

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> ,)	
)	Jointly Administered
Debtors. ¹)	
)	Re: D.I. 8 & 53

**FINAL ORDER AUTHORIZING (I) DEBTORS TO PAY
CERTAIN PREPETITION TAXES, GOVERNMENTAL ASSESSMENTS,
AND FEES AND (II) FINANCIAL INSTITUTIONS TO
HONOR AND PROCESS RELATED CHECKS AND TRANSFERS**

Upon the motion (the “**Motion**”)² 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 interim and final orders pursuant to sections 105(a), 363(b), 363(c), 507(a)(8), and 541 of the Bankruptcy Code, authorizing, but not directing, the Debtors to pay, in their sole discretion, the Covered Taxes and Fees, whether asserted prior to, on, or after the Petition Date and (b) authorizing the Debtors’ financial institutions to receive,

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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.



process, honor, and pay checks or wire transfers used by the Debtors to pay the foregoing, 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*, 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 (the “**Hearing**”); and the Court having granted interim relief on the Motion on April 2, 2019 (D.I. 53); and the Court having the opportunity to hold a final hearing on the Motion (the “**Final Hearing**”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Final 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 Debtors are authorized, but not directed, to pay, in their sole discretion, the Covered Taxes and Fees to the Governmental Authorities (including those Governmental Authorities listed on Exhibit 1 annexed hereto).

3. The Debtors are authorized, but not directed, to continue remitting, in their sole discretion, the Covered Taxes and Fees in the ordinary course of business on a post-petition basis.

4. All applicable banks and other financial institutions are hereby authorized to receive, process, honor, and pay any and all checks, drafts, wires, check transfer requests, or automated clearing house transfers evidencing amounts paid by the Debtors under this Order whether presented prior to, on, or after the Petition Date. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Order without any duty of further inquiry and without liability for following the Debtors' instructions.

5. The Debtors are authorized, but not required, to issue, in their sole discretion, new post-petition checks, or effect new fund transfers, for the Covered Taxes and Fees to replace any prepetition checks or fund transfer requests that may be dishonored or rejected and to reimburse the relevant Governmental Authority or the applicable payee, as the case may be, for any fees or costs incurred by them in connection with a dishonored or voided check or funds transfer.

6. Nothing in this Order or any action taken by the Debtors in furtherance of the implementation hereof shall be deemed to constitute an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and all of the Debtors' rights with respect to such matters are expressly reserved.

7. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall (a) create, nor is it intended to create, any rights in favor of, or enhance the status of any claim held by, any person or entity or (b) be deemed to convert the priority of any claim from a prepetition claim into an administrative expense claim.

8. Nothing in this Order nor the Debtors' payment of claims pursuant to this Order shall be construed as or deemed to constitute (a) an agreement or admission by the Debtors as to the validity of any claim against the Debtors on any ground, (b) a grant of third party beneficiary status or bestowal of any additional rights on any third party, (c) a waiver or impairment of any rights, claims, or defenses of the Debtors' rights to dispute any claim on any grounds, (d) a promise by the Debtors to pay any claim, or (e) an implication or admission by the Debtors that such claim is payable pursuant to this Order.

9. Notwithstanding anything to the contrary in this Order, in the event of any inconsistency between the terms of this Order and the terms of any order of this Court approving the debtor-in-possession financing facility and use of cash collateral (the "**DIP Order**"), including, without limitation, any budget in connection therewith, the terms of the DIP Order shall govern.

10. Any Bankruptcy Rule (including, but not limited to, Bankruptcy Rule 6004(h)) 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.

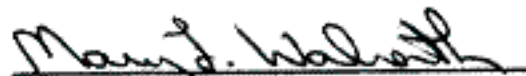
11. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

12. 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.

13. 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: April 23rd, 2019
Wilmington, Delaware

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MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1**Governmental Authority List**

