

**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)		
)	Hearing Date: January 27, 2020 at 10:30 a.m.	
)	(prevailing Eastern Time)	
)		

**CERTIFICATION OF LEANNE V. REHDER SCOTT WITH RESPECT TO
TABULATION OF VOTES ON FIRST AMENDED CHAPTER 11 PLAN FOR
SOUTHCROSS ENERGY PARTNERS, L.P. AND ITS AFFILIATED DEBTORS**

I, Leanne V. Rehder Scott, depose and say under penalty of perjury:

1. I am a Vice President of Corporate Restructuring at Kurtzman Carson Consultants LLC (“KCC”),² a chapter 11 administrative services firm whose offices are located at 222 N. Pacific Coast Highway, Third Floor, El Segundo, CA 90245. Except as otherwise noted, I have personal knowledge of the matters set forth herein, and if called

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 such terms in the Disclosure Statement Order or First Amended Plan (each as defined herein), as applicable.



and sworn as a witness, I could and would testify competently thereto. I am authorized to submit this certification (the “**Certification**”) on behalf of KCC.

2. On April 2, 2019, the Court entered the *Order Authorizing Debtors To Employ and Retain of Kurtzman Carson Consultants LLC as Notice and Claims Agent for Debtors Nunc Pro Tunc to the Petition Date* [D.I. 49], which, among other things, designated KCC as the official claims and noticing agent for the Debtors in the Chapter 11 Cases.

3. On June 10, 2019, the Court entered the *Order Authorizing the Debtors To Employ and Retain Kurtzman Carson Consultants LLC as Administrative Agent for the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 258].

4. I submit this Certification in connection with KCC’s tabulation of votes on the First Amended Plan.

5. KCC has considerable experience in soliciting and tabulating votes to accept or reject proposed chapter 11 plans.

6. KCC worked with the Debtors and their advisors to (a) solicit votes to accept or reject the Plan and (b) tabulate the Ballots of holders of Claims in the Voting Classes (as defined herein) voting to accept or reject the First Amended Plan.

A. Service and Transmittal of Solicitation Materials and Related Information

7. On November 7, 2019, the Court entered the *Order (I) Approving the Disclosure Statement, (II) Establishing Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Plan, (III) Approving The Form of Ballot and Solicitation Materials, (IV) Establishing the Voting Record Date, (V) Fixing the Date, Time, and Place for the Confirmation Hearing and the Deadline for Filing Objections Thereto, and*

(VI) *Approving Related Notice Procedures* [D.I. 674] (the “**Disclosure Statement Order**”), which, among other things, established solicitation, notice, balloting, and confirmation procedures for the Original Plan (as defined herein) and authorized KCC to, among other things, assist in (a) distributing the appropriate solicitation materials, (b) soliciting votes on the Original Plan, (c) receiving, tabulating, and reporting on Ballots, and (d) responding to inquiries relating to the solicitation and voting process.

8. Promptly following entry of the Disclosure Statement Order, (a) the Debtors filed solicitation versions of (i) the *Chapter 11 Plan for Southcross Energy Partners L.P. and its Affiliated Debtors* [D.I. 675] (the “**Original Plan**”) and (ii) the *Disclosure Statement for Chapter 11 Plan for Southcross Energy Partners L.P. and its Affiliated Debtors*, [D.I. 677] (the “**Original Disclosure Statement**”), (b) KCC posted links to the electronic versions of the Confirmation Hearing Notice, Disclosure Statement Order, Original Disclosure Statement, and Original Plan on the public access website at www.kcellc.net/southcrossenergy, and (c) KCC caused to be served the appropriate solicitation materials on all known holders of Prepetition Revolving Credit Facility Claims (Class 3) and Prepetition Term Loan Claims (Class 4) (collectively, the “**Voting Classes**”).³

9. On November 15, 2019, KCC filed with the Court an affidavit evidencing the service of the solicitation materials [D.I. 697].

³ Under both the Original Plan and First Amended Plan, (a) Classes 1 and 2 are Unimpaired and, therefore, such Classes are (i) conclusively presumed to have accepted the First Amended Plan and (ii) not entitled to vote to accept or reject the First Amended Plan and (b) Classes 5, 6, 7, and 8 will receive no distributions on account of their Claims or Interests and, therefore, such Classes are (i) deemed to have rejected the First Amended Plan and (ii) not entitled to vote to accept or reject the First Amended Plan. Accordingly, the Debtors did not solicit the votes of holders of Claims or Interests in the foregoing Classes.

