

**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
)	
)	

**NOTICE OF DEADLINES FOR FILING
PROOFS OF CLAIM AGAINST THE DEBTORS**

**TO: ALL ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY DEBTOR(S)
LISTED BELOW**

PLEASE TAKE NOTICE THAT:

On April 1, 2019 (the “**Petition Date**”), Southcross Energy Partners, L.P., Southcross Energy Partners GP, LLC, and 25 of Southcross’s wholly owned U.S. subsidiaries (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Set forth below are the names, federal tax identification numbers, and the case numbers for each of the Debtors in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”):

DEBTOR	EIN	CASE NO.
Southcross Energy Partners, L.P.	45-5045230	19-10702
Southcross Energy Partners GP, LLC	32-0375141	19-10703
Southcross Energy Finance Corp.	46-4022225	19-10704
Southcross Energy Operating, LLC	90-0819605	19-10705

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.



DEBTOR	EIN	CASE NO.
Southcross Energy GP LLC	27-0364246	19-10706
Southcross Energy LP LLC	27-0364304	19-10707
Southcross Gathering Ltd.	27-0587233	19-10708
Southcross CCNG Gathering Ltd.	75-2659553	19-10709
Southcross CCNG Transmission Ltd.	74-2704531	19-10710
Southcross Marketing Company Ltd.	27-0463313	19-10711
Southcross NGL Pipeline Ltd.	27-0463214	19-10712
Southcross Midstream Services, L.P.	26-3675932	19-10713
Southcross Mississippi Industrial Gas Sales, L.P.	20-0067519	19-10714
Southcross Mississippi Pipeline, L.P.	20-0067499	19-10715
Southcross Gulf Coast Transmission Ltd.	75-2900546	19-10716
Southcross Mississippi Gathering, L.P.	26-3862994	19-10717
Southcross Delta Pipeline LLC	26-4246804	19-10718
Southcross Alabama Pipeline LLC	32-0437180	19-10719
Southcross Nueces Pipelines LLC	32-0437034	19-10720
Southcross Processing LLC	45-2460672	19-10721
FL Rich Gas Services GP, LLC	35-2535172	19-10722
FL Rich Gas Services, LP	26-2090219	19-10723
FL Rich Gas Utility GP, LLC	61-1763280	19-10724
FL Rich Gas Utility, LP	30-0873644	19-10725
Southcross Transmission, LP	35-2456432	19-10726
T2 EF Cogeneration Holdings LLC	35-2470613	19-10727
T2 EF Cogeneration LLC	45-5284976	19-10728

**DEADLINE FOR FILING PROOFS OF CLAIM AGAINST
THE ABOVE-REFERENCED DEBTORS**

- Pursuant to an order of the Court entered on June 10, 2019 [D.I. 260] (the “**Bar Date Order**”), the deadline for creditors to file proofs of claim against any of the Debtors is **July 19, 2019 at 5:00 p.m. (prevailing Eastern Time)** (the “**General Bar Date**”); *provided*, that solely with respect to a governmental unit (as defined in section 101(27) of the Bankruptcy Code), the deadline to file a proof of claim (a “**Proof of Claim**”) against the Debtors is **September 30, 2019 at 5:00 p.m. (prevailing Eastern Time)** (the “**Governmental Bar Date**”). The General Bar Date applies to all claims against any of the Debtors that arose on or before the Petition Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 503(b)(9), 507(a)(4), (5), and (8) of the Bankruptcy Code), and unsecured nonpriority claims; *provided*, that the Bar Dates do not apply to the Excluded Claims listed in paragraph 3 below. The Bar Date Order also sets procedures to be used for filing proofs of claim, which are summarized in this notice for your convenience.
- UNLESS YOU FALL INTO ONE OF THE CATEGORIES LISTED IN PARAGRAPH 3 BELOW, YOU MUST FILE A PROOF OF CLAIM IF YOU HAVE A CLAIM AGAINST ANY OF THE DEBTORS THAT AROSE ON OR BEFORE APRIL 1, 2019.** Acts or omissions that occurred on or before April 1, 2017

may give rise to claims subject to the General Bar Date even if the claims may not have become known or fixed or liquidated until after April 1, 2017. Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

