

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re:)	Chapter 11	
)		
SOUTHCROSS ENERGY PARTNERS, L.P.,)	Case No. 19-10702 (MFW)	
<i>et al.</i> ,)		
)	Jointly Administered	
Debtors. ¹)		
)		
)		

GLOBAL NOTES, METHODOLOGY, AND SPECIFIC
DISCLOSURES REGARDING THE DEBTORS’ SCHEDULES OF
ASSETS AND LIABILITIES, SCHEDULES OF EXECUTORY CONTRACTS, AND
UNEXPIRED LEASES AND STATEMENTS OF FINANCIAL AFFAIRS

Introduction

On April 1, 2019 (the “**Petition Date**”), Southcross Energy Partners, L.P. (“**Southcross**”), Southcross Energy Partners GP, LLC (“**Southcross GP**”), and Southcross’s wholly owned direct and indirect subsidiaries (each of which is a debtor and debtor in possession, and, collectively, the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”).

Pursuant to the requirements of section 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the Debtors, with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (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.



“Schedules”) and Statements of Financial Affairs (the “Statements”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

These Global Notes, Methodology, and Specific Disclosures Regarding the Debtors’ Schedules of Assets and Liabilities, Schedules of Executory Contracts, and Unexpired Leases and Statements of Financial Affairs (the “Global Notes”) pertain to, are incorporated by reference in, and comprise an integral part of each of the Schedules and Statements. The Global Notes should be referred to and reviewed in their entirety in connection with any review of the Schedules and Statements.

The Debtors prepare their financial statements and keep their books and records on a consolidated basis in the ordinary course of business. In preparing the Schedules and Statements, the Debtors have used their reasonable best efforts to report the assets and liabilities of each Debtor on an unconsolidated basis as required by the Bankruptcy Code and the Bankruptcy Rules. The Schedules and Statements, therefore, contain unaudited information that is subject to further review and potential material adjustment. The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), nor are they intended to be fully reconciled with the financial statements of the Debtors. The Debtors and their agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained herein.

Michael Howe, Chief Financial Officer of Southcross, has signed each of the Schedules and Statements. Michael Howe is an officer or authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Michael Howe has relied upon the efforts, statements, and representations of various personnel and professionals employed by the Debtors. Michael Howe has not (and could not have) personally verified the accuracy of each and every statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors.

In preparing the Schedules and Statements, the Debtors relied upon financial data and information derived from their books and records that was available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised, or subsequent information, may cause a material change to the Schedules and Statements. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements in any and all respects as is necessary and appropriate from time to time. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

Global Notes and Overview of Methodology

1. **Reservation of Rights.** While reasonable best efforts have been made to provide accurate and complete information herein, errors or omissions may exist. The Debtors reserve all rights to (a) amend or supplement the Schedules and Statements from time to time, in all

respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to claim description, designation, or Debtor against which the claim is asserted, (b) dispute or otherwise assert offsets or defenses to any claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification, and (c) subsequently designate any claim as “disputed,” “contingent,” or “unliquidated,” or object to the extent, validity, enforceability, priority, or avoidability of any claim. Listing a claim does not constitute an admission of liability by the Debtor against which the claim is listed or against any of the Debtors. Nothing contained in the Schedules and Statements shall constitute a waiver of the Debtors’ rights or an admission with respect to the Chapter 11 Cases, including, without limitation, any issues involving substantive consolidation, equitable subordination, defenses, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws.

2. **Description of Cases.** On the Petition Date, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been requested in the Chapter 11 Cases, and the United States Trustee for the District of Delaware has not appointed an official committee of unsecured creditors.
3. **Net Book Value of Assets.** It would be prohibitively expensive, unduly burdensome and an inefficient use of estate assets for the Debtors to obtain current market valuations for all of their assets. Accordingly, unless otherwise indicated, the Schedules and Statements reflect net book values as of March 31, 2019. Book values of assets prepared in accordance with GAAP generally do not reflect the current performance of the assets or the impact of the commodity price environment and may differ materially from the actual value and/or performance of the underlying assets. As such, the values listed in these Schedules and Statements should not be, and were not, used to determine the Debtors’ enterprise valuation. Wherever possible net book values as of March 31, 2019 are presented for all assets other than cash, cash equivalents. When necessary, the Debtors have indicated that the value of certain assets is “Unknown” or “Undetermined.” Amounts ultimately realized may vary materially from net book value (or other value so ascribed). Accordingly, the Debtors reserve all rights to amend, supplement, and adjust the asset values set forth in the Schedules and Statements. As applicable, fixed assets and leasehold improvement assets that have been fully depreciated or amortized, or were expensed for GAAP accounting purposes, have no net book value, and, therefore, are not included in the Schedules and Statements.
4. **Property Rights – Generally.** Exclusion of certain property from the Schedules and Statements shall not be construed as an admission that such property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain property in the Schedules and Statements shall not be construed as an admission that such property rights have not been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

5. **Recharacterization.** Notwithstanding the Debtors' reasonable best efforts to properly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may nevertheless have improperly characterized, classified, categorized, designated, or omitted certain items. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary and appropriate, as additional information becomes available. Disclosure of information in one or more Schedules, one or more Statements, or one or more exhibits or attachments to the Schedules or Statements, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedules, Statements, exhibits, or attachments.
6. **Liabilities.** The Debtors allocated liabilities between the prepetition and post-petition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and post-petition periods may change. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary and appropriate.

The liabilities listed on the Schedules do not reflect any analysis of claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's claim.

7. **Excluded Assets and Liabilities.** The Debtors have excluded rejection damage claims of counterparties to executory contracts, if any, and unexpired leases that may or may not be rejected, to the extent such damage claims exist. In addition, certain immaterial assets and liabilities may have been excluded.
8. **Insiders.** For purposes of the Schedules and Statements, the Debtors define "insiders" to include the following: (a) directors; (b) certain senior officers; (c) relatives of the Debtors' directors and senior officers; (d) affiliates of the Debtors; and (e) directors and certain senior officers of Southcross Holdings GP LLC.

Persons listed as "insiders" have been included for informational purposes only. The Debtors do not take any position with respect to (a) such person's influence over the control of the Debtors, (b) the management responsibilities or functions of such individual, (c) the decision-making or corporate authority of such individual, or (d) whether such individual is an "insider" under applicable law, including the Bankruptcy Code and federal securities laws.

9. **Intellectual Property Rights.** Exclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

10. **Executory Contracts.** Although the Debtors made diligent attempts to attribute an executory contract to its rightful Debtor, in certain instances the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G.
11. **Classifications.** Listing (a) a claim on (i) Schedule D as "secured," (ii) Schedule E as "priority," or (iii) Schedule F as "unsecured" or (b) a contract or lease on Schedule G as "executory" or "unexpired" does not constitute an admission by the Debtors of the legal rights of the potential claimant or a waiver of the Debtors' rights to object to, challenge the validity of, recharacterize, or reclassify such claims or contracts or to setoff of such claims.
12. **Claims Description.** Schedules D, E, and F permit each of the Debtors to designate a claim as "contingent," "unliquidated," and/or "disputed." Any failure to designate a claim on a given Debtor's Schedules as "contingent," "unliquidated," and/or "disputed" does not constitute an admission by that Debtor that such amount is not "contingent," "unliquidated," and/or "disputed," or that such claim is not subject to objection. The Debtors reserve all of their rights to dispute, or assert offsets or defenses to, any claim reflected on their respective Schedules and Statements on any grounds, including liability or classification. Additionally, the Debtors expressly reserve all of their rights to subsequently designate such claims as "contingent," "unliquidated," and/or "disputed." Moreover, listing a claim does not constitute an admission of liability by the Debtors.
13. **Causes of Action.** Despite reasonable efforts, the Debtors may not have identified and/or set forth all of their existing or potential causes of action against third parties as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any causes of action against third parties and nothing in the Schedules and Statements shall be deemed a waiver of any such causes of action.
14. **Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:
 - a. **Unknown Amounts.** The description of an amount as "unknown" or "undetermined" is not intended to reflect upon the materiality of such amount.
 - b. **Totals.** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
 - c. **Liens.** Property and equipment listed in the Schedules are presented without consideration of any liens that may attach (or have attached) to such property and equipment.
15. **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
16. **Intercompany Payables and Receivables.** Intercompany payables and receivables between the Debtors and another Debtor or non-Debtor affiliates, if any, are set forth on

Schedule E/F or Schedule A/B, as applicable. The listing by the Debtors of any account between a Debtor and another Debtor or non-Debtor affiliate, if any, is a statement of what appears in a particular Debtor's books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such accounts, if any, would be allowed as a claim, allowed as an interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such accounts.

