

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
VICTORIA DIVISION**

	§	
In re:	§	Chapter 11
	§	
LINN ENERGY, LLC., <i>et al.</i> , <sup>1</sup>	§	Case No. 16-60040 (DRJ)
	§	
Debtors.	§	Jointly Administered
	§	

**DEBTORS’ AGENDA OF MATTERS SET ON DECEMBER 8, 2016**

TO THE HONORABLE U.S. BANKRUPTCY JUDGE DAVID R. JONES:

COMES NOW the above-referenced Debtors and Debtors in Possession (collectively, the “Debtors”), and file their Agenda of Matters Set on December 8, 2016, at 9:00 a.m. (CT):

1. Pioneer Electric Cooperative, Inc.’s Application for Allowance and Payment of Administrative Expense Claim [Docket No. 991].

**Related Documents:**

- Debtors’ Objection to Pioneer Electric Cooperative, Inc.’s Application for Allowance and Payment of Administrative Expense Claim [Docket No. 1251].

**Status:** *The Application will not go forward as it was withdrawn on December 6, 2016 [Docket No. 1281].*

2. Wally’s Equipment, Inc. d/b/a Sundown Tubing Testing’s Motion to Allow Late Filed Claim to be Treated as Timely Filed [Docket No. 1023].

**Status:** *The Motion will not go forward. An Order was entered on December 7, 2016 [Docket No. 1298].*

3. Rita Blanca Energy Cooperative’s Move for Leave to File Late Proof of Claim [Docket No. 1034]

---

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor’s federal tax identification number are as follows: Linn Energy, LLC (7591); Berry Petroleum Company, LLC (9387); LinnCo, LLC (6623); Linn Acquisition Company, LLC (4791); Linn Energy Finance Corp. (5453); Linn Energy Holdings, LLC (6517); Linn Exploration & Production Michigan LLC (0738); Linn Exploration Midcontinent, LLC (3143); Linn Midstream, LLC (9707); Linn Midwest Energy LLC (1712); Linn Operating, Inc. (3530); Mid-Continent I, LLC (1812); Mid-Continent II, LLC (1869); Mid-Continent Holdings I, LLC (1686); Mid-Continent Holdings II, LLC (7129). The Debtors’ principal offices are located at JPMorgan Chase Tower, 600 Travis Street, Houston, Texas 77002.

**Status:** *The Application will not go forward. An Agreed Order was entered on December 6, 2016 [Docket No. 1289].*

4. Application for Order Authorizing Employment of Gardere Wynne Sewell LLP as Texas Oil and Gas Counsel and Local Counsel to the Unsecured Creditors Committee Nunc Pro Tunc to June 8, 2016 [Docket No. 1127].

**Status:** *The Application will not go forward. The Order was entered on December 1, 2016 [Docket No. 1240].*

5. Debtors' Application for Entry of an Order Authorizing the Debtors to Retain and Employ Ernst & Young LLP as Tax Services Providers Effective Nunc Pro Tunc to September 29, 2016 [Docket No. 1131].

**Status:** *The Application will not go forward. The Order was entered on December 7, 2016 [Docket No. 1297].*

6. Debtors' Motion for Entry of an Order (A) Authorizing (I) Closure of Plant, (II) Transfer of Plant Capacity, (III) Transfer of Certain Plant Equipment and Assets, and (IV) Termination of Processing Agreement and (B) Approving the (I) Purchase and Sale Agreement, (II) Settlement, and (III) Payment of Severance Obligations and (C) Granting Related Relief [Docket No. 1165].

**Status:** *The Motion will not go forward. The Order was entered on November 30, 2016 [Docket No. 1236].*

7. Debtors' Motion for Entry of an Order (A) Authorizing Rejection of Certain Gas Processing Agreements with Williams Field Services Company, LLC, (B) Authorizing Entry into a New Gas Processing Agreement with Enterprise Gas Processing, LLC, and (C) Granting Related Relief [Docket No. 1166].

**Status:** *The Application will not go forward. The Order was entered on December 1, 2016 [Docket No. 1242].*

8. Application to Employ Deloitte Financial Advisory Services as Fresh Start Accounting Planning and Implementation Advisors [Docket No. 1191].

**Status:** *The Application will go forward.*

9. Motion of Linn Acquisition Company LLC and Berry Petroleum Company, LLC for Entry of an Order (I) Approving (A) Entry into Backstop Agreement, (B) Payment of Related Fees and Expenses, and (C) Rights Offerings Procedures and Related Forms, and (II) Granting Related Relief [Docket No. 1192].

