

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201
Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Southcross Processing LLC

2. All other names debtor used in the last 8 years _____

Include any assumed names, trade names, and *doing business as* names

3. Debtor's Federal Employer Identification Number (EIN) 45-2460672

4. Debtor's address

	Principal place of business	Mailing address, if different from principal place of business
	<u>1717 Main Street</u> Number Street	_____ Number Street
	<u>Suite 5300</u>	_____ P.O. Box
	<u>Dallas, Texas 75201</u> City State ZIP Code	_____ City State ZIP Code
	<u>Dallas County, Texas</u> County	Location of principal assets, if different from principal place of business
		_____ Number Street
		_____ City State ZIP Code

5. Debtor's website (URL) www.southcrossenergy.com

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____



Debtor Southcross Processing LLC Case number (if known) _____
Name

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4862

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See attached Rider 1 Relationship Affiliate

District Delaware When 04/01/2019
MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Southcross Processing LLC Case number (if known) _____
 Name

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No **See Rider 2**
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____

 City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|-------------------------------------------------|--------------------------------------------|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Southcross Processing LLC Case number (if known) _____
 Name

- 16. Estimated liabilities**
- | | | |
|------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/01/2019
 MM / DD / YYYY

X /s/ Michael B. Howe Michael B. Howe
 Signature of authorized representative of debtor Printed name

Title Senior Vice President, Chief Financial Officer

18. Signature of attorney

X /s/ Robert J. Dehney Date 04/01/2019
 Signature of attorney for debtor MM / DD / YYYY

Robert J. Dehney
 Printed name

Morris, Nichols, Arsht & Tunnell LLP
 Firm name

1201 N. Market St., 16th Floor
 Number Street

Wilmington DE 19801
 City State ZIP Code

(302) 658-9200 rdehney@mnat.com
 Contact phone Email address

3578 DE
 Bar number State

RIDER 1**PENDING OR CONCURRENT BANKRUPTCY CASES FILED BY AFFILIATES**

On April 1, 2019, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. A motion has been filed with the Court requesting that the chapter 11 cases of these entities be jointly administered for procedural purposes only.

Entity Name	Federal Employer Identification Number (EIN)
Southcross Energy Partners, L.P.	45-5045230
Southcross Energy Partners GP, LLC	32-0375141
Southcross Energy Finance Corp.	46-4022225
Southcross Energy Operating, LLC	90-0819605
Southcross Energy GP LLC	27-0364246
Southcross Energy LP LLC	27-0364304
Southcross Gathering Ltd.	27-0587233
Southcross CCNG Gathering Ltd.	75-2659553
Southcross CCNG Transmission Ltd.	74-2704531
Southcross Marketing Company Ltd.	27-0463313
Southcross NGL Pipeline Ltd.	27-0463214
Southcross Midstream Services, L.P.	26-3675932
Southcross Mississippi Industrial Gas Sales, L.P.	20-0067519
Southcross Mississippi Pipeline, L.P.	20-0067499
Southcross Gulf Coast Transmission Ltd.	75-2900546
Southcross Mississippi Gathering, L.P.	26-3862994
Southcross Delta Pipeline LLC	26-4246804
Southcross Alabama Pipeline LLC	32-0437180
Southcross Nueces Pipelines LLC	32-0437034
Southcross Processing LLC	45-2460672
FL Rich Gas Services GP, LLC	35-2535172
FL Rich Gas Services, LP	26-2090219
FL Rich Gas Utility GP, LLC	61-1763280
FL Rich Gas Utility, LP	30-0873644
Southcross Transmission, LP	35-2456432
T2 EF Cogeneration Holdings LLC	35-2470613
T2 EF Cogeneration LLC	45-5284976

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

_____)	
In re:)	Chapter 11
)	
SOUTHCROSS ENERGY PARTNERS, L.P.,)	Case No. 19-_____ (____)
<i>et al.</i> ,)	
)	Joint Administration Requested
Debtors. ¹)	
_____)	

Rider 2

Real Property or Personal Property that Needs Immediate Attention

Question 12, among other things, asks the debtor to identify any property that poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

Southcross Energy Partners, L.P. and its subsidiaries (collectively, the “**Debtors**”) do not believe they own or possess any real or personal property that (i) poses a threat of imminent and identifiable hazard to public health or safety, (ii) needs to be physically secured or protected from the weather, or (iii) includes perishable goods or assets that could quickly deteriorate. The Debtors note that they are not aware of the exact definition of “imminent and identifiable hazard” as used in this form.

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.

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

In re:)	
)	Chapter 11
)	
SOUTHCROSS ENERGY PARTNERS, L.P.,)	Case No. 19-_____ (___)
<i>et al.</i> ,)	
)	Joint Administration Requested
Debtors. ¹)	
)	

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in Southcross Energy Partners, L.P. (“**Southcross**”), certain of its debtor subsidiaries and affiliates, as debtors and debtors in possession in the above captioned chapter 11 cases (collectively, the “**Debtors**”), and certain of its non-debtor subsidiaries and affiliates. Southcross, on behalf of itself and the Debtors, respectfully represents the following:

1. Each Debtor listed in **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
2. The partnership interests in Southcross are as follows:

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.

