

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

In re:	)	
	)	Chapter 11
SOUTHCROSS ENERGY PARTNERS, L.P.,	)	
<i>et al.</i> ,	)	Case No. 19-10702 (MFW)
	)	
Debtors. <sup>1</sup>	)	Jointly Administered
	)	Re: D.I. 471, 556, 596 & 673

**NOTICE OF CLOSING OF SALE OF CCPN ASSETS  
TO KINDER MORGAN TEJAS PIPELINE LLC**

**PLEASE TAKE NOTICE** that, on April 1, 2019, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

**PLEASE TAKE FURTHER NOTICE** that, on May 22, 2019, the Debtors filed a motion [D.I. 225] (the “**Bidding Procedures Motion**”) with the Court seeking entry of an order approving, among other things, (a) procedures for the solicitation of bids in connection with the proposed sale(s) (the “**Sale Transaction(s)**”) of all or substantially all of the Debtors’ assets, subject to an auction process (the “**Auction**”) that contemplated the possible selection of one or more stalking horse bidders (the “**Stalking Horse Bidder(s)**”), (b) the form and manner of notice related to the Sale Transaction(s), and (c) procedures for the assumption and assignment of executory contracts and unexpired leases in connection with the Sale Transaction(s) (the “**Assumption and Assignment Procedures**”).

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



**PLEASE TAKE FURTHER NOTICE** that, on June 13, 2019, the Court entered an order [D.I. 324] (the “**Bidding Procedures Order**”)<sup>2</sup> approving, among other things, the Bidding Procedures, which established the key dates and times related to the Sale Transaction(s), the Auction, and the Assumption and Assignment Procedures.

**PLEASE TAKE FURTHER NOTICE** that, on August 24, 2019, in accordance with the Bidding Procedures Order, the Debtors filed a motion [D.I. 440] (the “**CCPN Stalking Horse Motion**”) seeking entry of an order authorizing, among other things, (a) the designation of Kinder Morgan Tejas Pipeline LLC (the “**Kinder Morgan**”) as the Stalking Horse Bidder with respect to the sale of the CCPN Assets (as defined in the CCPN Stalking Horse Motion) and (b) the Bid Protections (as defined in the CCPN Stalking Horse Motion). On August 30, 2019, the Court entered an order [D.I. 455] approving the CCPN Stalking Horse Motion. On September 13, 2019, the Debtors filed a *Notice of Revised Asset Purchase Agreement* [D.I. 471] with respect to the CCPN Assets, which attached thereto as Exhibit A the executed asset purchase agreement (including a Proposed Assumed Contracts Schedule) that served as the Stalking Horse Bid for the CCPN Assets (the “**Kinder APA**”).

**PLEASE TAKE FURTHER NOTICE** that, on September 19, 2019, the Debtors filed the *Notice of Revised Timeline* [D.I. 493] setting forth, among other things, a revised Auction schedule whereby the Auction with respect to the CCPN Assets was to be conducted at the offices of Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 on October 17, 2019 at 2:00 p.m. (prevailing Eastern Time) (or such later time on such day or such other place as the Debtors were to notify all parties participating in the Auction).

**PLEASE TAKE FURTHER NOTICE** that, on October 18, 2019, the Debtors filed the *Notice Regarding Auctions* [D.I. 552] providing notice that, among other things, (a) the Auction relating to the CCPN Assets was adjourned to a date no later than October 21, 2019 and (b) the Debtors would notify all parties participating in the Auction of the rescheduled time and place (if any).

**PLEASE TAKE FURTHER NOTICE** that, on October 20, 2019, the Debtors filed the *Notice Regarding Auction with Respect to CCPN Assets* [D.I. 556] (the “**CCPN Auction Notice**”) cancelling the Auction for the CCPN Assets and determining that Kinder Morgan was the Successful Bidder for the CCPN Assets. As required by the Bidding Procedures Order, the CCPN Auction Notice included, (a) attached thereto as Exhibit A, the Proposed Assumed Contracts Schedule relating to the CCPN Assets (as may be amended in accordance with the terms of the Kinder APA, the “**Original Proposed Assumed Contracts Schedule**”) and (b) attached thereto as Exhibit B and Exhibit C, respectively, clean and redline (marked against the version previously filed with the Court) copies of the CCPN Sale Order relating to the CCPN Assets.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Bidding Procedures Order or the CCPN Sale Order (as defined herein), as applicable.

