

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

)		
In re:)	Chapter 11	
)		
SOUTHCROSS ENERGY PARTNERS, L.P.,)	Case No. 19-10702 (MFW)	
<i>et al.</i> ,)		
)	Jointly Administered	
Debtors. ¹)		
)	RE: D.I. 225, 324, 327, 429, 496 & 552	

CERTIFICATE OF COUNSEL REGARDING ORDER AUTHORIZING ASSUMPTION OF UNEXPIRED LEASES OF NON-RESIDENTIAL REAL PROPERTY

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

1. On May 22, 2019, the Debtors filed the *Motion of Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for Sale of Debtors’ Assets, (B) Authorizing the Selection of a Stalking Horse Bidder, (C) Approving Bid Protections, (D) Scheduling Auction for, and Hearing to Approve, Sale of Debtors’ Assets, (E) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, (F) Approving Assumption and Assignment Procedures, and (G) Granting Related Relief and (II)(A) Approving Sale of Debtors’ Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief* [D.I. 225] (the “**Bid Procedures Motion**”).

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southcross Energy Partners, L.P. (5230); Southcross Energy Partners GP, LLC (5141); Southcross Energy Finance Corp. (2225); Southcross Energy Operating, LLC (9605); Southcross Energy GP LLC (4246); Southcross Energy LP LLC (4304); Southcross Gathering Ltd. (7233); Southcross CCNG Gathering Ltd. (9553); Southcross CCNG Transmission Ltd. (4531); Southcross Marketing Company Ltd. (3313); Southcross NGL Pipeline Ltd. (3214); Southcross Midstream Services, L.P. (5932); Southcross Mississippi Industrial Gas Sales, L.P. (7519); Southcross Mississippi Pipeline, L.P. (7499); Southcross Gulf Coast Transmission Ltd. (0546); Southcross Mississippi Gathering, L.P. (2994); Southcross Delta Pipeline LLC (6804); Southcross Alabama Pipeline LLC (7180); Southcross Nueces Pipelines LLC (7034); Southcross Processing LLC (0672); FL Rich Gas Services GP, LLC (5172); FL Rich Gas Services, LP (0219); FL Rich Gas Utility GP, LLC (3280); FL Rich Gas Utility, LP (3644); Southcross Transmission, LP (6432); T2 EF Cogeneration Holdings LLC (0613); and T2 EF Cogeneration LLC (4976). The debtors’ mailing address is 1717 Main Street, Suite 5300, Dallas, TX 75201.



2. On June 13, 2019, the Court entered an order (the “**Bid Procedures Order**”) [D.I. 324] granting the relief requested in the **Bid Procedures Motion**, including, among other things, approval of the procedures for the assumption and assignment of executory contracts or unexpired leases.

3. Pursuant to the Bid Procedures Order, on June 13, 2019, the Debtors filed the *Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount* [D.I. 327] (the “**Potential Assumption and Assignment Notice**”).

4. On August 15, 2019, the Debtors filed the *Supplemental Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount* [D.I. 429] (the “**First Supplemental Notice of Assumption and Assignment**”).

5. On September 23, 2019, the Debtors filed the *Second Supplemental Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount* [D.I. 496] (the “**Second Supplemental Notice of Assumption and Assignment**” and together with the Potential Assumption and Assignment Notice and the First Supplemental Notice of Assumption and Assignment, the “**Assumption and Assignment Notices**”).

6. On October 18, 2019, the Debtors file the *Notice Regarding Auctions* [D.I. 552] (the “**Auction Notice**”). Attached as Exhibit A to the Auction Notice was a proposed order (the “**Proposed Order**”) seeking approval of the assumption of all (subject to certain exceptions) contracts and leases on the Assumption and Assignment Notices.

7. A hearing on approval of the Proposed Order was held on October 22, 2019 (the “**Hearing**”). At the Hearing, the Debtors received informal comments from the United States to the Proposed Order. Following a discussion of those comments on the record at the Hearing, the Court approved the Proposed Order, indicating that it would enter the Proposed Order, subject to resolution

of the United States' comments and the Proposed Order being submitted to the Court under certificate of counsel.

8. Besides the informal comments from the United States, the Debtors have received no other objection or informal comment, and no objection or other responsive pleading appears on the Court's docket.

