, Steven Z.	09/03/19	1.8	Review emails regarding ArcLight status (0.3); discussion with H. Birnbaum regarding same (0.2); correspondence with M. Howe regarding emission credit sale (0.1); correspondence and call with C. Persons regarding potential bidder (0.4); call with R. Pacha regarding same (0.1); correspondence with J. Finelli and H. Birnbaum regarding reviewing financing issues relating to sale process (0.4); correspondence with mergers & acquisitions team and D. Klein regarding ArcLight Asset Purchase Agreement (0.3).
Ariel, Donny	09/04/19	3.7	Telephone conference with Davis Polk team regarding bidder Asset Purchase Agreement (1.0); review of precedents and draft language with respect to regulatory filing (1.2); telephone conference with bidder's counsel regarding issue with respect to sale process (0.5); draft emails and review and analyze documents with respect to the same (0.5); correspondence and discussion with S. Szanzer regarding tax matters (0.5).

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Birnbaum, Harold	09/04/19	2.9	Review and comment on ArcLight documents (1.4); calls with Southcross (1.0) and Davis Polk regarding same (0.5).
Bullitt, Stockton	09/04/19	4.5	Correspondence with working group regarding Asset Purchase Agreement (0.2); correspondence with K. Jameson regarding Asset Purchase Agreement (0.2); telephone conference with same and others regarding Asset Purchase Agreement (1.0); correspondence with H. Birnbaum and S. Lim regarding disclosure schedules (0.3); correspondence with S. Lim and A. Burke regarding shared contracts (0.9); prepare shared contracts narrative (1.3); review disclosure schedules annex (0.6).
Burke, Arthur M.T.	09/04/19	4.1	Correspondence with S. Szanzer and S. Lim regarding shared contracts (0.9); revise Asset Purchase Agreement and ancillary documents (2.2); call with bidder to discuss Mississippi and Alabama (0.5); call with D. Klein and others to discuss Asset Purchase Agreement and ArcLight's comments thereto (0.5).
Crandall, Jeffrey P.	09/04/19	0.2	Review and revise Asset Purchase Agreement.
Finelli, Jon	09/04/19	1.5	Review sale bids and summary regarding financing proposals (0.5); call with C. Holt regarding same (1.0).
Holt, Christopher W.	09/04/19	2.9	Review bid packages for auction process (1.9); call with J. Finelli regarding same (1.0).
Kasprisin, Justin Alexander	09/04/19	0.1	Review and revise Asset Purchase Agreement.
Klein, Darren S.	09/04/19	0.7	Call with H. Birnbaum and others regarding ArcLight comments (0.5); emails with S. Szanzer regarding same (0.2).
Lim, Soo	09/04/19	4.1	Call with Davis Polk to discuss bidder Asset Purchase Agreement (0.5); draft short-form non-disclosure agreement (1.9); revise disclosure schedules (1.7).
Owens, Khadijah A.	09/04/19	3.3	Diligence in connection with ArcLight Asset Purchase Agreement (1.5); emails and conference calls with Southcross regarding Asset Purchase Agreement (1.0); revise ArcLight Asset Purchase Agreement (0.8).
Slansky, Aliza	09/04/19	0.2	Review revised draft Asset Purchase Agreement with associated emails.
Szanzer, Steven Z.	09/04/19	4.2	Correspondence and discussions with D. Klein regarding sale process (0.4); call with Wilkie Farr regarding same and Settlement (0.5); review revised ArcLight Asset Purchase Agreement (1.1); correspondence and discussions with D. Ariel regarding related tax issues (0.6); discussion with mergers & acquisitions team and D. Klein regarding ArcLight Asset Purchase Agreement and Settlement (0.5); call with Southcross regarding same (1.0); correspondence with J. Finelli regarding wind down budget (0.1).
Ariel, Donny	09/05/19	1.7	Review and revise bidder Asset Purchase Agreement and draft emails regarding the same (0.9); correspondence and discussions with S. Szanzer regarding ArcLight Asset Purchase Agreement (0.2); review and revise regulatory filing (0.6).
Birnbaum, Harold	09/05/19	1.3	Review and comment on ArcLight documents (0.8); calls with Southcross and Davis Polk regarding same (0.5).
Bullitt, Stockton	09/05/19	2.9	Correspondence with K. Owens regarding disclosure schedules (0.3); telephone conference regarding current status (0.5); review disclosure schedule items (0.6); revise disclosure schedules (0.4); correspondence with S. Lim regarding disclosure schedules (0.3); correspondence with K.

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Burke, Arthur M.T.	09/05/19	4.7	Jameson and A. Burke regarding Asset Purchase Agreement (0.3); prepare exhibits to Asset Purchase Agreement (0.3); correspondence with Evercore team regarding disclosure schedule items (0.2). Discuss and revise Asset Purchase Agreement and ancillary documents.
Curran, William A.	09/05/19	0.1	Review Asset Purchase Agreement.
Klein, Darren S.	09/05/19	0.5	Revise ArcLight Asset Purchase Agreement points of discussion (0.4); call and emails with A. Perez regarding auctions (0.1).
Lim, Soo	09/05/19	3.6	Review and revise disclosure schedules.
Owens, Khadijah A.	09/05/19	3.1	Review and revise closing checklist (2.2); review post-closing deliverables for same (0.9).
Szanzer, Steven Z.	09/05/19	1.7	Correspondence with mergers & acquisitions team regarding ArcLight Asset Purchase Agreement (0.4); review same (0.4); correspondence and discussions with D. Ariel regarding same (0.2); email same to Consulting Parties (0.1); correspondence with D. McElligott regarding notice of timeline (0.1); correspondence and discussions with D. Ariel regarding service issues (0.2); correspondence and call with governmental entities regarding status and sale order (0.3).
Ariel, Donny	09/06/19	0.7	Telephone conference with bidder, bidder's counsel and Davis Polk team regarding issues with respect to sale process (0.5); review revisions to sale order and draft emails regarding the same (0.2).
Birnbaum, Harold	09/06/19	2.0	Review and comment on ArcLight documents (1.5); calls with Southcross, Gibson Dunn and Davis Polk regarding same (0.5).
Bullitt, Stockton	09/06/19	0.2	Correspondence with D. Ding regarding disclosure schedule items.
Burke, Arthur M.T.	09/06/19	1.8	Discuss and revise Asset Purchase Agreement and ancillary documents (0.8); call with buyer regarding Asset Purchase Agreement (1.0).
Giddens, Magali	09/06/19	0.3	Review correspondence regarding bidding.
Klein, Darren S.	09/06/19	0.7	Call and emails with H. Birnbaum and others regarding ArcLight Asset Purchase Agreement (0.4); manage auction timing and bid structures (0.3).
Lim, Soo	09/06/19	1.4	Call with bidder regarding Asset Purchase Agreement (0.4); call with Southcross regarding same (0.5); call with Alvarez & Marsal regarding same (0.5).
Szanzer, Steven Z.	09/06/19	1.4	Call with Southcross regarding Alabama tax issues (0.3); call with Southcross, Gibson, and ArcLight regarding same (0.5); review revised ArcLight sale order (0.2); correspondence and discussions with D. Ariel regarding same (0.1); review update emails (0.3).
Corbett, Richard	09/07/19	0.6	Review e-mails regarding financing packages and bids (0.3); review bids (0.3).
Lim, Soo	09/07/19	3.1	Review draft of closing checklist and revise same.
Kasprisin, Justin	09/08/19	0.5	Review Asset Purchase Agreement and closing checklist (0.4); prepare email correspondence to C. Fabiani regarding closing checklist (0.1).
Alexander			
Moyal, Shay	09/08/19	0.7	Review tax aspects of the closing checklist.
Slansky, Aliza	09/08/19	0.1	Emails concerning Kinder Morgan asset sale closing checklist.
Ariel, Donny	09/09/19	1.5	Telephone conference with Southcross and Alvarez & Marsal regarding tax issue (0.1); review tax issue and draft emails regarding the same (0.4); telephone conference with Gibson

Invoice No.7004975

Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
			regarding same (0.2); draft and respond to emails with respect to certain tax issue (0.8).
Bullitt, Stockton	09/09/19	1.9	Revise disclosure schedules (0.7); correspondence with S. Lim regarding disclosure schedules (0.2); prepare execution versions of the Asset Purchase Agreement (0.8); correspondence with real estate team regarding Asset Purchase Agreement (0.2).
Feldstein, Rachel M.	09/09/19	1.9	Update Kinder Morgan Asset Purchase Agreement (0.8); review and revise closing checklist (0.5); review Mississippi, Alabama recordable assignments (0.6).
Klein, Darren S.	09/09/19	0.9	Analyze notice issues (0.3); emails with D. Ariel regarding same (0.1); emails with J. Swent and A. Burke regarding ArcLight Asset Purchase Agreement and analysis of same (0.5).
Lim, Soo	09/09/19	5.1	Review and revise disclosure schedules (4.9); emails with specialists regarding same (0.2).
Malinowsky, Thomas D.	09/09/19	0.4	Discuss pre-closing real estate workstreams with Davis Polk real estate team.
Szanzer, Steven Z.	09/09/19	0.6	Manage auction logistics (0.2); review update emails regarding ArcLight (0.4).
Ariel, Donny	09/10/19	7.0	Prepare final versions of Asset Purchase Agreement exhibits (1.0) review and draft emails regarding the same (0.2); review and draft emails with respect to sale process (0.4); telephone conference with bidder's counsel and Davis Polk team regarding issues with respect to sale process (0.4); draft sale notice and prepare attendant schedule (4.7) draft email regarding the same (0.3).
Bullitt, Stockton	09/10/19	9.8	Review disclosure schedules (2.5); correspondence with S. Lim regarding disclosure schedule items (0.1); prepare execution versions of final documents (2.6); correspondence with D. Ariel, A. Burke, H. Birnbaum, R. Feldstein and S. Lim regarding signing items (1.3); revise assignment agreements (1.2); correspondence with Gibson Dunn regarding Asset Purchase Agreement (0.7); correspondence with Evercore and Southcross teams regarding Asset Purchase Agreement (0.3); prepare signature pages (1.1).
Feldstein, Rachel M.	09/10/19	3.0	Correspondence with Davis Polk mergers & acquisitions team, Gibson Dunn regarding master assignments and Mississippi, Alabama assignments (0.5); prepare and finalize same for signing (2.0); correspondence with Bracewell Giuliani regarding next steps (0.5).
Klein, Darren S.	09/10/19	0.6	Emails with H. Birnbaum regarding ArcLight Asset Purchase Agreement (0.2); manage bidder inquiries (0.4).
Lim, Soo	09/10/19	7.5	Review and revise disclosure schedules.
Malinowsky, Thomas D.	09/10/19	1.0	Correspondence with Bankruptcy team regarding Akerman document request regarding CCPN Asset Purchase Agreement (0.6); provide feedback on illustrative CCPN closing timeline (0.2); correspondence with K. Jameson regarding upcoming amendment (0.2).
Moyal, Shay	09/10/19	1.3	Draft tax comments on Kinder Morgan closing checklist.
Owens, Khadijah A.	09/10/19	1.9	Update closing checklist (1.4); coordination with regarding handling post-signing item (0.3); emails with mergers & acquisitions team regarding same (0.2).
Slansky, Aliza	09/10/19	0.7	Review draft Kinder Morgan Asset Purchase Agreement closing checklist (0.2); calls and conferences with tax and mergers & acquisitions team concerning deal status and tax

Invoice No.7004975
 Invoice Date October 29, 2019

Time Detail By Project				
Name	Date	Hours	Narrative	
Szanzer, Steven Z.	09/10/19	3.2	slides (0.5). Finalize ArcLight Asset Purchase Agreement and related documents (1.5); correspondence with T. LeDay and B. Weller regarding sale order (0.2); correspondence with K. Owens regarding service issue (0.1); correspondence with mergers & acquisitions team, D. Klein, and Evercore regarding sale process (0.5); manage auction logistics (0.3); correspondence and call with Morris Nichols regarding sale process (0.4); correspondence with A. Slansky regarding tax issues (0.2).	
Ariel, Donny	09/11/19	1.9	Prepare for (0.1) and telephone conference with S. Lim regarding issues with respect to sale process (0.3); correspondence with S. Szanzer regarding issues with respect to sale process (0.2); telephone conference with bidder's counsel regarding issues with respect to sale process (0.2); draft emails regarding issues with respect to sale process (1.1).	
Birnbaum, Harold	09/11/19	0.5	Review and comment on revised ArcLight Asset Purchase Agreement (0.3); correspondence with Davis Polk team regarding same (0.2).	
Bullitt, Stockton	09/11/19	2.0	Correspondence with S. Lim regarding disclosure schedule items (0.3); telephone conference with A. Nguyen regarding asset purchase agreement (0.2); correspondence with H. Birnbaum and S. Lim regarding Asset Purchase Agreement (0.2); revise Asset Purchase Agreement execution version (0.6); correspondence with A. Nguyen regarding disclosure schedules (0.2); revise disclosure schedules (0.3); correspondence with working group regarding Asset Purchase Agreement (0.2).	
Burke, Arthur M.T.	09/11/19	1.8	Asset Purchase Agreement signing matters.	
Klein, Darren S.	09/11/19	0.3	Manage finalization of ArcLight bid.	
Lim, Soo	09/11/19	1.6	Review proposed cure costs schedule (1.3); call with D. Ariel regarding sale process (0.3).	
Malinowsky, Thomas D.	09/11/19	0.5	Correspondence with K. Jameson and H. Birnbaum regarding CCPN amendment.	
Szanzer, Steven Z.	09/11/19	1.4	Finalize ArcLight transaction documents (0.6); review and handle related issues with D. Ariel, M. Bouslog and E. Moats (0.5); correspondence with R. Pacha and M. Salazar regarding returning deposits (0.2); email J. Goolsby regarding same (0.1).	
Ariel, Donny	09/12/19	2.8	Telephone conference with Davis Polk team, Southcross financial advisor and local counsel regarding possible filings (0.8); telephone conference with local counsel (0.1); review issues with respect to executed asset purchase agreement filing and review and revise notice related thereto (1.9)	
Bullitt, Stockton	09/12/19	4.0	Telephone conference with working group regarding weekly status (0.8); correspondence with S. Lim regarding signing items (0.2); review Asset Purchase Agreement (0.2); revise Asset Purchase Agreement (1.5); correspondence with D. Ariel and S. Lim regarding signing items (1.1); correspondence with A. Nguyen regarding Asset Purchase Agreement (0.2).	
Feldstein, Rachel M.	09/12/19	0.2	Correspondence with Bracewell Giuliani regarding closing deliverables for Kinder Morgan Asset Purchase Agreement.	
Klein, Darren S.	09/12/19	0.4	Call with J. Minias regarding next steps (0.2); discussions with S. Szanzer regarding same (0.2).	
Lim, Soo	09/12/19	1.4	Draft list of key dates for sale process (0.9); correspondence	

