

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. 5, 50, 64 & 73

CERTIFICATE OF COUNSEL REGARDING MOTION OF DEBTORS FOR ENTRY OF AN ORDER (I) WAIVING THE REQUIREMENTS TO FILE EQUITY LISTS AND TO PROVIDE NOTICE TO EQUITY SECURITY HOLDERS AND (II) AUTHORIZING DEBTORS TO FILE A CONSOLIDATED LIST OF DEBTORS’ 20 LARGEST UNSECURED CREDITORS

The undersigned counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby certifies as follows:

1. On April 1, 2019, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Waiving the Requirements to File Equity Lists and to Provide Notice to Equity Security Holders and (II) Authorizing Debtors to File a Consolidated List of Debtors’ 20 Largest Unsecured Creditors* (D.I. 5) (the “Motion”).

2. Attached to the Motion as Exhibit A was a copy of the proposed *Order (I) Waiving the Requirements to File Equity Lists and to Provide Notice to Equity Security Holders*

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.



and (II) Authorizing Debtors to File a Consolidated List of Debtors' 20 Largest Unsecured Creditors (D.I. 50) (the "**Proposed Order**").

3. On April 2, 2019, the Court held the "first day" hearing (the "**First Day Hearing**") in the above-captioned chapter 11 cases. At the First Day Hearing, the Court approved the Proposed Order subject to certain revisions being made thereto and being submitted to the Court under certificate of counsel.

4. After the First Day Hearing, the Debtors filed the *Certificate of Counsel Regarding Motion of Debtors for Entry of an Order (I) Waiving the Requirements to File Equity Lists and to Provide Notice to Equity Security Holders and (II) Authorizing Debtors to File a Consolidated List of Debtors' 20 Largest Unsecured Creditors* (D.I. 64), attaching a revised proposed form of order approving certain portions of the Motion on an interim basis and some portions on a final basis, which reflected discussions and resolutions consistent with the record made at the First Day Hearing.

5. The Court entered a revised form of the Proposed Order on April 3, 2019 (D.I. 73) (the "**Interim Order**").

6. The Debtors received informal comments to the Interim Order from the Office of the United States Trustee for the District of Delaware (the "**U.S. Trustee**"). Besides the informal comments from the U.S. Trustee, the Debtors have received no other objection or informal comments, and no objection or other responsive pleading to the Motion appears on the Court's docket.

7. After entry of the Interim Order, and after discussions with the U.S. Trustee, the Debtors provided notice to all equity holders of the Debtors of the orders for relief in accordance

with Bankruptcy Rule 2002(d). *See Affidavit of Service* (D.I. 104). As a result, the only relief included in the Interim Order which was subject to entry of a final order was removed as moot.

8. Attached hereto as Exhibit A is a revised proposed form of order amending the Interim Order (the “**Proposed Amended Order**”) reflecting the modifications described above.

9. For the convenience of the Court and all parties in interest, a blackline of the Proposed Amended Order marked against the Proposed Order is attached hereto as Exhibit B and a blackline of the Proposed Amended Order marked against the Interim Order is attached hereto as Exhibit C.

10. The U.S. Trustee has reviewed the Proposed Amended Order and does not object to its entry.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Amended Order substantially in the form attached hereto as Exhibit A at its earliest convenience.

Dated: April 23, 2019
Wilmington, Delaware

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Proposed Counsel to the Debtors and Debtors in Possession

Exhibit A

Proposed Amended Order

**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. 5 & 50

**AMENDED FINAL ORDER (A) WAIVING THE REQUIREMENT TO FILE
EQUITY LISTS AND (B) AUTHORIZING DEBTORS TO FILE A CONSOLIDATED
LIST OF DEBTORS’ 20 LARGEST UNSECURED CREDITORS**

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 an order pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1007 and 2002, (i) waiving the requirement to file the Equity Lists and (ii) authorizing the Debtors to file a consolidated list of the Debtors’ 20 largest unsecured creditors, as more fully described in the Motion; and the Court having jurisdiction to consider the

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.

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 entered the *Interim Order Waiving the Requirement to Provide Notice to Equity Security Holders; and Final Order (A) Waiving the Requirement to File Equity Lists and (B) Authorizing the Debtors to File a Consolidated List of Debtors’ 20 Largest Unsecured Creditors* (D.I. 50); and upon the Debtors providing notice to all equity holders of the Debtors of the orders for relief in accordance with Bankruptcy Rule 2002(d) (D.I. 104); 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 requirement under Bankruptcy Rule 1007(a)(3) to file Equity Lists is hereby waived.