**Status:** *The Motion is being adjourned to December 15, 2016.*

10. Amended Motion for Entry of an Order Approving Omnibus Claims Objection Procedures and Filing of Substantive Omnibus Claims Objections [Docket No. 1168].

**Related Documents:**

- Objection of Dorchester Minerals, LP and Maecenas Minerals LLP to Amended Motion for Entry of an Order Approving Omnibus Claims Objection and Filing of Substantive Omnibus Claims Objections [Docket No. 1207].
- Objection of Jennifer McKnight and Scott McKnight to Amended Motion for Entry of an Order Approving Omnibus Claims Objection Procedures and Filing of Substantive Omnibus Claims Objections [Docket No. 1219].

**Status:** *The Motion will go forward.*

11. Debtors' Motion for Entry of an Order (I) Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Joint Plan of Reorganization, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Granting Related Relief [Docket No. 1096].

**Related Documents:**

- Objection filed by Michael Theriault [Docket No. 1180].
- Objection filed by Gumersindo Vidal [Docket No. 1190].
- Objection filed by Mark Adair [Docket No. 1204].
- Objection of Dorchester Minerals, LP and Maecenas Minerals LLP to Proposed Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates [Docket No. 1208].
- Objection of Jennifer McKnight and Scott McKnight to Proposed Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates [Docket No. 1220].
- Falcon Trust DTD 12-15-00's, et al. Objection to Disclosure Statement [Docket No. 1221].
- Objection of the William A. Ekland Trust to Proposed Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of Linn Energy and its Debtor Affiliates [Docket No. 1222].
- Texas Comptroller of Public Accounts Objection to the Debtors' Disclosure Statement [Docket No. 1223].
- Objection of Certain Royalty Interest Holders to Proposed Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates [Docket No. 1225].
- Joinder of Concord Investments, Penn Brothers, Inc., Tortuga Oil and Gas, TX GP, Athena Penson Minerals, Ltd. And Artemis Investments to the Objection of Dorchester Minerals, LP and Maecenas Minerals LLP to Proposed Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates [Docket No. 1227].
- Wells Fargo's Reservation of Rights Regarding Debtors' Proposed Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates [Docket No. 1229].

- Joinder of Fort Worth Royalty Company to (1) The Objection of Dorchester Minerals, LP and Maecenas Minerals LLP to Proposed Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates and (2) to the Joinder of Concord Investments, Penn Brothers, Inc., Tortuga Oil and Gas, TX GP, Athena Penson Minerals, Ltd. And Artemis Investments to the Objection of Dorchester Minerals, LP and Maecenas Minerals LLP to Proposed Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates [Docket No. 1253].
- Joinder of Faye I. Loskampe, the Alvin & Faye Loskamp Revocable Trust, and the Faye I Loskamp Life Estate and Others Who May Similarly Situated with Them in Objections to the Proposed Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates [Docket No. 1270].

**Status:** *The Disclosure Statement hearing will go forward.*

Dated: December 7, 2016  
Victoria, Texas

*/s/ Patricia B. Tomasco*

---

Patricia B. Tomasco (TX Bar No. 01797600)  
Matthew D. Cavanaugh (TX Bar No. 24062656)  
Jennifer F. Wertz (TX Bar No. 24072822)

**JACKSON WALKER L.L.P.**

1401 McKinney Street, Suite 1900  
Houston, Texas 77010

Telephone: (713) 752-4200

Facsimile: (713) 752-4221

Email: [ptomasco@jw.com](mailto:ptomasco@jw.com)  
[mcavanaugh@jw.com](mailto:mcavanaugh@jw.com)  
[jwertz@jw.com](mailto:jwertz@jw.com)

-and-

Paul M. Basta, P.C. (admitted *pro hac vice*)

Stephen E. Hessler, P.C. (admitted *pro hac vice*)

Brian S. Lennon (admitted *pro hac vice*)

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: [paul.basta@kirkland.com](mailto:paul.basta@kirkland.com)  
[stephen.hessler@kirkland.com](mailto:stephen.hessler@kirkland.com)  
[brian.lennon@kirkland.com](mailto:brian.lennon@kirkland.com)

- and -

James H.M. Sprayregen, P.C. (admitted *pro hac vice*)

Joseph M. Graham (admitted *pro hac vice*)

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Email: [james.sprayregen@kirkland.com](mailto:james.sprayregen@kirkland.com)

[joe.graham@kirkland.com](mailto:joe.graham@kirkland.com)

*Co-Counsel to the Debtors and Debtors in Possession*

**Certificate of Service**

I certify that on the 7th day of December, 2016, I caused a copy of the Debtors' Agenda of Matters Set for December 8, 2016, to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

*/s/ Patricia B. Tomasco* \_\_\_\_\_

Patricia B. Tomasco