



Wells Fargo Securities Pipeline and MLP Symposium

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Forward-Looking Statements



Cautionary Statement Relevant to Forward-Looking Information

This presentation contains forward-looking statements relating to BreitBurn's operations that are based on management's current expectations, estimates and projections about its operations. Words and phrases such as "anticipates," "expected," "believes," "estimates," "future," "guidance," "goals," "will approximate," "projected," "will be used," "on track," "leverage," "implement," "predict," "optimize," "opportunities," "trending," variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control and are difficult to predict. These include risks relating to the Partnership's financial performance and results, availability of sufficient cash flow to execute our business plan, our level of indebtedness, a further significant reduction in the borrowing base under our bank credit facility, our ability to raise capital, prices and demand for natural gas and oil, our ability to replace reserves and efficiently develop our current reserves, the litigation instituted by Quicksilver Resources Inc. against us and the factors set forth under the heading "Risk Factors" incorporated by reference from our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, and our Current Reports on Form 8-K. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. The reader should not place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Unless legally required, BreitBurn undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Unpredictable or unknown factors not discussed herein also could have material adverse effects on forward-looking statements.

Overview of BreitBurn Energy Partners L.P.



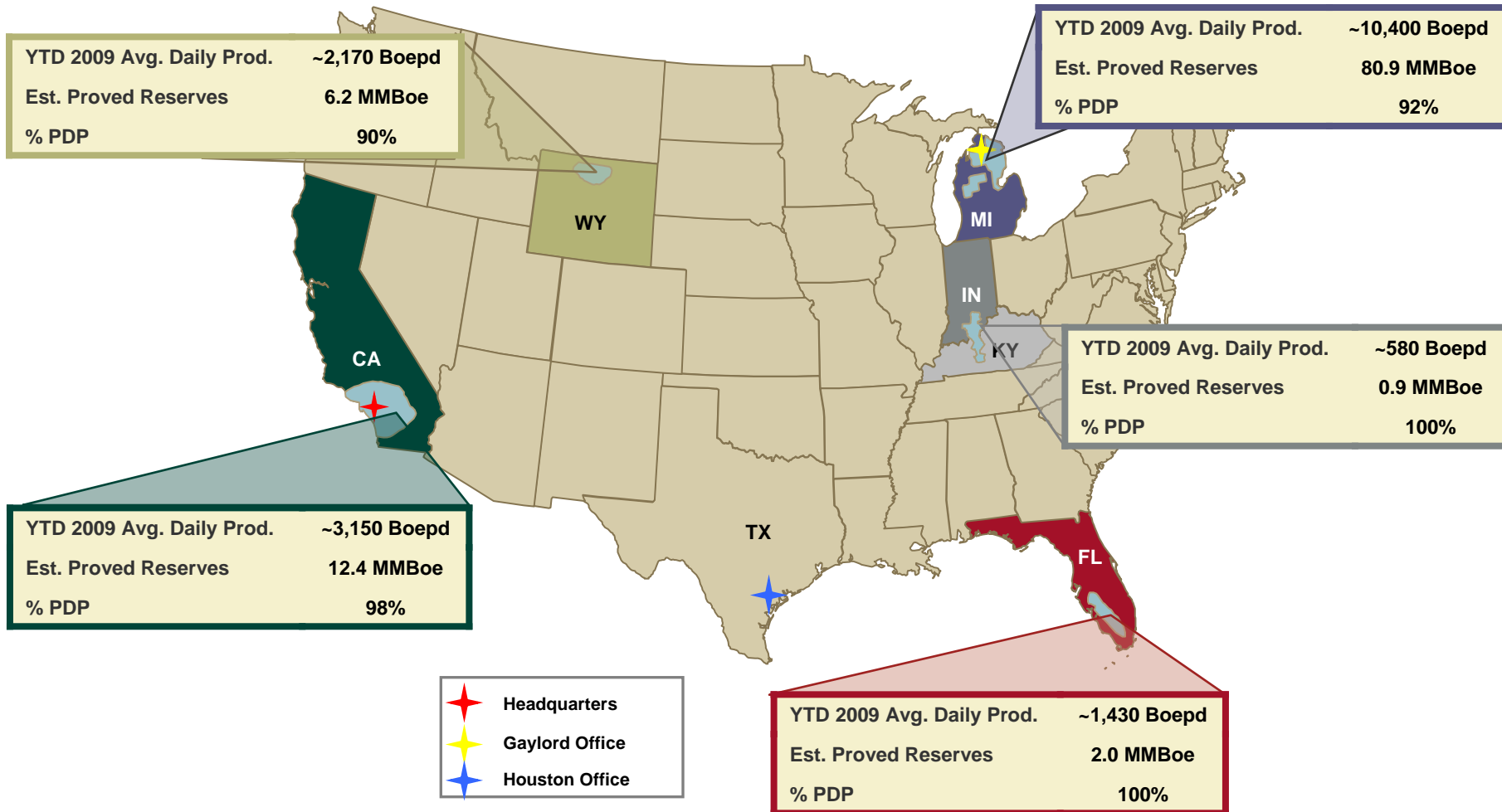
- ▶ Publicly-traded upstream MLP with long-lived assets and extensive hedge portfolio
 - Low-risk exploitation and development opportunities
 - Leverage technical expertise and state-of-the-art technologies to identify and implement successful exploitation techniques to optimize reserve recovery
- ▶ Assets consist primarily of long-lived oil and gas fields (15+ years reserve life index)
 - Eastern Division: Antrim Shale (MI), New Albany Shale (IN/KY)
 - Western Division: Los Angeles Basin (CA), Wind River and Big Horn Basins (WY), Sunniland Trend (FL)
- ▶ Key statistics:⁽¹⁾
 - 614 Bcfe (102.4 MMboe) estimated proved reserves at YE 2008
 - ~140 MMboe per new SEC avg. price rules effect. for YE 2009 reserves
 - 92% proved developed
 - Equity market cap \$575 million
 - Total debt \$585 million
 - Enterprise value \$1,159 million
 - Debt / enterprise value 50.5%