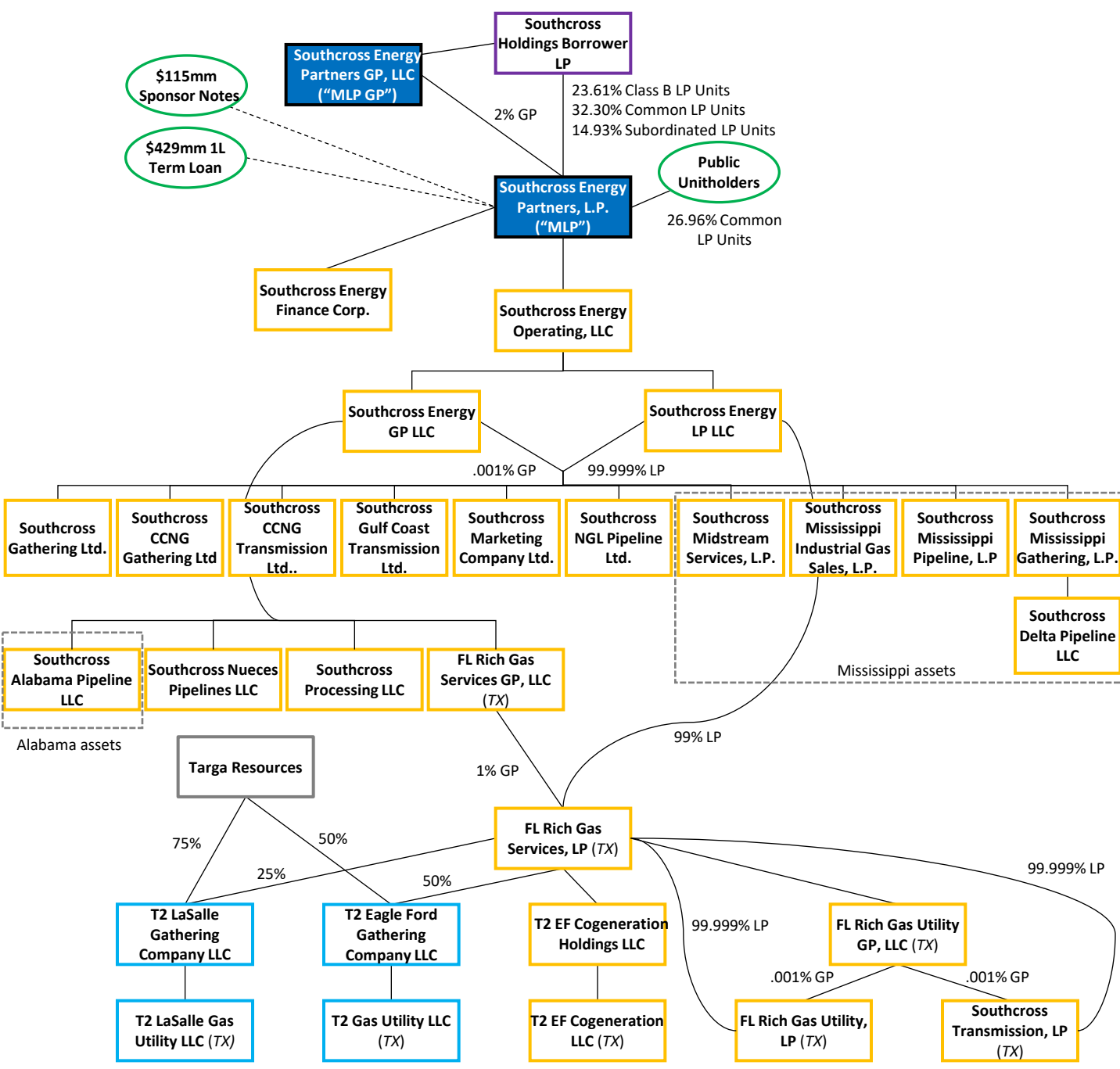
- a. Non-Debtor Southcross Holdings Borrower LP (“**Holdings**”) beneficially owns 71.04% of all outstanding partnership interests in Southcross.
- b. Southcross Energy Partners, GP, LLC beneficially owns 2% of all outstanding partnership interests in Southcross.
- c. Public investors hold 26.96% of all outstanding partnership interests in Southcross.

3. Holdings is the parent company of each of the Debtors (collectively, the “**Southcross Subsidiaries**”), and beneficially owns indirectly a 73.04% equity interest in each of the Southcross Subsidiaries. Public unitholders indirectly hold the remaining 26.96% equity interest in each of the Southcross Subsidiaries.

4. Southcross is a publicly traded master limited partnership. As of April 1, 2019, no person or entity, as defined in title 11 of the United States Code, other than Holdings, directly or indirectly owns 10% or more of the issued and outstanding partnership interests of Southcross.

EXHIBIT A

Organization Chart



Key:

Holdings Entities	MLP Operating Subs
MLP Top-Cos	JVs
Public and Non-Insider Investors	JV Partners

Unless otherwise noted, "Corp.," "LLC," and "LP" entities organized in Delaware; "Ltd." entities organized in Texas.

Fill in this information to identify the case and this filing:Debtor Name Southcross Processing LLCUnited States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration Consolidated Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/01/2019
MM / DD / YYYY

X

/s/ Michael B. Howe
Signature of individual signing on behalf of debtor

Michael B. Howe
Printed name

Senior Vice President, Chief Financial Officer
Position or relationship to debtor

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

In re:)	
)	Chapter 11
)	
SOUTHCROSS ENERGY PARTNERS, L.P.,)	Case No. 19-_____ (___)
<i>et al.</i> ,)	
)	Joint Administration Requested
Debtors. ¹)	
)	

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE 20 LARGEST
UNSECURED CLAIMS AND ARE NOT INSIDERS**

The following is a list of creditors holding the 20 largest general unsecured claims against Southcross Energy Partners, L.P. and its subsidiaries (collectively, the “**Debtors**”) that have filed voluntary petitions for relief under title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware on April 1, 2019 (the “**Petition Date**”), on a consolidated basis. This list has been prepared from the Debtors’ books and records.

This list is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. This list does not include (a) persons who come within the definition of “insider” set forth in section 101(31) of the Bankruptcy Code or (b)

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.

secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the largest general unsecured claims.

