

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

	)		)		
In re:	)		)	Chapter 11	
	)		)	Case No. 19-10702 (MFW)	
SOUTHCROSS ENERGY PARTNERS, L.P.,	)		)	Jointly Administered	
<i>et al.</i> ,	)		)		
	)		)		
Debtors. <sup>1</sup>	)		)	Re: D.I. 674, 725, 814, 816, 818, 829, 863 & 873	
	)		)		
	)		)		

**NOTICE OF FINAL SCHEDULE OF  
REJECTED CONTRACTS AND LEASES**

**PLEASE TAKE NOTICE** that, on April 1, 2019, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

**PLEASE TAKE FURTHER NOTICE** that, 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**”), after which, on November 7, 2019, the Debtors filed solicitation versions of (a) the *Chapter 11 Plan for Southcross Energy Partners L.P. and its Affiliated Debtors* [D.I. 675] (the “**Original Plan**”) and (b) the *Disclosure Statement for Chapter 11 Plan for Southcross Energy Partners L.P. and its Affiliated Debtors* [D.I. 677] (the “**Original Disclosure Statement**”).

<sup>1</sup> 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.



**PLEASE TAKE FURTHER NOTICE** that, on December 2, 2019, in accordance with the Original Plan, the Debtors filed and served on the applicable counterparties the *Notice of Rejected Contracts and Leases* [D.I. 725], including the Schedule of Rejected Contracts and Leases attached thereto as Exhibit A (the “**Original Schedule of Rejected Contracts and Leases**”) that set forth the contracts and leases the Debtors then intended to reject.

**PLEASE TAKE FURTHER NOTICE** that, on January 7, 2020, the Court entered the *Order (I) Approving the Debtors’ Continued Solicitation 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**”), after which, on January 7, 2020, the Debtors filed solicitation versions of (a) the *First Amended Chapter 11 Plan for Southcross Energy Partners L.P. and its Affiliated Debtors* [D.I. 816] (as revised by the *First Amended Chapter 11 Plan for Southcross Energy Partners, L.P. and its Affiliated Debtors*, dated January 24, 2020 [D.I. 863], as amended, supplemented, or modified from time to time in accordance with the terms thereof, the “**Plan**”) and (b) the *Disclosure Statement Supplement for First Amended Chapter 11 Plan for Southcross Energy Partners L.P. and its Affiliated Debtors* [D.I. 818] (the “**Disclosure Statement Supplement**” and, together with the Original Disclosure Statement, the “**Disclosure Statement**”).

**PLEASE TAKE FURTHER NOTICE** that, on January 13, 2020, in accordance with the Disclosure Statement Order and Continued Solicitation Order, the Debtors filed the *Notice of Supplemental Schedule of Rejected Contracts and Leases* [D.I. 829] which attached thereto as Exhibit A a schedule supplementing the Original Schedule of Rejected Contracts and Leases (the “**Supplemental Schedule of Rejected Contracts and Leases**”) by setting forth a list of additional executory contracts and unexpired leases the Debtors then intended to reject.

**PLEASE TAKE FURTHER NOTICE** that, on January 27, 2020, the Court entered the *Order Confirming First Amended Chapter 11 Plan for Southcross Energy Partners, L.P. and its Affiliated Debtors* [D.I. 873] (the “**Confirmation Order**”), confirming the Plan.

**PLEASE TAKE FURTHER NOTICE** that, in connection with the Confirmation Order, attached hereto as Exhibit A is a schedule setting forth the final Schedule of Rejected Contracts and Leases, replacing the Original Schedule of Rejected Contracts and Leases and Supplemental Schedule of Rejected Contracts and Leases in their entirety.

