

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

In re: LINN ENERGY, LLC., <i>et al.</i> , ¹ Debtors.	§ § § § § § §	Chapter 11 Case No. 16-60040 (DRJ) Jointly Administered
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DEBTORS’ AGENDA OF MATTERS SET ON JANUARY 24, 2017

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 January 24, 2017, at 9:00 a.m. (CT):

1. Debtors’ Amended Motion for Entry of an Order (A) Authorizing Assumption of Certain Oil and Gas Leases, (B) Setting the Cure Amount with Respect Thereto, and (C) Granting Related Relief [Dckt. No. 1239].

Related Documents:

- Objection of Joe Dreitz, Jr. to Debtors’ Amended Motion for Entry of an Order (A) Authorizing Assumption of Certain Oil and Gas Leases, (B) Setting the Cure Amount with Respect Thereto, and (C) Granting Related Relief [Dckt. No. 1400].
- Limited Objection and Response of Nordling Investments, LLC; William H. and Erma C. Damme Farms, LLC; and the Southwest Kansas Royalty Owners Association, Inc. to Debtors’ Amended Motion for Entry of an Order (A) Authorizing Assumption of Certain Oil and Gas Leases, (B) Setting the Cure Amount with Respect Thereto, and (C) Granting Related Relief [Dckt. No. 1401].
- Notice of Extension of Response Deadline and Limited Objection and Reservation of Rights by ExxonMobil Corporation and XTO Energy Inc. to Debtors’ Amended Motion for Entry of an Order (A) Authorizing Assumption of Certain Oil and Gas Leases, (B) Setting the Cure Amount with Respect Thereto, and (C) Granting Related Relief [Dckt. No. 1407] This Limited Objection was withdrawn on January 23, 2017 [Dckt. No. 1595].

¹ 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.

- Limited Objection by ExxonMobil Corporation and XTO Energy Inc. to Debtors' Motion for Entry of an Order (A) Authorizing Assumption of Certain Oil and Gas Leases, (B) Setting the Cure Amount with Respect Thereto, and (C) Granting Related Relief [Dckt. No. 1455]. This Limited Objection was withdrawn on January 23, 2017 [Dckt. No. 1595].

Status: *The Motion will go forward.*

2. (a) Amended Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates Other than Linn Acquisition Company, LLC and Berry Petroleum Company, LLC [Dckt. No. 1333] and (b) Amended Joint Chapter 11 Plan of Reorganization of Linn Acquisition Company, LLC and Berry Petroleum Company, LLC [Dckt. No. 1390].

Related Documents:

- Notice of Filing of Plan Supplement [Dckt. No. 1457].
- (Second) Notice of Filing of Plan Supplement [Dckt. No. 1495].
- Notice of Non-Voting Status to Holders of Impaired Claims and Equity Interests Deemed to Reject the Plan [Dckt. No. 1465].
- Amended Schedule of Retained Causes of Action [Dckt. No. 1512].
- Declaration of Christina Pullo of Prime Clerk LLC Regarding Solicitation of Votes and Tabulation of Ballots Cast on the Amended Joint Chapter 11 Plan of Reorganization of Linn Energy LLC and its Debtor Affiliates Other than Linn Acquisition Company, LLC and Berry Petroleum Company, LLC [Dckt. No. 1579].
- (Third) Notice of Filing of Plan Supplement [Dckt. No. 1580].
- Debtors' Memorandum of Law in Support of Confirmation of Joint Plans of Reorganization [Dckt. No. 1581].
- Declaration of Christina Pullo of Prime Clerk LLC Regarding Solicitation of Votes and Tabulation of Ballots Cast on the Amended Joint Chapter 11 Plan of Reorganization of Linn Acquisition Company, LLC and Berry Petroleum Company, LLC [Dckt. No. 1585].
- Letter from Matthew J. Trachtenberg [Dckt. No. 1388].
- Letter from Kent Dold [Dckt. No. 1394].
- Request for the Appointment of an Equity Holders Committee and Objection to the Plan of Reorganization filed by Laurie M. Moga and Douglas J. Moga [Dckt. No. 1408].
- Objection of TGS-Nopec Geophysical Company and A2D Technologies dba Geological Products & Services to the Cure Notice of the Linn Debtors and Berry Debtors and to Assumption and Assignment of Their Master License Agreement for Geophysical Data, Supplemental Licenses, and Other Agreements to the Reorganized Debtors and Berry Debtors [Dckt. No. 1468].
- Limited Objection of TGS-Nopec Geophysical Company and A2D Technologies d/b/a TGS Geological Products & Services to the Linn Debtors' and the Berry Debtors' Chapter 11 Plan of Reorganization [Dckt. No. 1469].