This list reflects the information existing and available as of the Petition Date. The Debtors reserve and preserve their right to amend this list based on information existing as of the Petition Date.

The information presented herein, including the Debtors' failure to list any claim as contingent, unliquidated or disputed, does not constitute an admission or waiver of the Debtors' right to contest the validity, priority or amount of any claim.

Fill in this information to identify the case:

Debtor name Southcross Energy Partners, L.P., et al.

United States Bankruptcy Court for the: _____ District of Delaware

Case number (If known): _____

 Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim	Indicate if claim is contingent, unliquidated, disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	LEWIS PETRO PROPERTIES, INC. 10101 REUNION PL, STE 1000 SAN ANTONIO, TX 78216	ATTN: Garrett Glass Chief Financial Officer PHONE - (713) 751-0589 FAX - (713) 751-0531 EMAIL - info@lewisenergy.com	Trade Payable	Unliquidated			\$3,045,830
2	MARATHON OIL EF LLC 5555 SAN FELIPE HOUSTON, TX 77056	ATTN: Gary Wilson VP, Controller, & Chief Accounting Officer PHONE - (713) 629-6600 FAX - (713) 296-4490 EMAIL - gwilson@marathonoil.com	Trade Payable	Unliquidated			\$1,314,137
3	URBAN OIL & GAS GROUP, LLC 1000 E. 14TH STREET SUITE 300 PLANO, TX 75074	ATTN: Bonnie Shea President PHONE - (972) 543-8800 FAX - (972) 543-7843 EMAIL - bshea@urbanoilandgas.com	Trade Payable	Unliquidated			\$1,064,422
4	SUNDANCE ENERGY INC. (FKA SEA EAGLE FORD LLC) 1155 DAIRY ASHFORD RD HOUSTON, TX 77079	ATTN: Eric McCrady President PHONE - (720)-390-6244 FAX - (303) 543-5701 EMAIL - inquiries@sundanceenergy.net	Trade Payable	Unliquidated			\$983,883
5	SILVERBOW RESOURCES OPERATING LLC 575 N. DAIRY ASHFORD SUITE 1200 HOUSTON, TX 77079-1121	ATTN: Gleeson Van Riet Executive Vice President and Chief Financial Officer PHONE - (281) 874-2163 FAX - (281) 874-2863 EMAIL - gleeson.vanriet@gmail.com	Trade Payable	Unliquidated			\$869,792
6	HILCORP ENERGY CO 1201 LOUISIANA ST., STE 1400 ATTN: NICOLE ORTIZ HOUSTON, TX 77002	ATTN: Shelbie Dezell Senior Vice President, Chief Financial Officer PHONE - (713) 209-2400 FAX - (713) 209-2420 EMAIL - sdezell@hilcorp.com	Trade Payable	Unliquidated			\$818,159
7	OCCIDENTAL CHEMICAL CORPORATION PO BOX 594 ADDISON, TX 75001	ATTN: Marcia E. Backus Chief Compliance Officer, General Counsel & SVP PHONE - (713) 599-4155 FAX - (972) 448-6631 EMAIL - marcia_backus@oxy.com	Trade Payable	Unliquidated			\$726,922
8	TRINITY RIVER ENERGY LLC 15021 KATY FREEWAY HOUSTON, TX 77094	ATTN: Mark Craner Vice President of Finance PHONE - (817) 872-7800 FAX - (817) 872-7898 EMAIL - mcraner@trinityriverenergy.com	Trade Payable	Unliquidated			\$695,110

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim	Indicate if claim is contingent, unliquidated, disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	COKINOS ENERGY, LLC DBA COKINOS ENERGY CORPORATION 5718 WESTHEIMER, SUITE 900 HOUSTON, TX 77057	ATTN: Michael E. Cokinos President and CEO PHONE - (713) 974-0101 FAX - (713) 952-6922 EMAIL - michael@cokinosenergy.com	Trade Payable	Unliquidated			\$678,979
10	ROCKALL ENERGY (FKA WHITE MARLIN OIL & GAS COMPANY, LLC) 5851 LEGACY CIRCLE STE 500 PLANO, TX 75024	ATTN: Lewis Gillies President & CEO PHONE - (713) 595-3600 FAX - (281) 920-9192 EMAIL -	Trade Payable	Unliquidated			\$644,589
11	TELLUS OPERATING GROUP LLC 602 CRESCENT PL STE 100 RIDGELAND, MS 39157	ATTN: C. Michael Pumphrey General Counsel PHONE - (601) 898-7444 FAX - (601) 898-7445 EMAIL - mpumphrey@tellusoperating.com	Trade Payable	Unliquidated			\$628,374
12	VENADO OIL & GAS (DBA VOG PALO VERDE LP) 13301 GALLERIA CIRCLE SUITE 300 AUSTIN, TX 78738	ATTN: Scott Garrick Chief Executive Officer PHONE - (512) 518-2914 FAX - (512) 518-2910 EMAIL - owner.relations@vogllc.com	Trade Payable	Unliquidated			\$579,181
13	EL DORADO OIL & GAS, INC. 1261 PASS ROAD GULFPORT, MS 39501	ATTN: Rick Spangle President PHONE - (870) 918-0654 FAX - EMAIL -	Trade Payable	Unliquidated			\$506,642
14	VIRTEX OPERATING CO INC 615 UPPER NORTH BROADWAY STE 525, MT-168 CORPUS CHRISTI, TX 78477	ATTN: Basil Phipps Vice President PHONE - (361) 882-3046 FAX - (361) 882-2374 EMAIL - bphipp@virtexoperating.com	Trade Payable	Unliquidated			\$441,113
15	LAMAR OIL & GAS INC 4305 TX-35 BUS ROCKPORT, TX 78382	ATTN: David Pilgrim President PHONE - (361) 727-3300 FAX - (361) 727-3457 EMAIL -	Trade Payable	Unliquidated			\$384,012
16	LONESTAR RESOURCES US INC. (FKA EAGLEFORD GAS 7, LLC) 111 BOLAND STREET, SUITE 300 FORT WORTH, TX 76107	ATTN: Frank D. Bracken Chief Executive Officer PHONE - (817) 921-1889 FAX - (817) 806-5112 EMAIL - frankbracken3@yahoo.com	Trade Payable	Unliquidated			\$383,180
17	SOUTHERN ENERGY (FKA GULF PINE ENERGY OPERATING LLC) 333 - 7TH AVENUE SW STE 2400 CALGARY, AB T2P 2Z1 CANADA	ATTN: Calvin Yau Vice President, Finance and Chief Financial Officer PHONE - (587) 287-5400 FAX - (403) 452-9249 EMAIL - info@southernenergy.ca	Trade Payable	Unliquidated			\$359,279
18	REMORA OPERATING, LLC 1717 W. 6TH STREET AUSTIN, TX 78703	ATTN: Andy Houser Vice President of Operations and Engineering PHONE - (512) 579-3590 FAX - EMAIL - ahouser@remoraenergy.com	Trade Payable	Unliquidated			\$355,518

