

**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)	

TENTH MONTHLY APPLICATION (FOR THE PERIOD JANUARY 1, 2020 THROUGH JANUARY 27, 2020) AND FINAL APPLICATION OF MORRIS, NICHOLS, ARSHT & TUNNELL LLP, AS DELAWARE BANKRUPTCY CO-COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE OF MONTHLY COMPENSATION AND FOR MONTHLY REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD APRIL 1, 2019 THROUGH AND INCLUDING JANUARY 27, 2020

Name of Applicant:	MORRIS, NICHOLS, ARSHT & TUNNELL LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	May 3, 2019 <i>nunc pro tunc</i> to April 1, 2019

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.



Monthly Period for which
Compensation and
reimbursement is sought: January 1, 2020 through January 27, 2020

Amount of Monthly
compensation
sought as actual,
reasonable and necessary: \$107,932.00

Amount of Monthly
reimbursement
sought as actual,
reasonable and necessary: \$3,682.63

Final Period for which
Compensation and
reimbursement is sought: April 1, 2019 through January 27, 2020

Amount of Final
compensation
sought as actual,
reasonable and necessary: \$1,006,432.00

Amount of Final
reimbursement
sought as actual,
reasonable and necessary: \$33,967.02

This is a x monthly x final application

The total time expended for fee application preparation is approximately 4.0 hours and the corresponding compensation requested is approximately \$1,500.00.²

² Allowance for compensation for such time is not requested in this application, but will be sought in a subsequent fee application.

If this is not the first application filed, disclose the following for each prior application:

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
5/31/19	4/1/19-4/30/19	\$177,788.00/\$10,186.43	\$176,361.00 ³ /\$10,186.43
6/27/19	5/1/19-5/31/19	\$149,283.50/\$2,676.83	\$149,283.50/\$2,676.83
7/24/19	6/1/19-6/30/19	\$74,913.50/\$5,289.51	\$74,913.50/\$5,289.51
8/30/19	7/1/19-7/31/19	\$46,173.00/\$542.38	\$46,173.00/\$542.38
10/11/19	8/1/19-8/31/19	\$73,994.50/\$2,416.38	\$73,994.50/\$2,416.38
10/25/19	9/1/19-9/30/19	\$92,326.50/\$1,208.04	\$92,326.50/\$1,208.04
12/4/19	10/1/19-10/31/19	\$139,011.50/\$4,178.69	\$111,209.20/\$4,178.69
1/22/20	11/1/19-11/30/19	\$65,430.50/\$2,430.34	\$52,344.00/\$2,430.34
1/30/20	12/1/19-12/31/19	\$79,579.00/\$1,355.79	\$63,663.20/1,355.79

³ This amount reflects the \$1,427.00 reduction requested by the Fee Examiner and agreed upon by Morris Nichols, as reflected in the *Omnibus Order Granting Interim Allowance of Fees and Expenses for Certain Professionals* (D.I. 483).

COMPENSATION BY PROFESSIONAL

Southcross Energy Partners, L.P., et al.
 (Case No. 19-10702 (MFW))
 January 1, 2020 Through January 27, 2020

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
Robert J. Dehney	Partner/Bankruptcy. Partner since 1999. Joined firm as an associate in 1996. Member of the DE Bar since 1997.	1,100	4.1	4,510.00
Jason Russell	Partner/Commercial. Partner since 2016. Joined firm as an associate in 2007. Member of the DE Bar since 2007.	775	9.7	7,517.50
Andrew R. Remming	Partner/Bankruptcy. Partner since 2016. Joined firm as an associate in 2008. Member of the DE Bar since 2008.	750	17.4	13,050.00
Joseph C. Barsalona II	Associate/Bankruptcy. Joined the firm as an associate in 2018. Member of the DE Bar since 2015.	595	67.2	39,984.00
Eric Moats	Associate/Bankruptcy. Joined the firm as an associate in 2017. Member of the DE Bar since 2017.	495	40.5	20,047.50
Sean Sullivan	Associate/Commercial. Joined the firm as an associate in 2016. Member of the DE Bar since 2016.	495	24.4	12,078.00
Joseph Halsey	Associate/Bankruptcy. Joined the firm as an associate in 2019. Member of the DE Bar since 2019.	425	0.7	297.50
Andrew Workman	Associate/Bankruptcy. Joined the firm as an associate in 2019. Member of the DE Bar since 2019.	425	0.9	382.50
Renae M. Fusco	Paralegal	305	18.1	5,520.50
Desiree M. Vale	Paralegal	305	1.2	366.00
Glenn W. Reimann	Legal Assistant	305	3.7	1,128.50
Theresa M. Naimoli	Case Clerk	305	8.5	2,592.50
Billie Springart	Case Clerk	305	1.5	457.50
Total		545.39	197.9	\$107,932.00
GRAND TOTAL: \$107,932.00				
BLENDED RATE: \$545.39				
ATTORNEY BLENDED RATE: \$593.49				

COMPENSATION BY PROJECT CATEGORY

Southcross Energy Partners, L.P., et al.
 (Case No. 19-10702 (MFW))
 January 1, 2020 Through January 31, 2020

Project Category	Total Hours	Total Fees
Case Administration	3.00	2,046.50
Asset Dispositions/363 Sales	0.50	267.50
Automatic Stay Matters	0.10	75.00
Fee Applications (MNAT - Filing)	4.90	1,867.50
Fee Applications (Others - Filing)	7.50	3,669.50
Fee Applications (Other - Objections)	0.80	244.00
Executory Contracts/Unexpired Leases	4.40	2,381.00
Other Contested Matters	0.80	880.00
Court Hearings	33.50	16,733.50
Claims Objections and Administration	6.40	3,053.00
Plan and Disclosure Statement	101.20	57,715.00
Professional Retention (MNAT - Filing)	0.10	59.50
Professional Retention (Others - Filing)	1.30	774.50
Professional Retention (Others - Objections)	0.20	61.00
General Corporate Matters (including Corporate Governance)	31.40	17,291.00
General Case Strategy	0.90	386.00
Schedules/SOFA/U.S. Trustee Reports	0.90	427.50
TOTAL	197.90	107,932.00

EXPENSE SUMMARY

Southcross Energy Partners, L.P., et al.
 (Case No. 19-10702 (MFW))
 January 1, 2020 Through January 31, 2020

Expense Category	Total Expenses
In-House Printing - color	542.40
Pacer	534.30
In-House Printing - black & white	759.60
Secretarial Overtime	482.65
In-House Duplicating	781.80
Legal Assistants Overtime	66.76
Messenger Service	30.00
Courier/Delivery Service	157.12
Transcripts	92.15
In-House Duplicating - color	234.40
Postage	1.45
Total Expenses	\$3,682.63

FINAL COMPENSATION BY PROFESSIONAL

Southcross Energy Partners, L.P., et al.

(Case No. 19-10702 (MFW))

April 1, 2019 Through January 27, 2020

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
Robert J. Dehney	Partner/Bankruptcy. Partner since 1999. Joined firm as an associate in 1996. Member of the DE Bar since 1997.	1,100	70.3	77,330.00
Donna Culver	Partner/Bankruptcy. Partner since 2003. Joined firm as an associate in 1995. Member of the DE Bar since 1995.	850	0.8	680.00
Eric D. Schwartz	Partner/Bankruptcy. Partner since 2002. Joined firm as an associate in 1999. Member of the DE Bar since 1992.	875	0.8	700.00
Curtis Miller	Partner/Bankruptcy. Partner since 2003. Joined firm as an associate in 1995. Member of the DE Bar since 1995.	825	0.3	247.50
Gregory Werkheiser	Partner/Bankruptcy. Partner since 2005. Joined firm as an associate in 1997. Member of the DE Bar since 1996.	800	0.3	240.00
Jason Russell	Partner/Commercial. Partner since 2016. Joined firm as an associate in 2007. Member of the DE Bar since 2007.	775	34.0	26,350.00
Andrew R. Remming	Partner/Bankruptcy. Partner since 2016. Joined firm as an associate in 2008. Member of the DE Bar since 2008.	750	200.7	150,525.00
Daniel D. Matthews	Partner/Corporate Counseling. Partner since 2018. Joined firm as an associate in 2009. Member of the DE Bar since 2009.	750	0.2	150.00
Matthew B. Harvey	Partner/Bankruptcy. Partner since 2020. Joined firm as associate from 2008 to Sept. 2013; rejoined the firm as an associate in Nov. 2014. Member of the DE Bar since 2008.	695	4.2	2,919.00
Daniel B. Butz	Special Counsel/Bankruptcy. Joined the firm as an associate in 2002. Member of the DE Bar since 2002.	675	0.8	540.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
Tamara K. Mann	Associate/Bankruptcy. Joined the firm as an associate in 2011. Member of the DE Bar since 2011.	645	18.6	11,997.00
Joseph C. Barsalona II	Associate/Bankruptcy. Joined the firm as an associate in 2018. Member of the DE Bar since 2015.	595	675.4	401,863.00
Eric Moats	Associate/Bankruptcy. Joined the firm as an associate in 2017. Member of the DE Bar since 2017.	465	191.9	89,233.50
		495	235.5	116,572.50
Sean Sullivan	Associate/Commercial. Joined the firm as an associate in 2016. Member of the DE Bar since 2016.	495	39.1	19,354.50
Joseph Halsey	Associate/Bankruptcy. Joined the firm as an associate in 2019. Member of the DE Bar since 2019.	425	10.1	4,292.50
Brett Turlington	Associate/Bankruptcy. Joined the firm as an associate in 2019. Member of the DE Bar since 2019.	425	6.2	2,635.00
Andrew Workman	Associate/Bankruptcy. Joined the firm as an associate in 2019. Member of the DE Bar since 2019.	425	18.4	7,820.00
Ronald Amores	Litigation Support	340	0.2	68.00
Renae M. Fusco	Paralegal	305	212.7	64,873.50
Desiree M. Vale	Paralegal	305	8.5	2,592.50
Marisa Maddox	Paralegal	305	3.4	1,037.00
Glenn W. Reimann	Legal Assistant	305	28.3	8,631.50
Cherie L. Hare	Case Clerk	305	1.0	305.00
Theresa M. Naimoli	Case Clerk	165	14.5	2,392.50
		305	38.8	11,834.00
Byron Poland	Litigation Support	300	0.4	120.00
Billie Springart	Case Clerk	305	3.7	1128.50
Total		553.26	1819.1	\$1,006,432.00
GRAND TOTAL: \$1,006,432.00				
BLENDED RATE: \$553.26				
ATTORNEY BLENDED RATE: \$605.90				

FINAL COMPENSATION BY PROJECT CATEGORY

Southcross Energy Partners, L.P., et al.
 (Case No. 19-10702 (MFW))
 April 1, 2019 Through January 27, 2020

Project Category	Total Hours	Total Fees
Case Administration	88.30	\$49,391.50
Asset Dispositions/363 Sales	144.20	82,218.50
Automatic Stay Matters	50.00	28,004.00
Creditor Communications and Meetings	51.30	32,392.50
Fee Applications (MNAT - Filing)	66.30	26,451.50
Fee Applications (Others - Filing)	138.40	68,597.50
Fee Applications (MNAT - Objections)	7.80	4,161.50
Fee Applications (Other - Objections)	25.40	11,184.50
Executory Contracts/Unexpired Leases	117.30	63,054.50
Other Contested Matters	49.20	31,237.50
Employee Matters	51.00	30,632.50
Financing Matters/Cash Collateral	20.60	12,311.00
Tax Matters	2.8	1,495.0
Insurance Matters	6.20	3,658.50
Utility Matters	8.00	3,789.50
Vendor/Supplier Matters	5.90	3,503.50
Court Hearings	207.40	110,441.50
Claims Objections and Administration	43.10	23,448.00
Plan and Disclosure Statement	295.40	171,782.00
Litigation/Adversary Proceedings	82.10	49,503.50
Professional Retention (MNAT - Filing)	30.00	15,974.50
Professional Retention (MNAT - Objections)	11.80	5,880.50
Professional Retention (Others - Filing)	73.30	38,800.00
Professional Retention (Others - Objections)	21.50	11,440.00
General Corporate Matters (including Corporate Governance)	56.40	35,863.00
General Case Strategy	64.30	37,821.00
Schedules/SOFA/U.S. Trustee Reports	73.30	36,828.50
Acquired Companies	27.80	16,566.00
TOTAL	\$1,819.10	\$1,006,432.00

FINAL EXPENSE SUMMARY

Southcross Energy Partners, L.P., et al.
 (Case No. 19-10702 (MFW))
 April 1, 2019 Through January 27, 2020

Expense Category	Service Provider (if applicable)	Total Expense
Computer Research	Westlaw	\$2,614.99
Conference Calls		364.32
Courier/Delivery Service		1,473.41
Court Costs		1,006.00
In-House Duplicating		3,024.10
In-House Duplicating - color		1,076.00
In-House Printing - black & white		4,640.30
In-House Printing - color		5,084.00
Legal Assistants Overtime		437.64
Meals		1,488.44
Messenger Service		390.00
Pacer		2,242.40
Paralegal Overtime		806.97
Photos/Art/Spec Duplicating-Out of Office		6,399.56
Postage		1.45
Secretarial Overtime		1,260.84
Transcripts		1,567.00
Travel		89.6
Grand Total Expense		\$33,967.02

**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)
)	
)	

TENTH MONTHLY APPLICATION (FOR THE PERIOD JANUARY 1, 2020 THROUGH JANUARY 27, 2020) AND FINAL APPLICATION OF MORRIS, NICHOLS, ARSHT & TUNNELL LLP, AS DELAWARE BANKRUPTCY CO-COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE OF MONTHLY COMPENSATION AND FOR MONTHLY REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD APRIL 1, 2019 THROUGH AND INCLUDING JANUARY 27, 2020

Morris, Nichols, Arsht & Tunnell LLP (“**Morris Nichols**”), Delaware bankruptcy co-counsel to the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”), submits this application (the “**Application**”) for (i) allowance of compensation for professional services rendered by Morris Nichols to the Debtors for the period January 1, 2020 through January 27, 2020 (the “**Monthly Application Period**”); (ii) reimbursement of

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.

actual and necessary expenses incurred by Morris Nichols during the Monthly Application Period in rendering professional services on behalf of the Debtors; (iii) final allowance of reasonable compensation for professional services rendered by Morris Nichols to the Debtors for the period April 1, 2019 through January 27, 2020 (the “**Final Application Period**”); and (iv) final reimbursement of actual and necessary expenses and disbursements incurred by Morris Nichols in rendering professional services on behalf of the Debtors during the Final Application Period 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 United States Trustee’s 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 “**U.S. Trustee Guidelines**”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* (D.I. 191) (the “**Interim Compensation Procedures Order**”).² In support of this Application, Morris Nichols represents as follows:

JURISDICTION

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

² Terms used but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Procedures Order.

2. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016, Local Rule 2016-2, the U.S. Trustee Guidelines, and the Interim Compensation Procedures Order.

BACKGROUND

3. On April 1, 2019 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these bankruptcy cases.

4. No Official Committee of Unsecured Creditors has been appointed in these cases.

MORRIS NICHOLS’ RETENTION

5. Prior to the Petition Date, the Debtors engaged Morris Nichols as Delaware bankruptcy co-counsel in connection with these bankruptcy cases. On May 3, 2019, this Court entered the *Order Granting Debtors’ Application for Entry of an Order Under 11 U.S.C. §§ 327(a), 328(a), and 1107(b), Fed. R. Bankr. P. 2014 and 2016, and Del. Bankr. L.R. 2014-1 and 2016-1, Authorizing Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Delaware Bankruptcy Co-Counsel for the Debtors, Nunc Pro Tunc to the Petition Date* (D.I. 183).

INTERIM COMPENSATION PROCEDURES ORDER

6. On May 6, 2019, the Court entered the Interim Compensation Procedures Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

7. In particular, the Interim Compensation Procedures Order provides that a

Professional may file and serve a Monthly Fee Application with the Court no earlier than the 15th day of each month following the month or months for which compensation is sought. Provided that there are no objections to such Monthly Fee Application filed within 14 days after the service of a Monthly Fee Application, the Professional may file a certificate of no objection with the Court, after which the Debtors are authorized to pay such Professional 80 percent of the fees and 100 percent of the expenses requested in such Monthly Fee Application. If a partial objection to the Monthly Fee Application is filed, then the Debtors are authorized to pay 80 percent of the fees and 100 percent of the expenses not subject to an objection.

RELIEF REQUESTED

8. Morris Nichols submits this Application (a) for monthly and final allowance of reasonable compensation for the actual, reasonable and necessary professional services that it has rendered as bankruptcy counsel for the Debtors in this case for the Monthly and Final Application Periods, and (b) for monthly and final reimbursement of actual, reasonable and necessary expenses incurred in representing the Debtors during the Monthly and Final Application Periods.³

INFORMATION RELATED TO UST GUIDELINES

9. Morris Nichols provides the following information pursuant to the Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases (the “**Revised U.S. Trustee Guidelines**”).

³ Notwithstanding the fees and expenses requested to be allowed herein, the Debtors’ request for payment of such fees and expenses from the Debtors will be consistent with the terms and conditions of the Stipulation Authorizing Global Settlement Pursuant to Federal Rule of Bankruptcy Procedure 9019 (D.I. 620, Ex. 1).

10. Morris Nichols's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. In addition, Morris Nichols's hourly rates for bankruptcy services are comparable to the rates charged by Morris Nichols, and by comparably skilled practitioners in other firms, for complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required.

11. The blended hourly rate for all Morris Nichols timekeepers who worked on these cases is approximately the same as the firm's blended rate for all timekeepers over a Comparable Period (defined below). In particular, the blended hourly rate for all Morris Nichols timekeepers (including both professionals and paraprofessionals) who billed to matters excluding chapter 11 representations (collectively, the "**Non-Chapter 11 Matters**")⁴ during the 12-month period beginning January 30, 2019 and ending on January 31, 2020 (the "**Comparable Period**") was, in the aggregate, approximately \$622.71.⁵ By comparison, the blended hourly rate for all Morris Nichols timekeepers (including both professionals and paraprofessionals) who worked on these cases during the Final Application Period was, in the aggregate, \$553.26.

12. The following table shows blended hourly rates by category of professional and paraprofessional (rounded to the nearest dollar):

⁴ It is the nature of Morris Nichols's practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within Morris Nichols's Business Reorganization and Restructuring Group. Accordingly, Non-Chapter 11 Matters consist of matters for which Morris Nichols timekeepers represented a client in a matter other than court-approved chapter 11 representations. The Non-Chapter 11 Matters include time billed by Morris Nichols timekeepers who work within Morris Nichols's Business Reorganization and Restructuring Group.

⁵ Morris Nichols calculated the blended rate for Non-Chapter 11 Matters by dividing the total dollar amount billed by Morris Nichols timekeepers to Non-Chapter 11 Matters during the Comparable Period by the total number of hours billed by such Morris Nichols timekeepers to Non-Chapter 11 Matters during the same period.

Position at Morris Nichols	Billed for Final Application Period	Billed for Non-Chapter 11 Matters
Partner	832	833
Associate	547	489
Special Counsel	675	653
Paralegal/Legal Assistants	305	284
Litigation Support Specialists	313	318
Case Clerk	270	224

13. In addition, Morris Nichols provides the following responses to the inquiries stated in section C.5 of the Revised U.S. Trustee Guidelines:

- a. 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. **Morris Nichols agreed to not implement its customary step increase for the year 2020, and instead agreed to bill at its 2019 rates for the time period January 1–January 27.**
- b. If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client? **Not applicable.**
- c. Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case? **No.**
- d. Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees. **No. Morris Nichols reserves the right to seek such fees in subsequent applications.**
- e. Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees. **No.**
- f. If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? and (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your 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? **Not applicable.**

MONTHLY APPLICATION PERIOD

14. During the period covered by this Application, Morris Nichols (a) provided professional services to the Debtors and incurred actual, reasonable, and necessary fees in the amount of \$107,932.00, and (b) incurred actual, reasonable and necessary expenses totaling \$3,682.63. With respect to these amounts, as of the date of this Application, Morris Nichols has received no payments. Morris Nichols' fees for the Compensation Period are based on the customary compensation charged by comparably skilled professionals in cases other than cases under Title 11.

15. Set forth on the foregoing "Compensation by Project Category" is a summary by subject matter categories of the time expended by timekeepers billing time to these cases.

16. Exhibit A attached hereto contains logs, sorted by case project category, which show the time recorded by professionals, paraprofessionals and other support staff and descriptions of the services provided.

17. Exhibit B attached hereto contains a breakdown of disbursements incurred by Morris Nichols during the Application Period.

18. Morris Nichols charges \$.10 per page for black and white photocopying and \$.80 per page for color photocopying.

19. Morris Nichols charges \$.25 per page for outgoing domestic facsimiles and does not charge for incoming facsimiles.

20. In accordance with Local Rule 2016-2, Morris Nichols has reduced its request for compensation for non-working travel, if any, to 50% of its normal rate.

21. Morris Nichols has endeavored to represent the Debtors in the most

expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and other support staff at Morris Nichols so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Morris Nichols has endeavored to coordinate with the other professionals involved in this case so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Debtors. We believe we have been successful in this regard.

22. No agreement or understanding exists between Morris Nichols and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

THE FINAL APPLICATION PERIOD

23. Morris Nichols seeks allowance of \$1,006,432.00, for actual, reasonable, and necessary legal services rendered to the Debtors during the Final Application Period; and \$33,967.02 as reimbursement of actual, reasonable, and necessary expenses incurred in connection with the rendition of such services during the Final Application Period. Detailed descriptions of the services rendered and expenses incurred by Morris Nichols during the Final Application Period are set forth on Exhibits A and B, respectively, of the monthly fee applications filed by Morris Nichols in these chapter 11 cases. Morris Nichols requests that the Debtors be authorized and directed to pay Morris Nichols an amount equal to the sum of the allowed compensation and expense reimbursement during the Final Application Period, less any amounts previously paid by the Debtors.

24. Morris Nichols has coordinated closely with the Debtors' other professionals to minimize unnecessary duplication of effort while meeting the demands of these chapter 11 bankruptcy cases.

25. Where possible under these circumstances, tasks have been assigned to attorneys, paralegals, and other support staff at Morris Nichols so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter.

26. The terms and conditions of Morris Nichols' employment by the Debtors are set forth in the Retention Order. The compensation requested is based on the customary compensation charged by comparably skilled practitioners in non-bankruptcy cases.

27. No agreement or understanding exists between Morris Nichols and any other person for the sharing of compensation received or to be received for services rendered in or in connection with this case. All compensation received by Morris Nichols related to this case has been received from the Debtors' estates.

28. The undersigned has reviewed the requirements of Local Rule 2016-2 and certifies to the best of his or her information, knowledge, and belief that this Application complies with that Rule.

WHEREFORE, Morris Nichols respectfully requests that this Court: (i) allow Morris Nichols (a) monthly compensation in the amount of \$107,932.00 for actual, reasonable, and necessary professional services rendered on behalf of the Debtors during the Monthly Application Period, and (b) monthly reimbursement in the amount of \$3,682.63 for actual, reasonable, and necessary expenses incurred during the Monthly Application Period; and (ii) allow Morris Nichols (a) final compensation in the amount of \$1,006,432.00; for actual, reasonable, and necessary services rendered to or on behalf of the Debtors during the Final Application Period, (b) final reimbursement of \$33,967.02 for actual, reasonable, and necessary expenses incurred during the Final Application Period, (c) authorize and direct the Debtors to pay Morris Nichols an amount equal to the sum of such allowed compensation and reimbursement, less any amounts previously paid by the Debtors; and (iii) grant such other further relief as the Court deems just and proper.

February 21, 2020
Wilmington, Delaware

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)
Eric W. Moats (No. 6441)
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emoats@mnat.com

Co-Counsel for Reorganized Debtors

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

)	
In re:	)	Chapter 11
)	
SOUTHCROSS ENERGY PARTNERS, L.P.,	)	Case No. 19-10702 (MFW)
<i>et al.</i> ,)	
	)	Jointly Administered
Reorganized Debtors. ¹)	
	)	Obj. Deadline: March 23, 2020, at 4:00 p.m. (ET)

**NOTICE OF TENTH MONTHLY APPLICATION (FOR THE PERIOD
JANUARY 1, 2020 THROUGH JANUARY 27, 2020) AND FINAL
APPLICATION OF MORRIS, NICHOLS, ARSHT & TUNNELL LLP, AS
DELAWARE BANKRUPTCY CO-COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION, FOR ALLOWANCE OF MONTHLY
COMPENSATION AND FOR MONTHLY REIMBURSEMENT OF ALL
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD
APRIL 1, 2019 THROUGH AND INCLUDING JANUARY 27, 2020**

PLEASE TAKE NOTICE that today, Morris, Nichols, Arsht & Tunnell LLP as counsel to the Debtors in the above-captioned case (the “Debtors”), filed the attached **Tenth Monthly Application (for the Period January 1, 2020 Through January 27, 2020) and Final Application of Morris, Nichols, Arsht & Tunnell LLP, as Delaware Bankruptcy Co-Counsel for the Debtors And Debtors in Possession, for Allowance of Monthly Compensation and for Monthly Reimbursement of All Actual and Necessary Expenses Incurred for the Period April 1, 2019 Through and Including 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

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.

“Objection Deadline”); and (b) be served so as to be received on or before the Objection Deadline by:

- (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; and
- (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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rdehney@mnat.com
aremming@mnat.com
jbarsalona@mnat.com
emoats@mnat.com

-and-

DAVIS POLK & WARDWELL LLP

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

EXHIBIT A**MONTHLY COMPENSATION BY PROJECT CATEGORY**

Southcross Energy Partners, L.P., et al.
 (Case No. 19-10702 (MFW))
 January 1, 2020 Through January 27, 2020

Project Category	Total Hours	Total Fees
Case Administration	3.00	2,046.50
Asset Dispositions/363 Sales	0.50	267.50
Automatic Stay Matters	0.10	75.00
Fee Applications (MNAT - Filing)	4.90	1,867.50
Fee Applications (Others - Filing)	7.50	3,669.50
Fee Applications (Other - Objections)	0.80	244.00
Executory Contracts/Unexpired Leases	4.40	2,381.00
Other Contested Matters	0.80	880.00
Court Hearings	33.50	16,733.50
Claims Objections and Administration	6.40	3,053.00
Plan and Disclosure Statement	101.20	57,715.00
Professional Retention (MNAT - Filing)	0.10	59.50
Professional Retention (Others - Filing)	1.30	774.50
Professional Retention (Others - Objections)	0.20	61.00
General Corporate Matters (including Corporate Governance)	31.40	17,291.00
General Case Strategy	0.90	386.00
Schedules/SOFA/U.S. Trustee Reports	0.90	427.50
TOTAL	197.90	107,932.00

Time Detail**Task Code:** B110 Case Administration

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/13/19	Dehney, Robert J.	Email from R. Fusco with docket update; review.	0.1	110.00
12/16/19	Dehney, Robert J.	Email from R. Fusco with docket update; review.	0.1	110.00
12/17/19	Dehney, Robert J.	Email from R. Fusco with docket update; review.	0.1	110.00
12/18/19	Dehney, Robert J.	Email from R. Fusco with docket update; review.	0.1	110.00
12/19/19	Dehney, Robert J.	Email from R. Fusco with docket update; review.	0.1	110.00
12/20/19	Dehney, Robert J.	Email from R. Fusco with docket update; review.	0.1	110.00
01/02/20	Moats, Eric	Draft 3rd quarterly ocp statement.	0.6	297.00
01/08/20	Remming, Andrew	review email from J. Barsalona re supp dec	0.1	75.00
01/21/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of notice (.1); prepare & efile Monthly Notice re De Minimis Assets Sale (.2)	0.3	91.50
01/21/20	Dehney, Robert J.	Email from R. Fusco with docket update; review.	0.1	110.00
01/22/20	Remming, Andrew	review email from R. Fusco re filings	0.1	75.00
01/22/20	Dehney, Robert J.	Email from R. Fusco with docket update; review.	0.1	110.00
01/22/20	Fusco, Renae M.	send dkt update email	0.3	91.50
01/23/20	Remming, Andrew	review email from R. Fusco re filing docs	0.1	75.00
01/23/20	Fusco, Renae M.	send dkt update email	0.1	30.50
01/23/20	Dehney, Robert J.	Email from R. Fusco with docket update; review.	0.1	110.00
01/24/20	Dehney, Robert J.	Email from R. Fusco with docket update; review.	0.1	110.00
01/24/20	Remming, Andrew	review email from R. Fusco re filings	0.1	75.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/24/20	Remming, Andrew	review email from JH re critical dates	0.1	75.00
01/27/20	Fusco, Renae M.	download & save filed docs	0.2	61.00
Total			3.0	2,046.50

