

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

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| In re: |) Chapter 11 |
| |) |
| SOUTHCROSS ENERGY PARTNERS, L.P., |) Case No. 19-10702 (MFW) |
| <i>et al.</i> , |) |
| |) |
| Reorganized Debtors. ¹ |) Jointly Administered |
| |) |
| |) Obj. Deadline: March 23, 2020 at 4:00 p.m. (ET) |
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**TENTH MONTHLY AND FINAL APPLICATION OF DAVIS POLK & WARDWELL
LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD APRIL 1, 2019 THROUGH JANUARY 27, 2020**

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| Name of applicant: | <u>Davis Polk & Wardwell LLP</u> |
| Authorized to provide professional services to: | <u>The above-captioned debtors and debtors in possession</u> |
| Date of retention: | <u>May 3, 2019 <i>nunc pro tunc</i> to</u> <u>April 1, 2019</u> |
| Monthly period for which compensation and reimbursement are sought: | <u>January 1, 2020 through January 27, 2020</u> |

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.



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| Amount of monthly compensation sought as actual, reasonable, and necessary. | <u>\$867,695.50²</u> |
| Amount of monthly expense reimbursement sought as actual, reasonable, and necessary: | <u>\$2,482.35³</u> |
| Aggregate Monthly Total of Fees and Expenses | <u>\$870,177.85</u> |
| Final period for which compensation and reimbursement are sought: | <u>April 1, 2019 through January 27, 2020</u> |
| Amount of final compensation sought as actual, reasonable, and necessary: | <u>\$11,026,179.75⁴</u> |
| Amount of final expense reimbursement Sought as actual, reasonable, and necessary: | <u>\$54,458.91⁵</u> |
| Aggregate Final Total of Fees and Expenses | <u>\$11,080,638.66</u> |
| Total allowed fees paid to date | <u>\$9,618,340.20</u> |
| Total allowed expenses paid to date | <u>\$51,976.56</u> |
| Blended rate in this application for all attorneys in the Final Period | <u>\$1,009.77</u> |
| Blended rate in this application for all timekeepers in the Final Period | <u>\$978.51</u> |

² This amount reflects a reduction in fees in the amount of \$35,887.50 on account of the following: (a) \$13,976.00 for non-working travel time to comply with the UST Guidelines (as defined below); and (b) \$21,911.50 of voluntary write-offs.

³ This amount reflects a reduction in expenses in the amount of \$2,395.94 on account of the following: (a) \$1,952.48 for word processing and overtime meals charges to comply with the UST Guidelines (as defined below); and (b) \$443.46 of voluntary write-offs.

⁴ This amount reflects a reduction in fees in the amount of \$681,069.69 on account of the following: (a) \$44,195.25 for non-working travel time to comply with the UST Guidelines (as defined below); (b) \$628,740.44 of voluntary write-offs; (c) \$1,029.00 in connection with the *Fee Examiner's Consolidated Final Report Pertaining to Interim Fee Applications of Certain Retained Professionals* [D.I. 738] (the "**Fee Examiner Reduction**"); and (d) \$7,105.00 for a clerical error in the *First Monthly Application of Davis Polk & Wardwell LLP For Allowance of Compensation For Services Rendered and Reimbursement of Expenses Incurred As Counsel to the Debtors and Debtors In Possession For the Period April 1, 2019 Through April 30, 2019* [D.I. 245] (the "**April Application**") related to three timekeepers' billing rates, as disclosed in the *First Interim Application of Davis Polk & Wardwell LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors and Debtors in Possession for the Period April 1, 2019 Through June 30, 2019* [D.I. 430].

⁵ This amount reflects a reduction in expenses in the amount of \$18,392.00 on account of the following: (a) \$9,275.42 for word processing and overtime meals charges to comply with the UST Guidelines (as defined below); and (b) \$9,116.58 of voluntary write-offs.

Number of professionals included
in this application for the Final period 65

Number of professionals not included
in staffing plan for the Final Period 10

If applicable, difference between fees budgeted
and compensation sought for the Final Period N/A

Number of professionals billing fewer than 15 hours
to this application during the Final Period 20

Any rates higher than those approved or disclosed at
retention? If yes, calculate and disclose the total
compensation sought in this application using the rates
originally disclosed N/A

This is a(n): X monthly interim X final application

Prior Monthly Applications Filed:

| Date Filed | Docket Number | Period Covered | Total Fees/Expenses | Paid Fees/Expenses⁶ |
|-------------------|----------------------|-----------------------|----------------------------|---------------------------------------|
| 6/3/19 | 245 | 4/1/19-4/30/19 | \$1,791,971.75/\$11,652.23 | \$1,791,971.75/\$11,652.23 |
| 6/27/19 | 345 | 5/1/19-5/31/19 | \$1,679,305.25/\$9,936.16 | \$1,679,305.25/\$9,936.16 |
| 7/23/19 | 391 | 6/1/19-6/30/19 | \$670,767.25/\$4,263.25 | \$670,767.25/\$4,263.25 |
| 8/30/19 | 452 | 7/1/19-7/31/19 | \$773,975.00/\$3,743.84 | \$773,975.00/\$3,743.84 |
| 10/11/19 | 534 | 8/1/19-8/31/19 | \$1,421,987.25/\$9,233.46 | \$1,421,987.25/\$9,233.46 |
| 10/30/19 | 648 | 9/1/19-9/30/19 | \$1,119,757.50/\$1,947.30 | \$1,119,757.50/\$1,947.30 |
| 12/4/19 | 729 | 10/1/19-10/31/19 | \$1,035,794.75/\$6,772.50 | \$828,635.80/\$6,772.50 |
| 12/23/19 | 786 | 11/1/19-11/30/19 | \$779,404.00/\$2,290.89 | \$623,523.20/\$2,290.89 |
| 1/23/2019 | 854 | 12/1/2019-12/31/2019 | \$885,521.50/\$2,136.93 | \$708,417.20/\$2,136.93 |

⁶ Some of these amounts reflect 80% of the fees for professional services rendered and 100% of the actual necessary costs and expenses incurred.

**MONTHLY COMPENSATION BY PROFESSIONAL
JANUARY 1, 2020 THROUGH JANUARY 27, 2020**

| Name of Professional Individual | Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice | Hourly Billing Rate | Total Hours Billed | Total Compensation |
|---|---|------------------------------------|-----------------------------------|-------------------------------|
| Partners | | | | |
| Blanco, Maurice | Partner; joined partnership 2008; admitted New York 2002 | \$1,645 | 3.1 | \$5,099.50 |
| Crandall, Jeffrey P. | Partner; joined partnership 2011; admitted New York 1983 | \$1,645 | 7.7 | \$12,666.50 |
| Klein, Darren S. | Partner; joined partnership 2016; admitted New York 2008 | \$1,585 | 51.8 | \$82,103.00 |
| Partner Total: | | | 62.6 | \$99,869.00 |
| Counsel | | | | |
| Finelli, Jon | Counsel; joined Davis Polk 2018; admitted New York 2008 | \$1,225 | 72.6 | \$88,935.00 |
| Kennedy, Susan D. | Counsel; joined Davis Polk 1985; admitted New York 1984 | \$1,225 | 2.1 | \$2,572.50 |
| Marks, Mary K. | Counsel; joined Davis Polk 2015; admitted New York 1994 | \$1,225 | 2.2 | \$2,695.00 |
| Szanzer, Steven Z. | Counsel; joined Davis Polk 2016; admitted New York 2001 | \$1,225 | 122.9 | \$150,552.50 |
| Counsel Total: | | | 199.8 | \$244,755.00 |
| Associates, Law Clerks, and Legal Assistants | | | | |
| Ariel, Donny | Associate; joined Davis Polk 2019; admitted New York 2016 | \$1,040 | 140.3 | \$145,912.00 |
| Avnon, Aviv | Associate; joined Davis Polk 2017; admitted New York 2018 | \$930 | 59.5 | \$55,335.00 |
| Brownstone, Adam R. | Associate; joined Davis Polk 2019; admitted New York 2017 | \$1,010 | 5.7 | \$5,757.00 |
| Burke, Arthur M.T. | Associate; joined Davis Polk 2015; admitted New York 2016 | \$1,040 | 16.5 | \$17,160.00 |
| Erickson, Jarret | Associate; joined Davis Polk 2018; admitted New York 2018 | \$930 | 20.2 | \$18,786.00 |
| Esposito, Melissa | Associate; joined Davis Polk 2018; admitted New York 2019 | \$735 | 6.3 | \$4,630.50 |
| Feldstein, Rachel M. | Associate; joined Davis Polk 2018; admitted New York 2019 | \$735 | 13.1 | \$9,628.50 |
| Green, Thomas S. | Associate; joined Davis Polk 2019; admitted New York 2016 | \$1,040 | 69.2 | \$71,968.00 |
| Hoberman, Rachel | Associate; joined Davis Polk 2018; admitted New York 2019 | \$735 | 2.7 | \$1,984.50 |
| Larsen, Amy L. | Associate; joined Davis Polk 2017; admitted New York 2018 | \$930 | 3.1 | \$2,883.00 |
| Lim, Soo | Associate; joined Davis Polk 2017; admitted New York 2018 | \$930 | 60.2 | \$55,986.00 |

| Name of Professional Individual | Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice | Hourly Billing Rate | Total Hours Billed | Total Compensation |
|--|---|----------------------------|---------------------------|---------------------------|
| Lin, Charlie | Associate; joined Davis Polk 2019; admitted New York 2019 | \$645 | 8.1 | \$5,224.50 |
| Montgomery, S. Dream | Associate; joined Davis Polk 2017; admitted New York 2018 | \$930 | 2.3 | \$2,139.00 |
| Moyal, Shay | Associate; joined Davis Polk 2018; admitted New York 2018 | \$735 | 12.6 | \$9,261.00 |
| Owens, Khadijah A. | Associate; joined Davis Polk 2018; admitted New York 2019 | \$735 | 13.6 | \$9,996.00 |
| Patti, Tessa | Associate; joined Davis Polk 2018; admitted New York 2019 | \$735 | 6.1 | \$4,483.50 |
| Slansky, Aliza | Associate; joined Davis Polk 2014; admitted New York 2015 | \$1,075 | 2.6 | \$2,795.00 |
| Walton, Gianna C. | Associate; joined Davis Polk 2017; admitted New York 2018 | \$930 | 4.5 | \$4,185.00 |
| Beizer, David | Law Clerk; joined Davis Polk 2019 | \$645 | 54.4 | \$35,088.00 |
| Kratzer, David | Law Clerk; joined Davis Polk 2019 | \$645 | 82.3 | \$53,083.50 |
| Carneiro da Cunha, Marriano | Foreign Temporary Associate; joined Davis Polk 2019; admitted Brazil 2013 | \$525 | 5.6 | \$2,940.00 |
| Bruney, Theresa | Legal Assistant; joined Davis Polk 2001 | \$425 | 10.6 | \$4,505.00 |
| Giddens, Magali | Legal Assistant; joined Davis Polk 2019 | \$425 | 19.3 | \$8,202.50 |
| Hug, Kayla | Legal Assistant; joined Davis Polk 2019 | \$305 | 9.8 | \$2,989.00 |
| Volano, Theresa | Legal Assistant; joined Davis Polk 1999 | \$425 | 5.0 | \$2,125.00 |
| Associates, Law Clerks, and Legal Assistants Total: | | | 633.6 | \$537,047.50 |
| TOTAL | | | 896.0 | \$881,671.50 |

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|---|---------------|
| Grand Total | \$881,671.50 |
| Attorney Compensation | \$863,850.00 |
| (less 50% discount for non-working travel time) | (\$13,976.00) |
| Total Attorney Compensation After Discount | \$849,874.00 |
| Net Total | \$867,695.50 |
| Total Attorney Hours | 851.3 |
| Blended Attorney Rate | \$998.32 |

MONTHLY COMPENSATION BY PROJECT CATEGORY
JANUARY 1, 2020 THROUGH JANUARY 27, 2020

| Project Category | Total Hours | Total Fees |
|---|--------------------|---------------------|
| Asset Dispositions | 82.2 | \$76,556.00 |
| Corporate Governance, Board Matters & Communications | 34.2 | \$35,046.50 |
| Creditor/Equity Issues | 3.7 | \$3,488.50 |
| Employee/ Labor Issues | 22.5 | \$25,827.50 |
| Financing, Cash Collateral, and Adequate Protection | 228.3 | \$211,970.00 |
| General Case Administration | 5.8 | \$5,966.00 |
| Leases and Contracts | 27.3 | \$27,752.50 |
| Non-DPW Retention and Fee Issues | 8.7 | \$10,475.50 |
| Plan/Disclosure Statement | 360.7 | \$377,726.00 |
| Preparation of Fee Statements/Applications and Budget | 60.5 | \$40,393.50 |
| Hearing Preparation | 38.1 | \$36,067.50 |
| Business Operations | 2.0 | \$2,450.00 |
| Non-Working Travel Time (50% fee reduction) | 11.0 | \$13,976.00 |
| TOTAL | 885.0 | \$867,695.50 |

MONTHLY EXPENSE SUMMARY
JANUARY 1, 2020 THROUGH JANUARY 27, 2020

| Expense Category | Service Provider (if applicable) | Total Expenses |
|---|---|-----------------------|
| Word Processing & Secretarial | N/A | N/A |
| Computer Research | LexisNexis and Westlaw | \$129.49 |
| In-House Reproduction at \$0.10 per page (Duplication/Printing) | N/A | \$569.70 |
| Postage, Courier, & Freight | Metropolitan Delivery | \$70.85 |
| Travel Expenses | <i>See Exhibit B</i> | \$1,196.74 |
| Business Meals | <i>See Exhibit B</i> | \$450.14 |
| Outside Documents & Research | Courtlink | \$35.43 |
| Court and Related Fees | Court related | \$30.00 |
| TOTAL | | \$2,482.35 |

**FINAL COMPENSATION BY PROFESSIONAL
APRIL 1, 2019 THROUGH JANUARY 27, 2020**

| Name of Professional Individual | Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice | Hourly Billing Rate⁷ | Total Hours Billed | Total Compensation |
|---|---|--|-----------------------------------|-------------------------------|
| Partners | | | | |
| Birnbaum, Harold | Partner; joined partnership 2016; admitted New York 2009 | \$1,585 | 138.9 | \$220,156.50 |
| Blanco, Maurice | Partner; joined partnership 2008; admitted New York 2002 | \$1,645 | 56.4 | \$92,778.00 |
| Crandall, Jeffrey P. | Partner; joined partnership 2011; admitted New York 1983 | \$1,645 | 55.2 | \$90,804.00 |
| Curran, William A. | Partner; joined partnership 2017; admitted New York 2010 | \$1,445 | 43.5 | \$62,857.50 |
| Huebner, Marshall S. | Partner; joined partnership 2002; admitted New York 1994 | \$1,645 | 95.3 | \$156,768.50 |
| Kim, Jinsoo H. | Partner; joined partnership 2007; admitted New York 1996 | \$1,645 | 13.4 | \$22,043.00 |
| Klein, Darren S. | Partner; joined partnership 2016; admitted New York 2008 | \$1,585 | 636.8 | \$1,009,328.00 |
| Moskowitz, Elliot | Partner; joined partnership 2010; admitted New York 2002 | \$1,645 | 277.1 | \$455,829.50 |
| Schweiger, Darren M. | Partner; joined partnership 2019; admitted New York 2012 | \$1,345 | 9.3 | \$12,508.50 |
| Solomon, Jesse | Partner; joined partnership 2016; admitted California 2008 | \$1,585 | 9.3 | \$14,740.50 |
| Partner Total: | | | 1,335.2 | \$2,137,814.00 |
| Counsel | | | | |
| Finelli, Jon | Counsel; joined Davis Polk 2018; admitted New York 2008 | \$1,225 | 249.7 | \$305,882.50 |
| Kennedy, Susan D. | Counsel; joined Davis Polk 1985; admitted New York 1984 | \$1,225 | 58.5 | \$71,662.50 |
| Marks, Mary K. | Counsel; joined Davis Polk 2015; admitted New York 1994 | \$1,225 | 2.2 | \$2,695.00 |
| Mehes, Adam | Counsel; joined Davis Polk 2019; admitted New York 2011 | \$1,075 | 237.8 | \$255,635.00 |
| Szanzer, Steven Z. | Counsel; joined Davis Polk 2016; admitted New York 2001 | \$1,225 | 1,710.0 | \$2,094,750.00 |
| Counsel Total: | | | 2,258.2 | \$2,730,625.00 |
| Associates, Law Clerks, and Legal Assistants | | | | |
| Ariel, Donny | Associate; joined Davis Polk 2019; admitted New York 2016 | \$1,014 | 1,070.4 | \$1,085,313.00 |

⁷ The Hourly Billing Rate reflects the weighted average of a timekeepers' billing rates across the entire Final Compensation Period, which accounts for attorneys who were promoted or graduated to a new class year in the Final Compensation Period.

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|--------------------------------|--|---------|-------|--------------|
| Avnon, Aviv | Associate; joined Davis Polk 2017; admitted New York 2018 | \$841 | 109.4 | \$92,011.50 |
| Brockway, Henry | Associate; joined Davis Polk 2019; admitted D.C. 2019 | \$645 | 22.0 | \$14,190.00 |
| Brownstone, Adam R. | Associate; joined Davis Polk 2019; admitted New York 2017 | \$937 | 68.7 | \$64,347.00 |
| Bullitt, Stockton | Associate; joined Davis Polk 2018; admitted New York 2019 | \$645 | 237.0 | \$152,865.00 |
| Burke, Arthur M.T. | Associate; joined Davis Polk 2015; admitted New York 2016 | \$1,011 | 484.4 | \$489,739.00 |
| Cheng, Katherine | Associate; joined Davis Polk 2015; admitted New York 2015 | \$1,040 | 489.2 | \$508,768.00 |
| Cooper, Abigail Q. | Associate; joined Davis Polk 2017; admitted New York 2019 | \$735 | 108.1 | \$79,453.50 |
| Corbett, Richard | Associate; joined Davis Polk 2015; admitted New York 2016 | \$1,010 | 13.7 | \$13,837.00 |
| Donald, Cody | Associate; joined Davis Polk 2018; admitted D.C. 2019 | \$645 | 6.1 | \$3,934.50 |
| Erickson, Jarret | Associate; joined Davis Polk 2018; admitted New York 2018 | \$747 | 332.8 | \$248,547.00 |
| Esposito, Melissa | Associate; joined Davis Polk 2018; admitted New York 2019 | \$735 | 6.3 | \$4,630.50 |
| Feldstein, Rachel M. | Associate; joined Davis Polk 2018; admitted New York 2019 | \$650 | 216.0 | \$140,499.00 |
| Green, Thomas S. | Associate; joined Davis Polk 2019; admitted New York 2016 | \$1,014 | 589.7 | \$597,673.00 |
| Hines, Christian | Associate; joined Davis Polk 2018; admitted New York 2019 | \$645 | 429.4 | \$276,963.00 |
| Hoberman, Rachel | Associate; joined Davis Polk 2018; admitted New York 2019 | \$735 | 2.7 | \$1,984.50 |
| Holt, Christopher W. | Associate; joined Davis Polk 2018; admitted New York 2014 | \$1,075 | 102.7 | \$110,402.50 |
| Johnson, Elizabeth | Associate; joined Davis Polk 2017; admitted New York 2018 | \$735 | 9.4 | \$6,909.00 |
| Kasprisin, Justin Alexander | Associate; joined Davis Polk 2017; admitted New York 2012 | \$735 | 98.8 | \$72,618.00 |
| Kim, Samuel S. | Associate; joined Davis Polk 2017; admitted New York 2018 | \$735 | 10.7 | \$7,864.50 |
| Larsen, Amy L. | Associate; joined Davis Polk 2017; admitted New York 2018 | \$930 | 3.1 | \$2,883.00 |
| Lim, Soo | Associate; joined Davis Polk 2017; admitted New York 2018 | \$756 | 556.8 | \$420,987.00 |
| Lin, Charlie | Associate; joined Davis Polk 2019; admitted New York 2019 | \$574 | 19.7 | \$11,314.50 |
| Malinowsky, Thomas D. | Associate; joined Davis Polk 2015; admitted New York 2016 | \$1,010 | 186.1 | \$187,961.00 |
| Marzorati, Luca | Associate; joined Davis Polk 2018; admitted New York 2019 | \$645 | 393.6 | \$253,872.00 |
| Massman, Stephanie | Associate; joined Davis Polk 2016; admitted New York 2017 | \$1,010 | 10.9 | \$11,009.00 |
| Meyer, Daniel E. | Associate; joined Davis Polk 2018; admitted New York 2018 | \$735 | 174.2 | \$128,037.00 |
| Montgomery, S. Dream | Associate; joined Davis Polk 2017; admitted New York 2018 | \$930 | 2.3 | \$2,139.00 |

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|--|---|---------|-----------------|------------------------|
| Moyal, Shay | Associate; joined Davis Polk 2018; admitted New York 2018 | \$651 | 197.6 | \$128,586.00 |
| Obasaju, Victor | Associate; joined Davis Polk 2017; admitted New York 2018 | \$735 | 54.7 | \$40,204.50 |
| Owens, Khadijah A. | Associate; joined Davis Polk 2018; admitted New York 2019 | \$649 | 288.6 | \$187,371.00 |
| Patel, Rahul K. | Associate; joined Davis Polk 2019; admitted New York 2017 | \$930 | 18.3 | \$17,019.00 |
| Patti, Tessa | Associate; joined Davis Polk 2018; admitted New York 2019 | \$671 | 21.5 | \$14,416.50 |
| Pearlman, Andrew J. | Associate; joined Davis Polk 2014; admitted New York 2015 | \$1,040 | 12.2 | \$12,688.00 |
| Scarano, Matthew S. | Associate; joined Davis Polk 2017; admitted New York 2018 | \$735 | 60.6 | \$44,541.00 |
| Schak, Benjamin M. | Associate; joined Davis Polk 2015; admitted New York 2014 | \$1,075 | 192.8 | \$207,260.00 |
| Slansky, Aliza | Associate; joined Davis Polk 2014; admitted New York 2015 | \$1,041 | 76.9 | \$80,067.00 |
| Smith, Hilary | Associate; joined Davis Polk 2017; admitted New York 2018 | \$735 | 5.8 | \$4,263.00 |
| Taylor, Brittany | Associate; joined Davis Polk 2018; admitted New York 2019 | \$645 | 17.0 | \$10,965.00 |
| Walton, Gianna C. | Associate; joined Davis Polk 2017; admitted New York 2018 | \$930 | 4.5 | \$4,185.00 |
| Yaffe, Leah | Associate; joined Davis Polk 2018; admitted New York 2019 | \$645 | 12.2 | \$7,869.00 |
| Beizer, David | Law Clerk; joined Davis Polk 2019 | \$610 | 77.1 | \$47,005.50 |
| Kratzer, David | Law Clerk; joined Davis Polk 2019 | \$560 | 286.1 | \$160,078.50 |
| Carneiro da Cunha, Marriano | Foreign Temporary Associate; joined Davis Polk 2019; admitted Brazil 2013 | \$525 | 5.6 | \$2,940.00 |
| Bruney, Theresa | Legal Assistant; joined Davis Polk 2001 | \$425 | 10.6 | \$4,505.00 |
| Giddens, Magali | Legal Assistant; joined Davis Polk 2019 | \$425 | 468.2 | \$198,985.00 |
| Hug, Kayla | Legal Assistant; joined Davis Polk 2019 | \$305 | 63.8 | \$19,459.00 |
| Law, Elliot C. | Legal Assistant; joined Davis Polk 2009 | \$425 | 16.8 | \$7,140.00 |
| Ramjas, Rana S. | Legal Assistant; joined Davis Polk 1996 | \$425 | 7.7 | \$3,272.50 |
| Volano, Theresa | Legal Assistant; joined Davis Polk 1999 | \$425 | 22.1 | \$9,392.50 |
| Associates, Law Clerks, and Legal Assistants Total: | | | 7,674.9 | \$6,202,965.00 |
| TOTAL | | | 11,268.3 | \$11,071,404.00 |

| | |
|--|-----------------|
| Grand Total | \$11,071,404.00 |
| Attorney Compensation | \$10,828,650.00 |
| (less 50% discount for non-working travel time) | (\$44,195.25) |
| (less Fee Examiner Reduction) | (\$1,029.00) |
| Total Attorney Compensation after Discount and Reduction | \$10,783,425.75 |
| Net Total | \$11,026,179.75 |
| Total Attorney Hours | 10,679.1 |
| Blended Attorney Rate | \$1,009.77 |
| Total Hours for all Timekeepers | 11,268.30 |
| Blended Rate for all Timekeepers | \$978.51 |

FINAL COMPENSATION BY PROJECT CATEGORY
APRIL 1, 2019 THROUGH JANUARY 27, 2020

| Project Category | Total Hours | Total Fees |
|---|--------------------|------------------------|
| Asset Dispositions | 3,319.4 | \$3,192,033.00 |
| Corporate Governance, Board Matters & Communications | 313.4 | \$360,528.00 |
| Creditor/Equity Issues | 242.3 | \$278,699.50 |
| DPW Retention | 37.0 | \$36,607.00 |
| Employee/ Labor Issues | 282.2 | \$308,061.00 |
| Financing, Cash Collateral, and Adequate Protection | 1,085.2 | \$1,127,144.00 |
| General Case Administration | 332.3 | \$337,539.50 |
| Leases and Contracts | 331.2 | \$359,971.50 |
| Litigation | 2,394.8 | \$2,337,267.50 |
| Non-DPW Retention and Fee Issues | 118.8 | \$125,728.50 |
| Plan/Disclosure Statement | 1,361.3 | \$1,416,283.00 |
| Preparation of Fee Statements/Applications and Budget | 876.4 | \$535,264.00 |
| Regulatory and Environmental | 38.5 | \$42,921.50 |
| Reporting | 182.8 | \$201,965.50 |
| Hearing Preparation | 199.8 | \$230,132.50 |
| Business Operations | 64.6 | \$81,984.50 |
| Acquired Entities | 20.2 | \$17,988.00 |
| Non-Working Travel Time (50% fee reduction) | 38.7 | \$44,195.25 |
| SUBTOTAL | 11,238.9 | \$11,034,313.75 |
| Reductions ⁸ | | (\$8,134.00) |
| NET TOTAL | 11,238.9 | \$11,026,179.75 |

⁸ This amount reflects a reduction in fees in the amount of \$1,029.00 on account of the Fee Examiner Reduction and \$7,105.00 on account of a clerical error in the April Application related to three timekeepers' billing rates.

