

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

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:
In re : **Chapter 11**
:
BREITBURN ENERGY : **Case No. 16-11390 (SMB)**
PARTNERS LP, et al., :
:
Debtors.¹ : **(Jointly Administered)**
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**ORDER PURSUANT TO 11 U.S.C. § 502(b)(9) AND
FED. R. BANKR. P. 3003(c)(3) ESTABLISHING DEADLINE
FOR FILING PROOFS OF CLAIM AND PROCEDURES RELATING
THERETO AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon the Application, dated August 15, 2016 (the “**Application**”),² of Breitburn Energy Partners LP and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c), for an order (a) establishing (i) **October 14, 2016 at 5:00 p.m. (Eastern Time)** as the deadline for any person (as defined in section 101(41) of the Bankruptcy Code), excluding governmental units (as defined in section 101(27) of the Bankruptcy Code, the “**Governmental Units**”), to file a proof of claim (each, a “**Proof of Claim**”) in respect of a prepetition claim (as defined in section 101(5) of the Bankruptcy Code), including, for the avoidance of doubt, secured claims, priority claims, and claims under section

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); 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.

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

503(b)(9) against the Debtors (such deadline, the “**General Bar Date**”); and (ii) **November 11, 2016 at 5:00 p.m. (Eastern Time)** as the deadline for Governmental Units to file a Proof of Claim in respect of a prepetition claim against the Debtors (such deadline, the “**Governmental Bar Date**” and together with the General Bar Date, the “**Bar Dates**”); and (b) approving (i) the model Claim Form; and (ii) the Procedures, all as more fully described in the Application; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M–431, dated January 31, 2012 (Preska, C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided to the Notice Parties, and it appearing that no other or further notice need be provided; and the Notice Parties having consented to the relief requested in the Application; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted as provided herein, and it is further

ORDERED that the following Procedures for filing Proofs of Claim are approved:

- (a) Unless otherwise provided herein, the General Bar Date shall be **October 14, 2016 at 5:00 p.m. (Eastern Time)**.
- (b) Unless otherwise provided herein, the Governmental Bar Date shall be **November 11, 2016 at 5:00 p.m. (Eastern Time)**.
- (c) Proofs of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Petition Date (using the exchange rate, if applicable, as of the Petition Date); (iii) conform substantially to the Claim Form or Official Bankruptcy Form

410 (the “**Official Form**”);³ (iv) specify the name and case number of the Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual basis for the alleged claim; (vi) include supporting documentation for the claim unless voluminous, in which case a summary must be attached or an explanation as to why such documentation is unavailable; and (vii) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

(d) If a claimant asserts a claim against more than one Debtor or has claims against different Debtors, the claimant must file a separate Proof of Claim against each Debtor except as provided for in section (h)(x) below.

(e) A Proof of Claim is deemed timely filed only if it is **actually received** by the Debtors’ Court-approved claims agent, Prime Clerk LLC (“**Prime Clerk**”), or by the Court, by the applicable Bar Date as follows:

(i) Electronically using the interface and forms available at <https://cases.primeclerk.com/breitburn/EPOC-Index>

(ii) By hand delivery, overnight courier, or first class mail to:

Breitburn Energy Partners, LP Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022
T: (855) 851-7887

(iii) By hand delivery to:

United States Bankruptcy Court
for the Southern District of New York
One Bowling Green
Room 534
New York, NY 10004

Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission **will not** be accepted.

(f) Any person (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, or Governmental Units) that asserts a claim arising from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of

³ Official Bankruptcy Form 410 can be found at www.uscourts.gov/forms/bankruptcy-forms, the official website for the United States Bankruptcy Courts. The Claim Form can be found at <https://cases.primeclerk.com/breitburn/EPOC-Index>, the website established by the Debtors in these chapter 11 cases.

(i) the applicable Bar Date and (ii) the date that is thirty (30) days after entry of the Court order approving such rejection, or be forever barred from doing so. Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or before the applicable Bar Date unless an exception identified in paragraph (h) below applies.

(g) If the Debtors amend or supplement their Schedules after entry of this Order, the Debtors shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall have until the later of (i) the applicable Bar Date and (ii) thirty (30) days from the date of such notice to file a Proof of Claim, or be forever barred from doing so.