Governmental Authority	Address
ALA. DEPARTMENT OF REVENUE	ATTN LEGAL DIVISION 50 NORTH RIPLEY ST MONTGOMERY, AL 36104
ALA. PUBLIC SVC COMMISSION	100 N UNION ST RSA UNION MONTGOMERY, AL 36104
AUSTIN CITY APPRAISAL DIS	906 E. AMELIA ST. BELLVILLE, TX 77418-2843
BEE COUNTY TAX A/C	411 E HOUSTON ST BEEVILLE, TX 78102
CALHOUN CITY APPRAISAL DIS	426 W MAIN ST PORT LAVACA, TX 77979
CHARLES BALDWIN	100 COURT STREET MENDENHALL, MS 39114
CITY OF ARANSAS PASS	600 W CLEVELAND BLVD ARANSAS PASS, TX 78336
CITY OF C. CHRISTI CASHIER	1201 LEOPARD STREET, 4TH FLOOR CORPUS CHRISTI, TX 78401
CITY OF C. CHRISTI LEPC	2406 LEOPARD ST., STE 200 CORPUS CHRISTI, TX 78408
CITY OF CORPUS CHRISTI	2406 LEOPARD SUITE 300 CORPUS CHRISTI, TX 78408
CITY OF HOUSTON	1002 WASHINGTON AVE. HOUSTON, TX 77002
CITY OF INGLESIDE	2671 SAN ANGELO INGLESIDE, TX 78362
CITY OF JACKSON	219 S. PRESIDENT ST. JACKSON, MS 39205-001
CITY OF PEARL	2420 OLD BRANDON ROAD PEARL, MS 39208
COPIAH COUNTY	100 CALDWELL DRIVE HAZLEHURST, MS 39083
COTULLA ISD TAX OFFICE	310 N MAIN ST COTULLA, TX 78014
COVINGTON CITY TAX COLLEC.	101 SOUTH ELM AVE. COLLINS, MS 39428

Governmental Authority	Address
CRISTYN E. HALLMARK	1700 7TH ST., ROOM 202 BAY CITY, TX 77414-5094
DALIA SANCHEZ, TAX A/C	400 W. SINTON STREET, ROOM 144 SINTON, TX 78387
DAVID BOYETT	44690 HIGHWAY 17 VERNON, AL 35592
DEBORAH A. SEVCIK	LAVACA COUNTY COURTHOUSE ANNEX 404 N. TEXANA HALLETTSVILLE, TX 77964
DELAWARE SECRETARY OF STATE	DIVISION OF REVENUE/BANKRUPTCY SERVICES CARVEL STATE OFFICE BUILDING 8TH FLOOR WILMINGTON, DE 19801
DEPARTMENT OF REVENUE	ATTN BANKRUPTCY DEPT 500 CLINTON CENTER DRIVE CLINTON, MS 39056
DEWITT COUNTY TAX A/C	115 N GONZALES ST CUERO, TX 77954
DIMMIT COUNTY TAX OFFICE	212 N. 4TH ST. CARRIZO SPRINGS, TX 78834
DONNA ATZENHOFFER	115 WEST MAIN, ROOM 102 EDNA, TX 77957-2798
DUVAL COUNTY	100 S. BEXAR ST. SAN DIEGO, TX 78384
FAYETTE CITY REV. COMM	113 TEMPLE AVENUE N FAYETTE, AL 35555
FORREST CITY TAX COLLECTOR	601 N. MAIN STREET HATTIESBURG, MS 39401-3429
FORT BEND COUNTY TAX A/C	12550 EMILY COURT, STE 100 SUGAR LAND, TX 77478-3289
FREER ISD	905 S. NORTON AVE. FREER, TX 78357
GOLIAD ISD-CITY OF GOLIAD	161 N. WELCH ST GOLIAD, TX 77963
HARRIS COUNTY M U D 405	12841 CAPRICORN STREET STAFFORD, TX 77477
HARRIS COUNTY TEXAS	1001 PRESTON ST. HOUSTON, TX 77002
HINDS CITY TAX COLLECTOR	316 S. PRESIDENT ST. JACKSON, MS 39201
HOPE M. HERRINGTON	101 S. ARCHUSA AVE. QUITMAN, MS 39355

Governmental Authority	Address
IDA M. TURNER, TAC	808 COMMERCE, ROOM 109 REFUGIO, TX 78377
JASPER CO TAX COLL	JASPER COUNTY COURTHOUSE 27 W 8TH AVENUE BAY SPRINGS, MS 39422
JASPER CO. TAX COLLECTOR	JASPER COUNTY COURTHOUSE 27 W 8TH AVENUE BAY SPRINGS, MS 39422
JEFFERSON CITY TAX COLL.	ATTN: J.T. SMALLWOOD ROOM 160 COURTHOUSE 716 RICHARD ARRINGTON JR BLVD N BIRMINGHAM, AL 35203
JERI D. COX, TAX ASSESSOR COLLECTOR	319 NORTH CHURCH ST ROCKPORT, TX 78382
JIM WELLS CITY APPRAIS DIST	1600 EAST MAIN STREET, SUITE #100 ALICE, TX 78332
JOHN R. AMES, CTA	1201 ELM STREET, SUITE 2600 DALLAS, TX 75270
KARNES COUNTY TAX A/C	200 EAST CALVERT AVE SUITE #3 KARNES CITY, TX 78118
KELLEY ROSS-BROWN	2426 PEARL AVENUE PRENTISS, MS 39474
LASALLE CO. TAX OFFICE	101 COURTHOUSE SQUARE #102 COTULLA, TX 78014-0737
LAWRENCE CITY TAX COLL.	523 BRINSON ST. MONTICELLO, MS 39654
LIVE OAK CITY APPRAISAL DIS	205 BOWIE ST. GEORGE WEST, TX 78022-9998
MARION COUNTY TAX A/C	250 BROAD STREET, STE 3 COLUMBIA, MS 39429
MCMULLEN CITY TAX OFC	503 RIVER ST. TILDEN, TX 78072
MELISSA T. DELAGARZA	700 E KLEBERG AVE KINGSVILLE, TX 78363
MICHELLE D. GARCIA, TAX ASSESSOR	FRANKLIN STREET ANNEX 329 W. FRANKLIN STREET GOLIAD, TX 77963
MICHELLE KIRK	PROBATE BUILDING PHOENIX AVENUE, COURTHOUSE SQUARE CARROLLTON, AL 35447