Due to historical accounting practices, the Debtors have been unable to ascertain with precision the balances owed among specific Debtor entities or the balances owed between Debtors and specific non-Debtor affiliates. As a result, each Debtor has listed (1) an aggregate balance with all other entities whose financial statements are consolidated with the lead Debtor, Southcross Energy Partners, L.P. and (2) an aggregate balance with all other entities whose financial statements are consolidated with the Debtors' indirect majority parent, Southcross Holdings LP on Schedule E/F or Schedule A/B, as applicable.

17. **Setoffs**. The Debtors incur certain offsets and other similar rights in the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions, pricing discrepancies, overpayments, returns, warranties, rebates, charge backs, and other disputes between the Debtors and their suppliers and vendors. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors' industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are excluded from the Schedules.
18. **Confidentiality**. In certain instances, the sensitivity of certain information may require its omission from the Schedules and Statements. To the extent possible, the alterations, redactions, consolidations, and omissions have been limited to the extent determined by the Debtors to be necessary or appropriate to protect the Debtors or third parties while also providing interested parties with sufficient information in response to the Schedules and Statements.
19. **Global Notes Control**. In the event that the Schedules and Statements conflict with the foregoing Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtors' Schedules

Schedule A/B3. The balances of the financial accounts listed on Schedule A/B3 are as of March 31, 2019.

Schedule A/B11. The Debtors' reported accounts receivable includes amounts that may be uncollectible. The Debtors are unable to determine with complete certainty what amounts will actually be collected.

The accounts receivable information listed on Schedule A/B11 represents receivables from the Debtors' customers which are calculated net of any unsettled amounts that, as of the Petition Date, may be owed to such customers in the form of chargebacks, wholesaler fees, discounts, returns or other adjustments pursuant to the Debtors' customer program policies and day-to-day operating policies.

The Debtors have disclosed the net book value with respect to net accounts receivable listed on Schedule A/B11, which represents the amount of the net accounts receivable reduced by any "doubtful accounts." For purposes of Schedule A/B11, "doubtful accounts" are those accounts that the Debtors have identified as unlikely to be paid given the amount of time such accounts have been outstanding. Accounts receivable are presented without consideration for any liabilities related to mutual counterparty accounts payable, open or terminated contract liabilities, liquidated damages or collateral held by the Debtors, unless otherwise stated.

Schedule A/B15. Equity interests in subsidiaries and affiliates primarily arise from common stock ownership or member or partnership interests. For purposes of these Schedules, the Debtors have listed an undetermined value for the equity interests of all of their subsidiaries and affiliates.

Schedule A/B39 – A/B41. For purposes of Schedules A/B39 – A/B41, the value of certain assets may be aggregated in to groups of assets on these Schedules.

Schedule A/B60-65. Exclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated or assigned; have expired by their terms; or otherwise have been transferred pursuant to a sale, acquisition or other transaction. Conversely, inclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have not been abandoned, terminated or assigned; have not expired by their terms; or otherwise have not been transferred pursuant to a sale, acquisition or other transaction.

Schedule A/B74. In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to causes of action, counterclaims, setoffs, rebates, charge backs, or refunds with their contract counterparties, suppliers, or vendors, or potential warranty claims against their suppliers or vendors. As of the Petition Date, either no such rights were known to the Debtors or, if known, such rights were not quantifiable. Accordingly, no such rights have been reported on Schedule A/B75. The Debtors reserve all of their rights with respect to such potential causes of action, counterclaims, setoffs, refunds, and claims, including the right to amend Schedule A/B75.

Schedule A/B70-76. Despite exercising their reasonable efforts to identify all known assets, the

Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in their Schedules including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. Unless otherwise noted on specific responses, items reported on Schedule A/B70-76 are reported from the Debtors' books and records as of the Petition Date. The Debtors reserve all of their rights with respect to any claims and causes of action that they may have. Neither these Global Notes nor the Schedules shall be deemed a waiver of any such claims or causes of action or to prejudice or impair the assertion thereof in any way.

Schedule D. Except as otherwise agreed pursuant to a stipulation or order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset of a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors have scheduled claims of various creditors as secured claims, the Debtors reserve all of their rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided in Schedule D are solely intended to be a summary – and not an admission – of liability.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated herein, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. The Debtors reserve all of their rights to amend Schedule D to the extent that the Debtors determine that any claims associated with such agreements should be reported on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors' rights to recharacterize or reclassify such claim.

Moreover, the Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights or inchoate statutory lien rights. Where an administrative agent or trustee serves with respect to any prepetition secured debt, only the administrative agent or trustee, as applicable, is listed as the creditor on Schedule D and not any other party that may hold a portion of the debt.

The claim amounts listed reflect approximate amounts as of the Petition Date. The claims listed on Schedule D, as well as the guarantees of those claims listed on Schedule H, arose and were incurred on various dates; a determination of the date upon which each claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included for each claim. To the best of the Debtors' knowledge, all claims listed on Schedule D arose or were incurred before the Petition Date.

Schedule E/F. The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain outstanding prepetition claims on a post-petition basis. Each Debtor's Schedule E/F may reflect its payment of certain claims pursuant to these first day orders, and therefore may omit certain unsecured claims that the Debtors have already paid. The Debtors may pay additional claims listed on Schedule E/F during the Chapter 11 Cases pursuant to these and other orders of the Bankruptcy

Court and reserve all of their rights to amend or supplement Schedule E/F or take other action as is necessary or appropriate to avoid over-payment of, or duplicate payments for, any such liabilities.

Pursuant to the *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* [D.I. 137] (the “**Final Tax Order**”), the Debtors have been granted the authority to pay, in their discretion, certain tax liabilities that accrued prepetition. As such, the Debtors have listed all taxing authorities to which Debtors potentially have outstanding liabilities, whether paid or unpaid, pursuant to the Final Tax Order, as holding priority claims of undetermined amounts.

Pursuant to the *Final Order Authorizing (i) Debtors To (a) Pay Prepetition Employee Obligations and (b) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (ii) Current and Former Employees To Proceed with Outstanding Workers' Compensation Claims, and (iii) Financial Institutions to Honor and Process Related Checks and Transfers* [D.I. 141] (the “**Final Wages Order**”), the Debtors received final authority to pay certain prepetition obligations, including employee wages and other employee benefits, in the ordinary course of business. The Debtors believe that any undisputed, non-insider employee claims for prepetition amounts related to ongoing payroll and benefits, whether allowable as a priority or nonpriority claim, have been or will be satisfied. As such, the Debtors have listed individual employee unsecured priority claims at an undetermined amount as it would be cost prohibitive for the Debtors to calculate each employee claim on an individual basis.

The Debtors have used their best reasonable efforts to report all prepetition general unsecured claims against the Debtors on Schedule E/F based upon the Debtors’ existing books and records as of March 31, 2019, except as otherwise noted herein. The claims of individual creditors for, among other things, various services may not reflect credits or allowances due from such creditors to the applicable Debtor. Schedule E/F may not reflect any payments actually made by the Debtors on March 31, 2019 prior to the filing of the Debtors’ voluntary petitions for relief under the Bankruptcy Code. Schedule E/F may not reflect invoices received by the Debtors after March 31, 2019 on account of prepetition goods and services. The Debtors reserve all of their rights with respect to any credits and allowances, including the right to assert objections and/or setoffs with respect to same.

Certain of the claims of state and local taxing authorities set forth in Schedule E/F, ultimately may be deemed to be secured claims pursuant to state or local laws. Certain of the claims owing to various taxing authorities to which the Debtors may be liable may be subject to ongoing audits. The Debtors reserve their right to dispute or challenge whether claims owing to various taxing authorities are entitled to priority, and the listing of any claim on Schedule E/F does not constitute an admission that such claim is entitled to priority treatment pursuant to section 507 of the Bankruptcy Code.

The claims listed on Schedule E/F arose or were incurred on various dates. In certain instances, the date on which a claim arose, including whether such claim arose on March 31, 2019 or before or after the Debtors initiated the Chapter 11 Cases, is an open issue of fact. Although reasonable efforts have been made to identify the date of incurrence of each claim, determining the date upon

which each claim in Schedule E/F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each claim listed on Schedule E/F.

Schedule E/F does not include certain deferred charges, deferred liabilities, accruals, or general reserves. While not listed on Schedule E/F, such amounts are reflected on the Debtors' books and records to the extent required in accordance with GAAP. Such accruals are general estimates of liabilities and do not necessarily represent specific claims as of the Petition Date.

Schedule E/F also contains information regarding pending litigation involving the Debtors. In certain instances, the relevant Debtor that is the subject of the litigation is unclear or undetermined. To the extent that litigation involving a particular Debtor has been identified, however, such information is included on that Debtor's Schedule E/F. The amounts for these potential claims are listed as undetermined and marked as contingent, unliquidated, and disputed in the Schedules.