3. The Bar Date Order provides that creditors do **NOT** have to file Proofs of Claim by the General Bar Date for the types of claims and interests listed below in this paragraph 3 (collectively, the “**Excluded Claims**”). **You should not file a Proof of Claim at this time for any Excluded Claim.** The Court may enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of Excluded Claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following persons and entities are **not required** to file proofs of claim:
 - a. the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
 - b. any person or entity that has already properly filed a Proof of Claim against the correct Debtor(s) with either Kurtzman Carson Consultants LLC (“**KCC**”) or the Clerk of the Court;
 - c. any person or entity (i) whose claim is listed in the Debtors’ Schedules or any amendments thereto, (ii) whose claim is not described therein as “disputed”, “contingent”, or “unliquidated”, *and* (iii) who does not dispute the amount or characterization of its claim as set forth in the Schedules (including that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules);
 - d. any entity that holds a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code), including any professionals retained by the Debtors pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to sections 330 and 331 of the Bankruptcy Code;
 - e. any party that is exempt from filing a Proof of Claim pursuant to an order of the Court in the Chapter 11 Cases;
 - f. any person or entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;

- g. current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers' or directors' services to the Debtors;
- h. any Debtor asserting a claim against another Debtor;
- i. any entity that is wholly owned by a Debtor;
- j. any person or entity whose claim against the Debtors has been allowed by an order of the Court;
- k. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit, including the *Final Order Authorizing (i) the Debtors To (a) Pay Prepetition Employee Obligations and (b) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (ii) Current and Former Employees to Proceed with Outstanding Workers' Compensation Claims, and (iii) Financial Institutions To Honor and Process Related Checks and Transfers* [D.I. 141]; *provided*, that a current employee must submit a Proof of Claim by the General Bar Date for all other claims arising on or before the Petition Date, including claims for benefits not provided for pursuant to an order of the Court, wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- l. any entity holding a claim for which a separate deadline has been fixed by this Court;
- m. any holder of an equity interest in the Debtors need not submit a proof of interest with respect to the ownership of such equity interest at this time; *provided*, that any holder of an equity interest who wishes to assert a claim against the Debtors other than with respect to ownership of such equity interest, including a claim relating to the purchase or sale of such interest or rescission under section 510 of the Bankruptcy Code, must submit a Proof of Claim asserting such claim on or before the General Bar Date pursuant to the procedures set forth herein; and
- n. The DIP Secured Parties, the Prepetition Term Secured Parties, and the Prepetition Revolving Secured Parties, as defined in and under the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, and 507 (i) Authorizing the Debtors To Obtain Senior Secured Superpriority Post-Petition Financing, (ii) Granting Liens and Superpriority Administrative Expense Claims, (iii) Authorizing the Use of Cash Collateral, (iv) Granting Adequate Protection, (v) Modifying the Automatic Stay, and (vi) Granting Related Relief* [D.I. 200] (the "**Final DIP Order**") for any claims allowed in the Final DIP Order, including pursuant to the Debtors' stipulations therein or the payment of

administrative expenses with respect to any of the DIP Obligations (as defined therein).

4. **THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM AGAINST THE DEBTORS OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.**
5. If the Debtors amend the Schedules after you receive this notice, the Debtors will give notice of that amendment to the holders of the claims that are affected by it, and those holders will be given an opportunity to file Proofs of Claim before a new deadline that will be specified in that future notice.
6. The Bankruptcy Code provides that the Debtors may, at any time before a plan of reorganization or liquidation is confirmed by the Court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection. The deadline to file a Proof of Claim for damages relating to the rejection of the contract or lease is the later of (a) the General Bar Date and (b) 30 days after entry of any order authorizing the rejection of the contract or lease.