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim	Indicate if claim is contingent, unliquidated, disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
19	VERDUN OIL & GAS, LLC 55 WAUGH DR HOUSTON, TX 77007	ATTN: Tim Nein President & CEO PHONE - (713) 337-9291 FAX - (713) 800-7444 EMAIL - tnein@verdunoilco.com	Trade Payable	Unliquidated			\$354,657
20	BALLARD NATURAL GAS LLC 1021 MAIN STREET, SUITE 1250 HOUSTON, TX 77002	ATTN: Tim Spurlin Vice President PHONE - (713) 658-0143 FAX - (713)752-2297 EMAIL -	Trade Payable	Unliquidated			\$281,993

Fill in this information to identify the case and this filing:

Debtor Name Southcross Processing LLC

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/01/2019
MM / DD / YYYY

X

/s/ Michael B. Howe
Signature of individual signing on behalf of debtor

Michael B. Howe
Printed name

Senior Vice President, Chief Financial Officer
Position or relationship to debtor

EXECUTION

**OMNIBUS ACTION BY WRITTEN CONSENT
OF
DIRECTORS, MEMBERS, MANAGING MEMBERS AND GENERAL PARTNERS,
AS APPLICABLE,
OF
SOUTHCROSS ENERGY PARTNERS GP, LLC,
SOUTHCROSS ENERGY FINANCE CORP.,
SOUTHCROSS ENERGY PARTNERS, L.P.
AND
THE OTHER DEBTORS IDENTIFIED ON SCHEDULE 1 HERETO**

March 31, 2019

The undersigned, being all of the members of the board of directors of Southcross Energy Finance Corp., a Delaware corporation ("Finance Corp"), and all of the members of the board of directors and the managing member of Southcross Energy Partners GP, LLC, a Delaware limited liability company (the "General Partner"), the General Partner acting individually and in its capacity as the sole general partner of Southcross Energy Partners, L.P., a Delaware limited partnership (the "Partnership"), the Partnership acting individually and in its capacity as the sole member of Southcross Energy Operating, LLC, a Delaware limited liability company ("SEO"), SEO acting individually and in its capacity as the sole member of each of Southcross Energy LP LLC, a Delaware limited liability company ("Southcross Energy LP"), and Southcross Energy GP LLC, a Delaware limited liability company ("Southcross Energy GP"), Southcross Energy GP acting, as applicable, individually and as the sole general partner or sole member of each of the entities identified on Schedule 1 hereto of which it serves as the sole general partner or sole member as indicated on the signature pages hereto, and each such entity on Schedule 1 acting, as applicable, individually and in its capacity as the sole general partner or sole member of each other Debtor of which it is the sole general partner or sole member as indicated on the signature pages hereto (the entities identified on Schedule 1 collectively with Finance Corp, the General Partner, the Partnership, SEO, Southcross Energy LP and Southcross Energy GP, the "Debtors" and each, individually, a "Debtor"), hereby adopt the resolutions attached hereto as Exhibit A pursuant to Section 17-405(d) of the Delaware Revised Uniform Limited Partnership Act, Section 18-302(d) of the Delaware Limited Liability Company Act, Section 141(f) of the Delaware General Corporation Law and Section 6.201 of the Texas Business Organizations Code, as applicable, and the limited liability company agreement, limited partnership agreement, charter and bylaws, as applicable, of each of the Debtors, and do hereby agree that said resolutions shall have the same effect as if duly adopted at a meeting of the directors, members, managing members or general partners of each Debtor (each, a "Governing Body"),


as applicable, and direct that this written consent be filed with the minutes of the proceedings of each Governing Body.

This consent may be executed in counterparts (including by means of PDF signature pages), each of which shall be deemed an original for all purposes, and all of which shall constitute one and the same instrument.

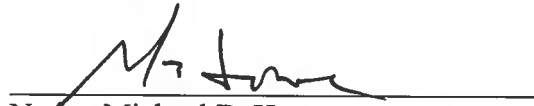
[Signature pages follow]

IN WITNESS WHEREOF, the undersigned have executed this Omnibus Action by
Written Consent as of the date first set forth above.

SOUTHCROSS ENERGY FINANCE CORP.


A handwritten signature in black ink, appearing to read "James W. Swent III", written over a horizontal line.

Name: James W. Swent III
Title: Director

A handwritten signature in black ink, appearing to read "Michael B. Howe", written over a horizontal line.

