

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

In re:

SOUTHCROSS ENERGY PARTNERS, L.P.,  
  
Debtor.

Tax I.D. No. 45-5045230

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]

In re:

SOUTHCROSS ENERGY PARTNERS GP,  
LLC,  
  
Debtor.

Tax I.D. No. 32-0375141

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]

In re:

SOUTHCROSS ENERGY FINANCE CORP.,  
  
Debtor.

Tax I.D. No. 46-4022225

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]

In re:

SOUTHCROSS ENERGY OPERATING, LLC,  
  
Debtor.

Tax I.D. No. 90-0819605

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]

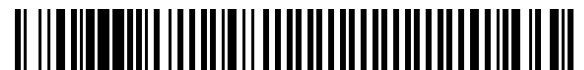
In re:

SOUTHCROSS ENERGY GP LLC,  
  
Debtor.

Tax I.D. No. 27-0364246

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]



<p>In re: SOUTHCROSS ENERGY LP LLC, Debtor. Tax I.D. No. 27-0364304</p>	<p>Chapter 11 Case No. 19-[_____] (___)</p>
<p>In re: SOUTHCROSS GATHERING LTD., Debtor. Tax I.D. No. 27-0587233</p>	<p>Chapter 11 Case No. 19-[_____] (___)</p>
<p>In re: SOUTHCROSS CCNG GATHERING LTD., Debtor. Tax I.D. No. 75-2659553</p>	<p>Chapter 11 Case No. 19-[_____] (___)</p>
<p>In re: SOUTHCROSS CCNG TRANSMISSION LTD., Debtor. Tax I.D. No. 74-2704531</p>	<p>Chapter 11 Case No. 19-[_____] (___)</p>
<p>In re: SOUTHCROSS MARKETING COMPANY LTD., Debtor. Tax I.D. No. 27-0463313</p>	<p>Chapter 11 Case No. 19-[_____] (___)</p>

<p>In re: SOUTHCROSS NGL PIPELINE LTD., Debtor. Tax I.D. No. 27-0463214</p>	<p>Chapter 11 Case No. 19-[_____] (___)</p>
<p>In re: SOUTHCROSS MIDSTREAM SERVICES, L.P., Debtor. Tax I.D. No. 26-3675932</p>	<p>Chapter 11 Case No. 19-[_____] (___)</p>
<p>In re: SOUTHCROSS MISSISSIPPI INDUSTRIAL GAS SALES, L.P., Debtor. Tax I.D. No. 20-0067519</p>	<p>Chapter 11 Case No. 19-[_____] (___)</p>
<p>In re: SOUTHCROSS MISSISSIPPI PIPELINE, L.P., Debtor. Tax I.D. No. 20-0067499</p>	<p>Chapter 11 Case No. 19-[_____] (___)</p>
<p>In re: SOUTHCROSS GULF COAST TRANSMISSION LTD., Debtor. Tax I.D. No. 75-2900546</p>	<p>Chapter 11 Case No. 19-[_____] (___)</p>

In re:

SOUTHCROSS MISSISSIPPI GATHERING,  
L.P.,

Debtor.

Tax I.D. No. 26-3862994

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]

In re:

SOUTHCROSS DELTA PIPELINE LLC,

Debtor.

Tax I.D. No. 26-4246804

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]

In re:

SOUTHCROSS ALABAMA PIPELINE LLC,

Debtor.

Tax I.D. No. 32-0437180

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]

In re:

SOUTHCROSS NUECES PIPELINES LLC,

Debtor.

Tax I.D. No. 32-0437034

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]

In re:

SOUTHCROSS PROCESSING LLC,

Debtor.

Tax I.D. No. 45-2460672

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]

In re:

FL RICH GAS SERVICES GP, LLC,

Debtor.

Tax I.D. No. 35-2535172

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_\_)]

In re:

FL RICH GAS SERVICES, LP,

Debtor.

Tax I.D. No. 26-2090219

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_\_)]

In re:

FL RICH GAS UTILITY GP, LLC,

Debtor.

Tax I.D. No. 61-1763280

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_\_)]

In re:

FL RICH GAS UTILITY, LP,

Debtor.

Tax I.D. No. 30-0873644

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_\_)]

In re:

SOUTHCROSS TRANSMISSION, LP,

Debtor.

Tax I.D. No. 35-2456432

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_\_)]

In re:

T2 EF COGENERATION HOLDINGS LLC,  
Debtor.

