

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)
)	
Reorganized Debtor. ¹)	
)	
	)	Hearing Date: August 4, 2020, at 11:30 a.m. (ET)
	)	Obj. Deadline: July 16, 2020, at 4:00 p.m. (ET)
)	

**REORGANIZED DEBTOR’S FOURTH OMNIBUS OBJECTION
(SUBSTANTIVE) TO CERTAIN CLAIM PURSUANT TO 11 U.S.C. § 502,
FED. R. BANKR. P. 3007 AND DEL. L.R. 3007-1 (NO LIABILITY)**

* * *

TO THE CLAIMANT LISTED IN EXHIBIT 1 ATTACHED TO THE PROPOSED ORDER (AS DEFINED HEREIN): YOUR RIGHTS MAY BE AFFECTED BY THIS OBJECTION AND BY ANY FURTHER OBJECTION(S) THAT MAY BE FILED BY THE REORGANIZED DEBTOR. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE REORGANIZED DEBTOR’S RIGHTS TO PURSUE FURTHER SUBSTANTIVE OR NON-SUBSTANTIVE OBJECTIONS AGAINST THE CLAIM LISTED IN EXHIBIT 1 TO THE PROPOSED ORDER. THE CLAIMANT RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIM IN EXHIBIT 1 TO THE PROPOSED ORDER.

* * *

The above-captioned reorganized debtor (the “Debtor” or the “Reorganized Debtor,” as applicable) in the above-captioned chapter 11 cases (the “Chapter 11 Case”)² hereby file this *Reorganized Debtor’s Fourth Omnibus Objection (Substantive) to Certain Claim Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007, and Del. L.R. 3007-1 (No Liability)* (the “Objection”). In support of this Objection, the Reorganized Debtor submits the *Declaration of Erin McKeighan in Support of the Reorganized Debtor’s Fourth Omnibus Objection (Substantive) to Certain Claim Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007, and Del. L.R. 3007-1 (No Liability)*,

¹ The last four digits of the Employer Identification Number of the reorganized debtor, Southcross Energy Partners, L.P., are 5230. The reorganized debtor’s mailing address is 1717 Main Street, Suite 5300, Dallas, TX 75201.

² As appropriate from the context, the terms Debtors, Reorganized Debtors, and Chapter 11 Cases shall include reference to Closing Debtors (as defined below) and their respective Chapter 11 Cases.



attached hereto as Exhibit B, and incorporated by reference, and respectfully state as follows:

RELIEF REQUESTED

1. By this Objection, and pursuant to section 502 of title 11 of the United States Code (the “**Bankruptcy Code**”), rule 3007 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”) and rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Reorganized Debtor seeks entry of an order, substantially in the form attached hereto as Exhibit A (the “**Proposed Order**” and, if entered, the “**Order**”), disallowing the Claim identified on Exhibit 1 to the Proposed Order (the “**No Liability Claim**”).

JURISDICTION AND VENUE

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

3. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and, pursuant to Local Rule 9013-1(f), the Reorganized Debtor consents to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

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

BACKGROUND

A. General Background

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

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

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

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

9. On March 6, 2020, the Court entered the *Final Decree (I) Closing Certain Chapter 11 Cases and (II) Terminating Certain Claims and Noticing Services* [D.I. 928] (the “**First Final Decree**”), closing all but two of the Reorganized Debtors’ affiliated Chapter 11 Cases. Paragraph 6 of the First Final Decree dictates that all Proofs of Claim against the Closing Debtors (each as defined below) shall remain unaffected by entry of the First Final Decree and such Proofs of Claim shall be administered in the Chapter 11 Case of Debtor Southcross Energy Partners, L.P. without prejudice to the rights of any claimant related thereto.

10. On June 3, 2020, the Court entered the *Final Decree (I) Closing Chapter 11 Case of Southcross Gulf Coast Transmission Ltd. and (II) Terminating Certain Claims and Noticing Services* [D.I. 978] (the “**Second Final Decree**”) closing the Chapter 11 Case of Southcross Gulf Coast Transmission Ltd (“**Gulf Coast**” and, together with each Debtor closed in the First Final Decree, the “**Closing Debtors**”). Paragraph 6 of the Second Final Decree dictates that all Proofs of Claim against Gulf Coast shall remain unaffected by entry of the Second Final Decree and such Proofs of Claim shall be administered in the Chapter 11 Case of Debtor Southcross Energy Partners, L.P. without prejudice to the rights of any claimant related thereto.