Dated: January 27, 2020  
Wilmington, Delaware

Respectfully submitted,

MORRIS, NICHOLS, ARSHT & TUNNELL  
LLP

/s/ Eric W. Moats

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*Counsel to the Debtors and Debtors in  
Possession*

# **Exhibit A**

## **Final Schedule of Rejected Contracts and Leases**

#	Counterparty	Debtor Entity	Counterparty Address	Contract type	Contract Description (Contracts include any and all amendments if not separately listed)
1	1717 Tower Owner, LP	Southcross Energy Partners, L.P.	1717 Main Street, Suite 2450 Dallas, TX 75201	Lease: Building and Land	Comerica Bank Tower Office Lease Agreement
2	2W Energy Operating (formerly BHCC)	Southcross Mississippi Pipeline, L.P.	102 Torrey Pines Lufkin, TX 75901	Facility/Site Agreement	Facility & Sites - Pearl River County - Effective Date: 10/09/2006
3	Aspen Technology, Inc.	Southcross Energy Partners, L.P.	20 Crosby Drive Bedford, MA 01730	Software Licensing Agreement	Software License Agreement - Effective Date: 12/17/2015
4	Aspen Technology, Inc.	Southcross Energy Partners, L.P.	20 Crosby Drive Bedford, MA 01730	Software Licensing Agreement	Software License Agreement Amendment - Effective Date: 05/20/2016
5	BDO USA, LLP	Southcross Energy GP LLC	700 N. Pearl St., Suite 2000 Dallas, TX 75201	Service Contract	Master Services Agreement - Effective Date: 11/19/2015
6	Brookwood Stone Oak Investors, LLC	Southcross Energy Partners, L.P.	C/O Brookwood Management Partners, Llc 72 Cherry Hill Drive Beverly, MA 01915	Lease: Building and Land	Lease By and Between Brookwood Stone Oak Investors, LLC and Southcross Energy Partners, L.P.
7	CalPine Energy Services LP	Southcross CCNG Transmission Ltd.	717 Texas Avenue, Suite 1000 Houston, TX 77002	Commercial Gas Agreement	Transportation or Operating Balancing Agreement - Effective Date: 11/01/2016
8	Cypress Operating, Inc. (formerly Range Production Company)	Southcross Mississippi Pipeline, L.P.	330 Marshall Street, Suite 930 Shreveport, LA 71101	Facility/Site Agreement	Facility & Sites - Marion County - Effective Date: 08/19/2008
9	Dallas Petroleum Group LLC	Southcross Marketing Company Ltd.	17950 Preston Road Suite 330 Dallas, TX 75252	Commercial Gas Agreement	Gathering, Processing and/or Purchasing Agreement - Effective Date: 07/01/2016
10	Decker Operating Company, L.L.C.	Southcross Marketing Company Ltd.	1706 Seamist Drive, Suite 590 Houston, TX 77008	Commercial Gas Agreement	Gathering, Processing and/or Purchasing Agreement - Effective Date: 02/01/2009
11	Ensley Properties, Inc.	Southcross Energy GP LLC	550 Post Oak Boulevard, Suite 540 Houston, TX 77027	Licensing Agreement	Computer Software License/Maintenance Agreement
12	EPIC Y-Grade Logistics, LP	Southcross NGL Pipeline, Ltd.	18615 Tuscany Stone, Suite 300 San Antonio, TX 78258	Joint Use Agreement	Joint Use Agreement - Effective Date: 11/15/2018
13	ETC Texas Pipeline, LTD.	Southcross Marketing Company Ltd.	800 Sonterra Blvd. Suite 400 San Antonio, TX 78258	Commercial Gas Agreement	Gathering, Processing and/or Purchasing Agreement - Effective Date: 03/01/2012
14	Everest Consulting Partners	Southcross Energy GP LLC	357 Parkvillage Avenue Fairview, TX 75069	IT Contract	Confidentiality Agreement
15	EXLP Operating LLC	Southcross Gathering Ltd.	16666 Northchase Drive Houston, TX 77060	Compression Services Agreement	Schedule 'A' to Master Compression Services Agreement for Site Conroe Expansion 3608 Lease in Montgomery County, TX