Task Code: B130 Asset Dispositions/363 Sales

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/16/20	Moats, Eric	Review notice of credit bid from Paxion.	0.1	49.50
01/21/20	Moats, Eric	Review de minimis asset sale notice and coordinate for filing of same.	0.2	99.00
01/21/20	Barsalona, Joseph	Correspondence (x3) with J. Erickson and E. Moats re: December de minimis asset sale notice	0.1	59.50
01/22/20	Barsalona, Joseph	Review de minimis asset sale notice for December	0.1	59.50
Total			0.5	267.50

Task Code: B140 Automatic Stay Matters

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/17/20	Remming, Andrew	review email from J. Oliverio re PI claimant	0.1	75.00
Total			0.1	75.00

Task Code: B160 Fee Applications (MNAT - Filing)

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/14/20	Fusco, Renae M.	rvw & edit MNAT fee exhibits	0.9	274.50
01/14/20	Fusco, Renae M.	email to acctg re MNAT December fee exhibits	0.1	30.50
01/16/20	Moats, Eric	Review MNAT December fee app.	1.0	495.00
01/22/20	Fusco, Renae M.	drafting MNAT December fee app	0.8	244.00
01/22/20	Fusco, Renae M.	edit MNAT Nov fee app & efile same	0.6	183.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/22/20	Barsalona, Joseph	Review November monthly fee application	0.1	59.50
01/22/20	Fusco, Renae M.	coordinate service of MNAT fee app	0.1	30.50
01/22/20	Moats, Eric	Research re: MNAT fees and expenses to date and anticipated.	0.2	99.00
01/24/20	Barsalona, Joseph	Correspondence with J. Russell and S. Sullivan re: post-confirmation time	0.1	59.50
01/24/20	Barsalona, Joseph	Legal research on final fee applications (.2); Correspondence with R. Dehney and A. Remming re: same (.1)	0.3	178.50
01/24/20	Fusco, Renae M.	drafting MNAT Dec fee app	0.7	213.50
Total			4.9	1,867.50

Task Code: B165 Fee Applications (Others - Filing)

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/02/20	Barsalona, Joseph	Discussion with E. Moats re: OCP Quarterly Notice	0.1	59.50
01/02/20	Barsalona, Joseph	Correspondence (x2) with M. Schirle and S. Szanzer re: OCP quarterly statement	0.1	59.50
01/02/20	Moats, Eric	Discussion w/J. Barsalona re: OCP Quarterly Notice	0.1	49.50
01/06/20	Barsalona, Joseph	Correspondence (x3) with D. Kratzer and E. Moats re: Davis Polk Eighth Fee Application CNO	0.1	59.50
01/07/20	Moats, Eric	Email exchange w/ D. Kratzer and S. Szanzer re: professional fee app and CNOs for same.	0.1	49.50
01/07/20	Barsalona, Joseph	Correspondence (x2) with E. Moats and D. Kratzer re: CNO for Davis Polk November fee application	0.1	59.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of CNO (.1); prepare & efile Certificate of No Objection Regarding Eighth Monthly Application of Davis Polk & Wardwell LLP for the Period November 1, 2019 through November 30, 2019 (.1)	0.2	61.00
01/07/20	Barsalona, Joseph	Correspondence (x2) with M. Frank and E. Moats re: November fee statement	0.1	59.50
01/07/20	Moats, Eric	Review A&M November fee app and coordinate for filing and service of same.	0.4	198.00
01/07/20	Moats, Eric	Review Davis Polk November fee app CNO and email exchange w/ D. Kratzer re: same.	0.1	49.50
01/07/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of fee application (.1); prepare & efile Eighth Monthly Fee Application of Alvarez & Marsal North America, LLC for the Period from November 1, 2019 through November 30, 2019 (.3)	0.4	122.00
01/08/20	Barsalona, Joseph	Correspondence (x2) with M. Frank and D. Klauder re: A&M fee detail	0.1	59.50
01/08/20	Barsalona, Joseph	Correspondence (x4) with M. Frank and E. Moats re: A&M fee application issues	0.1	59.50
01/08/20	Barsalona, Joseph	Review Eighth Monthly Fee Application of A&M	0.1	59.50
01/13/20	Moats, Eric	Emails re: quarterly OCP notice.	0.2	99.00
01/13/20	Moats, Eric	Review Evercore November fee CNO and email A. Li re: same.	0.1	49.50
01/13/20	Barsalona, Joseph	Comment to notice of OCP quarterly statement	0.1	59.50
01/13/20	Barsalona, Joseph	Correspondence (x3) with J. Erickson and E. Moats re: 4th Quarterly OCP Statement	0.1	59.50
01/13/20	Barsalona, Joseph	Review certificate of no objection for Evercore's Eighth Monthly Fee Application	0.1	59.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/14/20	Moats, Eric	Email exchange w/ A. Li and J. Barsalona re: final fee applications.	0.1	49.50
01/14/20	Barsalona, Joseph	Correspondence (x2) with A. Li re: final fee applications	0.1	59.50
01/16/20	Moats, Eric	Email exchange w/ J. Erickson re: Notice of OCP payments.	0.1	49.50
01/16/20	Moats, Eric	Finalize OCP quarterly statement and coordinate for filing and service of same.	0.2	99.00
01/16/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of statement (.1); prepare & efile Debtors' Statement of Amounts Paid to Ordinary Course Professionals from October 1, 2019, through December 31, 2019 (.2)	0.3	91.50
01/17/20	Moats, Eric	Email exchange w/ M. Schirle re: OCP quarterly statement and filing of same.	0.1	49.50
01/21/20	Barsalona, Joseph	Correspondence (x2) with J. Halsey re: certificate of counsel for omnibus fee order	0.1	59.50
01/21/20	Moats, Eric	Email exchange w/ A. Li re: Evercore December fee application.	0.1	49.50
01/22/20	Remming, Andrew	review email from E. Moats re fees budget	0.1	75.00
01/22/20	Moats, Eric	Further phone call w/ A. Li re: Evercore fee applications and amounts to be included in same.	0.2	99.00
01/22/20	Moats, Eric	Review A&M November fee app CNO and coordinate for filing of same.	0.2	99.00
01/23/20	Moats, Eric	Review Davis Polk December fee app and coordinate for filing and service of same.	0.4	198.00
01/23/20	Barsalona, Joseph	Correspondence (x9) with E. Levine, A. Li and E. Moats re: Evercore December fee application	0.2	119.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/23/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of fee application (.1); prepare & efile Ninth Monthly Fee App of Davis Polk & Wardwell LLP f for the Period December 1, 2019 through December 31, 2019 (.3)	0.4	122.00
01/23/20	Barsalona, Joseph	Review CNO re: A&M November fee application	0.1	59.50
01/23/20	Moats, Eric	Review Evercore December fee app and coordinate for filing and service of same.	0.5	247.50
01/23/20	Moats, Eric	Phone call w/ D. Kratzer re: DPW December fee app.	0.1	49.50
01/23/20	Moats, Eric	Research re: Evercore final fee application re: question from A. Li.	0.6	297.00
01/23/20	Barsalona, Joseph	Correspondence (x5) with D. Kratzer and E. Moats re: Davis Polk Ninth Monthly Fee Application	0.1	59.50
01/23/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of fee application (.1); prepare & efile Ninth Monthly Fee App of Evercore Group L.L.C., for the Period December 1, 2019 through December 31, 2019 (.2)	0.3	91.50
01/24/20	Remming, Andrew	review email from J. Barsalona re fee apps	0.1	75.00
01/24/20	Barsalona, Joseph	Correspondence (x2) with A. Li and D. Klauder re: Evercore fee detail	0.1	59.50
01/24/20	Barsalona, Joseph	Review Ninth Monthly Fee Application of Evercore	0.1	59.50
01/24/20	Barsalona, Joseph	Review Ninth Monthly Fee Application of Davis Polk	0.1	59.50
01/27/20	Barsalona, Joseph	Review final schedule of rejected contracts	0.1	59.50
Total			7.5	3,669.50
Task Code:	B175	Fee Applications (Other - Objections)		

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/20	Fusco, Renae M.	draft CNO re Davis Polk November fee app	0.1	30.50
01/13/20	Fusco, Renae M.	efile Evercore CNO	0.1	30.50
01/13/20	Fusco, Renae M.	draft CNO re Evercore November fee app	0.2	61.00
01/22/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of certificate (.1); prepare & efile Certificate of No Objection Re: Alvarez & Marsal Eighth Monthly Fee Application (.1)	0.2	61.00
01/22/20	Fusco, Renae M.	draft CNO re Alvarez November fee app	0.2	61.00
Total			0.8	244.00

Task Code: B185 Executory Contracts/Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/02/20	Barsalona, Joseph	Further discussion with E. Moats re: rejection motion certificate of counsel	0.1	59.50
01/02/20	Moats, Eric	Confer w/ J. Barsalona re: Dallas lease stipulation and status of same.	0.1	49.50
01/02/20	Moats, Eric	Email exchange w/ D. Ariel re: Dallas lease stipulation and status of same.	0.3	148.50
01/02/20	Barsalona, Joseph	Discussion with E. Moats re: Dallas lease issue	0.1	59.50
01/02/20	Barsalona, Joseph	Correspondence (x10) with S. Szanzer, D. Ariel and E. Moats re: Dallas lease issue	0.2	119.00
01/03/20	Moats, Eric	Email D. Ariel and S. Szanzer re: entry of Dallas lease rejection order.	0.1	49.50
01/03/20	Moats, Eric	Draft Dallas lease rejection COC and coordinate for filing of same.	0.9	445.50
01/03/20	Reimann, Glenn	Electronically file the certification of counsel regarding the Dallas lease.	0.5	152.50
01/03/20	Barsalona, Joseph	Review as-filed CoC for rejection motion	0.1	59.50
01/03/20	Barsalona, Joseph	Discussion with E. Moats re: rejection motion CoC	0.1	59.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/03/20	Barsalona, Joseph	Correspondence (x3) with E. Moats re: CoC for rejection motion	0.1	59.50
01/03/20	Barsalona, Joseph	Correspondence (x2) with D. Ariel and S. Szanzer re: rejection order	0.1	59.50
01/03/20	Barsalona, Joseph	Correspondence (x2) with P. Romero and E. Moats re: service of rejection order	0.1	59.50
01/13/20	Naimoli, Theresa M.	Review and respond to email from J. Barsalona re filing and service of notice (.1); prepare & efile Notice of Supplemental Schedule of Rejected Contracts and Leases (.2)	0.3	91.50
01/13/20	Moats, Eric	Emails re: filing of revised notice of rejected contracts and service of same.	0.2	99.00
01/21/20	Remming, Andrew	review email from J. Barsalona re rejection objection; review emails from D. Klein and S. Szanzer re same	0.1	75.00
01/21/20	Remming, Andrew	further emails re rejection objection to confirmation	0.1	75.00
01/24/20	Barsalona, Joseph	Correspondence (x3) with J. Madron re: schedule of rejected contracts	0.1	59.50
01/27/20	Remming, Andrew	emails w/ D. Ariel re rejection schedule	0.1	75.00
01/27/20	Remming, Andrew	review email from E. Moats re rejection schedule service	0.1	75.00
01/27/20	Remming, Andrew	review and respond to email from D. Ariel re leases; review stip re same	0.2	150.00
01/27/20	Remming, Andrew	tele w/ D. Ariel and EM re contract list	0.2	150.00
01/27/20	Remming, Andrew	further email from D. Ariel re rejection schedule	0.1	75.00
01/27/20	Remming, Andrew	review notice of rejected agreements	0.1	75.00
Total			4.4	2,381.00
Task Code:	B190	Other Contested Matters		

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/05/20	Dehney, Robert J.	Emails re timing and filings.	0.7	770.00
01/22/20	Dehney, Robert J.	Email from D. Ariel re Texas Comptroller language.	0.1	110.00
Total			0.8	880.00

