

**IN THE UNITED STATES BANKRUPTCY COURT
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: Dec. 2, 2019 at 4:00 p.m.

Hearing Date: Dec. 19, 2019 at 10:30 a.m.

**FIRST INTERIM FEE APPLICATION OF DELOITTE & TOUCHE LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT FOR
EXPENSES INCURRED AS INDEPENDENT AUDITOR AND ACCOUNTING
SERVICES PROVIDER TO THE DEBTORS FOR THE PERIOD FROM
APRIL 1, 2019 THROUGH AUGUST 31, 2019**

Name of Applicant:	Deloitte & Touche LLP
Authorized to Provide Professional Services to:	Debtor and Debtors in Possession
Date of Retention:	June 10, 2019 <i>Nunc Pro Tunc</i> to April 1, 2019
Period for which compensation and reimbursement is sought:	April 1, 2019 through August 31, 2019
Amount of Compensation Requested:	\$274,129.00
Amount of Expense Reimbursement Requested:	\$751.68

This is a(n): Monthly X Interim Final Application

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); South cross 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. (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.



PRIOR FEE APPLICATIONS FILED

Date Filed / Docket #	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses	20% Holdback
9/20/2019 Docket# 494	4/1/2019 - 6/30/2019	\$ 113,206.00	\$ 657.62	\$ 90,564.80	\$ 657.62	\$ (22,641.20)
10/11/2019 Docket# 536	7/1/2019 - 7/31/2019	\$ 27,204.50	\$ -	\$ 21,763.60	\$ -	\$ (5,440.90)
10/24/2019 Docket# 612	8/1/2019 - 8/31/2019	\$ 133,718.50	\$ 94.06	\$ 106,974.80	\$ 94.06	\$ (26,743.70)
TOTAL		\$ 274,129.00	\$ 751.68	\$ 219,303.20	\$ 751.68	\$ (54,825.80)

CUMULATIVE TIME SUMMARY BY PROFESSIONAL

For the Period April 1, 2019 through August 31, 2019

Professional	Level	Rate	Hours	Fees
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2018 Audit Services

Gullo, Randall	Partner/Principal	\$195.00	4.0	\$780.00
Blaufuss, John	Managing Director	\$195.00	1.0	\$195.00
Boza-Holman, Jian	Senior Manager	\$195.00	3.0	\$585.00
Johnson, Matt	Senior Manager	\$195.00	0.3	\$58.50
Senapati, Sudhansu	Senior Manager	\$195.00	1.0	\$195.00
Bhatia, Gurleen Kaur	Senior Consultant	\$195.00	6.5	\$1,267.50
Koch, Jimmy	Senior Consultant	\$195.00	30.3	\$5,908.50
Phan, Quyn	Consultant	\$195.00	112.5	\$21,937.50
Ramirez-Perez, Erik	Consultant	\$195.00	33.1	\$6,454.50
Rawat, Akshita	Consultant	\$195.00	11.9	\$2,320.50

Professional Subtotal:			203.6	\$39,702.00
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Professional	Level	Rate	Hours	Fees
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2019 Audit Services

Johnson, Matt	Senior Manager	\$195.00	5.6	\$1,092.00
Mirjahangiri, Elizabeth	Senior Consultant	\$195.00	6.3	\$1,228.50

Professional Subtotal:			11.9	\$2,320.50
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Professional	Level	Rate	Hours	Fees
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2019 Audit Procedures

Johnson, Matt	Senior Manager	\$195.00	1.3	\$253.50
Khurana, Ridhi	Manager	\$195.00	0.3	\$58.50
Kapoor, Nehal	Senior Consultant	\$195.00	0.3	\$58.50
Koch, Jimmy	Senior Consultant	\$195.00	0.3	\$58.50
Mirjahangiri, Elizabeth	Senior Consultant	\$195.00	0.3	\$58.50
Phan, Quyn	Consultant	\$195.00	5.5	\$1,072.50
Rawat, Akshita	Consultant	\$195.00	0.3	\$58.50