Schedule E/F includes the aggregate intercompany payable amounts that may or may not result in allowed or enforceable claims by or against a given Debtor, and listing these payables is not an admission on the part of the Debtors that the intercompany claims are enforceable or collectable. The intercompany payables also may be subject to setoff, recoupment, netting, or other adjustments made pursuant to intercompany policies and arrangements not reflected in the Schedules.

To the extent they are known, Schedule E/F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or the assumption and assignment of an executory contract or unexpired lease. Additionally, Schedule E/F does not include potential rejection damage claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

As of the time of filing of the Schedules and Statements, the Debtors may not have received all invoices for payables, expenses, and other liabilities that may have accrued prior to the Petition Date. Accordingly, the information contained in Schedules D and E/F may be incomplete. The Debtors reserve their rights, but undertake no obligations, to amend Schedules D and E/F if and as they receive such invoices.

Schedule G. The Debtors' businesses are complex. Although the Debtors' existing books, records, and financial systems have been relied upon to identify and schedule executory contracts and unexpired leases at each of the Debtors, and diligent efforts have been made to ensure the accuracy of each Debtor's Schedule G, inadvertent errors, omissions, or over-inclusion may have occurred. Certain information, such as the contact information of the counterparty or the remaining contract term, may not be included where such information could not be obtained using the Debtors' reasonable efforts.

Listing a contract or lease on Schedule G does not constitute an admission by the Debtors as to the validity or enforceability of any such contract or lease, that such contract is an executory contract or unexpired lease or that such contract or lease was in effect on the Petition Date. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, leases, or other agreements set forth on Schedule G and to amend or supplement

Schedule G as necessary. Certain of the contracts and leases listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G.

Omission of a contract or lease from Schedule G does not constitute an admission that such omitted contract or lease is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or leases are not waived by the omission and are hereby reserved in full.

Certain of the contracts and leases listed on Schedule G may consist of several parts, including purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract or unexpired lease, a single contract or lease, or multiple, severable, or separate contracts or leases.

The contracts and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. In some cases, the same counterparty appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such counterparty but is not a waiver of any rights or defenses of the Debtors.

The Debtors reserve all of their rights, claims, and causes of action with respect to the contracts and leases on Schedule G, including the right to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's claim.

The Debtors reserve all of their rights with respect to any agreements that are not included on Schedule G. Certain agreements may not have been memorialized and could be subject to dispute. Agreements that are oral in nature have not been included on Schedule G.

Although the Debtors made diligent attempts to attribute an executory contract or unexpired lease to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so. Accordingly, the Debtors reserve all of their rights with respect to the named parties of any and all executory contracts and unexpired leases, including the right to amend Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute.

In the ordinary course of business, the Debtors have entered into numerous agreements, both written and oral, regarding the provision of certain services on a month-to-month basis, as well as purchase orders. The Debtors do not believe that such agreements constitute executory contracts and therefore, such agreements are not listed individually on Schedule G. Nevertheless, the Debtors reserve the right to assert that such agreements constitute executory contracts.

The Debtors may have entered into various other types of agreements in the ordinary course of its business, such as easements, right of way, subordination, nondisturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth on Schedule G.

Certain of the Agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The Debtors reserve all of their rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument (including, without limitation, any intercompany agreement) related to a creditor's claims.

Schedule H. The Debtors reserve all of their rights to amend Schedule H to the extent that certain guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements are identified.

The Debtors have not listed any litigation-related co-defendants on Schedule H. Instead, all cross-claims affirmatively asserted by co-defendants, other than cross-claims that may have been "deemed" asserted against the Debtors and/or asserted solely as a procedural matter, can be found on the Debtors' Schedule E/F.

Specific Disclosures with Respect to the Debtors' Statements

Statements 1 and 2. For financial reporting purposes, the Debtors ordinarily prepare consolidated financial statements and determine their gross revenue on a consolidated basis in the ordinary course of business. Unlike the consolidated financial statements, the Statements reflect the business and non-business revenue of each Debtor on a nonconsolidated basis, except where otherwise indicated. Accordingly, the totals listed in the Statements may differ, at times materially, from the consolidated financial reports prepared by the Debtors for financial reporting purposes or otherwise.

Statement 3. In Statement 3, disbursements made on account of multiple invoices may be reflected as a single payment. For the sake of completeness and out of an abundance of caution, the Debtors have listed transfers valued at less than \$6,825 in their response to Statement Question 3. For additional detail on the Debtors' cash management system, see *Motion of Debtors for Entry of Interim and Final Orders Authorizing (i) Debtors To Continue To Maintain Existing Cash Management System, Bank Accounts, and Business Forms and (ii) Financial Institutions To Honor and Process Related Checks and Transfers* [D.I. 13].

Statement 4. As set forth in more detail in the *Motion of Debtors for Entry of Interim and Final Orders Authorizing (i) Debtors To (a) Pay Prepetition Employee Obligations and (b) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (ii) Current and Former Employees To Proceed with Outstanding Workers' Compensation Claims, and (iii) Financial Institutions to Honor and Process Related Checks and Transfers* [D.I. 9], certain of the Debtors' employees provide services to both the Debtors and the non-Debtor affiliates (the "Shared Employees"). Under the Shared Services Agreement (*see* D.I. 9, Ex. C) and certain accounting formulas, the Shared Employees' work is allocated to either the Debtors or the non-Debtor affiliates, and the Debtors are reimbursed by the non-Debtor affiliate for the portion of payments made to the Shared Employees that relate to work done exclusively for the non-Debtor affiliates. With respect to payments made to insiders listed in Statement 4, the total amount paid is reflected, including amounts paid on behalf of the non-Debtor affiliates. This is demonstrated in the Debtors' SOFA 4 response, which includes a chart that breaks out each payment into three categories: 1) Debtors' Allocation Amount; 2) Holdings' Allocation Amount; and 3) T2's Allocation Amount. The Debtors' Allocation Amount relates to various Debtor entities, including Southcross Energy GP LLC, Southcross Alabama Pipeline LLC, Southcross CCNG Transmission Ltd., Southcross Gulf Coast Transmission Ltd., Southcross Mississippi Pipeline, L.P., Southcross Gathering Ltd., Southcross Processing LLC, Southcross NGL Pipeline Ltd., FL Rich Gas Services, LP. Holdings' Allocation Amount relates to the non-Debtor entities that are majority direct and indirect parents of the Debtors and their non-Debtor subsidiaries; these entities include Southcross Holdings LP, Southcross TS Midstream Services, LP and Frio LaSalle Pipeline, LP. T2's Allocation Amount relates to various non-Debtor joint venture entities that are partly owned by the Debtors; these include T2 LaSalle Gas Utility LLC and T2 Gas Utility LLC.

The payroll-related amounts shown in response to this question for any salary, bonus or additional compensation, and/or severance payments are gross amounts that do not include reductions for amounts including employee tax or benefit withholdings. For the sake of completeness and out of an abundance of caution, the Debtors have listed transfers valued at less than \$6,825 in their response to Statement Question 4.

As more fully described in the Cash Management Motion, the Debtors recorded numerous intercompany transactions in their books and records each month, including cash transfers and journal entries. Instead of listing each of these numerous transactions and entries in their Statements and Schedules for each month, the Debtors have included the monthly activity between Debtor entities and between Debtor and non-Debtor entities. Depending on when the transactions were recorded, the monthly balances may include transactions that occurred in prior months and may contain reconciling differences. In addition, the Debtors have separately listed any cash payments between Debtors and between Debtors and non-Debtor affiliates. These cash transactions are also recorded in the monthly activity listing in the Debtors' books and records.

Statement 6. The Debtors routinely incur setoffs and net payments in the ordinary course of business. Such setoffs and nettings may occur due to a variety of transactions or disputes including, but not limited to, intercompany transactions, counterparty settlements, pricing discrepancies, rebates, returns, warranties, refunds, negotiations, or disputes between Debtors and their customers regarding regulatory or governmental imposition costs incurred by Debtors, and other disputes between the Debtors and their customers or suppliers. These ordinary course setoffs and nettings are common to the oil and gas industry. Due to the voluminous nature of setoffs and nettings, it would be unduly burdensome and costly for the Debtors to list each such transaction. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for, and as such, are or may be excluded from Statement 6. In addition, some amounts listed on the Schedules and Statements may have been affected by setoffs or nettings by third parties of which the Debtors are not yet aware. The Debtors reserve all rights to challenge any setoff and/or recoupment rights that may be asserted.