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

B. Claims Resolution Process in the Chapter 11 Cases

12. On April 2, 2019, the Court entered the *Order Authorizing Debtors to Employ and Retain Kurtzman Carson Consultants LLC as Notice and Claims Agent for Debtors Nunc Pro Tunc to the Petition Date* [D.I. 49] (the “**KCC Noticing and Claims Retention Order**”), thereby appointing Kurtzman Carson Consultants LLC (“**KCC**”) as the claims and noticing agent for the Chapter 11 Cases. On June 10, 2019, the Court entered the *Order Authorizing The Debtors To Employ and Retain Kurtzman Carson Consultants LLC as Administrative Advisor of the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 258] (the “**KCC Administrative Advisor Retention Order**” and, together with the KCC Noticing and Claims Retention Order, the “**KCC Retention Orders**” and, KCC in its capacity under the KCC Retention Orders, the “**Claims Agent**”), thereby authorizing the Debtors to employ KCC as the administrative advisor to the Debtors in the Chapter 11 Cases.

13. On June 10, 2019, the Court entered the *Order Establishing Deadlines and Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* [D.I. 260] (the “**Bar Date Order**”) establishing July 19, 2019 at 5:00 p.m. (prevailing Eastern Time) and September 30, 2019 at 5:00 p.m. (prevailing Eastern Time) as the General Bar Date and Governmental Bar Date, respectively (each as defined therein, collectively, the “**Bar Date**”³). Furthermore, pursuant to Section 3.2 of the Plan, the bar date for Administrative Expense Claims (as defined therein) was March 1, 2020, and pursuant to Section 3.3 of the Plan, the bar date for Professional Fee Claims (as defined therein) was March 27, 2020.

14. On June 12, 2019, the Debtors prepared and filed their schedules of assets and liabilities (the “**Schedules**”) and statements of financial affairs [D.I. 268–295, 297–322].

15. On June 13, 2019, KCC duly served the *Notice of Deadlines of Filing Proofs of Claim Against the Debtors* [D.I. 325] (the “**Bar Date Notice**”). See *Affidavit of Service of Priscilla Romera* [D.I. 343]. On June 21, 2019, the Debtors caused the Bar Date Notice to be published in the *USA Today*. See *Affidavit of Publication of Notice of Deadlines for Filing Proofs of Claim Against the Debtors in USA Today* [D.I. 341].

16. In the ordinary course of business, the Reorganized Debtor maintains books and records (the “**Book and Records**”) that reflect, among other things, the Reorganized Debtor’s liabilities and the amounts thereof owed to their creditors.

17. The Reorganized Debtor’s claims register (the “**Claims Register**”), prepared and maintained by KCC, reflects that approximately 650 proofs of claim (collectively, the “**Proofs of Claim**”) have been filed in the Chapter 11 Cases asserting claims against the Debtors

³ The Governmental Bar Date (for the United States only) was extended to October 15, 2019 by order of the Court [D.I. 606].

(collectively, the “**Claims**”).⁴ The Reorganized Debtor and its advisors are comprehensively reviewing and reconciling all claims, including both the claims listed on the Schedules (the “**Scheduled Claims**”) and the claims asserted in the Proofs of Claim (including any supporting documentation) filed in the Chapter 11 Cases. The Reorganized Debtor is also comparing the claims asserted in the Proofs of Claims with the Reorganized Debtor’s Books and Records to determine the validity of the asserted Claims.

18. This reconciliation process includes identifying particular categories of Claims that the Reorganized Debtor believes should be disallowed. To avoid a possible double recovery or otherwise improper recovery by claimants, the Reorganized Debtor will continue to file omnibus objections to such categories of Claims if and where warranted. This Objection is one such omnibus objection.

BASIS FOR RELIEF

19. Pursuant to section 101 of the Bankruptcy Code, a creditor holds a claim against a bankruptcy estate only to the extent that (a) it has a “right to payment” for the asserted liabilities and (b) the claim is otherwise allowable. 11 U.S.C. §§ 101(5) and 101(10).

