

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

	)		)	Chapter 11
In re:))	
	)	Case No. 19-10702 (MFW))	
SOUTHCROSS ENERGY PARTNERS, L.P.,))	
<i>et al.</i>,	)	Jointly Administered)	
))	
Reorganized Debtors. ¹))	
	)	Hearing Date: March 18, 2020 at 10:30 a.m. (ET))	
	)	Obj. Deadline: March 3, 2020 at 4:00 p.m. (ET))	

**REORGANIZED DEBTORS’ MOTION FOR ENTRY OF FINAL DECREE
(I) CLOSING CERTAIN CHAPTER 11 CASES AND (II) TERMINATING
CERTAIN CLAIMS AND NOTICING SERVICES**

The above-captioned reorganized debtors (the “**Debtors**” or “**Reorganized Debtors**,” as applicable) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) hereby submit this *Reorganized Debtors’ Motion for Entry of Final Decree (I) Closing Certain Chapter 11 Cases and (II) Terminating Certain Claims and Noticing Services* (the “**Motion**”).²
In support of the Motion, the Reorganized Debtors respectfully state as follows:

¹ The reorganized debtors 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 reorganized 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 Plan (as defined below).



Relief Requested

1. By this Motion, and pursuant to section 350(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 3022-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Reorganized Debtors seek entry of a final decree, substantially in the form attached hereto as Exhibit A (the “**Proposed Final Decree**” and, if entered, the “**Final Decree**”), (a) closing 25 of the 27 Chapter 11 Cases of the Reorganized Debtors identified in Exhibit B hereto (the “**Closing Debtors**”), while leaving open the Chapter 11 Cases styled (i) *In re Southcross Energy Partners, L.P.*, Case No. 19-10702 (MFW) (the “**Lead Case**”) and (ii) *In re Southcross Gulf Coast Transmission Ltd.* (the “**Gulf Coast Case**”) and (b) terminating certain claims and noticing services provided by Kurtzman Carson Consultants LLC (“**KCC**”) with respect to the Chapter 11 Cases of the Closing Debtors.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012.

3. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and, pursuant to Rule 9013-1(f) of the Local Rules, the Reorganized Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined

that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

4. Venue of the Chapter 11 Cases and related proceedings is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

General Background

5. On April 1, 2019 (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Subsequent to the Petition Date, the Debtors continued in possession of their property and continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. No request has been made for the appointment of a trustee or examiner, and no official committee has been appointed in the Chapter 11 Cases.

7. Additional information about the Debtors’ businesses and affairs, prepetition capital structure, and prepetition indebtedness, and the events leading up to the Petition Date, can be found in the *Declaration of Michael B. Howe in Support of Debtors’ Chapter 11 Proceedings and First Day Pleadings* [D.I. 2], which is incorporated herein by reference.

8. The Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the *Order Directing Joint Administration of Chapter 11 Cases* [D.I. 48] entered by the Court on April 2, 2019 in each of the Chapter 11 Cases.

9. On April 2, 2019, the Court entered the *Order Authorizing Debtors to Employ and Retain Kurtzman Carson Consultants LLC as Notice and Claims Agent for Debtors Nunc Pro Tunc to the Petition Date* [D.I. 49] (the “**KCC Noticing and Claims Retention Order**”), thereby appointing KCC as the claims and noticing agent for the Chapter 11 Cases. On June 10,

2019, the Court entered the *Order Authorizing The Debtors To Employ And Retain Kurtzman Carson Consultants LLC as Administrative Advisor of the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 258] (the “**KCC Administrative Advisor Retention Order**” and, together with the KCC Noticing and Claims Retention Order, the “**KCC Retention Orders**” and, KCC in its capacity under the KCC Retention Orders, the “**Claims Agent**”), thereby authorizing the Debtors to employ KCC as the administrative advisor to the Debtors in the Chapter 11 Cases.