(h) The following persons (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, or Governmental Units) are **not** required to file a Proof of Claim on or before the applicable Bar Date, solely with respect to the claims described below:

- (i) any person whose claim is listed on the Schedules; provided that (x) the claim is not listed on the Schedules as “disputed,” “contingent,” or “unliquidated,” (y) the person does not dispute the amount, nature, or priority of the claim as set forth in the Schedules, **and** (z) the person does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- (ii) any person whose claim has been paid in full;
- (iii) any person that holds an equity security interest in the Debtors, which interest is based exclusively upon the ownership of common or preferred units, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided, however, that if any such holder asserts a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim must be filed on or before the applicable Bar Date pursuant to the Procedures;
- (iv) any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (other than a holder of a section 503(b)(9) claim);

- (v) any person that holds a claim that heretofore has been allowed by Order of this Court entered on or before the applicable Bar Date;
- (vi) any holder of a claim for which a separate deadline has been fixed by this Court;
- (vii) any Debtor having a claim against another Debtor in these chapter 11 cases;
- (viii) any entity that, as of the applicable Bar Date, is an affiliate (as defined in section 101(2) of the Bankruptcy Code) of any Debtor;
- (ix) any person that already has filed a Proof of Claim against the applicable Debtor in the above-captioned chapter 11 cases in a form substantially similar to the Official Form; or
- (x) any person whose claim is limited exclusively to the repayment of principal, interest, fees, expenses, and any other amounts owing under any agreements governing any notes, bonds, debentures, or other debt securities (collectively, the “**Debt Securities**”) (x) issued by any of the Debtors, (y) secured by assets of any of the Debtors or agreements with respect to such assets or (z) secured by assets leased to any of the Debtors (a “**Debt Claim**”) pursuant to an indenture or credit agreement, as applicable (together, the “**Debt Instruments**”) if the relevant indenture trustee, administrative agent, registrar, paying agent, loan or collateral agent, or any other entity serving in a similar capacity however designated (each, a “**Debt Agent**”) under the applicable Debt Instrument files a single Proof of Claim in the Debtors’ lead chapter 11 case *In re Breitburn Energy Partners LP* (Case No. 16-11390), on or before the applicable Bar Date, against all Debtors under the applicable Debt Instrument on account of all Debt Claims; provided, however, that any holder of a Debt Claim wishing to assert a claim arising out of or relating to a Debt Instrument, other than a Debt Claim, must file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies; provided, further, that in lieu of attaching voluminous documentation, including documentation for compliance with Bankruptcy Rule 3001(d), the Debt Agent under the Debt Instrument may include a summary of the operative documents with respect to the Debt Claims;

and it is further

ORDERED that nothing in this Order shall modify the *Amended Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507, Bankruptcy Rules 2002, 4001, 6004 and 9014 and Local Bankruptcy Rule 4001-2 (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Superpriority Financing, (II) Authorizing the Debtors' Limited Use of Cash Collateral, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* (the “**Amended Interim DIP Order**,” ECF No. 278), as may be amended or superseded from time to time; and it is further

ORDERED that pursuant to Bankruptcy Rule 3003(c)(2), any holder of a claim who fails to timely file a Proof of Claim as provided herein shall (a) be forever barred, estopped, and enjoined from asserting such claims against the Debtors, their property, or their estates (or submitting a Proof of Claim with respect thereto) and (b) not be treated as a creditor with respect to such claim for the purposes of voting and distribution with respect to any chapter 11 plan or plans of reorganization that may be filed in these cases; and it is further

ORDERED that the (a) proposed notice of the Bar Dates, substantially in the form annexed hereto as Annex I (the “**Bar Date Notice**”) and (b) the model Proof of Claim form (the “**Claim Form**”), substantially in the form annexed hereto as Annex II, are approved; and it is further

ORDERED that the following procedures are approved with respect to notice of the Bar Dates:

(a) Within **ten (10) days** of entry of this Order, the Debtors shall cause to be mailed (i) the Claim Form and (ii) a Bar Date Notice to the following parties:

- (i) the U.S. Trustee;
- (ii) the attorneys for the Creditors' Committee;