20. When asserting a claim against a bankrupt estate, a claimant must allege facts that, if true, would support a finding that the debtor is legally liable to the *claimant*. See *In re Allegheny Int’l, Inc.*, 954 F.2d 167, 173 (3d Cir. 1992); *In re Int’l Match Corp.*, 69 F. 2d 73, 76 (2d Cir. 1934) (finding that a proof of claim should at least allege facts from which legal liability can be seen to exist). Where the claimant alleges sufficient facts to support its claim, its claim is afforded *prima facie* validity. *In re Allegheny Int’l, Inc.*, 954 F.2d at 173. A party wishing to

⁴ On October 10, 2019, the Debtors filed the *Debtors’ Notice of Claims Satisfied in Full* [D.I. 518]. On May 8, 2020, the Reorganized Debtors filed the *Reorganized Debtors’ Second Notice of Claims Satisfied in Full* [D.I. 946]. Contemporaneously herewith, the Reorganized Debtor is filing the *Reorganized Debtor’s Third Notice of Claims Satisfied in Full*.

dispute such a claim must produce evidence in sufficient force to negate the claim's *prima facie* validity. *Id.* In practice, the objecting party must produce evidence that would refute at least one of the allegations essential to the claim's legal sufficiency. *Id.* at 173-74. Once the objecting party produces such evidence, the burden shifts back to the claimant to prove the validity of its claim by a preponderance of the evidence. *Id.* at 174. The burden of persuasion is always on the claimant. *Id.*

A. No Liability Claims

21. For the reasons set forth herein and on Exhibit 1 to the Proposed Order, the Reorganized Debtor objects to the No Liability Claim because the No Liability Claim asserts a claim for which there is no amount due and owing by the Reorganized Debtor to a claimant.

22. The No Liability Claim should be disallowed in full because, based on careful review of the Books and Records, the Schedules, and the Proofs of Claim, including supporting documentation provided by the claimant, if any, the Reorganized Debtor has determined that there is no amount due and owing to the claimant with respect to such claim.

23. Accordingly, the No Liability Claim should be disallowed.

RESPONSE TO OMNIBUS OBJECTIONS

24. To contest an objection, a claimant must file and serve a written response to this Objection (a "Response") so that it is received no later than the **deadline set forth in the accompanying notice** (the "Response Deadline"). Every Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, and served upon the following so that the Response is received no later than the Response Deadline at the following address:

Davis Polk & Wardwell LLP
450 Lexington Avenue

New York, New York 1001
Attn: Darren S. Klein and Steven Z. Szanzer

-and-

MORRIS, NICHOLS, ARSHT & TUNNELL LLP
1201 North Market Street, P.O. Box 1347
Wilmington, Delaware 19899-1347
Attn: Robert J. Dehney and Andrew R. Remming

Counsel to the Reorganized Debtor

25. Every Response to this Objection must contain, at a minimum, the following information:
- a. A caption setting forth the name of the Court, the name of the Debtor, the case number, and the title of the Objection to which the response is directed;
 - b. The name of the claimant, the claim number, and a description of the basis for the amount of the Claim;
 - c. The specific factual basis and supporting legal argument upon which the party will rely in opposing this Objection;
 - d. Any supporting documentation, to the extent that it was not included in the Proof of Claim previously filed with the clerk or the Claims Agent, upon which the claimant intends to rely to support the basis for and amounts asserted in the Proof of Claim; and
 - e. The name, address, telephone number and fax number, if any, of the person(s) (which may be the claimant or the claimant's legal representative) with whom counsel for the Reorganized Debtor should communicate with respect to the Claim or the Objection and who possess authority to reconcile, settle, or otherwise resolve the Objection to the disputed Claim on behalf of the claimant.

26. If a claimant fails to file and serve a timely Response by the Response Deadline, the Reorganized Debtor may present to the Court an appropriate order disallowing the claim, without further notice or a hearing.

ADJOURNMENT OF HEARING

27. The Reorganized Debtor reserves its right to seek an adjournment of the hearing on any Response to this Objection. In the event that the Reorganized Debtor seeks such an adjournment, it will be noted on the notice of agenda for the hearing, and such agenda will be served on the affected claimant by serving the person designated in the Response.

RESERVATION OF RIGHTS

28. The Reorganized Debtor expressly reserves its right to amend, modify, or supplement this Objection. Should the grounds for objection stated in this Objection be dismissed or overruled, the Reorganized Debtor reserves its right to object to the No Liability Claim on any other grounds that the Reorganized Debtor discovers or elects to pursue. The Reorganized Debtor reserves its right to assert substantive and/or one or more additional non-substantive objections to the No Liability Claim at a later time.

29. Notwithstanding anything contained in this Objection or the exhibits attached thereto, nothing herein shall be construed as a waiver of any rights that the Reorganized Debtor may have to (a) commence avoidance actions under the applicable sections of the Bankruptcy Code, including, but not limited to, sections 547 and 548 of the Bankruptcy Code, against the claimant subject to this Objection, (b) enforce the Reorganized Debtor's rights of setoff against the claimant relating to such avoidance actions, or (c) seek disallowance pursuant to section 502(d) of the Bankruptcy Code of the claim of the claimant subject to such avoidance actions.