10. On June 10, 2019, the Court entered the *Order Establishing Deadlines and Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* [D.I. 260] establishing July 19, 2019 at 5:00 p.m. (prevailing Eastern Time) and September 30, 2019 at 5:00 p.m. (prevailing Eastern Time) as the General Bar Date and Governmental Bar Date, respectively (each as defined therein). The Governmental Bar Date (for the United States only) was extended to October 15, 2019 by order of the Court [D.I. 606]. Furthermore, pursuant to Section 3.2 of the Plan, the bar date for Administrative Expense Claims is March 1, 2020, and pursuant to Section 3.3 of the Plan, the bar date for Professional Fee Claims is March 27, 2020.

11. On January 24, 2020, the Debtors filed the *First Amended Chapter 11 Plan for Southcross Energy Partners L.P. and its affiliated Debtors* [D.I. 863] (as amended, the “**Plan**”). The Plan was confirmed on January 27, 2020 pursuant to the *Order Confirming First Amended Chapter 11 Plan for Southcross Energy Partners, L.P. and its Affiliated Debtors* [D.I. 873] (the “**Confirmation Order**”). The Effective Date of the Plan occurred on January 31, 2020 (the “**Effective Date**”) [D.I. 881].

12. The Official Claims Register, prepared and maintained by the Claims Agent, reflects that approximately 650 proofs of claim (each a “**Proof of Claim**” and collectively, the “**Proofs of Claim**”) have been filed in the Chapter 11 Cases asserting claims against the

Debtors.³ To the extent that any outstanding Proofs of Claim assert claims against, or interest in, the Chapter 11 Cases of the Closing Debtors, the Reorganized Debtors propose that such Proofs of Claim will be handled as though they were filed against the Debtor in the Lead Case.

13. As of the date hereof, all of the Reorganized Debtors, including the Closing Debtors, have substantially consummated the Plan and all holders of allowed claims entitled to recoveries under the Plan have received their distributions or will otherwise be paid in the ordinary course of the Reorganized Debtors' businesses in accordance with the terms of the Plan. Given this progress, and in light of the unnecessary expense involved in keeping the Chapter 11 Cases of the Closing Debtors open, the Reorganized Debtors have determined that such Chapter 11 Cases should be closed at this time.

14. Apart from this Motion, there are no pending motions, contested matters, or adversary proceedings in or related to the Chapter 11 Cases of the Closing Debtors that could not otherwise be addressed in the Lead Case.

Basis for Relief

A. Entry of Final Relief

15. Section 350(a) of the Bankruptcy Code provides that, “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” 11 U.S.C. § 350. Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides that, “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Local Rule 3022-1(a) provides that, “[u]pon written motion, a party in interest may seek the entry of a final decree at any time after the confirmed plan has been fully administered provided that all required fees due under 28 U.S.C. § 1930 have been paid.”

³ On October 10, 2019, the Debtors filed the *Debtors' Notice of Claims Satisfied in Full* [D.I. 518].

16. The term “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules, nor the Local Rules. The Advisory Committee Note to Bankruptcy Rule 3022 (the “**Advisory Committee Note**”), however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- a. whether the order confirming the plan has become final;
- b. whether deposits required by the plan have been distributed;
- c. whether the property proposed by the plan to be transferred has been transferred;
- d. whether the debtors or the successor of the debtors under the plan has assumed the business or the management of the property dealt with by the plan;
- e. whether payouts under the plan have commenced; and
- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.

17. Courts in this district and others adopt the view that “these factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed.” *In re SLI, Inc.*, 2005 WL 1668396, at *2 (Bankr. D. Del. June 24, 2005) (citing *In re Mold Makers, Inc.*, 124 B.R. 766, 768–69 (Bankr. N.D. Ill. 1990)); *see also In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999) (recognizing that bankruptcy courts weigh the factors contained in the Advisory Committee Note when deciding whether to close a case).