3. The Debtors are authorized to file a consolidated list of their 20 largest unsecured creditors in the Chapter 11 Cases in lieu of each Debtor filing a list of its 20 largest unsecured creditors.

4. 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.

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

6. 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.

7. 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

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Blackline

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

In re:	)	Chapter 11
)	
SOUTHCROSS ENERGY PARTNERS, L.P.,	)	Case No. 19- _____ <u>10702</u> (___ <u>MFW</u>)
<i>et al.</i> ,)	
	)	Jointly Administered
Debtors. ¹)	
	)	<u>RE: D.I. 5, 50</u>

**AMENDED FINAL ORDER (1A) WAIVING THE
REQUIREMENTS REQUIREMENT TO FILE EQUITY LISTS AND TO PROVIDE
NOTICE TO EQUITY SECURITY HOLDERS AND (H(B) AUTHORIZING
DEBTORS TO FILE A CONSOLIDATED LIST OF DEBTORS' 20 LARGEST
UNSECURED CREDITORS**

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 an order pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1007 and 2002, (i) waiving the requirement to file the Equity Lists-
~~and the requirement to give notice of the order for relief to all equity security holders of the~~
~~Debtors~~ and (ii) authorizing the Debtors to file a consolidated list of the Debtors’ 20 largest

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unsecured creditors, 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 entered the *Interim Order Waiving the Requirement to Provide Notice to Equity Security Holders; and Final Order (A) Waiving the Requirement to File Equity Lists and (B) Authorizing the Debtors to File a Consolidated List of Debtors’ 20 Largest Unsecured Creditors (D.I. 50); and upon the Debtors providing notice to all equity holders of the Debtors of the orders for relief in accordance with Bankruptcy Rule 2002(d) (D.I. 104)*; 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 requirement under Bankruptcy Rule 1007(a)(3) to file Equity Lists is hereby waived.

~~3. The requirement under Bankruptcy Rule 2002(d) to give notice to all equity holders of the Debtors of the orders for relief is hereby waived.~~

3. ~~4.~~ The Debtors are authorized to file a consolidated list of their 20 largest unsecured creditors in the Chapter 11 Cases in lieu of each Debtor filing a list of its 20 largest unsecured creditors.

4. ~~5.~~ 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.

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

6. ~~7.~~ 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.

7. ~~8.~~ 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

THE HONORABLE [●] MARY F.
WALRATH
UNITED STATES BANKRUPTCY JUDGE

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Exhibit C

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**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. 5 & 50

~~**INTERIM ORDER WAIVING THE REQUIREMENT TO PROVIDE NOTICE TO EQUITY SECURITY HOLDERS; AND**~~ **AMENDED** FINAL ORDER (A) WAIVING THE REQUIREMENT TO FILE EQUITY LISTS AND ~~**AND**~~ (B) AUTHORIZING DEBTORS TO FILE A CONSOLIDATED LIST OF DEBTORS' 20 LARGEST UNSECURED CREDITORS

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 an order pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1007 and 2002, (i) waiving the requirement to file the Equity Lists- ~~and the requirement to give notice of the order for relief to all equity security holders of the Debtors~~ and (ii) authorizing the Debtors to file a consolidated list of the Debtors’ 20 largest

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unsecured creditors, 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 entered the *Interim Order Waiving the Requirement to Provide Notice to Equity Security Holders; and Final Order (A) Waiving the Requirement to File Equity Lists and (B) Authorizing the Debtors to File a Consolidated List of Debtors’ 20 Largest Unsecured Creditors (D.I. 50); and upon the Debtors providing notice to all equity holders of the Debtors of the orders for relief in accordance with Bankruptcy Rule 2002(d) (D.I. 104)*; 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 requirement under Bankruptcy Rule 1007(a)(3) to file Equity Lists is hereby waived.

~~3. Subject to entry of an order granting the relief requested in the Motion on a final basis, the requirement under Bankruptcy Rule 2002(d) to give notice to all equity holders of the Debtors of the orders for relief is hereby waived.~~

3. ~~4.~~ The Debtors are authorized to file a consolidated list of their 20 largest unsecured creditors in the Chapter 11 Cases in lieu of each Debtor filing a list of its 20 largest unsecured creditors.

4. ~~5.~~ 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.

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

6. ~~7.~~ 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.

7. ~~8.~~ 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

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

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