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Owens, Khadijah A.	09/12/19	2.2	regarding same with Davis Polk team (0.5).
Szanzer, Steven Z.	09/12/19	0.9	Schedule updates request (0.5); emails regarding same (1.7). Finalize filing of executed ArcLight documents (0.6); call with M. Frank regarding wind down budget (0.3).
Ariel, Donny	09/13/19	3.6	Review and draft emails with respect to sale process (0.5); telephone conference with assistant U.S. attorney (0.3); correspondence with S. Szanzer and draft emails regarding the same (0.2); draft and revise docket filings and documents related thereto (1.5); review of proposed sale timeline (0.1); review issues with respect to docket filings (1.0).
Bullitt, Stockton	09/13/19	1.7	Correspondence with working group regarding key dates (1.5); correspondence with Southcross regarding key dates (0.2).
Feldstein, Rachel M.	09/13/19	1.1	Review form assignments from Bracewell Giuliani (0.7); correspondence with S. Kennedy, Texas local counsel regarding same (0.2); correspondence with Gibson Dunn regarding closing deliverables (0.2).
Kennedy, Susan D.	09/13/19	0.8	Review revised Asset Purchase Agreement; (0.6); correspondence with R. Feldstein regarding form conveyance documents (0.2).
Klein, Darren S.	09/13/19	0.1	Emails with A. Perez regarding stalking horse Asset Purchase Agreements.
Lim, Soo	09/13/19	1.2	Correspondence with Davis Polk teams regarding ArcLight documents (0.8); correspondence with S. Szanzer and S. Bullitt regarding timeline (0.4).
Malinowsky, Thomas D.	09/13/19	0.4	Compile documents to facilitate bankruptcy team filing of CCPN Asset Purchase Agreement redline.
Owens, Khadijah A.	09/13/19	0.7	Handle post-signing requests (0.5); emails with Davis Polk team regarding same (0.2).
Szanzer, Steven Z.	09/13/19	1.4	Finalize filings relating to ArcLight and Kinder Morgan transactions (0.9); correspondence with E. Slights and D. Ariel regarding sale order (0.2); correspondence with S. Lim and S. Bullitt regarding timeline (0.3).
Ariel, Donny	09/14/19	0.2	Correspondence with T. Malinowsky and S. Lim regarding clean version of documents.
Ariel, Donny	09/15/19	5.8	Correspondence with D. Klein, S. Szanzer, T. Green and Morris Nichols team with respect to case developments (0.3); draft sale notice (3.1); review documents with respect to stalking horse bids (1.8); review and draft emails regarding the same (0.6).
Bullitt, Stockton	09/15/19	0.9	Correspondence with S. Lim regarding Asset Purchase Agreement (0.6); prepare redacted copies of Asset Purchase Agreement (0.3).
Lim, Soo	09/15/19	1.3	Review Asset Purchase Agreement for closing (0.9); correspondence with T. Malinowsky and D. Ariel regarding compilation of closing documents (0.4).
Malinowsky, Thomas D.	09/15/19	0.4	Correspondence with D. Ariel and S. Lim regarding compiling clean versions of documents.
Owens, Khadijah A.	09/15/19	1.2	Attend to post-signing items (0.8); emails with mergers & acquisitions and bankruptcy teams regarding same (0.4).
Szanzer, Steven Z.	09/15/19	0.3	Correspondence with Evercore and mergers & acquisitions team regarding auction dates.
Ariel, Donny	09/16/19	3.9	Correspondence with S. Szanzer and T. Green regarding case preparation (0.2); telephone conferences with S. Szanzer regarding notice of revised sale timeline (0.2); draft and revise notice of sale (3.0); draft emails regarding same (0.3); telephone conferences with S. Lim regarding same (0.2).

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Burke, Arthur M.T.	09/16/19	1.5	Discuss and revise Asset Purchase Agreement and ancillary documents.
Feldstein, Rachel M.	09/16/19	0.3	Correspondence with Southcross and Texas counsel regarding form of partial assignment.
Giddens, Magali	09/16/19	0.2	Review sale related correspondence.
Klein, Darren S.	09/16/19	0.2	Review and comment on notice of sale timeline.
Lim, Soo	09/16/19	1.8	Review Gathering & Processing schedules.
Malinowsky, Thomas D.	09/16/19	0.3	Emails with mergers & acquisitions team regarding auction timing and other sale process matters.
Szanzer, Steven Z.	09/16/19	2.0	Handle auction logistics (0.5); review and revise Notice of Revised Sale Timeline (0.8); correspondence (0.2) and calls (0.2) with D. Ariel regarding same; correspondence with D. Klein regarding same (0.3); correspondence with M. Howe regarding emission credits (0.1); correspondence with M. Salazar regarding return of deposit (0.1).
Burke, Arthur M.T.	09/17/19	1.0	Participate in Mississippi regulatory call (0.5); participate in Alabama regulatory call (0.5).
Lim, Soo	09/17/19	1.6	Call with bidder to discuss regulatory approvals (0.5); review ArcLight Asset Purchase Agreement (0.4); call with K. Jameson, Morris Nichols, and others to discuss Frio entities (0.4); call with Alvarez & Marsal to discuss schedules (0.3).
Szanzer, Steven Z.	09/17/19	0.9	Call with E. Levine regarding sale process (0.1); handle auction logistics (0.8).
Ariel, Donny	09/18/19	1.5	Telephone conference with Southcross financial advisor regarding sale process (0.1); follow-up telephone conference with Southcross financial advisor regarding sale process issue (0.2); respond to email with respect to sale process issue (0.1); review documents with respect to sale process issue and draft email regarding same (0.3); review with respect to Department of Justice inquiry regarding issues with respect to Debtors' schedules and SoFAs and draft emails regarding same (0.6); correspondence with S. Szanzer regarding same (0.2).
Bullitt, Stockton	09/18/19	2.4	Prepare closing checklist.
Klein, Darren S.	09/18/19	0.7	Discussions with S. Szanzer regarding auction process (0.5); call and emails with J. Minias regarding same (0.2).
Owens, Khadijah A.	09/18/19	2.0	Draft and review Lancaster items (1.4); emails with Southcross and mergers & acquisitions team (0.6).
Szanzer, Steven Z.	09/18/19	0.8	Correspondence with D. Ariel regarding Department of Justice's issue with Schedules and SoFAs (0.3); correspondence and discussions with D. Klein regarding auction logistics (0.5).
Ariel, Donny	09/19/19	1.5	Telephone conference with Southcross, its advisors and Davis Polk team (0.7); revise sale notice (0.1); review and draft emails with respect to sale process (0.2); review same with respect to sale process issue and review and draft emails regarding same (0.4); telephone conference with Morris Nichols, Southcross advisor and Davis Polk team, and preparation with respect to the same (0.4); draft emails regarding same (0.1); review with respect to contracts notice and draft emails regarding same (0.3); review and revise sale notice and draft and review emails regarding same (0.3).
Crandall, Jeffrey P.	09/19/19	0.6	Review Asset Purchase Agreement in connection with employee-related issues (0.5); call with C. Fabiani regarding same (0.1).
Malinowsky, Thomas	09/19/19	0.6	Emails with mergers & acquisitions team regarding

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
D. Owens, Khadijah A.	09/19/19	1.1	Southcross Holdings purchase. Lancaster - Issues List catchup call (0.7); prepare notes of call (0.4).
Szanzer, Steven Z.	09/19/19	0.3	Correspondence with D. Ariel regarding Department of Justice inquiry (0.2); correspondence with G. Fragosso regarding same (0.1).
Szanzer, Steven Z.	09/19/19	1.2	Revise and finalize Notice of Revised Sale Timeline (0.5); correspondence and call with M. Bouslog regarding same (0.2); manage auction logistics (0.5).
Ariel, Donny	09/20/19	2.1	Review and draft emails with respect to sale process issue (0.9); review sale notice issue (0.7); analyze issue with respect to possible claims (0.5).
Bullitt, Stockton	09/20/19	0.3	Review diligence materials.
Feldstein, Rachel M.	09/20/19	0.4	Review draft assignment documents from Bracewell Giuliani.
Lim, Soo	09/20/19	0.2	Call with Alvarez & Marsal to discuss schedules.
Szanzer, Steven Z.	09/20/19	0.6	Correspondence and call with M. Bouslog regarding sale timeline (0.3); correspondence with D. Ariel regarding service issues (0.3).
Lim, Soo	09/21/19	2.7	Review disclosure schedules (2.4); correspondence with Southcross regarding same (0.3).
Owens, Khadijah A.	09/21/19	1.3	Revise assignment agreement (0.4) and disclosure schedules (0.4); emails with mergers & acquisitions team regarding same (0.5).
Feldstein, Rachel M.	09/22/19	1.4	Review and comment on form of partial assignment from Bracewell Giuliani.
Lim, Soo	09/22/19	3.4	Review assignment and assumption agreement (1.1); correspondence internally and with Southcross (0.6); draft closing checklist (1.7)
Ariel, Donny	09/23/19	0.4	Draft emails with respect to sale process (0.2); review and draft emails with respect to service issue (0.2).
Green, Thomas S.	09/23/19	0.1	Correspondence with S. Szanzer regarding emission credit motion.
Klein, Darren S.	09/23/19	0.4	Emails regarding emission credit sale process (0.2); manage auction logistics (0.2).
Malinowsky, Thomas D.	09/23/19	0.2	Correspondence regarding redacting CCPN asset schedules with Davis Polk restructuring team.
Moyal, Shay	09/23/19	3.3	Conduct legal analysis regarding potential tax issues of future sales.
Owens, Khadijah A.	09/23/19	5.4	Review and revise closing checklist.
Birnbaum, Harold	09/24/19	0.3	Call with A. Burke regarding next steps in sale process.
Bullitt, Stockton	09/24/19	0.7	Correspondence with S. Lim regarding surface leases (0.3); review surface leases (0.3); revise closing checklist (0.1).
Lim, Soo	09/24/19	3.6	Call with Alvarez & Marsal regarding sale issues (0.2); correspondence with same and with mergers & acquisitions team (0.6); review closing checklist (2.8).
Malinowsky, Thomas D.	09/24/19	0.4	Update CCPN asset listing attachment as per Bracewell Giuliani request.
Moyal, Shay	09/24/19	2.5	Conduct legal analysis regarding potential tax issues of future sales.
Owens, Khadijah A.	09/24/19	1.6	Revise Gathering & Processing schedules (0.6); and revisions of post-signing items (0.5); emails with mergers & acquisitions team regarding same (0.5).
Ariel, Donny	09/25/19	0.2	Draft emails with respect to sale process.
Bullitt, Stockton	09/25/19	0.5	Review disclosure schedules.
Lim, Soo	09/25/19	1.0	Revise disclosure schedules (0.7); correspondence with Southcross regarding same (0.3).

Invoice No. 7004975
 Invoice Date October 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Owens, Khadijah A.	09/25/19	1.8	Review Excel spreadsheets and emails from Southcross (0.8); update disclosure schedules based on Southcross feedback (0.6); emails with mergers & acquisitions team and Southcross regarding same (0.4).
Ariel, Donny	09/26/19	0.2	Draft emails with respect to sale process.
Bullitt, Stockton	09/26/19	0.2	Correspondence with Davis Polk working group regarding Asset Purchase Agreement.
Klein, Darren S.	09/26/19	0.5	Call with potential bidder counsel regarding auction and bidding.
Lim, Soo	09/26/19	2.1	Review disclosure schedules.
Malinowsky, Thomas D.	09/26/19	0.5	Discuss shape file request with Bracewell Giuliani (0.3); follow-up with Southcross regarding same (0.2).
Moyal, Shay	09/26/19	1.8	Tax analysis of Asset Purchase Agreement.
Slansky, Aliza	09/26/19	1.1	Review and revise Kinder Morgan Asset Purchase Agreement (0.8); emails with S. Szanzer and others concerning same (0.3).
Szanzer, Steven Z.	09/26/19	0.3	Correspondence with mergers & acquisitions team regarding Asset Purchase Agreements (0.3); call with M. Frank regarding wind down budget (0.4).
Birnbaum, Harold	09/27/19	1.5	Review and comment on draft Asset Purchase Agreement.
Bullitt, Stockton	09/27/19	2.2	Revise closing checklist (1.9); correspondence with K. Owens and S. Lim regarding closing checklist (0.3).
Burke, Arthur M.T.	09/27/19	2.8	Revise Asset Purchase Agreement and ancillary documents (1.6); internal correspondence regarding same (0.4); discussions and correspondence regarding Southcross Holdings closing and related documents with M. Marks (0.3) and mergers & acquisitions team (0.5).
Lim, Soo	09/27/19	1.9	Review and revise disclosure schedules (0.3); review and revise closing certificate (0.8); revise closing checklist (0.8).
Malinowsky, Thomas D.	09/27/19	0.4	Correspondence regarding CCPN shape file and amendment.
Moyal, Shay	09/27/19	1.3	Tax analysis of Asset Purchase Agreement.
Owens, Khadijah A.	09/27/19	1.5	Revise officer's certificates (0.8); revise signature packet for closing (0.3); emails with mergers & acquisitions team, Baker Botts and Southcross regarding same (0.4).
Slansky, Aliza	09/27/19	0.3	Call with Alvarez & Marsal concerning draft Asset Purchase Agreements.
Ariel, Donny	09/28/19	0.2	Review and draft emails with respect to sale process, including review of documents related thereto.
Ariel, Donny	09/29/19	0.5	Review and revise sale process documents.
Burke, Arthur M.T.	09/29/19	3.7	Revise Asset Purchase Agreement and ancillary documents (3.4) and discuss internally (0.3).
Klein, Darren S.	09/29/19	0.3	Emails with A. Burke and others regarding gathering and processing Purchase Agreement.
Moyal, Shay	09/29/19	0.6	Tax analysis of Asset Purchase Agreement.
Slansky, Aliza	09/29/19	0.5	Review draft Asset Purchase Agreement and associated emails.
Birnbaum, Harold	09/30/19	1.0	Review and comment on draft Asset Purchase Agreement.
Bullitt, Stockton	09/30/19	1.5	Review material contracts schedule (0.8); correspondence with working group regarding material contracts schedule (0.4); correspondence with S. Lim regarding closing items (0.3).
Burke, Arthur M.T.	09/30/19	2.1	Revise Asset Purchase Agreement and ancillary documents (1.3); discuss Southcross Holdings closing and related issues with mergers & acquisitions team (0.8).