Task Code: B300 Court Hearings

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/02/20	Barsalona, Joseph	Correspondence (x5) with A. Li, E. Moats and B. Springart re: Evercore dial-in for January 9 hearing	0.1	59.50
01/02/20	Reimann, Glenn	Revise agenda for January 7 hearing.	1.0	305.00
01/02/20	Barsalona, Joseph	Comment to January 7 hearing agenda	0.2	119.00
01/02/20	Barsalona, Joseph	Further revise January 7 agenda	0.4	238.00
01/02/20	Barsalona, Joseph	Discussion with G. Reimann re: comments to agenda	0.1	59.50
01/02/20	Dehney, Robert J.	Discuss with D. Klein re hearing.	0.1	110.00
01/03/20	Moats, Eric	Discussion with J. Barsalona re: hearing issues	0.1	49.50
01/03/20	Barsalona, Joseph	Correspondence (x5) with S. Szanzer re: January 7 agenda (.1); Discussion with A. Remming re: same (.2)	0.3	178.50
01/03/20	Vale, Desiree	Prepare Binders for January 7, 2020 Hearing	1.0	305.00
01/03/20	Barsalona, Joseph	Discussion with E. Moats re: hearing issues	0.1	59.50
01/03/20	Barsalona, Joseph	Correspondence (x2) with G. Reimann and E. Moats re: amended agenda	0.1	59.50
01/03/20	Barsalona, Joseph	Correspondence (x3) with C. Hare and A. D'Souza re: CourtCall	0.1	59.50
01/03/20	Barsalona, Joseph	Correspondence (x3) with A. Li re: telephonic testimony	0.1	59.50
01/03/20	Barsalona, Joseph	Revise and finalize January 7 hearing agenda	0.1	59.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/03/20	Barsalona, Joseph	Correspondence (x3) with chambers re: telephonic testimony	0.1	59.50
01/03/20	Moats, Eric	Confer w/ J. Barsalona re: 1/7 agenda and revisions to same.	0.1	49.50
01/03/20	Reimann, Glenn	Prepare agenda for the January 7 hearing. Draft amended agenda.	2.2	671.00
01/03/20	Remming, Andrew	review email from J. Barsalona re agenda; review email from S. Szanzer re same	0.1	75.00
01/03/20	Remming, Andrew	review email from J. Barsalona re witness	0.1	75.00
01/03/20	Remming, Andrew	review email from chambers re hearing	0.1	75.00
01/03/20	Remming, Andrew	office conf. w/ J. Barsalona re declarant testimony	0.2	150.00
01/06/20	Remming, Andrew	review email from J. Barsalona re 1/9 hearing	0.1	75.00
01/06/20	Barsalona, Joseph	Make preparations for January 7 hearing	0.2	119.00
01/06/20	Barsalona, Joseph	Discussion with E. Moats re: hearing issues	0.1	59.50
01/06/20	Barsalona, Joseph	Correspondence (x3) with R. Fusco re: amended agenda	0.1	59.50
01/06/20	Fusco, Renae M.	efile amended agenda	0.1	30.50
01/06/20	Barsalona, Joseph	Discussion with R. Fusco re: amended agenda	0.1	59.50
01/06/20	Fusco, Renae M.	send amended agenda & docs to chambers	0.2	61.00
01/06/20	Dehney, Robert J.	Discussion with J. Barsalona re: January 7 hearing	0.1	110.00
01/06/20	Barsalona, Joseph	Revise amended agenda for January 7 hearing	0.2	119.00
01/06/20	Fusco, Renae M.	coordinate service of amended agenda	0.2	61.00
01/06/20	Barsalona, Joseph	Discussion with A. Remming re: January 7 hearing	0.1	59.50
01/06/20	Barsalona, Joseph	Discussion with R. Dehney re: January 7 hearing	0.1	59.50
01/06/20	Barsalona, Joseph	Correspondence with R. Fusco re: second amended agenda	0.1	59.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/20	Dehney, Robert J.	Emails re 1/7 hearing (.4); review revised documents for hearing (.5); office conference with J. Barsalona re same (.1); emails with A. Remming re DPW (.1).	1.1	1,210.00
01/06/20	Remming, Andrew	office conf. w/ J. Barsalona re hearing	0.1	75.00
01/06/20	Barsalona, Joseph	Discussion with R. Fusco re: hearing prep	0.1	59.50
01/06/20	Barsalona, Joseph	Correspondence (x4) with D. Ariel re: January 7 hearing	0.2	119.00
01/06/20	Barsalona, Joseph	Further revise amended agenda	0.1	59.50
01/06/20	Fusco, Renae M.	edit amended agenda	0.7	213.50
01/06/20	Barsalona, Joseph	Correspondence (x2) with A. Li and B. Springart re: CourtCall for January 7 hearing	0.1	59.50
01/07/20	Barsalona, Joseph	Prepare for hearing (1.0); Prepare orders for hearing (.6); Assist D. Klein, S. Szanzer and J. Finelli with preparing for hearing (.8)	2.4	1,428.00
01/07/20	Remming, Andrew	office conf. w/ J. Barsalona re 1/7 hearing	0.1	75.00
01/07/20	Barsalona, Joseph	Revise second amended agenda	0.1	59.50
01/07/20	Barsalona, Joseph	OC with A. Remming re 1/7 hearing	0.1	59.50
01/07/20	Barsalona, Joseph	Attend and participate at supplemental DS hearing	1.1	654.50
01/07/20	Remming, Andrew	emails w/ J. Barsalona and D. Klein 1/7 hearing	0.1	75.00
01/07/20	Fusco, Renae M.	coordinate service of 2nd amended agenda	0.1	30.50
01/07/20	Remming, Andrew	attend 1/7 hearing	1.2	900.00
01/07/20	Fusco, Renae M.	draft 2nd amended agenda	0.1	30.50
01/07/20	Fusco, Renae M.	send 2nd amended agenda & docs to MFW chambers	0.2	61.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/20	Fusco, Renae M.	efile 2nd amended agenda	0.1	30.50
01/07/20	Fusco, Renae M.	hrg prep	1.1	335.50
01/15/20	Barsalona, Joseph	Make arrangements for February 26 omnibus hearing date	0.1	59.50
01/15/20	Remming, Andrew	review email from J. Barsalona re hearing dates	0.1	75.00
01/15/20	Barsalona, Joseph	Correspondence with chambers re: February omnibus hearing date	0.1	59.50
01/15/20	Barsalona, Joseph	Correspondence (x4) with D. Klein and S. Szanzer re: February omnibus hearing date	0.2	119.00
01/15/20	Remming, Andrew	review email from chambers re hearing dates; review emails from J. Barsalona and D. Klein re same	0.1	75.00
01/21/20	Barsalona, Joseph	Correspondence (x3) with L. Scott re: telephonic testimony	0.1	59.50
01/21/20	Fusco, Renae M.	draft 1/27 agenda	1.7	518.50
01/21/20	Barsalona, Joseph	Discussion with R. Fusco re: confirmation agenda	0.1	59.50
01/22/20	Remming, Andrew	review email from J. Barsalona re hearing dates	0.1	75.00
01/22/20	Barsalona, Joseph	Correspondence (x2) with E. Levine and R. Pacha re: confirmation hearing	0.1	59.50
01/22/20	Moats, Eric	Review and revise 1/27 agenda.	0.2	99.00
01/22/20	Barsalona, Joseph	Correspondence with R. Fusco re: hearing issues	0.1	59.50
01/22/20	Barsalona, Joseph	Correspondence (x3) with E. Moats re: confirmation agenda	0.1	59.50
01/22/20	Fusco, Renae M.	edit agenda	0.6	183.00
01/23/20	Remming, Andrew	review email from J. Barsalona re confirmation hearing agenda; review email from D. Ariel re confirmation order edits; review email from J. Barsalona re same	0.1	75.00
01/23/20	Barsalona, Joseph	Revise confirmation agenda	0.3	178.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/23/20	Barsalona, Joseph	Correspondence (x5) with D. Klein, D. Ariel, T. Green and E. Moats re: confirmation hearing agenda	0.1	59.50
01/23/20	Barsalona, Joseph	Correspondence (x3) with R. Fusco re: hearing preparations	0.1	59.50
01/23/20	Remming, Andrew	emails (5x) w/ D. Ariel and E. Moats re confirmation hearing agenda	0.1	75.00
01/23/20	Fusco, Renae M.	coordinate service of agenda	0.1	30.50
01/23/20	Barsalona, Joseph	Correspondence (x4) with L. Scott re: telephonic testimony	0.1	59.50
01/23/20	Moats, Eric	Review and revise 1/27 agenda.	0.5	247.50
01/23/20	Barsalona, Joseph	Discussion with E. Moats re: agenda and confirmation issues	0.1	59.50
01/23/20	Moats, Eric	Email exchange w/ D. Ariel and D. Klein re: 1/27 agenda.	0.2	99.00
01/23/20	Fusco, Renae M.	draft amended agenda	0.2	61.00
01/23/20	Remming, Andrew	review agenda for confirmation hearing	0.1	75.00
01/23/20	Fusco, Renae M.	efile agenda	0.2	61.00
01/23/20	Fusco, Renae M.	put together hrg binders	1.0	305.00
01/23/20	Fusco, Renae M.	email to L Capp @ MFW chambers re agenda	0.1	30.50
01/23/20	Moats, Eric	Confer w/ J. Barsalona re: 1/27 agenda and revisions to same.	0.1	49.50
01/24/20	Remming, Andrew	review email from D. Klein re confirmation witnesses	0.1	75.00
01/24/20	Barsalona, Joseph	Correspondence (x2) with R. Fusco and E. Moats re: amended agenda	0.1	59.50
01/24/20	Barsalona, Joseph	Revise and finalize amended agenda	0.2	119.00
01/24/20	Fusco, Renae M.	coordinate service of amended agenda	0.1	30.50
01/24/20	Fusco, Renae M.	draft 2nd amended agenda	0.2	61.00
01/24/20	Fusco, Renae M.	update hrg binders	0.4	122.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/24/20	Fusco, Renae M.	send amended agenda docs to MFW chambers	0.4	122.00
01/24/20	Fusco, Renae M.	efile amended agenda	0.2	61.00
01/24/20	Fusco, Renae M.	edit amended agenda	0.8	244.00
01/24/20	Barsalona, Joseph	Correspondence (x4) with chambers re: telephonic testimony request	0.1	59.50
01/26/20	Moats, Eric	Review and revise second amended agenda for 1/27 hearing.	0.5	247.50
01/27/20	Remming, Andrew	prepare for and attend 1/27 hearing	1.5	1,125.00
01/27/20	Moats, Eric	Prepare for and attend confirmation hearing.	3.5	1,732.50
01/27/20	Fusco, Renae M.	coordinate service of 2nd amended agenda	0.1	30.50
01/27/20	Fusco, Renae M.	hrg prep	0.7	213.50
Total			33.5	16,733.50

Task Code: B310 Claims Objections and Administration

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/02/20	Barsalona, Joseph	Discussion with E. Moats re: Brookwood claim issues	0.1	59.50
01/02/20	Moats, Eric	Phone call w/ D. Kratzer re: Brookwood COC and status of same.	0.2	99.00
01/02/20	Moats, Eric	Confer w/ J. Barsalona re: Brookwood stipulation status.	0.1	49.50
01/02/20	Moats, Eric	Further phone call w/ D. Kratzer re: Brookwood stipulation.	0.3	148.50
01/06/20	Fusco, Renae M.	send claims docs to KCC	0.2	61.00
01/07/20	Barsalona, Joseph	Correspondence (x2) with E. Moats and R. Schepacarter re: Brookwood claim stipulation	0.1	59.50
01/07/20	Barsalona, Joseph	Discussion with E. Moats re: claim resolution CoCs	0.2	119.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/20	Barsalona, Joseph	Correspondence (x4) with S. Szanzer, D. Kratzer and E. Moats re: Alabama claim settlement	0.1	59.50
01/07/20	Moats, Eric	Email R. Schepacarter re: Brookwood claim stipulation.	0.1	49.50
01/08/20	Moats, Eric	Review stipulation and draft COC and proposed order for Alabama local authorities claim stipulation.	0.7	346.50
01/08/20	Barsalona, Joseph	Comment to Alabama claim stipulation	0.3	178.50
01/08/20	Barsalona, Joseph	Correspondence (x4) with S. Szanzer and E. Moats re: Alabama claim stipulation	0.1	59.50
01/08/20	Barsalona, Joseph	Correspondence (x2) with R. Schepacarter re: Brookwood claim stipulation	0.1	59.50
01/09/20	Fusco, Renae M.	efile CoC re Brookwood	0.3	91.50
01/09/20	Moats, Eric	Finalize Brookwood claim stipulation and coordinate for filing of same.	0.2	99.00
01/09/20	Moats, Eric	Phone call w/ D. Kratzer re: Alabama claims stipulation and finalizing of same.	0.1	49.50
01/09/20	Moats, Eric	Finalize Alabama local authorities claims COC, order, and stipulation (.5) and email U. S. Trustee re: same (.1).	0.6	297.00
01/09/20	Barsalona, Joseph	Review order approving stipulation with Brookwood	0.1	59.50
01/09/20	Barsalona, Joseph	Correspondence (x4) with R. Schepacarter and E. Moats re: Alabama claim stipulation	0.1	59.50
01/09/20	Barsalona, Joseph	Discussion with E. Moats re: claim stipulations	0.1	59.50
01/09/20	Barsalona, Joseph	Comment to Alabama Stipulation CoC	0.1	59.50
01/09/20	Fusco, Renae M.	send Brookwood docs to chambers	0.3	91.50
01/15/20	Moats, Eric	Correspondence (phone call and email exchange) w/ D. Kratzer re: Alabama claims stipulation COC.	0.2	99.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/15/20	Barsalona, Joseph	Review certificate of counsel and proposed order regarding Alabama claim stipulation	0.1	59.50
01/15/20	Fusco, Renae M.	efile CoC re Alabama claims; upload order re same; send docs to chambers	0.7	213.50
01/15/20	Barsalona, Joseph	Correspondence (x4) with D. Kratzer and E. Moats re: Alabama claim stipulation	0.1	59.50
01/15/20	Moats, Eric	Finalize Alabama claims stipulation (.5) and coordinate for filing and service of same (.2).	0.7	346.50
01/21/20	Barsalona, Joseph	Review order approving stipulation resolving Alabama claims	0.1	59.50
Total			6.4	3,053.00