FINAL EXPENSE SUMMARY
APRIL 1, 2019 THROUGH JANUARY 27, 2020

| Expense Category | Service Provider (if applicable) | Total Expenses |
|---|---|-----------------------|
| Word Processing & Secretarial | N/A | N/A |
| Computer Research | LexisNexis and Westlaw | \$27,348.95 |
| In-House Reproduction at \$0.10 per page (Duplication/Printing) | N/A | \$2,984.56 |
| Professional Services (mortgage search) | First American Title Insurance Co. | \$584.09 |
| Postage, Courier, & Freight | Metropolitan Delivery | \$541.75 |
| Travel Expenses | <i>See Exhibit B</i> | \$15,352.71 |
| Business Meals | <i>See Exhibit B</i> | \$5,231.95 |
| Outside Documents & Research | Courtlink | \$1,256.50 |
| Court and Related Fees | Court related | \$1,158.40 |
| TOTAL | | \$54,458.91 |

**FINAL BUDGET BY PROJECT CATEGORY
FOR APRIL 1, 2019 TO JANUARY 27, 2020**

| <u>Project Category</u> | <u>Estimated Hours</u> | <u>Estimated Fees</u> |
|--|-------------------------------|-----------------------------------|
| Asset Dispositions | 2,821 – 4,481 | \$2,713,000 – \$4,309,000 |
| Business Operations | 266 – 423 | \$306,000 – \$487,000 |
| Corporate Governance, Board Matters and Communications | 206 – 327 | \$237,000 – \$376,000 |
| Creditor/Equityholder Issues | 31 – 50 | \$31,000 – \$49,000 |
| DPW Retention | 240 – 381 | \$262,000 – \$416,000 |
| Employee/Labor Issues | 922 – 1,465 | \$958,000 – \$1,522,000 |
| Financing, Cash Collateral, Adequate Protection | 282 – 448 | \$287,000 – \$456,000 |
| General Case Administration | 281 – 447 | \$306,000 – \$486,000 |
| Hearing Preparation | 2,036 – 3,233 | \$1,987,000 – \$3,155,000 |
| Leases and Contracts | 101 – 161 | \$107,000 – \$170,000 |
| Litigation | 33 – 53 | \$38,000 – \$60,000 |
| Non-DPW Retention and Fee Issues | 1,157 – 1,837 | \$1,204,000 – \$1,912,000 |
| Non-Working Travel Time | 745 – 1,183 | \$455,000 – \$723,000 |
| Plan/Disclosure Statement | 33 – 53 | \$36,000 – \$58,000 |
| Preparation of Fee Statements/Applications and Budget | 156 – 247 | \$172,000 – \$273,000 |
| Regulatory and Environmental | 170 – 270 | \$196,000 – \$311,000 |
| Reporting | 55 – 88 | \$70,000 – \$111,000 |
| Acquired Entities | 17 – 27 | \$15,000 – \$24,000 |
| Total | 9,535 – 15,147 | \$9,364,000 – \$14,872,000 |

**FINAL STAFFING PLAN BY TIMEKEEPER CATEGORY
FOR APRIL 1, 2019 TO JANUARY 27, 2020**

| Category of Timekeeper | Number of Timekeepers Expected To Perform Significant Work Across All Matters During the Budget Period | Average Hourly Rate ⁹ |
|------------------------|---|----------------------------------|
| Partner | 9 | \$1,600 |
| Counsel | 4 | \$1,200 |
| Associate | 36 | \$900 |
| Law Clerk | 1 | \$570 |
| Paraprofessional | 5 | \$410 |
| Total: | 55 | \$1,000 |

⁹ The Average Hourly Rate is a weighted blended rate based on the individual hourly rate of, and projected number of hours to be worked by, each timekeeper during the budget period.

**CUSTOMARY AND COMPARABLE COMPENSATION
DISCLOSURES WITH FEE APPLICATIONS
FOR APRIL 1, 2019 TO JANUARY 27, 2020**

| CATEGORY OF TIMEKEEPER | BLENDED HOURLY RATE | |
|---------------------------------------|---|---|
| | BILLED Professionals at the New York Office of Davis Polk & Wardwell LLP for a 12- Month Period Ending on January 31, 2020, Excluding Bankruptcy Matters ¹⁰ | BILLED Southcross Application |
| Partner | \$1,405.80 | \$1,602.44 |
| Counsel | \$1,144.07 | \$1,210.96 |
| Other Attorney | \$776.53 | \$878.20 |
| Legal Assistant | \$384.95 | \$415.38 |
| All Timekeepers Aggregated | \$877.01 | \$982.53 |

¹⁰ This blended hourly rate is adjusted to exclude hours and compensation billed to certain clients with special billing arrangements.

**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)
et al.,)
) Reorganized Debtors.¹) Jointly Administered
) **Obj. Deadline: March 23, 2020 at 4:00 p.m. (ET)**
)
)
)

**TENTH MONTHLY AND FINAL APPLICATION OF DAVIS POLK & WARDWELL
LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD APRIL 1, 2019 THROUGH JANUARY 27, 2020**

Davis Polk & Wardwell LLP (“**Davis Polk**”), as counsel to Southcross Energy Partners, L.P. (“**Southcross**”), Southcross Energy Partners GP, LLC, and Southcross’ wholly owned direct and indirect subsidiaries, each of which is a debtor and debtor in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), hereby files this *Tenth Monthly and Final Application of Davis Polk & Wardwell LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors and Debtors in Possession for the Period April 1, 2019 Through January 27, 2020* (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.

“**Application**”) pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated May 6, 2019 [D.I. 191] (the “**Interim Compensation Order**”), and the *Order Confirming First Amended Chapter 11 Plan for Southcross Energy Partners, L.P. and its Affiliated Debtors* [D.I. 873] (the “**Confirmation Order**”). By this Application, Davis Polk seeks (a) allowance of \$867,695.50 as compensation for services rendered for necessary professional services and \$2,482.35 for reimbursement of actual necessary costs and expenses incurred during the period January 1, 2020 through and including January 27, 2020 (the “**Monthly Compensation Period**”), for a total of \$870,177.85, (b) final allowance pursuant to the Interim Compensation Order and the Confirmation Order of \$11,026,179.75 as compensation for services rendered for necessary professional services and \$54,458.91 for reimbursement of actual and necessary costs and expenses incurred during the period April 1, 2019 through January 27, 2020 (the “**Final Compensation Period**”), for a total of \$11,080,638.66, (c) payment of the foregoing sums, and (d) such other and further relief as the Court deems just and proper. In support of this Application, Davis Polk respectfully represents as follows:

Jurisdiction and Venue

1. 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.

2. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and,

pursuant to Local Rule 9013-1(f) of the Local Rules, the 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.

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

Background

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

5. 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.

6. Additional information about the Debtors’ businesses and affairs, 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.

7. 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.

8. On April 16, 2019, the Debtors filed an application [D.I. 110] to employ and retain Davis Polk as counsel *nunc pro tunc* to the Petition Date (the “**Retention Application**”). On May 3, 2019, the Court entered an order [D.I. 184] approving the Retention Application.

9. On August 2, 2019, the Court entered the *Order Appointing Fee Examiner and*

Establishing Related Procedures For the Review of Professional Claims [D.I. 405] (the “**Fee Examiner Order**”) appointing David M. Klauder, Esq. as the fee examiner in the Chapter 11 Cases (the “**Fee Examiner**”).

Compensation Paid and Its Source

10. All services for which compensation is requested by Davis Polk were performed for or on behalf of the Debtors.

11. During the Final Compensation Period, Davis Polk has not received any payment or promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Davis Polk and any other person, other than other employees of Davis Polk, for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

Summary of Services Rendered

12. Attached hereto as Exhibit A are the time records of Davis Polk for the Monthly Compensation Period organized by project category with a daily time log describing the time spent by each attorney and other professionals during this period.

13. Throughout the Final Compensation Period, Davis Polk rendered substantial professional services, in some cases under extraordinary time constraints, to assist the Debtors in dealing with various issues typically faced by a debtor during a chapter 11 case. Recitation of each and every item of the professional services performed by Davis Polk during the Final Compensation Period would be extremely burdensome. Hence, the following summary highlights the major areas to which Davis Polk devoted time and attention during the Final Compensation Period. This summary is organized in accordance with Davis Polk’s internal system of project categories.

(a) Asset Dispositions

The total number of hours billed for this project was 3,319.4. The total fees related to this project were \$3,192,033.00.

Under this project category, Davis Polk worked on matters involving the disposition of the Debtors' assets, including, among other things:

- Coordinating the process for sale of certain of the Debtors' assets including, among other things, (i) negotiating and drafting non-disclosure agreements related to asset sales under section 363 of the Bankruptcy Code (the "**Section 363 Sales**") with potential asset purchasers, (ii) negotiating and reviewing "clean team" agreements with potential asset purchasers, (iii) drafting forms of asset purchase agreements and related disclosure schedules and negotiating with potential purchasers to become stalking horse bidders in Section 363 Sales, (iv) coordinating and facilitating the diligence process in connection with potential Section 363 Sales, (v) researching and analyzing real property issues in connection with Section 363 Sales, including transfers of rights-of-way, easements, and other real property interests, (vi) drafting and revising documents, including filings with the Court, related to the bidding procedures for the Section 363 Sales (collectively, the "**Bidding Procedures Documents**"), (vii) addressing formal and informal objections, responses, and comments to the Bidding Procedures Documents, (viii) drafting a form of sale order for potential Section 363 Sales, (ix) drafting a motion to approve certain bidders as stalking horse purchasers for certain Section 363 Sales, and (x) preparing for and coordinating auctions for the Section 363 Sales in accordance with the *Order (I) Approving Bidding Procedures for Sale of Debtors' Assets, (II) Authorizing the Selection of a Stalking Horse Bidder, (III) Approving Bid Protections, (IV) Scheduling Auction for, and Hearing To Approve, Sale of Debtors' Assets, (V) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, (VI) Approving Assumption and Assignment Procedures, and (VII) Granting Related Relief* [D.I. 324] (the "**Bidding Procedures Order**");
- Coordinating and finalizing the sale of the Debtors' Mississippi and Alabama assets (the "**MS/AL Assets**") under section 363 of the Bankruptcy Code, including, among other things, (i) negotiating and finalizing the Asset Purchase Agreement (the "**Arclight APA**") with Magnolia Infrastructure Holdings, LLC, (ii) drafting and finalizing disclosure schedules related to the Arclight APA, (iii) negotiating and finalizing ancillary documents to the Arclight APA, (iv) performing a tax analysis in connection with the Arclight APA and the structure of the transaction, (v) drafting and finalizing the motion to designate Magnolia Infrastructure Holdings, LLC as the stalking horse purchaser and to approve expense reimbursement as bid protection, (vi) preparing for and coordinating an auction for the sale of the MS/AL Assets in accordance with the Bidding Procedures Order, and (vii) preparing and maintaining a closing checklist for the sale of the MS/AL Assets;

- Coordinating and finalizing the sale of the Debtors' Corpus Christi Pipeline and Bay City Lateral assets (the "**CCPN Assets**") under section 363 of the Bankruptcy Code, including, among other things, (i) negotiating and finalizing the Asset Purchase Agreement (the "**Kinder Morgan APA**") with Kinder Morgan Tejas Pipeline LLC, (ii) drafting and finalizing disclosure schedules related to the Kinder Morgan APA, (iii) negotiating and finalizing ancillary documents to the Kinder Morgan APA, (iv) performing a tax analysis in connection with the Kinder Morgan APA and the structure of the transaction, (v) analyzing assignment provisions and other real estate matters, (vi) drafting and finalizing the motion to designate Kinder Morgan Tejas Pipeline LLC as the stalking horse purchaser and to approve bid protections, (vii) preparing for and coordinating an auction for the sale of the CCPN Assets in accordance with the Bidding Procedures Order, and (viii) preparing and maintaining a closing checklist for the sale of the CCPN Assets;
- Coordinating the attempted sale of the Debtors' main gathering and processing assets (the "**G&P Assets**") under section 363 of the Bankruptcy Code, including, among other things, (i) drafting and finalizing the form of Asset Purchase Agreement (the "**G&P APA**") uploaded to the virtual data room, (ii) drafting and finalizing disclosure schedules related to the G&P APA, (iii) drafting ancillary documents to the G&P APA, and (iv) preparing for and coordinating an auction for the sale of the G&P Assets in accordance with the Bidding Procedures Order;
- Researching and analyzing issues related to the sale of emission credits and drafting a motion and related documents for same;
- Collaborating with the Debtors' investment bankers, financial advisors, and local counsel and with the advisors for the prepetition and post-petition lenders;
- Revising and finalizing a credit bid asset purchase agreement; and
- Preparing and filing monthly de minimis asset sale notices.

(b) Corporate Governance, Board Matters & Communications

The total number of hours billed for this project was 313.4. The total fees related to this project were \$360,528.00.

Under this project category, Davis Polk provided services involving Southcross's board of directors (the "**Board**"), including, among other things:

- Preparing presentations for general meetings of the Board;
- Preparing for and attending general meetings of the Board;
- Preparing minutes for Board meetings;

- Discussing matters related to the Section 363 Sales with the Debtors' management, its Board, investment bankers, and financial advisors and other parties in interest;
- Discussing with the Debtors' management, its Board, investment bankers, and financial advisors and other parties in interest matters related to intercompany issues and a standstill agreement with non-Debtor Southcross Holdings L.P. and its non-Debtor subsidiaries (collectively, "**Southcross Holdings**");
- Coordinating the resignations of two directors of the Board;
- Preparing resolutions for Board action, including the termination of reporting obligations under the Securities Exchange Act of 1934; and
- Drafting and revising an LLC agreement and other corporate documents for the reorganized debtors.

(c) Creditor/Equity Issues

The total number of hours billed for this project was 242.3. The total fees related to this project were \$278,699.50.

Under this project category, Davis Polk worked on matters involving the Debtors' equityholders, creditors, and intercompany issues, including, among other things:

- Drafting and revising a response to a request for an official equity committee;
- Responding to numerous telephone calls, communications, and inquiries from creditors, equityholders, and other parties in interest concerning the Chapter 11 Cases and the rights of creditors under the Bankruptcy Code;
- Considering the Office of the United States Trustee for the District of Delaware's (the "**U.S. Trustee**") objection to the *Motion To File Under Seal Portions of the Creditor Matrix Containing Certain Individual Creditor Information* [D.I. 147] (the "**Seal Motion**"), drafting a declaration in support of the Seal Motion, and collaborating with local counsel and the Debtors' management regarding same;
- Analyzing issues in connection with intercompany transactions and claims involving Southcross Holdings and engaging in extensive discussions with the Debtors' management, their financial advisors and investment bankers, Southcross Holdings, and lenders regarding same;
- Drafting and revising a motion seeking to establish bar dates for filing proofs of claim;
- Drafting and finalizing a stipulation related to noteholder claims;

- Reviewing and responding to creditor inquiries and adequate assurance requests from various counterparties;
- Negotiating and revising lender non-disclosure agreements;
- Researching financing statements filed pursuant to the Uniform Commercial Code and drafting UCC-3 financing statements for purposes of assignment;
- Reviewing and revising a notice of satisfaction of claims;
- Negotiating, drafting, and finalizing a stipulation resolving certain tax claims; and
- Meeting with creditors regarding revised financial projections.

(d) Davis Polk Retention

The total number of hours billed for this project was 37.0. The total fees related to this project were \$36,607.00.

Under this project category, Davis Polk worked on matters related to assisting the Debtors with issues surrounding its retention of Davis Polk in the Chapter 11 Cases. Davis Polk also worked to ensure its compliance with applicable UST guidelines, Local Rules, and Court orders, including, among other things, researching and analyzing issues related to, and drafting, the Debtors' application to employ and retain Davis Polk as its restructuring counsel.

(e) Employee/Labor Issues

The total number of hours billed for this project was 282.2. The total fees related to this project were \$308,061.00.

Under this project category, Davis Polk provided services necessary to address issues relating to the Debtors' employees, including, among other things:

- Reviewing and analyzing the Debtors' existing employment agreements and compensation plans, including its severance programs;
- Working closely with Debtors' management to ensure the retention of its employees who are integral to their operations;
- Seeking Court approval of the Debtors' Non-Insider Retention Program and a Short-Term Incentive Program, including communicating frequently with, and making a presentation to, the U.S. Trustee in order to address questions pertaining to these programs;
- Drafting a supplemental declaration in support of *Motion of Debtors for Entry of Interim and Final Orders Authorizing (I) Debtor to (A) Pay Prepetition Employee Obligations and (B) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (II) Current and Former Employees to Proceed with*

Outstanding Workers' Compensation Claims, and (III) Financial Institutions to Honor and Process Related Checks and Transfers (the “**Wages Motion**”) and to address certain of the U.S. Trustee’s concerns;

- Reviewing and revising the proposed final order for the Wages Motion;
- Reviewing and analyzing the Debtors’ retention and incentive plans, including the Short Term Incentive Plan, the Employee Protection Plan, and the Key Employee Incentive Plan (collectively, the “**Employee Plans**”);
- Drafting and revising amendments to the Employee Plans;
- Drafting a motion to approve the Key Employee Incentive Plan;
- Negotiating, drafting, and revising employment agreements for key executives; and
- Drafting and revising a release agreement for a key executive.

(f) Financing, Cash Collateral, and Adequate Protection

The total number of hours billed for this project was 1,085.2. The total fees related to this project were \$1,127,144.00.

During the Final Compensation Period, Davis Polk provided services with respect to the Debtors’ post-petition financing facility (the “**DIP Facility**”), prepetition secured revolving credit facility, and post-petition exit financing. Under this project category, Davis Polk worked on matters, including, among other things:

- Negotiating and obtaining entry of interim and final orders authorizing the Debtors to obtain post-petition financing, including responding to formal and informal objections to the DIP Facility;
- Negotiating, drafting, and reviewing documents related to the DIP Facility, including several amendments to the DIP Facility;
- Conducting flood searches and analyzing flood requirements for documents related to the DIP Facility;
- Collaborating with the Debtors’ financial advisors in connection with the Debtors’ reporting obligations under the DIP Facility;
- Coordinating the replacement of the agent for the prepetition secured revolving credit facility and negotiating and finalizing the associated documents;
- Conducting and analyzing lien searches related to additional collateral under the DIP Facility following the Holdings Settlement (defined below);

- Reviewing and revising intercompany deeds of trust in accordance with the Holdings Settlement;
- Coordinating payment of adequate protection obligations;
- Reviewing and analyzing issues regarding insurance premium financing;
- Negotiating and revising non-disclosure agreements for potential lenders of exit financing;
- Reviewing and negotiating the Debtors' letters of credit and attendant structure upon emergence from chapter 11;
- Negotiating an exit credit facility and drafting and revising the exit credit facility agreement and ancillary documents related thereto, including a commitment letter, exit facility term sheet, and preferred equity term sheet;
- Drafting and finalizing the *Debtors' Motion for Entry of an Order (I) Authorizing Entry into the Exit Financing Commitment Letter, (II) Approving Alternate Transaction Fee, and (III) Granting Related Relief* [D.I. 769]; and
- Drafting and finalizing the *Stipulation Regarding Modification to Adequate Protection Payments* [D.I. 730].

(g) General Case Administration

The total number of hours billed for this project was 332.3. The total fees related to this project were \$337,539.50.

Under this project category, Davis Polk worked on tasks that do not fall within the other project categories, including, among other things:

- Participating in meetings and telephone conferences with the Debtors' management covering such topics as the Chapter 11 Cases generally, interpretation of Court orders, operational issues, and general business issues;
- Participating in telephone conferences with the U.S. Trustee regarding various procedural, case management, and other issues, and transmitting emails regarding same;
- Preparing final proposed orders granting certain first day relief to the Debtors;
- Preparing for and attending a meeting of creditors under section 341 of the Bankruptcy Code;
- Maintaining a critical dates calendar for clients and co-advisors and reviewing filings that appear on the Court's docket; and

- Conducting regularly scheduled internal meetings to develop and efficiently manage workstreams.