Professional Subtotal:			8.3	\$1,618.50
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Professional	Level	Rate	Hours	Fees
2019 Quarterly Review Procedures				
Daugherty, Carl	Partner/Principal	\$195.00	1.0	\$195.00
Odom, Dan	Partner/Principal	\$195.00	1.1	\$214.50
Johnson, Matt	Senior Manager	\$195.00	20.1	\$3,919.50
Wang, Jessie	Senior Manager	\$195.00	1.5	\$292.50
Koch, Jimmy	Senior Consultant	\$195.00	4.7	\$916.50
Mirjahangiri, Elizabeth	Senior Consultant	\$195.00	3.5	\$682.50
Parker, JD	Senior Consultant	\$195.00	6.1	\$1,189.50
Phan, Quyn	Consultant	\$195.00	47.1	\$9,184.50
Ramirez-Perez, Erik	Consultant	\$195.00	24.6	\$4,797.00
Professional Subtotal:			109.7	\$21,391.50

Professional	Level	Rate	Hours	Fees
2019 Quarterly Review Services				
Becker, Paul	Partner/Principal	\$195.00	1.4	\$273.00
Daugherty, Carl	Partner/Principal	\$195.00	6.9	\$1,345.50
Odom, Dan	Partner/Principal	\$195.00	27.9	\$5,440.50
Vogel, CJ	Partner/Principal	\$195.00	1.2	\$234.00
Boza-Holman, Juan	Senior Manager	\$195.00	1.7	\$331.50
Horn, Dave	Senior Manager	\$195.00	2.3	\$448.50
Johnson, Matt	Senior Manager	\$195.00	72.8	\$14,196.00
Alaverdova, Elena	Manager	\$195.00	27.1	\$5,284.50
Wang, Jessie	Manager	\$195.00	2.9	\$565.50
Bhatia, Gurleen Kaur	Senior Consultant	\$195.00	41.1	\$8,014.50
Gangwal, Shefali	Senior Consultant	\$195.00	8.5	\$1,657.50
Kapoor, Nehal	Senior Consultant	\$195.00	3.5	\$682.50
Khurana, Ravi	Senior Consultant	\$195.00	1.0	\$195.00
Koch, Jimmy	Senior Consultant	\$195.00	175.6	\$34,242.00
Mirjahangiri, Elizabeth	Senior Consultant	\$195.00	34.6	\$6,747.00
Randow, Alixandra	Senior Consultant	\$195.00	0.5	\$97.50
Ahuja, Deepak	Consultant	\$195.00	6.0	\$1,170.00
Bindal, Nancy	Consultant	\$195.00	8.0	\$1,560.00
Gupta, Deepak	Consultant	\$195.00	13.5	\$2,632.50
Jain, Anurag	Consultant	\$195.00	3.0	\$585.00
Jain, Deepika	Consultant	\$195.00	5.0	\$975.00
Maheshwari, Radhika	Consultant	\$195.00	3.4	\$663.00
Mittal, Ayushi	Consultant	\$195.00	8.2	\$1,599.00
Phan, Quyn	Consultant	\$195.00	185.9	\$36,250.50
Ramirez-Perez, Erik	Consultant	\$195.00	172.2	\$33,579.00
Rawat, Akshita	Consultant	\$195.00	23.3	\$4,543.50
Singh, Rohini	Consultant	\$195.00	4.0	\$780.00
Stout, Joseph	Consultant	\$195.00	1.5	\$292.50
Professional Subtotal:			843.0	\$164,385.00

Professional	Level	Rate	Hours	Fees
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Consultation Services

Becker, Paul	Partner/Principal	\$550.00	1.9	\$1,045.00
Daugherty, Carl	Partner/Principal	\$550.00	2.2	\$1,210.00
Odom, Dan	Partner/Principal	\$550.00	11.4	\$6,270.00
Biltz, Meredith	Managing Director	\$550.00	6.0	\$3,300.00
Blaufuss, John	Managing Director	\$550.00	1.8	\$990.00
Sasso, Anthony	Managing Director	\$550.00	0.3	\$165.00
Sullivan, Mike	Managing Director	\$550.00	2.7	\$1,485.00
Johnson, Matt	Senior Manager	\$450.00	24.9	\$11,205.00
Morehead, David	Senior Manager	\$450.00	2.5	\$1,125.00
Wang, Jessie	Manager	\$450.00	0.7	\$315.00
Koch, Jimmy	Senior Consultant	\$250.00	13.1	\$3,275.00
Mirjahangiri, Elizabeth	Senior Consultant	\$250.00	0.9	\$225.00
Ramirez-Perez, Erik	Consultant	\$175.00	2.0	\$350.00
Professional Subtotal:			70.4	\$30,960.00