18. In addition to the factors set forth in the Advisory Committee Note, courts have considered whether the plan of reorganization has been substantially consummated. *See, e.g., In re Gates Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997)

(considering substantial consummation as a factor in determining whether to close a case);

Walnut Assocs. v. Saidel, 164 B.R. 487, 493 (E.D. Pa. 1994) (same).⁴

19. As of the date hereof, the Chapter 11 Cases of the Closing Debtors have been “fully administered” within the meaning of section 350 of the Bankruptcy Code, making it appropriate for the Court to enter the Final Decree closing those Chapter 11 Cases. The Chapter 11 Cases of the Closing Debtors have been fully administered because, among other things:

- a. the Closing Debtors have emerged from chapter 11;
- b. all payments required of the Closing Debtors to be made on the Effective Date pursuant to the Plan have been paid or provided for as of the Effective Date;
- c. the Reorganized Debtors have assumed the business and management of the property dealt with by the Plan;
- d. substantially all distributions required of the Closing Debtors under the Plan have been made and the Closing Debtors intend to make any remaining distributions in the ordinary course and in accordance with the Plan;
- e. all Proofs of Claim filed in the Chapter 11 Cases of the Closing Debtors have been administered such that all holders of allowed claims entitled to recoveries under the Plan have received their distributions or will otherwise be paid in the ordinary course of the Reorganized Debtors’ businesses in accordance with the terms of the Plan. To the extent that any outstanding Proofs of Claim assert claims against, or interest in, the Chapter 11 Cases of the Closing Debtors, the Reorganized Debtors propose that such Proofs of Claim will be handled as though they were filed against the Debtor in the Lead Case.;
- f. all of the transactions contemplated by the Plan with respect to the Closing Debtors have closed;
- g. the Plan has been substantially consummated with respect to the Closing Debtors within the meaning of section 1101(2) of the Bankruptcy Code; and

⁴ Section 1101(2) of the Bankruptcy Code defines substantial consummation as the (a) transfer of all or substantially all of the property proposed by the plan to be transferred, (b) assumption by the debtors or by the successor to the debtors under the plan of the business or of the management of all or substantially all of the property dealt with by the plan, and (c) commencement of distribution under the plan. *See* 11 U.S.C. § 1101(2).

- h. all motions, contested matters, and adversary proceedings have been finally resolved with respect to the Closing Debtors, or such matters can be addressed in the Lead Case.

20. Moreover, “[t]he court should not keep [a] case open only because of the possibility that the court’s jurisdiction may be invoked in the future.” Fed. R. Bankr. P. 3022, Advisory Comm. Note (1991). Furthermore, the entry of the Final Decree closing the Chapter 11 Cases of the Closing Debtors is without prejudice to any creditors’ rights to petition the Court to reopen their Chapter 11 Cases pursuant to section 350(b) of the Bankruptcy Code.

21. Finally, in accordance with Local Rule 3022-1(c), upon the closing of the Lead Case and the Gulf Coast Case, the Closing Debtors will file a final report describing the fees and expenses awarded to the retained professionals who rendered services during the pendency of the Chapter 11 Cases.

22. For the foregoing reasons, the Reorganized Debtors submit that the Court should enter the Final Decree closing the Chapter 11 Cases of the Closing Debtors.

B. Termination of Claims and Noticing Services

23. The Reorganized Debtors also request entry of the Final Decree to terminate the claims services provided by the Claims Agent with respect to the Closing Cases (the “**Claims and Noticing Services**”). Upon termination of the Claims and Noticing Services, except as otherwise provided herein or in the KCC Retention Orders, the Claims Agent shall have no further obligations under the KCC Retention Orders to the Court, the Closing Debtors, or any other party in interest with respect to the Chapter 11 Cases of the Closing Debtors..