(h) Leases and Contracts

The total number of hours billed for this project was 331.2. The total fees related to this project were \$359,971.50.

Under this project category, Davis Polk worked on matters including, among other things:

- Performing diligence in connection with the Debtors' leases and contracts;
- Preparing for entry into a significant new contract in connection with a fractionation facility;
- Drafting a motion to reject certain contracts under section 365 of the Bankruptcy Code;
- Coordinating with management, the Debtors' financial advisors and local counsel, and the advisors for the prepetition and post-petition lenders on cure costs schedules relating to the Debtors' contracts and leases;
- Drafting and revising a motion seeking to extend the deadline to assume or reject unexpired leases of nonresidential real property under section 365(d)(4) of the Bankruptcy Code;
- Reviewing and analyzing intercompany contracts, including preparing an analysis chart and researching issues relating to mitigation of damages;
- Drafting and revising a motion to reject an unexpired non-residential real property lease under section 365 of the Bankruptcy Code;
- Drafting and finalizing cure costs schedules;
- Drafting and finalizing stipulations with lessors of non-residential property to extend the deadline for assumption or rejection of leases;
- Drafting and revising notices of potential assumption and assignment of executory contracts and unexpired leases;
- Drafting and finalizing rejection schedules;
- Drafting and revising a stipulation to resolve claims resulting from rejection of an unexpired non-residential real property lease;
- Drafting and finalizing a motion, order, and license agreement related to an unexpired non-residential real property lease; and

- Responding to inquiries from contract counterparties.

(i) Litigation

The total number of hours billed for this project was 2,394.8. The total fees related to this project were \$2,337,267.50.

Under this project category, Davis Polk assisted the Debtors with issues in conjunction with commencing litigation arising from certain claims, including, among other things:

- Reviewing litigation pending in Texas Supreme Court and discussing legal issues with local counsel;
- Analyzing and researching legal implications and pertinent legal remedies in connection with potential litigation involving certain intercompany claims against Southcross Holdings;
- Researching contract rights and related legal remedies and drafting memoranda regarding same;
- Drafting and negotiating the terms of a standstill agreement relating to potential litigation, as well as amendments thereto;
- Drafting and filing complaints and other legal documents in connection with litigation filed by certain of the Debtors against Southcross Holdings under adversary proceeding nos. 19-50283 (MFW) and 19-50286-(MFW);
- Researching legal issues related to potential mediation with Southcross Holdings and drafting related documents;
- Negotiating a settlement of the litigation involving certain intercompany claims against Southcross Holdings;
- Drafting and negotiating a term sheet memorializing the settlement with Southcross Holdings (the “**Holdings Settlement**”);
- Drafting and finalizing a motion for the approval of the Holdings Settlement under Bankruptcy Rule 9019;
- Coordinating, as part of the Holdings Settlement, the acquisition of stock of certain subsidiaries of Southcross Holdings (collectively, the “**Acquired Entities**”), including, among other things, (i) negotiating and finalizing the Stock Purchase Agreement with Southcross Holdings (the “**SPA**”), (ii) negotiating and finalizing ancillary documents to the SPA, and (iii) performing a tax analysis in connection with the SPA and the structure of the transaction;
- Coordinating and corresponding with the advisors for Southcross Holdings with respect to the Holdings Settlement and the SPA;

- Researching issues related to a potential tort claim against the Debtors; and
- Drafting and revising a motion to extend the deadline to remove civil actions under Bankruptcy Rules 9027(a)(2) and 9027(a)(3).

(j) Non-DPW Retention and Fee Issues

The total number of hours billed for this project was 118.8. The total fees related to this project were \$125,728.50.

Under this project category, Davis Polk assisted the Debtors with issues surrounding the Debtors' retention of professionals retained specifically for the Chapter 11 Cases and other professionals retained in the ordinary course of the Debtors' businesses, including, among other things:

- Preparing retention applications for the professionals separately retained by the Debtors in the Chapter 11 Cases;
- Assisting with the Debtors' retention of professionals in the ordinary course of business;
- Reviewing the Fee Examiner Order;
- Assisting professionals in preparing fee applications filed with the Court;
- Reviewing and revising quarterly reports of ordinary course professionals retained in the Chapter 11 Cases; and
- Drafting and revising an amendment to the engagement letter of the Debtors' investment banker.

(k) Plan/Disclosure Statement

The total number of hours billed for this project was 1,361.3. The total fees related to this project were \$1,416,283.00.

Under this project category, Davis Polk performed services including, among other things:

- Drafting and revising multiple motions seeking to extend the exclusive periods within which the Debtors may file a chapter 11 plan of reorganization and solicit acceptances of such plan;
- Analyzing potential exit structures for a plan of reorganization, including the relevant tax implications;
- Reviewing the proposed business plan for the Debtors in a reorganization;
- Discussing and analyzing a potential restructuring support agreement;

- Drafting and revising a chapter 11 plan of reorganization (the “**Plan**”), a disclosure statement for the Plan (the “**Disclosure Statement**”), and a motion to approve the disclosure statement for the Plan;
- Drafting and revising a reply in response to objections to the Disclosure Statement;
- Drafting and revising an amended chapter 11 Plan (the “**First Amended Plan**”) and a supplemental Disclosure Statement (the “**Supplemental Disclosure Statement**”);
- Drafting, reviewing, and revising exhibits to the First Amended Plan and Supplemental Disclosure Statement;
- Drafting and finalizing the *Debtors’ Motion for Entry of an 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. 768];
- Drafting and revising various documents to be filed with the supplement to the First Amended Plan (the “**Plan Supplement**”);
- Performing a tax analysis on the transactions contemplated by the Plan and the First Amended Plan and related documents;
- Negotiating and collaborating with advisors to the Debtors’ prepetition and post-petition lenders regarding the Plan, the Disclosure Statement, the First Amended Plan, the Supplemental Disclosure Statement, and the Plan Supplement;
- Drafting and revising declarations in support of the First Amended Plan; and
- Drafting and revising the *Debtors’ Memorandum of Law in Support of Confirmation of the First Amended Chapter 11 Plan for Southcross Energy Partners, L.P., and its Affiliated Debtors* [D.I. 859].

(l) Preparation of Fee Statements/Applications and Budget

The total number of hours billed for this project was 876.4. The total fees related to this project were \$535,264.00.

Under this project category, Davis Polk worked on tasks relating to interim compensation and budgeting issues to comply with the UST Guidelines, including, among other things:

- Reviewing and revising monthly billing statements to ensure compliance with UST Guidelines;

- Preparing the related monthly fee applications;
- Drafting interim fee applications for three-month intervals in accordance with the Interim Compensation Order; and
- Providing additional or clarifying information to the Fee Examiner in connection with Davis Polk's fee applications.

(m) Regulatory and Environmental

The total number of hours billed for this project was 38.5. The total fees related to this project were \$42,921.50.

Davis Polk performed services, including, among other things:

- Reviewing initial debtor interview materials and preparing Debtors' management for the interview with the U.S. Trustee;
- Reviewing and revising the Debtors' initial monthly operating report;
- Reviewing and revising the Debtors' Schedules and Statements of Financial Affairs and collaborating with the Debtors' financial advisors and local counsel regarding same; and
- Reviewing and revising the Debtors' monthly operating reports.

(n) Reporting

The total number of hours billed for this project was 182.8. The total fees related to this project were \$201,965.50.

Davis Polk worked on matters that relate to the necessary disclosures under the Securities Exchange Act, including, among other things:

- Preparing a Form 8-K filing in connection with the DIP Facility;
- Assisting in the preparation of the Debtors' annual Form 10-K;
- Assisting in the preparation of the Debtors' quarterly filings on Form 10-Q;
- Researching and analyzing various issues regulated by the Securities and Exchange Commission;
- Drafting and finalizing current reports disclosing entry into the Arclight APA and the Kinder Morgan APA on Form 8-K;
- Drafting and finalizing a current report disclosing the Holdings Settlement on Form 8-K;

- Drafting and finalizing a notice of termination of registration under section 12(g) of the Securities Exchange Act of 1934 on Form 15-12B; and
- Analyzing issues under the Foreign Investment in Real Property Tax Act.

(o) Hearing Preparation

The total number of hours billed for this project was 199.8. The total fees related to this project were \$230,132.50.

Under this project category, Davis Polk performed services, including, among other things:

- Preparing for the hearing on the relief requested by the Debtors in their pleadings (the “**First Day Motion Hearing**”) filed on the Court’s docket following the commencement of Chapter 11 Cases on an interim basis, including, among other things, preparing talking points and other materials for the First Day Motion Hearing, preparing witnesses for the creation of an evidentiary record in support of the First Day Motion Hearing, attending the First Day Motion Hearing, and collaborating with the Debtors’ local counsel and with the advisors for the prepetition and post-petition lenders;
- Preparing for the hearing on the relief requested by the Debtors in their pleadings (the “**Second Day Motion Hearing**”) filed on the Court’s docket following the commencement of Chapter 11 Cases on a final basis, including, among other things, preparing talking points and other materials for the Second Day Motion Hearing, preparing witnesses for the creation of an evidentiary record in support of the Second Day Motion Hearing, attending the Second Day Motion Hearing, and collaborating with the Debtors’ local counsel and with the advisors for the prepetition and post-petition lenders;
- Preparing for the hearing on the motion to approve the bidding procedures (the “**Bidding Procedures Hearing**”), including, among other things, preparing talking points and other materials for the Bidding Procedures Hearing, attending the Bidding Procedures Hearing, and collaborating with the Debtors’ local counsel and with the advisors for the prepetition and post-petition lenders;
- Preparing for the hearing on the motions to approve the designation of stalking horse bidders for the MS/AL Assets and the CCPN Assets (the “**Stalking Horse Hearing**”), including, among other things, preparing talking points and other materials for the Stalking Horse Hearing, attending the Stalking Horse Hearing, and collaborating with the Debtors’ local counsel and with the advisors for the prepetition and post-petition lenders;
- Preparing for the hearing on the motion to approve the Holdings Settlement (the “**Settlement Hearing**”), including, among other things, preparing talking points and other materials for the Settlement Hearing and collaborating with the Debtors’ local counsel regarding the Settlement Hearing;

- Preparing for the hearing seeking approval of the sales of the MS/AL Assets and CCPN Assets (the “**Sale Hearing**”), including, among other things, preparing talking points and other materials for the Sale Hearing and collaborating with the Debtors’ local counsel regarding the Sale Hearing;
- Preparing for the hearing seeking approval of the Disclosure Statement (the “**Disclosure Statement Hearing**”), including, among other things, preparing talking points and other materials for the Disclosure Statement Hearing and collaborating with the Debtors’ local counsel regarding the Disclosure Statement Hearing;
- Preparing for the hearing seeking approval of the Supplemental Disclosure Statement and exit financing (the “**Supplemental Disclosure Statement and Exit Financing Hearing**”), including, among other things, preparing talking points and other materials for the Supplemental Disclosure Statement and Exit Financing Hearing and collaborating with the Debtors’ local counsel regarding the Supplemental Disclosure Statement and Exit Financing Hearing; and
- Preparing for the hearing seeking confirmation of the First Amended Plan (the “**Confirmation Hearing**”), including, among other things, preparing talking points and other materials for the Confirmation Hearing, preparing witnesses for the creation of an evidentiary record in support of the Confirmation Hearing, attending the Confirmation Hearing in-person, and collaborating with the Debtors’ local counsel and with the advisors for the prepetition and post-petition lenders.

(p) Business Operations

The total number of hours billed for this project was 64.6. The total fees related to this project were \$81,984.50.

Under this project category, Davis Polk performed services, including, among other things:

- Reviewing and analyzing the EP Energy chapter 11 cases and its impact on the Debtors’ businesses;
- Negotiating and finalizing a vendor agreement with EP Energy to assure payment for the Debtors’ services;
- Participating in meetings and telephone conferences regarding an updated business plan; and
- Coordinating with the Debtors regarding the business operations of significant contract counterparties and vendors.

(q) Acquired Entities

The total number of hours billed for this project was 20.2. The total fees related to this project were \$17,988.00.

Under this project category, Davis Polk performed services related to the potential chapter 11 filings of the Acquired Entities, including, among other things:

- Drafting a supplemental declaration in support of first day relief; and
- Collaborating with the Debtors' local counsel and financial advisor on the process for the potential filings.

(r) Non-Working Travel Time

The total number of hours billed for this project was 38.7. The total fees related to this project were \$44,195.25.²

The Non-Working Travel project category isolates Davis Polk's non-working travel time. This category includes traveling to and from various destinations as part of Davis Polk's representation of the Debtors, including, but not limited to, the Court. Per the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "UST Guidelines"), reductions in the aggregate amount of \$44,195.25 were made to Davis Polk's final statement during the Final Compensation Period to reflect 50% reduction in time billed for non-working travel time.

14. The foregoing professional services were performed by Davis Polk in an efficient manner, were necessary and appropriate to the administration of the Chapter 11 Cases, and were in the best interests of the Debtors, their estates, and other parties in interest. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, and tasks involved.

² As stated above, these amounts reflect a 50% reduction of fees totaling \$44,195.25; otherwise, aggregate fees for this project would have totaled \$88,390.50 for 77.4 hours billed (excluding voluntary write-offs).

Valuation of Services

15. Attorneys and other professionals of Davis Polk have expended a total of 11,238.9 hours in connection with this matter during the Final Compensation Period after accounting for the 50% non-working travel discount. The nature of the work performed by these persons for the Monthly Compensation Period is fully set forth in Exhibit A attached hereto and were attached as Exhibit A to each prior application for monthly compensation. The fees charged by Davis Polk in the Chapter 11 Cases during the Final Compensation Period are billed at negotiated rates, as set forth in the Retention Application.

16. To the best of Davis Polk's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules and Local Rules, the UST Guidelines, the Interim Compensation Order, and the Confirmation Order. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Davis Polk respectfully submits that the amount requested herein is fair and reasonable given (a) the complexity of the Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, Davis Polk has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with that Local Rule.

Actual and Necessary Expenses

17. Davis Polk incurred or disbursed a total of \$54,458.91 in connection with this matter during the Final Compensation Period. The expenses and disbursements for business meals and travel expenses for the Monthly Compensation Period are fully set forth in Exhibit B attached hereto and were attached as Exhibit B to each prior application for monthly compensation. These expense amounts are intended to cover Davis Polk's direct operating costs, which costs are not incorporated into the Davis Polk hourly billing rates. Only clients for whom

the services are actually used are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would unfairly impose additional costs upon clients who do not require extensive photocopying, delivery, and other services.

18. Davis Polk charges all of its bankruptcy clients \$0.10 per page for photocopying and printing job expenses. On several occasions, overnight delivery of documents and other materials were required as a result of circumstances necessitating the use of such express services.

19. Regarding providers of on-line legal research (*e.g.*, LexisNexis and Westlaw), Davis Polk charges all of its clients the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal Davis Polk's actual cost. Davis Polk currently is under contract to pay these providers a flat fee every month. Charging its clients the online providers' standard usage rates allows Davis Polk to cover adequately the monthly flat fees it must pay to these types of providers.

20. Davis Polk has made every effort to minimize its expenses in the Chapter 11 Cases. The actual expenses incurred in providing professional services to the Debtors were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors, their estates, and other parties in interest.

Notice

21. In accordance with the Interim Compensation Order, this Application will be served upon the following parties or, in lieu thereof, their counsel, if known: (a) the Debtors; (b) the U.S. Trustee; (c) Arnold & Porter Kaye Scholer LLP, as counsel to Wilmington Trust, National Association, the successor administrative agent under Southcross's prepetition secured revolving credit facility, prepetition secured term loan facility, and post-petition credit facility; (d) Willkie Farr & Gallagher LLP and Young Conaway Stargatt & Taylor, LLP, as counsel to the post-petition lenders and an ad hoc group of prepetition lenders; and (e) the Fee Examiner.

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WHEREFORE, Davis Polk respectfully requests that the Court authorize (a) allowance of \$867,695.50 as compensation for necessary professional services rendered and the sum of \$2,482.35 for reimbursement of actual necessary costs and expenses incurred during the Monthly Compensation Period, for a total of \$870,177.85, (b) final allowance of \$11,026,179.75 as compensation for necessary professional services rendered and the sum of \$54,458.91 for reimbursement of actual and necessary costs and expenses incurred during the Final Compensation Period, for a total of \$11,080,638.66, (c) payment of the foregoing sums, and (d) such other and further relief as the Court deems just and proper.

Dated: February 21, 2020
New York, New York

Respectfully submitted,
DAVIS POLK & WARDWELL LLP

/s/ Darren S. Klein
Marshall S. Huebner (admitted *pro hac vice*)
Darren S. Klein (admitted *pro hac vice*)
Steven Z. Szanzer (admitted *pro hac vice*)
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Steven.Szanzer@davispolk.com

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> , |) | |
| |) | |
| Reorganized Debtors. ¹ |) | Jointly Administered |
| |) | |
| |) | Obj. Deadline: March 23, 2020 at 4:00 p.m. (ET) |
| |) | |
| |) | |

**CERTIFICATION REGARDING TENTH MONTHLY AND FINAL FEE
APPLICATION OF DAVIS POLK & WARDWELL LLP FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS COUNSEL TO THE DEBTORS AND DEBTORS IN
POSSESSION FOR THE PERIOD APRIL 1, 2019 THROUGH JANUARY 27, 2020**

1. I am an attorney admitted to practice law in the State of New York and a partner at the law firm Davis Polk & Wardwell LLP (“**Davis Polk**”), located at 450 Lexington Avenue, New York, New York. I am familiar with the work performed on behalf of the Debtors by Davis Polk.

2. I have reviewed the *Notice of Tenth Monthly and Final Fee Application of Davis Polk & Wardwell LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred As Counsel to the Debtors and Debtors In Possession*

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.

For the Period April 1, 2019 Through January 27, 2020 (the “**Application**”) to certify to certain matters addressed in the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* entered on May 6, 2019 [D.I. 191] (the “**Interim Compensation Order**”).² The Application covers the period April 1, 2019 through January 27, 2020 (the “**Final Compensation Period**”).

3. I have reviewed the Application, including each monthly fee application relating to the Final Compensation Period covered by the Application, and I hereby certify that to the best of my knowledge such applications comply with the Interim Compensation Order and the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. In addition, I hereby certify that, in accordance with the Interim Compensation Order, and in connection with preparing the Application, Davis Polk has made a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**UST Guidelines**”). Accordingly, Davis Polk responds to the questions identified in the UST Guidelines as follows:

Question 1: Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees, or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Answer: As disclosed in the *Application of Debtors for Authority to Employ and Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 110] (the “**Retention Application**”), Davis Polk has agreed to negotiated discounts off of its standard rates. Additionally, Davis Polk agreed not to implement its customary annual billing rate increase for timekeepers for the year 2020 and, instead, billed at its 2019 rates (after accounting for annual class year matriculation) for the time period January 1, 2020–January 27, 2020.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Interim Compensation Order.

Question 2: If the fees sought in the Application as compared to the fees budgeted for the time period covered by the Application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Answer: The fees sought in the Application do not exceed the fees budgeted.

Question 3: Have any of the professionals included in the Application varied their hourly rate based on geographic location of the bankruptcy case?

Answer: As disclosed in the Retention Application, no.

Question 4: Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices?

Answer: The Application includes time and fees related to reviewing or revising time records or preparing, reviewing, or revising invoices in connection with the preparation of monthly fee applications relating to the Final Compensation Period covered by the Application. Davis Polk is seeking compensation for approximately 483.6 hours and \$275,322.00 in fees related to reviewing and revising time records with respect to the preparation of such fee applications.

Question 5: Does the Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify hours and fees.

Answer: The Application includes time and fees related to reviewing time records to redact any privileged or other confidential information. Such charges are included in the time charges set forth in the response to question 4 and are not separately calculated.

Question 6: Did the Application include any rate increases since retention in these cases:

Answer: No.

Question 7: Did the client agree when retaining Davis Polk to accept all future rate increases? If not, did Davis Polk inform the client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Answer: The client was informed regarding Davis Polk's rates and future rate increases as part of its approval of the Retention Application.

/s/ Darren S. Klein
Darren S. Klein (admitted *pro hac vice*)

**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 |) | |
| _____ |) | Obj. Deadline: March 23, 2020 at 4:00 p.m. (ET) |

**NOTICE OF TENTH MONTHLY AND FINAL APPLICATION OF DAVIS POLK &
WARDWELL LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD APRIL 1, 2019 THROUGH JANUARY 27, 2020**

PLEASE TAKE NOTICE that today, Davis Polk & Wardwell LLP, counsel to the above captioned debtors and debtors-in-possession in the above-captioned case (the “Debtors”), filed the attached **Tenth Monthly and Final Application of Davis Polk & Wardwell LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors and Debtors in Possession for the Period April 1, 2019 Through January 27, 2020** (the “Application”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application, must: (a) be filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **March 23, 2020 at 4:00 p.m. (Eastern Time)** (the “Objection Deadline”); and (b) be served so as to be received on or before the Objection Deadline by:

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.

- (i) the Debtors, 1717 Main Street, Suite 5300, Dallas, TX 75201 (Attn: Michael B. Howe);
- (ii) counsel for the Debtors, (a) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Darren S. Klein, darren.klein@davispolk.com; Steven Z. Szanzer, steven.szanzer@davispolk.com; and (b) Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, 16th Floor, P.O. Box 1347, Wilmington, DE 19899, Attn: Robert J. Dehney, rdehney@mnat.com; Andrew R. Remming, aremming@mnat.com; and Joseph C. Barsalona II, jbarsalona@mnat.com;
- (iii) counsel to any official committee appointed in the Chapter 11 Cases;
- (iv) counsel to the post-petition lenders and an ad hoc group of prepetition lenders, (a) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019-6099, Attn: Paul V. Shalhoub, pshalhoub@willkie.com; Joseph G. Minias, jminias@willkie.com; and James H. Burbage, jburbage@willkie.com and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Matthew B. Lunn, mlunn@ycst.com;
- (v) counsel to Wells Fargo Bank, N.A. as administrative agent, Vinson & Elkins LLP, 2001 Ross Avenue, suite 3900, Dallas, TX 75201, Attn: William Wallander, bwallander@velaw.com; Bradley Foxman, bfoxman@velaw.com; and Matthew Pyeatt, mpyeatt@velaw.com;
- (vi) the Fee Examiner, David M. Klauder, Esq., Bielli & Klauder, LLC, 1204 N. King Street, Wilmington, Delaware 19801, dklauder@bk-legal.com; and
- (vii) the Office of United States Trustee for the District of Delaware appointed in the Chapter 11 Cases, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Richard L. Schepacarter, Richard.Schepacarter@usdoj.gov.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE APPLICATION WILL BE HELD ON **APRIL 6, 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.

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.