- (iii) all known holders of claims listed on the Schedules at the addresses stated therein or as updated pursuant to a request by the creditor or by returned mail from the post office with a forwarding address;
 - (iv) all parties actually known to the Debtors as having potential claims against any of the Debtors which, for the avoidance of doubt, excludes any person or entity that holds an equity security interest in the Debtors, which interest is based exclusively upon the ownership of common or preferred units, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest;
 - (v) all counterparties to the Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein or as updated pursuant to a request by the counterparty or by returned mail from the post office with a forwarding address;
 - (vi) the attorneys of record to all parties to pending litigation against any of the Debtors (as of the date of the entry of this Order);
 - (vii) the Internal Revenue Service, the Securities Exchange Commission, the United States Attorney's Office for the Southern District of New York, and all applicable Governmental Units;
 - (viii) all persons or entities that have filed claims (as of the date of the entry of this Order);
 - (ix) all parties that have sent correspondence to the Court and are listed on the Court's electronic docket (as of the date of entry of this Order);
 - (x) all parties who have requested notice pursuant to Bankruptcy Rule 2002 (as of the date of the entry of this Order); and
 - (xi) such additional persons and entities as deemed appropriate by the Debtors.
- (b) With regard to those holders of claims listed on the Schedules, the Debtors shall mail one or more Claim Forms indicating on the form how the Debtors have scheduled such creditor's claim in the Schedules (including the identity of the Debtor, the amount of the claim, and whether the claim has been scheduled as "contingent," "unliquidated," or "disputed").

(c) Each Debt Agent, other than the Prepetition Secured Parties (as defined in the Amended Interim DIP Order), shall provide to Prime Clerk a list of names and addresses of the record holders of the respective Debt Security for which it serves as Debt Agent within three (3) business days after service of this Order on the Debt Agent.

(d) The Debtors shall post the Claim Form and the Bar Date Notice on the website established by Prime Clerk for these chapter 11 cases: <https://cases.primeclerk.com/breitburn/EPOC-Index>;

and it is further

ORDERED that the Debtors shall publish the Bar Date Notice, with any necessary modifications for ease of publication, once in each of the national editions of *USA Today* and the *New York Times*, subject to applicable publication deadlines, at least thirty (30) days before the General Bar Date, which publication is approved and shall be deemed good, adequate, and sufficient publication notice of the Bar Dates and the Procedures for filing Proofs of Claim in these chapter 11 cases; and it is further

ORDERED that the Debtors may, in their sole discretion (but shall not be required to), publish the Bar Date Notice in additional newspapers, trade journals, or similar publications; and it is further

ORDERED that the Debtors and Prime Clerk are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED that notification of the relief granted by this Order as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all creditors of their rights and obligations in connection with claims they may have against the Debtors in these chapter 11 cases; and it is further

ORDERED that nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any claim that may be filed in these cases or any claim reflected in the Schedules or otherwise; and it is further

ORDERED that entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing the date by which holders of claims **not** subject to the Bar Dates established herein must file such claims against the Debtors or be forever barred from doing so; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: August 23, 2016
New York, New York

/s/ STUART M. BERNSTEIN
HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

Annex I

Bar Date Notice

Annex II

Claim Form

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

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In re : **Chapter 11**
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BREITBURN ENERGY : **Case No. 16-11390 (SMB)**
PARTNERS LP, et al., :
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Debtors. : **(Jointly Administered)**
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**NOTICE OF DEADLINES
REQUIRING FILING OF PROOFS OF CLAIM**

TO ALL PERSONS WITH CLAIMS AGAINST ANY DEBTOR SET FORTH BELOW:

NAME OF DEBTOR AND LAST FOUR DIGITS OF FEDERAL TAX IDENTIFICATION NUMBER	CASE NUMBER
Breitburn Energy Partners LP (9953)	16-11390
Breitburn GP LLC (9948)	16-11394
Breitburn Operating LP (5529)	16-11385
Breitburn Operating GP LLC (5525)	16-11389
Breitburn Management Company LLC (2858)	16-11391
Breitburn Finance Corporation (2548)	16-11393
Alamitos Company (9156)	16-11410
Beaver Creek Pipeline, L.L.C. (7887)	16-11408
Breitburn Florida LLC (7424)	16-11406
Breitburn Oklahoma LLC (4714)	16-11396
Breitburn Sawtelle LLC (7661)	16-11395
Breitburn Transpetco GP LLC (7222)	16-11402
Breitburn Transpetco LP LLC (7188)	16-11401
GTG Pipeline LLC (3760)	16-11409
Mercury Michigan Company, LLC (3380)	16-11407
Phoenix Production Company (1427)	16-11397
QR Energy, LP (3069)	16-11398
QRE GP, LLC (2855)	16-11399
QRE Operating, LLC (9097)	16-11400