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Curran, William A.	09/30/19	0.9	Review and revise Asset Purchase Agreement.
Lim, Soo	09/30/19	2.0	Correspondence with restructuring and mergers & acquisitions teams regarding closing deliverables and other issues (0.9); call with Southcross Holdings counsel (0.4); review closing deliverables (0.2); call with Alvarez & Marsal (0.4); correspondence with Alvarez & Marsal regarding same (0.1).
Malinowsky, Thomas D.	09/30/19	4.5	Revise CCPN non-disclosure agreement amendment (2.0); prepare initial draft CCPN Asset Purchase Agreement amendment (2.5).
Moyal, Shay	09/30/19	0.9	Tax analysis of Asset Purchase Agreement.
Total R110 ASSET DISPOSITIONS		277.6	
R120 CORPORATE GOVERNANCE, BOARD MATTERS AND COMMUNICATIONS			
Malinowsky, Thomas D.	09/03/19	0.2	Compile executed Board resolutions regarding CCPN sale.
Szanzer, Steven Z.	09/04/19	0.2	Correspondence with Evercore, K. Jameson, and D. Klein regarding Board call.
Birnbaum, Harold	09/05/19	1.0	Attend Board call (0.8); prepare for same (0.2).
Burke, Arthur M.T.	09/05/19	1.0	Preparation for Board call (0.2); attend Board update call (0.8).
Klein, Darren S.	09/05/19	1.3	Attend Board call with J. Swent and others (0.8); follow-up discussion with S. Szanzer regarding same (0.2); follow-up call with J. Swent and K. Jameson regarding same (0.3).
Meyer, Daniel E.	09/05/19	1.7	Attend Board meeting telephonically (0.8); draft minutes regarding same (0.9).
Szanzer, Steven Z.	09/05/19	0.8	Participate in Board call.
Szanzer, Steven Z.	09/19/19	0.6	Correspondence and discussions with H. Birnbaum, D. Klein, and A. Burke regarding Board resolutions (0.5); correspondence with J. Russell regarding same (0.1).
Bullitt, Stockton	09/20/19	0.8	Telephone conference regarding Board meeting (0.5); prepare notes regarding Board call (0.3).
Burke, Arthur M.T.	09/20/19	0.9	Attend Board call (0.5); prepare for same (0.4).
Klein, Darren S.	09/20/19	1.7	Prepare for Board meeting, including drafting talking points (0.6); attend Board call (0.5); internal follow-up regarding same (0.3); comment on Board resolutions (0.3).
Szanzer, Steven Z.	09/20/19	1.0	Participate in Board call (0.5); prepare for same (0.2); correspondence with D. Klein, H. Birnbaum, and A. Burke regarding Board resolutions (0.3).
Lim, Soo	09/23/19	1.8	Revise Board resolutions regarding deregistration (1.2); correspondence with A. Burke and rest of mergers & acquisitions team regarding same (0.6).
Meyer, Daniel E.	09/23/19	0.2	Review Board minutes.
Patel, Rahul K.	09/25/19	0.3	Prepare draft Board consent resolutions for deregistration.
Blanco, Maurice	09/26/19	1.3	Questions from K. Jameson regarding Form 15 (0.8); call with Board regarding same (0.5).
Klein, Darren S.	09/26/19	1.0	Attend Board call regarding deregistration (0.5); comment on minutes (0.5).
Meyer, Daniel E.	09/26/19	0.5	Attend Board call and take minutes.
Patel, Rahul K.	09/26/19	2.7	Prepare draft Board consent resolutions for deregistration (2.1); email correspondences with M. Blanco and K. Jameson regarding same (0.6).
Szanzer, Steven Z.	09/26/19	0.7	Participate in Board call (0.5); review emails regarding written consent (0.1); correspondence and discussions with D. Klein and D. Meyer regarding Board minutes (0.1).
Meyer, Daniel E.	09/27/19	0.2	Finalize Board meeting minutes.
Szanzer, Steven Z.	09/27/19	0.1	Correspondence with K. Jameson regarding Board minutes.

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Total R120 CORPORATE GOVERNANCE, BOARD MATTERS AND COMMUNICATIONS		20.0	
R125 CREDITOR/EQUITYHOLDER/UCC ISSUES			
Szanzer, Steven Z.	09/03/19	0.4	Respond to creditor inquiry (0.1); correspondence and discussions with J. Finelli, D. Meyer and D. Klein regarding cash management issue (0.3).
Szanzer, Steven Z.	09/09/19	0.5	Respond to creditor inquiries.
Szanzer, Steven Z.	09/10/19	0.3	Correspondence with K. Jameson regarding EEOC claim (0.1); correspondence with D. Meyer regarding same (0.2).
Szanzer, Steven Z.	09/11/19	0.1	Respond to unitholder inquiry.
Szanzer, Steven Z.	09/12/19	0.3	Review notice of satisfaction of claims (0.1); call with Alvarez & Marsal and Morris Nichols regarding same (0.2).
Ariel, Donny	09/26/19	0.2	Discuss and correspond with S. Szanzer regarding governmental bar date.
Szanzer, Steven Z.	09/26/19	0.2	Correspondence and discussions with D. Ariel regarding governmental bar date.
Ariel, Donny	09/27/19	0.4	Correspond with S. Szanzer and D. Klein regarding governmental bar date.
Klein, Darren S.	09/27/19	0.3	Communications with D. Ariel and others regarding governmental bar date extension request.
Szanzer, Steven Z.	09/27/19	0.7	Correspondence with D. Ariel regarding governmental bar date (0.4); correspondence with Morris Nichols regarding same (0.3).
Ariel, Donny	09/29/19	0.4	Draft emails regarding issue with respect bar date.
Ariel, Donny	09/30/19	3.4	Review bar date issue, including telephone conferences with D. Klein, E. Slights, and A. Remming (0.8); draft stipulation with respect thereto (2.3); draft emails with respect thereto (0.3).
Klein, Darren S.	09/30/19	0.3	Call and emails with D. Ariel regarding government bar date.
Total R125 CREDITOR/EQUITYHOLDER/UCC ISSUES		7.5	
R135 EMPLOYEE/LABOR ISSUES			
Szanzer, Steven Z.	09/03/19	0.3	Call with L. Roberts regarding potential KERP supplement (0.1); correspondence and discussions with D. Meyer regarding same (0.2).
Klein, Darren S.	09/05/19	0.2	Discussions with M. Huebner and J. Swent regarding retention programs.
Crandall, Jeffrey P.	09/06/19	0.4	Review retention and KEIP payment issues.
Kasprisin, Justin	09/06/19	1.8	Review retention compensation arrangements (0.6); prepare summary chart of same (1.2).
Alexander			
Szanzer, Steven Z.	09/06/19	1.0	Call with L. Roberts regarding retention programs (0.3); review wages order (0.1); discussion with D. Klein regarding retention programs (0.2); review prior materials regarding same (0.3); correspondence with J. Kasprisin regarding same (0.1).
Crandall, Jeffrey P.	09/09/19	0.6	Review retention plan summary.
Szanzer, Steven Z.	09/09/19	0.2	Review summary of retention programs.
Klein, Darren S.	09/18/19	0.2	Discuss employee retention items with M. Huebner and review same.
Klein, Darren S.	09/20/19	0.3	Discussions with J. Swent and M. Huebner regarding employee items.

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Szanzer, Steven Z.	09/20/19	0.6	Correspondence with D. Klein regarding bonus programs (0.1); correspondence with M. Huebner regarding same (0.2); call and correspondence with L. Roberts regarding same (0.3).
Total R135 EMPLOYEE/LABOR ISSUES		5.6	
R140 FINANCING, CASH COLLATERAL AND ADEQUATE PROTECTION			
Finelli, Jon	09/03/19	0.3	Review Wells letters seeking to terminate deposit accounts and emails with Davis Polk and Alvarez & Marsal regarding same.
Szanzer, Steven Z.	09/03/19	0.4	Correspondence with J. Finelli, C. Holt, and B. Taylor regarding lien searches (0.2); correspondence and call with D. Stroik regarding same (0.2).
Volano, Theresa	09/03/19	1.1	Emails with B. Taylor regarding lien searches (0.2); review organizational documents (0.6); order lien searches (0.3).
Volano, Theresa	09/04/19	0.9	Prepare lien search chart (0.5); order Intellectual Property searches (0.2); emails with Cogency and B. Taylor regarding same (0.2).
Volano, Theresa	09/05/19	0.8	Review Intellectual Property search results.
Holt, Christopher W.	09/06/19	0.6	Review lien search results (0.4); correspondence with T. Volano regarding same (0.2).
Szanzer, Steven Z.	09/06/19	0.1	Correspondence with B. Taylor regarding lien searches.
Szanzer, Steven Z.	09/06/19	0.1	Review email from J. Burbage regarding adequate protection payment.
Volano, Theresa	09/06/19	1.7	Review lien search results (1.5); emails with L. Garcia, B. Taylor regarding same (0.2).
Szanzer, Steven Z.	09/09/19	0.1	Email Southcross regarding adequate protection payment.
Kennedy, Susan D.	09/10/19	1.2	Correspondence with R. Feldstein regarding form of assignment and deed (0.4); review drafts of same (0.8).
Szanzer, Steven Z.	09/10/19	0.2	Correspondence with D. Klein and J. Finelli regarding DIP Amendment.
Ariel, Donny	09/12/19	1.0	Review final DIP order and DIP credit agreement (0.8); correspondence and discussion with S. Szanzer regarding mandatory prepayment (0.2).
Szanzer, Steven Z.	09/12/19	0.4	Correspondence and discussions with D. Klein and D. Ariel regarding mandatory prepayment (0.2); review DIP Credit Agreement regarding same (0.2).
Kennedy, Susan D.	09/16/19	0.8	Email Bracewell Giuliani regarding partial assignment (0.3); review same (0.4); emails with M. Babic regarding same (0.1).
Szanzer, Steven Z.	09/16/19	0.1	Correspondence with J. Finelli regarding DIP Amendment.
Corbett, Richard	09/17/19	0.4	Respond to questions with T. Volano regarding lien searches.
Finelli, Jon	09/17/19	0.6	Review lien searches regarding Lancaster entities (0.4); emails with Davis Polk restructuring team regarding same (0.2).
Szanzer, Steven Z.	09/17/19	0.2	Correspondence with D. Klein, J. Finelli, and C. Holt regarding lien searches.
Volano, Theresa	09/17/19	0.7	Review lien search results and send to team (0.5); order additional searches (0.2).
Finelli, Jon	09/18/19	0.5	Call with Willkie Farr finance team regarding amendments to DIP Credit Agreement and structure of intercompany security interest and related follow-up.
Holt, Christopher W.	09/18/19	1.3	Call with Willkie Farr team regarding DIP Amendment (0.4); discuss DIP Amendment with Davis Polk team (0.9).
Volano, Theresa	09/18/19	0.4	Review lien search results and send same to J. Finelli.
Corbett, Richard	09/19/19	3.4	Draft Joinder regarding Guarantee Credit Agreement (3.0);

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
			review dataroom for Guaranty and Collateral Agreement Schedule information (0.4).
Volano, Theresa	09/19/19	0.8	Order and review Intellectual Property searches.
Corbett, Richard	09/20/19	1.3	Draft joinder schedules.
Corbett, Richard	09/21/19	3.4	Dataroom document review for Guarantee Credit Agreement and its Joinder Schedules.
Finelli, Jon	09/22/19	1.2	Review fourth amendment to Credit Agreement (0.9); internal emails regarding same (0.3).
Szanzer, Steven Z.	09/22/19	0.3	Correspondence with J. Finelli, D. Klein, and Willkie Farr regarding DIP Amendment.
Corbett, Richard	09/23/19	4.6	Review data room for relevant entity information for real property schedule drafting (0.3); complete draft real property schedules (3.9); discuss workstreams with team (0.2); review schedule revisions from senior (0.2).
Feldstein, Rachel M.	09/23/19	6.5	Attend call with J. Finelli and S. Kennedy regarding Lancaster settlement and intercompany deed of trust (0.5); review and comment on deed of trust (4.5); discussion with S. Kennedy regarding deed of trust (0.7) correspondence with Texas local counsel regarding same (0.8).
Finelli, Jon	09/23/19	5.5	Review DIP Amendment and prepare comments regarding same (2.8) calls and emails with Willkie Farr and Davis Polk restructuring teams regarding same (0.9); discussions with S. Szanzer regarding DIP waiver (0.2); review revised DIP Amendment and related follow-up with Willkie Farr and Davis Polk restructuring team (0.5); call with Davis Polk real estate team regarding mortgage and review regarding same (0.5); review Guarantee Credit Agreement joinder and emails regarding same (0.5).
Holt, Christopher W.	09/23/19	4.3	Review DIP Amendment documents and related schedules (4.0); discuss DIP Amendment with Davis Polk restructuring and real estate teams (0.3).
Kennedy, Susan D.	09/23/19	2.3	Review real property schedules (1.1); conference with R. Feldstein regarding deed of trust (0.7); conference call with J. Finelli, R. Feldstein, and others regarding intercompany deed of trust (0.5).
Klein, Darren S.	09/23/19	0.6	Discussion with J. Finelli regarding DIP Amendment (0.2); review and comment on same (0.4).
Szanzer, Steven Z.	09/23/19	1.5	Correspondence and discussions with J. Finelli and D. Klein regarding DIP Amendment (0.7); correspondence with D. McElligott regarding same (0.1); review same (0.4); correspondence and discussions with J. Finelli regarding DIP waiver (0.2); correspondence with W. Eguchi regarding same (0.1).
Feldstein, Rachel M.	09/24/19	5.6	Review and revise intercompany deed of trust (4.0); correspondence with S. Kennedy and J. Finelli regarding same (0.5); revise deed of trust per J. Finelli's comments (1.1).
Finelli, Jon	09/24/19	2.7	Call with Willkie Farr regarding fourth Amendment to DIP Credit Agreement (0.4); revise Amendment to same (1.1); review Florida Gas mortgage and Davis Polk real estate comments regarding same (0.9); related follow-up with real estate team (0.3).
Holt, Christopher W.	09/24/19	1.3	Review DIP Amendment documentation.
Klein, Darren S.	09/24/19	0.3	Review DIP amendment (0.2); emails with J. Finelli regarding same (0.1).
Szanzer, Steven Z.	09/24/19	0.6	Review fourth Amendment to DIP Credit Agreement (0.3); review emails regarding same (0.3).

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Feldstein, Rachel M.	09/25/19	3.2	Revise intercompany deed of trust per comments from J. Finelli and S. Kennedy (2.6); correspondence with Willkie Farr regarding same (0.2); review schedules (0.4).
Finelli, Jon	09/25/19	0.6	Review agent comments to fourth Amendment and email regarding same (0.3); attention to execution of fourth DIP Amendment and joinder (0.1); emails with Davis Polk real estate team regarding Department of Transportation and related follow-up (0.2).
Holt, Christopher W.	09/25/19	0.7	Review DIP Amendment documents.
Kennedy, Susan D.	09/25/19	0.3	Emails with R. Feldstein regarding revised deed of trust and signatures.
Szanzer, Steven Z.	09/25/19	0.5	Circulate fully executed settlement documents (0.2); correspondence with J. Finelli and S. Kennedy regarding security documents.
Feldstein, Rachel M.	09/26/19	4.9	Finalize deeds of trust (3.0); correspondence with Southcross regarding real property schedules (0.2); review Willkie's markup to the deed of trust (0.4); correspondence with Davis Polk Credit team regarding same (0.9); call with S. Kennedy regarding comments and revise same (0.4).
Kennedy, Susan D.	09/26/19	1.6	Review revised deed of trust form (1.2); call with R. Feldstein regarding same (0.4).
Szanzer, Steven Z.	09/26/19	0.5	Review emails regarding security documents.
Feldstein, Rachel M.	09/27/19	3.1	Revise deed of trust per comments from J. Finelli (2.7); send revised markup to Willkie Farr (0.1); review comments from Texas counsel (0.3).
Kennedy, Susan D.	09/27/19	1.6	Calls and emails regarding deed of trust (0.2); review and revise deed of trust (1.1); correspondence with R. Feldstein regarding same (0.1); review Texas counsel comments (0.2).
Szanzer, Steven Z.	09/27/19	0.2	Review emails regarding security documents.
Feldstein, Rachel M.	09/30/19	2.7	Correspondence with S. Kennedy and Texas counsel regarding DIP and intercompany mortgages (0.5); review Willkie Farr markups (0.5); finalize mortgages (1.5); correspondence with Southcross regarding same (0.2).
Finelli, Jon	09/30/19	1.8	Finalize Amendment and joinder with Willkie Farr and call with Willkie Farr team regarding closing (0.8); review DIP mortgage for acquired entities and emails with Davis Polk real estate team and Willkie Farr regarding same (1.0).
Holt, Christopher W.	09/30/19	1.8	Review DIP Amendment documentation.
Kennedy, Susan D.	09/30/19	3.2	Revise deeds of trust (2.3); review and comment on deeds of trust (0.3); correspondence with R. Feldstein regarding comments to deed of trust and revisions (0.4); correspond with J. Finelli regarding deeds of trust (0.1); emails regarding legal description (0.1).
Total R140 FINANCING, CASH COLLATERAL AND ADEQUATE PROTECTION		86.8	
R145 GENERAL CASE ADMINISTRATION			
Giddens, Magali	09/04/19	0.6	Review Desksite (0.2); update pleadings category spread sheet (0.3); review case correspondence (0.1).
Burke, Arthur M.T.	09/05/19	0.5	Attend weekly progress call.
Lim, Soo	09/05/19	0.5	Attend weekly update call.
Meyer, Daniel E.	09/05/19	0.6	Review first day orders.
Szanzer, Steven Z.	09/05/19	0.9	Prepare for weekly advisor call with Southcross (0.2); participate in same (0.5); follow-up team correspondence and