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

February 21, 2020
Wilmington, Delaware

Respectfully submitted,
MORRIS, NICHOLS ARSHT & TUNNELL LLP

/s/ Eric W. Moats

Robert J. Dehney (No. 3578)
Andrew R. Remming (No. 5120)
Joseph C. Barsalona II (No. 6102)
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emoats@mnat.com

-and-

DAVIS POLK & WARDWELL LLP

Marshall S. Huebner (admitted *pro hac vice*)
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Counsel to the Reorganized Debtors

Exhibit A

| Time Detail By Project | | | |
|--------------------------------|----------|-------|---|
| Name | Date | Hours | Narrative |
| R110 ASSET DISPOSITIONS | | | |
| Brownstone, Adam R. | 01/02/20 | 0.2 | Review correspondence regarding revised Asset Purchase Agreement. |
| Burke, Arthur M.T. | 01/02/20 | 1.8 | Review and revise credit bid Asset Purchase Agreement (1.5); emails with H. Birnbaum regarding same (0.3). |
| Crandall, Jeffrey P. | 01/02/20 | 0.2 | Review Asset Purchase Agreement issues. |
| Lim, Soo | 01/02/20 | 5.2 | Call with Willkie Farr regarding G&P schedules (0.3); review Asset Purchase Agreement (4.6); correspond with Willkie Farr regarding merger documents (0.3). |
| Lin, Charlie | 01/02/20 | 2.0 | Revise Asset Purchase Agreement (credit bid). |
| Slansky, Aliza | 01/02/20 | 0.3 | Correspond with Willkie Farr regarding credit bid Asset Purchase Agreement. |
| Szanzer, Steven Z. | 01/02/20 | 0.4 | Team correspondence regarding credit bid Asset Purchase Agreement. |
| Burke, Arthur M.T. | 01/03/20 | 0.6 | Review and revise Asset Purchase Agreement. |
| Hoberman, Rachel | 01/03/20 | 0.2 | Correspond with S. Lim regarding asset sale. |
| Lim, Soo | 01/03/20 | 1.4 | Review Asset Purchase Agreement (1.0); correspond with R. Hoberman regarding same (0.4). |
| Montgomery, S. Dream | 01/03/20 | 0.1 | Correspond with F. Azzopardi regarding closing logistics. |
| Lim, Soo | 01/04/20 | 0.4 | Review Asset Purchase Agreement. |
| Lin, Charlie | 01/04/20 | 0.4 | Correspond with R. Hoberman regarding Asset Purchase Agreement draft. |
| Burke, Arthur M.T. | 01/05/20 | 1.0 | Review and revise Asset Purchase Agreement. |
| Hoberman, Rachel | 01/05/20 | 0.2 | Correspond regarding Asset Purchase Agreement with C. Lin. |
| Lim, Soo | 01/06/20 | 0.4 | Correspond with Willkie Farr regarding FCC licenses. |
| Owens, Khadijah A. | 01/06/20 | 3.3 | Review Asset Purchase Agreement. |
| Lim, Soo | 01/07/20 | 1.2 | Correspond with Enterprise regarding vehicles (0.5); review G&P schedules (0.7). |
| Ariel, Donny | 01/08/20 | 2.0 | Review credit bid Asset Purchase Agreement (1.7); call with S. Moyal and A. Brownstone regarding same (0.3). |
| Brownstone, Adam R. | 01/08/20 | 1.7 | Review and revise Asset Purchase Agreement (1.2); correspond with S. Moyal regarding same (0.1); call with S. Moyal, and D. Ariel regarding Asset Purchase Agreement (0.3); coordinate tax call with H. Cohn (0.1). |
| Burke, Arthur M.T. | 01/08/20 | 0.5 | Review and revise Asset Purchase Agreement. |
| Crandall, Jeffrey P. | 01/08/20 | 0.7 | Review Asset Purchase Agreement. |
| Hoberman, Rachel | 01/08/20 | 0.4 | Review revised draft of the Asset Purchase Agreement. |
| Klein, Darren S. | 01/08/20 | 0.3 | Review credit bid Asset Purchase Agreement. |
| Lim, Soo | 01/08/20 | 5.0 | Review Asset Purchase Agreement (3.8); review G&P schedules (0.8); call with Willkie Farr team regarding same (0.4). |
| Lin, Charlie | 01/08/20 | 0.3 | Review Asset Purchase Agreement. |
| Moyal, Shay | 01/08/20 | 3.3 | Tax analysis of credit bid Asset Purchase Agreement (0.3); call with D. Ariel and A. Brownstone regarding same (0.3). |
| Owens, Khadijah A. | 01/08/20 | 1.9 | Review and revise Asset Purchase Agreement. |
| Patti, Tessa | 01/08/20 | 0.5 | Revise Asset Purchase Agreement. |
| Szanzer, Steven Z. | 01/08/20 | 0.7 | Review revised draft of Credit Bid Transaction Agreement (0.4); team correspondence regarding same (0.3). |
| Brownstone, Adam R. | 01/09/20 | 1.4 | Correspond with H. Cohn and S. Moyal regarding draft Asset Purchase Agreement (0.2); review and revise draft Asset Purchase Agreement (1.0); correspond with S. Moyal regarding same (0.2). |
| Burke, Arthur M.T. | 01/09/20 | 0.7 | Review and revise Asset Purchase Agreement (0.7). |
| Kennedy, Susan D. | 01/09/20 | 0.4 | Email R. Hoberman regarding Asset Purchase Agreement. |

| Time Detail By Project | | | |
|------------------------|----------|-------|--|
| Name | Date | Hours | Narrative |
| Lim, Soo | 01/09/20 | 2.5 | Correspondence with Southcross regarding purchase price adjustment (0.7); review G&P schedules (1.8). |
| Lin, Charlie | 01/09/20 | 0.7 | Revise Asset Purchase Agreement (0.7). |
| Moyal, Shay | 01/09/20 | 2.8 | Correspond with A. Brownstone regarding same (0.1); tax analysis of credit bid Asset Purchase Agreement (2.7). |
| Avnon, Aviv | 01/10/20 | 2.1 | Review and revise Asset Purchase Agreement (2.1). |
| Finelli, Jon | 01/10/20 | 1.3 | Review Asset Purchase Agreement. |
| Lim, Soo | 01/10/20 | 0.7 | Review and revise Asset Purchase Agreement. |
| Burke, Arthur M.T. | 01/13/20 | 1.5 | Review and revise Asset Purchase Agreement (1.0); correspond regarding same with Willkie Farr (0.5). |
| Lim, Soo | 01/13/20 | 5.7 | Revise G&P schedules (2.4); call with Willkie Farr regarding Asset Purchase Agreement (0.3); revise Asset Purchase Agreement (2.2); correspond with FCC attorney regarding licenses (0.6); correspond with A. Burke regarding Hart Scott Rodino (0.2). |
| Szanzer, Steven Z. | 01/13/20 | 0.3 | Correspond with J. Burbage regarding Credit Bid Asset Purchase Agreement. |
| Burke, Arthur M.T. | 01/14/20 | 1.5 | Review and revise Asset Purchase Agreement. |
| Klein, Darren S. | 01/14/20 | 0.2 | Correspond with M. Marks and others regarding credit bid items. |
| Lim, Soo | 01/14/20 | 1.5 | Revise G&P schedules (1.0); call with Alvarez & Marsal regarding schedules (0.3); correspond with Southcross regarding schedules (0.1); correspond with Davis Polk team regarding Hart Scott Rodino (0.1). |
| Marks, Mary K. | 01/14/20 | 1.4 | Draft Hart Scott Rodino analysis (1.0); call with Willkie Farr regarding same (0.2); review Hart Scott Rodino research (0.2). |
| Moyal, Shay | 01/14/20 | 0.3 | Review Arclight Allocation Statement. |
| Szanzer, Steven Z. | 01/14/20 | 0.8 | Review Credit Bid Asset Purchase Agreement (0.6); correspond with D. Ariel regarding same (0.2). |
| Beizer, David | 01/15/20 | 0.3 | Correspond with restructuring and mergers & acquisitions teams regarding Asset Purchase Agreement (0.1); correspond with Willkie Farr team regarding same (0.2). |
| Lim, Soo | 01/15/20 | 2.0 | Review G&P disclosure schedules (0.9); discuss allocation statement with A. Slansky (0.3); review Asset Purchase Agreement (0.8). |
| Lin, Charlie | 01/15/20 | 0.5 | Revise G&P disclosure schedule. |
| Moyal, Shay | 01/15/20 | 0.5 | Tax analysis of the allocation statement. |
| Owens, Khadijah A. | 01/15/20 | 1.2 | Review G&P disclosure schedules (0.8); emails with S. Lim regarding same (0.2); emails with S. Lim regarding FCC licenses (0.2). |
| Slansky, Aliza | 01/15/20 | 0.1 | Correspond with S. Lim regarding Arclight allocation statement. |
| Ariel, Donny | 01/16/20 | 1.1 | Revise credit bid Asset Purchase Agreement. |
| Erickson, Jarret | 01/16/20 | 0.3 | Draft December notice of de minimis asset sales (0.1); correspond with S. Szanzer regarding same (0.1); correspond with K. Jameson regarding same (0.1) |
| Lim, Soo | 01/16/20 | 2.3 | Revise G&P schedules (0.6); correspond with Locke Lord regarding FCC licenses (0.3); correspond with Southcross regarding Southcross Holdings Stock Purchase Agreement (0.5); correspond regarding changing the registered agent (0.9). |
| Szanzer, Steven Z. | 01/16/20 | 0.9 | Correspond with J. Erickson regarding de minimis asset sales (0.2); review notice for same (0.1); correspond with D. McElligott regarding Credit Bid Asset Purchase Agreement issues (0.4); correspond with D. Ariel regarding same (0.2). |
| Ariel, Donny | 01/17/20 | 2.1 | Revise credit bid Asset Purchase Agreement. |

| Time Detail By Project | | | |
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| Name | Date | Hours | Narrative |
| Brownstone, Adam R. | 01/17/20 | 0.4 | Review correspondence regarding Asset Purchase Agreement (0.2); correspond regarding Asset Purchase Agreement status with W. Curran, S. Moyal, C. Lin, and S. Lim (0.1); review and revise Asset Purchase Agreement (0.1). |
| Burke, Arthur M.T. | 01/17/20 | 0.6 | Review and revise Asset Purchase Agreement. |
| Lim, Soo | 01/17/20 | 0.8 | Revise G&P disclosure schedule (0.4); revise G&P disclosure schedule (0.4). |
| Lin, Charlie | 01/17/20 | 0.3 | Revise Asset Purchase Agreement. |
| Moyal, Shay | 01/17/20 | 0.4 | Correspond with A. Brownstone regarding G&P Asset Purchase Agreement. |
| Lim, Soo | 01/20/20 | 0.1 | Review Asset Purchase Agreement. |
| Slansky, Aliza | 01/20/20 | 0.3 | Correspond with A. Brownstone regarding tax structuring. |
| Brownstone, Adam R. | 01/21/20 | 0.1 | Correspond with W. Curran regarding revised Asset Purchase Agreement. |
| Erickson, Jarret | 01/21/20 | 0.5 | Correspond with K. Jameson regarding ERC sale for monthly de minimis asset sale notice (0.2); revise same (0.2); correspond with Morris Nichols regarding same (0.1) |
| Lim, Soo | 01/21/20 | 1.6 | Review G&P disclosure schedules (0.6); correspond with C. Lin regarding G&P same (0.5); correspond with D. Ariel regarding Asset Purchase Agreement (0.5). |
| Lin, Charlie | 01/21/20 | 0.5 | Correspond with Davis Polk team regarding credit bid Asset Purchase Agreement (0.2); revise G&P disclosure schedules (0.3). |
| Burke, Arthur M.T. | 01/22/20 | 0.8 | Review and revise Asset Purchase Agreement (0.8). |
| Lin, Charlie | 01/23/20 | 0.7 | Review and revise G&P disclosure schedules (0.5); correspond with S. Lim regarding same (0.2). |
| Brownstone, Adam R. | 01/27/20 | 0.6 | Correspond with S. Moyal regarding Asset Purchase Agreement and allocation schedule (0.1); review Asset Purchase Agreement and allocation schedule (0.3); review rules regarding allocation of purchase price in asset acquisition (0.2). |
| Moyal, Shay | 01/27/20 | 0.6 | Correspond with A. Brownstone regarding allocation statement. |
| Owens, Khadijah A. | 01/27/20 | 0.2 | Emails with Davis Polk mergers & acquisitions, restructuring and tax teams regarding Asset Purchase Agreement. |
| Total R110 ASSET DISPOSITIONS | | 82.2 | |
| R120 CORPORATE GOVERNANCE, BOARD MATTERS AND COMMUNICATIONS | | | |
| Lim, Soo | 01/01/20 | 0.2 | Review LLC Agreement. |
| Beizer, David | 01/02/20 | 0.3 | Correspond with J. Finelli, Southcross, Alvarez & Marsal, and Evercore teams regarding revised LLC Agreement. |
| Lim, Soo | 01/02/20 | 0.7 | Review LLC Agreement. |
| Szanzer, Steven Z. | 01/06/20 | 0.2 | Call with D. McElligott regarding new Board (0.1); correspond with D. Klein regarding same (0.1). |
| Klein, Darren S. | 01/07/20 | 0.2 | Emails with K. Jameson regarding emergence materials summary. |
| Beizer, David | 01/08/20 | 0.5 | Correspond with Southcross and Davis Polk teams regarding new board deliverables (0.4); correspond with A. Avnon regarding same (0.1). |
| Finelli, Jon | 01/08/20 | 1.5 | Revise summary of exit facility and preferred equity for new Board members. |
| Klein, Darren S. | 01/08/20 | 0.4 | Call with K. Jameson regarding emergence Board materials. |
| Lim, Soo | 01/08/20 | 1.7 | Review summary of emergence transactions for new Board members. |
| Szanzer, Steven Z. | 01/08/20 | 1.6 | Correspond with Willkie Farr regarding list of directors and |

| Time Detail By Project | | | | |
|------------------------|----------|-------|--|--|
| Name | Date | Hours | Narrative | |
| | | | officers (0.4); correspond with Willkie Farr regarding D&O insurance (0.2); correspond with M. Frank and A. Li regarding same (0.3); correspond with J. Finelli regarding materials for new Board members (0.2); calls with K. Jameson regarding same (0.5). | |
| Lim, Soo | 01/09/20 | 1.9 | Draft final versions of corporate documents (1.9). | |
| Lin, Charlie | 01/09/20 | 0.7 | Review and revise draft corporate formation documents received from Willkie Farr (0.7) | |
| Ariel, Donny | 01/10/20 | 1.0 | Attend Board call (0.5); draft Board call minutes (0.5). | |
| Finelli, Jon | 01/10/20 | 0.8 | Review and revise LLC Agreement. | |
| Klein, Darren S. | 01/10/20 | 0.7 | Attend Board call (0.5); follow-up call with J. Swent regarding same (0.2). | |
| Lim, Soo | 01/10/20 | 0.8 | Review LLC Agreement. | |
| Owens, Khadijah A. | 01/10/20 | 2.0 | Review updates to LLC Agreement (1.8); emails with mergers & acquisitions team regarding same (0.2). | |
| Szanzer, Steven Z. | 01/10/20 | 0.6 | Participate in Board call (0.5); correspond with D. Ariel regarding minutes for same (0.1). | |
| Beizer, David | 01/13/20 | 0.1 | Call with D. Kratzer regarding Board resolutions. | |
| Kratzer, David | 01/13/20 | 0.1 | Call with D. Beizer regarding Board resolutions for exit financing. | |
| Lin, Charlie | 01/13/20 | 0.5 | Revise LLC Agreement (0.4); correspond with J. Finelli regarding same (0.1). | |
| Lim, Soo | 01/14/20 | 0.3 | Review corporate organizational documents for Southcross (0.3). | |
| Beizer, David | 01/16/20 | 0.2 | Revise exit financing resolutions. | |
| Burke, Arthur M.T. | 01/16/20 | 0.9 | Review and revise emergence documents. | |
| Finelli, Jon | 01/21/20 | 1.5 | Review resolutions and secretary certificate and comments regarding same (1.5). | |
| Beizer, David | 01/22/20 | 0.3 | Revise Board resolutions for financing. | |
| Burke, Arthur M.T. | 01/22/20 | 1.1 | Review and revise corporate conversion and formation documents (1.1). | |
| Klein, Darren S. | 01/22/20 | 0.6 | Attend audit committee meeting (0.3); comment on confirmation press release (0.3) | |
| Lim, Soo | 01/22/20 | 0.3 | Correspond with Morris Nichols regarding Board resolutions. | |
| Burke, Arthur M.T. | 01/23/20 | 2.1 | Review and revise emergence documents (1.5); call regarding emergence documents with Morris Nichols and Locke Lord (0.6). | |
| Finelli, Jon | 01/23/20 | 1.0 | Calls with Locke Lord and Morris Nichols regarding emergence documents (0.6); correspond with A. Burke regarding same (0.4). | |
| Klein, Darren S. | 01/24/20 | 1.1 | Review audit committee minutes (0.4); Board call regarding confirmation process (0.5); follow-up call with J. Swent regarding same (0.2). | |
| Lim, Soo | 01/24/20 | 1.2 | Review omnibus written consent. | |
| Lin, Charlie | 01/24/20 | 0.5 | Attend Board Update Call. | |
| Beizer, David | 01/25/20 | 0.2 | Revise resolutions for financing (0.2). | |
| Kratzer, David | 01/25/20 | 0.2 | Correspond with S. Lim regarding LLC Agreement. | |
| Lim, Soo | 01/25/20 | 0.8 | Review LLC Agreement. | |
| Ariel, Donny | 01/27/20 | 0.2 | Review LLC Agreement. | |
| Burke, Arthur M.T. | 01/27/20 | 1.2 | Review and revise emergence documents | |
| Klein, Darren S. | 01/27/20 | 0.3 | Calls with J. Swent regarding emergence documents. | |
| Klein, Darren S. | 01/27/20 | 0.1 | Emails with K. Jameson regarding D&O insurance coverage. | |
| Lim, Soo | 01/27/20 | 1.5 | Review and revise G&P LLC Agreement (1.3); call with Alvarez & Marsal regarding directors and officers (0.2). | |
| Owens, Khadijah A. | 01/27/20 | 2.1 | Draft and revise LLC Agreement for GP entity. | |

| Time Detail By Project | | | |
|--|----------|-------------|--|
| Name | Date | Hours | Narrative |
| Total R120 CORPORATE GOVERNANCE, BOARD MATTERS AND COMMUNICATIONS | | 34.2 | |
| R125 CREDITOR/EQUITYHOLDER/UCC ISSUES | | | |
| Kratzer, David | 01/06/20 | 0.5 | Revise tax stipulation (0.4); correspond with S. Szanzer and J. Barsalona regarding same (0.1). |
| Szanzer, Steven Z. | 01/06/20 | 0.6 | Review Avenu's comments to Alabama tax claim stipulation (0.3); correspond with D. Kratzer regarding same (0.3). |
| Szanzer, Steven Z. | 01/07/20 | 0.3 | Correspond with Southcross, Willkie Farr, and Morris Nichols regarding Alabama tax claim stipulation. |
| Szanzer, Steven Z. | 01/08/20 | 0.2 | Review Alabama tax stipulation (0.1); correspond with D. Kratzer regarding same (0.1). |
| Kratzer, David | 01/09/20 | 0.5 | Review tax stipulation (0.1); call with E. Moats regarding same (0.1); correspond with E. Moats regarding same (0.1); correspond with S. Szanzer regarding same (0.1); correspond with D. McElligott regarding same (0.1). |
| Szanzer, Steven Z. | 01/09/20 | 0.3 | Finalize Alabama tax stipulation and related documents. |
| Szanzer, Steven Z. | 01/14/20 | 0.2 | Respond to creditor inquiry (0.1); call with J. Dworacyk regarding status of same (0.1). |
| Kratzer, David | 01/15/20 | 0.6 | Call with E. Moats regarding tax stipulation (0.1); review same (0.2); correspond with E. Moats, S. Szanzer, and D. Sinclair regarding same (0.3). |
| Szanzer, Steven Z. | 01/15/20 | 0.2 | Finalize stipulation for Alabama tax claims. |
| Kratzer, David | 01/21/20 | 0.2 | Correspond with E. Moats and S. Szanzer regarding tax stipulation. |
| Szanzer, Steven Z. | 01/21/20 | 0.1 | Correspondence with J. Werth regarding order approving Alabama tax claim stipulation. |
| Total R125 CREDITOR/EQUITYHOLDER/UCC ISSUES | | 3.7 | |
| R135 EMPLOYEE/LABOR ISSUES | | | |
| Crandall, Jeffrey P. | 01/02/20 | 0.2 | Review employment agreement issues. |
| Klein, Darren S. | 01/02/20 | 0.3 | Correspond with J. Swent regarding employment agreements (0.1); correspond with T. Patti regarding same (0.2). |
| Patti, Tessa | 01/02/20 | 0.5 | Revise employment agreement drafts. |
| Crandall, Jeffrey P. | 01/03/20 | 0.3 | Review employment agreement issues. |
| Klein, Darren S. | 01/03/20 | 0.2 | Correspond with P. Tessa regarding employment agreements. |
| Crandall, Jeffrey P. | 01/05/20 | 0.2 | Review employment agreements. |
| Patti, Tessa | 01/05/20 | 1.0 | Revise employment agreement structure. |
| Crandall, Jeffrey P. | 01/06/20 | 0.3 | Review employment agreements (0.2); confer with T. Patti regarding same (0.1). |
| Patti, Tessa | 01/06/20 | 1.0 | Revise employment agreements (0.9); meet with J. Crandall regarding same (0.1). |
| Crandall, Jeffrey P. | 01/07/20 | 0.1 | Review employment agreements. |
| Klein, Darren S. | 01/07/20 | 0.2 | Correspond with D. Clugston and others regarding employee agreements. |
| Patti, Tessa | 01/07/20 | 0.3 | Review updated employment agreements. |
| Crandall, Jeffrey P. | 01/08/20 | 0.9 | Review employment agreements (0.5); meet with T. Patti regarding same (0.4). |
| Klein, Darren S. | 01/08/20 | 0.3 | Calls with T. Patti regarding employment agreements (0.1); emails with T. Patti regarding same (0.2). |
| Patti, Tessa | 01/08/20 | 0.9 | Meet with J. Crandall regarding employment agreement (0.4); |

