

**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)	
)	Re: D.I. 908, 909, 910, 911, 912, 913 & 914

CERTIFICATE OF COUNSEL REGARDING OMNIBUS ORDER GRANTING FINAL ALLOWANCE OF FEES AND EXPENSES FOR CERTAIN PROFESSIONALS

The undersigned counsel to the above-captioned reorganized debtors (the “**Reorganized Debtors**”) hereby certifies as follows:

1. On May 6, 2019, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [D.I. 191] (the “**Interim Compensation Order**”).²

2. On August 2, 2019, the Court entered the *Order Appointing Fee Examiner and Establishing Related Procedures for the Review of Professional Claims* [D.I. 405] (the “**Fee Examiner Order**”), thereby appointing David M. Klauder as fee examiner in these chapter 11 cases (the “**Fee Examiner**”).

3. Pursuant to the procedures set forth in the Interim Compensation Order, the following fee applications (the “**Final Fee Applications**”) for the period April 1, 2019, through January 27, 2020, were filed: Alvarez & Marsal North America, LLC [D.I. 908]; Deloitte & Touche LLP [D.I. 909]; Evercore Group L.L.C. [D.I. 910]; Davis Polk & Wardwell LLP [D.I. 911]; Kurtzman Carson

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

² Capitalized terms not defined herein are defined in the Interim Compensation Order.



Consultants, LLC [D.I. 912]; PricewaterhouseCoopers LLP [D.I. 913]; and Morris Nichols Arsht & Tunnell [D.I. 914] (collectively, the “**Professionals**”).

4. Pursuant to the procedures set forth in the Fee Examiner Order, each Professional sent a copy of its Final Fee Application, with accompanying fee and expense details, to the Fee Examiner.

5. On March 31, 2020, the Fee Examiner filed the *Fee Examiner’s Consolidated Final Report Pertaining to Final Fee Applications of Certain Retained Professionals* [D.I. 936] (the “**Fee Examiner Report**”), recommending certain modifications of compensation and expenses of the Final Fee Applications. All Professionals accepted the recommended reductions, if any, by the Fee Examiner in the Fee Examiner Report.

6. Accordingly, attached hereto as Exhibit A is the proposed *Omnibus Order Granting Final Allowance of Fees and Expenses for Certain Professionals* (the “**Proposed Order**”), which reflects all agreed upon reductions between the Professionals and the Fee Examiner.

7. Each of the Professionals, the Fee Examiner, and the Office of the United States Trustee were provided with an opportunity to review the Proposed Order and do not object to its entry.

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WHEREFORE, the Reorganized Debtors respectfully request that the Court enter the Proposed Order substantially in the form attached hereto as Exhibit A at its earliest convenience.

Dated: April 3, 2020
Wilmington, Delaware

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Counsel to the Reorganized Debtors

Exhibit A

Proposed Order

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**OMNIBUS ORDER GRANTING FINAL ALLOWANCE OF FEES
AND EXPENSES FOR CERTAIN PROFESSIONALS**

These matters come to be heard, in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* (D.I. 191) (the “Interim Compensation Procedures Order”),² on the Final Fee Applications filed by the Professionals identified on **Exhibit 1** hereto for the periods set forth on such exhibit; and this Court having determined that proper and adequate notice of these matters has been given and that no other or further notice is necessary; and the requested compensation for the services detailed in the applicable Final Fee Applications being for reasonable and necessary services rendered by the applicable Professionals; the reimbursements for expenses detailed in the Final Fee Applications representing actual and necessary expenses incurred by the applicable Professionals in connection with these cases; the legal and factual bases set forth in the Final Fee Applications having established just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor;

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

IT IS HEREBY ORDERED:

1. Final compensation and reimbursement of expenses for the Professionals are hereby allowed as set forth in this Order, including **Exhibit 1** attached hereto.
2. The Debtors are authorized and directed to promptly disburse to each Professional payment in the amount of the difference between (a) 100% of the total fees and expenses allowed herein for such Professional as set on **Exhibit 1** and (b) the actual payments received by such Professional for the period covered herein, on a final basis.
3. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.
4. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.
5. This Order shall be effective immediately upon entry.

Dated: _____, 2020
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1
Professionals

FINAL FEE APPLICATION REQUESTS					
(1)	(2)	(3)	(4)	(5)	(6)
Applicant	Final Period	Total Fees Requested for the Final Period (100%)	Total Expenses Requested for the Final Period (100%)	Agreed Upon Reduction per Fee Examiner's Final Fee Report	Total Amount Authorized (Fees and Expenses)
Morris, Nichols, Arsht & Tunnell LLP	4/1/19-1/27/20	\$1,006,432.00	\$33,967.02	\$0.00	\$1,040,399.02
Davis Polk & Wardwell LLP	4/1/19-1/27/20	\$11,026,179.75	\$54,458.91	\$0.00	\$11,080,638.66
Alvarez & Marsal North America, LLC	4/1/19-1/27/20	\$5,936,855.00	\$229,851.84	\$1,805.00	\$6,164,901.84
Evercore Group L.L.C.	4/1/19-1/27/20	\$6,684,072.58	\$18,773.90	\$0.00	\$6,702,846.48
Deloitte & Touche LLP	4/1/19-1/27/20	\$299,360.50	\$751.68	\$0.00	\$300,112.18
Kurtzman Carson Consultants, LLC	4/1/19-1/27/20	\$76,512.85	\$0.00	\$0.00	\$76,512.85
PricewaterhouseCoopers LLP	4/1/19-1/27/20	\$435,355.83	\$0.00	\$3,960.00	\$431,395.83
<u>TOTALS</u>		\$25,464,768.51	\$337,803.35	\$5,765.00	\$25,796,806.86