Professional	Level	Rate	Hours	Fees
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Out of Scope Services (Lease Standard Implementation)

Horn, Dave	Senior Manager	\$450.00	1.8	\$810.00
Johnson, Matt	Senior Manager	\$450.00	4.1	\$1,845.00
Gilenti, Elena	Manager	\$350.00	2.0	\$700.00
Koch, Jimmy	Senior Consultant	\$250.00	4.1	\$1,025.00
Ramirez-Perez, Erik	Consultant	\$175.00	0.4	\$70.00
Professional Subtotal:			12.4	\$4,450.00

Professional	Level	Rate	Hours	Fees
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Preparation of Fee Applications

Johnson, Matt	Senior Manager	\$195.00	9.4	\$1,833.00
Alavardova, Elena	Manager	\$195.00	1.0	\$195.00
Gutierrez, Dalia	Project Controller	\$195.00	37.3	\$7,273.50
Professional Subtotal:			47.7	\$9,301.50
Total			1,307.0	\$274,129.00

CUMULATIVE FEES BY CATEGORY SUMMARY

For the Period April 1, 2019 through August 31, 2019

Categories	Hours	Fees
2018 Audit Services	203.6	\$39,702.00
2019 Audit Procedures	8.3	\$1,618.50
2019 Audit Services	11.9	\$2,320.50
2019 Quarterly Review Procedures	109.7	\$21,391.50
2019 Quarterly Review Services	843.0	\$164,385.00
Consultation Services	70.4	\$30,960.00
Out of Scope Services (Lease Standard Implementation)	12.4	\$4,450.00
Preparation of Fee Applications	47.7	\$9,301.50
Fees Category Subtotal :	1,307.0	\$274,129.00

CUMULATIVE EXPENSE SUMMARY

For the Period of April 1, 2019 through August 31, 2019

Expense Categories	Total Expenses for the Period
Meals	\$751.68
Expense Category Subtotal :	\$751.68

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

<p>-----</p> <p>In re:</p> <p>SOUTHCROSS ENERGY PARTNERS, L.P., <i>et al.</i>,</p> <p style="text-align: center;">Debtors.¹</p> <p>-----</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 19-10702 (MFW)</p> <p>Jointly Administered</p> <p>Obj. Deadline: Dec. 2, 2019 at 4:00 p.m.</p> <p>Hearing Date: Dec. 19, 2019 at 10:30 a.m.</p>
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**FIRST INTERIM FEE APPLICATION OF DELOITTE & TOUCHE LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT FOR
EXPENSES INCURRED AS INDEPENDENT AUDITOR AND ACCOUNTING
SERVICES PROVIDER TO THE DEBTORS FOR THE PERIOD FROM
APRIL 1, 2019 THROUGH AUGUST 31, 2019**

Deloitte & Touche LLP (“D&T” or the “Applicant”), independent auditor and accounting services provider to Southcross Energy Partners GP, LLC, and its affiliated debtor entities as debtors and debtors-in-possession (collectively, the “Debtors”) in these chapter 11 cases, hereby seeks interim allowance and payment of compensation and reimbursement of expenses 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”), and rule 2016-2 of the Local Bankruptcy Rules of Bankruptcy Court for the District of Delaware (the “Local Rules”), for the period commencing April 1, 2019 through August 31, 2019 (the “Application Period”). In

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); South cross 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. (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.

support of this fee application (the “Fee Application”), Deloitte & Touche respectfully represents as follows:

JURISDICTION

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

STATUTORY BASIS

2. The statutory predicates for the relief requested herein are: (i) sections 330 and 331 of the Bankruptcy Code; (ii) rule 2016 of the Bankruptcy Rules; (iii) rule 2016-2 of the Local Rules; and (iv) the Compensation Order (as defined below).

BACKGROUND

3. On April 1, 2019 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their businesses and manage their businesses and manage their properties as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

4. On May 6, 2019, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [D.I. 191] (the “Compensation Order”), which generally sets forth the procedures for interim compensation and expense reimbursement for retained professionals.