**PLEASE TAKE FURTHER NOTICE** that, on October 22, 2019, the Court entered the *Order Approving Sale of Debtors' Corpus Christi Pipeline Network Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief* [D.I. 596] (the "**CCPN Sale Order**"), which, among other things and subject to the terms and conditions set forth therein, approved the assumption and assignment of the Assigned Contracts on the Original Proposed Assumed Contracts Schedule, which could be amended in accordance with the terms of the Bidding Procedures Order, the CCPN Sale Order, and the Kinder APA.

**PLEASE TAKE FURTHER NOTICE** that, on November 6, 2019, in accordance with the Bidding Procedures Order, the CCPN Sale Order, and the Kinder APA, the Debtors filed the *Supplemental Proposed Assumed Contracts Schedule Relating to the CCPN Assets* [D.I. 673], which attached thereto as Exhibit A a schedule of certain Assigned Contracts (the "**Supplemental Proposed Assumed Contracts Schedule**"), in supplement of the Original Proposed Assumed Contracts Schedule.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the terms and conditions of the CCPN Sale Order and the Kinder APA, the Closing occurred on November 6, 2019.

**PLEASE TAKE FURTHER NOTICE** that, attached hereto as **Exhibit A** is the list of contracts and leases that were assumed by the Debtors, and assigned to Kinder Morgan, in connection with the sale of the CCPN Assets (the "**Final Assumed Contracts Schedule**"). The contracts and leases listed on the Final Assumed Contracts Schedule are subject to, and deemed assumed and assigned under, the CCPN Sale Order.

#### **Obtaining Additional Information**

Copies of all documents referenced herein and filed with the Court, are available free of charge on the Debtors' case information website, located at <http://www.kccllc.net/southcrossenergy>, or can be requested by email at [SouthcrossInfo@kccllc.com](mailto:SouthcrossInfo@kccllc.com).

Dated: November 19, 2019  
Wilmington, Delaware

Respectfully submitted,

MORRIS, NICHOLS, ARSHT & TUNNELL  
LLP

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**EXHIBIT A**

**Final Assumed Contracts Schedule**

**SCHEDULE 2.05(a)**  
**DESIRED 365 CONTRACTS**

1. Base Contract for Sale and Purchase of Natural Gas, dated March 1, 2012, between Southcross Marketing Company Ltd. (“**Southcross Marketing**”) and Calpine Energy Services, L.P., as supplemented by (i) the Special Provisions to Base Contract for Sale and Purchase of Natural Gas, dated March 1, 2012, between Southcross Marketing and Calpine Energy Services, L.P., and (ii) Transaction Confirmation #3, dated October 15, 2019, between Southcross Marketing and Calpine Energy Services, L.P.
2. Base Contract for Sale and Purchase of Natural Gas, dated March 30, 2010, between Southcross Marketing and Koch Energy Services, LLC, as supplemented by (i) the Special Provisions to the NAESB Base Contract for Sale and Purchase of Natural Gas, dated March 30, 2010, between Southcross Marketing and Koch Energy Services, LLC, and (ii) Transaction Confirmation #2, dated August 24, 2018, between Southcross Marketing and Koch Energy Services, LLC.
3. Base Contract for Sale and Purchase of Natural Gas, dated August 1, 2010, between Southcross Marketing and Valero Refining – Texas, L.P., as supplemented by (i) the Special Provisions to Base Contract for Sale and Purchase of Natural Gas, dated August 1, 2010, between Southcross Marketing and Valero Refining – Texas, L.P., and (ii) Transaction Confirmation #10, dated June 18, 2019, between Southcross Marketing and Valero Refining – Texas, L.P.
4. Base Contract for Sale and Purchase of Natural Gas, dated August 1, 2011, between Southcross Marketing and Air Liquide Large Industries U.S. LP, as supplemented by Transaction Confirmation #2, dated October 1, 2013, between Southcross Marketing and Air Liquide Large Industries U.S. LP.
5. Base Contract for Sale and Purchase of Natural Gas, dated April 17, 2015, between Southcross Marketing and Buckeye Texas Processing LLC, as supplemented by (i) the Special Provisions – Base Contract, dated April 17, 2015, between Southcross Marketing and Buckeye Texas Processing LLC, (ii) Transactions Confirmation #5, dated November 7, 2018, and (iii) Transaction Confirmation #6, dated September 6, 2019, between Southcross Marketing and Buckeye Texas Processing LLC.
6. Base Contract for Sale and Purchase of Natural Gas, dated November 1, 2009, between Southcross Marketing and CITGO Petroleum Corporation, as supplemented by Transaction Confirmation #11, dated November 14, 2018, between Southcross Marketing and CITGO Petroleum Corporation.
7. Base Contract for Sale and Purchase of Natural Gas, dated January 1, 2012, between Southcross Marketing and Elementis Chromium LP, as supplemented by Transaction Confirmation #1, dated November 4, 2011, between Southcross Marketing and Elementis Chromium LP.
8. Base Contract for Sale and Purchase of Natural Gas, dated December 1, 2014, between Southcross Marketing and Gravity Midstream, LLC, as supplemented by Transaction