(1) Reserve data based on reserve reports as of December 31, 2008 pro forma for sale of Permian Basin assets. Market data based on December 1, 2009 unit price of \$10.90. Enterprise value assumes \$0.4 million minority interest, \$585.0 million of debt and \$2.2 million of cash as of September 30, 2009.

BreitBurn Asset Map



Significant Presence in Six States (1)



(1) Production is actual year-to-date through the third quarter of 2009. Reserves as of December 31, 2008 based on NSAI and Schlumberger reserve reports.

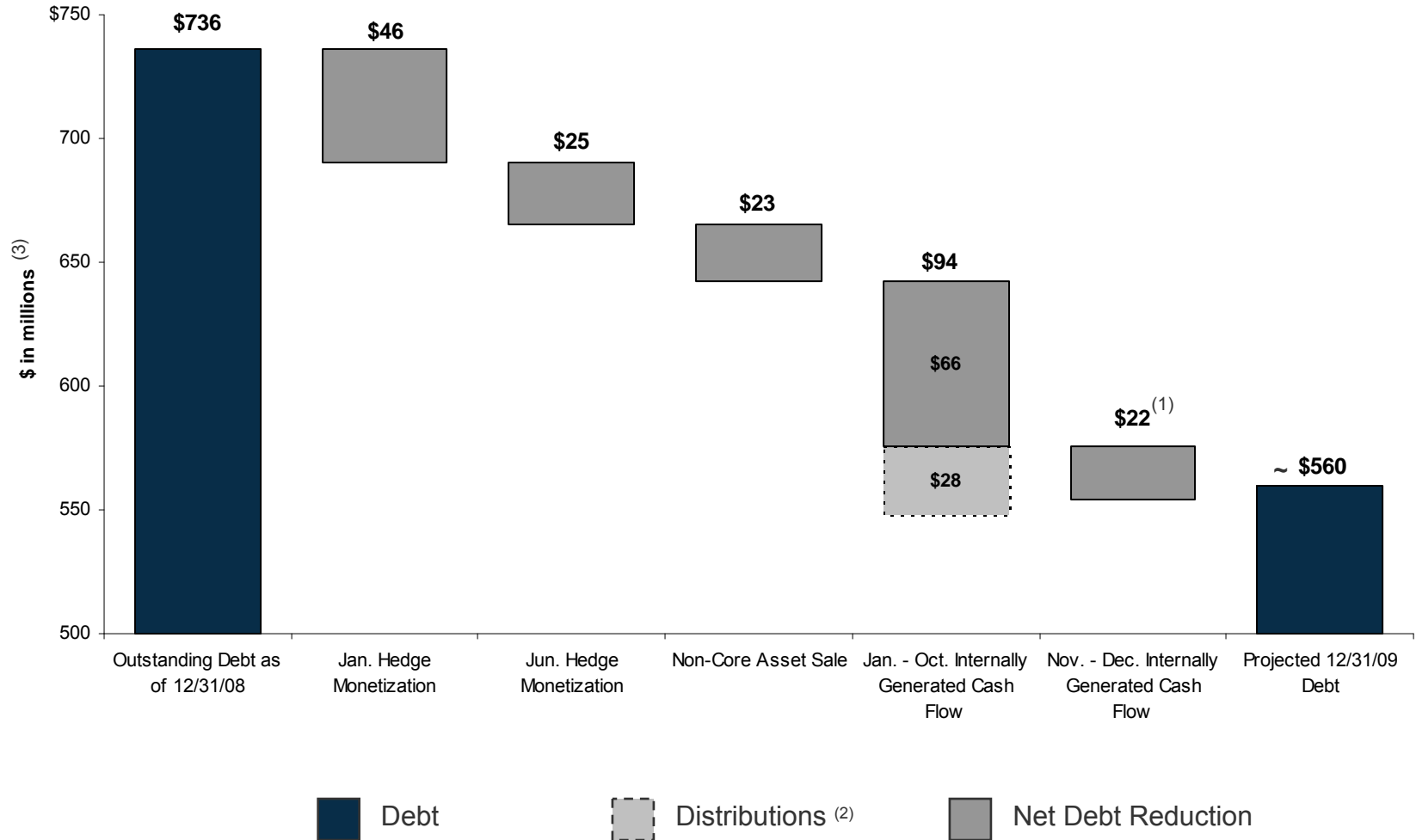
Significant Steps to Improve Liquidity



Goals / Debt Reduction Alternatives	Achievements
Year-To-Date Debt Reduction	<ul style="list-style-type: none"> ▶ \$160 million in debt reduction since year-end 2008 ▶ Outstanding borrowings have been reduced to approximately \$576 million as of October 31, 2009 through internally generated cash flows, non-core asset sales and hedge monetizations
