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

Re: D.I. 190 Obj. Deadline: Nov. 13, 2019 at 4:00 p.m. (EST)

NOTICE OF SALE OF CERTAIN OF THE DEBTORS' DE MINIMIS ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS, AND ENCUMBRANCES <u>PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE</u>

PLEASE TAKE NOTICE that, on May 6, 2019, the United States Bankruptcy Court for the District of Delaware (the "**Court**") entered the order (the "**Order**") granting approval of certain procedures (the "**Procedures**") for (i) the sale of certain *de minimis* assets ("**De Minimis Assets**"), free and clear of all liens, claims, interests, and encumbrances and (ii) the abandonment of certain De Minimis Assets [D.I. 190] in the chapter 11 cases of Southcross Energy Partners, L.P. ("**Southcross**"), Southcross Energy Partners GP, LLC, and Southcross's wholly owned direct and indirect subsidiaries that are debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**").

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Order, unless a written objection ("**Objection**") is filed with the Court and served in the manner required by the Order by **November 13, 2019 at 4:00 p.m. (EST)**, the De Minimis Assets listed on <u>Appendix A</u> attached hereto will be sold free and clear of all

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 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.



liens, claims, encumbrances, or interests pursuant to, among other provisions, section 363 of title 11 of the United States Code, in accordance with the Order.

PLEASE TAKE FURTHER NOTICE that, if an Objection is timely filed and served in accordance with the Order, the Debtors and the objecting party will use good faith efforts to resolve the Objection. If the Debtors and the objecting party are unable to consensually resolve the Objection, the Debtors shall not proceed with the sale of the De Minimis Assets that are the subject of the Objection pursuant to the Procedures, but may seek Court approval of the proposed transaction.

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Dated: Wilmington, Delaware November 8, 2019

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

-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

Proposed Counsel to the Debtors and Debtors in Possession

APPENDIX A

	Name and Address of	Proposed Purchase Price and Commissions	Location of Assets to	Location of Sale (if different than location
Assets(s) to be Sold	Purchaser	to Third Parties	be Sold	of Assets)
Texas Commission on	Fathom, LLC	\$1,040,000.00	Montgomery County,	5599 San Felipe, Suite
Environmental Quality			Texas	911, Houston, Texas
Houston-Galveston-	5599 San Felipe, Suite			77056
Brazoria Volatile	911, Houston, Texas			
Organic Compound	77056			
Emission Reduction				
Credits				