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Szanzer, Steven Z.	09/09/19	0.2	discussions (0.2). Call with A. Remming regarding status of Certification of Counsel.
Giddens, Magali	09/10/19	0.3	Review.
Burke, Arthur M.T.	09/12/19	0.8	Attend weekly update call (0.5); prepare for same (0.3).
Green, Thomas S.	09/12/19	0.5	Participate in weekly status call with Southcross and advisors.
Klein, Darren S.	09/12/19	0.7	Attend weekly update call with J. Swent and others (0.5); emails with S. Szanzer regarding same (0.2).
Szanzer, Steven Z.	09/12/19	0.5	Join weekly advisor call with Southcross.
Burke, Arthur M.T.	09/19/19	0.4	Attend weekly progress call.
Cheng, Katherine	09/19/19	0.4	Attend weekly status call with Southcross and advisors.
Green, Thomas S.	09/19/19	0.4	Attend update call.
Szanzer, Steven Z.	09/19/19	1.9	Correspondence with Evercore regarding agenda for weekly advisor call with Southcross (0.6); prepare for same (0.4); participate in same (0.4); follow-up team correspondence and discussions (0.5).
Birnbaum, Harold	09/26/19	1.0	Attend weekly update call with Southcross, Davis Polk and Evercore teams.
Klein, Darren S.	09/26/19	1.0	Weekly call with J. Swent and R. Pacha and others regarding sale process.
Lim, Soo	09/26/19	1.0	Attend weekly update call.
Szanzer, Steven Z.	09/26/19	1.0	Participate in weekly advisor call with Southcross.
Total R145 GENERAL CASE ADMINISTRATION		13.2	
R150 LEASES AND CONTRACTS			
Szanzer, Steven Z.	09/05/19	0.4	Correspondence with G. Fragosso and S. Ory regarding Frost Bank contract (0.2); correspondence with G. Fragosso and S. Lawrence regarding various contract counterparties (0.2).
Szanzer, Steven Z.	09/09/19	0.5	Respond to inquiries from contract counterparties.
Szanzer, Steven Z.	09/10/19	0.6	Respond to contract counterparty inquiries.
Szanzer, Steven Z.	09/11/19	0.4	Correspondence and discussions with D. Ariel and S. Lim regarding contract schedules.
Ariel, Donny	09/16/19	0.2	Correspondence and discussions with S. Szanzer regarding supplementing cure schedule.
Szanzer, Steven Z.	09/16/19	0.2	Correspondence and discussions with D. Ariel regarding supplementing cure schedule.
Ariel, Donny	09/17/19	2.1	Revise notice and schedule with respect to Debtors' contracts and leases.
Szanzer, Steven Z.	09/19/19	0.2	Correspondence with D. Ariel regarding supplemental cure schedule (0.1); call with M. Bouslog regarding same (0.1).
Ariel, Donny	09/22/19	3.7	Draft supplemental contracts notice and revise exhibit.
Ariel, Donny	09/23/19	1.2	Revise contracts supplement notice (1.0); correspondence with S. Szanzer regarding same (0.2).
Szanzer, Steven Z.	09/23/19	0.9	Review and revise Second Supplemental Cure Notice (0.6); correspondence with D. Ariel regarding same (0.3).
Szanzer, Steven Z.	09/24/19	0.1	Correspondence with D. Stroik regarding cure objection deadline.
Szanzer, Steven Z.	09/26/19	0.9	Calls and correspondence with M. Howe regarding lease rejection (0.4); correspondence and discussions with D. Klein and D. Ariel regarding same (0.3); correspondence with J. Barsalona regarding same (0.2).
Szanzer, Steven Z.	09/27/19	0.5	Correspondence and calls with Alvarez & Marsal and Southcross regarding lease rejection.
Ariel, Donny	09/29/19	3.5	Revise rejection motion and exhibits thereto.

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Total R150 LEASES AND CONTRACTS		15.4	
R155 LITIGATION			
Cheng, Katherine	09/01/19	1.0	Revise settlement term sheet to incorporate edits from D. Klein and S. Szanzer.
Klein, Darren S.	09/01/19	0.3	Comment on settlement term sheet and emails with K. Cheng regarding same.
Cheng, Katherine	09/02/19	0.1	Review updated draft settlement term sheet.
Green, Thomas S.	09/02/19	2.4	Revise Rule 9019 Motion.
Klein, Darren S.	09/02/19	0.5	Emails with J. Swent and J. Minias regarding litigation next steps (0.3); oversee term sheet review (0.2).
Szanzer, Steven Z.	09/02/19	2.6	Review and revise Rule 9019 motion (1.5); correspondence with T. Green regarding same (0.1); review and revise settlement term sheet (0.8); correspondence with K. Cheng and D. Klein regarding same (0.2).
Cheng, Katherine	09/03/19	3.4	Call with D. McElligott regarding term sheet (0.4); correspond with A. Burke to address revisions to term sheet (0.6); review other equity Asset Purchase Agreements (1.0); revise term sheet to incorporate additional comments from Southcross and Willkie Farr (1.2); correspondence with C. Hines to discuss status and next steps for same (0.2).
Green, Thomas S.	09/03/19	0.3	Revise Rule 9019 Motion (0.2); correspondence with S. Szanzer regarding settlement agreement (0.1).
Klein, Darren S.	09/03/19	3.9	Email and call with M. Frank regarding potential settlement structure (0.2); call with R. Dehney regarding same (0.5); call with J. Swent and K. Jameson regarding structure (0.6); calls with M. Howe regarding same (0.3); emails with J. Minias and others regarding potential settlement (0.4); multiple calls with J. Swent regarding settlement structure (0.4); analysis of settlement structures (1.4); correspondence with A. Mehes regarding stipulation to modify the automatic stay (0.1).
Szanzer, Steven Z.	09/03/19	3.1	Correspondence and discussions with T. Green and D. Klein regarding settlement agreement (0.3); correspondence and call with Evercore regarding settlement (0.2); correspondence and discussions with D. Klein regarding same (0.3); review emails regarding same (0.3); review and comment on revised settlement term sheet (0.7); correspondence with K. Cheng regarding same (0.1); review and revise Rule 9019 Motion (1.2).
Cheng, Katherine	09/04/19	0.6	Further revisions to settlement term sheet.
Finelli, Jon	09/04/19	0.6	Review DIP Credit Agreement for issues regarding Southcross Holdings settlement (0.5); related follow up with Davis Polk restructuring team (0.1).
Green, Thomas S.	09/04/19	2.1	Revise Rule 9019 Motion and Declaration (1.2); discussion with S. Szanzer regarding same (0.4); analyze precedent Rule 9019 settlement agreements (0.2); correspondence and discussion with S. Szanzer and D. Klein regarding settlement agreement (0.3).
Holt, Christopher W.	09/04/19	1.2	Review Credit Agreement in connection with Southcross Holdings settlement process.
Klein, Darren S.	09/04/19	2.3	Call with J. Minias and others regarding potential settlement structure (0.5); follow-up discussion and correspondence with S. Szanzer regarding same and emails with J. Swent regarding same (0.4); emails with J. Swent and others

Invoice No.7004975
 Invoice Date October 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
			regarding same (0.3); call with M. Frank regarding Lancaster liabilities (0.3); analysis of settlement structure and review precedents regarding same (0.8).
Slansky, Aliza	09/04/19	0.2	Calls and emails regarding deal status.
Szanzer, Steven Z.	09/04/19	2.1	Review revised term sheet (0.5); correspondence with K. Cheng and H. Birnbaum regarding same (0.3); review and revise Rule 9019 motion (0.4); discussions with T. Green regarding same (0.4); correspondence and discussions with T. Green and D. Klein regarding settlement agreement (0.3); correspondence with J. Finelli and D. Klein regarding settlement mechanics (0.2).
Burke, Arthur M.T.	09/05/19	0.9	Call with lenders regarding Southcross Holdings settlement.
Cheng, Katherine	09/05/19	2.0	Revise draft term sheet (1.2); address Willkie farr question regarding tort claims (0.3); call with L. Marzorati regarding tort claims (0.2); call with A. Mehes regarding tort claims (0.2); and call with Willkie Farr regarding tort claims (0.1).
Green, Thomas S.	09/05/19	2.9	Revise Rule 9019 motion.
Klein, Darren S.	09/05/19	4.0	Call with M. Huebner regarding settlement construct (0.2); call with J. Swent and others regarding settlement next steps (0.5); call with J. Minias and B. Lowry and others regarding same (0.5); calls with J. Minias regarding settlement structure (0.2); call with restricted lender group regarding potential settlement (0.9); follow-up call with J. Minias regarding same (0.1); revise settlement term sheet (0.6); manage liability diligence analysis (0.9); call with E. Mosley regarding settlement structure (0.1).
Lim, Soo	09/05/19	0.9	Call with restricted lenders on Southcross Holdings Settlement.
Szanzer, Steven Z.	09/05/19	4.7	Review emails regarding settlement term sheet (0.3); correspondence and discussions with D. Klein, K. Cheng, and A. Burke regarding indemnification obligations (0.2); correspondence with D. McElligott regarding change of control issues (0.1); calls and correspondence with J. Barsalona and A. Remming regarding timeline for settlement (1.2); discussions with D. Klein regarding same (0.3); call with Evercore, Houlihan, and Willkie Farr regarding settlement (0.5); call with Southcross and advisors and Restricted Lenders and advisors regarding sale process and settlement (0.9); follow-up call with A. Li (0.2); review and revise Rule 9019 motion (0.5); correspondence and discussions with T. Green regarding same (0.3); discussion with T. Green regarding settlement agreement (0.2).
Cheng, Katherine	09/06/19	2.9	Address questions from D. Klein regarding damages (0.5); review and provide comments on Rule 9019 motion (1.0); revise draft term sheet and send to all parties (1.4).
Green, Thomas S.	09/06/19	6.2	Revise Rule 9019 Motion (3.7), draft Rule 9019 Settlement Agreement (2.3); correspondence with S. Szanzer and K. Cheng regarding same (0.2).
Klein, Darren S.	09/06/19	1.6	Call with J. Minias regarding next steps on potential settlement (0.3); review and comment on term sheet (0.6); call with D. McElligott regarding same (0.1); calls with J. Swent regarding same (0.4); call with N. Labovitz regarding same (0.2).
Szanzer, Steven Z.	09/06/19	3.6	Review emails regarding settlement (0.2); review markups of the term sheet (0.6); review emails regarding same (0.3); review and revise Rule 9019 Motion (1.8); correspondence and discussions with T. Green and K. Cheng regarding same

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Cheng, Katherine	09/07/19	0.9	(0.4); correspondence and discussions with T. Green regarding Rule 9019 Settlement Agreement (0.3). Review and provide comments on draft Rule 9019 Settlement Agreement.
Green, Thomas S.	09/07/19	4.2	Draft and revise Rule 9019 Settlement Agreement.
Klein, Darren S.	09/08/19	0.8	Review and comment on Settlement Motion.
Szanzer, Steven Z.	09/08/19	3.0	Review and revise Rule 9019 Settlement Agreement (2.8); correspondence with T. Green and K. Cheng regarding same (0.2).
Burke, Arthur M.T.	09/09/19	4.7	Discuss and revise Southcross Holdings term sheet (0.9); attend to Asset Purchase Agreement signing matters (3.8).
Green, Thomas S.	09/09/19	5.5	Revise Rule 9019 Motion (5.3); correspondence with S. Szanzer regarding same (0.2).
Hines, Christian	09/09/19	0.2	Correspond with K. Cheng regarding term sheet revisions.
Klein, Darren S.	09/09/19	1.2	Communications with N. Labovitz and J. Minias regarding potential settlement (0.4); emails with J. Swent and J. Minias regarding next steps (0.2); manage documentation for same (0.4); correspondence with S. Szanzer regarding same (0.2).
Szanzer, Steven Z.	09/09/19	3.7	Correspondence with M. Marks regarding settlement (0.1); correspondence and call with M. Frank regarding same (0.4); call with N. Labovitz regarding same (0.2); correspondence with D. Klein regarding same (0.3); review and revise Rule 9019 documents (2.2); correspondence with T. Green and D. Klein regarding same (0.4); correspondence with D. McElligott regarding same (0.1).
Birnbaum, Harold	09/10/19	1.0	Review and comment on bidder Asset Purchase Agreement and Settlement Term sheet (0.5); calls and emails with Southcross, Gibson Dunn and Davis Polk teams regarding same (0.5).
Burke, Arthur M.T.	09/10/19	5.8	Discuss and revise Southcross Holdings term sheet (1.1); attend to Asset Purchase Agreement signing matters (4.7).
Cheng, Katherine	09/10/19	4.5	Call with Debevoise and Baker Botts (0.5); meetings with C. Hines regarding term sheet comments (0.2); review and revise term sheet to incorporate multiple rounds of comments (2.5); confer with S. Szanzer and D. Klein regarding Debevoise mark up to term sheet (0.3); correspond with D. Klein and S. Szanzer regarding related issues (0.2); correspond and discuss same with E. Moskowitz, D. Klein and S. Szanzer (0.4); correspond with A. Burke regarding term sheet comments (0.4).
Green, Thomas S.	09/10/19	3.1	Revise Rule 9019 Motion (1.1), revise Settlement Agreement (1.3); correspondence and discussions with D. Klein, S. Szanzer and E. Moskowitz regarding Rule 9019 documents (0.4); correspondence and discussion with S. Szanzer regarding Settlement Agreement (0.3).
Hines, Christian	09/10/19	3.5	Attend telephonic meeting with D. Klein, S. Szanzer, K. Cheng to discuss Debevoise's proposed revisions to term sheet (0.5); incorporate relevant revisions where appropriate (1.9); propose alternative language as instructed by K. Cheng (0.8); review comments from H. Birnbaum, A. Burke and D. Klein regarding Debevoise's proposed revisions to term sheet (0.1); discussion with K. Cheng regarding D. Klein's additional revisions to draft term sheet (0.2).
Klein, Darren S.	09/10/19	3.4	Review revised settlement term sheet (0.4); call with J. Minias regarding settlement term sheet (0.3); call with D. Stroik and others regarding same (0.5); communications with J. Swent