Statement 7. Information provided in Statement 7 includes only those legal disputes and administrative proceedings that are formally recognized by an administrative, judicial, or other adjudicative forum. In the Debtors' attempt to provide full disclosure, to the extent a legal dispute or administrative proceeding is not formally recognized by an administrative, judicial, or other adjudicative forum due to certain procedural conditions that counterparties have yet to satisfy, the Debtors have identified such matters on Schedule F for the applicable Debtor. While the Debtors believe they were diligent in their efforts, it is possible that certain suits and proceedings may have been inadvertently left off of the Debtors' response to Statement Question 7. Accordingly, the Debtors reserve all of their rights to amend or supplement their response to Statement Question 7.

The Debtors reserve all of their rights and defenses with respect to any and all listed lawsuits and administrative proceedings. The listing of any such suits and proceedings shall not constitute an admission by the Debtors of any liabilities or that the actions or proceedings were correctly filed against the Debtors. The Debtors also reserve their rights to assert that the Debtors are an appropriate party to such actions or proceedings.

Statement 10. The Debtors incur certain immaterial losses in the ordinary course of business. Such amounts are not listed in the Statements.

Statement 11. All payments for services of any entities that provided consultation concerning debt or restructuring services, relief under the Bankruptcy Code, or preparation of a petition in bankruptcy within one year immediately preceding the Petition Date were made by Southcross GP

and are, therefore, listed on that Debtor's response to Statement Question 11. The Debtors have listed all payments, whether or not they relate to bankruptcy matters, made to professionals retained by the Debtors that the Debtors consulted about debt consolidation or restructuring. Additional information regarding the Debtors' retention of professional service firms is more fully described in the individual retention applications for those firms.

Statement 13. The Debtors may, from time to time and in the ordinary course of business, transfer equipment and other assets and/or sell certain equipment and other assets to third parties. These types of ordinary course transfers have not been disclosed in Statement 13.

Statement 21. In the ordinary course of business, the Debtors' office locations contain various equipment and items owned by others including, but not limited to, copy machines and computer hardware. Additionally, the Debtors may utilize leased property in their ordinary course of business. Therefore, the Debtors may hold property subject to leases listed on the Debtors' Schedule G. Also, given the nature of the Debtors' business, at any point in time, the Debtors may hold or store natural gas or natural gas liquids of producers and/or customers, for gathering, processing, treatment, compression, and transportation services.

Statements 22-24. The Debtors have historically maintained property and operations in several locations and individuals who once possessed responsive information may no longer be employed by the Debtors. Nonetheless, the Debtors have made reasonable efforts to identify and provide the requested information for as many sites and proceedings as reasonably possible. The Debtors reserve all of their rights to, but are not required to, supplement or amend this response if additional information becomes available.

Statement 25. The Debtors have used their reasonable efforts to identify the beginning and ending dates of all businesses in which any of the Debtors was a partner or owned five percent or more of the voting or equity securities within the six years immediately preceding the Petition Date. In certain instances, however, the dissolution dates of certain entities that are no longer in existence were not readily available and, therefore, are not included in Statement 25.

Statement 26a. The bookkeepers listed in Statement 26a are officers of the Debtors.

Statement 26d. Certain of the Debtors are registrants with the Securities and Exchange Commission and file with such agency periodic financial reports on a consolidated basis. In addition, the Debtors have provided financial reports to their restructuring professionals.

The Debtors have supplied financial statements and reports in the ordinary course of business to certain third parties under confidentiality agreements. Such third parties include restructuring professionals, the lenders under the Debtors' post-petition financing facility, and certain other creditors and their advisors. In addition, the Debtors have provided financial statements to multiple parties in the ordinary course of business. To assemble the extensive list of recipients would be unduly burdensome.

Statement 30. Please see response to Statement Question 4.

Fill in this information to identify the case:

Debtor name Southcross Energy Operating, LLC

United States Bankruptcy Court for the: _____ District of Delaware

Case number (If known): 19-10705

Check if this is an amended filing

Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B*

\$ 0.00

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*

\$ 0.00
+ undetermined amounts

1c. **Total of all property:**

Copy line 92 from *Schedule A/B*

\$ 0.00
+ undetermined amounts

Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*

\$ 0.00
+ undetermined amounts

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F*

\$ 0.00
+ undetermined amounts

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*

+ \$ 17,385,829.97

4. **Total liabilities**

Lines 2 + 3a + 3b

\$ 17,385,829.97
+ undetermined amounts

Fill in this information to identify the case:

Debtor name Southcross Energy Operating, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
 Case number (if known): 19-10705

Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets — Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand \$ _____

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
3.1. _____	_____	____-____-____-____	\$ _____
3.2. _____	_____	____-____-____-____	\$ _____

4. Other cash equivalents (Identify all)

4.1. _____	\$ _____
4.2. _____	\$ _____

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 0.00

Part 2: Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes. Fill in the information below.

Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit	
7.1. _____	\$ _____
7.2. _____	\$ _____

Debtor Southcross Energy Operating, LLC
Name

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8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1. _____ \$ _____

8.2. _____ \$ _____

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$ 0.00

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.
- Yes. Fill in the information below.

Current value of debtor's interest

11. Accounts receivable

11a. 90 days old or less: _____ - _____ = → \$ _____
face amount doubtful or uncollectible accounts

11b. Over 90 days old: _____ - _____ = → \$ _____
face amount doubtful or uncollectible accounts

12. Total of Part 3

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 0.00

Part 4: Investments

13. Does the debtor own any investments?

- No. Go to Part 5.
- Yes. Fill in the information below.

Valuation method used for current value **Current value of debtor's interest**

14. Mutual funds or publicly traded stocks not included in Part 1

Name of fund or stock:

14.1. _____ \$ _____

14.2. _____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity: _____ % of ownership: _____

15.1. _____ % _____ \$ _____

15.2. _____ % _____ \$ _____

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

16.1. _____ \$ _____

16.2. _____ \$ _____

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$ 0.00

Debtor Southcross Energy Operating, LLC
Name

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Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- No. Go to Part 6.
- Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
20. Work in progress	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
21. Finished goods, including goods held for resale	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
22. Other inventory or supplies	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
23. Total of Part 5 Add lines 19 through 22. Copy the total to line 84.				\$ _____ 0.00

24. Is any of the property listed in Part 5 perishable?

- No
- Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- No
- Yes. Book value _____ Valuation method _____ Current value _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- No
- Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- No. Go to Part 7.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested	\$ _____	_____	\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish	\$ _____	_____	\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)	\$ _____	_____	\$ _____
31. Farm and fishing supplies, chemicals, and feed	\$ _____	_____	\$ _____
32. Other farming and fishing-related property not already listed in Part 6	\$ _____	_____	\$ _____

Debtor Southcross Energy Operating, LLC
Name

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33. **Total of Part 6.**

Add lines 28 through 32. Copy the total to line 85.

\$ _____	0.00
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34. **Is the debtor a member of an agricultural cooperative?**

- No
- Yes. Is any of the debtor's property stored at the cooperative?
 - No
 - Yes

35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**

- No
- Yes. Book value \$ _____ Valuation method _____ Current value \$ _____

36. **Is a depreciation schedule available for any of the property listed in Part 6?**

- No
- Yes

37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**

- No
- Yes

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- No. Go to Part 8.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture _____	\$ _____	_____	\$ _____
40. Office fixtures _____	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software _____	\$ _____	_____	\$ _____
42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1 _____	\$ _____	_____	\$ _____
42.2 _____	\$ _____	_____	\$ _____
42.3 _____	\$ _____	_____	\$ _____

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ _____	0.00
----------	------

44. **Is a depreciation schedule available for any of the property listed in Part 7?**

- No
- Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- No
- Yes

Debtor Southcross Energy Operating, LLC
Name

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Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- No. Go to Part 9.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	(Where available)		

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

47.1 _____	\$ _____	_____	\$ _____
47.2 _____	\$ _____	_____	\$ _____
47.3 _____	\$ _____	_____	\$ _____
47.4 _____	\$ _____	_____	\$ _____

48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1 _____	\$ _____	_____	\$ _____
48.2 _____	\$ _____	_____	\$ _____

49. Aircraft and accessories

49.1 _____	\$ _____	_____	\$ _____
49.2 _____	\$ _____	_____	\$ _____

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

_____	\$ _____	_____	\$ _____
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51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$ _____	0.00
----------	------

52. Is a depreciation schedule available for any of the property listed in Part 8?

- No
- Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- No
- Yes

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Part 9: Real property

54. Does the debtor own or lease any real property?

- No. Go to Part 10.
- Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 _____	_____	\$ _____	_____	\$ _____
55.2 _____	_____	\$ _____	_____	\$ _____
55.3 _____	_____	\$ _____	_____	\$ _____
55.4 _____	_____	\$ _____	_____	\$ _____
55.5 _____	_____	\$ _____	_____	\$ _____
55.6 _____	_____	\$ _____	_____	\$ _____

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ _____	0.00
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57. Is a depreciation schedule available for any of the property listed in Part 9?

