

Ray C. Schrock, P.C.
Stephen Karotkin
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Proposed Attorneys for Debtors
and Debtors in Possession*

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

-----X	
	:
In re	:
	:
	Chapter 11
	:
BREITBURN ENERGY	:
PARTNERS LP, et al.,	:
	:
Debtors.¹	(Jointly Administered)
	:
	:
-----X	

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON MAY 19, 2016 AT 2:00 P.M.**

PLEASE TAKE NOTICE that a hearing (the “**Hearing**”) has been scheduled for **May 19, 2016 at 2:00 p.m. (Eastern Time)** before the Honorable Stuart M. Bernstein in Courtroom 723, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that an agenda for the Hearing is set forth below. Copies of each pleading identified below can be viewed and obtained: (i) by accessing the Court’s website at www.nysb.uscourts.gov or (ii) from the Debtors’ claims and noticing agent, Prime Clerk LLC, at <https://cases.primeclerk.com/breitburn> or by calling [855-851-7887](tel:855-851-7887) (toll free) for U.S.-based parties or +1 917-258-6103 for international parties or by e-

¹ 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); Alamos 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.

mail at breitburninfo@primeclerk.com. Note that a PACER password is needed to access documents on the Court's website.

HEARING AGENDA FOR MAY 19, 2016 AT 2:00 P.M.

I. UNCONTESTED MATTERS

1. 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]

Response Deadline: None.

Responses Received: None.

Related Documents:

- A. Interim Bridge Order signed on 5/16/2016 [ECF No. 29]
- B. 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]
- C. 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]

Status: This matter is going forward

2. Motion of Debtors Pursuant to 11 U.S.C. §§ 363(c)(1) and 503(b)(1)(A) for Entry of Order Granting Administrative Expense Status to Undisputed Obligations to Vendors Arising from Postpetition Delivery of Goods and Services Ordered Prepetition and Authorizing Debtors to Pay Such Obligations in Ordinary Course of Business [ECF No. 9]

Response Deadline: None.

Responses Received: None.

Related Document:

- A. 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]

Status: This matter is going forward

3. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a) and 503(b)(9) for Entry of Order Establishing Procedures for the Assertion, Resolution, and Satisfaction of Claims Asserted Pursuant to 11 U.S.C. § 503(b)(9) [ECF No. 10]

Response Deadline: None.

Responses Received: None.

Related Document:

- A. 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]

Status: This matter is going forward

4. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363, and 364 for Entry of Interim and Final Orders Authorizing Debtors to Continue Surety Bond Program, Pay All Obligations with Respect Thereto, and Granting Related Relief [ECF No. 18]

Response Deadline: None.

Responses Received: None.

Related Document:

- A. 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]

Status: This matter is going forward

5. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 362(d), 363(b), and 503(b) for Entry of Interim and Final Orders (I) Authorizing Debtors to Continue Their Insurance Policies and Programs, Pay All Obligations with Respect Thereto, and (II) Granting Related Relief [ECF No. 12]

Response Deadline: None.

Responses Received: None.

Related Document:

- A. 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**]

Status: This matter is going forward.

Dated: May 18, 2016
New York, New York

/s/ Stephen Karotkin
Ray C. Schrock, P.C.
Stephen Karotkin
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Proposed Attorneys for Debtors
and Debtors in Possession*