NO PRIOR REQUEST

30. No prior request for the relief sought herein has been made to this or any other court.

31. Notice of this Objection will be given to (a) the Office of the United States Trustee for the District of Delaware, (b) each of the parties listed on Exhibit 1 and Exhibit 2

attached to the Proposed Order, and (c) all parties requesting notice pursuant to Bankruptcy Rule 2002. The Reorganized Debtor submits that, under the circumstances, no other or further notice is required.

(Remainder of Page Intentionally Left Blank)

WHEREFORE, the Reorganized Debtor respectfully requests that the Court (i) enter an order substantially in the form attached hereto as Exhibit A disallowing the No Liability Claim as requested herein, and (ii) grant such other and further relief as is just and proper.

Dated: July 2, 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)
Eric W. Moats (No. 6441)
1201 North Market Street, 16th Floor
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-and-

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

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)
)	
Reorganized Debtor. ¹)	
)	
	)	Hearing Date: August 4, 2020, at 11:30 a.m. (ET)
	)	Obj. Deadline: July 16, 2020, at 4:00 p.m. (ET)
)	

**NOTICE OF REORGANIZED DEBTOR’S FOURTH OMNIBUS OBJECTION
(SUBSTANTIVE) TO CERTAIN CLAIM PURSUANT TO 11 U.S.C. § 502,
FED. R. BANKR. P. 3007 AND DEL. L.R. 3007-1 (NO LIABILITY)**

PLEASE TAKE NOTICE that on May 8, 2020 the above-captioned reorganized debtor (the “Debtor”) filed the *Reorganized Debtor’s Fourth Omnibus Objection (Substantive) to Certain Claim Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1 (No Liability)* (the “Objection”).

PLEASE TAKE FURTHER NOTICE that responses, if any, to the Objection must be (a) in writing and served on or before **July 16, 2020 at 4:00 p.m. (ET)** (the “Response Deadline”); (b) filed with the Clerk of the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801; and (c) served so as to be received on or before the Objection Deadline by the undersigned counsel.

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

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE OBJECTION WILL BE HELD ON **AUGUST 4, 2020 AT 11:30 A.M. (ET)** BEFORE THE HONORABLE MARY F. WALRATH, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM #4, WILMINGTON, DELAWARE 19801.

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

¹ The last four digits of the Employer Identification Number of the reorganized debtor, Southcross Energy Partners, L.P., are 5230. The reorganized debtor’s mailing address is 1717 Main Street, Suite 5300, Dallas, TX 75201.

Dated: July 2, 2020
Wilmington, Delaware

Respectfully submitted,

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Eric W. Moats

Robert J. Dehney (No. 3578)

Andrew R. Remming (No. 5120)

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-and-

DAVIS POLK & WARDWELL LLP

Marshall S. Huebner (admitted pro hac vice)

Darren S. Klein (admitted pro hac vice)

Steven Z. Szanzer (admitted pro hac vice)

450 Lexington Avenue

New York, New York 10017

Tel.: (212) 450-4000

Fax: (212) 701-5800

marshall.huebner@davispolk.com

darren.klein@davispolk.com

steven.szanzer@davispolk.com

Counsel to the Reorganized Debtor

EXHIBIT A

Proposed Order

**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)
)	
Reorganized Debtor. ¹)	
)	
	)	Re: D.I. ____
)	
)	

**ORDER GRANTING REORGANIZED DEBTOR’S FOURTH OMNIBUS
OBJECTION (SUBSTANTIVE) TO CERTAIN CLAIM PURSUANT TO 11 U.S.C. §
502, FED. R. BANKR. P. 3007, AND DEL. L.R. 3007-1 (NO LIABILITY)**

Upon the objection (the “**Objection**”)² of the above-captioned Reorganized Debtor, pursuant to section 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rule 3007-1, disallowing the claim identified on Exhibit 1 attached hereto; and upon the McKeighan Declaration, attached as Exhibit B to the Objection; and the Court having jurisdiction to consider the matters raised in the Objection pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012; and the Court having authority to hear the matters raised in the Objection pursuant to 28 U.S.C. § 157; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Objection and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Objection and opportunity for a hearing on the Objection having been given to the parties listed therein, and it appearing that no other or further notice need be provided; and the

¹ The last four digits of the Employer Identification Number of the reorganized debtor, Southcross Energy Partners, L.P., are 5230. The reorganized debtor’s mailing address is 1717 Main Street, Suite 5300, Dallas, TX 75201.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