- No
- Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- No
- Yes

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets _____	\$ _____	_____	\$ _____
61. Internet domain names and websites _____	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties _____	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations _____	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property _____	\$ _____	_____	\$ _____
65. Goodwill _____	\$ _____	_____	\$ _____

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ _____	0.00
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Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- No
- Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- No
- Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- No
- Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- No. Go to Part 12.
- Yes. Fill in the information below.

Current value of debtor's interest

71. Notes receivable

Description (include name of obligor)

None _____ Total face amount — doubtful or uncollectible amount = → \$ _____ 0.00

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

None _____ Tax year _____ \$ _____ 0.00
 _____ Tax year _____ \$ _____
 _____ Tax year _____ \$ _____

73. Interests in insurance policies or annuities

See Attached Rider _____ \$ _____ 0.00
 + undetermined amounts

74. Causes of action against third parties (whether or not a lawsuit has been filed)

None _____ \$ _____ 0.00

Nature of claim _____
 Amount requested \$ _____

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

None _____ \$ _____ 0.00

Nature of claim _____
 Amount requested \$ _____

76. Trusts, equitable or future interests in property

None _____ \$ _____ 0.00

77. Other property of any kind not already listed *Examples: Season tickets, country club membership*

None _____ \$ _____ 0.00
 _____ \$ _____

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ _____ 0.00
 + undetermined amounts

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- No
- Yes

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$ <u>0.00</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$ <u>0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$ <u>0.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	\$ <u>0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$ <u>0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$ <u>0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$ <u>0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$ <u>0.00</u>	
88. Real property. <i>Copy line 56, Part 9.</i>	→	\$ <u>0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$ <u>0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$ <u>0.00</u> + undetermined amounts	
91. Total. Add lines 80 through 90 for each column. 91a.	\$ <u>0.00</u> + undetermined amounts	\$ <u>0.00</u> + 91b.
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$ <u>0.00</u> + undetermined amounts

Debtor Name: Southcross Energy Operating, LLC

Case Number: 19-10705

Assets - Real and Personal Property**Part 11, Question 73: Interests in insurance policies or annuities**

Description	Policy type	Policy number	Current value of debtor's interest
Ace American Insurance Co	Simplified Commercial Property	EPRN1 43 26 83 2	Undetermined
AEGIS	Excess Directors & Officers	DX5707402P	Undetermined
AEGIS Ltd.	Commercial Property	PO5778001P	Undetermined
AXIS Insurance Company	Excess Liability Coverage	P00100005424101	Undetermined
Endurance American Insurance Company	Excess Directors & Officers	DOX10010979201	Undetermined
Everest National Insurance Company	Commercial General Liability	EN4GL00252-181	Undetermined
Everest National Insurance Company	Business Auto Coverage	EN4CA00277-181	Undetermined
Hartford Underwriters Ins. Co.	Workers Compensation Coverage	21 WEH WQ0077	Undetermined
Illinois National Insurance Company	Fiduciary Liability Insurance Edge	01-615-81-87	Undetermined
Illinois National Insurance Company	Employment Edge	01-615-81-84	Undetermined
Illinois Union Insurance Co.	Pollution Liability	PPLG24545386002	Undetermined
Lloyd's	Simplified Commercial Property	ME1806344	Undetermined
Lloyd's	Simplified Commercial Property	ME1806395	Undetermined
Lloyd's	Simplified Commercial Property	ME1806343	Undetermined
Lloyd's	Simplified Commercial Property	ME1806345	Undetermined
Lloyds of London	A-Side Directors & Officers	B0509FINMW1800193	Undetermined
Lloyds of London	A-Side Directors & Officers	B0509FINMW1800747	Undetermined
National Fire & Marine Ins. Co.	Primary Umbrella Coverage	42UMO10003606	Undetermined
Ohio Casualty Insurance Company	Excess Liability Coverage	ECO1958073368	Undetermined
QBE Insurance Corporation	Directors & Officers Liability Primary	QPL0493660	Undetermined
RSUI Indemnity Company	Excess Liability Coverage	NHA084607	Undetermined
Travelers Casualty and Surety Co. of Am	Employee Crime	105857121	Undetermined
UND AT Lloyds/Certain Other	Simplified Commercial Property	ME1806342	Undetermined
Westchester Fire Insurance Company	Excess Liability Coverage	G46797425002	Undetermined
XL Insurance America, Inc.	Simplified Commercial Property	US00067688PR18A	Undetermined
XL Specialty Insurance Com	Excess Directors & Officers	ELU154826-18	Undetermined
Zurich American Insurance Company	Simplified Commercial Property	OGR 0222656-02	Undetermined
		TOTAL	\$0.00 + undetermined amounts

Fill in this information to identify the case:

Debtor name Southcross Energy Operating, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
 Case number (if known): 19-10705

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A Amount of claim <small>Do not deduct the value of collateral.</small>	Column B Value of collateral that supports this claim
--	--

<p>2.1 Creditor's name WELLS FARGO BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p>Creditor's mailing address 1445 ROSS AVENUE, SUITE 4500 MAC: T5303-452 DALLAS, TX 75202</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred 11/08/2012</p> <p>Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor, and its relative priority.</p>	<p>Describe debtor's property that is subject to a lien</p> <p>Describe the lien UCC - Lien Claim - As provided in UCC File Number 2012 4316263 Filed on: 11/8/2012</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H).</p> <p>As of the petition filing date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p style="text-align: center;">\$ <u>Undetermined</u></p>	<p style="text-align: center;">\$ <u>Undetermined</u></p>
<p>2.2 Creditor's name WELLS FARGO BANK, N.A., AS ADMINISTRATIVE AGENT</p> <p>Creditor's mailing address 1445 ROSS AVENUE, SUITE 4500 MAC: T5303-452 DALLAS, TX 75202</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred 06/29/2017</p> <p>Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority.</p> <p><input type="checkbox"/> Yes. The relative priority of creditors is specified on lines _____</p>	<p>Describe debtor's property that is subject to a lien</p> <p>Describe the lien UCC - Lien Claim - As provided in UCC File Number 2017 4288293 Filed on: 6/29/2017</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H).</p> <p>As of the petition filing date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p style="text-align: center;">\$ <u>Undetermined</u></p>	<p style="text-align: center;">\$ <u>Undetermined</u></p>
<p>3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.</p>		<p style="text-align: center;">\$ <u>0.00</u> + undetermined amounts</p>	

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Part 1: Additional Page

Column A
Amount of claim
Do not deduct the value of collateral

Column B
Value of collateral that supports this claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2.3 **Creditor's name** Describe debtor's property that is subject to a lien \$ Undetermined \$ Undetermined
WELLS FARGO BANK, N.A.

Creditor's mailing address Describe the lien
ATTN: KRISTEN BROCKMAN Guarantor to the Third A&R Revolving Credit Agreement, due
1000 LOUISIANA STREET 2019
9TH FLOOR
HOUSTON, TX 77002

Creditor's email address, if known Is the creditor an insider or related party?
 No
 Yes

Date debt was incurred Undetermined
Last 4 digits of account number Is anyone else liable on this claim?
 No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

Do multiple creditors have an interest in the same property? As of the petition date, the claim is:
Check all that apply.
 No
 Contingent
 Unliquidated
 Disputed
 Yes. Have you already specified the relative priority?
 No. Specify each creditor, including this creditor, and its relative priority.
 Yes. The relative priority of creditors is specified on lines

2.4 **Creditor's name** Describe debtor's property that is subject to a lien \$ Undetermined \$ Undetermined
WELLS FARGO BANK, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT FOR THE REVOLVING LOAN LENDERS

Creditor's mailing address Describe the lien
UCC - Lien Claim - As provided in UCC File Number 2014
3112638
201 MAIN STREET, SUITE 300 Filed on: 8/4/2014
FORT WORTH, TX 76102

Creditor's email address, if known Is the creditor an insider or related party?
 No
 Yes

Date debt was incurred 08/04/2014
Last 4 digits of account number Is anyone else liable on this claim?
 No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

Do multiple creditors have an interest in the same property? As of the petition date, the claim is:
Check all that apply.
 No
 Contingent
 Unliquidated
 Disputed
 Yes. Have you already specified the relative priority?
 No. Specify each creditor, including this creditor, and its relative priority.
 Yes. The relative priority of creditors is specified on lines

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Part 1:	Additional Page	Column A Amount of claim Do not deduct the value of collateral	Column B Value of collateral that supports this claim	
Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.				
2.5	<p>Creditor's name WELLS FARGO BANK, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT FOR THE TERM LOAN LENDERS</p> <p>Creditor's mailing address 201 MAIN STREET, SUITE 300 FORT WORTH, TX 76102</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred 08/04/2014 Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p>Describe debtor's property that is subject to a lien Describe the lien UCC - Lien Claim - As provided in UCC File Number 2014 3113255 Filed on: 8/4/2014</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined
2.6	<p>Creditor's name WILMINGTON TRUST, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT</p> <p>Creditor's mailing address 50 SOUTH SIXTH STREET, SUITE 1290 MINNEAPOLIS, MN 55402</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred 03/04/2016 Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p>Describe debtor's property that is subject to a lien Describe the lien UCC - Lien Claim - As provided in UCC File Number 20161326147 Filed on: 3/4/2016</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Part 1: Additional Page