RETENTION OF DELOITTE & TOUCHE

5. On May 22, 2019, the Debtors filed the *Application of Debtors For Authority to (I) to Employ and Retain Deloitte & Touche LLP as Independent Auditor and Accounting Services Provider for the Debtors Nunc Pro Tunc to the Petition Date and (II) Waive Certain Information Disclosure Requirements* [D.I. 222] (the “Retention Application”).

6. On June 10, 2019, the Court entered an order approving the Retention Application [D.I. 259] (the “Retention Order”).

RELIEF REQUESTED

7. By this Fee Application, Deloitte & Touche respectfully requests 100% allowance of compensation of its fees in the amount of \$274,129.00, together with reimbursement of its reasonable and necessary expenses incurred during the Application Period, in the amount of \$751.68, for a total requested allowance of fees and expenses of \$274,880.68. Deloitte & Touche has been subject to a 20% holdback imposed by the Court on the allowance of fees. The aggregate amount of the Applicant’s holdback during the Application Period is \$54,825.80. Deloitte & Touche respectfully requests the Court allow the payment to Deloitte & Touche of this holdback amount on an interim basis. Deloitte & Touche submits this Fee Application in accordance with the Compensation Order and the Retention Order. All services for which Deloitte & Touche requests compensation were performed for the Debtors.

BASIS FOR RELIEF

8. This is the first interim fee application filed by Deloitte & Touche in these cases. In connection with the professional services rendered, by this Fee Application, Deloitte & Touche seeks compensation in the amount of \$274,129.00. The Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Debtors. These records are maintained in the ordinary course of the Applicant’s business. A detailed statement of hours spent rendering professional services to the Debtors in support of Deloitte & Touche’s request for compensation for fees incurred during the Application Period is attached hereto as Exhibit A. Exhibit A: (i) identifies the professionals and paraprofessionals that rendered services in each project category; and (ii) describes each service such professional or paraprofessional performed.

9. Deloitte & Touche also maintains computerized records of all expenses incurred in connection with the performance of professional services. By this Fee Application, Deloitte & Touche also seeks expense reimbursement of \$751.68. A summary of actual and necessary expenses incurred by Deloitte & Touche during the Application Period is attached hereto as Exhibit B.

10. No agreement or understanding exists between Deloitte & Touche and any nonaffiliated or unrelated person or persons for the sharing of compensation received or to be received for professional services rendered in or in connection with these cases.

DESCRIPTION OF SERVICES RENDERED

11. Deloitte & Touche provides below an overview of the services it rendered as independent auditor and accounting services provider to the Debtors during the Application Period. Detailed descriptions of these services, the amount of fees incurred, and the amount of hours spent providing services throughout the Application Period are also provided in the attached Exhibits.

2018 Audit Services:

Hours 203.6, Amount \$39,702.00

- Deloitte & Touche prepared final documentation of 2018 audit services for retention for internal records.

2019 Audit Procedures:

Hours 8.3, Amount \$1,618.50

- Deloitte & Touche performed analyses to schedule resources and evaluate a proposed audit fee for the audit of consolidated financial statements of Southcross Energy Partners, LP for the year ending December 31, 2019.

2019 Audit Services:

Hours 11.9, Amount \$2,320.50

- Deloitte & Touche prepared preliminary risk assessment documentation for the financial statement audit of Southcross Energy Partners, LP for the year ending December 31, 2019.

2019 Quarterly Review Procedures:

Hours 109.7, Amount \$21,391.50

2019 Quarterly Review Services:

Hours 843.0, Amount \$164,385.00

- Deloitte & Touche prepared documentation regarding analysis and review of the balance sheet, statement of operations, statement of cash flows, statement of partners' capital, and related notes to the financial statements as of and for the three and six months ended June 30, 2019.
- Applicant advised the Debtors regarding disclosure of events and transactions within Form 10-Q filed with the United States Securities & Exchange Commission on May 15, 2019.
- Deloitte & Touche prepared documentation of analytical procedures and examination of underlying accounting records with respect to the balance sheet, statement of operations, statement of partners' capital, statement of cash flows, and the related notes as of and for the three months ended March 31, 2019.
- Deloitte & Touche prepared and delivered communications to management and to the Audit Committee of the Board of Directors regarding the results of Deloitte & Touche's reviews of interim financial information.