NAME OF DEBTOR AND LAST FOUR DIGITS OF FEDERAL TAX IDENTIFICATION NUMBER	CASE NUMBER
Terra Energy Company LLC (9616)	16-11404
Terra Pipeline Company LLC (3146)	16-11405
Transpetco Pipeline Company, L.P. (2620)	16-11403
OTHER NAMES USED BY THE DEBTORS IN THE LAST 8 YEARS	
BreitBurn Collingwood Utica LLC	BreitBurn Transpetco LP LLC
Breitburn Operating L.P.	BreitBurn Management Company, LLC
BreitBurn Energy Partners L.P.	Whiting Transpetco LP, LLC
BreitBurn Fulton LLC	BreitBurn Oklahoma LLC
BreitBurn Finance Corporation	Terra Energy Ltd.
BreitBurn Transpetco GP LLC	BreitBurn Operating GP, LLC
BreitBurn Florida LLC	Breitburn Transpetco Pipeline Company LC
Whiting Transpetco GP, LLC	BreitBurn Operating L.P.
BreitBurn GP, LLC	Transpetco Pipeline Company of Texas, L.P.

The United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) has entered an order (the “**Bar Date Order**”) establishing **October 14, 2016 at 5:00 p.m. (Eastern Time)** as the last date and time for each person (excluding “governmental units,” as defined in section 101(27) of the Bankruptcy Code) to file a proof of claim (such deadline, the “**General Bar Date**”) against any of the above-listed debtors (collectively, the “**Debtors**”).

The General Bar Date and the procedures set forth below for filing proofs of claim apply to all claims against the Debtors that arose before May 15, 2016 (the “**Petition Date**”), the date on which the Debtors commenced cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), including claims arising under section 503(b)(9) of the Bankruptcy Code. “Governmental units” (as defined in the Bankruptcy Code) have until **November 11, 2016 at 5:00 p.m. (Eastern Time)** (the “**Governmental Bar Date**,” and, together with the General Bar Date, the “**Bar Dates**”) to file proofs of claim against the Debtors.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on a chapter 11 plan filed by the Debtors or to share in distributions from the Debtors’ bankruptcy estates if you have a claim that arose before the Petition Date, and it is not one of the types of claims described in Section 4 below. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or before the Bar Dates, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used in this notice, the word “claim” means a right to (a) payment, whether such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable,

secured, or unsecured; or (b) an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. WHAT TO FILE

The Debtors are enclosing a proof of claim form for use in these cases. If your claim is listed on the schedules of assets and liabilities filed by the Debtors (collectively, the “**Schedules**”), the proof of claim form also sets forth the amount of your claim as listed on the Schedules, the specific Debtor against which the claim is scheduled, and whether the claim is scheduled as “disputed,” “contingent,” or “unliquidated.” You will receive a different proof of claim form for each claim listed in your name on the Schedules. You may utilize the proof of claim form(s) provided by the Debtors to file your claim. Additional proof of claim forms and instructions may be obtained at (a) the website established by the Debtors’ Court-approved claims and noticing agent, Prime Clerk LLC (“**Prime Clerk**”), located at <https://cases.primeclerk.com/breitburn/EPOC-Index> or (b) the Bankruptcy Court’s website located at www.uscourts.gov/forms/bankruptcy-forms.

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must be written in English and be denominated in United States currency (using the exchange rate, if applicable, as of the Petition Date). You also should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or explanation as to why the documents are not available.

Your proof of claim form must **not** contain complete social security numbers or taxpayer identification numbers (only the last four (4) digits), a complete birth date (only the year), the name of a minor (only the minor’s initials), or a financial account number (only the last four (4) digits of such account number).

IF YOU ARE ASSERTING A CLAIM AGAINST MORE THAN ONE DEBTOR, SEPARATE PROOFS OF CLAIM MUST BE FILED AGAINST EACH SUCH DEBTOR AND YOU MUST IDENTIFY ON YOUR PROOF OF CLAIM THE SPECIFIC DEBTOR AGAINST WHICH YOUR CLAIM IS ASSERTED AND THE CASE NUMBER OF THAT DEBTOR’S BANKRUPTCY CASE. A LIST OF THE NAMES OF THE DEBTORS AND THEIR CASE NUMBERS IS SET FORTH ABOVE.

3. WHEN AND WHERE TO FILE

All proofs of claim must be filed so as to be received on or before **October 14, 2016 at 5:00 p.m. (Eastern Time)** (for all persons except governmental units) or **November 11, 2016 at 5:00 p.m. (Eastern Time)** (for all governmental units) as follows:

IF BY FIRST CLASS MAIL OR OVERNIGHT DELIVERY:

Breitburn Energy Partners, LP Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor

New York, NY 10022
T: (855) 851-7887

IF DELIVERED BY HAND:

United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 534
New York, New York 10004-1408

IF ELECTRONICALLY:

The website established by Prime Clerk, using the interface available on such website located at <https://cases.primeclerk.com/breitburn/EPOC-Index> (the “**Electronic Filing System**”).