Tax I.D. No. 35-2470613

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_\_)]

In re:

T2 EF COGENERATION LLC,  
Debtor.

Tax I.D. No. 45-5284976

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_\_)]

**MOTION OF DEBTORS FOR ENTRY OF AN ORDER DIRECTING  
JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Southcross Energy Partners, L.P. (“**Southcross**”), Southcross Energy Partners GP, LLC, and Southcross’s wholly owned direct and indirect subsidiaries, each of which is a debtor and debtor in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), hereby file this *Motion of Debtors for Entry of an Order Directing Joint Administration of Chapter 11 Cases* (this “**Motion**”). This Motion is supported by the *Declaration of Michael B. Howe in Support of Debtors’ Chapter 11 Proceedings and First Day Pleadings* (the “**Howe Declaration**”) filed contemporaneously herewith. In further support of this Motion, the Debtors respectfully state as follows:

**Relief Requested**

1. By this Motion, and pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Debtors seek entry of an order (the “**Proposed Order**” and, if entered, the

“**Order**”) directing the joint administration of the Chapter 11 Cases for procedural purposes only. Specifically, the Debtors request that the United States Bankruptcy Court for the District of Delaware (the “**Court**”) maintain one file and one docket for all of the Chapter 11 Cases under the case of Southcross Energy Partners, L.P. and that the Chapter 11 Cases be administered under a consolidated caption, as follows:

**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> ,	)	
	)	Jointly Administered
Debtors. <sup>1</sup>	)	
	)	
	)	
_____	)	

<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.

2. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket in each of the Chapter 11 Cases (other than the Chapter 11 Case of Southcross Energy Partners, L.P.) to reflect the joint administration of the Chapter 11 Cases:

An order has been entered in this case in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware directing the procedural consolidation and joint

administration of the chapter 11 cases of Southcross Energy Partners, L.P., Southcross Energy Partners GP, LLC, Southcross Energy Finance Corp., Southcross Energy Operating, LLC, Southcross Energy GP LLC, Southcross Energy LP LLC, Southcross Gathering Ltd., Southcross CCNG Gathering Ltd., Southcross CCNG 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 Gulf Coast Transmission Ltd., Southcross Mississippi Gathering, L.P., Southcross Delta Pipeline LLC, Southcross Alabama Pipeline LLC, Southcross Nueces Pipelines LLC, Southcross Processing LLC, FL Rich Gas Services GP, LLC, FL Rich Gas Services, LP, FL Rich Gas Utility GP, LLC, FL Rich Gas Utility, LP, Southcross Transmission LP, T2 EF Cogeneration Holdings LLC, and T2 EF Cogeneration LLC. The docket in Case No. [ ] should be consulted for all matters affecting this case.

3. In addition, the Debtors request that the Court waive the requirement of section 342(c)(1) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Bankruptcy Rule 2002(n) for the inclusion of the Debtors’ full tax identification numbers in the captions for the Debtors’ filings with the Court and notices sent to creditors.

#### **Jurisdiction and Venue**

4. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012.

5. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and, pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

6. Venue of the Chapter 11 Cases and related proceedings is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.



### **Background**

7. On April 1, 2019 (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

8. No request has been made for the appointment of a trustee or examiner, and no official committee has been appointed in the Chapter 11 Cases.

9. Additional information about the Debtors’ businesses and affairs, capital structure, and prepetition indebtedness, and the events leading up to the Petition Date, can be found in the Howe Declaration, which is incorporated herein by reference.

### **Basis for Relief**

10. Bankruptcy Rule 1015(b) provides, in relevant part, that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Each Debtor is an “affiliate,” as that term is defined under section 101(2) of the Bankruptcy Code, of Southcross or one of its Debtor subsidiaries.

Accordingly, the Court is authorized to grant the requested relief by virtue of the fact that Southcross is the direct or indirect parent of each of the other Debtors. Local Rule 1015-1 provides additional authority for the Court to order joint administration of the Chapter 11 Cases, stating that “[a]n order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration.” Del. Bankr. L.R. 1015-1.