- Oracle's Limited Objection and Reservation of Rights Regarding (1) Amended Joint Chapter 11 Plan of Reorganization of Linn Energy LLC and its Debtor Affiliates Other than Linn Acquisition Company, LLC and Berry Petroleum Company, LLC and (2) Amended Joint Chapter 11 Plan of Reorganization of Linn Acquisition Company, LLC and Berry Petroleum Company, LLC ("Rights Reservation") [Dckt. No. 1502].
- Dominion Oklahoma, Texas Exploration & Production, Inc.'s Limited Objection to the Debtors' Chapter 11 Plans of Reorganization and Reservation of Rights [Dckt. No. 1503].
- EP Energy E&P Company, L.P.'s Limited Objection to Debtors' Plan Absent Payment of the Correct Cure Amounts [Dckt. No. 1516]. This Limited Objection was withdrawn on January 23, 2017 [Dckt. No. 1582].
- Objection of Citizen Energy II, LLC to: (1) Debtors' Assumption and Assignment of Joint Operating Agreements, Unit Agreement, Joint Venture Agreements and Related Amendments with Citizen Energy II, LLC; (2) Proposed Cure Costs for Debtors' Assumption of Joint Operating Agreements, Unit Agreements, Joint Venture Agreements and Related Amendments with Citizen Energy II, LLC; (3) Amended Chapter 11 Plan filed by Linn Energy Finance Corp., *et al.*; and (4) Amended Chapter 11 Plan filed by Berry Petroleum, LLC, *et al.* [Dckt. No. 1518].
- Seismic Exchange, Inc.'s Objection to the Linn Debtors' and Berry Debtors' Proposed Assumption, Assignment and Cure Amount for Seismic License Agreements [Dckt. No. 1519].
- Limited Objection to Confirmation of Amended Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates Other than Linn Acquisition Company, LLC and Berry Petroleum Company, LLC [Dckt. No. 1520].
- Objection by ExxonMobil Corporation and XTO Energy Inc. to (A) the Amended Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates Other than Linn Acquisition Company and Berry Petroleum Company (Docket No. 1333) and (B) the Cure Claims Proposed in the Debtors' Notice of Plan Supplement (Docket No. 1457) [Dckt. No. 1521].
- Objection by ExxonMobil Corporation and XTO Energy Inc. to (A) the Amended Joint Chapter 11 Plan of Reorganization of Linn Acquisition Company, LLC and Berry Petroleum Company, LLC (Docket No. 1390) and (B) the Cure Claims Proposed in the Debtors' Notice of Plan Supplement (Docket No. 1457) [Dckt. No. 1522].
- Limited Objection of ConocoPhillips Company and Burlington Resources Oil & Gas Company LP to Confirmation of the Debtors' Plan of Reorganization and Debtors' Notice of Filing of Plan Supplement (Docket Nos. 1333 and 1457) [Dckt. No. 1523].
- Targa Resources, Inc.'s Limited Objection to Debtors' Plan [Dckt. No. 1524]. This Limited Objection was withdrawn on January 23, 2017 [Dckt. No. 1583].
- Southern California Edison Company's Reservation of Rights with Respect to Berry Petroleum Company, LLC's Proposed Assumption of Certain Power Purchase and Sale Agreements [Dckt. No. 1525].

- The Louisiana Department of Revenue's Objection to Confirmation of the Amended Joint Chapter 11 Plan of Reorganization of Linn Energy LLC and its Debtor Affiliates Other than Linn Acquisition Company, LLC and Berry Petroleum Company, LLC (Doc. No. 1333) [Dckt. No. 1526].
- Objection of Joe Dreitz, Jr. to the Confirmation of the Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates Other than Linn Acquisition Company, LLC and Berry Petroleum Company, LLC and to the Notice of Filing of Plan Supplement (Related to Dkt. Nos. 1333 and 1457) [Dckt. No. 1527].
- Enterprise Products Operating LLC's Limited Objection to Debtors' Plan (Relates to Plan at Docket No. 1333 and Plan Supplement at Docket No. 1457) [Dckt. No. 1528].
- Request for the Appointment of an Equity Holders Committee and Objection to the Plan of Reorganization filed by Michael Theriault [Dckt. No. 1529].
- Request for the Appointment of an Equity Holders Committee and Objection to Plan of Reorganization filed by Suzanne Paulsrude [Dckt. No. 1530].
- Request for Appointment of an Equity Holders Committee and Objection to the Plan of Reorganization filed by Dwight D. Davis and Kimberly A. Davis [Dckt. No. 1531].
- Letter Objection from Michael Lanzillotta [Dckt. No. 1532].
- Gaedeke Holdings VII, Ltd.'s and Gaedeke Oil & Gas Operating, LLC's Response and Reservation of Rights to the (A) Amended Joint Chapter 11 Plan of Reorganization of Linn Energy LLC and its Debtor Affiliates Other than Linn Acquisition Company, LLC and Berry Petroleum Company, LLC and (B) Plan Supplement [Dckt. No. 1533].
- Royalty Interest Owners' Objection to Confirmation of the Joint Chapter 11 Plan of Linn Energy, LLC and its Debtor Affiliates (Relates to Docket Nos. 1092 and 1333) [Dckt. No. 1534].
- Objection to Amended Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates Other than Linn Acquisition Company, LLC and Berry Petroleum Company, LLC (Relates to Dkt. No. 1333, 1390 and 1457) filed by Newfield Exploration Company, Newfield Exploration Mid-Cont Inc., Newfield Production Company [Dckt. No. 1535].
- Objection of the William A. Eklund Trust to [Proposed] Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates (Relates to Dkt. 1333) [Dckt. No. 1536]. This Objection was withdrawn on January 23, 2017 [Dckt. No. 1588].
- Limited Objection to Debtors' Chapter 11 Plan of Reorganization filed by Royalty Owners JP Morgan Chase Bank, N.A. as Trustee [Dckt. No. 1538]. This Limited Objection was withdrawn on January 23, 2017 [Dckt. No. 1593].
- Dorchester Minerals, LP and Maecenas Minerals LLP Objections to Confirmation of Proposed Amended Joint Chapter 11 Plan of Reorganization [Dckt. No. 1540].
- Objection of Enbridge (G&P) (Oklahoma) L.P. and Enbridge Pipelines (East Texas) L.P. to (A) Amended Joint Chapter 11 Plan of Reorganization of Linn Acquisition Company, LLC and Berry Petroleum, LLC (Docket No. 1333) and (B) the Cure Claims Proposed in the Debtors' Notice of Plan Supplement (Docket