Proofs of claim will be deemed filed only when **actually received** at the addresses listed above or via the Electronic Filing System on or before the applicable Bar Dates. Proofs of claim may not be delivered by facsimile, telecopy, or electronic mail transmission.

4. WHO NEED NOT FILE A PROOF OF CLAIM

You do **not** need to file a proof of claim on or before the applicable Bar Dates if you are:

- (a) a person whose claim is listed on the Schedules; **provided** that (x) the claim is not listed on the Schedules as “disputed,” “contingent,” or “unliquidated,” (y) you do not dispute the amount, nature, or priority of the claim as set forth in the Schedules, **and** (z) you do not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- (b) a person whose claim has been paid in full;
- (c) a person that holds an equity security interest in the Debtors, which interest is based exclusively upon the ownership of common or preferred units, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; **provided**, however, that if any such holder asserts a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a proof of claim must be filed on or before the applicable Bar Date pursuant to the Procedures;
- (d) a holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (other than a holder of a section 503(b)(9) claim);

- (e) a holder of a claim that heretofore has been allowed by Order of the Bankruptcy Court entered on or before the applicable Bar Date;
- (f) a holder of a claim for which a separate deadline has been fixed by the Bankruptcy Court;
- (g) a person that, as of the applicable Bar Date, is an affiliate (as defined in section 101(2) of the Bankruptcy Code) of any Debtor;
- (h) a person that already has filed a Proof of Claim against the applicable Debtor in the above-captioned chapter 11 cases in a form substantially similar to Official Bankruptcy Form 410; or
- (i) any person whose claim is limited exclusively to the repayment of principal, interest, fees, expenses, and any other amounts owing under any agreements governing any notes, bonds, debentures, or other debt securities (collectively, the “**Debt Securities**”) (x) issued by any of the Debtors, (y) secured by assets of any of the Debtors or agreements with respect to such assets or (z) secured by assets leased to any of the Debtors (a “**Debt Claim**”) pursuant to an indenture or credit agreement, as applicable (together, the “**Debt Instruments**”) if the relevant indenture trustee, administrative agent, registrar, paying agent, loan or collateral agent, or any other entity serving in a similar capacity however designated (each, a “**Debt Agent**”) under the applicable Debt Instrument files a single Proof of Claim in the Debtors’ lead chapter 11 case *In re Breitburn Energy Partners LP* (Case No. 16-11390), on or before the applicable Bar Date, against all Debtors under the applicable Debt Instrument on account of all Debt Claims; provided, however, that any holder of a Debt Claim wishing to assert a claim arising out of or relating to a Debt Instrument, other than a Debt Claim, must file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies.

This notice may be sent to many persons that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. The fact that you have received this notice does not mean that you have a claim or that the Debtors or the Bankruptcy Court believe that you have a claim against the Debtors.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you hold a claim arising out of the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated on or before _____, 2016, the date of entry of the Bar Date Order, you must file a proof of claim by the Bar Date. If you have a claim arising from the rejection of an executory contract or unexpired lease, to which the order is dated after the date of entry of the Bar Date Order, you must file a proof of claim with respect to such claim by the date fixed by the Bankruptcy Court in the applicable order authorizing rejection of such contract or lease. Notwithstanding the foregoing, a party to an

executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a proof of claim for such amounts on or before the applicable Bar Date.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL **NOT** BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

7. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as a holder of a claim against one or more of the Debtors in the Debtors' Schedules.

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim form(s) regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Bankruptcy Court) on account of your claim(s), the enclosed proof of claim form should reflect the net amount of your claim(s). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.

If you rely on the Debtors' Schedules or the enclosed proof of claim form(s), it is your responsibility to determine that the claim accurately is listed on the Schedules. However, you may rely on the enclosed form, which lists your claim as scheduled, identifies the Debtor against which it is scheduled, and specifies whether the claim is disputed, contingent, or unliquidated.

As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim only is against the Debtor specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need **not** file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date, in accordance with the procedures set forth in this notice.