Invoice No.7004975

Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Szanzer, Steven Z.	09/10/19	10.4	<p>regarding same (0.4); call with M. Howe regarding same and follow-up (0.5); review and comment on term sheet (0.5); correspond with S. Szanzer and K. Cheng regarding Debevoise markup of term sheet (0.2); discussion with S. Szanzer and K. Cheng regarding same (0.3); manage settlement motion (0.3).</p> <p>Review and consider Debevoise's markup of settlement term sheet (0.4); call with Willkie Farr regarding same (0.3); discussion with D. Klein and K. Cheng regarding same (0.3); call with Debevoise and Baker Botts regarding same (0.5); follow-up correspondence with D. Klein and K. Cheng regarding same (0.2); follow-up correspondence with the mergers & acquisitions team regarding same (0.3); correspondence and call with M. Howe regarding same (0.3); correspondence and calls with M. Frank regarding Settlement and timeline (1.0); calls with A. Remming and J. Barsalona regarding same (0.6); correspondence with D. Klein regarding same (0.3); review and revise term sheet (1.3); correspondence and discussions with D. Klein, K. Cheng, and E. Moskowitz regarding same (0.4); review and revise Rule 9019 motion and related documents (1.5); correspondence and discussions with T. Green, D. Klein, and E. Moskowitz regarding same (0.5); review and revise Settlement Agreement (1.8); correspondence and discussions with T. Green regarding same (0.3); correspondence with G. Hood regarding change of control issues (0.1); call with K. Jameson and G. Hood regarding settlement (0.3).</p>
Burke, Arthur M.T.	09/11/19	1.2	Discuss and revise Stock Purchase Agreement and ancillary documents.
Cheng, Katherine	09/11/19	1.1	Call with Southcross regarding term sheet (0.4); revise term sheet (0.4); review bankruptcy court draft motion (0.3).
Green, Thomas S.	09/11/19	1.6	Revise Rule 9019 motion (1.3); revise Settlement Agreement (0.3).
Hines, Christian	09/11/19	1.9	Review E. Moskowitz's revisions to draft Rule 9019 filing (0.4); review revised draft settlement motion and term sheet (1.5).
Klein, Darren S.	09/11/19	1.6	Call with J. Eaves and others regarding potential settlement (0.5); review and comment on term sheet and manage settlement agreement and structure (0.8); communications with J. Swent and M. Howe regarding same (0.3).
Moskowitz, Elliot	09/11/19	1.3	Review draft Rule 9019 papers.
Szanzer, Steven Z.	09/11/19	4.8	<p>Correspondence and calls with D. McElligott and J. Eaves regarding settlement (1.2); finalize term sheet and circulate (0.3); call with S. Jensen regarding settlement and timeline (0.2); correspondence with Alvarez & Marsal, Houlihan Lokey, M. Howe, and D. Klein regarding working capital issues in settlement (0.4); review and consider E. Moskowitz's comments to Rule 9019 documents (0.2); correspondence with E. Moskowitz regarding same (0.1); correspondence and discussions with T. Green regarding same (0.2); revise same and circulate (0.6); correspondence and call with E. Levine regarding Hannan Rule 9019 Declaration (0.2); call with Houlihan Lokey, Southcross, Alvarez & Marsal, and Willkie Farr regarding settlement (0.3); follow-up correspondence and discussions with D. Klein and K. Cheng (0.2); review and revise settlement term sheet (0.3); correspondence and calls</p>

Invoice No.7004975

Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Szanzer, Steven Z.	09/11/19	0.3	with M. Frank regarding settlement and timeline (0.6). Correspondence and call with J. Barsalona regarding timeline and Rule 9019 hearing.
Birnbaum, Harold	09/12/19	0.3	Review and comment on Southcross Holdings term sheet.
Burke, Arthur M.T.	09/12/19	1.4	Revise Stock Purchase Agreement and ancillary documents (1.1); correspondence regarding same with mergers & acquisitions team (0.3).
Cheng, Katherine	09/12/19	1.9	Revise settlement term sheet.
Green, Thomas S.	09/12/19	1.1	Revise Settlement Agreement.
Hines, Christian	09/12/19	1.0	Revise draft term sheet to incorporate comments from A. Burke and H. Birnbaum.
Klein, Darren S.	09/12/19	1.8	Review and comment on settlement term sheet and emails with S. Szanzer and others regarding same (0.7); review insurance policies and emails with L. Buchwald regarding same (0.5); review settlement term sheet and emails with J. Swent regarding same (0.6).
Szanzer, Steven Z.	09/12/19	5.0	Review and revise Settlement Agreement (1.3); correspondence and discussions with T. Green, D. Klein, A. Burke, H. Birnbaum, and R. Pacha regarding same (0.7); review and revise term sheet (1.5); correspondence and discussions with D. Klein, A. Burke, H. Birnbaum, and K. Cheng regarding same (0.8); correspondence with Morris Nichols regarding Rule 9019 Motion (0.1); correspondence and calls with Evercore regarding same (0.3); correspondence and call with D. Stroik regarding settlement (0.2); correspondence and discussions with D. Klein regarding same (0.1).
Birnbaum, Harold	09/13/19	0.6	Review and comment on Southcross Holdings term sheet.
Burke, Arthur M.T.	09/13/19	1.0	Discuss and revise Stock Purchase Agreement and ancillary documents.
Cheng, Katherine	09/13/19	1.3	Revise term sheet to incorporate comments from Davis Polk team and Southcross (0.8); correspondence with D. Klein, S. Szanzer and H. Birnbaum regarding same (0.3); discussion with C. Hines regarding same (0.2).
Green, Thomas S.	09/13/19	3.7	Revise term sheet, Rule 9019 Settlement Motion (3.5); correspondence with S. Szanzer and D. Klein regarding same (0.2).
Hines, Christian	09/13/19	0.3	Discussion with K. Cheng regarding revisions to term sheet (0.2); review latest revisions to term sheet (0.1).
Klein, Darren S.	09/13/19	2.3	Emails with M. Howe and others regarding settlement term sheet and call regarding same (0.4); call with J. Swent regarding same (0.2); communications with J. Minias regarding same (0.3); review and comment on term sheet and emails with J. Swent and M. Howe regarding same (1.4).
Szanzer, Steven Z.	09/13/19	3.2	Review revised term sheet from Southcross Holdings (0.4); review emails regarding same (0.4); correspondence with E. Levine regarding Rule 9019 motion (0.1); review comments to same (0.2); review and revise same (0.3); correspondence with J. Barsalona regarding same (0.1); review revised settlement term sheet (0.3); correspondence and discussions with D. Klein, K. Cheng, and H. Birnbaum regarding same (0.3); review emails regarding settlement (0.4); call with K. Jameson regarding same (0.2); review and revise Settlement Agreement (0.3); correspondence and discussions with T. Green and D. Klein regarding same (0.2).
Ariel, Donny	09/14/19	0.4	Review Settlement Term Sheet.

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Cheng, Katherine	09/14/19	0.9	Review draft extension filings and incorporate comments from E. Moskowitz (0.8); call with C. Hines regarding extension filings and term sheet (0.1).
Green, Thomas S.	09/14/19	0.9	Revise Rule 9019 motion.
Hines, Christian	09/14/19	2.5	Revise term sheet and stipulations extending Southcross Holdings' time to respond in each adversary proceeding (1.9); send to E. Moskowitz, D. Klein for review (0.2); call with K. Cheng to discuss revisions to term sheet and litigation stipulations (0.1); prepare revised stipulations for K. Cheng's review (0.1); call with K. Cheng regarding extension filing and term sheet (0.1); discuss additional to-do items (0.1).
Klein, Darren S.	09/14/19	1.1	Call with M. Howe regarding settlement term sheet (0.1); emails with J. Swent and others regarding same (0.3); emails with J. Minias regarding same (0.3); emails with R. Dehney and others regarding same (0.2); emails with N. Labovitz and others regarding same (0.2).
Szanzer, Steven Z.	09/14/19	0.5	Review emails regarding settlement (0.4); review revised settlement term sheet (0.1).
Ariel, Donny	09/15/19	0.3	Call with D. Klein, S. Szanzer and Morris Nichols regarding Rule 9019 settlement.
Green, Thomas S.	09/15/19	1.6	Call with Morris Nichols and others regarding Rule 9019 settlement (0.3); revise Rule 9019 Settlement Motion (0.1); review and revision of motion to shorten notice (0.9); review S. Szanzer comments to same (0.2); correspondence with Morris Nichols regarding same (0.1).
Klein, Darren S.	09/15/19	0.7	Call with R. Dehney and others regarding settlement motion and motion to expedite (0.3); review and comment on Rule 9019 settlement motion (0.4).
Szanzer, Steven Z.	09/15/19	2.5	Call with D. Klein, T. Green, D. Ariel, and Morris Nichols regarding settlement timeline (0.3); review and consider comments to Rule 9019 motion (0.4); correspondence with T. Green, D. Klein, and R. Pacha regarding same (0.3); revise same (0.2); correspondence with T. Green regarding same (0.1); correspondence with J. Barsalona regarding same (0.1); review and revise motion to shorten notice (0.8); correspondence with T. Green and J. Barsalona regarding same (0.3).
Birnbaum, Harold	09/16/19	1.8	Review term sheet (0.3); calls and emails regarding Southcross Holdings Stock Purchase Agreement and next steps (1.5).
Cheng, Katherine	09/16/19	2.5	Address follow-up with term sheet and execution logistics (1.7); address follow-up with draft extension papers (0.5); email Morris Nichols regarding withdrawal notice (0.1); call with C. Hines regarding potential filing (0.2).
Green, Thomas S.	09/16/19	2.5	Review and revise Rule 9019 motion (0.5); review and revise Settlement Agreement (1.4); analyze Debevoise markup of Rule 9019 Motion (0.4); correspondence with S. Szanzer regarding same (0.2).
Hines, Christian	09/16/19	0.4	Review execution version of term sheet and compare to previous draft (0.2); discuss filing logistics with K. Cheng (0.2).
Klein, Darren S.	09/16/19	2.3	Call with J. Swent regarding settlement documentation (0.1); call with K. Jameson regarding same (0.1); calls with J. Minias and S. Szanzer regarding same (0.1); review and comment on term sheet (0.4); emails with H. Birnbaum and others regarding auction process (0.3); finalization of term sheet (0.4); review Debevoise comments on settlement motion and

Invoice No.7004975

Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Szanzer, Steven Z.	09/16/19	2.7	emails with S. Szanzer regarding same (0.9). Finalize Settlement Term Sheet (0.5); correspondence with J. Minias and D. Klein regarding Rule 9019 Motion (0.2); revise same and email D. Stroik (0.3); correspondence with D. Klein, T. Green, and H. Birnbaum regarding Settlement Agreement (0.4); correspondence with R. Pacha regarding same (0.1); correspondence and call with E. Levine regarding same and Rule 9019 Motion (0.3); correspondence and discussions with T. Green regarding same (0.3); correspondence with S. Hannan and M. Howe regarding Rule 9019 Motion (0.2); review and consider Debevoise's comments to same (0.2); correspondence with D. Klein and E. Moskowitz regarding same (0.2).
Birnbaum, Harold	09/17/19	0.4	Calls and emails with mergers & acquisitions team regarding Southcross Holdings Stock Purchase Agreement and next steps.
Bullitt, Stockton	09/17/19	1.4	Review Stock Purchase Agreement (0.9); correspondence with S. Lim and A. Burke regarding Stock Purchase Agreement (0.5).
Burke, Arthur M.T.	09/17/19	4.5	Discuss Stock Purchase Agreement with S. Lim (1.0); revise Stock Purchase Agreement and ancillary documents (3.5)
Cheng, Katherine	09/17/19	0.3	Review draft withdrawal of notice prepared by Morris Nichols (0.1); review Davis Polk team communications regarding draft agreements (0.2).
Crandall, Jeffrey P.	09/17/19	0.6	Review Stock Purchase Agreement issues.
Curran, William A.	09/17/19	1.2	Review and revise Stock Purchase Agreement (0.6); prepare issues list regarding same (0.5); emails with A. Slansky regarding same (0.1).
Feldstein, Rachel M.	09/17/19	1.2	Review draft Stock Purchase Agreement between Southcross Holdings and Southcross debtor entities (0.5); correspond with S. Lim to discuss background of same (0.4); correspondence with S. Kennedy regarding same (0.1); circulate comments (0.2).
Green, Thomas S.	09/17/19	4.8	Revise Rule 9019 Motion.
Klein, Darren S.	09/17/19	1.9	Comment on Settlement Motion and emails with E. Moskowitz and others regarding same (1.2); emails with N. Labovitz regarding same (0.2); review and comment on Southcross Holdings Stock Purchase Agreement (0.5).
Lim, Soo	09/17/19	1.5	Discuss Southcross Holdings Stock Purchase Agreement with A. Burke (1.0); correspondence with S. Bullitt and A. Burke regarding Stock Purchase Agreement (0.5).
Moskowitz, Elliot	09/17/19	1.8	Correspondence with team and parties regarding settlement documents.
Moyal, Shay	09/17/19	5.8	Tax analysis of Stock Purchase Agreement.
Slansky, Aliza	09/17/19	3.0	Review and draft Stock Purchase Agreement (1.5); draft tax items for issues list (1.2); emails with tax and mergers & acquisitions teams regarding same (0.3).
Szanzer, Steven Z.	09/17/19	6.2	Revise and finalize Rule 9019 Motion (4.5); correspondence with D. Klein and M. Howe regarding term sheet (0.2); correspondence with D. Klein and mergers & acquisitions team regarding Stock Purchase Agreement (0.4); review order shortening notice (0.2); email Southcross regarding same (0.2); correspondence and discussions with D. Klein regarding Settlement Agreement (0.2); correspondence with mergers & acquisitions team regarding same (0.3); correspondence and call with E. Levine regarding Rule 9019 Motion (0.2).

Invoice No.7004975

Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Ariel, Donny	09/18/19	0.1	Review Stock Purchase Agreement.
Birnbaum, Harold	09/18/19	3.5	Review Southcross Holdings Stock Purchase Agreement (1.5); call with Southcross regarding issues in same (1.4); call with D. Klein regarding Southcross Holdings' Stock Purchase Agreement (0.3); call with D. Klein regarding Southcross Holdings Stock Purchase Agreement (0.3).
Burke, Arthur M.T.	09/18/19	4.1	Revise Stock Purchase Agreement and ancillary documents (2.2); correspondence regarding same with mergers & acquisitions team (0.5); call with Southcross to discuss Stock Purchase Agreement (1.4).
Cheng, Katherine	09/18/19	2.8	Call with R. Abraham regarding stay (0.2); review draft stay filings from Debevoise and provide comments (1.2); review draft agreement circulated by S. Szanzer and address follow-up from E. Moskowitz and T. Green (1.4).
Crandall, Jeffrey P.	09/18/19	0.2	Review Stock Purchase Agreement issues.
Finelli, Jon	09/18/19	0.6	Review security language in Settlement Agreement and revise Settlement Agreement regarding same (0.5); call with Davis Polk restructuring team regarding same (0.1).
Green, Thomas S.	09/18/19	2.7	Revise Settlement Agreement (2.3); correspondence and discussions regarding same with S. Szanzer and D. Klein (0.4).
Hines, Christian	09/18/19	0.5	Review mutual releases and send summary to K. Cheng (0.3); revise mutual release blackline and resend same to K. Cheng (0.2).
Klein, Darren S.	09/18/19	2.5	Review and comment on settlement documents (0.8); call with Southcross regarding same and follow-up (1.4); emails with K. Cheng and others regarding adversary proceeding stay; call and correspondence with H. Birnbaum regarding Southcross Holdings Stock Purchase Agreement (0.3).
Lim, Soo	09/18/19	2.1	Correspondence internally regarding Stock Purchase Agreement (0.7); call with Southcross to discuss Stock Purchase Agreement (1.4).
Moyal, Shay	09/18/19	5.7	Conduct legal analysis of tax-related issues regarding Stock Purchase Agreement.
Owens, Khadijah A.	09/18/19	0.6	Conference call with Southcross regarding Stock Purchase Agreement and Issues List of same (0.6)
Slansky, Aliza	09/18/19	1.6	Conferences concerning tax treatment of purchase of Southcross Holdings subsidiaries (0.3) and associated research (1.0); emails concerning draft issues list (0.3).
Szanzer, Steven Z.	09/18/19	5.1	Correspondence with W. Curran, K. Cheng, and E. Moskowitz regarding settlement (0.2); correspondence with K. Cheng, E. Moskowitz, and D. Klein regarding stipulations for adversary proceedings (0.5); preview draft Stock Purchase Agreement (0.5); correspondence and discussions with mergers & acquisitions team regarding same (0.5); call with Southcross regarding same (1.4); correspondence and call with D. Stroik regarding Settlement Agreement (0.2); review and revise same (1.0); correspondence and discussions with T. Green and D. Klein regarding same (0.4); correspondence with E. Moskowitz, K. Cheng, and J. Finelli regarding same (0.4).
Ariel, Donny	09/19/19	0.8	Review Stock Purchase Agreement (0.4); review and revise sale notice and draft and review emails regarding same (0.4).
Ariel, Donny	09/19/19	1.7	Review and revise Stock Purchase Agreement.
Birnbaum, Harold	09/19/19	4.5	Review and comment on Southcross Holdings Stock Purchase Agreement.
Burke, Arthur M.T.	09/19/19	10.8	Revise Stock Purchase Agreement and ancillary documents