Optimizing Capital Spending	<ul style="list-style-type: none"> ▶ Original full year guidance of \$20 - \$24 million, down from \$129.5 million in 2008 ▶ Production decreased less than 0.5% from Q2'09 to Q3'09 ⁽¹⁾ ▶ Increased full year 2009 capital expenditure guidance to \$32 million in light of improved commodity prices; Q4'09 spending rate will approximate 2010 maintenance capital levels
G&A and LOE Expense Reductions	<ul style="list-style-type: none"> ▶ G&A expenses are trending toward the lower end of 2009 guidance range ▶ Total LOE/Boe of ~\$17.50, excl. taxes; Antrim gas (operated properties) ~\$1.50 LOE/mcf, excl. taxes
Active Hedging Strategy	<ul style="list-style-type: none"> ▶ In January and June, monetized \$45.6 million and \$25.0 million of 2011 and 2012 hedge contracts and rehedged similar volumes at market ▶ All proceeds used to reduce outstanding borrowings ▶ Recently extended hedge portfolio into 2014 at attractive prices
Non-Core Asset Sales	<ul style="list-style-type: none"> ▶ Announced sale of non-core Permian Basin assets in July for \$23 million, net proceeds used to reduce outstanding borrowings ▶ Sale price represented approximately \$94,000 per flowing Boe/d

(1) Pro forma for sale of Lazy JL Field.