10. On January 7, 2020, the Court entered the *Order (I) Approving the Debtors' Continued Solicitations of the Amended Chapter 11 Plan, (II) Approving the Adequacy of the Disclosure Statement Supplement in Connection with the Amended Chapter 11 Plan, (III) Establishing Certain Deadlines and Procedures in Connection with Confirmation of the Amended Chapter 11 Plan, and (IV) Granting Related Relief* [D.I. 814] (the “**Continued Solicitation Order**”), which, among other things, affirmed the solicitation, notice, balloting, and confirmation procedures for the First Amended Plan and authorized KCC to, among other things, assist in distributing the appropriate solicitation materials to holders of Claims in the Voting Classes.

11. Promptly following entry of the Continued Solicitation Order, (a) the Debtors filed solicitation versions of (i) the *First Amended Chapter 11 Plan for Southcross Energy Partners, L.P. and its Affiliated Debtors* [D.I. 816] (as amended, the “**First Amended Plan**”) and (ii) the *Disclosure Statement Supplement for First Amended Chapter 11 Plan for Southcross Energy Partners L.P. and its Affiliated Debtors* [D.I. 818] (as amended, the “**Disclosure Statement Supplement**”) and, together with the Original Disclosure Statement, the “**Disclosure Statement**”), (b) KCC posted links to the electronic versions of the Continued Solicitation Order, Disclosure Statement Supplement, and First Amended Plan on the public access website at www.kcellc.net/southcrossenergy, and (c) KCC caused to be served the appropriate solicitation materials on all known holders of Claims in the Voting Classes.

12. On January 15, 2020, KCC filed with the Court an affidavit evidencing the service of the solicitation materials [D.I. 834].

B. Tabulation Process

13. The Continued Solicitation Order established November 6, 2019 as the voting record date (the “**Record Date**”) for purposes of determining which holders of Claims were entitled to vote on the First Amended Plan.

14. To identify the holders of Claims entitled to vote to accept or reject the First Amended Plan as of the Record Date, and pursuant to the Disclosure Statement Order and Continued Solicitation Order, KCC relied on the Debtors’ Schedules, the Claims information pertaining to the Chapter 11 Cases as reflected in KCC’s systems, and information on the holders of record (collectively, the “**Record Holders**”) of the Prepetition Revolving Credit Facility Claims and Prepetition Term Loan Claims provided by the Prepetition Revolving Credit Facility Agent and Prepetition Term Loan Agent (collectively, the “**Prepetition Agents**”), respectively.

15. Using the information outlined above, KCC created a voting report reflecting the names of the parties in the Voting Classes, the addresses of such parties, the voting amounts, and the classification of the Claims in the Voting Classes.

16. Using its KCC CaseView voting database (“**KCC CaseView**”), KCC generated Ballots for holders of Claims entitled to vote to accept or reject the First Amended Plan. The Continued Solicitation Order established January 21, 2020 at 6:00 p.m. (prevailing Eastern Time) as the new deadline for voting on the First Amended Plan (the “**Voting Deadline**”).

17. Pursuant to the Disclosure Statement Order and Continued Solicitation Order, KCC received and tabulated Ballots as follows: (a) each paper returned Ballot was opened and inspected at KCC’s offices; (b) paper Ballots were date-stamped and scanned

into KCC CaseView; (c) each eBallot was electronically received and processed; and (d) all Ballots received on or before the Voting Deadline were entered into KCC CaseView and tabulated in accordance with the tabulation rules outlined and incorporated by reference in the Disclosure Statement Order and the Continued Solicitation Order.

C. Tabulation Summary

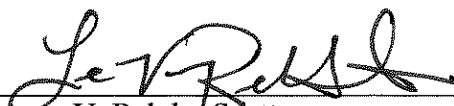
18. Attached hereto as Exhibit A is a summary of the voting results with respect to the Voting Classes for the First Amended Plan.

19. Attached hereto as Exhibit B is a ballot report containing the consolidated summary ballot report of the Voting Classes and a detailed ballot report for each Voting Class.

Conclusion

20. To the best of my knowledge, information, and belief, the foregoing information is true concerning the distribution, submission, and tabulation of the Ballots in connection with the First Amended Plan. The Ballots received by KCC are stored at KCC's office and are available for inspection by or submission to the Court.