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Cheng, Katherine	09/19/19	1.2	(9.2); meet with S. Lim regarding Stock Purchase Agreement (0.9); call to discuss Stock Purchase Agreement (0.7). Review and follow-up on draft stipulations for a stay (0.8); address follow-up from T. Green and S. Szanzer regarding draft agreement (0.4).
Green, Thomas S.	09/19/19	3.5	Revise Settlement Agreement (2.5); correspondence with Debevoise regarding same (0.3); analyze Stock Purchase Agreement (0.7).
Kennedy, Susan D.	09/19/19	0.3	Emails with R. Feldstein and H. Bunbaum regarding Stock Purchase Agreement.
Klein, Darren S.	09/19/19	0.8	Correspondence with S. Szanzer regarding Settlement Agreement documents and process (0.5); emails with H. Birnbaum and others regarding same (0.3).
Lim, Soo	09/19/19	3.5	Call with Baker Botts to discuss Stock Purchase Agreement (1.1); call with Southcross to discuss Stock Purchase Agreement (0.7); meeting with A. Burke to discuss Stock Purchase Agreement (0.9); correspondence with Southcross, Baker Botts and mergers & acquisitions team regarding same (0.8).
Moyal, Shay	09/19/19	6.2	Tax analysis of Southcross Holdings purchase.
Owens, Khadijah A.	09/19/19	3.4	Review and revise Southcross Stock Purchase Agreement (1.1); review and revise Stock Purchase Agreement per comments from specialists (1.5); emails and call with specialists (0.8).
Slansky, Aliza	09/19/19	4.4	Call with Baker Botts tax team concerning tax treatment (0.5); draft Stock Purchase Agreement with associated calls, conferences (2.5); revise draft Stock Purchase Agreement with associated emails (0.7); research concerning tax treatment (0.7).
Szanzer, Steven Z.	09/19/19	8.3	Correspondence and discussions with K. Cheng, D. Stroik, and G. Campbell regarding staying adversary proceedings (0.3); discussion with W. Curran regarding settlement (0.3); revise and finalize draft of Settlement Agreement and circulate same (2.0); calls with G. Campbell regarding same (0.3); correspondence and calls with D. Stroik regarding same (0.4); review and revise Stock Purchase Agreement (1.5); correspondence and discussions with mergers & acquisitions team regarding same (0.8); correspondence and call with Baker Botts regarding same (1.8); correspondence and call with Southcross regarding same (0.9).
Burke, Arthur M.T.	09/20/19	6.5	Revise Stock Purchase Agreement and ancillary documents (3.5); correspondence with mergers & acquisitions team regarding same (0.4); call with Baker Botts to discuss Stock Purchase Agreement (2.6).
Cheng, Katherine	09/20/19	0.2	Follow-up regarding stay filings.
Green, Thomas S.	09/20/19	0.7	Research regarding perfection of litigation claims.
Klein, Darren S.	09/20/19	5.6	Call with J. Swent and others regarding Southcross Holdings Stock Purchase Agreement (0.3); follow-up call with J. Swent (0.3); review and comment on settlement documents (1.2); call with J. Swent and others regarding Stock Purchase Agreement (2.5); follow-up comments and emails with H. Birnbaum and others regarding same (0.6); correspondence with W. Curran regarding tax points in settlement (0.2); comment on settlement documents again (0.5).

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Lim, Soo	09/20/19	2.8	Call with Baker Botts regarding Stock Purchase Agreement (2.6); correspondence with team regarding same (0.2).
Moyal, Shay	09/20/19	3.6	Tax analysis of Southcross Holdings Stock Purchase Agreement.
Slansky, Aliza	09/20/19	4.3	Calls, conferences, emails concerning tax treatment (1.8); research concerning same (1.7); revise draft Stock Purchase Agreement with associated emails (0.8).
Szanzer, Steven Z.	09/20/19	7.0	Review revised Stock Purchase Agreement (1.3); correspondence and call with Southcross regarding same (0.5); correspondence and discussions with D. Klein and mergers & acquisitions team regarding same (0.4); review and revise Settlement Agreement (1.3); correspondence and discussions with D. Klein and T. Green regarding same (0.5); correspondence and discussions with J. Finelli regarding same (0.2); correspondence with D. Klein and A. Burke regarding intercompany contracts (0.3); call with Southcross, Southcross Holdings, and Southcross Holdings' counsel regarding Stock Purchase Agreement (2.5).
Burke, Arthur M.T.	09/21/19	2.1	Revise Stock Purchase Agreement and ancillary documents (1.8); correspondence regarding same with mergers & acquisitions team regarding same (0.3).
Curran, William A.	09/21/19	1.4	Review Stock Purchase Agreement (1.3); emails J. Nelson and H. Birnbaum regarding same (0.1).
Green, Thomas S.	09/21/19	2.3	Revise Rule 9019 Settlement Agreement.
Klein, Darren S.	09/21/19	1.3	Call with J. Swent regarding settlement documents (0.1); emails with H. Birnbaum and others regarding same (0.3); review and comment on same (0.9).
Moyal, Shay	09/21/19	1.2	Revise Stock Purchase Agreement and review tax forms.
Slansky, Aliza	09/21/19	0.4	Review and revise draft Stock Purchase Agreement.
Szanzer, Steven Z.	09/21/19	0.5	Review emails regarding Stock Purchase Agreement and Settlement Agreement.
Birnbaum, Harold	09/22/19	2.5	Call with Southcross regarding remaining revisions to Stock Purchase Agreement (0.7); call with Southcross and Southcross Holdings regarding same (0.8); review and comment on revised Stock Purchase Agreement (0.4); calls and emails with Davis Polk team regarding same (0.4); conference with W. Curran regarding Stock Purchase Agreement (0.2).
Burke, Arthur M.T.	09/22/19	4.5	Revise Stock Purchase Agreement and ancillary documents (4.1); discuss same with mergers & acquisitions teams (0.4).
Curran, William A.	09/22/19	2.2	Conference with J. Nelson regarding Stock Purchase Agreement (0.1); emails M. Howe regarding same (0.1); conference with H. Birnbaum regarding same (0.2); review and revise same (1.8).
Green, Thomas S.	09/22/19	2.5	Revise Settlement Agreement.
Klein, Darren S.	09/22/19	3.0	Call with J. Swent and others regarding settlement documentation (0.7); call with Southcross Holdings and J. Swent and others regarding same (0.8); review and comment on settlement documentation and related DIP amendment (1.1); emails with K. Jameson and H. Birnbaum and others regarding same (0.4).
Lim, Soo	09/22/19	1.4	Call with Southcross to discuss Stock Purchase Agreement (0.6); call with Baker Botts to discuss Stock Purchase Agreement (0.8).
Moskowitz, Elliot	09/22/19	1.2	Review settlement documents.
Moyal, Shay	09/22/19	0.8	Revise Stock Purchase Agreement and review tax forms.

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Slansky, Aliza	09/22/19	1.5	Call with Baker Botts tax team concerning tax provisions in draft Stock Purchase Agreement (0.7); revise draft Stock Purchase Agreement (0.6) review and draft associated emails (0.2).
Szanzer, Steven Z.	09/22/19	5.3	Review comments to Stock Purchase Agreement and Settlement Agreement (2.5); call with Southcross regarding same (0.7); call with Southcross, Southcross Holdings, and Southcross Holdings' counsel regarding same (0.8); follow-up team correspondence and calls regarding same (1.1); correspondence with D. McElligott regarding same (0.2).
Burke, Arthur M.T.	09/23/19	2.9	Analyze and revise Stock Purchase Agreement and ancillary documents.
Curran, William A.	09/23/19	1.2	Conference with M. Howe and R. Roberson regarding transfer taxes (0.2); review Stock Purchase Agreement (1.0).
Green, Thomas S.	09/23/19	5.9	Revise Settlement Agreement (5.7); correspondence with S. Szanzer regarding same (0.2).
Klein, Darren S.	09/23/19	1.7	Review and comment on settlement documents and closing structure.
Lim, Soo	09/23/19	1.8	Finalize documents regarding Stock Purchase Agreement.
Moskowitz, Elliot	09/23/19	1.2	Correspondence with team regarding settlement documents.
Slansky, Aliza	09/23/19	0.9	Draft Stock Purchase Agreement with associated emails.
Szanzer, Steven Z.	09/23/19	7.0	Correspondence and discussions with D. Klein and E. Moskowitz regarding dismissal stipulation (0.4); correspondence and calls with A. Remming and J. Barsalona regarding same (0.5); review same (0.3); review and finalize Settlement Agreement and Stock Purchase Agreement (4.3); correspondence and discussions with J. Finelli, D. Klein, and Real Estate team regarding security documents for same (1.0); correspondence with D. Klein and H. Birnbaum regarding intercompany contracts (0.2); review sale notice (0.2); correspondence with E. Moats regarding same (0.1).
Burke, Arthur M.T.	09/24/19	0.5	Revise Stock Purchase Agreement and ancillary documents (0.2); call with H. Birnbaum to discuss next steps (0.3).
Klein, Darren S.	09/24/19	0.1	Emails with D. Stroik regarding scheduling.
Moskowitz, Elliot	09/24/19	0.5	Further correspondence with team regarding settlement issues.
Szanzer, Steven Z.	09/24/19	2.5	Finalize Dismissal Stipulations (1.0); review emails regarding security documents (0.5); finalize Rule 9019 Order (1.0).
Burke, Arthur M.T.	09/25/19	0.6	Discuss Stock Purchase Agreement closing and related documents with mergers & acquisitions team.
Green, Thomas S.	09/25/19	0.3	Prepare settlement documents for execution (0.2); correspondence regarding same (0.1).
Klein, Darren S.	09/25/19	0.4	Review declarations regarding Rule 9019 Motion (0.3); coordinate on security documents for settlement (0.1).
Burke, Arthur M.T.	09/26/19	1.2	Revise Stock Purchase Agreement and ancillary documents.
Owens, Khadijah A.	09/26/19	0.5	Review and draft emails regarding Stock Purchase Agreement.
Szanzer, Steven Z.	09/27/19	0.6	Correspondence with K. Jameson and J. Finelli regarding settlement closing (0.2); handle settlement closing logistics (0.4).
Curran, William A.	09/30/19	0.2	Correspondence with T. Matlock regarding Stock Purchase Agreement.
Green, Thomas S.	09/30/19	2.3	Research regarding closing mechanics (2.0); correspondence regarding same (0.3).
Klein, Darren S.	09/30/19	0.6	Emails with J. Finelli and A. Burke and others regarding settlement closing (0.3); emails with M. Howe regarding

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Owens, Khadijah A.	09/30/19	1.0	intercompany contracts and settlement (0.3). Follow-up on closing items with Baker Botts and prepare execution version of closing documents (0.5); emails with mergers & acquisitions and restructuring teams regarding closing deliverables and updates to checklist (0.5).
Total R155 LITIGATION		389.4	
R165 NON-WORKING TRAVEL			
Klein, Darren S.	09/25/19	1.6	Non-working travel to and from Wilmington for settlement motion hearing.
Szanzer, Steven Z.	09/25/19	2.0	Travel back to NYC (discussions with J. Minias regarding case issues en route) (2.0).
Total R165 NON-WORKING TRAVEL		3.6	
R170 PLAN/DISCLOSURE STATEMENT			
Szanzer, Steven Z.	09/03/19	0.2	Call with M. Frank regarding liquidation analysis.
Szanzer, Steven Z.	09/12/19	2.2	Correspondence with D. Klein regarding Plan timelines (0.2); correspondence with E. Moats regarding same (0.1); review emails regarding Plan (0.1); correspondence with D. Klein regarding same (0.3); call with D. McElligott regarding same (0.2); review and revise Disclosure Statement Motion (1.3).
Szanzer, Steven Z.	09/13/19	1.8	Review and revise Disclosure Statement Motion.
Green, Thomas S.	09/16/19	4.2	Revise Disclosure Statement Motion (3.9); correspondence and discussions with S. Szanzer and J. Erickson regarding same (0.3).
Szanzer, Steven Z.	09/16/19	0.4	Correspondence and discussions with T. Green and J. Erickson regarding Disclosure Statement motion (0.3); correspondence with T. Green and L. Scott regarding solicitation logistics (0.1).
Szanzer, Steven Z.	09/17/19	0.9	Review and revise Disclosure Statement Motion (0.7); correspondence with T. Green regarding same (0.2).
Green, Thomas S.	09/18/19	0.9	Review and revise Disclosure Statement motion (0.7); correspondence with S. Szanzer regarding same (0.2).
Szanzer, Steven Z.	09/18/19	1.0	Review and revise Disclosure Statement Motion (0.6); correspondence with T. Green regarding same (0.4).
Green, Thomas S.	09/20/19	1.9	Review Plan markup (0.8); review and revise Disclosure Statement Motion (1.1).
Curran, William A.	09/21/19	0.6	Conference with M. Howe regarding transaction tax analysis (0.1); further analysis regarding same (0.5).
Ariel, Donny	09/23/19	5.1	Revise chapter 11 Plan.
Crandall, Jeffrey P.	09/23/19	0.3	Review and comment on Disclosure Statement.
Green, Thomas S.	09/23/19	1.0	Correspondence and discussions with S. Szanzer regarding Disclosure Statement (0.3); review and revise Disclosure Statement (0.7).
Kasprisin, Justin	09/23/19	1.6	Review disclosure statement (1.1); prepare comments to Disclosure Statement (0.5).
Alexander			
Klein, Darren S.	09/23/19	1.9	Emails with J. Minias and S. Szanzer regarding Plan timeline (0.3); meeting with S. Szanzer regarding same (0.5); review and comment on draft Plan (1.1).
Slansky, Aliza	09/23/19	0.4	Calls and emails concerning draft Disclosure Statement (0.2); emails concerning draft Disclosure Statement (0.2).
Szanzer, Steven Z.	09/23/19	1.5	Discussion with D. Klein regarding Plan, Disclosure Statement, and Disclosure Statement Motion (0.5); correspondence with Willkie Farr regarding same (0.1);