Consistent Debt Reduction



(1) Estimate of free cash flow based on current public guidance.
 (2) 4Q 2008 distribution paid on February 13, 2009.
 (3) Numbers may not add due to rounding.

Benefits of Internal Funding



- ▶ Through debt reduction strategies and suspension of the distribution, the Partnership:
 - Avoided highly dilutive equity issuance at distressed prices to reduce debt
 - Avoided incurring high-cost long-term debt with restrictive financial covenants
 - Avoided renegotiation of existing credit facility at higher interest rates and with substantial fees
 - Avoided core asset sales
 - Maintained attractive hedge portfolio through 2014 that generates significant distributable cash flow
 - Demonstrated commitment to MLP model and avoided conversion to less tax-efficient C-corp structure

Optimizing Capital Spending Plan



- ▶ Capital expenditure guidance range for 2009 originally announced at \$20 - \$24 million
- ▶ Despite significantly reducing capital spending and drilling activity versus 2008, production in the first half of 2009 is currently on track with high end of guidance range
- ▶ Given the Partnership's increased financial flexibility and the recent improvement in commodity prices, the 2009 capital spending plan has been increased to approximately \$32 million
- ▶ Additional capital expenditures will be used to expand production efforts at our oil properties
- ▶ 2010 assumption for capital required to hold production flat (maintenance capital) currently under review

Hedges Added Since June 30, 2009



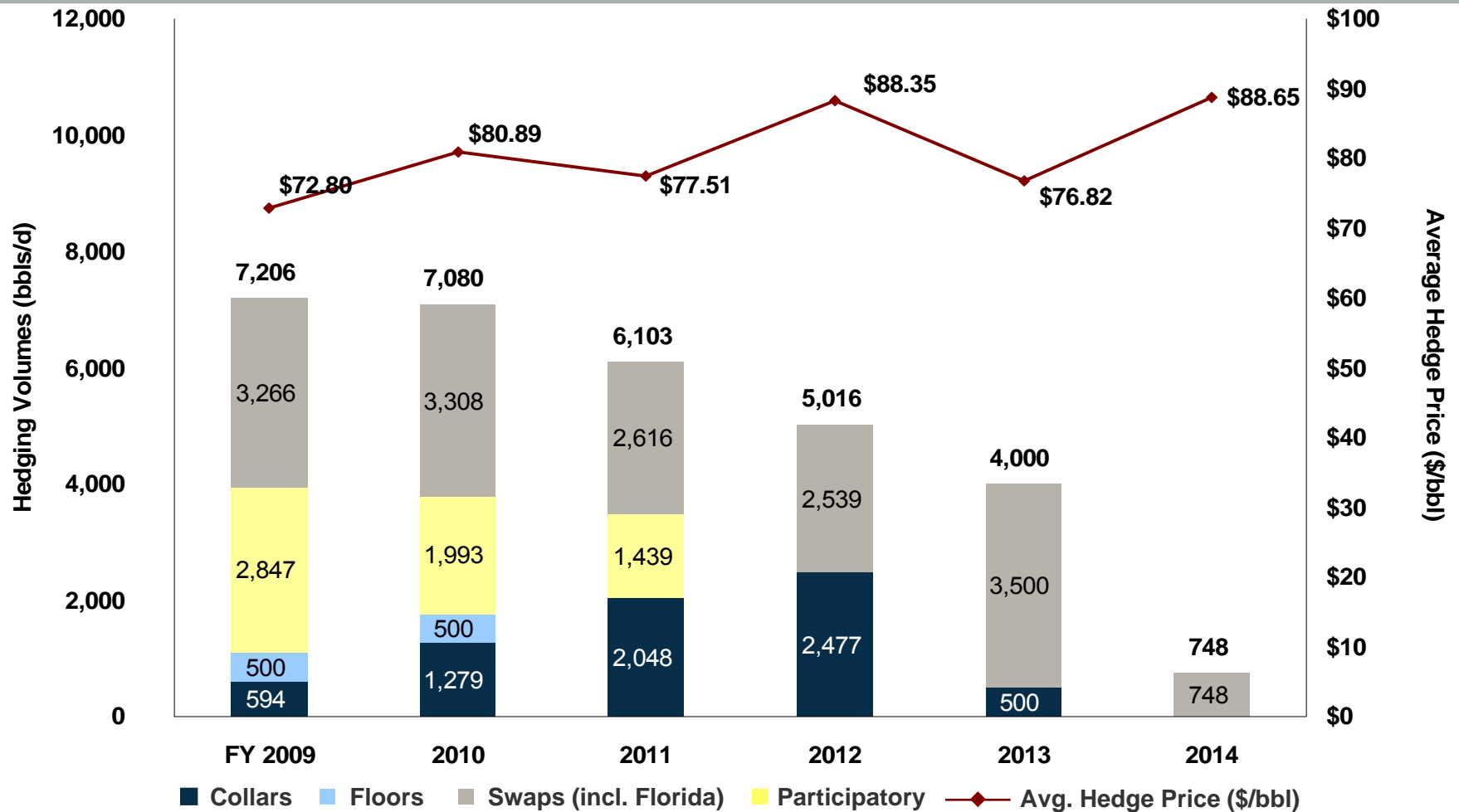
- ▶ A summary of the hedges added since June 30, 2009 is below:

<u>Contract Periods</u>	<u>Daily Volumes</u>	<u>Contract Prices</u>	<u>Trade Month</u>
Natural Gas			
	MMBtu / day	per MMBtu	
Jan 2013 – Dec 2013	3,000	\$7.50	August
Jan 2013 – Dec 2013	10,000	\$6.65	September
Jan 2013 – Dec 2013	5,000	\$6.66	September
Jan 2013 – Dec 2013	6,000	\$7.00	September
Crude Oil			
	Bbls / day	Per Bbl	
Jan 2013 – Dec 2013	500	\$77.85	August
Jan 2010 – Dec 2010	500	\$73.15	September
Jan 2011 – Dec 2011	500	\$76.50	September
Jan 2013 – Dec 2013	500	\$77.00 / \$103.10	October
Jan 2014 – Sep 2014	1,000	\$88.65	October

- ▶ Assuming 2010 – 2013 production equals the midpoint of 2009 production guidance (6,300 Mboe) and oil production comprises 46% of total production, the Partnership is hedged as follows:

	<u>Oil</u>	<u>Gas</u>	<u>Total</u>
2010	89%	85%	87%
2011	77%	75%	76%
2012	63%	69%	66%
2013	50%	48%	49%

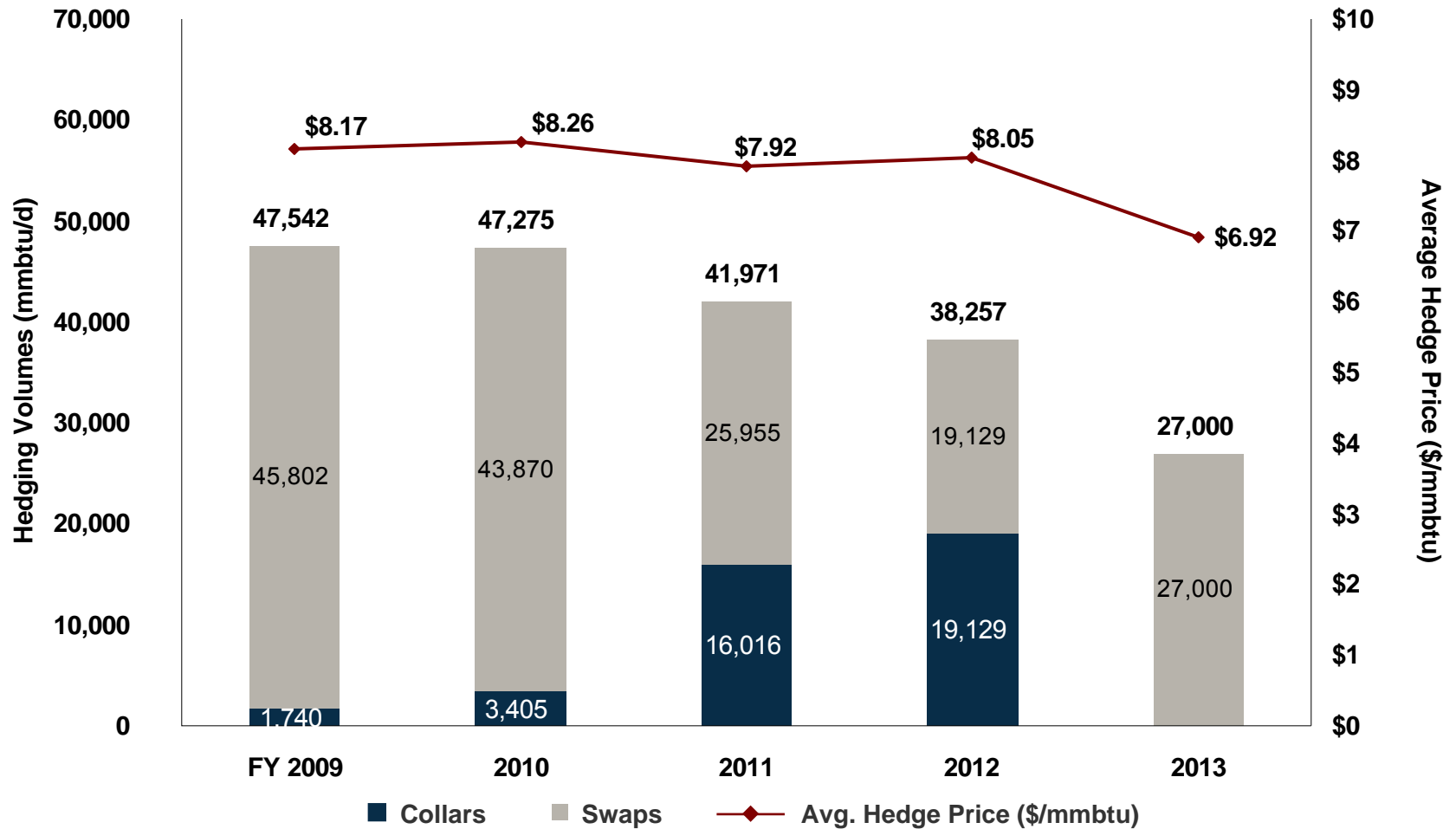
Commodity Price Protection – Oil



89% of 2010 oil production hedged; upside participation in ~31% of 2010 oil production

Note: Assumes 2010 production equals the midpoint of 2009 production guidance levels (6,300 Mboe) and oil production comprises 46% of total production.

Commodity Price Protection - Gas



85% of 2010 gas production hedged; upside participation in ~15% of 2010 gas production

Note: Assumes 2010 production equals the midpoint of 2009 production guidance levels (6,300 Mboe) and gas production comprises 54% of total production.