| Time Detail By Project | | | | |
|---|----------|-------------|---|--|
| Name | Date | Hours | Narrative | |
| Szanzer, Steven Z. | 01/08/20 | 0.4 | revise employment agreements (0.5). Correspondence with L. Roberts and D. McElligott regarding 2019 STIP. | |
| Crandall, Jeffrey P. | 01/09/20 | 0.8 | Review employment agreements (0.4); meet with T. Patti regarding same (0.2); review employment agreements (0.2). | |
| Patti, Tessa | 01/09/20 | 0.5 | Revise employment agreements (0.3); conference with J. Crandall regarding same (0.2). | |
| Crandall, Jeffrey P. | 01/10/20 | 1.0 | Review and revise employment agreements (0.4); call with Willkie Farr and T. Patti regarding same (0.4); meet with M. Esposito regarding same (0.2). | |
| Esposito, Melissa | 01/10/20 | 0.2 | Meet with J. Crandall regarding employment agreements. | |
| Klein, Darren S. | 01/10/20 | 0.9 | Correspond with W. Boyer and others regarding employment agreement (0.2); correspond with D. Clugston and J. Minias regarding same (0.4); review and revise employment agreements (0.3) | |
| Patti, Tessa | 01/10/20 | 0.5 | Call with Willkie Farr regarding employment agreements (0.4); revise agreements (0.1). | |
| Szanzer, Steven Z. | 01/10/20 | 0.6 | Correspond with D. Klein regarding employment agreements (0.3); correspond with Willkie Farr regarding same (0.3). | |
| Crandall, Jeffrey P. | 01/11/20 | 0.2 | Review employment agreement. | |
| Klein, Darren S. | 01/11/20 | 0.4 | Call with J. Swent regarding employee agreements (0.2); emails with T. Patti and J. Burbage regarding same (0.2). | |
| Crandall, Jeffrey P. | 01/13/20 | 0.8 | Review employment agreements (0.6); correspond with M. Esposito regarding same (0.2). | |
| Esposito, Melissa | 01/13/20 | 1.3 | Review employment agreements (1.1); correspond with Southcross regarding changes (0.2). | |
| Klein, Darren S. | 01/13/20 | 0.3 | Correspond with M. Esposito regarding employee agreements (0.1); discussion with J. Swent regarding same (0.2). | |
| Crandall, Jeffrey P. | 01/14/20 | 0.5 | Review employment agreements. | |
| Esposito, Melissa | 01/14/20 | 1.6 | Correspond with J. Crandall regarding employment agreements (0.2); prepare employment agreements for execution (1.4). | |
| Klein, Darren S. | 01/14/20 | 0.2 | Coordinate finalization of employee agreements. | |
| Szanzer, Steven Z. | 01/14/20 | 0.1 | Correspond with M. Frank regarding 2019 STIP. | |
| Crandall, Jeffrey P. | 01/15/20 | 0.2 | Review employment agreements. | |
| Esposito, Melissa | 01/15/20 | 0.3 | Correspond with lenders regarding employment agreement execution. | |
| Szanzer, Steven Z. | 01/15/20 | 0.2 | Call with M. Frank regarding 2019 STIP. | |
| Esposito, Melissa | 01/16/20 | 1.3 | Review seller benefit plans and populate disclosure schedules. | |
| Esposito, Melissa | 01/17/20 | 1.0 | Review seller benefit plans and populate disclosure schedules. | |
| Crandall, Jeffrey P. | 01/19/20 | 0.4 | Review change in control issues. | |
| Esposito, Melissa | 01/19/20 | 0.3 | Respond to inquiry related to equity incentive plan. | |
| Crandall, Jeffrey P. | 01/21/20 | 0.2 | Review director agreement precedents. | |
| Esposito, Melissa | 01/21/20 | 0.3 | Prepare executed copies of employment agreements. | |
| Klein, Darren S. | 01/21/20 | 0.1 | Emails with J. Crandall regarding director service agreement. | |
| Crandall, Jeffrey P. | 01/22/20 | 0.5 | Review director agreement (0.3); meet with T. Patti regarding same (0.2). | |
| Crandall, Jeffrey P. | 01/24/20 | 0.2 | Review Employee Protection Program issues. | |
| Patti, Tessa | 01/24/20 | 0.5 | Conference with J. Crandall regarding director service agreement (0.2); revise same (0.3). | |
| Total R135 EMPLOYEE/LABOR ISSUES | | 22.5 | | |

| Time Detail By Project | | | |
|--|----------|-------|---|
| Name | Date | Hours | Narrative |
| R140 FINANCING, CASH COLLATERAL AND ADEQUATE PROTECTION | | | |
| Brownstone, Adam R. | 01/01/20 | 0.1 | Correspond with S. Moyal and A. Slansky regarding exit facility. |
| Montgomery, S. Dream | 01/01/20 | 0.6 | Review and revise Credit Agreement. |
| Avnon, Aviv | 01/02/20 | 2.6 | Review and revise exit credit facility (2.3); correspond with Davis Polk team and Southcross regarding same (0.3). |
| Beizer, David | 01/02/20 | 1.7 | Correspond with J. Finelli and A. Avnon regarding Credit Agreement letter of credit provisions (0.2); review letter of Credit Agreement and commitment letter precedents (0.2); revise finance issues list (0.3); correspond with R. Feldstein, A. Avnon regarding Credit Agreement real estate revisions (0.2); revise exit facility closing documentation (0.8). |
| Brownstone, Adam R. | 01/02/20 | 0.3 | Correspond regarding exit facility with A. Slansky (0.2); correspond with W. Curran regarding review of exit facility (0.1). |
| Carneiro da Cunha, Marianno | 01/02/20 | 2.9 | Review and revise exit facility. |
| Feldstein, Rachel M. | 01/02/20 | 2.7 | Review and revise exit credit facility (2.3); correspond with D. Beizer, S. Kennedy regarding same (0.4). |
| Finelli, Jon | 01/02/20 | 2.5 | Review and revise Credit Agreement. |
| Klein, Darren S. | 01/02/20 | 0.6 | Review and revise regarding exit facility term sheet (0.3); review draft lender statement and support (0.2); correspond with D. McElligott regarding same (0.1). |
| Montgomery, S. Dream | 01/02/20 | 1.6 | Review and revise Credit Agreement. |
| Moyal, Shay | 01/02/20 | 0.2 | Correspond with Davis Polk team regarding Credit Agreement. |
| Slansky, Aliza | 01/02/20 | 0.9 | Review exit credit facility. |
| Szanzer, Steven Z. | 01/02/20 | 0.3 | Review emails regarding exit financing. |
| Avnon, Aviv | 01/03/20 | 1.1 | Review and revise exit financing Credit Agreement. |
| Beizer, David | 01/03/20 | 2.4 | Correspond with R. Feldstein regarding Credit Agreement comments (0.1); correspond with A. Avnon regarding revised Credit Agreement (0.2); call with A. Li regarding exit financing motion (0.1); correspond with A. Li, D. Kratzer regarding same (0.3); correspond with Davis Polk, Willkie Farr teams regarding exit facility commitment letter execution (0.1); revise Credit Agreement (1.1); prepare specialist comments issues list regarding same (0.2); correspond with S. Lim regarding organizational structure for closing documentation (0.2); correspond with Davis Polk Real Estate, Willkie Farr regarding credit agreement real estate provisions (0.1). |
| Feldstein, Rachel M. | 01/03/20 | 1.9 | Review and revise Southcross exit credit facility (1.6); correspond with S. Kennedy, Davis Polk finance regarding same (0.3). |
| Kennedy, Susan D. | 01/03/20 | 0.6 | Review and revise Credit Agreement (0.5); correspond with R. Feldstein regarding same (0.1). |
| Klein, Darren S. | 01/03/20 | 0.7 | Correspond with D. McElligott regarding exit syndication (0.2); correspond with E. Levine regarding same (0.2); revise exit facility term sheet (0.3) |
| Slansky, Aliza | 01/03/20 | 0.3 | Revise draft exit credit facility. |
| Szanzer, Steven Z. | 01/03/20 | 1.2 | Correspond with J. Finelli regarding adequate protection issue (0.2); review updated syndication tracker (0.2); review emails regarding exit financing documents (0.3); review and revise same (0.5). |
| Beizer, David | 01/04/20 | 0.3 | Revise equity term sheet (0.2); correspond with Willkie Farr, |

| Time Detail By Project | | | |
|------------------------|----------|-------|--|
| Name | Date | Hours | Narrative |
| | | | Southcross, Alvarez & Marsal, and Evercore teams regarding same (0.1). |
| Feldstein, Rachel M. | 01/04/20 | 0.8 | Review prepetition mortgages (0.7); correspond with R. Hoberman regarding financing (0.1). |
| Lim, Soo | 01/04/20 | 0.8 | Review equity term sheet. |
| Avnon, Aviv | 01/05/20 | 0.5 | Correspond with Davis Polk team, Willkie Farr and Southcross regarding term sheet and commitment letter. |
| Finelli, Jon | 01/05/20 | 3.0 | Review and revise exit financing Credit Agreement. |
| Lim, Soo | 01/05/20 | 1.0 | Review equity term sheet. |
| Szanzer, Steven Z. | 01/05/20 | 1.0 | Correspond with Evercore, Houlihan Lokey, Willkie Farr, and Southcross regarding exit financing. |
| Avnon, Aviv | 01/06/20 | 7.1 | Review and revise exit financing Credit Agreement (5.9); correspondence and calls with Davis Polk team, Southcross, and Willkie Farr regarding same (1.2). |
| Beizer, David | 01/06/20 | 4.1 | Attend call with Southcross, Evercore and Alvarez & Marsal teams regarding Credit Agreement (0.8); revise Credit Agreement (2.6); correspond with Davis Polk finance team regarding revised Credit Agreement (0.3); correspond with Willkie Farr, Southcross, Alvarez & Marsal, Evercore teams regarding same (0.1); correspond with tax team regarding Credit Agreement (0.1); call with A. Li regarding exit financing documents (0.1); correspond with A. Li and D. Ariel regarding same (0.1). |
| Brownstone, Adam R. | 01/06/20 | 0.1 | Correspond with W. Curran and S. Moyal regarding tax advisor forms. |
| Finelli, Jon | 01/06/20 | 4.6 | Prepare for call (0.7); call with Southcross and advisors regarding Credit Agreement issues (0.8); review and revise Credit Agreement and emails regarding same (3.0); review changes to equity term sheet and related follow up (0.1) |
| Green, Thomas S. | 01/06/20 | 0.8 | Attend Credit agreement call. |
| Hoberman, Rachel | 01/06/20 | 0.1 | Correspond with Davis Polk team regarding Credit Agreement timing. |
| Lim, Soo | 01/06/20 | 0.9 | Correspond regarding equity term sheet with Willkie Farr. |
| Moyal, Shay | 01/06/20 | 0.9 | Tax analysis of the Credit Agreement. |
| Slansky, Aliza | 01/06/20 | 0.3 | Correspond with Davis Polk team regarding tax distributions. |
| Szanzer, Steven Z. | 01/06/20 | 2.0 | Finalize exit financing documents (1.2); call with Southcross regarding exit financing Credit Agreement issues (0.8). |
| Avnon, Aviv | 01/07/20 | 3.6 | Review and revise exit financing Credit Agreement (2.9); correspondence and calls with Davis Polk team, Southcross, and Willkie Farr regarding same (0.7). |
| Beizer, David | 01/07/20 | 0.4 | Review Credit Agreement (0.2); correspond with Davis Polk and Willkie Farr teams regarding same (0.2). |
| Finelli, Jon | 01/07/20 | 0.8 | Correspond with Willkie Farr finance team regarding exit financing Credit Agreement. |
| Szanzer, Steven Z. | 01/07/20 | 0.2 | Correspond with A. Li regarding ratings requirement for exit financing. |
| Ariel, Donny | 01/08/20 | 1.1 | Review and revise exit credit facility term sheet. |
| Avnon, Aviv | 01/08/20 | 7.2 | Review and revise exit financing Credit Agreement (6.6); correspondence and calls with Davis Polk team, Southcross, and Willkie Farr regarding same (0.6). |
| Beizer, David | 01/08/20 | 3.1 | Review and revise Credit Agreement (1.1); revise issues list (0.9); correspond with J. Finelli, A. Avnon summarizing Agent's comments (0.4); correspond with Southcross, Alvarez & Marsal, Evercore, Davis Polk teams regarding revised Credit Agreement (0.2); revise exit and equity term sheets (0.1); correspond with Southcross, Alvarez & Marsal, Evercore |

| Time Detail By Project | | | |
|-----------------------------|----------|-------|---|
| Name | Date | Hours | Narrative |
| Brownstone, Adam R. | 01/08/20 | 0.1 | and Davis Polk teams regarding same (0.1); call with Davis Polk Real Estate team regarding flood provisions (0.3). Review correspondence regarding Exit Facility update. |
| Carneiro da Cunha, Marianno | 01/08/20 | 0.9 | Correspond with A. Avnon, D. Beizer and J. Reynolds regarding compliance with Foreign Corrupt Practices Act. |
| Finelli, Jon | 01/08/20 | 4.5 | Review and revise Credit Agreement (2.7); review Arnold & Porter comments to Credit Agreement (0.8); emails with Southcross and advisors regarding letter of credit issuers (0.5); correspond with Davis Polk real estate team regarding exit financing Credit Agreement (0.5). |
| Hoberman, Rachel | 01/08/20 | 1.1 | Call with Davis Polk Finance team regarding flood requirements (0.3); review revised draft of the Credit Agreement with respect to real property revisions (0.8). |
| Kennedy, Susan D. | 01/08/20 | 0.8 | Call with D. Beizer regarding Credit Agreement (0.3); review same (0.5). |
| Szanzer, Steven Z. | 01/08/20 | 0.8 | Correspond with A. Li regarding Letter of Credit issue (0.2); correspond with M. Frank, J. Finelli, and Southcross regarding same (0.2); correspond with J. Finelli regarding Exit Financing Credit Agreement issues (0.4). |
| Avnon, Aviv | 01/09/20 | 6.4 | Review and revise exit financing Credit Agreement (4.8); correspondence and calls with Southcross, Willkie Farr and Davis Polk team regarding same (1.2); meeting with D. Beizer regarding same (0.2); call with J. Finelli and D. Beizer regarding same (0.2). |
| Beizer, David | 01/09/20 | 2.2 | Call with Southcross, Alvarez & Marsal, Evercore and Davis Polk teams regarding issues list (1.5); conference with A. Avnon regarding same (0.2); revise Credit Agreement (0.3); call with A. Avnon and J. Finelli regarding same (0.2). |
| Finelli, Jon | 01/09/20 | 8.3 | Calls and emails with Willkie Farr, Southcross and Alvarez & Marsal regarding Credit Agreement (1.8); review and revise Credit Agreement (6.3); call with A. Avnon and D. Beizer regarding same (0.2). |
| Hoberman, Rachel | 01/09/20 | 0.7 | Research regarding flood determinations and flood insurance. |
| Owens, Khadijah A. | 01/09/20 | 2.3 | Review and revise exit financing Credit Agreement (2.0); emails with Davis Polk team regarding same (0.3). |
| Avnon, Aviv | 01/10/20 | 1.9 | Correspondence and calls with Davis Polk team, Southcross, and Willkie Farr regarding Letter of Credit facility (0.7); review closing finance checklist and closing deliverables (1.2). |
| Beizer, David | 01/10/20 | 3.6 | Correspond with A. Avnon regarding closing finance checklist and schedules (0.4); correspond with J. Finelli and A. Avnon regarding Credit Agreement closing (0.2); correspond with M. Biegler regarding letter of credit facility (0.2); review and revise closing finance checklist (1.2); prepare Guaranty and Security Agreement schedules and perfection certificate (1.4); correspond with A. Avnon regarding same (0.2). |
| Finelli, Jon | 01/10/20 | 0.7 | Calls and emails with Willkie Farr, Southcross and Evercore regarding issuing bank. |
| Szanzer, Steven Z. | 01/10/20 | 0.6 | Review emails regarding exit financing (0.2); correspond with J. Finelli and D. Klein regarding same (0.4). |
| Avnon, Aviv | 01/13/20 | 3.6 | Review closing deliverables (1.4); correspond and meet with D. Beizer regarding same (0.3); review and revise exit facility (1.9). |
| Beizer, David | 01/13/20 | 2.3 | Call with Willkie Farr team regarding closing finance checklist (0.8); call with Alvarez & Marsal team regarding Credit Agreement open items (0.5); conferences with A. Avnon |

| Time Detail By Project | | | |
|------------------------|----------|-------|--|
| Name | Date | Hours | Narrative |
| Finelli, Jon | 01/13/20 | 1.4 | regarding closing deliverables (0.3); prepare Guaranty and Collateral Agreement Schedules (0.4); correspond with K. Jameson and B. Woodford regarding same (0.2); correspond with G. Rowland regarding 40 Act review (0.1). Closing checklist call with Willkie Farr (0.8); call with Alvarez & Marsal regarding status of Credit Agreement and open issues (0.6). |
| Szanzer, Steven Z. | 01/13/20 | 0.2 | Correspond with J. Finelli regarding exit financing Credit Agreement (0.1); review emails regarding same (0.1). |
| Avnon, Aviv | 01/14/20 | 1.6 | Draft, review and revise closing documents (1.2); correspondence and calls with Davis Polk team, Willkie Farr and Southcross regarding same (0.4). |
| Beizer, David | 01/14/20 | 2.2 | Correspond with G. Rowland team regarding diligence documentation (0.2); review Guaranty and Collateral Agreement precedent (0.4); prepare revised Guaranty and Collateral Agreement and perfection certificate schedules (1.3); correspond with A. Avnon regarding closing deliverables (0.3). |
| Finelli, Jon | 01/14/20 | 0.4 | Calls and emails with team regarding exit financing Credit Agreement (0.2); calls and emails with Alvarez & Marsal and Willkie Farr regarding same (0.2). |
| Kratzer, David | 01/14/20 | 0.2 | Correspond with D. Beizer regarding exit financing. |
| Larsen, Amy L. | 01/14/20 | 0.5 | Perform 40 Act analysis. |
| Avnon, Aviv | 01/15/20 | 1.9 | Draft, review and revise closing documents (1.6); correspondence and calls with Davis Polk team, Willkie Farr and Southcross regarding same (0.3). |
| Beizer, David | 01/15/20 | 2.9 | Correspond with J. Finelli regarding closing deliverables (0.2); correspond with R. Feldstein regarding real estate aspects of perfection certificate (0.3); correspond with R. Feldstein regarding same (0.1); correspond with A. Avnon regarding same (0.1); correspond with Willkie Farr team regarding same (0.2); attend call regarding T2 payments with Southcross and financial advisors (0.4); revise perfection certificate and Guaranty and Collateral Schedules (0.4); correspond with K. Jameson and B. Woodford regarding same (0.2); correspond with insurance broker regarding certificates (0.2); revise secretary's certificate for exit financing (0.4); correspond with A. Avnon regarding same (0.2); correspond with A. Avnon regarding closing deliverables (0.2). |
| Feldstein, Rachel M. | 01/15/20 | 0.7 | Correspond with D. Beizer regarding exit facility perfection certificate (0.2); revise list of properties for same (0.5). |
| Finelli, Jon | 01/15/20 | 1.5 | Call with Southcross and Alvarez & Marsal regarding open issues in exit financing Credit Agreement (1.0); correspond with Southcross and Willkie Farr regarding open items regarding Letter of Credit issuer, corporate mergers and Credit Agreement deliverables (0.5). |
| Larsen, Amy L. | 01/15/20 | 0.3 | Perform 40 Act analysis. |
| Avnon, Aviv | 01/16/20 | 7.5 | Draft, review and revise closing documents (6.2); correspond with W. Son regarding transaction background (0.3); correspondence and calls with Davis Polk team, Willkie Farr and Southcross regarding same (1.0). |
| Beizer, David | 01/16/20 | 2.6 | Correspond with A. Avnon regarding letters of credit and schedules (0.3); correspond with A. Avnon and W. Son regarding closing deliverables (0.4); call with financial advisors regarding letters of credit (0.3); prepare KYC documentation (0.4); correspond with Southcross, lender team regarding |

| Time Detail By Project | | | | |
|------------------------|----------|-------|---|--|
| Name | Date | Hours | Narrative | |
| Finelli, Jon | 01/16/20 | 1.6 | same (0.2); revise Credit Agreement schedules (0.8); prepare letter of credit bank question responses (0.2). | |
| | | | Call with Southcross and advisors regarding status of closing, related follow up (0.8); call with Willkie Farr regarding open Credit Agreement issues (0.5); call with advisors regarding letters of credit (0.3). | |
| Klein, Darren S. | 01/16/20 | 0.1 | Emails with J. Finelli regarding exit facility. | |
| Szanzer, Steven Z. | 01/16/20 | 0.6 | Correspond with J. Finelli and D. Klein regarding Letter of Credit issue (0.3); review emails regarding Letter of Credit facility proposals (0.3). | |
| Avnon, Aviv | 01/17/20 | 1.9 | Draft, review and revise closing documents (1.0); correspondence and calls with Davis Polk team, Willkie Farr and Southcross regarding same (0.9). | |
| Beizer, David | 01/17/20 | 0.8 | Correspond with A. Avnon regarding closing deliverables. | |
| Finelli, Jon | 01/17/20 | 0.9 | Call with Cadence counsel and Willkie Farr regarding status of Letter of Credit proposal and related follow up (0.5); comments to Credit Agreement and related follow up (0.4). | |
| Larsen, Amy L. | 01/17/20 | 0.3 | Perform 40 Act analysis. | |
| Szanzer, Steven Z. | 01/17/20 | 0.3 | Review emails regarding Letter of Credit facility. | |
| Volano, Theresa | 01/17/20 | 0.9 | Emails with D. Beizer regarding loan parties (0.2); review loan parties list (0.4); coordinate billing letter (0.1); emails with Cogency regarding corporate documents (0.2). | |
| Beizer, David | 01/19/20 | 0.7 | Prepare revised real property schedules to perfection certificate (0.4); correspond with Southcross team regarding same (0.2); revise secretary certificate (0.1). | |
| Beizer, David | 01/20/20 | 0.4 | Revise and compile Credit Agreement schedules. | |
| Feldstein, Rachel M. | 01/20/20 | 0.3 | Correspond with D. Beizer and S. Kennedy regarding perfection certificate schedules. | |
| Beizer, David | 01/21/20 | 4.7 | Call with Southcross team regarding closing (0.5); call with Willkie team and J. Finelli regarding closing deliverables (0.4); correspond with J. Finelli and W. Son regarding closing deliverables (0.2); call with Southcross team, J. Finelli, and R. Feldstein regarding loan documentation schedules (0.3); call with Willkie Farr and Davis Polk teams regarding closing checklist (0.5); call with Citizens Bank regarding letters of credit (0.1); call with Willkie Farr and Davis Polk teams regarding DIP Payoff letter (0.3); prepare loan document schedules (1.8); revise perfection certificate (0.2); correspond with Willkie Farr team regarding same (0.1); correspond with R. Feldstein regarding real estate schedules (0.2); correspond with Southcross team regarding KYC requests (0.1). | |
| Feldstein, Rachel M. | 01/21/20 | 1.5 | Attend call with Davis Polk credit team and Southcross regarding exit facility perfection certificate (0.3); correspond with D. Beizer, J. Finelli regarding same (0.4); review draft perfection certificate (0.8). | |
| Finelli, Jon | 01/21/20 | 4.3 | Calls with Southcross regarding closing deliverables (0.5); call with Willkie Farr regarding same (0.4); call with Citizen Bank's counsel regarding closing (0.5); call with Arnold and Porter and Willkie Farr regarding payoff mechanics (0.3); review and revise payoff letter (2.3); call with Southcross regarding Credit Agreement and perfection certificate schedules (0.3). | |
| Kennedy, Susan D. | 01/21/20 | 0.3 | Attend call with Southcross and R. Feldstein regarding perfection certificate schedules. | |
| Larsen, Amy L. | 01/21/20 | 0.4 | Perform 40 Act analysis. | |
| Szanzer, Steven Z. | 01/21/20 | 1.3 | Call with J. Barsalona regarding closing issues (0.2); correspond with J. Finelli and D. Klein regarding same (0.4); | |