24. Given that the lead debtor in the jointly-administered Chapter 11 Cases is not seeking a final decree and closure of the Lead Case (or the Gulf Coast Case) by this Motion, the Reorganized Debtors hereby request an extension of the deadline for the Closing Debtors to

comply with the requirements under Local Rule 2002-1(f)(ix) for the Claims Agent to (a) provide to the Clerk of the Court an electronic version of all imaged claims filed against the Closing Debtors, (b) upload a creditor mailing list into CM/ECF for the Closing Debtors, (c) docket a final claims register for the Closing Debtors, and (d) transport original claims for record purposes and completing a SF-135 Form, until such time as the lead debtor has obtained a final decree closing the Lead Case and the Gulf Coast Case (as applicable). Local Rule 2002-1(f)(ix) provides that, in the context of jointly-administered cases, a claims agent must only docket one combined register in the Lead Case containing the claims of all cases. As a result, the Claims Agent maintained during the pendency of the Chapter 11 Cases a combined claims register and creditor mailing list for all of the Debtors and the Chapter 11 Cases and it would burden the estates if the Claims Agent were forced to incur the additional cost to provide separate claims, creditor mailing lists, and a claims register for each Closing Debtor. Accordingly, the Reorganized Debtors request an extension of the deadline to complete such requirements for the Closing Debtors with the understanding that the Claims Agent will comply with the requirements under Local Rule 2002-1(f)(ix) with respect to all Reorganized Debtors, including the Closing Debtors, upon the closure of the Gulf Coast Case and the Lead Case.

25. Finally, should the Claims Agent receive any mail regarding the Closing Debtors after entry of the Final Decree, the Claims Agent will collect and forward such mail (no less frequently than on a monthly basis) to the Reorganized Debtors at the following address (or such other address as may be subsequently provided by the Reorganized Debtors to KCC): 1717 Main Street, Suite 5300, Dallas, TX 75201.

Notice

26. The Reorganized Debtors have provided notice of the Motion to all parties that are required to receive notice under Local Rule 3022-1(b). The Reorganized Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

27. Neither the Debtors nor the Reorganized Debtors have previously sought the relief requested herein from the Court or any other court.

WHEREFORE, the Reorganized Debtors respectfully request entry of the Proposed Final Decree, substantially in the form attached hereto as Exhibit A, granting the relief requested herein and such other and further relief as the Court deems just and proper.

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Dated: February 18, 2020
Wilmington, Delaware

Respectfully submitted,
MORRIS, NICHOLS ARSHT & TUNNELL LLP

/s/ Eric W. Moats

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Counsel to the Reorganized Debtors

**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
Reorganized Debtors. ¹)	
	)	Hearing Date: March 18, 2020 at 10:30 a.m. (ET)
	)	Obj. Deadline: March 3, 2020 at 4:00 p.m. (ET)

**NOTICE OF REORGANIZED DEBTORS’ MOTION FOR ENTRY OF
FINAL DECREE (I) CLOSING CERTAIN CHAPTER 11 CASES AND
(II) TERMINATING CERTAIN CLAIMS AND NOTICING SERVICES**

PLEASE TAKE NOTICE that today, the above-captioned debtors and debtors-in-possession (the “Debtors”) filed the **Reorganized Debtors’ Motion for Entry of Final Decree (I) Closing Certain Chapter 11 Cases and (II) Terminating Certain Claims and Noticing Services** (the “Motion”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the relief sought in the Motion must be (a) in writing and served on or before **March 3, 2020 at 4:00 p.m. (ET)** (the “Objection Deadline”); (b) filed with the Clerk of the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801; and (c) served as to be received on or before the Objection Deadline by the undersigned counsel.

PLEASE TAKE FURTHER NOTICE THAT only objections made in writing and timely filed and received, in accordance with the procedures above, will be considered by the Bankruptcy Court at such hearing.

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.