Dated: January 23, 2020



Leanne V. Rehder Scott
Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Third Floor
El Segundo, CA 90245

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

Subscribed and sworn to (or affirmed) before me on January 23, 2020, by Leanne V. Rehder Scott, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: _____

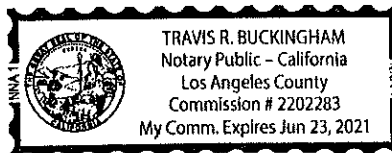


Exhibit A

Consolidated Summary of Voting Classes

Class	Class Description	Unacceptable Votes	Members Voted	Members Accepted	Members Rejected	Members Abstained	% Members Accepted	% Members Rejected	Total Amount Voted	Amount Accepted	Amount Rejected	Amount Abstained	% Amount Accepted	% Amount Rejected
3	Prepetition Revolving Credit Facility Claims	0	10	10	0	0	100.00%	0.00%	\$74,180,046.38	\$74,180,046.38	\$0.00	\$0.00	100.00%	0.00%
4	Prepetition Term Loan Claims	0	97	97	0	0	100.00%	0.00%	\$227,547,011.75	\$227,547,011.75	\$0.00	\$0.00	100.00%	0.00%

Exhibit B

Class 3: Prepetition Revolving Credit Facility Claims

Ballot Number	Date Filed	Creditor Name	Voting Amount	Vote
92	01/21/2020	ABN AMRO Capital USA LLC	\$7,113,155.13	Accept
19	01/21/2020	Bank of America NA	\$28,452,620.52	Accept
33	11/26/2019	Cadence Bank NA	\$7,113,155.13	Accept
22	11/25/2019	SOLA Ltd	\$15,817,094.66	Accept
21	11/25/2019	Solus Long-Term Opportunities Fund Master LP	\$3,095,676.94	Accept
24	11/25/2019	Solus Opportunities Fund 4 LP	\$2,032,330.03	Accept
23	11/25/2019	Solus Opportunities Fund 5 LP	\$1,796,622.05	Accept
20	11/25/2019	Solus Senior High Income Fund LP	\$535,747.27	Accept
84	01/21/2020	UBS AG Stamford Branch	\$8,129,320.15	Accept
18	11/25/2019	Ultra NB LLC	\$94,324.50	Accept

Class 4: Prepetition Term Loan Claims

Ballot Number	Date Filed	Creditor Name	Voting Amount	Vote
54	01/15/2020	ALCOF II NUBT, L.P.	\$8,102,313.08	Accept
8	11/18/2019	American Beacon Sound Point Floating Rate Income Fund a series of American Beacon Funds	\$5,540,631.43	Accept
13	11/21/2019	AQR Liquidity Fund, L.P.	\$926,423.19	Accept
53	12/09/2019	BABSON CLO Ltd. 2014-I	\$412,767.77	Accept
93	01/21/2020	Baloise Senior Secured Loan Fund III	\$2,043,064.51	Accept
27	01/21/2020	Bank of America, N.A.	\$1,829,229.59	Accept
52	12/09/2019	Barclays Bank PLC	\$1,418,340.39	Accept
48	12/09/2019	Barings CLO Ltd. 2015-I	\$1,417,224.00	Accept
50	12/09/2019	Barings CLO LTD. 2018-III	\$606,651.39	Accept
51	12/09/2019	Barings U.S. Loan Limited	\$681,745.28	Accept
31	11/26/2019	Blanford Capital Company #4, LLC	\$24,509,772.63	Accept
67	01/17/2020	BOC PENSION INVESTMENT FUND	\$132,471.07	Accept
73	01/17/2020	CENT CLO 21 LIMITED	\$1,043,749.41	Accept
78	01/17/2020	CENT CLO 24 LIMITED	\$1,170,990.32	Accept
45	12/09/2019	CITY OF NEW YORK GROUP TRUST	\$783,111.09	Accept
49	12/09/2019	CM LIFE INSURANCE COMPANY	\$151,746.43	Accept
81	01/17/2020	Columbia Cent CLO 28 Limited (fka CENT CLO 22 LIMITED)	\$1,941,859.34	Accept
82	01/17/2020	Columbia Floating Rate Fund, a series of Columbia Funds Series Trust II	\$1,776,915.88	Accept
83	01/17/2020	Columbia Strategic Income Fund, a series of Columbia Funds Series Trust I	\$236,983.02	Accept
17	11/22/2019	Commingled Pension Trust Fund (Floating Rate Income) of JPMorgan Chase Bank, N.A.	\$160,203.42	Accept
86	01/21/2020	CUTWATER 2014-I, LTD.	\$485,464.84	Accept
85	01/21/2020	CVP CASCADE CLO-2 LTD.	\$2,625,256.49	Accept
89	01/21/2020	Deutsche Bank AG New York Branch	\$1,748,475.60	Accept
75	01/17/2020	HarbourView CLO VII-R, Ltd.	\$1,394,014.45	Accept
36	01/14/2020	HSBC Bank plc	\$3,703,212.07	Accept
38	12/04/2019	ICM Global Floating Rate Inc Ltd (fka 3i Global Flt Rt Inc Ltd)	\$819,318.59	Accept
66	01/17/2020	INVESCO BL FUND LTD	\$5,174.44	Accept
68	01/17/2020	Invesco Dynamic Credit Opportunities Fund	\$750,348.81	Accept
64	01/17/2020	INVESCO FLOATING RATE FUND	\$1,503,719.01	Accept
76	01/17/2020	Invesco Oppenheimer Fundamental Alternatives Fund	\$178,138.20	Accept
77	01/17/2020	Invesco Oppenheimer Master Loan Fund	\$2,601,063.21	Accept
79	01/17/2020	Invesco Oppenheimer Senior Floating Rate Fund	\$30,015,621.37	Accept
80	01/17/2020	Invesco Oppenheimer Senior Floating Rate Plus Fund	\$189,209.26	Accept
74	01/17/2020	INVESCO SENIOR INCOME TRUST	\$673,117.54	Accept
70	01/17/2020	INVESCO SENIOR LOAN FUND	\$760,236.51	Accept
69	01/17/2020	Invesco Zodiac Funds - Invesco US Senior Loan ESG Fund	\$24,437.81	Accept
72	01/17/2020	Invesco Zodiac Funds - Invesco US Senior Loan Fund	\$330,762.88	Accept
1	11/15/2019	J.H. Lane Partners Master Fund, LP	\$3,379,803.44	Accept
37	12/04/2019	JAMESTOWN CLO II LTD.	\$2,581,850.82	Accept