16	Exterran Energy Solutions, L.P.	Southcross Alabama Pipeline LLC	Exlp Operating Llc 16666 Northchase Dr. Houston, TX 77060	Compression Services Agreement	Schedule 'A' to Master Compression Services Agreement
17	Exterran Energy Solutions, L.P.	Southcross Alabama Pipeline LLC	Exlp Operating Llc 16666 Northchase Dr. Houston, TX 77060	Compression Services Agreement	Schedule 'A' to Master Compression Services Agreement
18	Exterran Energy Solutions, L.P.	Southcross Alabama Pipeline LLC	Exlp Operating Llc 16666 Northchase Dr. Houston, TX 77060	Compression Services Agreement	Schedule 'A' to Master Compression Services Agreement
19	Georgia-Pacific Wood Products LLC	Southcross Mississippi Pipeline, L.P.	133 Peachtree Street, NE Atlanta, GA 30303	Facility/Site Agreement	Facility & Sites - Smith County - Effective Date: 05/18/2017
20	Gilcrease And Partners, LLC	Southcross Energy GP LLC	8620 N New Braunfels #200 San Antonio, TX 78217	Professional Services	Master Service Agreement - Effective Date: 07/14/2014
21	Gulf Coast Gas Gathering, LLC	Southcross Marketing Company Ltd.	615 N. Upper Broadway, Suite 925 Corpus Christi, TX 78401	Commercial Gas Agreement	Gathering, Processing and/or Purchasing Agreement - Effective Date: 01/01/2017
22	Gulf South Pipeline Company LP	Southcross Mississippi Pipeline, L.P.	P.O. Box 1478 Houston, TX 77251-1478	Commercial Gas Agreement	Storage Agreement - Effective Date: 11/01/2005
23	James W. Swent Iii	Southcross Energy Partners GP, LLC	1717 Main St #5300 Dallas, TX 75201	Employment Agreement	Employment Agreement for James W. Swent III
24	Kelly J. Jameson	Southcross Energy Partners GP, LLC	1717 Main St #5300 Dallas, TX 75201	Severance Agreement	Severance Agreement for Kelly J. Jameson
25	Kelly J. Jameson	Southcross Energy Partners GP, LLC	1717 Main St #5300 Dallas, TX 75201	Severance Agreement	Amendment No. 1 to Severance Agreement for Kelly J. Jameson
26	KPMG LLP	Southcross Energy Partners, L.P.	2323 Ross Avenue, Suite 1400 Dallas, TX 75201	Professional Services	Internal Audit Co-Sourced SOX Work for 2016
27	Nasdaq Omx Corporate Solutions	Southcross Energy Partners, L.P.	One Liberty Plaza 165 Boardway New York, NY 10006	Finance Agreement	Appendix A to NASDAQ IR Insight Migration Service Order
28	Onyx Midstream, LP	Southcross Marketing Company Ltd.	802 North Carancahua Suite 575 Corpus Christi, TX 78470	Commercial Gas Agreement	Margin Sharing Agreement - Effective Date: 02/14/2014
29	OTC Markets Group Inc.	Southcross Energy Partners, L.P.	304 Hudson St, 3rd Floor New York, NY 10013	Finance Agreement	OTCQX Company Agreement - Effective Date: 01/25/2019
30	Overnite Software, Inc.	Southcross Energy GP LLC	1212 N. Velasco, Ste. 110 Angleton, TX 77515	Licensing Agreement	Software License and Service Agreement for Hosted Service
31	Renew International, LLC	Southcross Energy GP LLC	9 Greenway Plaza, Ste. 1950 Houston, TX 77046	Professional Services	Accounts Payable review service to identify overpayments/recoveries
32	Renew International, LLC	Southcross Energy GP LLC	9 Greenway Plaza, Ste. 1950 Houston, TX 77046	Professional Services	Supplier Audit Service to identify overpayments/recoveries.
33	S&R Compression, LLC	Southcross Energy GP LLC	4234 South Jackson Ave. Tulsa, OK 74107	Compression Services Agreement	Rental Agreement re: Gas Compressor Package No. 14297 to be Used at 9210 E Hwy 85, Derby, TX 78017 in Frio County, TX
34	S&R Compression, LLC	Southcross Energy GP LLC	4234 South Jackson Ave. Tulsa, OK 74107	Compression Services Agreement	Rental Agreement re: Gas Compressor Package No. 14485 to be Used at 9210 E Hwy 85, Derby, TX 78017 in Frio County, TX