PLEASE TAKE FURTHER NOTICE THAT, IF AN OBJECTION IS RECEIVED BY THE OBJECTION DEADLINE, A HEARING ON THE MOTION WILL BE HELD, IF NECESSARY, ON **MARCH 18, 2020 AT 10:30 A.M. (ET)** BEFORE THE HONORABLE MARY F. WALRATH, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM #4, WILMINGTON, DELAWARE 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: February 18, 2020
Wilmington, Delaware

Respectfully submitted,

MORRIS, NICHOLS ARSHT & TUNNELL LLP

/s/ Eric W. Moats

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EXHIBIT A

Proposed Final Decree

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

In re: Southcross Energy Partners, L.P., <i>et al.</i> , Reorganized Debtors ¹	Chapter 11 Case No. 19-10702 (MFW) Jointly Administered Re: D.I. ____
In re: Southcross Energy Partners GP, LLC, Reorganized Debtor	Chapter 11 Case No. 19-10703 (MFW)
In re: Southcross Energy Finance Corp., Reorganized Debtor	Chapter 11 Case No. 19-10704 (MFW)
In re: Southcross Energy Operating, LLC, Reorganized Debtor	Chapter 11 Case No. 19-10705 (MFW)

¹ The reorganized Debtors 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.

In re:

Southcross Energy GP LLC,
Reorganized Debtor

Chapter 11

Case No. 19-10706 (MFW)

In re:

Southcross Energy LP LLC,
Reorganized Debtor

Chapter 11

Case No. 19-10707 (MFW)

In re:

Southcross Gathering Ltd.,
Reorganized Debtor

Chapter 11

Case No. 19-10708 (MFW)

In re:

Southcross CCNG Gathering Ltd.,
Reorganized Debtor

Chapter 11

Case No. 19-10709 (MFW)

In re:

Southcross CCNG Transmission Ltd.,
Reorganized Debtor

Chapter 11

Case No. 19-10710 (MFW)

In re:

Southcross Marketing Company Ltd.,
Reorganized Debtor

Chapter 11

Case No. 19-10711 (MFW)

In re:

Southcross NGL Pipeline Ltd.,
Reorganized Debtor

Chapter 11

Case No. 19-10712 (MFW)

In re:

Southcross Midstream Services, L.P.,
Reorganized Debtor

Chapter 11

Case No. 19-10713 (MFW)

In re:

Southcross Mississippi Industrial Gas Sales, L.P.,
Reorganized Debtor

Chapter 11

Case No. 19-10714 (MFW)

In re:

Southcross Mississippi Pipeline, L.P.,
Reorganized Debtor

Chapter 11

Case No. 19-10715 (MFW)

In re:

Southcross Gulf Coast Transmission Ltd.,
Reorganized Debtor

Chapter 11

Case No. 19-10716 (MFW)

In re:

Southcross Mississippi Gathering, L.P.,
Reorganized Debtor

Chapter 11

Case No. 19-10717 (MFW)

In re:

Southcross Delta Pipeline LLC,
Reorganized Debtor

Chapter 11

Case No. 19-10718 (MFW)

In re:

Southcross Alabama Pipeline LLC,
Reorganized Debtor

Chapter 11

Case No. 19-10719 (MFW)

In re:

Southcross Nueces Pipelines LLC,
Reorganized Debtor

Chapter 11

Case No. 19-10720 (MFW)

In re:

Southcross Processing LLC,
Reorganized Debtor

Chapter 11

Case No. 19-10721 (MFW)

In re:

FL Rich Gas Services GP, LLC,
Reorganized Debtor

Chapter 11

Case No. 19-10722 (MFW)

In re:

FL Rich Gas Services, LP,
Reorganized Debtor

Chapter 11

Case No. 19-10723 (MFW)

In re:

FL Rich Gas Utility GP, LLC,
Reorganized Debtor

Chapter 11

Case No. 19-10724 (MFW)

In re:

FL Rich Gas Utility, LP,
Reorganized Debtor

Chapter 11

Case No. 19-10725 (MFW)

In re:

Southcross Transmission, LP,
Reorganized Debtor

Chapter 11

Case No. 19-10726 (MFW)

In re:

T2 EF Cogeneration Holdings LLC,
Reorganized Debtor

Chapter 11

Case No. 19-10727 (MFW)

In re:

T2 EF Cogeneration LLC,
Reorganized Debtor

Chapter 11

Case No. 19-10728 (MFW)