Task Code: B320 Plan and Disclosure Statement

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/02/20	Dehney, Robert J.	Emails with J. Barsalona re agenda and plan supplement.	0.4	440.00
01/03/20	Halsey, Joseph	Draft Notice of filing of revised form of exit financing order	0.3	127.50
01/03/20	Halsey, Joseph	Draft Notice of Further Revised Exit Financing Term Sheet	0.4	170.00
01/03/20	Barsalona, Joseph	Correspondence (x12) with R. Dehney, J. Paul and M. Hall re: plan filings	0.2	119.00
01/03/20	Barsalona, Joseph	Call with J. Paul re: plan filings	0.1	59.50
01/03/20	Barsalona, Joseph	Discussion with E. Moats re: amended plan filings	0.1	59.50
01/03/20	Moats, Eric	Email J. Halsey and A. Workman re: exit financing motions.	0.2	99.00
01/03/20	Remming, Andrew	review email from J. Barsalona re notices for supplemental docs	0.1	75.00
01/03/20	Barsalona, Joseph	Correspondence (x16) with D. Ariel, E. Moats, M. Halls and A. Workman re: plan filings and related tasks	0.2	119.00
01/03/20	Barsalona, Joseph	Call with D. Ariel re: plan filings	0.2	119.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/03/20	Barsalona, Joseph	Review Rule 2019 statement of lenders	0.1	59.50
01/03/20	Remming, Andrew	emails (4x) w/ D. Ariel and J. Barsalona re notices for revised plan docs	0.1	75.00
01/03/20	Remming, Andrew	emails w/ J. Barsalona re additional plan docs	0.1	75.00
01/03/20	Remming, Andrew	review email from D. Ariel re plan and DS supplement	0.1	75.00
01/04/20	Workman, Andrew	Review filing exit financing notices	0.9	382.50
01/04/20	Barsalona, Joseph	Correspondence (x2) with E. Moats and A. Workman re: exit financing notice	0.1	59.50
01/05/20	Moats, Eric	Revise exit financing supplemental notice.	0.5	247.50
01/05/20	Moats, Eric	Email exchange w/ D. Ariel and J. Barsalona re: exit financing notices and filing of same.	0.3	148.50
01/05/20	Remming, Andrew	numerous emails w/ J. Barsalona, RJD, D. Ariel and D. Klein re updated plan and DS docs	0.2	150.00
01/05/20	Barsalona, Joseph	Assist with filing amended plan documents (2.5); Correspondence (x27) with D. Ariel, D. Klein, R. Dehney, E. Moats and M. Hall re: issues regarding same (.4); Revise notice of filing of exit financing commitment letter (.4); Call with M. Hall re: filing of same (.1)	3.4	2,023.00
01/06/20	Barsalona, Joseph	Call with D. Ariel re: plan filings	0.1	59.50
01/06/20	Barsalona, Joseph	Review State of Ad Hoc Group in Support of Plan and DS Supplement and Cooperation Agreement	0.2	119.00
01/06/20	Barsalona, Joseph	Review revised versions of DS Supplement and Plan	0.6	357.00
01/06/20	Remming, Andrew	review further email from J. Barsalona re equity term sheet; review further emails from D. Ariel and S. Szanzer re same	0.1	75.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/20	Barsalona, Joseph	Revise and finalize notice of filing of exit financing commitment letter and amended equity term sheet (.3); Correspondence (x6) with R. Fusco re: same (.1)	0.4	238.00
01/06/20	Barsalona, Joseph	Further correspondence (x7) with D. Klein, S. Szanzer and D. Ariel re: plan documents	0.1	59.50
01/06/20	Barsalona, Joseph	Discussion with E. Moats re: exit financing	0.1	59.50
01/06/20	Barsalona, Joseph	Revise and finalize amended plan and related redline	0.2	119.00
01/06/20	Barsalona, Joseph	Analyze amended plan schedule and legal research re: same	0.2	119.00
01/06/20	Fusco, Renae M.	compile exit financing notice for J Barsalona rvw	0.3	91.50
01/06/20	Barsalona, Joseph	Assist with filing of commitment letter	0.3	178.50
01/06/20	Barsalona, Joseph	Correspondence (x4) with D. Ariel re: exit financing filings	0.1	59.50
01/06/20	Fusco, Renae M.	efile exit financing notice	0.2	61.00
01/06/20	Remming, Andrew	review email from J. Barsalona re notices of exit financing	0.1	75.00
01/06/20	Barsalona, Joseph	Correspondence (x3) with S. Szanzer re: solicitation of final plan documents	0.1	59.50
01/06/20	Barsalona, Joseph	Correspondence (x4) with D. Ariel re: equity term sheet (.1); Call with D. Ariel re: same (.5); Draft notice of further amended equity term sheet (.5); Correspondence (x4) with S. Szanzer, D. Ariel and W. Eguchi re: amended equity term sheet (.1); Assist with filing of same (1.1)	2.3	1,368.50
01/06/20	Remming, Andrew	further emails re plan and DS supplemental docs, notices	0.1	75.00
01/06/20	Remming, Andrew	review email from D. Klein re ballot report	0.1	75.00
01/06/20	Remming, Andrew	review emails (6x) from J. Barsalona and D. Ariel re notices for plan documents	0.1	75.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/20	Remming, Andrew	review email from D. Ariel re plan and DS supp doc notices	0.1	75.00
01/06/20	Remming, Andrew	review draft of exit financing term sheet	0.2	150.00
01/06/20	Remming, Andrew	review draft notice for add'l plan/DS docs	0.1	75.00
01/06/20	Barsalona, Joseph	Correspondence (x4) with D. Klein and A. Henchen re: ballot report	0.1	59.50
01/06/20	Barsalona, Joseph	Correspondence (x3) with L. Scott re: amended plan issues	0.1	59.50
01/06/20	Barsalona, Joseph	Review current ballot report	0.1	59.50
01/06/20	Barsalona, Joseph	Correspondence (x5) with R. Fusco and P. Romero re: service of plan documents	0.1	59.50
01/06/20	Barsalona, Joseph	Revise and finalize DS Supplement and related redline	0.7	416.50
01/06/20	Barsalona, Joseph	Call with L. Scott re: resolicitation	0.2	119.00
01/06/20	Fusco, Renae M.	efile amended plan, DS supplement & redlines	0.6	183.00
01/06/20	Remming, Andrew	review emails from D. Ariel and S. Szanzer re equity term sheet; review email from J. Barsalona re same	0.1	75.00
01/06/20	Moats, Eric	Email exchange w/ J. Barsalona and DPW re: exit financing notice edits and filing of same.	0.3	148.50
01/06/20	Naimoli, Theresa M.	Review and respond to email from J. Barsalona re filing and service of notice (.1); prepare & efile Notice of Filing of Further Amended Equity Term Sheet (.4)	0.5	152.50
01/07/20	Moats, Eric	Research re: supplemental disclosure notices.	0.4	198.00
01/07/20	Moats, Eric	Review confirmation notice and coordinate for filing of same.	0.4	198.00
01/07/20	Barsalona, Joseph	Further correspondence (x3) with A. Henchen and D. Ariel re: solicitation issues	0.1	59.50
01/07/20	Moats, Eric	Research re: plan supplement notices and email D. Ariel and S. Szanzer re: same.	0.2	99.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/20	Barsalona, Joseph	Finalize ballots for solicitation (.1); Correspondence (x4) with L. Scott and E. Moats re: same (.1)	0.2	119.00
01/07/20	Moats, Eric	Finalize Amended Plan and DS and accompanying redlines and coordinate for filing and service of same.	0.9	445.50
01/07/20	Barsalona, Joseph	Further Discussion with E. Moats re: solicitation version of documents	0.1	59.50
01/07/20	Barsalona, Joseph	Discussion with E. Moats re: solicitation procedure	0.2	119.00
01/07/20	Fusco, Renae M.	confer w E Moats re service of orders	0.1	30.50
01/07/20	Barsalona, Joseph	Discussion with E. Moats re: confirmation hearing notice	0.1	59.50
01/07/20	Barsalona, Joseph	Correspondence (x6) with A. Henchen, S. Szanzer and D. Ariel re: certain solicited parties	0.1	59.50
01/07/20	Barsalona, Joseph	Call with L. Scott re: solicitation	0.1	59.50
01/07/20	Moats, Eric	Phone call w/ L. Scott re: service of solicitation documents.	0.2	99.00
01/07/20	Barsalona, Joseph	Discussion with L. Scott re: confirmation hearing notice	0.1	59.50
01/07/20	Barsalona, Joseph	Discussion with E. Moats re: filing of plan documents	0.2	119.00
01/07/20	Barsalona, Joseph	Correspondence (x2) with P. Romero re: service of exit financing order	0.1	59.50
01/07/20	Barsalona, Joseph	Assist with filing solicitation versions of plan documents	0.3	178.50
01/07/20	Moats, Eric	Confer w/ J. Barsalona re: plan supplement notices and research for same.	0.1	49.50
01/07/20	Barsalona, Joseph	Correspondence (x4) with S. Szanzer and D. Kratzer re: comments to confirmation hearing notice	0.1	59.50
01/07/20	Fusco, Renae M.	efile amended plan & disclosure docs	0.5	152.50
01/07/20	Barsalona, Joseph	Correspondence (x6) with D. Ariel re: solicitation versions of plan documents (.1); Discussion with E. Moats re: same (.1)	0.2	119.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/20	Moats, Eric	Confer w/ J. Barsalona re: solicitation DS and revisions to same.	0.1	49.50
01/07/20	Moats, Eric	Review and revise DS supplement.	0.5	247.50
01/07/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of notice (.1); prepare & efile Notice of (I) Approval of Disclosure Statement, (II) Deadline for Casting Votes to Accept or Reject the Plan, and (III) the Hearing to Consider Confirmation of the Plan (.2)	0.3	91.50
01/08/20	Remming, Andrew	Review cooperation agreement	0.1	75.00
01/08/20	Barsalona, Joseph	Review as-filed confirmation hearing notice	0.1	59.50
01/08/20	Barsalona, Joseph	Review U.S. Trustee's comments to plan	0.1	59.50
01/08/20	Barsalona, Joseph	Review plan supplement precedent	0.2	119.00
01/08/20	Barsalona, Joseph	Call with M. Frank re: post-emergence issues	0.2	119.00
01/08/20	Remming, Andrew	Review lenders statement in support of plan, ds.	0.1	75.00
01/08/20	Barsalona, Joseph	Call with S. Szanzer re: confirmation order	0.1	59.50
01/08/20	Barsalona, Joseph	Correspondence (x3) with D. Ariel and E. Moats re: plan supplement	0.1	59.50
01/08/20	Remming, Andrew	review email from S. Szanzer re plan supp	0.1	75.00
01/09/20	Moats, Eric	Confer w/ T. Naimoli re: preparation for notice of filing of plan supplement (.2) and email exchange w/ J. Barsalona and T. Naimoli re: same (.1).	0.3	148.50
01/09/20	Barsalona, Joseph	Assist with modifying documents for purposes of plan supplement (.1); Correspondence with D. Ariel re: same (.1)	0.2	119.00
01/09/20	Barsalona, Joseph	Call with L. Scott re: plan supplement filing issues	0.1	59.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/09/20	Barsalona, Joseph	Assist with filing plan supplement (.9); Revise, assemble and review same (1.3); Correspondence (x13) with T. Naimoli re: editing and filing of same (.2)	2.4	1,428.00
01/09/20	Barsalona, Joseph	Legal research on service of plan supplement	0.2	119.00
01/09/20	Barsalona, Joseph	Correspondence (x4) with D. Ariel and KCC re: plan supplement service question	0.1	59.50
01/09/20	Barsalona, Joseph	Call with D. Ariel re: record date issue	0.2	119.00
01/09/20	Barsalona, Joseph	Comment to Notice of Plan Supplement and legal research regarding same	0.5	297.50
01/09/20	Naimoli, Theresa M.	Review and respond to email from J. Barsalona re filing and service of supplement (.1); prepare & efile Notice of Filing of Plan Supplement to the Debtors' First Amended Chapter 11 Plan (1.1)	1.2	366.00
01/09/20	Barsalona, Joseph	Correspondence (x3) with S. Szanzer re: comments to plan supplement	0.1	59.50
01/09/20	Moats, Eric	Confer w/ J. Barsalona re: notice of plan supplement.	0.1	49.50
01/09/20	Remming, Andrew	review email from J. Barsalona re plan supplement	0.1	75.00
01/10/20	Moats, Eric	Research re: 1146 language in plan and U.S. Trustee comment (.6) and email J. Barsalona re: findings of same (.4)	1.0	495.00
01/10/20	Remming, Andrew	review email from J. Barsalona re UST comments to plan	0.1	75.00
01/10/20	Remming, Andrew	Discussion w/ J. Barsalona re US Trustee plan comments (.2); Correspondence (x3) with D. Ariel re same (.1)	0.3	225.00
01/10/20	Remming, Andrew	office conf w/ J. Barsalona re plan research questions	0.2	150.00
01/10/20	Remming, Andrew	review email from D. Ariel re UST comments to plan	0.1	75.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/10/20	Barsalona, Joseph	Discussion with E. Moats re: plan issues	0.1	59.50
01/10/20	Barsalona, Joseph	Discussion with T. Naimoli re: filing of amended plan supplement	0.1	59.50
01/10/20	Barsalona, Joseph	Discussion with E. Moats re: section 1146	0.1	59.50
01/10/20	Barsalona, Joseph	Discussion with A. Remming re: US Trustee plan comments (.2); Correspondence (x3) with D. Ariel re: same (.1)	0.3	178.50
01/10/20	Barsalona, Joseph	Discussion with E. Moats re: plan supplement issues	0.1	59.50
01/10/20	Barsalona, Joseph	Correspondence (x3) with L. Scott re: service of plan supplement	0.1	59.50
01/10/20	Barsalona, Joseph	Comment to Amended Plan Supplement	0.1	59.50
01/10/20	Barsalona, Joseph	Correspondence (x3) with E. Moats and S. Szanzer re: amended plan supplement	0.1	59.50
01/13/20	Barsalona, Joseph	Discussion with A. Remming re: plan research	0.1	59.50
01/13/20	Barsalona, Joseph	Further discussion with E. Moats re: plan research	0.1	59.50