Column A
Amount of claim
Do not deduct the value of collateral

Column B
Value of collateral that supports this claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2.7	<p>Creditor's name WILMINGTON TRUST, NATIONAL ASSOCIATION</p> <p>Creditor's mailing address 50 SOUTH SIXTH STREET SUITE 1290 MINNEAPOLIS, MN 55402</p> <p>Creditor's email address, if known MMCCAULEY@WILMINGTONTRUST.COM</p> <p>Date debt was incurred Undetermined Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Have you already specified the relative priority?</p> <p><input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority.</p> <p><input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p>Describe debtor's property that is subject to a lien</p> <p>Describe the lien Guarantor to the Secured Term Loan, due Fiscal 2021 (LIBOR +4.25%)</p> <p>Is the creditor an insider or related party?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim?</p> <p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition date, the claim is: Check all that apply.</p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$ Undetermined	\$ Undetermined
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Debtor Southcross Energy Operating, LLC
NameCase number (if known) 19-10705**Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no other need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
WILMINGTON TRUST, NATIONAL ASSOCIATION C/O ARNOLD & PORTER KAYE SCHOLER LLP ALAN GLANTZ 250 WEST 55TH STREET NEW YORK, NY 10019-9710	Line 6	
WELLS FARGO BANK, N.A., AS AGENT TO THE PREPETITION REVOLVING LENDERS C/O VINSON & ELKINS LLP WILLIAM WALLANDER, BRADLEY FOXMAN, AND MATTHEW PYEATT TRAMMELL CROW CENTER 2001 ROSS AVENUE, SUITE 3900 DALLAS, TX 75201-2975	Line 2	
WILMINGTON TRUST, NATIONAL ASSOCIATION C/O ARNOLD & PORTER KAYE SCHOLER LLP SETH J. KLEINMAN 70 WEST MADISON STREET SUITE 4200 CHICAGO, IL 60602-4231	Line 6	
WELLS FARGO BANK, N.A., AS AGENT TO THE PREPETITION REVOLVING LENDERS C/O WOMBLE BOND DICKINSON (US) LLP ERICKA JOHNSON 1313 NORTH MARKET STREET SUITE 1200 WILMINGTON, DE 19801	Line 2	
WILMINGTON TRUST, NATIONAL ASSOCIATION C/O DUANE MORRIS LLP ATTN: CHRISTOPHER M. WINTER 222 DELAWARE AVENUE SUITE 1600 WILMINGTON, DE 19801-1659	Line 6	
WILMINGTON TRUST, NATIONAL ASSOCIATION C/O ARNOLD & PORTER KAYE SCHOLER LLP ALAN GLANTZ 250 WEST 55TH STREET NEW YORK, NY 10019-9710	Line 7	
WELLS FARGO BANK, N.A., AS AGENT TO THE PREPETITION REVOLVING LENDERS C/O VINSON & ELKINS LLP WILLIAM WALLANDER, BRADLEY FOXMAN, AND MATTHEW PYEATT TRAMMELL CROW CENTER 2001 ROSS AVENUE, SUITE 3900 DALLAS, TX 75201-2975	Line 1	
WELLS FARGO BANK, N.A., AS AGENT TO THE PREPETITION REVOLVING LENDERS C/O VINSON & ELKINS LLP WILLIAM WALLANDER, BRADLEY FOXMAN, AND MATTHEW PYEATT TRAMMELL CROW CENTER 2001 ROSS AVENUE, SUITE 3900 DALLAS, TX 75201-2975	Line 5	
WELLS FARGO BANK, N.A., AS AGENT TO THE PREPETITION REVOLVING LENDERS C/O VINSON & ELKINS LLP WILLIAM WALLANDER, BRADLEY FOXMAN, AND MATTHEW PYEATT TRAMMELL CROW CENTER 2001 ROSS AVENUE, SUITE 3900 DALLAS, TX 75201-2975	Line 4	
WELLS FARGO BANK, N.A., AS AGENT TO THE PREPETITION REVOLVING LENDERS C/O WOMBLE BOND DICKINSON (US) LLP ERICKA JOHNSON 1313 NORTH MARKET STREET SUITE 1200 WILMINGTON, DE 19801	Line 5	

Debtor Southcross Energy Operating, LLC
Name

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Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no other need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
WELLS FARGO BANK, N.A., AS AGENT TO THE PREPETITION REVOLVING LENDERS C/O WOMBLE BOND DICKINSON (US) LLP ERICKA JOHNSON 1313 NORTH MARKET STREET SUITE 1200 WILMINGTON, DE 19801	Line 4	
WILMINGTON TRUST, NATIONAL ASSOCIATION C/O ARNOLD & PORTER KAYE SCHOLER LLP SETH J. KLEINMAN 70 WEST MADISON STREET SUITE 4200 CHICAGO, IL 60602-4231	Line 7	
WELLS FARGO BANK, N.A., AS AGENT TO THE PREPETITION REVOLVING LENDERS C/O VINSON & ELKINS LLP WILLIAM WALLANDER, BRADLEY FOXMAN, AND MATTHEW PYEATT TRAMMELL CROW CENTER 2001 ROSS AVENUE, SUITE 3900 DALLAS, TX 75201-2975	Line 3	
WELLS FARGO BANK, N.A., AS AGENT TO THE PREPETITION REVOLVING LENDERS C/O WOMBLE BOND DICKINSON (US) LLP ERICKA JOHNSON 1313 NORTH MARKET STREET SUITE 1200 WILMINGTON, DE 19801	Line 1	
WILMINGTON TRUST, NATIONAL ASSOCIATION C/O DUANE MORRIS LLP ATTN: CHRISTOPHER M. WINTER 222 DELAWARE AVENUE SUITE 1600 WILMINGTON, DE 19801-1659	Line 7	
WELLS FARGO BANK, N.A., AS AGENT TO THE PREPETITION REVOLVING LENDERS C/O WOMBLE BOND DICKINSON (US) LLP ERICKA JOHNSON 1313 NORTH MARKET STREET SUITE 1200 WILMINGTON, DE 19801	Line 3	

Fill in this information to identify the case:

Debtor Southcross Energy Operating, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
 Case number 19-10705
 (if known)

Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
- Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
<p>2.1 Priority creditor's name and mailing address</p> <p>DELAWARE SECRETARY OF STATE DIVISION OF REVENUE/BANKRUPTCY SERVICES CARVEL STATE OFFICE BUILDING 8TH FLOOR WILMINGTON, DE 19801</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8 _____)</p>	<p>As of the petition filing date, the claim is: \$ _____</p> <p><i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: BUSINESS AND LICENSE FEES</p> <p>Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Undetermined</p>	<p>Undetermined</p>
<p>2.2 Priority creditor's name and mailing address</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)</p>	<p>As of the petition filing date, the claim is: \$ _____</p> <p><i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: _____</p> <p>Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>_____</p>	<p>_____</p>
<p>2.3 Priority creditor's name and mailing address</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)</p>	<p>As of the petition filing date, the claim is: \$ _____</p> <p><i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: _____</p> <p>Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>_____</p>	<p>_____</p>