**FINAL DECREE (I) CLOSING CERTAIN CHAPTER 11 CASES AND
(II) TERMINATING CERTAIN CLAIMS AND NOTICING SERVICES**

Upon the motion (the “**Motion**”)² of the Reorganized Debtors for entry of a final decree (this “**Final Decree**”), pursuant to section 350(a) of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1, closing the Chapter 11 Cases of the Closing Debtors and terminating the Claims and Noticing Services, as more fully set forth in the Motion; and the Court having jurisdiction to consider the matters raised in the Motion pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having authority to hear the matters raised in the Motion pursuant to 28 U.S.C. § 157; and venue being proper before this Court pursuant to 28 U.S.C. § § 1408 and 1409; and consideration of the Motion and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Motion and opportunity for a hearing on the Motion having been given to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion; and the Court having the opportunity to hold a hearing on the Motion; and the Court having determined

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having found that the relief granted herein being in the best interests of the Reorganized Debtors, their creditors, and all other parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Motion is hereby granted as set forth herein.
2. The Chapter 11 Cases of the following Closing Debtors are hereby closed and a

final decree is granted effective as of the date hereof:

Case No.	Closing Debtor
19-10703	Southcross Energy Partners GP, LLC
19-10704	Southcross Energy Finance Corp.
19-10705	Southcross Energy Operating, LLC
19-10706	Southcross Energy GP LLC
19-10707	Southcross Energy LP LLC
19-10708	Southcross Gathering Ltd.
19-10709	Southcross CCNG Gathering Ltd.
19-10710	Southcross CCNG Transmission Ltd.
19-10711	Southcross Marketing Company Ltd.
19-10712	Southcross NGL Pipeline Ltd.
19-10713	Southcross Midstream Services, L.P.
19-10714	Southcross Mississippi Industrial Gas Sales, L.P.
19-10715	Southcross Mississippi Pipeline, L.P.
19-10717	Southcross Mississippi Gathering, L.P.
19-10718	Southcross Delta Pipeline LLC
19-10719	Southcross Alabama Pipeline LLC
19-10720	Southcross Nueces Pipelines LLC
19-10721	Southcross Processing LLC
19-10722	FL Rich Gas Services GP, LLC
19-10723	FL Rich Gas Services, LP
19-10724	FL Rich Gas Utility GP, LLC
19-10725	FL Rich Gas Utility, LP
19-10726	Southcross Transmission, LP
19-10727	T2 EF Cogeneration Holdings LLC

19-10728	T2 EF Cogeneration LLC
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3. The Chapter 11 Cases of Southcross Energy Partners, L.P. (the “**Lead Case**”) and Southcross Gulf Coast Transmission Ltd. (the “**Gulf Coast Case**”) shall remain open and shall be administered under the following amended caption:

In re:	)	Chapter 11
SOUTHCROSS ENERGY PARTNERS, L.P.,	)	Case No. 19-10702 (MFW)
Reorganized Debtors. ¹	)	Jointly Administered
_____)	

¹ The reorganized debtors 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) and Southcross Gulf Coast Transmission Ltd. (0546). The reorganized debtors’ mailing address is 1717 Main Street, Suite 5300, Dallas, TX 75201.

4. Entry of this Final Decree is without prejudice to (a) the rights of the Reorganized Debtors or any party in interest to seek to reopen the Chapter 11 Cases closed hereby for cause pursuant to section 350(b) of the Bankruptcy Code and (b) the rights of the Reorganized Debtors to dispute, in any appropriate forum, all claims that were filed against the Reorganized Debtors or addressed by the Plan in the Chapter 11 Cases as contemplated by the Plan and the Confirmation Order.

5. The Clerk of this Court shall enter this Order individually on each of the dockets of the Chapter 11 Cases of the Closing Debtors and each of the dockets of the Chapter 11 Cases of the Closing Debtors shall be marked as “Closed.”

6. To the extent that any Proofs of Claim assert claims against, or interest in, the Chapter 11 Cases of the Closing Debtors, they shall remain unaffected by entry of this Order; *provided*, that all such Proofs of Claim shall be administered in the Lead Case without prejudice to the rights of any claimant related thereto.