Class 4: Prepetition Term Loan Claims

Ballot Number	Date Filed	Creditor Name	Voting Amount	Vote
42	12/04/2019	Jamestown CLO IX Ltd. FKA Citi Loan Funding JT IX LLC (CitiBank DBA)	\$1,444,914.17	Accept
39	12/04/2019	JAMESTOWN CLO V LTD	\$2,408,827.79	Accept
41	12/04/2019	JAMESTOWN CLO VII LTD	\$2,800,250.76	Accept
46	12/04/2019	Jamestown CLO VIII Ltd.	\$736,012.05	Accept
40	12/04/2019	Jamestown CLO VI-R Ltd.	\$3,953,149.17	Accept
43	12/04/2019	Jamestown CLO X Ltd.	\$1,604,200.63	Accept
11	11/18/2019	Kaiser Foundation Hospitals (SP)	\$3,665,899.52	Accept
65	01/17/2020	Kaiser Foundation Hospitals (Invesco)	\$555,808.70	Accept
12	11/18/2019	Kaiser Permanente Group Trust (SP)	\$1,731,300.74	Accept
71	01/17/2020	Limerock CLO III, Ltd.	\$1,460,489.73	Accept
32	11/26/2019	LOOMIS SAYLES CLO II LTD	\$953,671.27	Accept
34	11/26/2019	Man GLG US CLO 2018-1 Ltd(fka ECP CLO 2015-7, LTD.)	\$628,675.67	Accept
35	11/26/2019	Man GLG US CLO 2018-2 Ltd (fka ECP CLO 2014-6, LTD.)	\$861,227.03	Accept
15	11/19/2019	Marathon CLO IX Ltd.	\$1,512,188.48	Accept
14	11/19/2019	Marathon CLO V Ltd.	\$2,348,553.02	Accept
16	11/19/2019	Marathon CLO VII Ltd.	\$1,438,015.66	Accept
47	12/09/2019	Massachusetts Mutual Life Ins	\$691,289.27	Accept
10	11/18/2019	Neuberger Berman Alternative Funds - Neuberger Berman Absolute Return Multi-Manager Fund	\$808,334.53	Accept
91	01/21/2020	Octagon Credit All Weather Income Fund, Ltd.	\$401,689.76	Accept
90	01/21/2020 ^[1]	Octagon High Income Master Fund Ltd.	\$365,172.51	Accept
104	01/21/2020	OCTAGON INVEST PARTNERS XXII	\$668,163.46	Accept
100	01/21/2020	OCTAGON INVESTMENT PART XIV	\$319,478.17	Accept
94	01/21/2020	Octagon Investment Partners 18-R, Ltd. FKA OCTAGON INVESTMENT PARTNERS XVIII	\$342,187.96	Accept
96	01/21/2020	OCTAGON INVESTMENT PARTNERS 24	\$694,913.92	Accept
95	01/21/2020	Octagon Investment Partners 25, Ltd.	\$2,443,791.77	Accept
98	01/21/2020	Octagon Investment Partners 33, Ltd.	\$379,769.58	Accept
101	01/21/2020	OCTAGON INVESTMENT PARTNERS XV	\$238,115.22	Accept
106	01/21/2020	Octagon Investment Partners XXI, Ltd.	\$1,676,774.13	Accept
103	01/21/2020	OCTAGON INVESTMENT PRTNRS XVI	\$984,777.02	Accept
102	01/21/2020	OCTAGON INVESTMENT XIX	\$998,547.68	Accept
105	01/21/2020	OCTAGON INVESTMENT XVII	\$300,739.19	Accept
107	01/21/2020	OCTAGON INVESTMENT XXIII	\$1,189,046.95	Accept
97	01/21/2020	Octagon Loan Funding, Ltd.	\$1,367,867.04	Accept
88	01/21/2020 ^[1]	Octagon Multi-Strategy Corporate Credit Master Fund LP	\$219,103.51	Accept
99	01/21/2020	Octagon Senior Secured Credit Master Fund Ltd.	\$95,293.62	Accept
6	11/18/2019	Principal Funds, Inc. - Global Multi-Strategy Fund (SP)	\$6,398,873.43	Accept
5	11/18/2019	PURE Insurance Company	\$132,844.00	Accept