01/13/20	Remming, Andrew	review email from D. Ariel re UST comments to plan; review email from E. Moats re same	0.1	75.00
01/13/20	Barsalona, Joseph	Discussion with E. Moats re: plan research	0.1	59.50
01/13/20	Barsalona, Joseph	Plan research	0.5	297.50
01/13/20	Barsalona, Joseph	Discussion with T. Naimoli re: Amended Schedule of Rejected Contracts	0.1	59.50
01/13/20	Barsalona, Joseph	Legal research on Schedule of Rejected Contracts and Leases	0.2	119.00
01/13/20	Moats, Eric	Further research re: 1146 implications on plan documents and email D. Ariel, S. Szanzer, and D. Klein re: same.	0.4	198.00
01/13/20	Moats, Eric	Further discussion with J. Barsalona re plan research	0.1	49.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/13/20	Moats, Eric	Discussion with J. Barsalona re plan research	0.1	49.50
01/13/20	Remming, Andrew	Office conf with J. Barsalona re UST comments to plan.	0.1	75.00
01/13/20	Barsalona, Joseph	Correspondence (x3) with D. Ariel re: Amended Schedule of Rejected Contracts	0.1	59.50
01/13/20	Barsalona, Joseph	Correspondence (x3) with E. Moats re: plan research	0.1	59.50
01/13/20	Remming, Andrew	review and respond to email from S. Szanzer re UST comments to plan; review email from J. Barsalona re same	0.1	75.00
01/13/20	Barsalona, Joseph	Correspondence (x3) with D. Ariel re: plan research	0.1	59.50
01/13/20	Barsalona, Joseph	Assist with filing Amended Schedule or Rejected Contracts (1.5); Revise and finalize same (.5); Correspondence (x12) with T. Naimoli re: filing and service of same (.2); Correspondence (x3) with KCC re: service of same (.1)	2.3	1,368.50
01/13/20	Barsalona, Joseph	Discussion with E. Moats re: confirmation issues	0.1	59.50
01/14/20	Moats, Eric	Further research 1146 language for plan and confirmation orders.	1.2	594.00
01/14/20	Naimoli, Theresa M.	Review and respond to email from J. Barsalona re filing and service of notice (.1); prepare & efile Amended Plan Supplement to the Debtors' First Amended Chapter 11 Plan (1.0)	1.1	335.50
01/14/20	Barsalona, Joseph	Legal research regarding final fee applications and other plan issues	0.7	416.50
01/14/20	Barsalona, Joseph	Correspondence (x2) with L. Scott re: service of Amended Schedule of Rejected Contracts	0.1	59.50
01/14/20	Barsalona, Joseph	Assist with filing amended plan supplement (1.5); Revise and finalize same (1.0); Correspondence (x7) with D. Klein, S. Szanzer, D. Ariel and T. Naimoli re: same (.2); Correspondence (x4) with A. Henchen re: service of same (.1)	2.8	1,666.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/15/20	Barsalona, Joseph	Call with S. Szanzer re: exclusivity deadline	0.1	59.50
01/15/20	Barsalona, Joseph	Comment to confirmation order	0.2	119.00
01/15/20	Moats, Eric	Email exchange w/ D. Ariel and J. Barsalona re: post confirmation closing and information for same.	0.2	99.00
01/15/20	Barsalona, Joseph	Legal research on post-confirmation closing tracker	0.2	119.00
01/15/20	Barsalona, Joseph	Review press on amended plan supplement	0.1	59.50
01/15/20	Moats, Eric	Review post-confirmation trackers re: question from D. Ariel.	1.6	792.00
01/15/20	Moats, Eric	Review question from D. Ariel re: Debtor registered agent and handling of same through confirmation.	0.4	198.00
01/16/20	Remming, Andrew	review changes to chapter 11 plan	0.1	75.00
01/16/20	Moats, Eric	Discussion with J. Barsalona re confirmation order	0.1	49.50
01/16/20	Barsalona, Joseph	Correspondence (x3) with D. Ariel re: plan comments	0.1	59.50
01/16/20	Barsalona, Joseph	Review and comment to revisions to plan (.2); Discussion with A. Remming re: same (.1)	0.3	178.50
01/16/20	Barsalona, Joseph	Discussion with E. Moats re: confirmation order	0.1	59.50
01/16/20	Barsalona, Joseph	Comment to confirmation order and legal research regarding same	2.7	1,606.50
01/16/20	Remming, Andrew	review email from D. Ariel re revised plan docs; review email from A. Shiff re same	0.1	75.00
01/17/20	Remming, Andrew	review email from D. Ariel re Dow; review further emails from D. Ariel and D. Klein re same	0.1	75.00
01/17/20	Remming, Andrew	review email from D. Ariel re UST comments to plan	0.1	75.00
01/17/20	Remming, Andrew	review email from UST re comments to plan; review further email from J. Barsalona re same	0.1	75.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/17/20	Remming, Andrew	review email from S. Szanzer re Dow	0.1	75.00
01/17/20	Barsalona, Joseph	Comment to confirmation order	2.5	1,487.50
01/17/20	Barsalona, Joseph	Correspondence (x3) with D. Ariel re: plan revisions	0.1	59.50
01/17/20	Barsalona, Joseph	Correspondence (x6) with D. Klein, S. Szanzer and D. Ariel re: confirmation order	0.2	119.00
01/17/20	Barsalona, Joseph	Call with S. Szanzer re: confirmation issues	0.2	119.00
01/17/20	Barsalona, Joseph	Correspondence (x3) with D. Ariel and S. Szanzer re: comments to confirmation order	0.1	59.50
01/17/20	Barsalona, Joseph	Correspondence (x4) with R. Schepacarter and D. Ariel re: plan issues	0.1	59.50
01/17/20	Barsalona, Joseph	Draft correspondence to US Trustee regarding plan revisions	0.2	119.00
01/18/20	Barsalona, Joseph	Comment to lenders comments to confirmation order	0.5	297.50
01/20/20	Remming, Andrew	review email from D. Ariel re confirmation order	0.1	75.00
01/20/20	Barsalona, Joseph	Correspondence (x2) with D. Ariel re: revisions to plan	0.1	59.50
01/20/20	Barsalona, Joseph	Review and comment to current version of confirmation order (.3); Legal research regarding same (.1)	0.4	238.00
01/21/20	Remming, Andrew	review email from J. Barsalona re corporate issues	0.1	75.00
01/21/20	Moats, Eric	Confer w/ J. Barsalona re: confirmation comments.	0.4	198.00
01/21/20	Barsalona, Joseph	Call with S. Szanzer re: plan issues	0.3	178.50
01/21/20	Remming, Andrew	review email from J. Finelli re closing docs	0.1	75.00
01/21/20	Barsalona, Joseph	Legal research on certain comments to confirmation order	0.2	119.00
01/21/20	Barsalona, Joseph	Discussion with E. Moats re: notice of confirmation order	0.1	59.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/21/20	Remming, Andrew	office conf. w/ J. Barsalona re plan/financing issues	0.1	75.00
01/21/20	Barsalona, Joseph	Further discussion with R. Fusco re: confirmation agenda	0.1	59.50
01/21/20	Barsalona, Joseph	Discussion with E. Moats re: plan issues	0.2	119.00
01/21/20	Barsalona, Joseph	Call with J. Finelli re: plan issues	0.1	59.50
01/21/20	Moats, Eric	Research re: comptroller requested language for confirmation order.	0.2	99.00
01/21/20	Remming, Andrew	review email from J. Barsalona re plan comments	0.1	75.00
01/21/20	Moats, Eric	Email D. Ariel re: summary of confirmation order research for language requested by U.S.	0.3	148.50
01/21/20	Barsalona, Joseph	Correspondence (x6) with D. Ariel and E. Moats re: confirmation order	0.1	59.50
01/21/20	Remming, Andrew	review emails from D. Ariel and J. Russell re closing checklist	0.1	75.00
01/21/20	Remming, Andrew	review draft confirmation order	0.9	675.00
01/21/20	Barsalona, Joseph	Legal research on plan issues	2.4	1,428.00
01/21/20	Barsalona, Joseph	Correspondence (x3) with J. Russell and A. Remming re: governance issues	0.1	59.50
01/21/20	Barsalona, Joseph	Review Estrella's motion to seal confirmation objection	0.1	59.50
01/21/20	Remming, Andrew	Review revised version of confirmation order.	0.2	150.00
01/21/20	Barsalona, Joseph	Correspondence (x9) with M. Patterson, D. Klein, S. Szanzer and T. Green re: Estrella objection to plan	0.2	119.00
01/21/20	Moats, Eric	Research plan language re: US requests and proposed language.	1.7	841.50
01/21/20	Barsalona, Joseph	Correspondence (x3) with R. Schepacarter re: motion to seal	0.1	59.50
01/21/20	Barsalona, Joseph	Review unsealed Estrella objection to plan	0.2	119.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/21/20	Dehney, Robert J.	Emails from D. Ariel and E. Moats re comptroller requested language for confirmation order.	0.2	220.00
01/21/20	Barsalona, Joseph	Correspondence (x3) with T. Green re: confirmation issues	0.1	59.50
01/21/20	Remming, Andrew	tele w/ J. Barsalona and J. Russell re plan/financing issues	0.4	300.00
01/21/20	Remming, Andrew	Review further revised version of confirmation order.	0.2	150.00
01/21/20	Remming, Andrew	emails w/ D. Ariel re comments to confirmation order	0.1	75.00
01/21/20	Barsalona, Joseph	Discussion with A. Remming re: post-effective date work	0.1	59.50
01/22/20	Remming, Andrew	office conf. w/ J. Barsalona re status of plan objections	0.1	75.00
01/22/20	Remming, Andrew	review email from D. Ariel re confirmation order edits	0.1	75.00
01/22/20	Remming, Andrew	review email from D. Ariel re govt language for confirmation order	0.1	75.00
01/22/20	Remming, Andrew	emails w/ D. Ariel and J. Barsalona re revisions to confirmation order	0.1	75.00
01/22/20	Moats, Eric	Discussion with A. Remming re fee reserve (.1); discussion with J. Barsalona re same (.1)	0.2	99.00
01/22/20	Remming, Andrew	Discussion with J. Barsalona re fee reserve (.1); discussion with E. Moats re same (.1)	0.2	150.00
01/22/20	Barsalona, Joseph	Discussion with R. Dehney re: confirmation issues	0.2	119.00
01/22/20	Barsalona, Joseph	Call with T. Green re: confirmation brief	0.1	59.50
01/22/20	Barsalona, Joseph	Correspondence (x3) with D. Beizer and J. Russell re: plan supplement documents	0.1	59.50
01/22/20	Barsalona, Joseph	Analysis of certain confirmation order issue (.2); Correspondence (x5) with A. Remming and J. Russell re: same (.1)	0.3	178.50
01/22/20	Barsalona, Joseph	Discussion with A. Remming re: fee reserve (.1); Discussion with E. Moats re: same (.1)	0.2	119.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/22/20	Barsalona, Joseph	Call with D. Klein and T. Green re: confirmation issues	0.2	119.00
01/22/20	Barsalona, Joseph	Further call with T. Green re: confirmation issues	0.1	59.50
01/22/20	Barsalona, Joseph	Correspondence with chambers re: telephonic testimony re: Balloting agent	0.2	119.00
01/22/20	Dehney, Robert J.	Office conference with J. Barsalona re confirmation issues.	0.2	220.00
01/22/20	Barsalona, Joseph	Correspondence with D. Ariel re: confirmation order comments and legal research re: same	0.2	119.00
01/22/20	Barsalona, Joseph	Correspondence (x2) with S. Lim and J. Russell re: plan supplement documents	0.1	59.50
01/22/20	Barsalona, Joseph	Call with T. Green re: confirmation objections	0.1	59.50
01/22/20	Barsalona, Joseph	Discussion with A. Remming re: confirmation issues	0.1	59.50
01/22/20	Barsalona, Joseph	Review Bueno objection to plan and legal research regarding same	0.2	119.00
01/22/20	Remming, Andrew	review email from J. Barsalona re confirmation order edits	0.1	75.00
01/22/20	Moats, Eric	Further research re: comptroller requests for language in plan re: claims.	0.7	346.50
01/22/20	Moats, Eric	Research re: plan payment of professional structure.	0.5	247.50
01/22/20	Moats, Eric	Review confirmation order.	1.3	643.50
01/23/20	Barsalona, Joseph	Discussion with A. Remming re: issues with confirmation hearing issues	0.2	119.00
01/23/20	Barsalona, Joseph	Correspondence (x7) with D. Klein and D. Ariel re: confirmation agenda	0.1	59.50
01/23/20	Remming, Andrew	review email from J. Barsalona re confirmation order	0.1	75.00
01/23/20	Moats, Eric	Email exchange w/ A. Li re: Evercore declaration in support of plan.	0.1	49.50
01/23/20	Moats, Eric	Revise second amended notice of plan supplement.	0.3	148.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/23/20	Barsalona, Joseph	Correspondence (x3) with E. Moats re: second amended plan supplement	0.1	59.50
01/23/20	Barsalona, Joseph	Discussion with E. Moats re: confirmation issues	0.2	119.00
01/23/20	Remming, Andrew	review email from UST re voting report	0.1	75.00
01/23/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of declaration (.1); prepare & efile Certification of Leanne V. Rehder Scott With Respect to Tabulation of Votes on First Amended Chapter 11 Plan (.2)	0.3	91.50
01/23/20	Barsalona, Joseph	Discussion with E. Moats re: confirmation documents	0.2	119.00
01/23/20	Barsalona, Joseph	Correspondence (x7) with D. Ariel re: Texas Comptroller comments to plan	0.2	119.00
01/23/20	Barsalona, Joseph	Correspondence (x5) with J. Russell, A. Remming and E. Moats re: exit financing	0.1	59.50
01/23/20	Barsalona, Joseph	Correspondence (x17) with E. Moats and T. Naimoli re: filing and service of documents in support of confirmation and issues related thereto	0.2	119.00