| Time Detail By Project | | | |
|------------------------|----------|-------|---|
| Name | Date | Hours | Narrative |
| Volano, Theresa | 01/21/20 | 0.4 | call with Southcross regarding same (0.7). |
| Beizer, David | 01/22/20 | 3.1 | Procure corporate documents |
| | | | Call with insurance broker regarding certificates and endorsements (0.1); correspond with R. Feldstein regarding real estate schedules (0.2); call with Davis Polk and Willkie Farr teams regarding closing finance checklists (0.2); call with Locke Lord teams regarding opinion (0.4); revise secretary's certificate (0.6); prepare revised control termination (0.3); correspond with J. Finelli regarding need for control terminations and insurance certificates (0.6); revise Credit Agreement schedules (0.3); correspond with Southcross team regarding KYC requests (0.2); correspond with J. Finelli regarding closing deliverables (0.2). |
| Feldstein, Rachel M. | 01/22/20 | 1.5 | Review spreadsheet of real property assets (0.3); revise perfection certificate (1.2). |
| Finelli, Jon | 01/22/20 | 4.0 | Calls and emails with JP Morgan, Willkie Farr and Southcross regarding Letter of Credit facility and related follow up (1.5); review JP Morgan Letter of Credit facility documents (1.1); review and revise secretary certificate (0.5); call with Locke Lord regarding Texas legal opinion for financing (0.4); call with Alvarez & Marsal regarding funds flow for financing (0.5). |
| Larsen, Amy L. | 01/22/20 | 0.5 | 40 Act analysis and communications. |
| Volano, Theresa | 01/22/20 | 0.9 | Review charters and long form good standing certificates (0.8); emails with D. Beizer regarding same (0.1). |
| Beizer, David | 01/23/20 | 0.9 | Revise secretary's certificate (0.3); correspond with Southcross regarding same (0.1); correspond with A. Larsen regarding 40 Act compliance (0.1); correspond with J. Finelli regarding notice of prepayment (0.1); correspond with Southcross regarding KYC (0.1); correspond with Davis Polk teams regarding closing deliverables (0.2). |
| Feldstein, Rachel M. | 01/23/20 | 1.5 | Revise perfection certificate (0.8); correspond with D. Beizer and J. Finelli regarding comments to same (0.2); call with Southcross regarding real estate schedules (0.3); correspond with S. Kennedy regarding exit mortgages (0.2). |
| Finelli, Jon | 01/23/20 | 2.7 | Call with Southcross and advisors regarding status of closing and related follow up (0.5); review Letter of Credit documentation (2.0); calls and emails with Southcross and Willkie Farr regarding KYC (0.2). |
| Larsen, Amy L. | 01/23/20 | 1.1 | Perform 40 Act analysis. |
| Volano, Theresa | 01/23/20 | 0.7 | Review and revise charters and long form good standings (0.3); order additional corporate documents (0.2); emails with D. Beizer. K. Meer regarding same (0.2). |
| Beizer, David | 01/24/20 | 3.1 | Correspond with R. Feldstein regarding Letter of Credit, Guaranty and Collateral Agreement (0.2); correspond with Southcross team regarding insurance (0.1); revise Guaranty and Collateral Agreement (1.1); correspond with Southcross team regarding KYC (0.1); correspond with R. Feldstein regarding real estate schedules (0.2); revise perfection certificate (0.3); correspond with Willkie Farr team regarding same (0.1); correspond with Alvarez & Marsal team regarding interest calculations (0.1); correspond with Willkie Farr team regarding closing deliverables (0.2); prepare account prepayment notice (0.7). |
| Brownstone, Adam R. | 01/24/20 | 0.4 | Correspond with S. Moyal regarding draft Letter of Credit application (0.1); review draft Letter of Credit application (0.3). |
| Carneiro da Cunha, | 01/24/20 | 1.5 | Review of sanctions-related provisions of draft standby Letter |

| Time Detail By Project | | | |
|-----------------------------|----------|-------|---|
| Name | Date | Hours | Narrative |
| Marianno | | | of Credit application from JP Morgan Chase (1.1); discussions regarding same with D. Beizer (0.4). |
| Feldstein, Rachel M. | 01/24/20 | 0.7 | Correspond with Southcross regarding real property schedules (0.5); correspond with D. Beizer regarding exit perfection certificate (0.2). |
| Finelli, Jon | 01/24/20 | 6.5 | Review and revise Guaranty Credit Agreement (2.0); review and revise JP Morgan assignment of deposits (1.3); call with JP Morgan and Southcross regarding status of Letter of Credit closing (0.5); calls with JP Morgan counsel and Willkie Farr regarding lender security interest in cash collateral (1.0); review long form JP Morgan Letter of Credit agreement (0.7); review and revise draft of DIP payoff letter and emails regarding same (0.6); coordinate exit financing closing logistics (0.4). |
| Lim, Soo | 01/24/20 | 0.1 | Call with Willkie Farr regarding securities. |
| Moyal, Shay | 01/24/20 | 1.8 | Tax analysis of Credit Agreement. |
| Volano, Theresa | 01/24/20 | 0.3 | Procure corporate documents. |
| Walton, Gianna C. | 01/24/20 | 3.1 | Review and revise Guaranty and Collateral Agreement. |
| Beizer, David | 01/25/20 | 1.5 | Revise Letter of Credit Agreement (0.6); correspond with Alvarez & Marsal team, J. Finelli regarding interest payments (0.4); revise prepayment notice (0.3); review and distribute 40 Act certificate (0.2). |
| Finelli, Jon | 01/25/20 | 3.5 | Review and revise Letter of Credit application (3.0); emails with Willkie Farr regarding second lien arrangement with JP Morgan (0.3); correspond with D. Beizer regarding prepayment amounts in connection with DIP facility (0.2). |
| Finelli, Jon | 01/26/20 | 0.9 | Email with Alvarez & Marsal regarding prepayment amounts (0.4); emails with Davis Polk teams regarding status of exit financing closing (0.5). |
| Avnon, Aviv | 01/27/20 | 10.5 | Draft, review and comment regarding closing deliverables and Credit Agreement (8.2); calls and correspondence with Southcross, lenders' counsel and Davis Polk team regarding closing and closing deliverables (2.3). |
| Beizer, David | 01/27/20 | 4.9 | Call with Willkie Farr team regarding closing checklist (0.9); correspond with J. Finelli and A. Avnon regarding closing deliverables (0.6); correspond with A. Avnon regarding closing deliverables (0.5); correspond with local counsel regarding closing deliverables (0.4); correspond with IP team regarding releases and security agreements (0.2); correspond with Southcross team regarding insurance (0.2); correspond with A&M, DPW team regarding roll-up fee (0.2); coordinate KYC process (0.8); revise schedules and perfection certificates (0.8); correspond with Willkie Farr team regarding same (0.1); correspond with R. Feldstein regarding real estate schedules (0.2). |
| Carneiro da Cunha, Marianno | 01/27/20 | 0.3 | Correspond with J. Reynolds and D. Beizer regarding Letter of Credit application from JP Morgan Chase. |
| Feldstein, Rachel M. | 01/27/20 | 1.5 | Review prepetition mortgage schedules (1.3); correspond with D. Beizer regarding real property schedules (0.2). |
| Finelli, Jon | 01/27/20 | 9.5 | Review and revise legal opinion for financing (1.5); review prepayment amounts (0.5); review and revise draft of Credit Agreement (1.1); review and revise draft of Guaranty Credit Agreement (0.5); closing checklist call with Willkie Farr (0.9); prepare for exit financing closing with Willkie Farr, Southcross, and Davis Polk restructuring and corporate teams, Locke Lord and JP Morgan (5.0). |

| Time Detail By Project | | | |
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| Name | Date | Hours | Narrative |
| Kratzer, David | 01/27/20 | 1.8 | Attend call with Willkie Farr regarding checklist (0.9); attend call with K. Jameson and others regarding same (0.5); correspond with J. Finelli regarding same (0.4). |
| Volano, Theresa | 01/27/20 | 1.8 | Review charter and good standing (0.4); correspond with D. Beizer regarding same (0.1); review UCC-1s (1.3). |
| Walton, Gianna C. | 01/27/20 | 1.4 | Prepare IP comments to Guaranty and Collateral Agreement. |
| Total R140 FINANCING, CASH COLLATERAL AND ADEQUATE PROTECTION | | 228.3 | |
| R145 GENERAL CASE ADMINISTRATION | | | |
| Kratzer, David | 01/03/20 | 0.1 | Update case calendar. |
| Ariel, Donny | 01/06/20 | 0.5 | Attend workstream conference with D. Klein, S. Szanzer and Davis Polk team (0.4); update workstreams chart for same (0.1). |
| Green, Thomas S. | 01/06/20 | 0.4 | Attend workstreams meeting with Davis Polk team. |
| Szanzer, Steven Z. | 01/06/20 | 0.5 | Team meeting regarding workstreams (0.5); prepare for same (0.1). |
| Burke, Arthur M.T. | 01/09/20 | 0.3 | Attend weekly call regarding status. |
| Szanzer, Steven Z. | 01/09/20 | 0.5 | Correspondence with D. McElligott regarding post-Effective Date issue (0.2); participate in weekly advisor call with Southcross (0.3). |
| Kratzer, David | 01/15/20 | 0.1 | Correspond with D. Ariel regarding post-confirmation document checklist. |
| Burke, Arthur M.T. | 01/16/20 | 0.6 | Attend weekly update call. |
| Klein, Darren S. | 01/16/20 | 0.2 | Call with J. Swent regarding confirmation next steps. |
| Giddens, Magali | 01/17/20 | 0.9 | Review recent filings regarding case status. |
| Ariel, Donny | 01/21/20 | 0.7 | Call with Southcross and Davis Polk team. |
| Burke, Arthur M.T. | 01/23/20 | 0.5 | Attend update call. |
| Klein, Darren S. | 01/23/20 | 0.5 | Weekly update call with J. Swent and others. |
| Total R145 GENERAL CASE ADMINISTRATION | | 5.8 | |
| R150 LEASES AND CONTRACTS | | | |
| Ariel, Donny | 01/02/20 | 2.2 | Review and revise license agreement. |
| Kratzer, David | 01/02/20 | 1.7 | Correspond with S. Szanzer regarding Brookwood Stipulation (0.1); calls with E. Moats regarding same (0.4); correspond with H. Rubin regarding same (0.2); correspond with S. Szanzer and D. Ariel regarding lease rejection notice (0.3); revise same (0.7). |
| Szanzer, Steven Z. | 01/02/20 | 1.5 | Correspond with D. Kratzer regarding Brookwood stipulation (0.3); correspond with D. Ariel and M. Held regarding Dllas lease (0.4); finalize same (0.4); call with J. Wisler regarding Cigna contract (0.2); correspondence with D. Ariel regarding same (0.2). |
| Kratzer, David | 01/03/20 | 0.5 | Correspond with S. Szanzer regarding Brookwood lease stipulation (0.3); call with H. Rubin regarding same (0.2). |
| Szanzer, Steven Z. | 01/03/20 | 0.4 | Correspond with D. Kratzer regarding Brookwood (0.2); review emails regarding Order relating to Dallas lease (0.2). |
| Kratzer, David | 01/06/20 | 0.1 | Call with H. Rubin regarding Brookwood lease stipulation. |
| Kratzer, David | 01/07/20 | 0.7 | Correspond with S. Szanzer regarding Brookwood lease stipulation (0.1); call H. Rubin regarding same (0.1); revise notice of amended lease rejection schedule (0.4); correspond with S. Szanzer and D. Ariel regarding same (0.1). |
| Klein, Darren S. | 01/08/20 | 0.3 | Review rejected contract terms. |

| Time Detail By Project | | | | |
|--|-------------|--------------|---|--|
| Name | Date | Hours | Narrative | |
| Green, Thomas S. | 01/09/20 | 5.7 | Analyze epic agreement (5.5); correspond with S. Szanzer regarding same (0.2). | |
| Kratzer, David | 01/09/20 | 0.2 | Correspond with H. Rubin regarding Brookwood lease stipulation. | |
| Szanzer, Steven Z. | 01/09/20 | 0.1 | Correspond with D. Kratzer regarding Brookwood. | |
| Green, Thomas S. | 01/10/20 | 6.7 | Analyze epic agreements (6.4); call with Southcross regarding same (0.3). | |
| Klein, Darren S. | 01/10/20 | 0.6 | Call with J. Swent and others regarding contract rejections (0.2); analyze contract rejection issues (0.4). | |
| Kratzer, David | 01/10/20 | 1.7 | Revise notice of supplemental rejection schedule (1.2); correspond with S. Szanzer and others regarding same (0.5). | |
| Szanzer, Steven Z. | 01/10/20 | 1.5 | Correspond with D. Klein and T. Green regarding Epic contract (0.3); call with Southcross and Alvarez & Marsal regarding same (0.3); follow-up correspondence with D. Klein and T. Green regarding same (0.4); review and revise notice of rejection schedule (0.3); correspond with D. Kratzer regarding same (0.2). | |
| Ariel, Donny | 01/13/20 | 1.4 | Draft rejection notice (1.1); coordinate filing of same (0.3). | |
| Kratzer, David | 01/13/20 | 0.4 | Correspond with D. Ariel, K. Jameson, J. Burbage, and others regarding contract rejection notice. | |
| Szanzer, Steven Z. | 01/13/20 | 0.5 | Finalize Notice of Supplemental Rejection Schedule. | |
| Klein, Darren S. | 01/27/20 | 0.7 | Emails with D. Ariel and others al regarding rejection schedule (0.3); analysis of issues regarding same (0.4). | |
| Kratzer, David | 01/27/20 | 0.4 | Correspond with D. Ariel regarding contracts to assume. | |
| Total R150 LEASES AND CONTRACTS | | 27.3 | | |
| R160 NON-DPW RETENTION AND FEE ISSUES | | | | |
| Szanzer, Steven Z. | 01/02/20 | 0.4 | Correspond with M. Schirle, J. Erickson, and J. Burbage regarding Ordinary Course Professional retention. | |
| Klein, Darren S. | 01/03/20 | 0.5 | Emails with D. McElligott regarding Evercore sale fee (0.2); review Evercore engagement letter regarding same (0.3) | |
| Szanzer, Steven Z. | 01/03/20 | 0.2 | Correspond with M. Schirle regarding fees. | |
| Green, Thomas S. | 01/08/20 | 0.7 | Analyze Deloitte & Touche engagement letters. | |
| Szanzer, Steven Z. | 01/08/20 | 0.5 | Correspond with K. Jameson regarding Deloitte & Touche retention (0.3); correspond with T. Green and J. Barsalona regarding same (0.2). | |
| Szanzer, Steven Z. | 01/09/20 | 0.1 | Correspondence with J. Burbage regarding Korn Ferry. | |
| Szanzer, Steven Z. | 01/10/20 | 0.9 | Correspond with J. Burbage regarding Korn Ferry engagement (0.2); review engagement letter for same (0.5); correspond with D. Klein and Southcross regarding same (0.2). | |
| Green, Thomas S. | 01/11/20 | 1.8 | Review and revise Korn Ferry engagement letter. | |
| Szanzer, Steven Z. | 01/11/20 | 0.6 | Correspond with D. Klein and T. Green regarding Korn Ferry engagement (0.3); review and revise engagement letter for same (0.3). | |
| Klein, Darren S. | 01/12/20 | 0.4 | Review and comment regarding search firm agreement. | |
| Szanzer, Steven Z. | 01/12/20 | 0.3 | Correspond with T. Green and D. Klein regarding Korn Ferry engagement letter. | |
| Green, Thomas S. | 01/13/20 | 0.5 | Correspond regarding Korn Ferry engagement letter with S. Szanzer (0.2); review same (0.3). | |
| Szanzer, Steven Z. | 01/13/20 | 0.7 | Correspond with Willkie Farr regarding Korn Ferry engagement (0.3); correspond with D. Klein regarding same (0.2); correspond with K. Jameson regarding same (0.2). | |
| Szanzer, Steven Z. | 01/14/20 | 0.3 | Correspond with D. Klein regarding Korn Ferry (0.1); | |

| Time Detail By Project | | | |
|--|----------|-------------|--|
| Name | Date | Hours | Narrative |
| Szanzer, Steven Z. | 01/15/20 | 0.1 | correspond with Willkie Farr regarding same (0.1); correspond with K. Jameson regarding same (0.1). |
| Erickson, Jarret | 01/16/20 | 0.2 | Correspond with J. Erickson regarding Ordinary Course Professional notice. |
| Szanzer, Steven Z. | 01/16/20 | 0.2 | Review quarterly Ordinary Course Professionals statement (0.1); correspond with S. Szanzer and E. Moats regarding same (0.1). |
| Klein, Darren S. | 01/19/20 | 0.3 | Correspond with J. Erickson regarding Ordinary Course Professional notice (0.1); review same (0.1). |
| | | | Review and revise search firm engagement letter. |
| Total R160 NON-DPW RETENTION AND FEE ISSUES | | 8.7 | |
| R165 NON-WORKING TRAVEL | | | |
| Klein, Darren S. | 01/07/20 | 2.9 | Travel to Wilmington (1.2); travel from Wilmington to NYC (1.7) |
| Szanzer, Steven Z. | 01/07/20 | 6.5 | Travel to Delaware for hearing (4.0); travel back to NYC (2.5). |
| Ariel, Donny | 01/27/20 | 2.9 | Travel to and from Delaware for Plan confirmation hearing |
| Green, Thomas S. | 01/27/20 | 5.5 | Travel to and from confirmation hearing |
| Klein, Darren S. | 01/27/20 | 4.2 | Travel to Wilmington from home (2.5); travel from Wilmington to office (1.7) |
| Total R165 NON-WORKING TRAVEL | | 22.0 | |
| R170 PLAN/DISCLOSURE STATEMENT | | | |
| Blanco, Maurice | 01/01/20 | 1.4 | Review Disclosure Statement revisions (0.5); correspond with R. Patel regarding Regulation D issues (0.2); review same (0.7). |
| Ariel, Donny | 01/02/20 | 4.9 | Review and revise Disclosure Statement Supplement and Plan. |
| Blanco, Maurice | 01/02/20 | 0.6 | Emails with R. Patel regarding Regulation D exemption and Disclosure Statement. |
| Klein, Darren S. | 01/02/20 | 1.1 | Call with J. Swent and others regarding confirmation documents (0.3); comment regarding Plan Supplement documentation (0.8). |
| Kratzer, David | 01/02/20 | 1.6 | Correspond with S. Szanzer regarding valuation declaration (0.1); correspond with A. Li regarding same (0.1); correspond with D. Beizer regarding Plan Supplement (0.2); revise Tabulation declaration (1.1); correspond with S. Szanzer regarding same (0.1). |
| Szanzer, Steven Z. | 01/02/20 | 6.0 | Review and revise Amended Plan (1.2); correspond with D. Ariel regarding same (0.6); review and revise Disclosure Statement Supplement (1.0); correspond with D. Ariel regarding same (0.4); correspond with R. Patel regarding same and Plan (0.2); correspond with A. Li regarding same (0.4); correspond with D. Kratzer regarding declarations for confirmation (0.2); review and revise Implementation Memo (0.5); correspond with D. Ariel regarding same (0.3); review emails regarding other Plan supplement documents (0.5); review lender statement in support (0.3); correspond with D. McElligott regarding same (0.1); correspond with Willkie Farr, Alvarez & Marsal, and K. Jameson regarding GP (0.3). |
| Ariel, Donny | 01/03/20 | 5.2 | Revise Plan and Disclosure Statement Supplement and exhibits thereto. |
| Kratzer, David | 01/03/20 | 0.5 | Calls with A. Li regarding revisions to Plan (0.2); review same |

| Time Detail By Project | | | | |
|------------------------|----------|-------|--|--|
| Name | Date | Hours | Narrative | |
| Szanzer, Steven Z. | 01/03/20 | 2.8 | (0.2); correspond with D. Ariel and A. Li regarding same (0.1). Review and revise Amended Plan, Disclosure Statement Supplement and exhibits (1.3); correspond with D. Ariel regarding same (0.5); correspond with B. Uptegrove regarding same (0.1); correspond with Willkie Farr regarding same (0.5); review lenders' revised statement in support (0.3); correspond with D. McElligott regarding same (0.1). | |
| Szanzer, Steven Z. | 01/04/20 | 0.5 | Review emails regarding Plan Supplement documents. | |
| Ariel, Donny | 01/05/20 | 6.3 | Finalize Plan and Disclosure Statement Supplement. | |
| Klein, Darren S. | 01/05/20 | 1.1 | Review and revise Plan Supplement documentation (0.3); emails with D. McElligott regarding same (0.2); review Disclosure Statement Supplement (0.4); call with J. Swent regarding same (0.2). | |
| Szanzer, Steven Z. | 01/05/20 | 3.0 | Review and revise Amended Plan, Disclosure Statement Supplement, and exhibits (1.2); correspond with Davis Polk team, Willkie Farr, Evercore, Houlihan Lokey, Alvarez & Marsal, and Southcross regarding same (1.8). | |
| Ariel, Donny | 01/06/20 | 10.4 | Review and revise Plan, Disclosure Statement Supplement, Exit Financing Order and related documents. | |
| Klein, Darren S. | 01/06/20 | 3.5 | Call with J. Swent regarding confirmation next steps (0.3); call with D. McElligott regarding same (0.1); call with M. Frank regarding same (0.1); call with J. Minias regarding same (0.2); review and revise Plan Supplement documents (1.2); analyze confirmation issues (0.9); meeting with S. Szanzer and others regarding confirmation workstreams (0.4); follow-up call with J. Swent regarding same (0.3). | |
| Kratzer, David | 01/06/20 | 0.3 | Revise valuation declaration (0.2); correspond with T. Green regarding same (0.1). | |
| Szanzer, Steven Z. | 01/06/20 | 2.4 | Finalize First Amended Plan, Disclosure Statement Supplement, and exhibits (2.0); review emails regarding Plan Supplement documents (0.4). | |
| Ariel, Donny | 01/07/20 | 7.2 | Review and revise Disclosure Statement Supplement, plan and Exit Financing Order (4.3); review issues regarding Plan Supplement documents (0.5); revise Implementation Memorandum (2.4). | |
| Erickson, Jarret | 01/07/20 | 1.6 | Review and revise Alvarez & Marsal declaration in support of confirmation (1.3); correspond with T. Green regarding same (0.2); correspond with S. Szanzer regarding same (0.1). | |
| Green, Thomas S. | 01/07/20 | 4.5 | Review and revise Evercore Declaration (0.4); review and revise Alvarez & Marsal Declaration (0.2); review and revise confirmation brief (3.9). | |
| Klein, Darren S. | 01/07/20 | 0.2 | Call with J. Swent regarding emergence workstreams . | |
| Kratzer, David | 01/07/20 | 3.2 | Revise Confirmation Notice and Ballots (0.6); correspond with S. Szanzer and J. Barsalona regarding same (0.4); correspond with S. Szanzer and T. Green regarding revisions to documents for Plan confirmation (0.4); revise valuation declaration (0.5); revise tabulation declaration (1.3). | |
| Lim, Soo | 01/07/20 | 1.0 | Correspond with Davis Polk restructuring team regarding Plan Supplement. | |
| Moyal, Shay | 01/07/20 | 0.3 | Correspond with Davis Polk team regarding exit facility agreement and the Plan Supplement. | |
| Slansky, Aliza | 01/07/20 | 0.1 | Correspond with Davis Polk team regarding Plan Supplement. | |
| Szanzer, Steven Z. | 01/07/20 | 1.6 | Finalize solicitation versions of First Amended Plan and Disclosure Statement (0.5); finalize Confirmation Hearing Notice and Ballots (0.5); correspond with D. Ariel regarding Plan Supplement documents (0.4); correspond with D. Ariel | |