Court having reviewed and considered the Objection; and the Court having the opportunity to hold a hearing on the Objection; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and the Court having found that the relief granted herein being in the best interests of the Reorganized Debtor, its creditors, and all other parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Objection is hereby granted, as set forth herein.
2. The No Liability Claim identified on Exhibit 1 is hereby disallowed in full.
3. The Reorganized Debtor, Kurtzman Carson Consultants LLC, and the Clerk of this Court are authorized to take, or refrain from taking, any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further order of the Court.
4. Notwithstanding any Bankruptcy Rule, Local Rule, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
5. This Court shall retain jurisdiction to hear and determine all matters arising from, arising under, or related to the Chapter 11 Case and the Plan, to the fullest extent permitted by law, including, without limitation, to enforce this Order.

Dated: _____, 2020
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

No Liability Claim

SOUTHCROSS ENERGY PARTNERS, L.P., ET AL., CASE NO. 19-10702
 EXHIBIT 1
 NO LIABILITY CLAIMS OBJECTION

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
1	MISSISSIPPI DEPARTMENT OF REVENUE P.O. BOX 22808 JACKSON, MS 39225-2808	4/9/2019	19-10715	Southcross Mississippi Pipeline, L.P.	2	\$ 336.00*
					TOTAL	\$ 336.00*

Reason: According to the Debtors' books and records, the Debtors are not liable for the asserted claim per a review of the claimant's proof of claim, the documents attached thereto, and the jurisdiction's website, which shows an account balance of \$0.00.

* Indicates claim contains unliquidated and/or undetermined amounts

EXHIBIT B

McKeighan Declaration

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

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

**DECLARATION OF ERIN MCKEIGHAN IN SUPPORT OF
REORGANIZED DEBTOR’S FOURTH OMNIBUS OBJECTION
(SUBSTANTIVE) TO CERTAIN CLAIM PURSUANT TO 11 U.S.C. § 502,
FED. R. BANKR. P. 3007, AND DEL. L.R. 3007-1 (NO LIABILITY)**

I, Erin McKeighan, hereby declare as follows:

Background

1. I am a Managing Director of Alvarez & Marsal North America, LLC (“A&M”). A&M was retained by the above-captioned Reorganized Debtor as restructuring advisor in connection with the Chapter 11 Case. I have more than 13 years of restructuring experience.

2. I make this declaration in support of the *Reorganized Debtor’s Fourth Omnibus Objection (Substantive) to Certain Claim Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007, and Del. L.R. 3007-1 (No Liability)* (the “**Objection**”).² If I were called upon to testify, I could and would testify to each of the facts set forth herein.

3. I am generally familiar with the Reorganized Debtor’s day-to-day operations, financing arrangements, business affairs, and books and records that reflect, among other things,

¹ The last four digits of the Employer Identification Number of the reorganized debtor, Southcross Energy Partners, L.P., are 5230. The reorganized debtor’s mailing address is 1717 Main Street, Suite 5300, Dallas, TX 75201.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

the Reorganized Debtor's liabilities, and the amount thereof owed to their creditors as of the Petition Date. I have read the Objection and corresponding Proposed Order, filed contemporaneously herewith.

4. To the best of my knowledge, information, and belief, the assertions made in the Objection are accurate. In evaluating the claim, the Reorganized Debtor and other reviewing parties have reviewed the Reorganized Debtor's Books and Records, the relevant Proofs of Claim, as well as the supporting documentation provided by the claimant, and determined that the No Liability Claim should be disallowed or otherwise treated as set forth in the Objection and Proposed Order. I believe the disallowance or treatment of the claim listed on Exhibit 1 to the Proposed Order on the terms set forth in the Objection and Proposed Order is appropriate.

No Liability Claims

5. To the best of my knowledge, based on the Reorganized Debtor's review of the Claims Register and the No Liability Claim, the No Liability Claim on Exhibit 1 to the Proposed Order has no amount due and owing to the claimant with respect to such claim and it is proper for the Court to enter the Proposed Order disallowing such claim as set forth therein and in the Objection.

Compliance with Local Rule 3007-1

6. I have reviewed Local Rule 3007-1 and hereby state that, to the best of my knowledge and belief, this Objection is in compliance therewith.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the facts set forth in the foregoing declaration are true and correct to the best of my knowledge, information and belief.

Executed: July 2, 2020

/s/ Erin McKeighan
Erin McKeighan

Managing Director,
Alvarez & Marsal North America, LLC