[1] Ballot Numbers 88 & 90 received a few minutes after the January 21, 2020, 6 p.m. (ET) deadline. Allowed as timely by Davis Polk & Wardwell LLP, Counsel to the Debtors. Their exclusion would not change the tabulation outcome.

Class 4: Prepetition Term Loan Claims

Ballot Number	Date Filed	Creditor Name	Voting Amount	Vote
61	01/16/2020	Russell Investment Company Multi-Asset Growth Strategy Fund	\$60,466.23	Accept
63	01/16/2020	Russell Investment Company Russell Multi-Strategy Income Fund	\$115,399.37	Accept
60	01/16/2020	Russell Investment Company Unconstrained Total Return Fund	\$118,561.24	Accept
57	01/16/2020	Russell Investments Global Unconstrained Bond Pool	\$79,040.81	Accept
87	01/21/2020	Russell Investments Institutional Funds, LLC Multi-Asset Core Plus Fund	\$158,081.62	Accept
62	01/16/2020	Russell Investments Qualifying Investor Alternative Funds plc	\$158,081.62	Accept
25	11/25/2019	Solus Long-Term Opportunities Fund Master LP	\$1,852,528.83	Accept
26	12/05/2019	Solus Opportunities Fund 4 LP	\$10,852,702.84	Accept
28	11/25/2019	Solus Opportunities Fund 5 LP	\$2,452,219.35	Accept
30	11/25/2019	Solus Opportunities IDF Series Interests of the SALI Multi-Series Fund, L.P.	\$831,167.62	Accept
29	11/25/2019	Solus Senior High Income Fund LP	\$13,888,753.01	Accept
7	11/18/2019	Sound Point CLO VI-R Ltd (fka Sound Point CLO VI Ltd)	\$3,576,619.21	Accept
3	11/18/2019	Sound Point Credit Opportunities Master Fund, L.P.	\$15,097,955.23	Accept
2	11/18/2019	Sound Point Montauk Fund, LP	\$289,992.34	Accept
9	11/18/2019	Sound Point Senior Floating Rate Master Fund, L.P.	\$7,319,755.31	Accept
58	01/16/2020	Stichting Blue Sky Active Fixed Income US Leveraged Loan Fund	\$355,683.65	Accept
59	01/16/2020	Stichting Pensioenfonds Hoogovens	\$118,561.24	Accept
4	11/18/2019	Teamsters Pension Trust Fund of Philadelphia & Vicinity	\$452,969.71	Accept
56	01/16/2020	THL Credit Bank Loan Select Master Fund, a Class of the THL Credit Bank Loan Select Series Trust I	\$158,081.62	Accept
55	01/16/2020	THL Credit Wind River 2014-2 CLO Ltd	\$1,784,472.68	Accept
44	12/05/2019	Wells Fargo Bank, National Association (Charlotte)	\$10,350,542.53	Accept