9. Attached hereto as Exhibit A is a revised proposed form of order of assumption and assignment (the "**Revised Proposed Order**"), which reflects discussions and resolutions consistent with the record made at the Hearing.

10. For the convenience of the Court and all parties in interest, a blackline comparing the Revised Proposed Order marked against the Proposed Order is attached hereto as Exhibit B.

11. The United States has reviewed the Revised Proposed Order and does not object to its entry.

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

Dated: October 22, 2019
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Eric W. Moats

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Counsel to the Debtors and Debtors in Possession

Exhibit A

Revised Proposed Order

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

In re:)	
)	Chapter 11
SOUTHCROSS ENERGY PARTNERS, L.P.,)	Case No. 19-10702 (MFW)
<i>et al.</i> ,)	
)	Jointly Administered
Debtors. ¹)	
)	Re: D.I. 225, 324, 327, 429, 496 & 552

**ORDER AUTHORIZING ASSUMPTION OF UNEXPIRED
LEASES OF NON-RESIDENTIAL REAL PROPERTY**

Upon (i) the motion [D.I. 225] (the “**Bidding Procedures Motion**”)² of Southcross Energy Partners, L.P. (“**Southcross**”), Southcross Energy Partners GP, LLC, and Southcross’s wholly owned direct and indirect subsidiaries, each of which is a debtor and debtor in possession in the Chapter 11 Cases (collectively, the “**Debtors**”), for entry of an order, among other things, approving the Assumption and Assignment Procedures for executory contracts and unexpired leases in connection with the Sale Transaction(s) and entry of an order (this “**Order**”) assuming, among other things, certain unexpired leases of non-residential real property under section 365 of the Bankruptcy Code, (ii) the Bidding Procedures Order [D.I. 324], which approved the

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southcross Energy Partners, L.P. (5230); Southcross Energy Partners GP, LLC (5141); Southcross Energy Finance Corp. (2225); Southcross Energy Operating, LLC (9605); Southcross Energy GP LLC (4246); Southcross Energy LP LLC (4304); Southcross Gathering Ltd. (7233); Southcross CCNG Gathering Ltd. (9553); Southcross CCNG Transmission Ltd. (4531); Southcross Marketing Company Ltd. (3313); Southcross NGL Pipeline Ltd. (3214); Southcross Midstream Services, L.P. (5932); Southcross Mississippi Industrial Gas Sales, L.P. (7519); Southcross Mississippi Pipeline, L.P. (7499); Southcross Gulf Coast Transmission Ltd. (0546); Southcross Mississippi Gathering, L.P. (2994); Southcross Delta Pipeline LLC (6804); Southcross Alabama Pipeline LLC (7180); Southcross Nueces Pipelines LLC (7034); Southcross Processing LLC (0672); FL Rich Gas Services GP, LLC (5172); FL Rich Gas Services, LP (0219); FL Rich Gas Utility GP, LLC (3280); FL Rich Gas Utility, LP (3644); Southcross Transmission, LP (6432); T2 EF Cogeneration Holdings LLC (0613); and T2 EF Cogeneration LLC (4976). The debtors’ mailing address is 1717 Main Street, Suite 5300, Dallas, TX 75201

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures Motion and the Cure Notices (as defined herein).