| Time Detail By Project | | | | |
|------------------------|----------|-------|---|--|
| Name | Date | Hours | Narrative | |
| Ariel, Donny | 01/08/20 | 2.5 | regarding Plan Supplement Notice (0.2). Revise Implementation Memorandum (1.4); correspond with S Szanzer regarding Plan Supplement (0.3); revise notice of Plan Supplement (0.8). | |
| Burke, Arthur M.T. | 01/08/20 | 0.5 | Prepare for Plan Supplement call (0.2); participate on same (0.3). | |
| Finelli, Jon | 01/08/20 | 0.5 | Prepare for Plan Supplement checklist call (0.2); attend same (0.3). | |
| Klein, Darren S. | 01/08/20 | 0.3 | Participate on Plan Supplement call with J. Minias and others. | |
| Kratzer, David | 01/08/20 | 3.1 | Draft Plan Supplement Notice (0.9); correspond with D. Ariel regarding same (0.3); revise same (1.0); attend Plan Supplement call (0.3); draft new Board Plan Supplement document (0.6). | |
| Owens, Khadijah A. | 01/08/20 | 0.6 | Conference call regarding Southcross Plan Supplement (0.3); emails with Davis Polk team regarding same (0.3). | |
| Patti, Tessa | 01/08/20 | 0.4 | Attend Plan Supplement call (0.3); correspond with S. Szanzer regarding same (0.1). | |
| Szanzer, Steven Z. | 01/08/20 | 5.4 | Review comments to Implementation Memorandum (0.3); correspond with D. Ariel regarding same (0.4); correspondence with J. Burbage regarding same (0.4); correspond with D. Ariel regarding status of documents (0.5); call with Willkie Farr regarding Plan Supplement documents (0.3); correspond with J. Burbage regarding Confirmation Order (0.3); call with J. Barsalona regarding same (0.1); review confirmation declarations (1.5); correspond with D. Kratzer regarding same (0.4); review and revise Notice of Plan Supplement (0.8); correspond with D. Ariel and D. Kratzer regarding same (0.4). | |
| Ariel, Donny | 01/09/20 | 6.1 | Revise Implementation Memorandum (3.8); finalize Plan Supplement documents and coordinate Plan Supplement filing (2.3). | |
| Klein, Darren S. | 01/09/20 | 1.3 | Calls with J. Swent regarding Plan Supplement documents (0.4); call with J. Minias regarding same (0.2); correspond with S. Szanzer regarding same (0.1); call with J. Minias and D. McElligott and others regarding same (0.2); comment regarding Plan Supplement documents (0.4) | |
| Kratzer, David | 01/09/20 | 3.2 | Correspond with S. Szanzer, D. McElligott and others regarding Plan Supplement (0.9); correspond with T. Green regarding declarations in support of confirmation (0.1); correspond with S. Szanzer and K. Hug regarding ballots (0.1); meet with D. Ariel regarding Plan Supplement (0.3); revise new Board Plan Supplement document (1.2); correspond with S. Szanzer regarding same (0.3); revise notice of Plan Supplement (0.3). | |
| Lim, Soo | 01/09/20 | 1.3 | Correspond with restructuring team regarding Plan Supplement documents (0.1); compile documents to be filed (1.2). | |
| Szanzer, Steven Z. | 01/09/20 | 5.0 | Finalize Plan Supplement documents. | |
| Ariel, Donny | 01/10/20 | 2.8 | Correspond with Davis Polk team regarding Plan Supplement filings (2.3); revise notice of Plan Supplement (0.5). | |
| Klein, Darren S. | 01/10/20 | 0.5 | Emails with J. Swent regarding confirmation items (0.5); calls with J. Minias and D. McElligott regarding confirmation workstreams (0.2); call with J. Swent regarding same (0.2). | |
| Szanzer, Steven Z. | 01/10/20 | 1.2 | Review and revise Notice of Amended Plan Supplement (0.4); correspond with D. Ariel regarding same (0.2); correspond with Willkie Farr regarding Plan Supplement documents (0.5); | |

| Time Detail By Project | | | | |
|------------------------|----------|-------|--|--|
| Name | Date | Hours | Narrative | |
| Ariel, Donny | 01/11/20 | 0.5 | correspond with J. Barsalona regarding status of same (0.1). | |
| Kratzer, David | 01/11/20 | 2.1 | Review and revise Plan and Confirmation Order. | |
| Ariel, Donny | 01/12/20 | 2.4 | Revise declarations in support of Plan confirmation (1.9); | |
| Erickson, Jarret | 01/12/20 | 2.0 | correspond with S. Szanzer regarding same (0.2). | |
| Szanzer, Steven Z. | 01/12/20 | 5.3 | Draft and revise Confirmation Order. | |
| Ariel, Donny | 01/13/20 | 2.3 | Review and revise Alarez & Marsal declaration in support of | |
| Erickson, Jarret | 01/13/20 | 2.9 | confirmation (1.8); correspond with S. Szanzer regarding | |
| Green, Thomas S. | 01/13/20 | 2.3 | same (0.2). | |
| Klein, Darren S. | 01/13/20 | 0.4 | Review and revise confirmation declarations (4.0); correspond | |
| Szanzer, Steven Z. | 01/13/20 | 5.9 | with Davis Polk team regarding same (0.5); correspond with | |
| Ariel, Donny | 01/14/20 | 3.2 | KCC and Evercore regarding same (0.3); review confirmation | |
| Finelli, Jon | 01/14/20 | 1.1 | brief (0.5). | |
| Green, Thomas S. | 01/14/20 | 0.2 | Revise Confirmation Order. | |
| Klein, Darren S. | 01/14/20 | 0.7 | Review and revise Alvarez & Marsal declaration in support of | |
| Szanzer, Steven Z. | 01/14/20 | 7.1 | confirmation (1.8); correspond with S. Szanzer regarding | |
| Ariel, Donny | 01/15/20 | 2.9 | same (0.6); research and review precedents for same (0.5). | |
| Beizer, David | 01/15/20 | 0.2 | Review and revise confirmation brief. | |
| Erickson, Jarret | 01/15/20 | 0.4 | Call with J. Minias regarding Plan Supplement (0.1); emails | |
| Finelli, Jon | 01/15/20 | 0.3 | with J. Swent regarding same (0.1); emails with S. Szanzer | |
| Green, Thomas S. | 01/15/20 | 3.9 | regarding same (0.2). | |
| Klein, Darren S. | 01/15/20 | 1.1 | Review and revise Mosley Declaration (1.1); correspond with | |
| | | | J. Erickson regarding same (0.4); correspond with J. Burbage | |
| | | | regarding Confirmation Order (0.1); correspond with D. Ariel | |
| | | | regarding Confirmation Order (0.5); review and revise same | |
| | | | (3.3); correspond with Morris Nichols regarding same and | |
| | | | Plan (0.2); review and revise Pacha Declaration (0.2); | |
| | | | correspond with D. Kratzer regarding same (0.1). | |
| | | | Revise Confirmation Order (1.7); revise notice of Plan | |
| | | | Supplement (0.8); prepare Plan Supplement documents for | |
| | | | filing and coordinate filing (0.7). | |
| | | | Review and revise Confirmation Order. | |
| | | | Conference with S. Szanzer regarding confirmation brief. | |
| | | | Calls with J. Swent regarding Plan Supplement (0.4); | |
| | | | coordinate Plan Supplement finalization (0.3). | |
| | | | Finalize Amended Plan Supplement (1.4); correspond with | |
| | | | Willkie Farr and Morris Nichols regarding same (0.4); review | |
| | | | and revise Mosley Declaration (0.5); correspond with J. | |
| | | | Erickson regarding same (0.3); email Alvarez & Marsal | |
| | | | regarding same (0.1); review and revise Confirmation Order | |
| | | | (1.5); correspond with D. Ariel regarding same (0.4); | |
| | | | correspond with Willkie Farr regarding same (0.2); review | |
| | | | Confirmation Brief (1.8); correspondence with T. Green and D. | |
| | | | Klein regarding same (0.5). | |
| | | | Review confirmation order and Plan. | |
| | | | Correspond with Willkie Farr team regarding subsidiaries list | |
| | | | and consolidating companies (0.1); correspond with Willkie | |
| | | | Farr team regarding subsidiaries list and consolidating | |
| | | | companies (0.1). | |
| | | | Review exclusivity motion (0.2); correspond with D. Ariel | |
| | | | regarding same (0.2). | |
| | | | Call with Willkie Farr regarding Plan Supplement. | |
| | | | Revise confirmation brief. | |
| | | | Call with J. Swent regarding confirmation next steps (0.1); call | |
| | | | with J. Minias regarding same (0.5); call with M. Huebner | |
| | | | regarding next steps (0.1); correspond with S. Szanzer | |
| | | | regarding same (0.2); emails with A. Burke and others | |

| Time Detail By Project | | | |
|------------------------|----------|-------|---|
| Name | Date | Hours | Narrative |
| Kratzer, David | 01/15/20 | 0.1 | regarding entity mergers under plan (0.2). |
| Lim, Soo | 01/15/20 | 0.1 | Correspond with T. Green regarding declarations. |
| Szanzer, Steven Z. | 01/15/20 | 3.2 | Correspond with Willkie Farr regarding subsidiary mergers (0.1). |
| | | | Correspond with T. Green regarding Confirmation Brief (0.2); correspondence with D. Ariel regarding Confirmation Order (0.6); review same (0.6); correspond with D. Ariel and D. Klein regarding exclusivity (0.3); call with J. Barsalona regarding same (0.1); call with Willkie Farr regarding Plan closing items (0.3); call with J. Barsalona regarding U.S. Trustee Plan issues (0.1); correspond with K. Jameson, D. Ariel, and Morris Nichols regarding registered agent (0.3); correspond with Davis Polk team regarding subsidiary mergers (0.3); correspond with D. Ariel regarding Plan closing tracker (0.4). |
| Ariel, Donny | 01/16/20 | 7.8 | Revise Confirmation Order (4.1); review issues and negotiations regarding Confirmation Order (1.9); review issues with respect to Plan confirmation process (1.2); revise closing tracker (0.6). |
| Beizer, David | 01/16/20 | 0.6 | Conference with A. Avnon regarding pro forma corporate structure and documentation (0.3); prepare pro forma corporate structure (0.3). |
| Erickson, Jarret | 01/16/20 | 2.0 | Review and revise exclusivity motion (1.4); research regarding same (0.4); correspond with D. Ariel regarding same (0.2). |
| Finelli, Jon | 01/16/20 | 0.2 | Emails with Willkie Farr regarding merger of subsidiaries at closing. |
| Green, Thomas S. | 01/16/20 | 3.3 | Review and revise confirmation brief. |
| Klein, Darren S. | 01/16/20 | 0.1 | Emails with S. Szanzer regarding emergence entities. |
| Kratzer, David | 01/16/20 | 2.1 | Coordinate confirmation and emergence logistics (1.9); correspond with D. Ariel regarding same (0.2). |
| Lim, Soo | 01/16/20 | 0.4 | Correspond with Davis Polk team regarding subsidiary mergers (0.4). |
| Szanzer, Steven Z. | 01/16/20 | 5.0 | Review emails regarding registered agent (0.3); review and revise comments to Confirmation Order (1.5); correspond with Davis Polk team regarding same (0.4); correspond with Willkie Farr regarding same (0.4); correspond with M. Frank regarding Mosley Declaration (0.3); correspond with M. Frank regarding Confirmation Hearing and funds flow memo (0.4); review and revise First Amended Plan (0.2); correspond with D. McElligott regarding same (0.1); review Voting Report (0.1); email Southcross regarding same (0.1); participate in weekly advisor call with Southcross (0.6); team correspondence regarding closing tracker (0.3); correspond with K. Jameson and D. McElligott regarding merger issue (0.3). |
| Ariel, Donny | 01/17/20 | 2.2 | Review issues with respect to Plan confirmation process. |
| Beizer, David | 01/17/20 | 1.7 | Revise secretary certificate for financing (0.5); revise Credit Agreement schedules (0.3); correspond with Southcross team regarding same (0.3); prepare finance aspect of closing tracker (0.3); prepare consolidating entities jurisdiction chart (0.3). |
| Erickson, Jarret | 01/17/20 | 4.3 | Draft exclusivity motion (3.1); review precedents for same (0.4); research regarding same (0.5); correspondence and discussions with D. Ariel regarding same (0.3) |
| Finelli, Jon | 01/17/20 | 0.2 | Correspond with Davis Polk team regarding merger of subsidiaries. |
| Klein, Darren S. | 01/17/20 | 1.8 | Correspond with S. Szanzer regarding confirmation topics |

| Time Detail By Project | | | |
|------------------------|----------|-------|--|
| Name | Date | Hours | Narrative |
| Kratzer, David | 01/17/20 | 3.2 | (0.1); call with J. Swent regarding same (0.2); analyze confirmation objections (0.4); emails with S. Szanzer and others regarding same (0.4) revise Confirmation Order (0.3); revise confirmation filings (0.4). |
| Lim, Soo | 01/17/20 | 1.4 | Coordinate confirmation and emergence logistics (2.1); correspond with S. Szanzer, D. Ariel, K. Jameson, S. Lim, and others regarding same (1.1). |
| Szanzer, Steven Z. | 01/17/20 | 4.6 | Review closing tracker (0.8); correspond with Davis Polk team regarding subsidiary mergers (0.6). |
| Ariel, Donny | 01/18/20 | 4.2 | Correspond with T. Green regarding Confirmation Brief (0.8); review same (1.0); correspond regarding Declarations with D. Kratzer (0.4); correspond with L. Scott regarding Voting Report (0.2); correspond with Morris Nichols and D. Ariel regarding revised First Amended Plan in connection with U.S. Trustee's issues (0.3); review and revise Mosley Declaration (0.5); review and revise closing tracker (1.0); correspond with Davis Polk team regarding same (0.4). |
| Finelli, Jon | 01/18/20 | 0.3 | Review and revise Confirmation Order. |
| Green, Thomas S. | 01/18/20 | 0.2 | Analyze Willkie Farr comments to Confirmation Order. |
| Szanzer, Steven Z. | 01/18/20 | 1.2 | Review and revise Confirmation Order (0.7); correspond with Davis Polk team and Morris Nichols regarding same (0.5). |
| Ariel, Donny | 01/19/20 | 4.5 | Revise Confirmation Order. |
| Green, Thomas S. | 01/19/20 | 1.6 | Revise confirmation brief. |
| Klein, Darren S. | 01/19/20 | 0.3 | Analyze Plan Supplement document. |
| Kratzer, David | 01/19/20 | 0.6 | Attend call with Willkie Farr regarding Confirmation Order (0.5); correspond with T. Green regarding declarations in support of confirmation (0.1). |
| Moyal, Shay | 01/19/20 | 0.3 | Correspond with Davis Polk team regarding PricewaterhouseCoopers tax questions. |
| Szanzer, Steven Z. | 01/19/20 | 6.5 | Review and revise Confirmation Order (1.8); correspond with D. Ariel and D. McElligott regarding same (0.8); review and revise Confirmation Brief (3.5); correspondence with T. Green regarding same (0.4). |
| Ariel, Donny | 01/20/20 | 4.0 | Review issues with respect to Plan confirmation process (0.3); revise Confirmation Order (3.1); review confirmation brief (0.6). |
| Blanco, Maurice | 01/20/20 | 0.5 | Research Form D questions. |
| Brownstone, Adam R. | 01/20/20 | 0.3 | Correspondence W. Curran and M. Roberson regarding Plan of Reorganization and tax treatment thereof (0.1); review Disclosure Statement and plan (0.1); correspond with A. Slansky and S. Moyal regarding same (0.1). |
| Green, Thomas S. | 01/20/20 | 2.0 | Review and revise confirmation brief. |
| Klein, Darren S. | 01/20/20 | 0.9 | Review confirmation brief (0.4); review closing checklist (0.4); call with J. Swent regarding confirmation workstreams. (0.1). |
| Kratzer, David | 01/20/20 | 1.4 | Correspond with S. Szanzer and D. Sinclair regarding declarations in support of confirmation (0.2); coordinate confirmation and emergence logistics (0.9); correspond with D. Klein, S. Szanzer, and others regarding same (0.3). |
| Slansky, Aliza | 01/20/20 | 0.3 | Correspond with A. Brownstone regarding tax structuring. |
| Szanzer, Steven Z. | 01/20/20 | 2.8 | Review and revise Confirmation Brief (1.4); correspond with T. Green regarding same (0.4); correspond with D. Kratzer regarding Declarations in support of confirmation (0.2); correspond with Davis Polk team regarding closing tracker (0.5); correspond with Davis Polk team regarding Effective |

| Time Detail By Project | | | |
|------------------------|----------|-------|---|
| Name | Date | Hours | Narrative |
| | | | Date transactions (0.3). |
| Ariel, Donny | 01/21/20 | 7.7 | Review issues with respect to Plan confirmation process. |
| Beizer, David | 01/21/20 | 0.1 | Correspond with Morris Nichols regarding merger entities (0.1). |
| Giddens, Magali | 01/21/20 | 0.3 | Correspondence with T. Green regarding preparation of table of authorities (0.2); call with T. Bruney regarding same (0.1). |
| Green, Thomas S. | 01/21/20 | 4.4 | Analyze plan objection (1.2), research regarding same (2.5); call with Southcross regarding confirmation (0.7). |
| Klein, Darren S. | 01/21/20 | 2.4 | Closing checklist call with K. Jameson and J. Swent and others (0.7); calls with J. Swent regarding same (0.1); revise closing checklist (0.2); review confirmation objections (0.6); analyze plan objections (0.8). |
| Kratzer, David | 01/21/20 | 1.7 | Correspond with S. Lim regarding closing logistics (0.1); correspond with S. Szanzer regarding same (0.1); correspond with D. Klein, D. Ariel, and Southcross regarding same (0.3); review closing checklist (0.5); attend call with Southcross regarding same (0.7). |
| Szanzer, Steven Z. | 01/21/20 | 5.9 | Correspond with J. Burbage regarding closing tracker (0.2); correspond with Davis Polk team regarding same (0.3); correspond with MNAT regarding same (0.3); review revised version of same (0.3); review Confirmation Order (1.0); correspond with D. Ariel regarding same (0.5); review Plan objections (0.5); correspond with Davis Polk team regarding same (0.6); correspond with objectors' counsel regarding same (0.8); correspond with Willkie Farr regarding same (0.4); correspond with A. Li regarding Plan consideration process (0.2); correspond with M. Frank regarding professional fee escrow account (0.3); call with E. Mosley regarding Plan (0.3); correspond with KCC regarding voting tabulation (0.2). |
| Ariel, Donny | 01/22/20 | 11.4 | Review issues with respect to Confirmation Order (1.2); revise confirmation brief (8.4); review issues with respect to Plan confirmation process (1.2); call with Southcross and Davis Polk team regarding objection (0.2); call with Willkie Farr and Davis Polk team regarding closing (0.4). |
| Beizer, David | 01/22/20 | 0.7 | Correspond with Morris Nichols and Locke Lord teams regarding entity consolidations and organizational documents (0.6); correspond with S. Lim regarding entity consolidations (0.1). |
| Blanco, Maurice | 01/22/20 | 0.3 | Research Form D questions |
| Bruney, Theresa | 01/22/20 | 6.3 | Prepare table of authorities for Confirmation Brief. |
| Burke, Arthur M.T. | 01/22/20 | 0.3 | Join closing checklist call late. |
| Erickson, Jarret | 01/22/20 | 0.2 | Correspondence and discussions with T. Green and D. Kratzer regarding Alvarez & Marsal declaration and outstanding objections to confirmation. |
| Finelli, Jon | 01/22/20 | 2.0 | Review and revise Confirmation Order. |
| Green, Thomas S. | 01/22/20 | 10.1 | Correspond with D. Ariel and D. Kratzer regarding confirmation workstreams (1.6); call with Southcross regarding Star objection (0.2), research regarding same (0.7); call with Willkie Farr regarding closing (0.4); review and revise confirmation brief (6.9); review confirmation declarations (0.1); calls with J. Barsalona regarding confirmation workstreams (0.2). |
| Klein, Darren S. | 01/22/20 | 2.9 | Call with J. Swent regarding confirmation steps (0.2); call with D. Sinclair regarding same (0.1); correspond with D. Ariel regarding same (0.1); follow-up calls with J. Swent regarding same (0.2); call with K. Jameson and others regarding |

| Time Detail By Project | | | |
|------------------------|----------|-------|---|
| Name | Date | Hours | Narrative |
| Kratzer, David | 01/22/20 | 7.1 | confirmation and closing checklist (1.5); review and comment on confirmation declarations (0.4); review confirmation objections (0.4) Correspond with T. Green regarding objection (0.2); call with A. Li regarding voting results (0.1); review and revise declarations in support of confirmation (2.3); correspond with KCC, T. Green, and J. Erickson regarding same (0.4); correspond with T. Green and D. Ariel regarding confirmation brief and Order (0.4); correspond with T. Green regarding declarations (0.5); revise Mosley declaration (1.8); correspond with T. Green regarding same (0.2); correspond with T. Green regarding confirmation brief and order (0.4); review closing checklist (0.1); correspond with D. Ariel regarding same (0.2); attend call with Willkie Farr regarding same (0.5). |
| Lim, Soo | 01/22/20 | 3.4 | Call with Willkie Farr regarding closing tracker (0.5); correspondence with Davis Polk team regarding emergence deliverables (1.0); revise Confirmation Order (1.9). |
| Lin, Charlie | 01/22/20 | 0.5 | Attend closing checklists call with Willkie Farr. |
| Ariel, Donny | 01/23/20 | 9.4 | Correspond with Southcross, financial advisors and Davis Polk team regarding confirmation (0.5); correspond with local counsel and Davis Polk team regarding same (0.4); review issues with respect to confirmation order revision and filing (0.5); review issues with respect to Plan Supplement filing (4.0); review issues with respect to filing various Plan documents (2.2); review issues with respect to Plan confirmation process (1.8). |
| Beizer, David | 01/23/20 | 1.0 | Call with Southcross, Morris Nichols regarding consolidation (0.4); correspond with Southcross, Morris Nichols, Davis Polk teams regarding entity consolidation (0.2); call with Locke Lord team regarding entity consolidation (0.3); correspond with Locke Lord team regarding entity consolidation (0.1). |
| Blanco, Maurice | 01/23/20 | 0.3 | Emails with R. Patel regarding Form D. |
| Bruney, Theresa | 01/23/20 | 4.3 | Prepare table of authorities for Confirmation Brief. |
| Finelli, Jon | 01/23/20 | 0.3 | Review and revise draft of Confirmation Order. |
| Green, Thomas S. | 01/23/20 | 5.2 | Call with D. Kratzer regarding confirmation brief (0.2); review and revise confirmation brief (5.0). |
| Klein, Darren S. | 01/23/20 | 3.9 | Review and comment on Confirmation Order (0.3); emails with D. Ariel regarding filing Plan Supplement documents (0.2); correspond with T. Green and D. Ariel regarding confirmation hearing preparation (0.3); emails with D. Sinclair regarding Plan objections (0.5); coordinate on objection resolutions (0.3); emails with J. Barsalona regarding filings (0.2); review and finalize pleadings (1.3); call with J. Russell and others regarding closing steps (0.5); review and revise closing steps list (0.3). |
| Kratzer, David | 01/23/20 | 7.8 | Correspond with T. Green regarding filings for confirmation (0.3); review tabulation declaration (0.2); correspond with KCC regarding same (0.1); review and revise confirmation brief (1.4); call with T. Green regarding same (0.2); revise declarations (1.3); finalize declaration and confirmation brief for filing (4.1); correspond with D. Klein and D. Ariel regarding same (0.1); call with E. Moats regarding same (0.1). |
| Lim, Soo | 01/23/20 | 1.4 | Correspond with J. Finelli regarding consolidation of subsidiaries (0.3); call with Morris Nichols regarding emergence process (0.7); correspond with R. Patel regarding Form D (0.3); call with Willkie Farr regarding securities (0.1). |