Confirmation #3, dated July 1, 2015, between Southcross Marketing and Gravity Midstream Corpus Christi, LLC.

9. Base Contract for Sale and Purchase of Natural Gas, dated December 1, 2011, between Southcross Marketing and TOR Minerals International, Inc., as supplemented by Transaction Confirmation #1, dated December 1, 2011, between Southcross Marketing and TOR Minerals International, Inc.
10. Base Contract for Sale and Purchase of Natural Gas, dated February 1, 2013, between Southcross Marketing and Illinois Sand Company LLC, as supplemented by Transaction Confirmation #2, dated January 23, 2014, between Southcross Marketing and Northern White Sand LLC.
11. Base Contract for Sale and Purchase of Natural Gas, dated November 1, 2012, between Southcross Marketing and Occidental Energy Marketing, Inc., as supplemented by (i) the Special Provisions to Base Contract for Sale and Purchase of Natural Gas, dated November 1, 2012, between Southcross Marketing and Occidental Energy Marketing, Inc., and (ii) Transaction Confirmation #1—COGEN, dated April 21, 2014, between Southcross Marketing and Occidental Energy Marketing, Inc.
12. Base Contract for Sale and Purchase of Natural Gas, dated November 1, 2018, between Southcross Marketing and Moda Ingleside Energy Center, LLC, as supplemented by Transaction Confirmation #1, dated October 17, 2018, between Southcross Marketing and Moda Ingleside Energy Center, LLC.
13. Base Contract for Sale and Purchase of Natural Gas, dated July 1, 2011, between Southcross Marketing and Cokinos Natural Gas Company, as supplemented by Transaction Confirmation #2, dated November 7, 2013, between Southcross Marketing and Cokinos Natural Gas Company.
14. Base Contract for Sale and Purchase of Natural Gas, dated August 1, 2009, between Javelina Marketing Company Ltd. and National Energy & Trade, LP., as supplemented by Transaction Confirmation #4, dated May 28, 2014, between Southcross Marketing and National Energy & Trade, LP.
15. Pipeline Services Agreement, dated March 6, 2014, between Southcross Nueces Pipelines LLC (“**Southcross Nueces**”) and Nueces Bay WLE, LP.
16. Southcross Nueces Pipelines LLC Standard Form of Service Agreement – Interruptible Gas Transportation, dated January 1, 2016, between Southcross Nueces and Nueces Bay WLE, LP, as amended or supplemented by (i) Amendment No. 1 to Southcross Nueces Pipelines LLC Standard Form of Service Agreement – Interruptible Gas Transportation, dated January 1, 2016, between Southcross Nueces and Nueces Bay WLE, LP, and (ii) Confirmation No. 1, dated January 1, 2016, between Southcross Nueces and Nueces Bay WLE, LP.
17. Pipeline Services Agreement, dated March 6, 2014, between Southcross Nueces and Barney M. Davis, LP.