Assumption and Assignment Procedures, (iii) the Potential Assumption and Assignment Notice [D.I. 327], (iv) the First Supplemental Potential Assumed Contracts Schedule [D.I. 429], (v) the Second Supplemental Potential Assumed Contracts Schedule [D.I. 496], and (v) the Notice Regarding Auctions [D.I. 552] (the “**Assumption Notice**” and together with the Potential Assumption and Assignment Notice, the First Supplemental Potential Assumed Contracts Schedule, and the Second Supplemental Potential Assumed Contracts Schedule, collectively the “**Cure Notices**”); and the Court having jurisdiction to consider the matters raised in the Bidding Procedures Motion and the Cure Notices pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having authority to hear the matters raised in the Cure Notices pursuant to 28 U.S.C. § 157 and the Bidding Procedures Order; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Bidding Procedures Motion and the Cure Notices and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Cure Notices and opportunity for a hearing on the Cure Notices having been given to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Cure Notices and having entered the Bidding Procedures Order; and the applicable objection deadline under the Bidding Procedures Order and each Cure Notice having run and all objections, if any, to the Cure Notices having been resolved; and the Court having the opportunity to hold a hearing on the Cure Notices, if necessary; and the Court having found that the relief granted herein being in the best interests of the Debtors, their creditors, their estates, and all other parties in interest; and upon all of the proceedings before the Court; and after due deliberation, and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. Any and all contracts or leases that were included on, and were not subsequently removed from, the Cure Notices that constitute unexpired leases of non-residential real property for purposes of section 365(d)(4) of the Bankruptcy Code (the “**Real Property Leases**”) are hereby assumed; *provided, however*, that (a) any Real Property Lease for which the counterparty that has consented to extend the Debtors’ deadline to assume or reject its Real Property Lease under section 365(d)(4) of the Bankruptcy Code and (b) any Real Property Lease that is otherwise assumed pursuant to the terms of any other order of this Court, shall not be assumed pursuant to the terms of this Order; and *provided further, however*, that notwithstanding anything else contained in this Order (i) that certain Office Lease Agreement made as of June 6, 2014, between 1717 Tower Owner, LP as landlord, and Southcross Energy Partners, L.P., as tenant, with respect to that office building known as Comerica Bank Tower, having an address of 1717 Main Street, Dallas Texas, and such other property as may be set forth in such Real Property Lease (as amended by that certain First Amendment to Lease entered into as of January 21, 2015, and as otherwise modified or amended from time to time), and (ii) that certain Office Lease dated February 23, 2015, between Town Centre Partners, Ltd., as landlord and Southcross Energy Partners, L.P., as tenant, with respect to the building commonly known as Town Centre One, located at 700 Town and Country Boulevard, Houston, TX 77024, and such other property as may be set forth in such Real Property Lease, (and as may have been modified or amended from time to time), shall not be assumed pursuant to this Order.

2. The Cure Costs relating to each of the Real Property Leases, as set forth on the applicable Cure Notice, shall be binding upon each counterparty to such Real Property Lease and shall be paid by the Debtors on, or as soon as practicable after, the date this Order is entered.

3. Except to the extent that less favorable treatment has been agreed to by a counterparty to a Real Property Lease, any monetary defaults arising under each of the Real Property Leases assumed herein shall be satisfied, pursuant to section 365(b)(1) of the Bankruptcy Code, by payment of the applicable Cure Cost, if any. Assumption of the Real Property Leases identified herein shall result in the full release and satisfaction of any claims or defaults, whether monetary or nonmonetary, including defaults of provisions restricting the change in control or ownership interest composition or other bankruptcy related defaults, arising under the Real Property Lease at any time before the date of the entry of this Order. The counterparty to the Real Property Leases assumed herein shall be deemed to have consented to the Cure Costs and shall be forever enjoined and barred from seeking any additional amount(s) on account of the Debtors' cure obligations under section 365 of the Bankruptcy Code or otherwise from the Debtors or their estates.

4. The Debtors have demonstrated adequate assurance of future performance under the Real Property Leases assumed herein and have satisfied the requirements set forth in section 365(b)(1)(C) of the Bankruptcy Code.

5. Nothing included in or omitted from the Cure Notices or this Order, nor as a result of any payment made pursuant to this Order, shall impair, prejudice, waive or otherwise affect the rights of the Debtors and their estates, subject to appropriate notice and a hearing and this Court's approval unless otherwise agreed to by the respective counterparty to a Real Property Lease assumed herein, to assign any of the Real Property Leases pursuant to, and in accordance with, the requirements of section 365 of the Bankruptcy Code.

6. Except as specifically set forth herein, nothing included in or omitted from the Cure Notices or this Order, nor as a result of any payment made pursuant to this Order, shall be

deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code, or a waiver of the rights of the Debtors and the estates, or shall impair the ability of the Debtors and their estates, to contest the validity and amount of any payment made pursuant to this Order.

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

8. Proper, timely, adequate, and sufficient notice of each Cure Notice has been provided in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules, and no other or further notice of the Cure Notices or the entry of this Order shall be required.