01/23/20	Barsalona, Joseph	Correspondence (x6) with T. Green, D. Kratzer and L. Scott re: tabulation certification	0.1	59.50
01/23/20	Remming, Andrew	review email from J. Barsalona re confirmation order	0.1	75.00
01/23/20	Barsalona, Joseph	Further correspondence (x5) with D. Klein, J. Finelli, S. Lim and J. Russell re: post-effective date documentation	0.1	59.50
01/23/20	Barsalona, Joseph	Correspondence (x4) with D. Ariel and E. Moats re: second amended plan supplement	0.1	59.50
01/23/20	Barsalona, Joseph	Correspondence (x8) with D. Ariel and J. Russell re: confirmation order issues	0.2	119.00
01/23/20	Remming, Andrew	review email from D. Klein re voting declaration	0.1	75.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/23/20	Barsalona, Joseph	Call with D. Ariel re: Comptroller objection	0.1	59.50
01/23/20	Barsalona, Joseph	Correspondence with L. Scott re: sealed declarations	0.1	59.50
01/23/20	Moats, Eric	Email exchange w/ D. Ariel re: notice of second amended plan supplement.	0.1	49.50
01/23/20	Moats, Eric	Email D. Ariel re: notice of filing of confirmation order.	0.2	99.00
01/23/20	Moats, Eric	Confer w/ J. Barsalona re: Plan filings.	0.1	49.50
01/23/20	Moats, Eric	Confer w/ J. Barsalona re: confirmation order status and accompanying documents for same.	0.1	49.50
01/23/20	Russell, Jason	Discussion with J. Barsalona re confirmation issues	0.2	155.00
01/23/20	Russell, Jason	Review plan and assess steps for restructuring (1.2); office conferences with S. Sullivan (.8); call with J. Barsalona (.2); call with Davis Polk (.4); review and revise closing steps and documents (1.3)	3.9	3,022.50
01/23/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of notice (.1); prepare & efile Notice of Withdrawal of Certification of Leanne V. Rehder Scott with Respect to Tabulation of Votes on First Amended Chapter 11 Plan (.1)	0.2	61.00
01/23/20	Barsalona, Joseph	Correspondence (x8) with D. Klein and D. Sinclair regarding sealing of tabulation declaration	0.2	119.00
01/23/20	Remming, Andrew	review email from D. Beizer re merger	0.1	75.00
01/23/20	Remming, Andrew	review email from J. Russell re confirmation order; review email from D. Klein re same	0.1	75.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/23/20	Moats, Eric	Review plan support documents (Mosley and Pacha declaration, Scott certification, notice of second amended plan supplement, notice of confirmation order, brief in support of confirmation) and coordinate for filing and service of same.	2.4	1,188.00
01/23/20	Remming, Andrew	participate in call re plan docs	0.4	300.00
01/23/20	Remming, Andrew	review email from D. Klein re closing/effective date	0.1	75.00
01/23/20	Barsalona, Joseph	Correspondence (x7) with D. Ariel and E. Moats re: comments to notice of filing of confirmation order	0.1	59.50
01/23/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of declaration (.1); prepare & efile Declaration of Ed Mosley in Support of Confirmation of the First Amended Chapter 11 Plan (.2)	0.3	91.50
01/23/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of brief (.1); prepare & efile Debtors' Memorandum of Law in Support of Confirmation of the First Amended Chapter 11 Plan (.2)	0.3	91.50
01/23/20	Sullivan, Sean	TC with co-counsel re reorganization	0.4	198.00
01/23/20	Barsalona, Joseph	Correspondence (x3) with L. Soo and D. Beizer re: post-effective date documents	0.1	59.50
01/23/20	Moats, Eric	Draft notice of second amended plan supplement.	1.2	594.00
01/23/20	Barsalona, Joseph	Discussion with J. Russell re: confirmation issues	0.2	119.00
01/23/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of declaration (.1); prepare & efile Certification of Leanne V. Rehder Scott with Respect to Tabulation of Votes on First Amended Chapter 11 Plan (.2)	0.3	91.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/23/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of notice (.1); prepare & efile Notice of Filing of Order Confirming First Amended Chapter 11 Plan (.2)	0.3	91.50
01/23/20	Moats, Eric	Draft notice of filing of confirmation order (.7); and revise same re: comments from D. Ariel (.3).	1.0	495.00
01/23/20	Dehney, Robert J.	Emails from J. Barsalona, D. Klein, J. Finelli, S. Lim and J. Russell re post-effective date documentation.	0.2	220.00
01/23/20	Barsalona, Joseph	Correspondence (x3) with R. Schepacarter re: unsealing of tabulation declaration	0.1	59.50
01/23/20	Barsalona, Joseph	Correspondence (x15) with D. Klein, D. Ariel, T. Green, D. Kratzer, L. Scott and E. Moats re: voting tabulation issues	0.2	119.00
01/23/20	Barsalona, Joseph	Correspondence (x7) with D. Klein, D. Ariel, T. Green and E. Moats re: final version of confirmation order	0.1	59.50
01/23/20	Barsalona, Joseph	Correspondence (x7) with P. Romero and E. Moats re: service of plan support documents	0.1	59.50
01/23/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of declaration (.1); prepare & efile Declaration of Robert A. Pacha in Support of the First Amended Chapter 11 Plan (.1)	0.2	61.00
01/23/20	Moats, Eric	Revise Scott certification re: request from US Trustee (.2); and emails w/ DPW and KCC re: same (.3).	0.5	247.50
01/23/20	Barsalona, Joseph	Post-confirmation conference call with J. Russell, D. Klein, S. Lim and A. Remming	0.5	297.50
01/23/20	Barsalona, Joseph	Call with T. Green re: confirmation issues	0.1	59.50
01/23/20	Moats, Eric	Research re: proposed plan confirmation orders and required notice for filing of same.	0.2	99.00
01/23/20	Moats, Eric	Phone call w/ T. Green re: brief in support of confirmation.	0.1	49.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/23/20	Remming, Andrew	emails w/ J. Russell and E. Moats re financing docs	0.1	75.00
01/23/20	Remming, Andrew	emails (8x) re redacted voting declaration	0.2	150.00
01/23/20	Naimoli, Theresa M.	Review and respond to email from E. Moats re filing of plan supplement (.1); prepare & efile Notice of Filing of Second Amended Plan Supplement to the Debtors' First Amended Chapter 11 Plan (.2)	0.3	91.50
01/23/20	Moats, Eric	Confer w/ J. Barsalona re: second amended notice of plan supplement.	0.1	49.50
01/23/20	Barsalona, Joseph	Legal research on proponents of plan	0.1	59.50
01/24/20	Barsalona, Joseph	Correspondence (x4) with R. Schepacarter and D. Ariel re: confirmation order	0.1	59.50
01/24/20	Remming, Andrew	review email from UST re voting declaration	0.1	75.00
01/24/20	Naimoli, Theresa M.	Review and respond to email from J. Barsalona re filing and service of plan (.1); prepare & efile First Amended Chapter 11 Plan for Southcross Energy Partners, L.P. and Its Affiliated Debtors (.3)	0.4	122.00
01/24/20	Remming, Andrew	review Mosley declaration, office conf. w/ J. Barsalona re redacted declaration	0.4	300.00
01/24/20	Remming, Andrew	review email from D. Klein re confirmation order	0.1	75.00
01/24/20	Moats, Eric	Email exchange w/ D. Ariel re: confirmation documents and revised confirmation order.	0.1	49.50
01/24/20	Remming, Andrew	review Pacha declaration in support of confirmation	0.2	150.00
01/24/20	Barsalona, Joseph	Correspondence (x4) with D. Klein and D. Ariel re: exclusivity extension motion	0.1	59.50
01/24/20	Remming, Andrew	review email from S. Lim re confirmation order comments; review email from J. Barsalona re confirmation witnesses	0.1	75.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/24/20	Barsalona, Joseph	Review revised plan provisions (.1); Correspondence (x2) with D. Ariel re: same (.1)	0.2	119.00
01/24/20	Barsalona, Joseph	Correspondence (x4) with C. O'Neill and C. Hare re: post-confirmation issues	0.1	59.50
01/24/20	Barsalona, Joseph	Further call with T. Green re: confirmation issues	0.1	59.50
01/24/20	Barsalona, Joseph	Correspondence (x3) with D. Klein re: confirmation witnesses	0.1	59.50
01/24/20	Barsalona, Joseph	Correspondence with S. Lim re: post-effective date documents	0.1	59.50
01/24/20	Naimoli, Theresa M.	Review and respond to email from J. Barsalona re filing and service of blackline (.1); prepare & efile First Amended Chapter 11 Plan – BLACKLINE (.3)	0.4	122.00
01/24/20	Barsalona, Joseph	Correspondence (x4) with J. Russell, D. Klein and J. Finelli re: step transaction	0.1	59.50
01/24/20	Barsalona, Joseph	Correspondence (x3) with D. Ariel re: confirmation hearing issues	0.1	59.50
01/24/20	Barsalona, Joseph	Review as-filed form of confirmation order	0.2	119.00
01/24/20	Barsalona, Joseph	Call with T. Green re: confirmation issues	0.1	59.50
01/24/20	Barsalona, Joseph	Review memorandum in support of confirmation and legal research re: same (.7); Review Voting Tabulation (.2); Review Pacha Declaration (.2); Review Mosley Declaration (.2)	1.3	773.50
01/24/20	Barsalona, Joseph	Assist with filing modified plan and redline (1.1); Revise and finalize same (.5); Correspondence with D. Ariel and D. Klein re: same (.2); Correspondence (x4) with KCC re: service of same (.1)	1.9	1,130.50
01/24/20	Barsalona, Joseph	Assist R. Pacha with preparing for confirmation hearing	0.1	59.50
01/24/20	Remming, Andrew	Review brief in support of confirmation.	0.5	375.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/24/20	Remming, Andrew	review email from J. Barsalona re post-confirmation	0.1	75.00
01/24/20	Remming, Andrew	review email from J. Russell re confirmation order	0.1	75.00
01/24/20	Barsalona, Joseph	Discussion with A. Remming re: sealing of voting tabulation	0.1	59.50
01/24/20	Remming, Andrew	review email from J. Russell re confirmation order	0.1	75.00
01/25/20	Remming, Andrew	review email from D. Beizer re LC facility	0.1	75.00
01/25/20	Remming, Andrew	review email from J. Finelli re steps list for effective date	0.1	75.00
01/25/20	Remming, Andrew	review email from J. Russell re revised resolutions; review emails from J. Russell and D. Beizer re closing issues	0.1	75.00
01/25/20	Remming, Andrew	emails w/ S. Lim and D. Klein re confirmation order	0.1	75.00
01/25/20	Remming, Andrew	add'l emails (4x) re confirmation order, effective date transactions	0.1	75.00
01/25/20	Remming, Andrew	review email from S. Lim re effective date transactions	0.1	75.00
01/25/20	Barsalona, Joseph	Correspondence (x10) with J. Finelli, S. Lim, D. Klein, J. Russell and S. Sullivan re: comments to steps list	0.2	119.00
01/25/20	Barsalona, Joseph	Correspondence (x2) with E. Moats re: confirmation hearing issues	0.1	59.50
01/26/20	Moats, Eric	Email exchange w/ D. Ariel and D. Klein re: confirmation order and confirmation hearing.	0.3	148.50
01/26/20	Moats, Eric	Review exclusivity motion (.4); and coordinate for filing and service of same (.2).	0.6	297.00
01/26/20	Springart, Billie	Review and respond to email from E Moats re: filing Notice of Revised Confirmation (.3) efile re: same (.7) .	1.0	305.00
01/26/20	Barsalona, Joseph	Review exclusivity extension motion	0.2	119.00
01/26/20	Barsalona, Joseph	Review revised form of confirmation order	0.2	119.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/26/20	Barsalona, Joseph	Correspondence (x2) with D. Ariel and D. Kratzer re: confirmation hearing issues	0.1	59.50
01/26/20	Barsalona, Joseph	Assist E. Levine with preparing for confirmation hearing	0.1	59.50
01/26/20	Moats, Eric	Draft notice of filing of revised confirmation order and coordinate for filing and service of same.	1.3	643.50
01/26/20	Moats, Eric	Email exchange w/ D. Ariel re: exclusivity motion and filing of same.	0.2	99.00
01/26/20	Springart, Billie	Review Email from E Moats re filing; save documents to x drive; E-file Exclusivity Motion, Notice and Ex. A; email E Moats re: same.	0.5	152.50
01/27/20	Remming, Andrew	review email from E. Moats re confirmation order	0.1	75.00
01/27/20	Remming, Andrew	review email from KCC re service	0.1	75.00
01/27/20	Remming, Andrew	review email from S. Sullivan re exit facilities	0.1	75.00
01/27/20	Fusco, Renae M.	upload confirmation order	0.2	61.00
01/27/20	Remming, Andrew	review email from S. Lim re exit facilities	0.1	75.00
01/27/20	Barsalona, Joseph	Correspondence with L. Soo re: step list	0.1	59.50
01/27/20	Barsalona, Joseph	Correspondence (x4) with M. Schirle and E. Moats re: professional fee escrow	0.1	59.50
01/27/20	Barsalona, Joseph	Correspondence (x7) with A. Remming and E. Moats re: post-confirmation issues	0.2	119.00
01/27/20	Remming, Andrew	review email from S. Lim re confirmation order	0.1	75.00
01/27/20	Remming, Andrew	review email from D. Beizer re exit facilities	0.1	75.00
Total			101.2	57,715.00
Task Code:	B340	Professional Retention (MNAT - Filing)		