Invoice No.7004975
 Invoice Date October 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
			correspondence and discussions with T. Green regarding Disclosure Statement and Disclosure Statement Motion (0.3); correspondence with E. Moats regarding Disclosure Statement Motion (0.1); correspondence and discussions with D. Ariel regarding Plan (0.2); correspondence and call with E. Levine regarding Disclosure Statement (0.3).
Ariel, Donny	09/24/19	9.5	Revise chapter 11 Plan.
Curran, William A.	09/24/19	1.0	Prepare markup of Disclosure Statement.
Green, Thomas S.	09/24/19	5.3	Review and revise Disclosure Statement Motion (1.9); review and revise Disclosure Statement (3.4).
Kasprisin, Justin Alexander	09/24/19	0.9	Review Disclosure Statement (0.6); prepare comments to Disclosure Statement (0.3).
Klein, Darren S.	09/24/19	0.8	Review and comment on Plan (0.4); discussions with S. Szanzer regarding Plan timing (0.4).
Slansky, Aliza	09/24/19	0.1	Emails with S. Szanzer, W. Curran and M. Richmond concerning draft Disclosure Statement.
Szanzer, Steven Z.	09/24/19	3.1	Correspondence with A. Slansky regarding Disclosure Statement (0.3); review and consider comments to Disclosure Statement Motion (0.2); correspondence with J. Barsalona regarding same (0.1); revise same and circulate same (0.8); correspondence and discussions with T. Green and D. Klein regarding same (0.3); review Plan (1.0); correspondence and discussions with D. Klein and D. Ariel regarding same (0.4).
Ariel, Donny	09/25/19	6.7	Revise chapter 11 Plan.
Crandall, Jeffrey P.	09/25/19	0.2	Review Disclosure Statement.
Green, Thomas S.	09/25/19	7.7	Review and revise Disclosure Statement.
Klein, Darren S.	09/25/19	1.5	Review and comment on Plan (1.3); calls with J. Swent regarding next steps (0.2).
Slansky, Aliza	09/25/19	2.2	Emails with Willkie Farr tax team concerning draft disclosure statement (0.3); draft tax disclosure for draft disclosure statement with associated emails (1.9).
Ariel, Donny	09/26/19	10.7	Revise chapter 11 Plan.
Brownstone, Adam R.	09/26/19	3.8	Review Plan (1.4); review and revise draft Disclosure Statement (2.1); discuss tax matter details with A. Slansky (0.3).
Crandall, Jeffrey P.	09/26/19	1.9	Review and revise Disclosure Statement (1.5); meet with J. Kasprisin regarding same (0.4).
Curran, William A.	09/26/19	0.5	Emails with A. Slansky regarding property tax allocation and Disclosure Statement.
Green, Thomas S.	09/26/19	4.5	Draft and revise Disclosure Statement (3.6); correspondence regarding same (0.3); call with J. Kasprisin regarding same (0.6).
Kasprisin, Justin Alexander	09/26/19	2.7	Attend conference with J. Crandall regarding Disclosure Statement (0.4); attend telephone conference with T. Green regarding Disclosure Statement (0.6); prepare comments to Disclosure Statement (1.7).
Klein, Darren S.	09/26/19	2.6	Review and comment on Plan.
Slansky, Aliza	09/26/19	0.3	Revise draft Disclosure Statement (0.2); emails with W. Curran regarding tax issues in connection with same (0.1).
Slansky, Aliza	09/26/19	0.3	Discuss matter issues with A. Brownstone.
Szanzer, Steven Z.	09/26/19	6.1	Correspondence and call with E. Levine regarding Disclosure Statement and Plan (0.4); review and revise Disclosure Statement (4.5); correspondence and discussions with T. Green regarding same (0.6); correspondence and calls with

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Ariel, Donny	09/27/19	5.6	Willkie Farr and Morris Nichols regarding confirmation timeline (0.6). Revise chapter 11 Plan and draft emails regarding same (5.2); call with D. Klein and S. Szanzer regarding Plan (0.2); call with D. Klein about same (0.2).
Brownstone, Adam R.	09/27/19	0.3	Call with A. Slansky to discuss disclosure statement and Plan of Reorganization.
Curran, William A.	09/27/19	1.1	Call with S. Szanzer regarding Disclosure Statement (0.3); conferences with A. Slansky regarding same (0.3); research regarding same (0.5).
Green, Thomas S.	09/27/19	8.7	Draft and revise Disclosure Statement (8.1); correspondence and call with S. Szanzer regarding same (0.6).
Klein, Darren S.	09/27/19	1.8	Review and comment on Plan (0.8); call with S. Szanzer, D. Ariel regarding same (0.2); follow-up call with D. Ariel regarding same (0.2); emails with W. Curran regarding Disclosure Statement (0.2); coordinate on Disclosure Statement (0.4).
Slansky, Aliza	09/27/19	1.5	Emails concerning draft Disclosure Statement (0.2); conduct associated research (0.4); conference with A. Brownstone regarding same (0.3); conference with A. Slansky regarding same (0.3); correspondence with A. Brownstone regarding disclosure statement (0.3).
Szanzer, Steven Z.	09/27/19	2.1	Correspondence with D. McElligott and J. Barsalona regarding confirmation timeline (0.3); call with W. Curran regarding Disclosure Statement (0.3); correspondence and call with E. Levine regarding same (0.3); correspondence and call with M. Frank regarding same (0.2); correspondence and calls with T. Green regarding same (0.8); call with D. Klein and D. Ariel regarding Plan (0.2).
Brownstone, Adam R.	09/28/19	8.3	Review and revise draft Disclosure statement (7.9); correspond with A. Slansky and S. Moyal regarding same (0.4).
Green, Thomas S.	09/28/19	1.2	Revise Disclosure Statement Motion (0.7); analyze Willkie Farr markup of same (0.2); correspondence with A. Slansky regarding tax riders (0.1); analyze Evercore comments to Disclosure Statement (0.2).
Klein, Darren S.	09/28/19	0.2	Emails with S. Szanzer regarding Plan and Disclosure Statement.
Moyal, Shay	09/28/19	0.3	Review tax disclosure of Disclosure Statement.
Slansky, Aliza	09/28/19	2.8	Revise draft tax disclosure in draft Disclosure Statement.
Ariel, Donny	09/29/19	0.2	Review and draft emails with respect to chapter 11 Plan.
Brownstone, Adam R.	09/29/19	2.7	Review and revise draft Disclosure Statement (2.4); correspondence with A. Slansky and W. Curran regarding same (0.3).
Green, Thomas S.	09/29/19	1.0	Correspondence with S. Szanzer regarding Disclosure Statement (0.1); revise Disclosure Statement (0.9).
Slansky, Aliza	09/29/19	2.1	Revise and draft Disclosure Statement (1.9); correspondence with W. Curran regarding same (0.2).
Ariel, Donny	09/30/19	1.0	Review chapter 11 Plan with respect to lender comments and draft emails regarding same.
Green, Thomas S.	09/30/19	3.9	Review and revise Disclosure Statement (3.0); correspondence with S. Szanzer and A. Slansky regarding same (0.9).
Total R170 PLAN/DISCLOSURE STATEMENT		143.1	

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
R175 PREPARATION OF FEE STATEMENTS/APPLICATIONS AND BUDGET			
Giddens, Magali	09/03/19	2.2	Review August billing detail to ensure compliance with U.S. Trustee fee guidelines.
Klein, Darren S.	09/05/19	0.3	Correspondence with M. Giddens regarding fee statement process.
Szanzer, Steven Z.	09/06/19	0.3	Review Fee Examiner's Initial Report (0.2); correspondence with D. Klein regarding same (0.1).
Erickson, Jarret	09/09/19	0.8	Prepare responses to Fee Examiner letter (0.6); correspondence and discussions with S. Szanzer regarding same (0.2)
Giddens, Magali	09/09/19	0.9	Review August billing statement to ensure compliance with U.S. Trustee fee guidelines.
Szanzer, Steven Z.	09/09/19	0.9	Review and consider Fee Examiner's Interim Report (0.5); correspondence and discussions with J. Erickson regarding same (0.3); discussion with D. Klein regarding same (0.1).
Giddens, Magali	09/10/19	1.8	Review August billing detail.
Szanzer, Steven Z.	09/10/19	0.5	Correspondence and call with D. Klauder regarding Interim Report (0.4); discussion with D. Klein regarding same (0.1).
Erickson, Jarret	09/11/19	0.5	Research issues in response to questions from Fee Examiner (0.2); correspondence and discussions with S. Szanzer and D. Klein regarding same (0.3).
Szanzer, Steven Z.	09/11/19	0.5	Correspondence and call with D. Klauder regarding Interim Report (0.3); correspondence and discussions with D. Klein and J. Erickson regarding same (0.2).
Erickson, Jarret	09/12/19	0.4	Review order appointing Fee Examiner (0.2); correspondence and discussions with S. Szanzer regarding same (0.2)
Giddens, Magali	09/12/19	1.3	Review August billing detail.
Giddens, Magali	09/13/19	0.5	Review August billing detail.
Szanzer, Steven Z.	09/13/19	0.4	Correspondence with D. Klauder regarding Interim Report (0.1); correspondence and discussions with D. Klein and M. Huebner regarding same (0.2); review omnibus order (0.1).
Szanzer, Steven Z.	09/15/19	0.4	Review Fee Examiner's Final Report (0.2); correspondence with D. Klein and J. Barsalona regarding same (0.2).
Erickson, Jarret	09/16/19	0.3	Correspondence and discussions with S. Szanzer and M. Giddens regarding August monthly fee statement (0.2); review Morris Nichols summary of fee statements (0.1).
Giddens, Magali	09/16/19	0.2	Correspondence and discussions with J. Erickson regarding August monthly fee statement.
Szanzer, Steven Z.	09/16/19	1.0	Review Fee Examiner's Final Report (0.2); review Certificates of No Objection for July fee application and First Interim Fee Application (0.3); correspondence with J. Erickson and E. Moats regarding same (0.3); email Southcross regarding same (0.2).
Szanzer, Steven Z.	09/17/19	0.3	Review omnibus Interim Fee Order (0.1); email Southcross regarding same (0.2).
Giddens, Magali	09/18/19	3.2	Review August billing detail to ensure compliance with U.S. Trustee fee guidelines.
Erickson, Jarret	09/19/19	3.4	Review August billing detail (2.8); correspondence and discussions with M. Giddens regarding same (0.6).
Giddens, Magali	09/19/19	2.9	Review August billing detail to ensure compliance with U.S. Trustee's fee guidelines regarding privilege, categorization and time breakdown (2.3); correspondence and discussion with J. Erickson regarding same (0.6).
Giddens, Magali	09/20/19	1.7	Review August billing detail to ensure compliance with U.S. Trustee's fee guidelines.

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Giddens, Magali	09/22/19	1.8	Review August billing detail.
Szanzer, Steven Z.	09/23/19	0.1	Correspond with M. Giddens regarding August billing detail.
Giddens, Magali	09/24/19	2.7	Review August billing detail (2.4); discuss same with S. Szanzer (0.3).
Szanzer, Steven Z.	09/24/19	0.3	Discussions with M. Giddens regarding August billing detail.
Giddens, Magali	09/25/19	2.6	Review billing detail to ensure compliance with U.S. Trustee's fee guidelines (2.3); discuss same with S. Szanzer (0.3).
Szanzer, Steven Z.	09/25/19	0.3	Discussions with M. Giddens regarding August billing detail.
Giddens, Magali	09/26/19	2.2	Review August billing detail.
Giddens, Magali	09/27/19	3.7	Review August billing detail.
Hines, Christian	09/29/19	1.5	Review August billing detail to identify any privilege and confidentiality issues.
Giddens, Magali	09/30/19	2.6	Review billing detail to ensure compliance with U.S. Trustee's fee guidelines.
Total R175 PREPARATION OF FEE STATEMENTS/APPLICATIONS AND BUDGET		42.5	
R185 REPORTING			
Bullitt, Stockton	09/03/19	1.3	Analyze relevant form 8-K disclosure (1.1); correspondence with K. Owens and S. Lim regarding form 8-K disclosure (0.2).
Lim, Soo	09/03/19	0.6	Review precedent 8-Ks.
Malinowsky, Thomas D.	09/03/19	0.7	Review precedent 8-Ks for CCPN signing and related discussions with team.
Bullitt, Stockton	09/04/19	0.1	Correspondence with T. Malinowsky regarding form 8-K.
Lim, Soo	09/04/19	3.4	Draft 8-K (2.8); review precedent 8-Ks (0.3); review precedent 8-Ks (0.3).
Malinowsky, Thomas D.	09/04/19	2.8	Correspondence regarding CCPN 8-K and precedents with H. Birnbaum (0.3); draft, review and revise 8-K, including review of bankruptcy comments to same (2.5).
Owens, Khadijah A.	09/04/19	2.0	Draft 8-K.
Szanzer, Steven Z.	09/04/19	0.1	Correspondence with D. Ariel regarding 8-K.
Lim, Soo	09/11/19	0.1	Review and revise 8-K.
Bullitt, Stockton	09/12/19	1.4	Prepare signing form 8-K.
Lim, Soo	09/12/19	2.4	Revise 8-K.
Bullitt, Stockton	09/13/19	1.3	Revise form 8-K (1.1); correspondence with K. Jameson, D. Ariel, and H. Birnbaum regarding same (0.2).
Lim, Soo	09/13/19	0.9	Review and revise 8-K.
Szanzer, Steven Z.	09/13/19	0.3	Review form 8-K (0.2); correspondence with D. Ariel and S. Bullitt regarding same (0.1).
Ariel, Donny	09/14/19	0.8	Review with respect to 8-K filing.
Ariel, Donny	09/16/19	0.4	Revise 8-K and review (0.3); draft emails regarding same (0.1).
Bullitt, Stockton	09/16/19	2.6	Revise form 8-K regarding ArcLight signing (1.8); correspondence with D. Ariel, H. Birnbaum, K. Jameson, and S. Lim regarding form 8-K (0.8)
Lim, Soo	09/16/19	0.8	Revise 8-K.
Malinowsky, Thomas D.	09/16/19	0.2	Correspondence with S. Lim regarding CCPN 8-K.
Szanzer, Steven Z.	09/16/19	0.4	Review Form 8-K (0.2); correspondence with D. Ariel and S. Bullitt regarding same (0.2).
Blanco, Maurice	09/18/19	0.5	Review 8-K question (0.2); emails and discussion with S. Szanzer and T. Green regarding same (0.3).
Green, Thomas S.	09/18/19	0.5	Draft 8-K regarding Southcross Holdings settlement (0.2);

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
			correspondence and discussion with S. Szanzer and M. Blanco regarding same (0.3).
Szanzer, Steven Z.	09/18/19	0.8	Correspondence and discussions with M. Blanco and T. Green regarding 8-K filing (0.3); review and revise same (0.3); correspondence with K. Jameson regarding same (0.2).
Szanzer, Steven Z.	09/19/19	0.5	Review and revise 8-K (0.2); correspondence with T. Green regarding same (0.2); correspondence with K. Jameson regarding same (0.1).
Blanco, Maurice	09/20/19	0.2	Review 8-K.
Szanzer, Steven Z.	09/20/19	0.7	Review and revise 8-K (0.5); correspondence with K. Jameson regarding same (0.2).
Slansky, Aliza	09/21/19	0.2	Emails with mergers & acquisitions team concerning draft FIRPTA certificate (0.1); emails concerning ancillary documents (0.1).
Slansky, Aliza	09/22/19	0.5	Review draft FIRPTA certificate and associated emails.
Blanco, Maurice	09/23/19	0.7	Emails with Davis Polk team (0.4) and discussion and correspondence with S. Szanzer regarding deregistration issues (0.3).
Curran, William A.	09/23/19	0.5	Analysis regarding FIRPTA.
Slansky, Aliza	09/23/19	1.3	Call with PricewaterhouseCoopers concerning Project LA (0.4); research concerning ceasing public trading with associated emails (0.9).
Szanzer, Steven Z.	09/23/19	0.5	Correspondence and call with K. Jameson regarding SEC issue (0.2); correspondence and discussion with M. Blanco regarding same (0.3).
Blanco, Maurice	09/24/19	1.8	Review deregistration issues (1.5), meeting with R. Patel regarding same (0.3).
Patel, Rahul K.	09/24/19	5.1	Meeting with M. Blanco regarding deregistration (0.3); review deregistration rules and procedures (3.9); email correspondence with M. Blanco regarding same (0.9).
Slansky, Aliza	09/24/19	3.0	Review draft statement (1.0); research concerning tax treatment of restructuring (2.0).
Szanzer, Steven Z.	09/24/19	0.6	Correspondence with K. Jameson regarding SEC issues (0.3); correspondence and discussions with M. Blanco regarding same (0.3).
Blanco, Maurice	09/25/19	3.3	Call with Southcross regarding deregistration issues (0.4); call with R. Patel regarding Form 15 (0.5); review Form 15 (0.2); research regarding same (0.8); emails regarding same (0.5); comments thereto (0.6); discuss "go dark" issues with D. Klein (0.3).
Curran, William A.	09/25/19	1.1	Analysis regarding FIRPTA (0.7); correspondence with M. Blanco, D. Klein, and A. Slansky regarding same (0.4).
Klein, Darren S.	09/25/19	0.3	Discuss 8-K and "go dark" considerations with M. Blanco and emails regarding same.
Klein, Darren S.	09/25/19	0.2	Emails with W. Curran regarding FIRPTA points.
Patel, Rahul K.	09/25/19	4.3	Telephone conference with Southcross regarding deregistration (0.4); review draft bankruptcy documents (0.9); prepare Form 15 (1.8); call with M. Blanco regarding same (0.5); review deregistration rules and procedures (0.7).
Slansky, Aliza	09/25/19	0.1	Emails with team concerning FIRPTA issue.
Szanzer, Steven Z.	09/25/19	0.6	Correspondence and discussions with M. Blanco and D. Klein regarding SEC issues (0.3); correspondence with W. Curran and A. Slansky regarding same (0.3).
Patel, Rahul K.	09/26/19	0.4	Email correspondence with M. Blanco and EDGAR team regarding EDGAR form type for Form 15.
Bullitt, Stockton	09/27/19	2.9	Prepare form 8-K.