11. The request for joint administration of interrelated chapter 11 cases is generally noncontroversial and routinely approved by courts in this jurisdiction under similar circumstances. *See, e.g., In re Pernix Sleep, Inc.*, Case No. 19-10323 (CSS) (Bankr. D. Del. Feb. 21, 2019); *In re TerraVia Holdings, Inc.*, Case No. 17-11655 (CCS) (Bankr. D. Del. Aug. 3,

2017); *In re Bonanza Creek Energy, Inc.*, Case No. 17-10015 (KJC) (Bankr. D. Del. Jan. 5, 2017); *In re Basic Energy Servs., Inc.*, Case No. 16-12320 (KJC) (Bankr. D. Del. Oct. 26, 2016); *In re Key Energy Servs., Inc.*, Case No. 16-12306 (BLS) (Bankr. D. Del. Oct. 25, 2016); *In re Halcón Res. Corp.*, Case No. 16-11724 (BLS) (Bankr. D. Del. July 29, 2016); *In re Seventy Seven Fin. Inc.*, Case No. 16-11409 (LSS) (Bankr. D. Del. June 8, 2016); *In re Millennium Lab Holdings II, LLC*, Case No. 15-12284 (LSS) (Bankr. D. Del. Nov. 12, 2015); *In re Samson Res. Corp.*, Case No. 15-11934 (CSS) (Bankr. D. Del. Sept. 18, 2015); *In re Quicksilver Res., Inc.*, Case No. 15-10585 (LSS) (Bankr. D. Del. Mar. 19, 2015).

12. On the date hereof, the Debtors commenced the 27 Chapter 11 Cases referenced above by filing petitions for voluntary relief with the Court. Given the provisions of the Bankruptcy Rules and the Local Rules and the Debtors' affiliation, joint administration of the Chapter 11 Cases is warranted and will provide significant administrative convenience without harming the substantive rights of any party in interest. Joint administration will avoid the preparation, replication, service, and filing, as applicable, of duplicative notices, applications, and orders, thereby saving the Debtors considerable expense and resources. The Debtors' financial affairs and business operations are closely related. Many of the motions, hearings, and orders in the Chapter 11 Cases will affect each Debtor and its respective estate. The rights of creditors will not be adversely affected, as this Motion requests only administrative, and not substantive, consolidation of the estates. Moreover, each creditor shall still file its claim against a particular estate. In fact, all creditors will benefit by the reduced costs that will result from the joint administration of the Chapter 11 Cases. The Court also will be relieved of the burden of entering duplicative orders and maintaining duplicative files. Finally, supervision of the

administrative aspects of the Chapter 11 Cases by the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) will be simplified.

13. Furthermore, it is appropriate to waive the requirement of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 2002(n) for the inclusion of the Debtors’ full tax identification numbers in the captions for the Debtors’ filings with the Court and notices sent to creditors. This information is available on all of the Debtors’ chapter 11 petitions. Waiver of this requirement is purely procedural in nature and will ease the administrative burden on the Debtors.

**Notice**

14. Notice of this Motion will be provided to (a) the United States Trustee, (b) each of the Debtors’ 20 largest unsecured creditors on a consolidated basis, (c) Vinson & Elkins LLP, as counsel to Wells Fargo Bank, N.A., the administrative agent under Southcross’s prepetition secured revolving credit facility, (d) (x) Arnold & Porter Kaye Scholer LLP and (y) Young Conaway Stargatt & Taylor, LLP, as counsel to Wilmington Trust, N.A., the administrative agent under Southcross’s prepetition secured term loan facility and post-petition credit facility, (e) Willkie Farr & Gallagher LLP, as counsel to the post-petition lenders and an ad hoc group of prepetition lenders, (f) Debevoise & Plimpton LLP, as counsel to Southcross Holdings LP, (g) the Securities and Exchange Commission, (h) the Internal Revenue Service, and (i) the United States Attorney’s Office for the District of Delaware (collectively, the “**Notice Parties**”).

15. Notice of this Motion and any order entered hereon will be served on all parties required by Local Rule 9013-1(m). A copy of this Motion and any order approving it will also be made available on the Debtors’ case information website located at <http://www.kccllc.net/southcrossenergy>. Based on the urgency of the circumstances surrounding

this Motion and the nature of the relief requested herein, the Debtors respectfully submit that no further notice is required.

**No Prior Request**

16. The Debtors have not previously sought the relief requested herein from the Court or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein and such other and further relief as the Court deems just and proper.