9. Notwithstanding any provision in the Bidding Procedures Motion, this Order, or any implementing documents, nothing shall (1) authorize the assumption, sale, assignment or other transfer of any easements, rights of way, licenses, instruments, contracts, leases, agreements or other interests of the federal government, (collectively, “**Federal Interests**”) without compliance with all terms of the Federal Interests and all applicable legal requirements and approvals under non-bankruptcy law; (2) authorize the transfer or assignment of any governmental license, permit, registration, authorization, or approval, or the discontinuation of any obligation thereunder, without compliance with all applicable legal requirements and approvals under police or regulatory law; (3) be interpreted to set cure amounts or require the government to novate, approve or otherwise consent to the assumption, sale, assignment or other transfer of any Federal Interests; (4) subject to section 553 of the Bankruptcy Code, affect the government’s rights to assert setoff or recoup any amounts due under, or relating to, the Federal

Interests; (5) release or affect any deed restriction or easement in favor of a governmental unit; (6) release, nullify, preclude or enjoin the enforcement of any police or regulatory liability to a governmental unit that any entity would be subject to; or (7) divest any tribunal of any jurisdiction it may have with respect to the Federal Interests, or under police or regulatory law, to interpret this Order or to adjudicate any defense asserted under this Order.

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

Dated: _____, 2019
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Blackline

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

In re:)	
)	Chapter 11
)	
SOUTHCROSS ENERGY PARTNERS, L.P.,)	Case No. 19-10702 (MFW)
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of the Bankruptcy Code, (ii) the Bidding Procedures Order [D.I. 324], which approved the Assumption and Assignment Procedures, (iii) the Potential Assumption and Assignment Notice [D.I. 327], (iv) the First Supplemental Potential Assumed Contracts Schedule [D.I. 429], (v) the Second Supplemental Potential Assumed Contracts Schedule [D.I. 496], and (v) the Notice Regarding Auctions [D.I. 552] (the “**Assumption Notice**” and together with the Potential Assumption and Assignment Notice, the First Supplemental Potential Assumed Contracts Schedule, and the Second Supplemental Potential Assumed Contracts Schedule, collectively the “**Cure Notices**”); and the Court having jurisdiction to consider the matters raised in the Bidding Procedures Motion and the Cure Notices pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having authority to hear the matters raised in the Cure Notices pursuant to 28 U.S.C. § 157 and the Bidding Procedures Order; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Bidding Procedures Motion and the Cure Notices and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Cure Notices and opportunity for a hearing on the Cure Notices having been given to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Cure Notices and having entered the Bidding Procedures Order; and the applicable objection deadline under the Bidding Procedures Order and each Cure Notice having run and all objections, if any, to the Cure Notices having been resolved; and the Court having the opportunity to hold a hearing on the Cure Notices, if necessary; and the Court having found that the relief granted herein being in the best interests of the Debtors, their

creditors, their estates, and all other parties in interest; and upon all of the proceedings before the Court; and after due deliberation, and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. Any and all contracts or leases that were included on, and were not subsequently removed from, the Cure Notices that constitute unexpired leases of non-residential real property for purposes of section 365(d)(4) of the Bankruptcy Code (the “**Real Property Leases**”) are hereby assumed; *provided, however*, that (a) any Real Property Lease for which the counterparty that has consented to extend the Debtors’ deadline to assume or reject its Real Property Lease under section 365(d)(4) of the Bankruptcy Code and (b) any Real Property Lease that is otherwise assumed pursuant to the terms of any other order of this Court, shall not be assumed pursuant to the terms of this Order; and *provided further, however*, that notwithstanding anything else contained in this Order (i) that certain Office Lease Agreement made as of June 6, 2014, between 1717 Tower Owner, LP as landlord, and Southcross Energy Partners, L.P., as tenant, with respect to that office building known as Comerica Bank Tower, having an address of 1717 Main Street, Dallas Texas, and such other property as may be set forth in such Real Property Lease (as amended by that certain First Amendment to Lease entered into as of January 21, 2015, and as otherwise modified or amended from time to time), and (ii) that certain Office Lease dated February 23, 2015, between Town Centre Partners, Ltd., as landlord and Southcross Energy Partners, L.P., as tenant, with respect to the building commonly known as Town Centre One, located at 700 Town and Country Boulevard, Houston, TX 77024, and such other property as may be set forth in such Real Property Lease, (and as may have been modified or amended from time to time), shall not be assumed pursuant to this Order.