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/24/20	Barsalona, Joseph	Correspondence (x3) with E. Moats re: supplemental declaration	0.1	59.50
Total			0.1	59.50

Task Code: B360 Professional Retention (Others - Filing)

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/08/20	Barsalona, Joseph	OC with A. Remming re retention question	0.2	119.00
01/08/20	Barsalona, Joseph	Legal research on expanded scope of Deloitte retention	0.6	357.00
01/08/20	Remming, Andrew	office conf. w/ J. Barsalona re retention question	0.2	150.00
01/13/20	Moats, Eric	Draft third supplemental Dehney declaration re: disclosures.	0.3	148.50
Total			1.3	774.50

Task Code: B370 Professional Retention (Others - Objections)

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/24/20	Fusco, Renae M.	draft CNO re BRG staffing report	0.2	61.00
Total			0.2	61.00

Task Code: B400 General Corporate Matters (including Corporate Governance)

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/16/20	Barsalona, Joseph	Office conference with J. Russell concerning restructuring	0.5	297.50
01/16/20	Barsalona, Joseph	Correspondence (x7) with D. Ariel, A. Burke, A. Poppiti and S. Lim re: corporate issues (.1); Review revised formation documents (.1)	0.2	119.00
01/16/20	Barsalona, Joseph	Discussion with J. Russell re: registered agent issue (.1); Correspondence (x4) with D. Ariel re: same (.1)	0.2	119.00
01/16/20	Russell, Jason	Office conference with J. Barsalona concerning restructuring	0.5	387.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/21/20	Barsalona, Joseph	Correspondence (x9) with D. Ariel, J. Finelli, D. Beizer and J. Russell re: post-effective date corporate issues (.2); Review closing checklist (.1)	0.3	178.50
01/21/20	Russell, Jason	Review exit documents and reorg plan (.6); assess issues concerning the same (.2); call with A. Remming and J. Barsalona concerning the same (.2); office conference with S. Sullivan concerning opinion in connection with exit financing (.3)	1.3	1,007.50
01/21/20	Sullivan, Sean	OC with J. Russell re reorganization	0.3	148.50
01/21/20	Barsalona, Joseph	Discussion with J. Russell and A. Remming re: corporate matters	0.4	238.00
01/22/20	Sullivan, Sean	Review org docs and Plan Supplement	1.8	891.00
01/22/20	Russell, Jason	OC with S. Sullivan	0.2	155.00
01/22/20	Sullivan, Sean	Draft consent	2.3	1,138.50
01/22/20	Sullivan, Sean	OC with J. Russell	0.2	99.00
01/22/20	Russell, Jason	Email correspondence with Davis Polk concerning restructuring	0.4	310.00
01/23/20	Sullivan, Sean	Review org docs and confirmation order	0.7	346.50
01/23/20	Sullivan, Sean	Draft omnibus consent	1.2	594.00
01/23/20	Sullivan, Sean	Review organizational documents	0.3	148.50
01/23/20	Sullivan, Sean	Draft Step Chart re reorganization	0.7	346.50
01/23/20	Sullivan, Sean	OC with J. Russell re consents and restructuring	0.8	396.00
01/24/20	Sullivan, Sean	Review org docs	0.6	297.00
01/24/20	Sullivan, Sean	Draft consent	2.9	1,435.50
01/24/20	Sullivan, Sean	Review Southcross Energy Partners LLC Agreement	0.6	297.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/24/20	Sullivan, Sean	Draft step checklist	0.5	247.50
01/24/20	Russell, Jason	Review and revise reorg checklist; review and revise resolutions; email correspondence	1.5	1,162.50
01/24/20	Sullivan, Sean	Draft merger documents	2.7	1,336.50
01/24/20	Sullivan, Sean	OC with J. Russell re consent	0.3	148.50
01/25/20	Russell, Jason	Review and revise step checklist and resolutions	1.6	1,240.00
01/25/20	Sullivan, Sean	Review LLC Agreement	0.3	148.50
01/25/20	Sullivan, Sean	Review resolutions	0.2	99.00
01/25/20	Sullivan, Sean	Draft merger documents	0.6	297.00
01/25/20	Barsalona, Joseph	Correspondence (x3) with J. Russell and D. Beizer re: post-reorg resolutions	0.1	59.50
01/25/20	Sullivan, Sean	Review step transaction checklist	0.2	99.00
01/26/20	Sullivan, Sean	Draft Dropdown Agreement	1.4	693.00
01/26/20	Sullivan, Sean	Review merger documents	1.2	594.00
01/26/20	Sullivan, Sean	Draft merger documents	0.7	346.50
01/27/20	Sullivan, Sean	Review step transaction list	0.1	49.50
01/27/20	Sullivan, Sean	Draft opinion re Exit Facility	0.4	198.00
01/27/20	Sullivan, Sean	Review/revise dropdown agreement	0.8	396.00
01/27/20	Sullivan, Sean	Review Exit Facility Documents	0.6	297.00
01/27/20	Sullivan, Sean	OC with J. Russell re merger docs	0.1	49.50
01/27/20	Russell, Jason	OC with S. Sullivan re merger docs	0.1	77.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/27/20	Sullivan, Sean	Revise merger documents	0.8	396.00
01/27/20	Sullivan, Sean	Review merger agreements	0.3	148.50
01/27/20	Barsalona, Joseph	Correspondence (x4) with D. Beizer, S. Lim, S. Sullivan and E. Genter re: post-confirmation merger issues	0.1	59.50
01/27/20	Sullivan, Sean	Review dropdown agreement	0.4	198.00
Total			31.4	17,291.00

Task Code: B410 General Case Strategy

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/02/20	Barsalona, Joseph	Strategy discussion with A. Remming	0.1	59.50
01/02/20	Remming, Andrew	office conf. w/ J. Barsalona re status	0.1	75.00
01/07/20	Moats, Eric	Confer w/ J. Barsalona re: Brookwood COC, hearing outcome, and solicitation documents.	0.2	99.00
01/08/20	Fusco, Renae M.	download & save filed docs	0.2	61.00
01/21/20	Fusco, Renae M.	send dkt update email	0.1	30.50
01/24/20	Fusco, Renae M.	send dkt update email	0.2	61.00
Total			0.9	386.00

Task Code: B420 Schedules/SOFA/U.S. Trustee Reports

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/02/20	Vale, Desiree	Electronically File MOR for November 2019	0.2	61.00
01/02/20	Barsalona, Joseph	Review revised November monthly operating report	0.1	59.50
01/02/20	Barsalona, Joseph	Correspondence (x3) with M. Schirle re: November MOR	0.1	59.50
01/02/20	Moats, Eric	Email exchange w/ M. Schirle re: November MOR.	0.1	49.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/02/20	Moats, Eric	Review November MOR and coordinate for filing and service of same.	0.2	99.00
01/22/20	Moats, Eric	Email exchange w/ M. Schirle re: MNAT estimated fees and expenses for MOR	0.2	99.00
		Total	0.9	427.50

EXHIBIT B**MONTHLY EXPENSE SUMMARY**

Southcross Energy Partners, L.P., et al.
 (Case No. 19-10702 (MFW))
 January 1, 2020 Through January 27, 2020

Expense Category	Total Expenses
In-House Printing - color	542.40
Pacer	534.30
In-House Printing - black & white	759.60
Secretarial Overtime	482.65
In-House Duplicating	781.80
Legal Assistants Overtime	66.76
Messenger Service	30.00
Courier/Delivery Service	157.12
Transcripts	92.15
In-House Duplicating - color	234.40
Postage	1.45
Total Expenses	\$3,682.63

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
12/02/19	Pacer	177.0	17.70
12/03/19	Pacer	48.0	4.80
12/04/19	Pacer	190.0	19.00
12/05/19	Pacer	184.0	18.40
12/10/19	Pacer	115.0	11.50
12/11/19	Pacer	275.0	27.50
12/12/19	Pacer	277.0	27.70
12/16/19	Pacer	301.0	30.10
12/17/19	Pacer	57.0	5.70
12/18/19	Pacer	70.0	7.00
12/19/19	Pacer	65.0	6.50
12/20/19	Pacer	16.0	1.60
12/27/19	Pacer	84.0	8.40
12/31/19	Pacer	19.0	1.90
01/02/20	Legal Assistants Overtime	1.0	66.76
01/02/20	Pacer	281.0	28.10
01/02/20	In-House Printing - black & white	149.0	14.90
01/03/20	Pacer	106.0	10.60
01/03/20	Messenger Service - USBC - 1/3/2020	1.0	5.00
01/04/20	Pacer	93.0	9.30
01/05/20	Secretarial Overtime	1.0	233.95
01/05/20	Pacer	40.0	4.00
01/06/20	In-House Printing - black & white	680.0	68.00
01/06/20	Pacer	112.0	11.20
01/06/20	Courier/Delivery Service	1.0	6.90
01/06/20	In-House Duplicating	821.0	82.10
01/06/20	In-House Duplicating - color	267.0	213.60
01/07/20	In-House Printing - color	270.0	216.00
01/07/20	Pacer	95.0	9.50
01/07/20	In-House Printing - black & white	1,534.0	153.40
01/07/20	Messenger Service - USBC - 1/7/2020	2.0	10.00
01/07/20	Courier/Delivery Service	1.0	41.74
01/07/20	Transcripts - Expedited transcript - 01/07/2020	1.0	53.35

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
01/07/20	Postage - 1/7/2020	1.0	1.45
01/08/20	In-House Printing - black & white	24.0	2.40
01/08/20	In-House Duplicating	77.0	7.70
01/09/20	Pacer	200.0	20.00
01/09/20	Messenger Service - USBC - 1/9/2020	1.0	5.00
01/09/20	In-House Printing - black & white	282.0	28.20
01/10/20	Pacer	507.0	50.70
01/10/20	In-House Duplicating	607.0	60.70
01/10/20	In-House Duplicating - color	14.0	11.20
01/13/20	Pacer	278.0	27.80
01/14/20	Pacer	138.0	13.80
01/14/20	In-House Printing - black & white	478.0	47.80
01/15/20	Pacer	53.0	5.30
01/15/20	In-House Printing - black & white	193.0	19.30
01/16/20	Pacer	7.0	0.70
01/16/20	In-House Duplicating	659.0	65.90
01/21/20	Pacer	286.0	28.60
01/21/20	In-House Printing - black & white	1,186.0	118.60
01/22/20	In-House Printing - black & white	473.0	47.30
01/22/20	Pacer	101.0	10.10
01/22/20	In-House Printing - color	20.0	16.00
01/23/20	In-House Printing - black & white	664.0	66.40
01/23/20	Pacer	348.0	34.80
01/23/20	In-House Printing - color	8.0	6.40
01/23/20	Messenger Service - USBC - 1/23/2020	1.0	5.00
01/24/20	Pacer	104.0	10.40
01/24/20	In-House Printing - black & white	304.0	30.40
01/24/20	In-House Printing – color	106.0	84.80
01/24/20	In-House Duplicating	5,552.0	555.20
01/24/20	In-House Duplicating – color	12.0	9.60
01/24/20	Messenger Service - USBC - 1/24/2020	1.0	5.00
01/26/20	Secretarial Overtime	1.0	248.70
01/26/20	In-House Printing – color	56.0	44.80
01/26/20	Pacer	30.0	3.00
01/27/20	In-House Printing - black & white	1,629.0	162.90
01/27/20	In-House Printing – color	218.0	174.40

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
01/27/20	Pacer	163.0	16.30
01/27/20	In-House Duplicating	102.0	10.20
01/27/20	Courier/Delivery Service - BLUE MARBLE	1.0	108.48
01/27/20	Transcripts - Expedited transcript - 01/27/2020	1.0	38.80
01/28/20	Pacer	523.0	52.30
Total			\$3,682.63

Exhibit C

Customary and Comparable Compensation Disclosures

Morris Nichols's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. In addition, Morris Nichols's hourly rates for bankruptcy services are comparable to the rates charged by Morris Nichols, and by comparably skilled practitioners in other firms, for complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required.

The blended hourly rate for all Morris Nichols timekeepers who worked on these cases is approximately the same as the firm's blended rate for all timekeepers over a Comparable Period (defined below). In particular, the blended hourly rate for all Morris Nichols timekeepers (including both professionals and paraprofessionals) who billed to matters excluding chapter 11 representations (collectively, the "**Non-Chapter 11 Matters**")¹ during the 12-month period beginning January 30, 2019 and ending on January 31, 2020 (the "**Comparable Period**") was, in the aggregate, approximately \$622.71.² By comparison, the blended hourly rate for all Morris Nichols timekeepers (including both professionals and paraprofessionals) who worked on these cases during the Final Application Period was, in the aggregate, \$553.26.

¹ It is the nature of Morris Nichols's practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within Morris Nichols's Business Reorganization and Restructuring Group. Accordingly, Non-Chapter 11 Matters consist of matters for which Morris Nichols timekeepers represented a client in a matter other than court-approved chapter 11 representations. The Non-Chapter 11 Matters include time billed by Morris Nichols timekeepers who work within Morris Nichols's Business Reorganization and Restructuring Group.

² Morris Nichols calculated the blended rate for Non-Chapter 11 Matters by dividing the total dollar amount billed by Morris Nichols timekeepers to Non-Chapter 11 Matters during the Comparable Period by the total number of hours billed by such Morris Nichols timekeepers to Non-Chapter 11 Matters during the same period.

The following table shows blended hourly rates by category of professional and paraprofessional (rounded to the nearest dollar):

Position at Morris Nichols	Billed for Final Application Period	Billed for Non-Chapter 11 Matters
Partner	832	833
Associate	547	489
Special Counsel	675	653
Paralegal/Legal Assistants	305	284
Litigation Support Specialists	313	318
Case Clerk	270	224

Exhibit D

Final Application Summary

Cover Sheet of Fee Application (UST Guidelines Exh. E)

Final Application Summary	
Name of Applicant	Morris, Nichols, Arsht & Tunnell LLP
Name of Client	Southcross Energy Partners, L.P., <i>et al.</i>
Time period covered by Final Application	July 1, 2019 through January 27, 2020
Total compensation sought during Final Application Period	\$1,006,432.00
Total expenses sought during Final Application Period	\$33,967.02
Petition Date	April 1, 2019
Retention Date	May 3, 2019 <i>nunc pro tunc</i> to April 1, 2019
Date of order approving employment	May 3, 2019
Total allowed compensation paid to date	\$729,866.89
Total allowed expenses paid to date	\$26,498.26
Total compensation approved by interim order to date	\$614,479.00
Total expenses approved by interim order to date	\$22,319.57
Blended rate in the Final Application for all partners	\$831.65
Blended rate in the Final Application for all attorneys	\$605.90
Blended rate in the Final Application for all timekeepers	\$553.26
Compensation sought in the Final Application already paid pursuant to a monthly compensation certificate but not yet allowed	\$227,216.80
Expenses sought in the Final Application already paid pursuant to a monthly compensation certificate but not yet allowed	\$7,964.82
Number of professionals included in Final Application	26

If applicable, number of professionals in the Final Application not included in staffing plan approved by client	17
If applicable, difference between fees budgeted and compensation sought for the Final Application Period	\$159,600.98 under budget
Number of professionals billing fewer than 15 hours to the case during the Final Application Period	15
Are any rates higher than those approved or disclosed at retention	No

Exhibit E

Budget and Staffing Plan

Application Period Budget

Period Covered	Actual	Forecast	Difference between actual and forecast
April 2019	\$187,974.43	\$200,000.00	(\$12,025.57)
May 2019	\$151,960.33	\$200,000.00	(\$48,039.67)
June 2019	\$80,203.01	\$100,000.00	(\$19,796.99)
July 2019	\$46,715.38	\$100,000.00	(\$53,284.62)
August 2019	\$76,410.88	\$100,000.00	(\$23,589.12)
September 2019	\$93,534.54	\$100,000.00	(\$6,465.46)
October 2019	\$143,190.19	\$100,000.00	\$43,190.19
November 2019	\$67,860.84	\$100,000.00	(\$32,139.16)
December 2019	\$80,934.79	\$100,000.00	(\$19,065.21)
January 2020	\$111,614.63	\$100,000.00	\$11,614.63
Total	\$1,040,399.02	\$1,200,000.00	(\$159,600.98)

Application Period Staffing Plan

Category of Timekeeper	Number of Timekeepers Expected to Perform Work Across Matters During the Budget Period	Number of Timekeepers Actually Performing Work During the Budget Period	Projected Average Hourly Rate	Actual Average Hourly Rate
Partner	3	10	\$875.00	\$831.65
Associate	3	7	\$518.33	\$546.99
Other Professionals	3	9	\$373.89	\$298.50
Aggregate Attorney Average			\$671.82	\$530.80
Aggregate Non-Attorney Average			\$310.00	\$305.07