Name: Michael B. Howe
Title: Director

SOUTHCROSS ENERGY PARTNERS GP, LLC



A handwritten signature in black ink, appearing to read "James W. Swent III", is written over a horizontal line.

Name: James W. Swent III

Title: Director

SOUTHCROSS ENERGY PARTNERS GP, LLC



Name: David W. Biegler
Title: Director

SOUTHCROSS ENERGY PARTNERS GP, LLC

A. A. Cameron

Name: Andrew A. Cameron
Title: Director

SOUTHCROSS ENERGY PARTNERS GP, LLC

Nicholas J Caruso

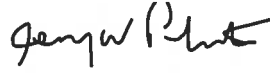
Name: Nicholas J. Caruso, Jr.
Title: Director

SOUTHCROSS ENERGY PARTNERS GP, LLC



Name: Jason H. Downie
Title: Director

SOUTHCROSS ENERGY PARTNERS GP, LLC

A handwritten signature in black ink, appearing to read "Jerry W. Pinkerton". The signature is written in a cursive style with a large initial "J" and "P".

Name: Jerry W. Pinkerton

Title: Director

SOUTHCROSS ENERGY PARTNERS GP, LLC

Randall Wade

Name: Randall S. Wade

Title: Director

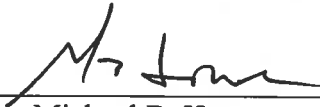
The undersigned, being the Managing Partner (the “**Managing Partner**”) of Southcross Energy Partners GP, LLC (the “**MLP GP**”), pursuant to Section 7.1(d) of the Second Amended and Restated Limited Liability Company Agreement of Southcross Energy Partners GP, LLC, does hereby give consent to the MLP GP adopting, on behalf of itself and Southcross Energy Partners, L.P. (“**MLP**”), the resolutions attached hereto as Exhibit A, effective as of the date first written above, and taking action pursuant thereto to file voluntary chapter 11 petitions for MLP GP and MLP.

SOUTHCROSS HOLDINGS LP:

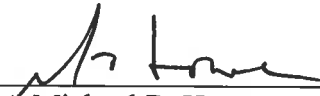
By: SOUTHCROSS HOLDINGS GP LLC,
its general partner

By: 
Name: Alan Boswell
Title: President and Chief Executive Officer

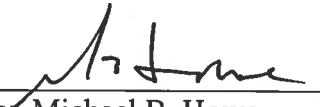
SOUTHCROSS ENERGY PARTNERS, L.P.,
By: SOUTHCROSS ENERGY PARTNERS GP,
LLC, as General Partner

By: 
Name: Michael B. Howe
Title: Authorized Person

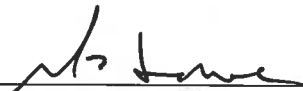
SOUTHCROSS ENERGY OPERATING, LLC,
By: SOUTHCROSS ENERGY PARTNERS, L.P.,
as Sole Member

By: 
Name: Michael B. Howe
Title: Authorized Person

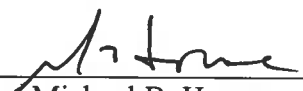
SOUTHCROSS ENERGY GP LLC
SOUTHCROSS ENERGY LP LLC
By: SOUTHCROSS ENERGY OPERATING,
LLC, as Sole Member

By: 
Name: Michael B. Howe
Title: Authorized Person

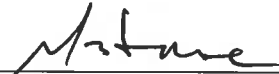
SOUTHCROSS GATHERING LTD.
SOUTHCROSS CCNG GATHERING LTD
SOUTHCROSS CCNG TRANSMISSION LTD.
SOUTHCROSS GULF COAST TRANSMISSION LTD.
SOUTHCROSS MARKETING COMPANY LTD.
SOUTHCROSS NGL PIPELINE LTD.
SOUTHCROSS MIDSTREAM SERVICES, L.P.
SOUTHCROSS MISSISSIPPI INDUSTRIAL GAS SALES, L.P.
SOUTHCROSS MISSISSIPPI PIPELINE, L.P.
SOUTHCROSS MISSISSIPPI GATHERING, L.P.
SOUTHCROSS ALABAMA PIPELINE LLC
SOUTHCROSS NUECES PIPELINES LLC
SOUTHCROSS PROCESSING LLC
FL RICH GAS SERVICES GP, LLC,
By: SOUTHCROSS ENERGY GP LLC,
as Sole Member or General Partner, as applicable

By: 
Name: Michael B. Howe
Title: Authorized Person

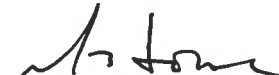
SOUTHCROSS DELTA PIPELINE LLC
By: SOUTHCROSS MISSISSIPPI GATHERING, L.P.,
as Sole Member

By: 
Name: Michael B. Howe
Title: Authorized Person

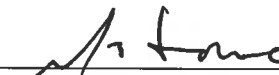
FL RICH GAS SERVICES, LP,
By: FL RICH GAS SERVICES GP, LLC,
as General Partner

By: 
Name: Michael B. Howe
Title: Authorized Person


T2 EF COGENERATION HOLDINGS, LLC
FL RICH GAS UTILITY GP, LLC
By: FL RICH GAS SERVICES, LP,
as Sole Member

By: 
Name: Michael B. Howe
Title: Authorized Person

T2 EF COGENERATION LLC,
By: T2 EF COGENERATION HOLDINGS, LLC,
as Sole Member

By: 
Name: Michael B. Howe
Title: Authorized Person

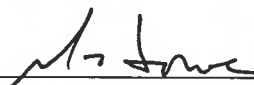
FL RICH GAS UTILITY, LP
SOUTHCROSS TRANSMISSION, LP
By: FL RICH GAS UTILITY GP, LLC,
as General Partner

By: 
Name: Michael B. Howe
Title: Authorized Person

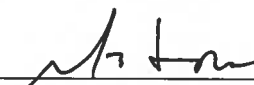
Acknowledged and Agreed to:

IN WITNESS WHEREOF, the undersigned, constituting the limited partners of the limited partnerships set forth below, do hereby consent to this Omnibus Action by Written Consent, including the adoption of the amendments to the limited partnership agreements of the limited partnerships as provided in Section 5 therein, as of the date first set forth above.