2. The Cure Costs relating to each of the Real Property Leases, as set forth on the applicable Cure Notice, shall be binding upon each counterparty to such Real Property Lease and shall be paid by the Debtors on, or as soon as practicable after, the date this Order is entered.

3. Except to the extent that less favorable treatment has been agreed to by a counterparty to a Real Property Lease, any monetary defaults arising under each of the Real Property Leases assumed herein shall be satisfied, pursuant to section 365(b)(1) of the Bankruptcy Code, by payment of the applicable Cure Cost, if any. Assumption of the Real Property Leases identified herein shall result in the full release and satisfaction of any claims or defaults, whether monetary or nonmonetary, including defaults of provisions restricting the change in control or ownership interest composition or other bankruptcy related defaults, arising under the Real Property Lease at any time before the date of the entry of this Order. The counterparty to the Real Property Leases assumed herein shall be deemed to have consented to the Cure Costs and shall be forever enjoined and barred from seeking any additional amount(s) on account of the Debtors' cure obligations under section 365 of the Bankruptcy Code or otherwise from the Debtors or their estates.

4. The Debtors have demonstrated adequate assurance of future performance under the Real Property Leases assumed herein and have satisfied the requirements set forth in section 365(b)(1)(C) of the Bankruptcy Code.

5. Nothing included in or omitted from the Cure Notices or this Order, nor as a result of any payment made pursuant to this Order, shall impair, prejudice, waive or otherwise affect the rights of the Debtors and their estates, subject to appropriate notice and a hearing and this Court's approval unless otherwise agreed to by the respective counterparty to a Real

Property Lease assumed herein, to assign any of the Real Property Leases pursuant to, and in accordance with, the requirements of section 365 of the Bankruptcy Code.

6. Except as specifically set forth herein, nothing included in or omitted from the Cure Notices or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code, or a waiver of the rights of the Debtors and the estates, or shall impair the ability of the Debtors and their estates, to contest the validity and amount of any payment made pursuant to this Order.

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

8. Proper, timely, adequate, and sufficient notice of each Cure Notice has been provided in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules, and no other or further notice of the Cure Notices or the entry of this Order shall be required.

9. Notwithstanding any provision in the Bidding Procedures Motion, this Order, or any implementing documents, nothing shall (1) authorize the assumption, sale, assignment or other transfer of any easements, rights of way, licenses, instruments, contracts, leases, agreements or other interests of the federal government, (collectively, “Federal Interests”) without compliance with all terms of the Federal Interests and all applicable legal requirements and approvals under non-bankruptcy law; (2) authorize the transfer or assignment of any governmental license, permit, registration, authorization, or approval, or the discontinuation of any obligation thereunder, without compliance with all applicable legal requirements and

approvals under police or regulatory law; (3) be interpreted to set cure amounts or require the government to novate, approve or otherwise consent to the assumption, sale, assignment or other transfer of any Federal Interests; (4) subject to section 553 of the Bankruptcy Code, affect the government's rights to assert setoff or recoup any amounts due under, or relating to, the Federal Interests; (5) release or affect any deed restriction or easement in favor of a governmental unit; (6) release, nullify, preclude or enjoin the enforcement of any police or regulatory liability to a governmental unit that any entity would be subject to; or (7) divest any tribunal of any jurisdiction it may have with respect to the Federal Interests, or under police or regulatory law, to interpret this Order or to adjudicate any defense asserted under this Order.

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

Dated: _____, 2019
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Summary report:	
Litera® Change-Pro for Word 10.3.0.1 Document comparison done on 10/22/2019 12:25:21 PM	
Style name: Color Legislative Moves+Images	
Intelligent Table Comparison: Active	
Original filename: #92545200v7 - (EXHIBIT A - SXE - Unexpired Lease Assumption Order).DOCX	
Modified filename: #92545200v8 - (EXHIBIT A - SXE - Unexpired Lease Assumption Order).DOCX	
Changes:	
Add	3
Delete	1
Move From	0
Move To	0
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	4