18. Southcross Nueces Pipelines LLC Standard Form of Service Agreement – Interruptible Gas Transportation, dated January 1, 2016, between Southcross Nueces and Barney M. Davis, LP, as amended or supplemented by (i) Amendment No. 1 to Southcross Nueces Pipelines LLC Standard Form of Service Agreement – Interruptible Gas Transportation, dated January 1, 2016, between Southcross Nueces and Barney M. Davis, LP, and (ii) Confirmation No. 1, dated January 1, 2016, between Southcross Nueces and Barney M. Davis, LP.
19. Firm Intrastate Gas Transportation Agreement, dated November 1, 2016, between Southcross CCNG Transmission Ltd. (“**Southcross Transmission**”) and Calpine Energy Services, L.P.
20. Intrastate Firm Gas Transportation Agreement, dated July 1, 2016, between Southcross Transmission and Kinder Morgan Tejas Pipeline LLC.
21. Firm Intrastate Gas Transportation Agreement, dated July 1, 2008, between Crosstex Gulf Coast Transmission Ltd. and Kinder Morgan Tejas Pipeline LLC, as supplemented by Confirmation Agreement #5, dated April 30, 2019, between Southcross Gulf Coast Transmission Ltd. and Kinder Morgan Tejas Pipeline LLC.
22. Surface Lease, dated May 1, 2011, between Southcross Transmission and Alice Management Company, LLC (file number: 00107-00037-00004A).
23. Facilities and Sites Agreement, dated May 10, 2012, between Southcross Transmission and CenterPoint Energy Intrastate Pipelines, LLC.
24. Base Contract for Short-Term Sale and Purchase of Natural Gas, dated July 1, 2003, between Crosstex CCNG Marketing Ltd. and City of Robstown, Utilities Systems, as supplemented by (i) the Addendum to Gas Supply Contract, dated July 1, 2003, between CCNG Marketing Ltd., City of Robstown Utilities System and Coral Energy Resources, L.P., (ii) the Addendum to Gas Supply Contract, dated September 1, 2006, between Crosstex Gulf Coast Marketing, Ltd. and City of Robstown, Texas, and BP Energy Company, and (iii) the Transaction Confirmation, dated July 1, 2003, between Crosstex CCNG Marketing Ltd. and City of Robstown, Utilities Systems.
25. Facilities and Sites Agreement, dated May 20, 2016, between Southcross Transmission and Magellan Terminals Holdings, L.P.
26. Lease Agreement, dated April 9, 1996, between Port of Corpus Christi Authority of Nueces County, Texas and Corpus Christi Industrial Pipeline Company, L.P. (file number: 00107-00025-00010A).
27. Surface Lease Agreement, dated August 26, 2008, between Onyx Pipeline Company, the Ruth Chapman Cowles & Andrew G. Cowles Charitable Trust, and the Ruth Chapman Cowles & Andrew G. Cowles Memorial Trust, as evidenced by that certain Memorandum of Surface Lease Agreement, between Onyx Pipeline Company, the Ruth Chapman Cowles & Andrew G. Cowles Charitable Trust, and the Ruth Chapman Cowles & Andrew G. Cowles Memorial Trust, filed in Nueces County, Texas on April 17, 2009 (file number: 00110-00001-00030A).



28. Lease Agreement, dated July 1, 2002, between James M. Painter and Crosstex CCNG Transmission Company, Ltd. (file number: 00107-00039-00001A).
29. Surface Facility Lease, dated November 1, 2001, between Elementis Chromium, L.P. and Crosstex CCNG Transmission Ltd. (file number: 00107-00036-00004A).
30. Surface Lease Agreement, dated April 15, 2008, between Onyx Pipeline Company and King Ranch, Inc., as evidenced by that certain Memorandum of Surface Lease Agreement, between Onyx Pipeline Company and King Ranch, Inc., filed in Nueces County, Texas on April 16, 2009 (file number: 00110-0001-00050A).
31. Base Contract for Sale and Purchase of Natural Gas, dated January 1, 2012, between Southcross Marketing and Boardwalk Field Services, LLC, as supplemented by (i) the Special Provisions to the Base Contract for Sale and Purchase of Natural Gas, between Southcross Marketing and Boardwalk Field Services, LLC, (ii) Transaction Confirmation #3, dated May 1, 2014, between Southcross Marketing and Boardwalk Field Services, LLC, and (iii) Transaction Confirmation #4, dated April 12, 2016, between Southcross Marketing and Boardwalk Field Services, LLC.
32. Interconnect and Operating Agreement, dated October 25, 2001, between Crosstex CCNG Transmission, Ltd. and Corpus Christi Cogeneration, L.P., as amended by the First Amendment to Interconnect and Operating Agreement, dated February, 2002, between Southcross Transmission and Corpus Christi Cogeneration, L.P., and as supplemented by the Letter Agreement, dated May 8, 2015, between Southcross Transmission and Corpus Christi Cogeneration, LLC.
33. Interconnect Agreement, dated January 30, 2012, between Southcross Transmission and Enterprise Texas Pipeline LLC.
34. Intrastate Interruptible Gas Transportation Agreement, dated July 1, 2013, between Southcross Transmission and Enterprise Texas Pipeline LLC.
35. Interconnect and Operating Agreement, dated January 11, 2002, between Crosstex CCNG Transmission Ltd. and EPGT Texas Pipeline, L.P.
36. Facilities and Sites Agreement, dated February 5, 2014, between Southcross Transmission and ETC Texas Pipeline, Ltd.
37. Interruptible Intrastate Gas Transportation Agreement, dated July 1, 2008, between Crosstex Gulf Coast Transmission Ltd. and Kinder Morgan Tejas Pipeline LLC, as supplemented by the Confirmation Agreement, dated December 22, 2011, between Southcross Gulf Coast Transmission Ltd. and Kinder Morgan Tejas Pipeline LLC.
38. Intrastate Gas Transportation Agreement, dated October 1, 2012, between Southcross Transmission and Koch Energy Services, LLC.
39. Base Contract for Sale and Purchase of Natural Gas, dated November 1, 2010, between Southcross Marketing and Magellan Terminals Holdings, L.P., as supplemented by