Dated: April 1, 2019  
Wilmington, Delaware

Respectfully submitted,  
MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Robert J. Dehney  
Robert J. Dehney (No. 3578)  
Andrew R. Remming (No. 5120)  
Joseph C. Barsalona II (No. 6102)  
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-and-

DAVIS POLK & WARDWELL LLP

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*Proposed Counsel to the Debtors and Debtors in Possession*

**Exhibit A**

**Proposed Order**

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

In re:

SOUTHCROSS ENERGY PARTNERS, L.P.,

Debtor.

Tax I.D. No. 45-5045230

Chapter 11

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LLC,

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Tax I.D. No. 32-0375141

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In re:

SOUTHCROSS ENERGY FINANCE CORP.,

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Chapter 11

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SOUTHCROSS ENERGY OPERATING, LLC,

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SOUTHCROSS ENERGY LP LLC,

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Case No. 19-[\_\_\_\_\_] (\_\_\_\_)]

In re:

SOUTHCROSS GATHERING LTD.,

Debtor.

Tax I.D. No. 27-0587233

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_\_)]

In re:

SOUTHCROSS CCNG GATHERING LTD.,

Debtor.

Tax I.D. No. 75-2659553

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_\_)]

In re:

SOUTHCROSS CCNG TRANSMISSION LTD.,

Debtor.

Tax I.D. No. 74-2704531

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_\_)]



In re:

SOUTHCROSS MARKETING COMPANY  
LTD.,

Debtor.

Tax I.D. No. 27-0463313

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]

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SOUTHCROSS NGL PIPELINE LTD.,

Debtor.

Tax I.D. No. 27-0463214

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]

In re:

SOUTHCROSS MIDSTREAM SERVICES, L.P.,

Debtor.

Tax I.D. No. 26-3675932

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]

In re:

SOUTHCROSS MISSISSIPPI INDUSTRIAL  
GAS SALES, L.P.,

Debtor.

Tax I.D. No. 20-0067519

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]

In re:

SOUTHCROSS MISSISSIPPI PIPELINE, L.P.,

Debtor.

Tax I.D. No. 20-0067499

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_)]

In re:

SOUTHCROSS GULF COAST  
TRANSMISSION LTD.,

Debtor.

Tax I.D. No. 75-2900546

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Chapter 11

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FL RICH GAS SERVICES, LP,

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Chapter 11

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In re:

T2 EF COGENERATION LLC,

Debtor.

Tax I.D. No. 45-5284976

Chapter 11

Case No. 19-[\_\_\_\_\_] (\_\_\_\_)]

**ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the motion (the “**Motion**”)<sup>1</sup> of Southcross Energy Partners, L.P. (“**Southcross**”), Southcross Energy Partners GP, LLC, and Southcross’s wholly owned direct and indirect subsidiaries, each of which is a debtor and debtor in possession in the Chapter 11 Cases (collectively, the “**Debtors**”), for entry of an order pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1, directing the joint administration of the Chapter 11 Cases for procedural purposes only, as more fully described in the Motion; and the Court having jurisdiction to consider the matters raised in the Motion pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*,

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

dated February 29, 2012; and the Court having authority to hear the matters raised in the Motion pursuant to 28 U.S.C. § 157; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Motion and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Motion and opportunity for a hearing on the Motion having been given to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion and the Howe Declaration; and the Court having held a hearing on the Motion; and the Court having determined that the legal and factual bases set forth in the Motion and at the hearing establish just cause for the relief granted herein; and the Court having found that the relief requested in the Motion being in the best interests of the Debtors, their creditors, their estates, and all other parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Motion is hereby granted as set forth herein.
2. The Chapter 11 Cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 19-\_\_\_\_\_ ( ).
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the Chapter 11 Cases, the Debtors, or the Debtors' estates.
4. The caption of the jointly administered Chapter 11 Cases shall read as follows:



T2 EF Cogeneration LLC. The docket in Case No. [ ] should be consulted for all matters affecting this case.

6. The requirement of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 2002(n) for the inclusion of the Debtors' full tax identification numbers in the captions for Debtors' filings with the Court and notices sent to creditors is waived.

7. Any Bankruptcy Rule or Local Rule that might otherwise delay the effectiveness of this Order is hereby waived, and the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

8. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

9. Proper, timely, adequate, and sufficient notice of the Motion has been provided in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, and no other or further notice of the Motion or the entry of this Order shall be required.

10. The Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: \_\_\_\_\_, 2019  
Wilmington, Delaware

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THE HONORABLE [•]  
UNITED STATES BANKRUPTCY JUDGE