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
<p>3.1 Nonpriority creditor's name and mailing address EIG ENERGY FUND XIV (CAYMAN), L.P. ATTENTION: MATTHEW HARTMAN C/O EIG GLOBAL ENERGY PARTNERS 333 CLAY STREET, SUITE3500 HOUSTON, TX 77002</p> <p>Date or dates debt was incurred <u>Undetermined</u> Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Unsecured Note</u></p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>\$ <u>978,538.14</u></p>
<p>3.2 Nonpriority creditor's name and mailing address EIG ENERGY FUND XIV, L.P. ATTENTION: MATTHEW HARTMAN C/O EIG GLOBAL ENERGY PARTNERS 333 CLAY STREET, SUITE3500 HOUSTON, TX 77002</p> <p>Date or dates debt was incurred <u>Undetermined</u> Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Unsecured Note</u></p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>\$ <u>1,460,981.43</u></p>
<p>3.3 Nonpriority creditor's name and mailing address EIG ENERGY FUND XIV-A, L.P. ATTENTION: MATTHEW HARTMAN C/O EIG GLOBAL ENERGY PARTNERS 333 CLAY STREET, SUITE3500 HOUSTON, TX 77002</p> <p>Date or dates debt was incurred <u>Undetermined</u> Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Unsecured Note</u></p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>\$ <u>1,635,025.60</u></p>
<p>3.4 Nonpriority creditor's name and mailing address EIG ENERGY FUND XIV-B, L.P. ATTENTION: MATTHEW HARTMAN C/O EIG GLOBAL ENERGY PARTNERS 333 CLAY STREET, SUITE3500 HOUSTON, TX 77002</p> <p>Date or dates debt was incurred <u>Undetermined</u> Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Unsecured Note</u></p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>\$ <u>271,148.70</u></p>
<p>3.5 Nonpriority creditor's name and mailing address EIG ENERGY FUND XV (CAYMAN), L.P. ATTENTION: MATTHEW HARTMAN C/O EIG GLOBAL ENERGY PARTNERS 333 CLAY STREET, SUITE3500 HOUSTON, TX 77002</p> <p>Date or dates debt was incurred <u>Undetermined</u> Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Unsecured Note</u></p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>\$ <u>807,980.09</u></p>
<p>3.6 Nonpriority creditor's name and mailing address EIG ENERGY FUND XV, L.P. ATTENTION: MATTHEW HARTMAN C/O EIG GLOBAL ENERGY PARTNERS 333 CLAY STREET, SUITE3500 HOUSTON, TX 77002</p> <p>Date or dates debt was incurred <u>Undetermined</u> Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Unsecured Note</u></p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>\$ <u>1,510,277.24</u></p>

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.7 **Nonpriority creditor's name and mailing address** \$1,030,816.84

EIG ENERGY FUND XV-A, L.P.
ATTENTION: MATTHEW HARTMAN
C/O EIG GLOBAL ENERGY PARTNERS
333 CLAY STREET, SUITE 3500
HOUSTON, TX 77002

As of the petition filing date, the claim is:
Check all that apply.

- Contingent
- Unliquidated
- Disputed

Basis for the claim: Unsecured Note

Date or dates debt was incurred Undetermined

Is the claim subject to offset?

- No
- Yes

Last 4 digits of account number

3.8 **Nonpriority creditor's name and mailing address** \$996,619.70

EIG ENERGY FUND XV-B, L.P.
ATTENTION: MATTHEW HARTMAN
C/O EIG GLOBAL ENERGY PARTNERS
333 CLAY STREET, SUITE 3500
HOUSTON, TX 77002

As of the petition filing date, the claim is:
Check all that apply.

- Contingent
- Unliquidated
- Disputed

Basis for the claim: Unsecured Note

Date or dates debt was incurred Undetermined

Is the claim subject to offset?

- No
- Yes

Last 4 digits of account number

3.9 **Nonpriority creditor's name and mailing address** \$3,054.50

MLP AFFILIATE

As of the petition filing date, the claim is:
Check all that apply.

- Contingent
- Unliquidated
- Disputed

Basis for the claim: MLP Affiliate Payable

Date or dates debt was incurred Undetermined

Is the claim subject to offset?

- No
- Yes

Last 4 digits of account number

3.10 **Nonpriority creditor's name and mailing address** \$91,236.39

TW SOUTHCROSS SIDECAR II (N-QP) LP
ATTENTION: JASON DOWNIE
C/O TAILWATER CAPITAL LLC
2021 MCKINNEY AVE., STE. 1250
DALLAS, TX 75201

As of the petition filing date, the claim is:
Check all that apply.

- Contingent
- Unliquidated
- Disputed

Basis for the claim: Unsecured Note

Date or dates debt was incurred Undetermined

Is the claim subject to offset?

- No
- Yes

Last 4 digits of account number

3.11 **Nonpriority creditor's name and mailing address** \$8,600,151.34

TW SOUTHCROSS SIDECAR II LP
ATTENTION: JASON DOWNIE
C/O TAILWATER CAPITAL LLC
2021 MCKINNEY AVE., STE. 1250
DALLAS, TX 75201

As of the petition filing date, the claim is:
Check all that apply.

- Contingent
- Unliquidated
- Disputed

Basis for the claim: Unsecured Note

Date or dates debt was incurred Undetermined

Is the claim subject to offset?

- No
- Yes

Last 4 digits of account number

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
1 EIG GLOBAL ENERGY PARTNERS C/O DEBEVOISE & PLIMPTON LLP M. NATASHA LABOVITZ 919 THIRD AVENUE NEW YORK, NY 10022	Line 1 <input type="checkbox"/> Not listed. Explain _____	
2 EIG GLOBAL ENERGY PARTNERS C/O DEBEVOISE & PLIMPTON LLP M. NATASHA LABOVITZ 919 THIRD AVENUE NEW YORK, NY 10022	Line 2 <input type="checkbox"/> Not listed. Explain _____	
3 EIG GLOBAL ENERGY PARTNERS C/O DEBEVOISE & PLIMPTON LLP M. NATASHA LABOVITZ 919 THIRD AVENUE NEW YORK, NY 10022	Line 3 <input type="checkbox"/> Not listed. Explain _____	
4 EIG GLOBAL ENERGY PARTNERS C/O DEBEVOISE & PLIMPTON LLP M. NATASHA LABOVITZ 919 THIRD AVENUE NEW YORK, NY 10022	Line 4 <input type="checkbox"/> Not listed. Explain _____	
5 EIG GLOBAL ENERGY PARTNERS C/O DEBEVOISE & PLIMPTON LLP M. NATASHA LABOVITZ 919 THIRD AVENUE NEW YORK, NY 10022	Line 5 <input type="checkbox"/> Not listed. Explain _____	
6 EIG GLOBAL ENERGY PARTNERS C/O DEBEVOISE & PLIMPTON LLP M. NATASHA LABOVITZ 919 THIRD AVENUE NEW YORK, NY 10022	Line 6 <input type="checkbox"/> Not listed. Explain _____	
7 EIG GLOBAL ENERGY PARTNERS C/O DEBEVOISE & PLIMPTON LLP M. NATASHA LABOVITZ 919 THIRD AVENUE NEW YORK, NY 10022	Line 7 <input type="checkbox"/> Not listed. Explain _____	

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Part 3: Additional Page for Others to Be Notified About Unsecured Claims

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
8 EIG GLOBAL ENERGY PARTNERS C/O DEBEVOISE & PLIMPTON LLP M. NATASHA LABOVITZ 919 THIRD AVENUE NEW YORK, NY 10022	Line 8 <input type="checkbox"/> Not listed. Explain _____	
9 EIG GLOBAL ENERGY PARTNERS MATTHEW HARTMAN 333 CLAY STREET SUITE 3500 HOUSTON, TX 77002	Line 1 <input type="checkbox"/> Not listed. Explain _____	
10 EIG GLOBAL ENERGY PARTNERS MATTHEW HARTMAN 333 CLAY STREET SUITE 3500 HOUSTON, TX 77002	Line 2 <input type="checkbox"/> Not listed. Explain _____	
11 EIG GLOBAL ENERGY PARTNERS MATTHEW HARTMAN 333 CLAY STREET SUITE 3500 HOUSTON, TX 77002	Line 3 <input type="checkbox"/> Not listed. Explain _____	
12 EIG GLOBAL ENERGY PARTNERS MATTHEW HARTMAN 333 CLAY STREET SUITE 3500 HOUSTON, TX 77002	Line 4 <input type="checkbox"/> Not listed. Explain _____	
13 EIG GLOBAL ENERGY PARTNERS MATTHEW HARTMAN 333 CLAY STREET SUITE 3500 HOUSTON, TX 77002	Line 5 <input type="checkbox"/> Not listed. Explain _____	
14 EIG GLOBAL ENERGY PARTNERS MATTHEW HARTMAN 333 CLAY STREET SUITE 3500 HOUSTON, TX 77002	Line 6 <input type="checkbox"/> Not listed. Explain _____	
15 EIG GLOBAL ENERGY PARTNERS MATTHEW HARTMAN 333 CLAY STREET SUITE 3500 HOUSTON, TX 77002	Line 7 <input type="checkbox"/> Not listed. Explain _____	
16 EIG GLOBAL ENERGY PARTNERS MATTHEW HARTMAN 333 CLAY STREET SUITE 3500 HOUSTON, TX 77002	Line 8 <input type="checkbox"/> Not listed. Explain _____	
17 TAILWATER CAPITAL LLC JASON DOWNIE 2021 MCKINNEY AVE. STE. 1250 DALLAS, TX	Line 10 <input type="checkbox"/> Not listed. Explain _____	

Debtor Southcross Energy Operating, LLC
Name

Case number *(if known)* 19-10705

Part 3: Additional Page for Others to Be Notified About Unsecured Claims

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
18 TAILWATER CAPITAL LLC JASON DOWNIE 2021 MCKINNEY AVE. STE. 1250 DALLAS, TX	Line 11 <input type="checkbox"/> Not listed. Explain _____	