Transaction Confirmation #3, dated August 30, 2016, between Southcross Marketing and Magellan Terminals Holdings, L.P.

40. Facilities and Sites Agreement, dated September 1, 2010, between Southcross Transmission and Magellan Terminals Holdings, L.P.
41. Base Contract for Sale and Purchase of Natural Gas, dated October 1, 2014, between Southcross Marketing and Mex Gas Supply, S.L.
42. Facilities and Sites Agreement, dated May 16, 2016, between Southcross Transmission and Oxy Ingleside Energy Center, LLC.
43. Surface Lease Agreement, dated November 1, 1992, between Central Power and Light Company and Corpus Christi Transmission Company (file number: 00107-00012-00001A).
44. Surface Lease, dated February 1, 2019, between Hahn Resources, LTD and Southcross CCNG Transmission, Ltd. (file number: 00107-00016-00005F).
45. Surface Lease Agreement, dated November 18, 2008, between Onyx Pipeline Company, the Ruth Chapman Cowles & Andrew G. Cowles Charitable Trust, and the Ruth Chapman Cowles & Andrew G. Cowles Memorial Trust, as evidenced by that certain Memorandum of Surface Lease Agreement, between Onyx Pipeline Company, the Ruth Chapman Cowles & Andrew G. Cowles Charitable Trust, and the Ruth Chapman Cowles & Andrew G. Cowles Memorial Trust, filed in Nueces County, Texas on April 17, 2009 (file number: 00110-00001-00030C).
46. Surface Lease Agreement, dated September 1, 2016, between Double R B Land & Cattle, LLC and Southcross Gulf Coast Transmission Ltd., as evidenced by that certain Memorandum of Surface Lease Agreement, between Double R B Land & Cattle, LLC and Southcross Gulf Coast Transmission, Ltd., filed in Matagorda County, Texas on September 15, 2016 (file number: 00108-00051-00002C).
47. Operational Balancing Agreement, dated May 1, 2003, between Crosstex CCNG Marketing Ltd. and GulfTerra Texas Pipeline, L.P.
48. Base Contract for Sale and Purchase of Natural Gas, dated September 1, 2016, between Southcross Marketing and Magellan Processing, L.P., as supplemented by (i) the Special Provisions to Base Contract for Sale and Purchase of Natural Gas, dated September 1, 2016, between Southcross Marketing and Magellan Processing, L.P., and (ii) Transaction Confirmation #4, dated November 9, 2017, between Southcross Marketing and Magellan Processing, L.P.
49. Operational Balancing Agreement, dated May 11, 2014, between Texas Eastern Transmission, LP and Southcross Nueces.
50. Letter Agreement Re: Facilities and Sites Agreement for the Interconnection of Southcross Gulf Coast Transmission Ltd. with Remora Management, LLC's Ohio-Sun Unit, Matagorda

County, Texas and Related Measurement Operations, dated August 18, 2016, between South Cross Gulf Coast Transmission Company Ltd. and Remora Management, LLC.

51. Letter Agreement Re: Facilities and Sites Agreement for the Ohio Sun Gas Interconnect between Southcross Gulf Coast Transmission Ltd. and Allegiant Resources, LLC's in Matagorda County, Texas and Related Measurement Operations, dated October 2, 2019, between Southcross Gulf Coast Transmission Ltd. and Allegiant Resources, LLC.