SOUTHCROSS GATHERING LTD.
SOUTHCROSS CCNG GATHERING LTD
SOUTHCROSS CCNG TRANSMISSION LTD.
SOUTHCROSS GULF COAST TRANSMISSION LTD.
SOUTHCROSS MARKETING COMPANY LTD.
SOUTHCROSS NGL PIPELINE LTD.
SOUTHCROSS MIDSTREAM SERVICES, L.P.
SOUTHCROSS MISSISSIPPI INDUSTRIAL GAS SALES, L.P.
SOUTHCROSS MISSISSIPPI PIPELINE, L.P.
SOUTHCROSS MISSISSIPPI GATHERING, L.P.
FL RICH GAS SERVICES, LP
By: SOUTHCROSS ENERGY LP LLC,
as Limited Partner

By: 
Name: Michael B. Howe
Title: Authorized Person

FL RICH GAS UTILITY, LP
SOUTHCROSS TRANSMISSION, LP
By: FL RICH GAS SERVICES, LP,
as Limited Partner

By: 
Name: Michael B. Howe
Title: Authorized Person

SCHEDULE 1

Additional Debtors

ENTITY	JURISDICTION OF FORMATION
Southcross Alabama Pipeline LLC	Delaware
Southcross Processing LLC	Delaware
Southcross Nueces Pipelines LLC	Delaware
Southcross Midstream Services, L.P.	Delaware
Southcross Mississippi Pipeline, L.P.	Delaware
Southcross Mississippi Industrial Gas Sales, L.P.	Delaware
Southcross Mississippi Gathering, L.P.	Delaware
Southcross Delta Pipeline LLC	Delaware
T2 EF Cogeneration Holdings, LLC	Delaware
Southcross Marketing Company Ltd.	Texas
Southcross Gathering Ltd.	Texas
Southcross CCNG Transmission Ltd.	Texas
Southcross Gulf Coast Transmission Ltd.	Texas
Southcross CCNG Gathering Ltd.	Texas
Southcross NGL Pipeline Ltd.	Texas
FL Rich Gas Services GP, LLC	Texas
FL Rich Gas Services, LP	Texas
FL Rich Gas Utility GP, LLC	Texas
FL Rich Gas Utility, LP	Texas
Southcross Transmission, LP	Texas
T2 EF Cogeneration LLC	Texas

EXHIBIT A

Resolutions

1. VOLUNTARY PETITION FOR RELIEF UNDER THE BANKRUPTCY CODE.

WHEREAS, the undersigned, being the Governing Body of each Debtor, each Debtor acting individually and on behalf of any other Debtor for which it serves as a member, managing member or general partner, as applicable, have reviewed and considered certain materials presented by the management of the Debtors and the Debtors' financial and legal advisors; including, but not limited to, materials regarding the liabilities and obligations of each Debtor, its liquidity, strategic alternatives available to it, and the effect of the foregoing on such Debtor's business, and have had adequate opportunity to consult such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to such Debtor;

RESOLVED, that in the judgment of the Governing Body of each Debtor it is desirable and in the best interest of such Debtor, its interest holders, its creditors, and other parties in interest, that such Debtor file or cause to be filed voluntary petitions for relief (a "Bankruptcy Petition" and collectively, the "Bankruptcy Petitions") under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §101 et seq. (as amended, the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"); and, in accordance with the requirements in such Debtor's governing documents and applicable law, hereby consent to, authorize and approve, the filing of the Bankruptcy Petitions on behalf of such Debtor, each Debtor acting individually and on behalf of any other Debtor for which it serves as a member, managing member or general partner; and

RESOLVED FURTHER, that the officers of the General Partner, and each of them individually, and any persons to whom any such officer delegates certain responsibilities (collectively, and each acting alone or with one or more other persons, the "Authorized Persons"), be, and hereby is, authorized to (i) execute and file on behalf of each Debtor, directly as an Authorized Person of such Debtor and/or on behalf of any Debtor acting as a member, managing member or general partner of any other Debtor, all petitions, schedules, lists, and other motions, papers, or documents, (ii) to take any and all action that they deem necessary or proper to obtain such relief, including, but not limited to, any action necessary to maintain the ordinary course operations of the Debtors' businesses, (iii) appear as necessary at all bankruptcy proceedings in the Bankruptcy Court on behalf of each applicable Debtor, and (iv) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein.

2. RETENTION OF PROFESSIONALS.

RESOLVED, that the Authorized Persons be, and hereby are, authorized, empowered and directed to employ, subject to Bankruptcy Court approval: (i) the law firm of Davis Polk & Wardwell LLP as general bankruptcy counsel, (ii) the law firm of Morris, Nichols, Arsht & Tunnell as Delaware bankruptcy counsel and conflicts counsel, (iii) Alvarez & Marsal as financial advisor, (iv) Evercore Group L.L.C. as investment banker, (v) Kurtzman Carson Consultants LLC as notice and claims agent, and (vi) any other legal counsel, accountants, financial advisors, restructuring advisors or other professionals the Authorized Persons deem necessary, appropriate or advisable; each to represent and assist the Debtors in carrying out their respective duties and responsibilities and exercising their respective rights under the Bankruptcy Code (including, but not limited to, the law firms filing any pleadings or responses); and in connection therewith, the Authorized Persons be, and hereby are authorized, empowered and directed, in accordance with the terms and conditions hereof, to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain such services; and

RESOLVED FURTHER, that the Authorized Persons, be, and hereby are, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings,

and other papers, and to perform such further actions and execute such further documentation that the Authorized Persons deem necessary, appropriate or desirable in accordance with these resolutions.