Governmental Authority	Address
MISSISSIPPI DEPT. OF REVENUE	1577 SPRINGRIDGE RD. RAYMOND, MS 39154-9602
NUECES COUNTY	901 LEOPARD ST, STE 301 CORPUS CHRISTI, TX 78401-3684
P. C. COCHRANE TAX A/C	714 GREENSBORO AVENUE ROOM 124 TUSCALOOSA, AL 35401-1891
PALACIOS ISD TAX ASSES COLL	1209 12TH. STREET PALACIOS, TX 77465-3799
PATRICK L. KUBALA, PCC	309 E. MILAM ST., SUITE 100 WHARTON, TX 77488
PEARL RIVER CO TAX	406 S. MAIN STREET POPLARVILLE, MS 39470
PERRY CITY TAX COLLECTOR	105 MAIN ST. NEW AUGUSTA, MS 39462
PORT OF C. CHRISTI AUTH	222 POWER STREET CORPUS CHRISTI, TX 78401
R. SCHERER VICT. CO TX AC	205 N BRIDGE ST. ROOM 101 VICTORIA, TX 77901
RAILROAD COMMISSION OF TX	1701 N. CONGRESS AUSTIN, TX 78701
RAILROAD COMMISSION OF TX	1701 N. CONGRESS AUSTIN, TX 78701
RANKIN COUNTY TX COLL	211 E. GOVERNMENT ST. BRANDON, MS 39042
SMITH COUNTY TAX COLLECT.	212 SYLVARENA AVE. RALEIGH, MS 39153
STATE COMPTROLLER	COMPTROLLER OF PUBLIC ACCOUNTS 111 E. 17TH ST AUSTIN, TX 78774-0100
STATE OF DELAWARE DIVISION OF CORPORATIONS	DIVISION OF REVENUE/BANKRUPTCY SERVICES CARVEL STATE OFFICE BUILDING 8TH FLOOR WILMINGTON, DE 19801
TAMMY J. MCRAE	400 N. SAN JACINTO ST. CONROE, TX 77301
TAX TRUST ACCOUNT	710 NORTH 20TH STREET ROOM TL-100 (FIRST FLOOR) CITY HALL BIRMINGHAM, AL 35203
TOMBALL ISD	310 S. CHERRY TOMBALL, TX 77375
TRAVIS E. CRIMM, JR.	209 E. BROADWAY ST. YAZOO CITY, MS 39194

Governmental Authority	Address
U.S. DEPT OF TRANSP.	C/O ESC, AMK-325 BLDG 6500 S. MACARTHUR HQS BLDG RM 181 OKLAHOMA CITY, OK 73169
UNITED I.S.D. TAX OFFICE	NORMA FARABOUGH, RTA, CSTA, CTA 3501 E. SAUNDERS LAREDO, TX 78041
UNITED STATES TREASURY	INTERNAL REVENUE SERVICE CINCINNATI, OH 45999-0150
VICKSBURG-WARREN CITY ISD	1500 MISSION 66 VICKSBURG, MS 39180
WALKER CITY REVENUE COMM.	ATTN: JERRY GUTHRIE 1803 3RD AVENUE JASPER, AL 35501
WALLER COUNTY TAX OFFICE	ELLEN CONTRERAS SHELBURNE+N1179E 730 9TH ST HEMPSTEAD, TX 77445-4534
WALLER ISD	1918 KEY STREET WALLER, TX 77484
WALTHALL COUNTY CLERK	TAX COLLECTOR 200 BALL AVE TYLERTOWN, MS 39667
WARREN CITY TAX COLLECT	1009 CHERRY STREET VICKSBURG, MS 39183-2539
WEBB COUNTY TAX ASSESSOR-	ATTN: PATRICIA A. BARRERA, RTA 1110 VICTORIA ST SUITE 107 LAREDO, TX 78040
YOAKUM ISD TAX OFFICE	413 IRVINE ST YOAKUM, TX 77995