Copies of the Debtors' Schedules are available for inspection on the Bankruptcy Court's electronic docket for the Debtors' chapter 11 cases, which is posted on (a) the website established by Prime Clerk for the Debtors' cases at <https://cases.primeclerk.com/breitburn/> and (b) on the Court's website at <http://www.nysb.uscourts.gov>. A login and password to the

Bankruptcy Court's Public Access to Electronic Records ("PACER") are required to access this information on the Court's website and can be obtained through the PACER Service Center at <http://www.pacer.gov>. Copies of the Schedules also may be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, located at One Bowling Green, Room 534, New York, New York 10004-1408. Copies of the Debtors' Schedules also may be obtained by request to Prime Clerk:

Breitburn Energy Partners LP
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, New York 10022
Toll Free: (855) 360-2999
E-mail: BreitburnInfo@PrimeClerk.com

A holder of a potential claim against the Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.

Dated: New York, New York
_____, 2016

BY ORDER OF THE COURT

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

*Attorneys for Debtors
and Debtors in Possession*

Fill in this information to identify the case (select only one debtor per claim form)

- | | | |
|--|---|--|
| <input type="checkbox"/> Breitburn Energy Partners, LP (16-11390) | <input type="checkbox"/> Phoenix Production Company (16-11397) | <input type="checkbox"/> Terra Pipeline Company LLC (16-11405) |
| <input type="checkbox"/> Breitburn Operating LP (16-11385) | <input type="checkbox"/> QR Energy, LP (16-11398) | <input type="checkbox"/> Breitburn Florida LLC (Case No. 16-11406) |
| <input type="checkbox"/> Breitburn Operating GP LLC (16-11389) | <input type="checkbox"/> QRE GP, LLC (16-11399) | <input type="checkbox"/> Mercury Michigan Company, LLC (16-11407) |
| <input type="checkbox"/> Breitburn Management Company LLC (16-11391) | <input type="checkbox"/> QRE Operating, LLC (16-11400) | <input type="checkbox"/> Beaver Creek Pipeline, L.L.C. (16-11408) |
| <input type="checkbox"/> Breitburn Finance Corporation (16-11393) | <input type="checkbox"/> Breitburn Transpetco LP LLC (16-11401) | <input type="checkbox"/> GTG Pipeline LLC (16-11409) |
| <input type="checkbox"/> Breitburn GP LLC (16-11394) | <input type="checkbox"/> Breitburn Transpetco GP LLC (16-11402) | <input type="checkbox"/> Alamitos Company (16-11410) |
| <input type="checkbox"/> Breitburn Sawtelle LLC (16-11395) | <input type="checkbox"/> Transpetco Pipeline Company, L.P. (16-11403) | |
| <input type="checkbox"/> Breitburn Oklahoma LLC (16-11396) | <input type="checkbox"/> Terra Energy Company LLC (16-11404) | |

Official Form 410 Proof of Claim

4/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Other than a claim under 11 U.S.C. § 503(b)(9), do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the May 15, 2016, the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?

 Name of the current creditor (the person or entity to be paid for this claim)
 Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?

No
 Yes. From whom? _____

3. Where should notices and payments to the creditor be sent?

Where should notices to the creditor be sent?

Where should payments to the creditor be sent? (if different)

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Name _____
 Number Street _____
 City State ZIP Code _____
 Contact phone _____
 Contact email _____

Name _____
 Number Street _____
 City State ZIP Code _____
 Contact phone _____
 Contact email _____

4. Does this claim amend one already filed?

No
 Yes. Claim number on court claims registry (if known) _____ Filed on MM / DD / YYYY _____

5. Do you know if anyone else has filed a proof of claim for this claim?

No
 Yes. Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ _____ . Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.

Nature of property:
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____

Basis for perfection: _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$ _____

Amount of the claim that is secured: \$ _____

Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)

Amount necessary to cure any default as of the date of the petition: \$ _____

Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

No

Yes. Check one:

<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	Amount entitled to priority \$ _____
<input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$ _____

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the debtor in the ordinary course of such debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other co-debtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____ (mm/dd/yyyy)

Signature

Print the name of the person who is completing and signing this claim:

Name: _____
First name Middle name Last name

Title: _____

Company: _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address: _____
Number Street

City State ZIP Code

Contact phone: _____ Email: _____

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

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These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rules of Bankruptcy Procedure (called "Bankruptcy Rules") 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <https://cases.primeclerk.com/breitburn/>.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate. 11 U.S.C. § 503.

Claim: A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. § 503(b)(9): A claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the debtor in the ordinary course of the debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. § 101(10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101(13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. § 507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. § 506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

Please send completed Proof(s) of Claim to:

Breitburn Energy Partners LP Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022

Alternatively, your claim can be filed electronically on Prime Clerk's website at <https://cases.primeclerk.com/breitburn>.

Do not file these instructions with your form