3. DEBTOR-IN-POSSESSION FINANCING.

WHEREAS, the Governing Body of each Debtor has reviewed and considered the materials presented by the Debtors' management team and the financial and legal advisors of the Debtors, including the presentations regarding the liabilities and liquidity of the Debtors, the strategic alternatives available to it and the impact of the foregoing on the Debtors' business; and

WHEREAS, in the judgment of the Governing Body of each Debtor, it is desirable and in the best interest of each Debtor, its interest holders, its creditors, and other parties in interest, to obtain the benefits from the incurrence of obligations contemplated by (i) that certain \$255,000,000 Senior Secured Superpriority Priming Debtor-in-Possession Financing Commitment Letter dated as of March 31, 2019, from certain prepetition lenders to the Partnership (the "Commitment Letter") and (ii) that certain Superpriority Secured Debtor-in-Possession Credit Agreement (a "DIP Credit Agreement") by and among Southcross Energy Partners, L.P. (the "Borrower"), the lenders party thereto (the "DIP Lenders"), and Wilmington Trust, National Association, as administrative agent (the "Agent"), to be attached to the Commitment Letter on substantially the terms set forth in that certain term sheet presented to the Governing Body of each Debtor, in each case with such other changes as the Authorized Persons may agree, and consummation of the transactions contemplated thereby, which, in each respective Governing Body's judgment, are necessary and appropriate to the business of all Debtors, which DIP Credit Agreement may be secured by any or all assets of each Debtor pursuant to one or more security agreements, mortgages, deeds of trust, pledges or similar documents ("Security Documents"), and to seek approval of same from the Bankruptcy Court.

RESOLVED, that the Governing Body of each Debtor hereby approves the negotiation, execution, delivery and performance of the Commitment Letter, a DIP Credit Agreement and Security Documents, having such forms, terms and provisions, including any grant of security interests, grant of adequate protection and liens to the Debtors' Secured Lenders, borrowings and guaranties of indebtedness thereunder, as shall be determined to be necessary or appropriate by any Authorized Person executing the same on behalf of any Debtor, directly as an Authorized Person of such Debtor and/or on behalf of any Debtor acting as a member, managing member or general partner of any other Debtor, the execution thereof by any such Authorized Person to be conclusive evidence of such determination;

RESOLVED FURTHER, that each Authorized Person is hereby authorized and directed to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform and cause the performance of such other agreements, certificates, instruments, receipts, petitions, motions, commitment letters, fee letters or other papers or documents in connection with the Commitment Letter a DIP Credit Agreement (including, but not limited to the execution, delivery and performance of any amendment to any credit facility predating the Bankruptcy Petitions) (collectively with the Commitment Letter, a DIP Credit Agreement and Security Documents, the "Financing Documents"), in such form as shall be approved by any Authorized Person, acting directly as an Authorized Person on behalf of each Debtor and/or on behalf of any Debtor acting as a member, managing member or general partner of any other Debtor, such approval to be conclusively evidenced by such Authorized Person's execution and delivery thereof;

RESOLVED FURTHER, that the Debtors, as debtors and debtors-in-possession under the Bankruptcy Code be, and hereby are, authorized to incur any and all obligations, fees and costs and to undertake any and all related transactions contemplated under the Financing Documents (collectively, the "Financing Transactions"), including granting liens, including first-priority priming liens, on its assets to

secure any and all obligations thereunder;

RESOLVED FURTHER, that the Authorized Persons be, and hereby are, authorized, directed, and empowered in the name of, and on behalf of, the Debtors, directly as Authorized Persons of the Debtors and/or on behalf of any Debtor acting as a member, managing member or general partner of any other Debtor, as debtors and debtors-in-possession, to take such actions as in their discretion are determined to be necessary, desirable, or appropriate to execute, deliver, and file (i) the Financing Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including, without limitation, any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of any Financing Documents, necessary, desirable, or appropriate to facilitate the Financing Transactions; (ii) all petitions, schedules, lists, and other motions, papers, or documents, which shall in his/her judgment be necessary, proper, or advisable, which determination shall be conclusively evidenced by his or their execution thereof; (iii) such other instruments, certificates, notices, assignments, and documents as may be requested by the DIP Lenders or the Agent; and (iv) such forms of officer's certificates and compliance certificates (if any) as may be required by the Financing Documents;

RESOLVED FURTHER, that the Authorized Persons be, and hereby are, authorized, directed, and empowered in the name of, and on behalf of, the Debtors, directly as Authorized Persons of the Debtors and/or on behalf of any Debtor acting as a member, managing member or general partner of any other Debtor, to file or to authorize the DIP Lenders (or any Agent) to file or record, any mortgages, deeds of trust, Uniform Commercial Code ("UCC") financing statements, intellectual property filings, assignments for security, or other documents in the name of the Debtors that the DIP Lenders (or any Agent) deem necessary or convenient to create or perfect any lien or security interest granted under the Financing Documents, including any such UCC financing statement containing a generic description of collateral, such as "all assets," "all property now or hereafter acquired," and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Debtors and such other filings in respect of intellectual and other property of the Debtors, in each case as the DIP Lenders (or any Agent) may reasonably request to perfect the security interests of the DIP Lenders (or of the Agent) under the Financing Documents;