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Bullitt, Stockton	09/28/19	0.8	Revise form 8-K (0.4); correspondence with litigation team and D. Ariel regarding form 8-K (0.4).
Lim, Soo	09/28/19	3.4	Revise 8-K.
Blanco, Maurice	09/29/19	0.2	Review 8-K question (0.1); email with R. Patel regarding same (0.1).
Bullitt, Stockton	09/29/19	1.8	Correspondence with A. Burke and S. Lim regarding form 8-K (0.3); revise form 8-K (1.3); correspondence with D. Ariel and C. Hines regarding form 8-K (0.2).
Hines, Christian	09/29/19	2.0	Review draft SEC Form 8-K regarding proposed settlement language and send minor revisions to corporate team (1.3); revise draft SEC Form 8-K (0.6); send to S. Bullitt for review (0.1).
Lim, Soo	09/29/19	0.5	Revise 8-K.
Total R185 REPORTING		61.9	
R190 HEARING PREPARATION			
Szanzer, Steven Z.	09/15/19	0.6	Review and revise hearing agenda (0.4); correspondence with J. Barsalona regarding same (0.2).
Szanzer, Steven Z.	09/17/19	0.4	Correspondence with D. Klein regarding settlement hearing (0.2); correspondence with J. Barsalona regarding same (0.2).
Szanzer, Steven Z.	09/23/19	0.5	Review agenda for upcoming hearing (0.2); correspondence with J. Barsalona regarding same (0.1); correspondence and calls with M. Howe and J. Barsalona regarding upcoming settlement hearing (0.2).
Klein, Darren S.	09/24/19	1.5	Discussions with S. Szanzer regarding settlement hearing (0.3); review motion and declarations and draft hearing talking points (1.2).
Szanzer, Steven Z.	09/24/19	0.7	Correspondence and calls with M. Howe and J. Barsalona regarding upcoming settlement hearing (0.2); discussions with D. Klein regarding hearing (0.3); prepare for same (0.2).
Klein, Darren S.	09/25/19	1.4	Draft talking points for settlement hearing (0.8); attend settlement hearing including discussions with J. Minias and others (0.6).
Szanzer, Steven Z.	09/25/19	4.7	Travel to Delaware for hearing (prepare for hearing en route) (2.4); pre-hearing meeting with Morris Nichols and S. Hannan (0.6); correspondence and call with M. Howe regarding settlement hearing preparation (0.2); prepare for hearing (0.3); participate in hearing (0.2); post-hearing discussions with D. Stroik and G. Campbell (0.2); post-hearing discussions with Morris Nichols and J. Minias (0.8).
Total R190 HEARING PREPARATION		9.8	
R195 BUSINESS OPERATIONS			
Szanzer, Steven Z.	09/05/19	0.9	Correspondence and call with Action Energy, Southcross, and Vinson & Elkins regarding customer transaction (0.6); correspondence and call with J. Burbage regarding same (0.3).
Szanzer, Steven Z.	09/06/19	0.5	Correspondence with J. Burbage, K. Jameson, G. Hood, and E. Levine regarding Action Energy.
Szanzer, Steven Z.	09/09/19	0.7	Correspondence with E. Levine and G. Hood regarding Action Energy (0.4); review agreement regarding same (0.2); correspondence with S. Abramowitz regarding same (0.1).
Szanzer, Steven Z.	09/10/19	0.4	Correspondence with R. Sung Ku regarding Action Energy (0.2); call with G. Hood and K. Jameson regarding same (0.2).

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Szanzer, Steven Z.	09/11/19	0.3	Calls with D. McElligott and J. Eaves regarding Action Energy.
Szanzer, Steven Z.	09/12/19	0.1	Email Southcross regarding Action Energy.
Szanzer, Steven Z.	09/13/19	0.4	Correspondence and discussions with D. Klein and M. Giddens regarding projections (0.3); correspondence with M. Schirle regarding same (0.1).
Szanzer, Steven Z.	09/13/19	0.2	Call with K. Jameson regarding Action Energy.
Szanzer, Steven Z.	09/16/19	0.7	Review and revise Action Energy contract (0.4); email D. McElligott regarding same (0.2); email Southcross regarding same (0.1).
Szanzer, Steven Z.	09/17/19	2.0	Correspondence and call with K. Jameson regarding Action Energy (0.2); review revised agreement for same (0.4); correspondence and call with S. Abramowitz regarding same (0.3); call with Southcross regarding same (0.4); correspondence and calls with Willkie Farr regarding same (0.6); correspondence with J. Eaves regarding same (0.1).
Szanzer, Steven Z.	09/18/19	0.7	Correspondence and calls with E. Levine and J. Bretschneider regarding Action Energy (0.5); call with K. Jameson and G. Hood regarding same (0.2).
Szanzer, Steven Z.	09/19/19	0.1	Review emails regarding Action Energy.
Szanzer, Steven Z.	09/27/19	0.3	Review August Monthly Operating Report.
Total R195 BUSINESS OPERATIONS		7.3	
R200 ACQUIRED ENTITIES			
Meyer, Daniel E.	09/10/19	4.6	Draft supplemental declaration for potential filing of acquired entities.
Meyer, Daniel E.	09/11/19	4.4	Draft supplemental declaration for potential filing of acquired entities.
Erickson, Jarret	09/12/19	0.4	Call with Morris Nichols, Alvarez & Marsal, and Davis Polk restructuring teams regarding process for filing newly acquired entities.
Szanzer, Steven Z.	09/12/19	0.5	Call with Alvarez & Marsal and Morris Nichols regarding preparations (0.4); correspondence with D. Klein regarding same (0.1).
Szanzer, Steven Z.	09/13/19	0.1	Correspondence with Morris Nichols and D. Meyer regarding petitions.
Szanzer, Steven Z.	09/16/19	1.0	Correspondence with D. Ariel and T. Green regarding preparing for Acquired Companies (0.5); correspondence and calls with M. Frank regarding same (0.4); correspondence with J. Russell regarding same (0.1).
Szanzer, Steven Z.	09/17/19	0.6	Call with Morris Nichols and K. Jameson regarding case preparation (0.4); correspondence and call with E. Levine regarding same (0.2).
Ariel, Donny	09/18/19	1.0	Review potential filings of new Debtors (0.7); review and draft emails regarding same (0.3).
Szanzer, Steven Z.	09/18/19	1.0	Correspondence and discussions with D. Ariel regarding preparation (0.2); correspondence and call with M. Frank and E. McKeighan regarding same (0.5); correspondence and discussions with J. Finelli and C. Holt regarding same (0.2); correspondence with D. Ding regarding same (0.1).
Green, Thomas S.	09/19/19	0.4	Attend new filing preparation call.
Szanzer, Steven Z.	09/19/19	0.6	Call with Morris Nichols and Alvarez & Marsal regarding preparation (0.4); correspondence and call with A. Li regarding same (0.2).
Meyer, Daniel E.	09/23/19	2.8	Revise Frio LaSalle motion (2.6); correspondence and

Invoice No.7004975
 Invoice DateOctober 29, 2019

Time Detail By Project			
Name	Date	Hours	Narrative
Szanzer, Steven Z.	09/23/19	0.2	discussion with S. Szanzer regarding joint administration (0.2). Correspondence and discussions with D. Meyer regarding joint administration motion.
Meyer, Daniel E.	09/24/19	0.8	Revise Frio LaSalle motion.
Szanzer, Steven Z.	09/24/19	1.1	Correspondence and calls with Evercore regarding preparation (0.3); correspondence and call with M. Frank regarding same (0.3); correspondence and call with Morris Nichols regarding same (0.2); team correspondence and discussions regarding same (0.3).
Szanzer, Steven Z.	09/25/19	0.3	Correspondence with Evercore, Alvarez & Marsal, and Morris Nichols regarding preparation.
Ariel, Donny	09/30/19	0.4	Telephone conference with financial advisor regarding potential chapter 11 filings and draft emails related thereto (0.2); review with respect to financial information and draft email to financial advisor with respect thereto (0.2).
Total R200 ACQUIRED ENTITIES		20.2	
TOTAL		1,103.9	

Exhibit B

EXPENSE SUMMARY **SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019**

Expense Category	Service Provider (if applicable)	Total Expenses
Word Processing & Secretarial	N/A	N/A
Computer Research	LexisNexis and Westlaw	\$165.26
Outside Documents & Research	Courtlink	\$187.58
Court and Related Fees	Court related	\$12.30
Travel Expenses	<i>See Exhibit B</i>	\$1,180.40
Business Meals	<i>See Exhibit B</i>	\$401.76
TOTAL		\$1,947.30

BUSINESS MEAL DETAIL				
Date	Provider	Meal & Number of People	Description	Amount¹
09/03/19	Eden Wok	1	Overtime meal for S. Szanzer	\$20.00
09/04/19	Sweetgreen	1	Overtime meal for S. Lim	\$20.00
09/04/19	Moshe's Falafel	1	Overtime meal for S. Szanzer	\$20.00
09/05/19	Nare Sushi	1	Overtime meal for S. Lim	\$20.00
09/05/19	Taam Tov	1	Overtime meal for S. Szanzer	\$20.00
09/09/19	Sweetgreen	1	Overtime meal for S. Lim	\$20.00
09/10/19	Davis Polk Cafeteria	1	Overtime meal for S. Lim	\$20.00
09/10/19	Dig Inn	1	Overtime meal for C. Hines	\$20.00
09/10/19	Just Salad	1	Overtime meal for D. Ariel	\$20.00
09/10/19	AJA	1	Overtime meal for D. Meyer	\$20.00
09/10/19	Naya	1	Overtime meal for S. Bullitt	\$19.14
09/10/19	Jerusalem Café	1	Overtime meal for S. Szanzer	\$20.00
09/11/19	Fields Good Chicken	1	Overtime meal for D. Meyer	\$20.00
09/18/19	Davis Polk Cafeteria	1	Overtime meal for S. Moyal	\$17.10
09/22/19	Foodcellar Market	1	Overtime meal for S. Loo	\$12.44

¹ Where an amount for an overtime meal originally exceeded \$20.00, the amount was reduced to \$20.00 to comply with the UST Guidelines.

BUSINESS MEAL DETAIL				
09/23/19	Davis Polk Cafeteria	1	Overtime meal for J. Finelli	\$15.71
09/24/19	Davis Polk Cafeteria	1	Overtime meal for R. Feldstein	\$11.37
09/24/19	Just Salad	1	Overtime meal for D. Ariel	\$20.00
09/24/19	Just Salad	1	Overtime meal for S. Lim	\$20.00
09/25/19	Davis Polk Cafeteria	1	Overtime meal for D. Ariel	\$14.00
09/26/19	Davis Polk Cafeteria	1	Overtime meal for M. Giddens	\$12.00
09/26/19	Just Salad	1	Overtime meal for D. Ariel	\$20.00
TOTAL				\$401.76

TRAVEL DETAIL			
Date Posted	Person Travelling	Description	Amount (\$)
9/3/19	S. Loo	Taxi from Davis Polk offices for late night work	\$45.35
9/3/19	S. Szanzer	Uber from Davis Polk offices for late night work	\$59.82
9/4/19	D. Ariel	Taxi from Davis Polk offices for late night work	\$64.84
9/5/19	S. Loo	Taxi from Davis Polk offices for late night work	\$45.35
9/9/19	S. Szanzer	Taxi from Davis Polk offices for late night work	\$52.21
9/9/19	S. Loo	Taxi from Davis Polk offices for late night work	\$45.35
9/10/19	S. Szanzer	Taxi from Davis Polk offices for late night work	\$59.82
9/10/19	S. Lim	Taxi from Davis Polk offices for late night work	\$45.35
9/10/19	D. Ariel	Taxi from Davis Polk offices for late night work	\$55.37
9/10/19	D. Meyer	Taxi from Davis Polk offices for late night work	\$45.35
9/11/19	S. Szanzer	Taxi from Davis Polk offices for late night work	\$65.39
9/17/19	S. Szanzer	Taxi from Davis Polk offices for late night work	\$59.82
9/18/19	S. Szanzer	Taxi from Davis Polk offices for late night work	\$59.83
9/18/19	S. Moy	Taxi from Davis Polk offices for late night work	\$35.33
9/19/19	S. Szanzer	Taxi from Davis Polk offices for late night work	\$63.15
9/23/19	S. Szanzer	Taxi from Davis Polk offices for late night work	\$16.03
9/23/19	C. Holt	Taxi from Davis Polk offices for late night work	\$35.33
9/23/19	R. Feldstein	Taxi from Davis Polk offices for late night work	\$36.15
9/24/19	S. Lim	Uber from Davis Polk offices for late night work	\$34.22
9/24/19	S. Szanzer	Uber from Davis Polk offices for late night work	\$11.84
9/24/19	S. Szanzer	Taxi from Davis Polk offices for late night work	\$60.34
9/24/19	R. Feldstein	Taxi from Davis Polk offices for late night work	\$31.98
9/25/19	S. Szanzer	Taxi from Davis Polk offices for late night work	\$65.95

TRAVEL DETAIL			
Date Posted	Person Travelling	Description	Amount (\$)
9/26/19	R. Feldstein	Taxi from Davis Polk offices for late night work	\$31.98
9/27/19	D. Ariel	Taxi from Davis Polk offices for late night work	\$54.25
TOTAL			\$1,180.40