| Time Detail By Project | | | |
|---|-------------|--------------|--|
| Name | Date | Hours | Narrative |
| Ariel, Donny | 01/24/20 | 6.6 | Draft and revise exclusivity motion (4.1); coordinate filing of amended plan of reorganization and review issues related thereto (0.5); revise and review issues respecting Confirmation Order (2.0). |
| Beizer, David | 01/24/20 | 0.2 | Call and correspond with Willkie Farr regarding consolidating entities (0.2). |
| Klein, Darren S. | 01/24/20 | 2.8 | Review and comment on confirmation documents (0.6); analyze confirmation objections (0.5); correspond with D. Ariel and D. Sinclair regarding objection resolutions (0.7); emails with J. Finelli regarding exit facility (0.2); revise closing steps list (0.4); comment on exclusivity motion (0.4). |
| Kratzer, David | 01/24/20 | 1.2 | Correspond with D. Ariel and Southcross regarding Plan confirmation (0.5); coordinate confirmation and emergence logistics (0.7). |
| Lim, Soo | 01/24/20 | 0.4 | Review Morris Nichols transaction step list (0.1); correspond regarding logistics of emergence S. Moyal (0.3). |
| Moyal, Shay | 01/24/20 | 1.2 | Conduct a tax analysis of the transaction steps (1.0); correspond with S. Lim regarding same (0.2). |
| Ariel, Donny | 01/25/20 | 0.3 | Review issues regarding Southcross chapter 11 emergence timeline. |
| Beizer, David | 01/25/20 | 0.1 | Correspond with Morris Nichols team regarding entity consolidations. |
| Klein, Darren S. | 01/25/20 | 0.9 | Emails with D. Ariel regarding exclusivity motion (0.1); revise closing step list (0.4); emails with J. Russell and others regarding same (0.3); email D. Sinclair regarding transfer agent (0.1). |
| Lim, Soo | 01/25/20 | 1.6 | Review Morris Nichols transaction step list. |
| Lin, Charlie | 01/25/20 | 0.5 | Revise Step Transaction Closing Checklist per comments from D. Klein. |
| Ariel, Donny | 01/26/20 | 2.5 | Revise exclusivity motion and coordinate filing (2.1); revise Confirmation Order and Notice with respect thereto and coordinate filing (0.4). |
| Lim, Soo | 01/26/20 | 1.2 | Review Morris Nichols transaction step list. |
| Ariel, Donny | 01/27/20 | 4.6 | Review issues with respect to plan implementation (4.3); review and analyze Plan (0.3). |
| Klein, Darren S. | 01/27/20 | 0.1 | Emails with J. Finelli regarding distributions. |
| Lim, Soo | 01/27/20 | 5.0 | Call with Willkie Farr regarding Transfer Agent Agreement (0.2); correspond regarding Transfer Agent Agreement with Southcross (0.3); review same (0.6); review and revise step list (1.6); correspond with Davis Polk team regarding Hart Scott Rodino analysis (0.4); review merger documents (1.9). |
| Marks, Mary K. | 01/27/20 | 0.8 | Perform Hart Scott Rodino analysis. |
| Total R170 PLAN/DISCLOSURE STATEMENT | | 360.7 | |
| R175 PREPARATION OF FEE STATEMENTS/APPLICATIONS AND BUDGET | | | |
| Kratzer, David | 01/03/20 | 0.2 | Correspond with M. Giddens regarding December billing detail. |
| Kratzer, David | 01/06/20 | 0.2 | Correspond with M. Giddens regarding December billing detail (0.1); correspond with E. Moats and others regarding November Monthly Fee Application (0.1). |
| Szanzer, Steven Z. | 01/06/20 | 0.2 | Correspondence with D. Kratzer and E. Moats regarding Certificate of No Objection for November fee statement. |
| Giddens, Magali | 01/07/20 | 4.3 | Review and revise December billing detail (4.1); conference with D. Kratzer regarding same (0.2). |

| Time Detail By Project | | | |
|------------------------|----------|-------|--|
| Name | Date | Hours | Narrative |
| Kratzer, David | 01/07/20 | 1.9 | Meet with M. Giddens regarding December billing detail (0.2); review same (1.2); correspond with S. Szanzer and E. Moats regarding November Monthly Fee Application (0.3); review certification regarding same (0.2). |
| Szanzer, Steven Z. | 01/07/20 | 0.2 | Correspond with D. Kratzer regarding Certificate of No Objection for November Fee Statement. |
| Giddens, Magali | 01/08/20 | 1.3 | Review and revise December billing detail. |
| Kratzer, David | 01/08/20 | 0.1 | Correspond with M. Giddens regarding December billing detail. |
| Szanzer, Steven Z. | 01/08/20 | 0.1 | Email Southcross regarding November fees. |
| Giddens, Magali | 01/09/20 | 0.9 | Review and revise December billing detail (0.8); correspond with D. Kratzer regarding same (0.1). |
| Kratzer, David | 01/09/20 | 2.7 | Correspond with M. Giddens regarding December billing detail (0.1); review same (2.5); correspond with M. Giddens regarding same (0.1). |
| Giddens, Magali | 01/10/20 | 1.3 | Review and revise December billing detail (1.2); meeting with D. Kratzer regarding same (0.1). |
| Kratzer, David | 01/10/20 | 1.9 | Review December billing detail (1.6); meet with M. Giddens regarding same (0.1); correspond with M. Giddens regarding same (0.2). |
| Kratzer, David | 01/11/20 | 2.1 | Review December billing detail. |
| Kratzer, David | 01/12/20 | 4.9 | Review December billing detail. |
| Giddens, Magali | 01/13/20 | 1.2 | Review December billing detail (0.8); correspond with D. Kratzer and K. Hug regarding same (0.2); correspond with D. Kratzer regarding same (0.2). |
| Kratzer, David | 01/13/20 | 0.3 | Correspond regarding December billing detail with M. Giddens and others. |
| Erickson, Jarret | 01/14/20 | 2.3 | Review December billing detail (2.0); correspond and discussions with D. Kratzer regarding same (0.3). |
| Giddens, Magali | 01/14/20 | 1.2 | Review and revise December billing detail. |
| Hug, Kayla | 01/14/20 | 2.4 | Review December billing detail (1.0); correspond with billing department regarding same (0.3); prepare December fee application (1.0) correspond with M. Giddens regarding same (0.1). |
| Kratzer, David | 01/14/20 | 0.3 | Correspond with M. Giddens regarding December billing detail (0.2); call with S. Szanzer regarding same (0.1). |
| Szanzer, Steven Z. | 01/14/20 | 0.1 | Correspond with D. Kratzer regarding December billing detail. |
| Erickson, Jarret | 01/15/20 | 2.1 | Review December billing detail (1.3); correspondence and discussions with C. Cicchini regarding same (0.3); correspondence and discussions with accounting department regarding same (0.2); correspondence and discussions with D. Kratzer regarding same (0.3). |
| Giddens, Magali | 01/15/20 | 0.9 | Review December billing detail (0.8); correspond with D. Kratzer regarding same (0.1). |
| Hug, Kayla | 01/15/20 | 1.2 | Prepare charts for December fee application (1.0); correspond with M. Giddens regarding same (0.2). |
| Kratzer, David | 01/15/20 | 2.8 | Correspond with M. Giddens regarding December billing detail (0.1); correspond with J. Erickson and S. Szanzer regarding same (0.3); review December billing detail (2.4). |
| Szanzer, Steven Z. | 01/15/20 | 0.2 | Correspond with D. Kratzer regarding December billing detail. |
| Hug, Kayla | 01/16/20 | 0.6 | Correspond with D. Kratzer and others regarding December billing detail (0.1) review December billing details (0.5). |
| Kratzer, David | 01/16/20 | 1.9 | Review December billing detail (1.5); correspond with S. Szanzer, J. Erickson, and M. Giddens regarding same (0.4). |
| Szanzer, Steven Z. | 01/16/20 | 3.2 | Review and revise December billing detail (3.0); correspond with D. Kratzer regarding same (0.2). |

| Time Detail By Project | | | |
|---|-------------|--------------|---|
| Name | Date | Hours | Narrative |
| Erickson, Jarret | 01/17/20 | 0.7 | Review and revise December monthly fee application (0.5); correspond with D. Kratzer regarding same (0.2). |
| Giddens, Magali | 01/17/20 | 1.9 | Review December invoice detail and monthly fee statement (1.7); call with D. Kratzer regarding same (0.2). |
| Hug, Kayla | 01/17/20 | 0.1 | Review and revise December billing detail. |
| Kratzer, David | 01/17/20 | 1.4 | Call with J. Cicchini regarding December billing detail (0.2); call with M. Giddens regarding same (0.1); correspond with J. Erickson and D. Klein regarding same (0.3); review billing detail (0.8). |
| Erickson, Jarret | 01/21/20 | 0.2 | Correspondence and discussions with D. Kratzer regarding December monthly fee application. |
| Giddens, Magali | 01/21/20 | 0.9 | Review December billing detail. |
| Hug, Kayla | 01/21/20 | 0.2 | Review attorney information for December fee application. |
| Kratzer, David | 01/21/20 | 3.9 | Prepare December fee application (1.7); correspond with S. Szanzer, J. Erickson and others regarding same (0.6); revise same (1.6). |
| Szanzer, Steven Z. | 01/21/20 | 3.5 | Review and revise December billing detail and fee application (3.0); correspond with D. Klein and D. Kratzer regarding same (0.5). |
| Kratzer, David | 01/22/20 | 1.2 | Correspond with E. Ramos regarding December billing detail offs (0.2); revise December fee application (1.0). |
| Kratzer, David | 01/23/20 | 0.3 | Call with E. Moats regarding December fee application (0.1); review same (0.1); correspond with E. Moats regarding same (0.1). |
| Kratzer, David | 01/24/20 | 0.8 | Correspond with E. Ramos and others regarding December billing detail (0.2); review Plan regarding final fee application (0.6). |
| Erickson, Jarret | 01/27/20 | 0.5 | Review Plan and Interim Compensation Order for final fee application process (0.2); correspondence and discussions with D. Kratzer regarding same (0.3) |
| Giddens, Magali | 01/27/20 | 0.2 | Correspond with K. Hug regarding December bill details. |
| Kratzer, David | 01/27/20 | 1.7 | Correspond with M. Giddens regarding December billing detail (0.1); correspond with J. Erickson regarding final fee application (0.9); call with E. Moats regarding same (0.3); correspond with Davis Polk team regarding same (0.4). |
| Total R175 PREPARATION OF FEE STATEMENTS/APPLICATIONS AND BUDGET | | 60.5 | |
| R190 HEARING PREPARATION | | | |
| Giddens, Magali | 01/02/20 | 1.4 | Prepare minibooks for January 7 hearing, including index. |
| Szanzer, Steven Z. | 01/02/20 | 0.3 | Correspond with Willkie Farr regarding hearing preparation and logistics. |
| Hug, Kayla | 01/03/20 | 0.6 | Set up CourtCall lines for January 7 Hearing. |
| Kratzer, David | 01/03/20 | 1.0 | Correspond with D. Beizer regarding preparations for hearing regarding exit financing (0.2); coordinate advisors attending hearing telephonically (0.8). |
| Szanzer, Steven Z. | 01/03/20 | 1.3 | Correspond with E. Levine, A. D'Souza, J. Barsalona, and D. Kratzer regarding hearing preparation (0.8); review and revise hearing agenda (0.3); correspond with J. Barsalona regarding same (0.2). |
| Giddens, Magali | 01/06/20 | 1.7 | Review list of documents for inclusion hearing minibook (0.1); retrieve and organize same (1.1); correspond regarding same with D. Kratzer (0.1); draft and revise table of contents (0.3); |

| Time Detail By Project | | | | |
|---------------------------------------|----------|-------------|---|--|
| Name | Date | Hours | Narrative | |
| Klein, Darren S. | 01/06/20 | 1.6 | handle arrangements for delivery of same to S. Szanzer (0.1). Prepare talking points for Disclosure Statement hearing. | |
| Kratzer, David | 01/06/20 | 2.5 | Correspond with D. Klein and others regarding upcoming hearing (0.4); correspond regarding same with T. Green and D. Ariel (0.1); revise talking points for upcoming hearing (1.5); correspond with D. Klein and S. Szanzer regarding same (0.4); correspond with D. Ariel regarding hearing preparation (0.1). | |
| Szanzer, Steven Z. | 01/06/20 | 1.9 | Prepare for hearing (0.8); update talking points for same (1.0); review amended agenda (0.1). | |
| Ariel, Donny | 01/07/20 | 0.3 | Listen to continued solicitation hearing. | |
| Giddens, Magali | 01/07/20 | 0.4 | Correspond with S. Szanzer regarding minibooks (0.1); compile solicitation order and Exit Financing Order attachments and send to S. Szanzer (0.1); review Exit Financing Order (0.2). | |
| Green, Thomas S. | 01/07/20 | 0.2 | Attend part of supplemental solicitation hearing telephonically. | |
| Klein, Darren S. | 01/07/20 | 2.6 | Draft talking points and prepare for hearing (0.7); revise talking points (1.6); attend hearing (0.3). | |
| Kratzer, David | 01/07/20 | 0.5 | Correspond with S. Szanzer regarding hearing preparation (0.4); coordinate conference line for hearing (0.1). | |
| Szanzer, Steven Z. | 01/07/20 | 1.5 | Meet with Morris Nichols in preparation for hearing (0.5); pre-hearing discussions with Davis Polk team (0.3); participate in hearing (0.3); post-hearing discussions with Morris Nichols (0.3); email update to Southcross and other advisors (0.1). | |
| Giddens, Magali | 01/09/20 | 0.3 | Coordinate with K. Hug regarding minibook. | |
| Hug, Kayla | 01/09/20 | 3.0 | Compile mini book (2.5); correspond with M. Giddens and others regarding same (0.5). | |
| Giddens, Magali | 01/13/20 | 0.2 | Correspond with K. Hug regarding mini-book documents. | |
| Hug, Kayla | 01/13/20 | 0.7 | Review and revise minibook for S. Szanzer (0.5); correspond with M. Giddens regarding same (0.2). | |
| Hug, Kayla | 01/15/20 | 1.0 | Prepare minibook regarding Amendment Plan Supplement. | |
| Green, Thomas S. | 01/23/20 | 2.5 | Analyze precedent confirmation hearing oral arguments (2.2); draft same (0.3). | |
| Klein, Darren S. | 01/23/20 | 0.2 | Revise agenda for confirmation hearing (0.2). | |
| Green, Thomas S. | 01/24/20 | 5.5 | Draft, review and revise confirmation hearing talking points | |
| Ariel, Donny | 01/26/20 | 0.4 | Arrangements for confirmation hearing. | |
| Klein, Darren S. | 01/26/20 | 1.4 | Review and revise talking points for confirmation hearing (0.5); review confirmation order and plan provisions in preparation for same (0.9). | |
| Ariel, Donny | 01/27/20 | 2.5 | Prepare for confirmation hearing (2.4); attend same (0.1). | |
| Green, Thomas S. | 01/27/20 | 1.2 | Prepare for confirmation hearing (1.1); attend same (0.1). | |
| Klein, Darren S. | 01/27/20 | 0.9 | Revise talking points (0.8); attend confirmation hearing (0.1). | |
| Kratzer, David | 01/27/20 | 0.5 | Coordinate telephonic appearance for Confirmation Hearing (0.4); attend confirmation hearing telephonically (0.1). | |
| Total R190 HEARING PREPARATION | | 38.1 | | |
| R195 BUSINESS OPERATIONS | | | | |
| Szanzer, Steven Z. | 01/08/20 | 0.3 | Correspondence with M. Frank regarding budget issues. | |
| Szanzer, Steven Z. | 01/17/20 | 1.7 | Correspond with S. Freedman regarding Dow's issues (0.6); correspondence with D. Ariel and D. Klein regarding same (0.5); call with J. Swent regarding same (0.2); correspondence with Morris Nichols regarding same (0.3); correspondence with D. McElligott regarding same (0.1). | |
| Total R195 BUSINESS | | 2.0 | | |

| Time Detail By Project | | | |
|-------------------------------|-------------|--------------|------------------|
| Name | Date | Hours | Narrative |
| OPERATIONS | | | |
| TOTAL | | 896.0 | |

Exhibit B

| BUSINESS MEAL DETAIL | | | | |
|----------------------|----------------------|-------------------------|------------------------------|---------------------|
| Date | Provider | Meal & Number of People | Description | Amount ¹ |
| 01/02/2020 | Davis Polk Cafeteria | 1 | Overtime meal for D. Ariel | \$7.51 |
| 01/02/2020 | Jaiya Thai | 1 | Overtime meal for S. Lim | \$20.00 |
| 01/02/2020 | Taam Tov | 1 | Overtime meal for S. Szanzer | \$20.00 |
| 01/03/2020 | Provider Not Listed | 1 | Overtime meal for S. Szanzer | \$20.00 |
| 01/07/2020 | Kosher Deluxe | 1 | Overtime meal for S. Szanzer | \$20.00 |
| 01/07/2020 | Davis Polk Cafeteria | 1 | Overtime meal for D. Ariel | \$14.00 |
| 01/07/2020 | Davis Polk Cafeteria | 1 | Overtime meal for D. Kratzer | \$16.66 |
| 01/08/2020 | Lean Mexican Kitchen | 1 | Overtime meal for S. Lim | \$20.00 |
| 01/08/2020 | Eden Wok | 1 | Overtime meal for S. Szanzer | \$20.00 |
| 01/08/2020 | Davis Polk Cafeteria | 1 | Overtime meal for D. Ariel | \$9.00 |
| 01/09/2020 | Davis Polk Cafeteria | 1 | Overtime meal for D. Kratzer | \$12.00 |
| 01/09/2020 | Davis Polk Cafeteria | 1 | Overtime meal for D. Ariel | \$14.00 |
| 01/09/2020 | Davis Polk Cafeteria | 1 | Overtime meal for D. Kratzer | \$12.00 |
| 01/09/2020 | Taam Tov | 1 | Overtime meal for S. Szanzer | \$20.00 |
| 01/09/2020 | Saar | 1 | Overtime meal for S. Lim | \$20.00 |
| 01/13/2020 | Sweetgreen | 1 | Overtime meal for S. Lim | \$20.00 |
| 01/13/2020 | Sushi Fussion | 1 | Overtime meal for S. Szanzer | \$20.00 |
| 01/14/2020 | Jerusalem Café | 1 | Overtime meal for S. Szanzer | \$20.00 |
| 01/15/2020 | Sushi Fussion | 1 | Overtime meal for S. Szanzer | \$20.00 |
| 01/16/2020 | Beyond Sushi | 1 | Overtime meal for A. Avnon | \$20.00 |
| 01/21/2020 | Just Salad | 1 | Overtime meal for D. Ariel | \$20.00 |
| 01/21/2020 | Eden Wok | 1 | Overtime meal for S. Szanzer | \$20.00 |
| 01/22/2020 | Davis Polk Cafeteria | 1 | Overtime meal for D. Kratzer | \$9.76 |
| 01/22/2020 | Davis Polk Cafeteria | 1 | Overtime meal for D. Ariel | \$18.35 |
| 01/23/2020 | Davis Polk Cafeteria | 1 | Overtime meal for D. Ariel | \$16.86 |
| 01/23/2020 | Sukhumvit | 1 | Overtime meal for D. Kratzer | \$20.00 |
| TOTAL | | | | \$450.14 |

¹ Where an amount for an overtime meal originally exceeded \$20.00, the amount was reduced to \$20.00 to comply with the UST Guidelines.

| TRAVEL DETAIL | | | |
|----------------------|--------------------------|---|--------------------|
| Date Posted | Person Travelling | Description | Amount (\$) |
| 01/02/2020 | D. Ariel | Taxi from Davis Polk offices for late night work | \$64.84 |
| 01/07/2020 | D. Ariel | Taxi from Davis Polk offices for late night work | \$54.25 |
| 01/07/2020 | D. Ariel | Taxi from Davis Polk offices for late night work | \$54.26 |
| 01/07/2020 | S. Szanzer | Taxi from Davis Polk offices for late night work | \$65.95 |
| 01/07/2020 | S. Szanzer | Taxi from Davis Polk offices for late night work | \$66.70 |
| 01/07/2020 | S. Szanzer | MTA transportation for January 7 th Hearing | \$2.75 |
| 01/07/2020 | S. Szanzer | Taxi from Penn Station to Wilmington for January 7 th Hearing | \$15.00 |
| 01/07/2020 | D. Klein | Amtrak from New York to Delaware (one way ticket) for January 7 th Hearing | \$138.00 |
| 01/08/2020 | D. Ariel | Taxi from Davis Polk offices for late night work | \$54.25 |
| 01/08/2020 | S. Szanzer | Taxi from Davis Polk offices for late night work | \$62.05 |
| 01/08/2020 | S. Lim | Taxi from Davis Polk offices for late night work | \$45.35 |
| 01/09/2020 | D. Ariel | Taxi from Davis Polk offices for late night work | \$54.25 |
| 01/09/2020 | S. Lim | Taxi from Davis Polk offices for late night work | \$45.35 |
| 01/13/2020 | S. Szanzer | Taxi from Davis Polk offices for late night work | \$53.01 |
| 01/14/2020 | S. Szanzer | Taxi from Davis Polk offices for late night work | \$73.27 |
| 01/16/2020 | A. Avnon | Taxi from Davis Polk offices for late night work | \$35.33 |
| 01/19/2020 | S. Szanzer | Taxi from Davis Polk offices for late night work | \$91.01 |
| 1/20/2020 | D. Ariel | Taxi from Davis Polk offices for late night work | \$51.07 |
| 01/21/2020 | T. Green | Taxi from Davis Polk offices for late night work | \$33.10 |
| 01/22/2020 | T. Green | Taxi from Davis Polk offices for late night work | \$33.10 |
| 01/22/2020 | D. Ariel | Taxi from Davis Polk offices for late night work | \$54.25 |
| 01/26/2020 | D. Ariel | Taxi from Davis Polk offices for late night work | \$49.60 |
| TOTAL | | | \$1,196.74 |