Consultation Services:

Hours 70.4, Amount \$30,960.00

- Applicant advised the Debtors regarding disclosure of a) events related to the chapter 11 bankruptcy proceedings of Southcross Energy Partners, LP, et. al., and b) compliance with Accounting Standards Codification Topic 852 (Reorganizations) within Form 10-Q filed with the United States Securities & Exchange Commission on May 15, 2019.

Out of Scope Services (Lease Standard Implementation):

Hours 12.4, Amount \$4,450.00

- Applicant advised the Debtors regarding accounting policy changes and required financial statement presentation and disclosure of leases upon adoption of Accounting Standards Codification Topic 842 (Leases).
- Deloitte & Touche reviewed disclosures related to leases within in the Debtor's Form 10-Q filed with the Securities and Exchange Commission on May 14, 2019.

Preparation of Fee Applications:

Hours 47.7, Amount \$9,301.50

- During the Application Period, Deloitte & Touche analyzed the time charged by both professional level and category in preparation for this and prior monthly fee applications, in accordance with the Compensation Order.

**ALLOWANCE OF COMPENSATION AND
ACTUAL AND NECESSARY EXPENSES**

12. Because of the benefits realized by the Debtors, the nature of services provided, the amount of work done, the time consumed and the skill required, Deloitte & Touche requests that it be allowed, on an interim basis, compensation for the professional services rendered during the Application Period in the sum of \$274,129.00.

13. During the Application Period, allowance of compensation in the amount requested would result in a blended hourly billing rate for professionals of approximately \$209.74.

14. Deloitte & Touche respectfully submits that the professional services rendered by Deloitte & Touche on behalf of the Debtors during the Application Period were reasonable, necessary and appropriate to the administration of these chapter 11 cases and related matters.

15. As set forth in Exhibit B attached hereto, Deloitte & Touche has disbursed, and requests reimbursement for, a total of \$751.68 in expenses in providing professional services during the Application Period, which represents actual, necessary expenses in the rendition of professional services in these cases.

**DELOITTE & TOUCHE’S REQUESTED FEES SHOULD BE ALLOWED
BY THIS COURT**

16. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services; the rates charged for such services;
- (b) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (c) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (d) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (e) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

12 In the instant case, Deloitte & Touche respectfully submits that the services for which it seeks compensation in this Application Period were necessary for and beneficial to the Debtors and were performed economically, effectively, and efficiently. Deloitte & Touche further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors. Further, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (i) the complexity of these cases; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of such services; and (v) the costs of comparable services other than in a case under the Bankruptcy Code. Accordingly, the approval of the compensation sought herein is warranted.

CERTIFICATE OF COMPLIANCE AND WAIVER

13 The undersigned representative of Deloitte & Touche certifies that Deloitte & Touche has reviewed the requirements of rule 2016-2 of the Local Rules and that the Fee Application substantially complies with that Local Rule. To the extent that the Fee Application does not comply in all respects with the requirements of Local Rule 2016-2, Deloitte & Touche believes that such deviations are not material and respectfully requests that any such requirement be waived.

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WHEREFORE, Deloitte & Touche respectfully requests that the Court enter an order: (i) granting the allowance, on an interim basis, of compensation for professional services rendered to the Debtors by Deloitte & Touche during for the Application Period in the amount of \$274,129.00, for compensation for professional services rendered during the Application Period; (ii) granting the reimbursement of \$751.68 for the actual and necessary costs and expenses incurred by Deloitte & Touche in these cases during the Application Period; (iii) authorizing and directing the Debtors to pay all of the compensation held back in connection with the monthly invoices in the amount of \$54,825.80; and (iv) granting such other and relief as may be just and proper.

Dated: November 18, 2019
Dallas, Texas

Respectfully submitted,

DELOITTE & TOUCHE LLP

/s/ Dan Odom

Dan Odom
Partner
2220 Ross Avenue, Suite 1600
Dallas, Texas 75201
Telephone: 214.840.7324
Facsimile: 214.840.5324