RESOLVED FURTHER, that the Authorized Persons be, and hereby are, authorized, directed and empowered in the name of, and on behalf of, the Debtors, directly as Authorized Persons of the Debtors and/or on behalf of any Debtor acting as a member, managing member or general partner of any other Debtor, to take all such further actions, including, but not limited to, paying or approving the payment of all fees and expenses payable in connection with the Financing Transactions and all fees and expenses incurred by or on behalf of the Debtors in connection with the foregoing resolutions, in accordance with the terms of the Financing Documents, which shall in his/her judgment be necessary, proper, or advisable to perform the Debtors' obligations under or in connection with the Financing Documents or any of the Financing Transactions and to fully carry out the intent of the foregoing resolutions; and

RESOLVED FURTHER, that the Authorized Persons be, and hereby are, authorized, directed, and empowered in the name of, and on behalf of, the Debtors, directly as Authorized Persons of such Debtors and/or on behalf of any Debtor acting as a member, managing member or general partner of any other Debtor, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of any of the Financing Documents or to do such other things which shall in his/her judgment be necessary, desirable, proper, or advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his or their execution thereof.

4. POTENTIAL SALE TRANSACTIONS.

RESOLVED, that the Authorized Persons be, and hereby are, authorized, directed and empowered in the name of, and on behalf of, the Debtors, directly as Authorized Persons of the Debtors and/or on behalf of any Debtor acting as a member, managing member or general partner of any other Debtor, to file a motion with the Bankruptcy Court [(i) seeking approval of bidding procedures to facilitate a potential sale of all, substantially all, or a material portion of the Debtors' assets pursuant to section 363 of the Bankruptcy Code (the "Potential Sale Transactions"), (ii) seeking approval of [•] as a stalking horse purchaser (the "Stalking Horse Purchaser") for a Potential Sale Transaction, and (iii) seeking approval of the payment of certain fees (including expense reimbursement and breakup fees) to the Stalking Horse Purchaser, all] substantially in accordance with the summary presented to the Governing Bodies, subject to such modifications thereto as the Authorized Persons deem necessary or advisable in order to give effect to and carry out the general purposes of the Potential Sale Transactions as presented to the Governing Bodies; and

RESOLVED FURTHER, that the Authorized Persons be, and hereby are, authorized, directed and empowered in the name of, and on behalf of, the Debtors, directly as Authorized Persons of the Debtors and/or on behalf of any Debtor acting as a member, managing member or general partner of any other Debtor, to conduct a further marketing process to identify Potential Sale Transactions with the assistance of the Debtors' investment banker and other professional advisors and under the supervision of the Bankruptcy Court; and

RESOLVED FURTHER, that the Authorized Persons be, and hereby are, authorized, directed and empowered in the name of, and on behalf of, the Debtors, directly as Authorized Persons of the Debtors and/or on behalf of any Debtor acting as a member, managing member or general partner of any other Debtor, to (i) take actions and negotiate and, subject to Bankruptcy Court approval as required, to execute, deliver, perform and cause the performance of any agreements (including asset purchase agreements), certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of, and necessary to effectuate, any Potential Sale Transactions to which the Debtors are or may become party and (ii) request the Bankruptcy Court to approve any Potential Sale Transaction (including a sale of the Debtors' assets to the highest or best bidder) and for any related relief.

5. AMENDMENT TO GOVERNING DOCUMENTS

RESOLVED, that to the extent that any actions authorized by the foregoing resolutions would result in any Debtor that serves as a member of any other Debtor that is a limited liability company to cease to be a member of such other Debtor under applicable law, the limited liability company agreement of such other Debtor is hereby amended to provide that the filing of a voluntary petition in bankruptcy and the other actions authorized under these resolutions shall not cause such member to cease to be a member of such other Debtor, and in any such event, such other Debtor shall continue without dissolution; and

RESOLVED FURTHER, that to the extent that any actions authorized by the foregoing resolutions would result in any Debtor that serves as a general partner of any other Debtor that is a limited partnership to cease to be a general partner of such other Debtor under applicable law, the limited partnership agreement of such other Debtor is hereby amended to provide that the filing of a voluntary petition in bankruptcy and the other actions authorized under these resolutions shall not cause such general partner to cease to be a general partner of such other Debtor, and in any such event, such other Debtor shall continue without dissolution; and each Debtor that is a limited partner of another Debtor hereby consents to the foregoing amendment.

6. GENERAL AUTHORIZING RESOLUTIONS; FURTHER ACTIONS AND PRIOR ACTIONS.

RESOLVED, that the Authorized Persons be, and hereby are, authorized, directed and empowered in the name of, and on behalf of, the Debtors, directly as Authorized Persons of the Debtors and/or on behalf of any Debtor acting as a member, managing member or general partner of any other Debtor, to take or cause to be taken any and all such further action, and to execute, acknowledge, deliver, and file any and all such instruments and documents, and to pay such fees and expenses, as each, in his/her judgment, deem necessary, appropriate or advisable in order to carry out the purpose and intent of the foregoing resolutions;

RESOLVED FURTHER, that without limiting the generality of the foregoing resolutions, each Authorized Person, acting alone or with one or more other Authorized Persons, be, and hereby is, authorized to take any and all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions directly on behalf of each Debtor, as an authorized person, and, further, to the extent any Debtor serves as a member, manager, general partner or other governing body (each, a "*Controlling Company*") of any other Debtor (each, a "*Controlled Company*"), each Authorized Person, acting alone or with one or more other Authorized Persons, be, and hereby is, also authorized, empowered and directed in the name and on behalf of each Controlling Company, to cause such Controlling Company to authorize and direct each applicable Controlled Company to take any and all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions (including the execution and delivery of these resolutions, as applicable);

RESOLVED FURTHER, that all acts and actions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Debtors, which acts or actions would have been approved by the foregoing resolutions if such acts or actions had taken place after the execution of these resolutions, be, and hereby are, confirmed, approved and ratified as the acts or actions of the Debtors.

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