#	Counterparty	Debtor Entity	Counterparty Address	Contract type	Contract Description (Contracts include any and all amendments if not separately listed)
35	S&R Compression, LLC	Southcross Energy GP LLC	4234 South Jackson Ave Tulsa, OK 74107	Compression Services Agreement	Rental Agreement re: Gas Compressor Package No. 14297 to be Used at 9210 E Hwy 85, Derby, TX 78017 in Frio County, TX
36	Sherwin Alumina Company	Southcross Marketing Company Ltd.	4633 Highway 361 For Overnight Delivery Gregory, TX 78359	Commercial Gas Agreement	Master buy/sell agreements
37	Star Natural Gas, L.L.C.	Southcross Gulf Coast Transmission Ltd.	Attn: David J Palmer 1313 North Trail Carrollton, TX 75006  Attn: John Lendrum III PO Box 847 Houston, TX 77001-0847	Commercial Gas Agreement	Gathering, Processing and/or Purchasing Agreement - Effective Date: 08/01/2000
38	The Gas Board of the City of Fayette, Alabama	Southcross Alabama Pipeline LLC	315 Second Avenue Southeast Fayette, AL 35555	Facility/Site Agreement	Facilities & Sites - Alabama's Cedar Hill Sales Point Fayette County, Alabama - Effective Date: 11/21/2014
39	Thomson Reuters (Markets) LLC	Southcross Energy GP LLC	3 Times Square New York, NY 10036	Finance Agreement	Order Form re: IR Web Disclosure NYSE
40	Thomson Reuters (Markets) LLC	Southcross Energy Partners, L.P.	3 Times Square The Thomson Reuters Building New York, NY 10036	Finance Agreement	Thomson Reuters Services Contract
41	Thomson Reuters (Markets) LLC	Southcross Energy Partners, L.P.	3 Times Square The Thomson Reuters Building New York, NY 10036	Finance Agreement	Thomson Reuters Terms and Conditions
42	Thomson Reuters (Markets) LLC	Southcross Energy Partners, L.P.	3 Times Square New York, NY 10036	Finance Agreement	Order Form re: Web Hosting Agreement
43	Tw Telecom Holdings Inc.	Southcross Energy GP LLC	Twtc 10475 Park Meadows Drive Littleton, CO 80124	Service Contract	Telecom Service Quote
44	Tw Telecom Holdings Inc.	Southcross Energy GP LLC	Twtc 10475 Park Meadows Drive Littleton, CO 80124	Service Contract	Customer Information and Contract Specifications
45	Wells Fargo Bank N.A.	Southcross Energy Partners, L.P.	201 Main Street Fort Worth, TX 76102	Deposit Agreement	Deposit Account Control Agreement
46	Wells Fargo Bank, N.A.	FL Rich Gas Utility GP, LLC	201 Main Street, Suite 300 Fort Worth, TX 76102	Deposit Agreement	Deposit Account Control Agreement
47	Wells Fargo Bank, N.A.	Southcross Energy GP LLC	201 Main Street Fort Worth, TX 76102	Deposit Agreement	Deposit Account and Sweep Investment Control Agreement
48	Wells Fargo Bank, N.A.	Southcross Energy Operating, LLC	301 South College Street, 7Th Floor Mac D1053-070 301 South College Street, 7Th Floormac D1053-070 Charlotte, NC 28202	Assignment Agreement	Trademark Security Interest Assignment Agreement - Effective Date: 03/03/2016
49	Wells Fargo Bank, National Association	Southcross Transmission, LP	Attn Chad Kirkham 201 Main Street, Suite 300 Fort Worth, TX 76102	Deposit Agreement	Deposit Account Control Agreement
50	Wells Fargo Bank, National Association	FL Rich Gas Services, LP	Attn Chad Kirkham 201 Main Street, Suite 300 Fort Worth, TX 76102	Deposit Agreement	Deposit Account Control Agreement
51	Wells Fargo Bank, National Association	FL Rich Gas Utility, LP	Attn Chad Kirkham 201 Main Street, Suite 300 Fort Worth, TX 76102	Deposit Agreement	Deposit Account Control Agreement
52	William Boyer	Southcross Energy Partners GP, LLC	1717 Main St #5300 Dallas, TX 75201	Severance Agreement	Severance Agreement for William Boyer