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

			Total of claim amounts
5a. Total claims from Part 1	5a.	\$	0.00 + undetermined amounts
5b. Total claims from Part 2	5b.	+	\$ 17,385,829.97
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.	\$	17,385,829.97 + undetermined amounts

Fill in this information to identify the case:

Debtor name Southcross Energy Operating, LLC

United States Bankruptcy Court for the: _____ District of Delaware

Case number (if known): 19-10705 Chapter 11

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Unsecured Note Agreement</p>	<p>EIG ENERGY FUND XIV (CAYMAN), L.P. ATTENTION: MATTHEW HARTMAN C/O EIG GLOBAL ENERGY PARTNERS 333 CLAY STREET, SUITE3500 HOUSTON, TX 77002</p>
	<p>State the term remaining</p> <p>List the contract number of any government contract</p>	
2.2	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Unsecured Note Agreement</p>	<p>EIG ENERGY FUND XIV, L.P. ATTENTION: MATTHEW HARTMAN C/O EIG GLOBAL ENERGY PARTNERS 333 CLAY STREET, SUITE3500 HOUSTON, TX 77002</p>
	<p>State the term remaining</p> <p>List the contract number of any government contract</p>	
2.3	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Unsecured Note Agreement</p>	<p>EIG ENERGY FUND XIV-A, L.P. ATTENTION: MATTHEW HARTMAN C/O EIG GLOBAL ENERGY PARTNERS 333 CLAY STREET, SUITE3500 HOUSTON, TX 77002</p>
	<p>State the term remaining</p> <p>List the contract number of any government contract</p>	
2.4	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Unsecured Note Agreement</p>	<p>EIG ENERGY FUND XIV-B, L.P. ATTENTION: MATTHEW HARTMAN C/O EIG GLOBAL ENERGY PARTNERS 333 CLAY STREET, SUITE3500 HOUSTON, TX 77002</p>
	<p>State the term remaining</p> <p>List the contract number of any government contract</p>	
2.5	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Unsecured Note Agreement</p>	<p>EIG ENERGY FUND XV (CAYMAN), L.P. ATTENTION: MATTHEW HARTMAN C/O EIG GLOBAL ENERGY PARTNERS 333 CLAY STREET, SUITE3500 HOUSTON, TX 77002</p>
	<p>State the term remaining</p> <p>List the contract number of any government contract</p>	

Debtor Southcross Energy Operating, LLC
NameCase number (if known) 19-10705**Additional Page if Debtor Has More Executory Contracts or Unexpired Leases**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

List all contracts and unexpired leases		State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
2.6	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Unsecured Note Agreement</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>EIG ENERGY FUND XV, L.P. ATTENTION: MATTHEW HARTMAN C/O EIG GLOBAL ENERGY PARTNERS 333 CLAY STREET, SUITE3500 HOUSTON, TX 77002</p>
2.7	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Unsecured Note Agreement</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>EIG ENERGY FUND XV-A, L.P. ATTENTION: MATTHEW HARTMAN C/O EIG GLOBAL ENERGY PARTNERS 333 CLAY STREET, SUITE3500 HOUSTON, TX 77002</p>
2.8	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Unsecured Note Agreement</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>EIG ENERGY FUND XV-B, L.P. ATTENTION: MATTHEW HARTMAN C/O EIG GLOBAL ENERGY PARTNERS 333 CLAY STREET, SUITE3500 HOUSTON, TX 77002</p>
2.9	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Unsecured Note Agreement</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>TW SOUTHCROSS SIDECAR II (N-QP) LP ATTENTION: JASON DOWNIE C/O TAILWATER CAPITAL LLC 2021 MCKINNEY AVE., STE. 1250 DALLAS, TX 75201</p>
2.10	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Unsecured Note Agreement</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>TW SOUTHCROSS SIDECAR II LP ATTENTION: JASON DOWNIE C/O TAILWATER CAPITAL LLC 2021 MCKINNEY AVE., STE. 1250 DALLAS, TX 75201</p>
2.11	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Trademark Security Agreement (TLB) Dated August 4, 2014</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>WELLS FARGO BANK, N.A. 201 MAIN STREET, SUITE 300 FORT WORTH, TX 76102</p>
2.12	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Trademark Security Agreement</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>WELLS FARGO BANK, N.A. 201 MAIN STREET, SUITE 300 FORT WORTH, TX 76102</p>

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Additional Page if Debtor Has More Executory Contracts or Unexpired Leases

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

List all contracts and unexpired leases		State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
2.13	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Trademark Security Interest Assignment Agreement Effective Date: 03/3/2016</p> <p>State the term remaining List the contract number of any government contract</p>	<p>WELLS FARGO BANK, N.A.</p>
2.14	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Guarantor to the Third A&R Revolving Credit Agreement, due 2019</p> <p>State the term remaining List the contract number of any government contract</p>	<p>WELLS FARGO BANK, N.A. ATTN: KRISTEN BROCKMAN 1000 LOUISIANA STREET 9TH FLOOR HOUSTON, TX 77002</p>
2.15	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Trademark Security Interest Assignment Agreement Effective Date: 03/3/2016</p> <p>State the term remaining List the contract number of any government contract</p>	<p>WILMINGTON TRUST NATIONAL ASSOCIATION 50 SOUTH SIXTH STREET SUITE 1290 MINNEAPOLIS, MN 55402</p>
2.16	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Guarantor to the Secured Term Loan, due Fiscal 2021 (LIBOR+4.25%)</p> <p>State the term remaining List the contract number of any government contract</p>	<p>WILMINGTON TRUST, NATIONAL ASSOCIATION AS THE SUCCESSOR AGENT AND WELLS FARGO BANK, N.A AS THE RESIGNING AGENT 50 SOUTH SIXTH STREET SUITE 1290 MINNEAPOLIS, MN 55402</p>

Fill in this information to identify the case:

Debtor name Southcross Energy Operating, LLC

United States Bankruptcy Court for the: _____ District of Delaware

Case number (if known): 19-10705

Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1 T2 EF Cogeneration LLC		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2 T2 EF Cogeneration LLC		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3 T2 EF Cogeneration Holdings LLC		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4 T2 EF Cogeneration Holdings LLC		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.5 Southcross Energy Partners, L.P.		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.6 Southcross Energy Partners, L.P.		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.7 Southcross Energy Finance Corp.		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.8 Southcross Energy Finance Corp.		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.9 Southcross Energy GP LLC		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.10 Southcross Energy GP LLC		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.11 Southcross Energy LP LLC		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.12 Southcross Energy LP LLC		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.13 Southcross Gathering Ltd.		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.14 Southcross Gathering Ltd.		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.15 Southcross CCNG Gathering Ltd.		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.16 Southcross CCNG Gathering Ltd.		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.17 Southcross CCNG Transmission Ltd.		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.18 Southcross CCNG Transmission Ltd.		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.19 Southcross Gulf Coast Transmission Ltd.		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.20 Southcross Gulf Coast Transmission Ltd.		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.21 Southcross Marketing Company Ltd.		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.22 Southcross Marketing Company Ltd.		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.23 Southcross NGL Pipeline Ltd.		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.24 Southcross NGL Pipeline Ltd.		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.25 Southcross Midstream Services, L.P.		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.26 Southcross Midstream Services, L.P.		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.27 Southcross Mississippi Industrial Gas Sales, L.P.		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.28 Southcross Mississippi Industrial Gas Sales, L.P.		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.29 Southcross Mississippi Pipeline, L.P.		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.30 Southcross Mississippi Pipeline, L.P.		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.31 Southcross Mississippi Gathering, L.P.		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.32 Southcross Mississippi Gathering, L.P.		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.33 Southcross Delta Pipeline LLC		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.34 Southcross Delta Pipeline LLC		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.35 Southcross Alabama Pipeline LLC		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.36 Southcross Alabama Pipeline LLC		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.37 Southcross Nueces Pipelines LLC		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.38 Southcross Nueces Pipelines LLC		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.39 Southcross Processing LLC		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor Southcross Energy Operating, LLC
Name

Case number (if known) 19-10705

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.40 Southcross Processing LLC		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.41 FL Rich Gas Services GP, LLC		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.42 FL Rich Gas Services GP, LLC		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.43 FL Rich Gas Services, LP		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.44 FL Rich Gas Services, LP		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.45 FL Rich Gas Utility GP, LLC		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.46 FL Rich Gas Utility GP, LLC		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.47 FL Rich Gas Utility, LP		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.48 FL Rich Gas Utility, LP		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.49 Southcross Transmission, LP		WELLS FARGO BANK, N.A.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.50 Southcross Transmission, LP		WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

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

Debtor Name Southcross Energy Operating, LLC
United States Bankruptcy Court for the: _____ District of Delaware
Case number (If known): 19-10705

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 _____

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

Executed on 06/11/2019
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