INSTRUCTIONS FOR FILING PROOFS OF CLAIM

7. If you file a Proof of Claim, your filed Proof of Claim must (a) be signed by the claimant or if the claimant is not an individual, by an authorized agent of the claimant, (b) be written in English, (c) include a claim amount denominated in United States dollars, (d) conform substantially with the Proof of Claim form provided by the Debtors or Official Bankruptcy Form No. 410, and (e) state a claim against one or more of the Debtors. The Debtors are enclosing a Proof of Claim form for use in the Chapter 11 Cases. If you require additional Proof of Claim forms, you may obtain a Proof of Claim form from any bankruptcy court clerk's office, your lawyer, certain business supply stores, by accessing the Debtors' bankruptcy administration website free of charge at <http://www.kccllc.net/southcrossenergy>, emailing SouthcrossInfo@kccllc.com, calling (866) 967-0671 or, if calling from outside the United States or Canada, (310) 751-2671, or by writing to the Southcross Claims Processing Center c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245.
8. Except as otherwise provided in the Bar Date Order, any entity asserting a Proof of Claim against more than one Debtor must file a separate Proof of Claim with respect to each such Debtor and identify on each Proof of Claim the particular Debtor against which their claim is asserted. If more than one Debtor is listed on any particular Proof of Claim form, such claim shall be deemed to have been filed only against the first listed Debtor. Any claim filed under the joint administration case number (Southcross Energy Partners, L.P., *et al.*, Case No. 19-10702 (MFW)) or otherwise without identifying a Debtor shall be deemed as filed only against Debtor Southcross Energy Partners, L.P.
9. **YOUR PROOF OF CLAIM FORM MUST BE FILED SO AS TO BE ACTUALLY RECEIVED ON OR BEFORE 5:00 P.M. (PREVAILING EASTERN TIME) ON JULY 19, 2019.** You must file your Proof of Claim by (a) delivering a completed, signed

original of the Proof of Claim Form together with any accompanying documentation required by Bankruptcy Rules 3001(c) and 3001(d) by regular mail, overnight mail, courier service, hand delivery, or in person to the Southcross Claims Processing Center c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 or (b) completing the electronic Proof of Claim form (an “**Electronic Proof of Claim**”) available online at the Debtors’ Case Information Website located at <http://www.kccllc.net/southcrossenergy>. **Proof of Claim forms submitted by facsimile or e-mail will not be accepted.** Proofs of Claim will be deemed filed when actually received by KCC at the address listed above by one of the approved methods of delivery or electronically through the Debtors’ case information website. If a claimant wishes to receive acknowledgement of KCC’s receipt of a Proof of Claim form, other than an Electronic Proof of Claim form, the claimant also must submit to KCC by the applicable Bar Date and concurrently with submitting its original Proof of Claim form (a) a copy of the original Proof of Claim form and (b) a self-addressed, stamped return envelope.

CONSEQUENCES OF MISSING THE DEADLINE FOR FILING CLAIMS

10. **EXCEPT WITH RESPECT TO EXCLUDED CLAIMS (AS DESCRIBED IN PARAGRAPH 3 ABOVE), IF YOU FAIL TO FILE A PROOF OF CLAIM ON OR BEFORE 5:00 P.M. (PREVAILING EASTERN TIME) ON THE APPLICABLE BAR DATE ON ACCOUNT OF ANY CLAIM YOU WISH TO ASSERT AGAINST THE DEBTORS (OR IF YOU DO NOT SUBMIT YOUR CLAIM IN ACCORDANCE WITH THE INSTRUCTIONS DESCRIBED IN PARAGRAPH 9 ABOVE SO AS TO BE ACTUALLY RECEIVED ON OR BEFORE 5:00 P.M. (PREVAILING EASTERN TIME) ON THE APPLICABLE BAR DATE), THEN:**
- **YOU WILL NOT BE TREATED AS A CREDITOR FOR PURPOSES OF THE CHAPTER 11 CASES;**
 - **YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND**
 - **YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION OR LIQUIDATION FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS.**

EXAMINATION OF BAR DATE ORDER AND SCHEDULES

11. Copies of the Bar Date Order, the Schedules (when filed), and other information regarding the Debtors' Chapter 11 Cases are or will be available for inspection free of charge on KCC's website at <http://www.kccllc.net/southcrossenergy>. Copies of the documents filed in the Chapter 11 Cases also may be examined between the hours of 8:00 a.m. and 4:00 p.m. (prevailing Eastern Time), Monday through Friday, at the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

PROOF OF CLAIM FORMS

12. Proof of Claim forms may be obtained free or charge by visiting KCC's website at <http://www.kccllc.net/southcrossenergy> or by contacting KCC at the Southcross Claims Processing Center c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, by email at SouthcrossInfo@kccllc.com, or by telephone at (866) 967-0671 or, if calling from outside the United States or Canada, (310) 751-2671. The Electronic Proof of Claim form may be accessed online at the Debtors' case information website located at <http://www.kccllc.net/southcrossenergy>. KCC cannot advise you how to file, or whether you should file, a Proof of Claim.

Dated: June 13, 2019
Wilmington, Delaware

Respectfully submitted,
MORRIS, NICHOLS ARSHT & TUNNELL LLP

/s/ Joseph C. Barsalona II
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*)
Benjamin M. Schak (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
benjamin.schak@davispolk.com

Counsel to the Debtors and Debtors in Possession