No. 1457) [Dckt. No. 1541]. This Objection was withdrawn on January 23, 2017 [Dckt. No. 1590]

- Objection to Debtors' Assumption of Executory Contract and Proposed Cure Amounts filed by Continuum Producer Services, LLC f/k/a Unimark LLC [Dckt. No. 1543]. This Objection was withdrawn on January 23, 2017 [Dckt. No. 1586].
- Michigan Department of Environmental Quality's Limited Objection to the Amended Chapter 11 Plan of Reorganization of Linn Energy LLC and its Debtor Affiliates Other than Linn Acquisition Company, LLC and Berry Petroleum Company, LLC [Dckt. No. 1544].
- Objection by Automotive Rentals Inc. to Plan of Reorganization (also filed in Linn Midwest Energy) [Dckt. No. 1546].
- BP Production Company's Limited Objection to Debtors' Plan [Dckt. No. 1547].
- Texas Comptroller of Public Accounts Objection to Confirmation of the Linn Plan (Dkt. No. 1333) and the Berry Plan (Dkt. No. 1390) [Dckt. No. 1548].
- Objection of Nordling Investments, LLC; William H. and Erma C. Damme Farms, LLC; and the Southwest Kansas Royalty Owners Association, Inc. to Confirmation and to the Notice of Filing Plan Supplement (Doc Nos. 1333 and 1457) [Dckt. No. 1549].
- OGP Energy LP #3's Objection to the Linn Debtors' and Berry Debtors' Proposed Assumption, Assignment and Cure Amount for all Joint Operating Agreements, Unit Agreements, Joint Venture Agreements and Related Amendments between Midcontinent II, LLC and OGP Energy LP #3 Relating to the Oklahoma Wigley I-34 Well (Relates to Docket Nos. 1333, 1334, 1457, and 1470) [Dckt. No. 1550].
- Limited Objection by CDM Resource Management, LLC to (A) the Amended Joint Chapter 11 Plan of Reorganization of Linn Acquisition Company, LLC and Berry Petroleum Supplement (relates to ECF Nos. 1390 and 1457) [Dckt. No. 1551].
- Objection to Debtors' Amended Joint Chapter 11 Plan of Reorganization filed by Alma Jean Yeoman; OMA, LLC, and Yeoman Family Limited Partnership (the "Royalty Owners") [Dckt. No. 1552].
- Objection of Merit Hugoton, LP, Merit Energy Company, Merit Management Partnership I, LP and Merit Energy Partners, LP to Debtors' Statement of Cure Costs for Assumption of Executory Contracts and Limited Objection to Plan of Reorganization [Dckt. No. 1554]. This Objection was withdrawn on January 23, 2017 [Dckt. No. 1584].
- Kansas Natural Gas Operating LC's Objection to Linn Energy Proposed Cure Amounts [Dckt. No. 1556].
- Wells Fargo's Reservation of Rights Regarding Amended Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates Other than Linn Acquisition Company, LLC and Berry Petroleum Company, LLC (Docket no. 1333) [Dckt. No. 1564].
- Wells Fargo's Reservation of Rights Regarding Amended Joint Chapter 11 Plan of Reorganization of Linn Acquisition Company, LLC and Berry Petroleum Company, LLC (Docket no. 1565) [Dckt. No. 1565].

- The Ad Hoc Committee of Berry Senior Noteholders' Reservation of Rights Relating to the (I) Amended Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates and (II) Amended Joint Chapter 11 Plan of Linn Acquisition Company, LLC and Berry Petroleum Company, LLC [Dckt. No. 1568]

Status: *The Confirmation hearing will go forward.*

Dated: January 23, 2017
Victoria, Texas

/s/ Patricia B. Tomasco

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Certificate of Service

I certify that on the 23rd day of January, 2017, I caused a copy of the Debtors' Agenda of Matters Set for January 24, 2017, 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