7. The Closing Debtors shall, within 30 days after entry of this Final Decree, (a) pay all fees due and payable pursuant to 28 U.S.C. § 1930(a)(6) and (b) serve copies of all post-confirmation reports on the United States Trustee for the District of Delaware (the “**U.S. Trustee**”). Entry of this Final Decree is without prejudice to the rights of the U.S. Trustee to reopen those Chapter 11 Cases closed hereby to seek appropriate relief in the event of an unresolved dispute over the payment of fees pursuant to 28 U.S.C. § 1930(a)(6) or the post-confirmation reports.

8. The deadline to fulfill the requirement to file a final report under Local Rule 3022-1(c) for the Closing Debtors is hereby extended pending the closure of the Lead Case. The final report required under Local Rule 3022-1(c) for the Closing Debtors shall be included as part of a consolidated final report for all of the Reorganized Debtors to be filed in connection with the closure of the Lead Case (at the time of, or following, closure of the Gulf Coast Case).

9. The Claims and Noticing Services are terminated in accordance with the Motion upon the completion of the services listed in Paragraph 10 below. Thereafter, except as otherwise expressly set forth herein or in the KCC Retention Orders, the Claims Agent shall have no further obligations to this Court, the Closing Debtors, or any other party in interest with respect to the Claims and Noticing Services in the Chapter 11 Cases of the Closing Debtors.

10. The deadline to comply with the requirements under Local Rule 2002-1(f)(ix) with respect to the Closing Debtors is extended as more fully set forth in the Motion, and such requirements shall be completed by the Claims Agent upon the closure of the Gulf Coast Case and the Lead Case (at the time of, or following, closure of the Gulf Coast Case).

11. Should the Claims Agent receive any mail regarding the Closing Debtors after entry of this Final Decree, the Claims Agent shall collect and forward such mail (no less

frequently than on a monthly basis) to the Reorganized Debtors at the following address (or such other address as may be subsequently provided by the Reorganized Debtors to KCC): 1717 Main Street, Suite 5300, Dallas, TX 75201.

12. The Reorganized Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of, and the relief granted in, this Final Decree without seeking further order of the Court.

13. Notwithstanding any Bankruptcy Rule, Local Rule, or otherwise, the terms and conditions of this Final Decree shall be immediately effective and enforceable upon its entry.

14. Notwithstanding the entry of this Final Decree, pursuant to the Plan, this Court shall retain jurisdiction to hear and determine all matters arising from, arising under, or related to the Chapter 11 Cases and the Plan, to the fullest extent permitted by law, including, without limitation, to enforce the Confirmation Order and this Final Decree.

Dated: _____, 2020
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

List of Closing Debtors

Case No.	Closing Debtor
19-10703	Southcross Energy Partners GP, LLC
19-10704	Southcross Energy Finance Corp.
19-10705	Southcross Energy Operating, LLC
19-10706	Southcross Energy GP LLC
19-10707	Southcross Energy LP LLC
19-10708	Southcross Gathering Ltd.
19-10709	Southcross CCNG Gathering Ltd.
19-10710	Southcross CCNG Transmission Ltd.
19-10711	Southcross Marketing Company Ltd.
19-10712	Southcross NGL Pipeline Ltd.
19-10713	Southcross Midstream Services, L.P.
19-10714	Southcross Mississippi Industrial Gas Sales, L.P.
19-10715	Southcross Mississippi Pipeline, L.P.
19-10717	Southcross Mississippi Gathering, L.P.
19-10718	Southcross Delta Pipeline LLC
19-10719	Southcross Alabama Pipeline LLC
19-10720	Southcross Nueces Pipelines LLC
19-10721	Southcross Processing LLC
19-10722	FL Rich Gas Services GP, LLC
19-10723	FL Rich Gas Services, LP
19-10724	FL Rich Gas Utility GP, LLC
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