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*Proposed Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:
<b>In re</b>	:
	:
	<b>Chapter 11</b>
	:
<b>BREITBURN ENERGY</b>	:
<b>PARTNERS LP, et al.,</b>	:
	:
<b>Debtors.<sup>1</sup></b>	<b>(Joint Administration Pending)</b>
	:
	:
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**NOTICE OF COMMENCEMENT OF CHAPTER 11  
CASES AND AGENDA FOR FIRST DAY HEARING**

**PLEASE TAKE NOTICE** that on **May 15, 2016**, Breitburn Energy Partners LP and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Breitburn Energy Partners LP (9953); Breitburn GP LLC (9948); Breitburn Operating LP (5529); Breitburn Operating GP LLC (5525); Breitburn Management Company LLC (2858); Breitburn Finance Corporation (2548); Alamitos Company (9156); Beaver Creek Pipeline, L.L.C. (7887); Breitburn Florida LLC (7424); Breitburn Oklahoma LLC (4714); Breitburn Sawtelle LLC (7661); Breitburn Transpetco GP LLC (7222); Breitburn Transpetco LP LLC (7188); GTG Pipeline LLC (3760); Mercury Michigan Company, LLC (3380); Phoenix Production Company (1427); QR Energy, LP (3069); QRE GP, LLC (2855); QRE Operating, LLC (9097); Terra Energy Company LLC (9616); Terra Pipeline Company LLC (3146); and Transpetco Pipeline Company, L.P. (2620). The Debtors’ mailing address is 707 Wilshire Boulevard, Suite 4600, Los Angeles, California 90017.

**PLEASE TAKE FURTHER NOTICE** that a hearing (the “First Day Hearing”) has been scheduled for **May 16, 2016 at 4:00 p.m. (Eastern Time)** before the Honorable Stuart M. Bernstein, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 723, New York, New York 10004.

**PLEASE TAKE FURTHER NOTICE** that an agenda with respect to the First Day Hearing is set forth below. Copies of each pleading identified below can be viewed and/or obtained by: (i) accessing the Court’s website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), (ii) contacting the Office of the Clerk of the Court at One Bowling Green, New York, New York 10004, or (iii) from the Debtors’ proposed claims and noticing agent, Prime Clerk LLC, at <https://cases.primeclerk.com/breitburn> or by calling 855-851-7887 (toll free) for U.S.-based parties; or +1 917-258-6103 for international parties or by e-mail at [breitburninfo@primeclerk.com](mailto:breitburninfo@primeclerk.com). Note that a PACER password is needed to access documents on the Court’s website.

**HEARING AGENDA FOR MAY 16, 2016 AT 4:00 P.M.**

**I. Introduction**

Introduction – Ray C. Schrock, P.C. (Weil, Gotshal & Manges LLP)

**II. Motions and Applications to Be Heard at the First-Day Hearing**

1. Motion of Debtors Pursuant to Fed R. Bankr. P. 1015(b) for Entry of Order Directing Joint Administration of Chapter 11 Cases [**ECF No. 3**]
2. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 345(b), 363(b), and 363(c) and Fed. R. Bankr. P. 6003 and 6004 for (I) Interim and Final Authority to (A) Continue Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, and (C) Maintain Business Forms and Existing Bank Accounts; (II) An Extension of Time to Comply with 11 U.S.C. § 345(b); and (III) Related Relief [**ECF No. 4**]
3. Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 364 and Fed. R. Bankr. P. 4001, and Local Rules 4001-1 and 4001-2 for Authority to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (C) Grant Certain Protections to Prepetition Secured Parties, and (D) Related Relief [**ECF No. 5**] (First Day Hearing limited to bridge order for use of cash collateral pending Interim DIP Hearing)
4. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a) and 363(b) for Entry of Interim and Final Orders (I) Authorizing (A) Payment of Prepetition Wages, Salaries, Employee Benefits, and Other Compensation, (B) Maintenance of Employee Benefit Programs and Payment of Related Administrative Obligations, and (C) Payment of Prepetition Claims of Independent Contractors and (II) Directing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [**ECF No. 11**]

5. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), 507(a)(8), and 541 for Entry of Interim and Final Orders (I) Authorizing, but Not Directing, Debtors to Pay Prepetition Taxes and Assessments, and (II) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers [**ECF No. 14**]
6. Application of Debtors Pursuant to 11 U.S.C. § 105(a), 28 U.S.C. § 156(c), and Local Rule 5075-1 for Authorization to Appoint and Retain Prime Clerk LLC as Claims and Noticing Agent Effective as of the Petition Date [**ECF No. 15**]
7. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 541 for Entry of Interim and Final Orders (I) Authorizing Payment of All Funds Relating to Royalty Interests and (II) Directing Financial Institutions to Honor and Process Checks and Transfers Related to Such Royalty Interests [**ECF No. 16**]
8. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a) and 363(b) for Entry of Interim and Final Orders (I) Authorizing Payment of (A) Joint Interest Billings, (B) E&P Operating Expenses, and (C) Prepetition Shipping and Delivery Charges for Goods in Transit in the Ordinary Course of Business and (II) Directing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [**ECF No. 17**]

**PLEASE TAKE FURTHER NOTICE** that the following documents have also been filed pursuant to the Local Bankruptcy Rules for the Southern District of New York or in connection with the relief requested:

9. Declaration of James G. Jackson Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York and in Support of the Debtors' Chapter 11 Petitions and First Day Relief [**ECF No. 13**]
10. Debtors' Consolidated Corporate Ownership Statement Pursuant to Fed. R. Bankr. P. 1007(a)(1) and 7007.1 and Local Rule 1007-3 [**ECF No. 2**]

*[Continued on next page]*

11. Declaration of Timothy Pohl in Support of Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 364 and Fed. R. Bankr. P. 4001, and Local Rules 4001-1 and 4001-2 for Authority to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (C) Grant Certain Protections to Prepetition Secured Parties, and (D) Related Relief [ECF No. 6]

Dated: May 16, 2016  
New York, New York

/s/ Ray C. Schrock, P.C.  
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