2009 Guidance (As Updated Aug. 10, 2009)



(\$ in 000s)	FY 2009 Guidance		
Total Production (Mboe)	6,100	-	6,500
Production Mix:			
Oil Production %		46%	
Gas Production %		54%	
Average Price Differential %:			
Oil Price Differential %	84%	-	86%
Gas Price Differential %	100%	-	102%
Operating Costs / BOE ⁽¹⁾⁽²⁾⁽³⁾	\$16.75	-	\$19.25
Production Taxes as Percentage of Oil and Gas Revenue	6.0%	-	6.5%
G&A (Excl. Unit Based Compensation) ⁽⁴⁾	\$23,000	-	\$25,000
Cash Interest Expense ⁽⁵⁾	\$32,000	-	\$34,000
Total Capital Expenditures ^{(6)(7)**}		\$32,000	
Adjusted EBITDA ⁽⁸⁾	\$178,000		\$196,000

** Note: Increased to \$32 million per the August 10, 2009 2nd quarter 2009 earnings press release.

2009 Guidance Footnotes (As Updated)



1. Operating Costs include lease operating costs, processing fees and transportation expense. Expected transportation expense totals approximately \$4 million in 2009, largely attributable to our Florida production. Excluding transportation expense, our estimated operating costs range per boe is approximately \$16.25 - \$18.50.
2. Operating Costs are based on flat \$40 per barrel WTI crude oil and \$4 per Mcfe natural gas price levels for 2009. Operating costs generally move with commodity prices but do not typically increase or decrease as rapidly as commodity prices. Based on the expectations for commodity prices above, operating costs are expected to decline throughout the year and are generally expected to be approximately 20% higher in the first quarter of 2009 as compared to the fourth quarter of 2009.
3. Going forward, the Partnership will classify as operating expenses certain costs related to regional operations that were previously categorized as General and Administrative expenses. This approach is consistent with industry practice and with the treatment of these expenses by the prior operator of our largest group of assets. Operating costs now include approximately \$10.1 million of these expenses with a corresponding reduction to General and Administrative expense.
4. Due to the timing of certain audit, tax, legal, severance, advisory and other professional services being performed for the Partnership, the Partnership estimates that approximately 55% of the projected annual general and administrative expense should be incurred in the first half of 2009. While the Partnership anticipates that a significant portion of the expenses related to litigation against the Partnership brought by Quicksilver Resources will be covered by insurance, General and Administrative expenses shown here do not include any expense which may be incurred by the Partnership in defending itself from Quicksilver's actions not covered by insurance.
5. The Partnership typically borrows on a 1-month LIBOR basis, plus an applicable spread. Estimated cash interest expense assumes a 1-month LIBOR rate of 2% and includes the impact of interest rate swaps covering approximately \$400 million of borrowings at a weighted average swap rate of 3.57%. Our resulting estimated 2009 weighted average LIBOR rate is 2.93%.
6. Total Capital Expenditures assumes actual amounts budgeted to be spent in 2009 for Development and Mandatory capital expenditures.
7. Total Capital Expenditures for 2009 are less than historical and current estimates for Maintenance and Mandatory Capital Expenditures which we define as the estimated amount of investment in capital projects and mandatory spending on existing facilities and operations needed to hold production approximately constant for the period.
8. Assuming the high and low range of our guidance, Adjusted EBITDA is expected to range between \$178 million and \$196 million, and is comprised of estimated net income between \$278 million and \$298 million, less unrealized gain on commodity derivative instruments and proceeds from hedge monetization of \$256 million, plus DD&A of \$122 million, plus interest expense between \$32 million (high end of Adjusted EBITDA) and \$34 million (low end of Adjusted EBITDA). Estimated 2009 net income is based on oil prices of \$40 per barrel for WTI crude oil and \$4 per Mcfe for natural gas. No attempt was made to forecast future price strip movements or its potential impact on unrealized gains or losses on commodity derivative instruments or on DD&A rates. Consequently, differences between actual and forecast prices could result in changes to unrealized gains or losses on commodity derivative instruments, DD&A, including potential impairments of long-lived assets, and ultimately, net income.

Investment Highlights



- ▶ High-quality asset base with predictable, long-lived production
- ▶ Experienced management, operating and technical teams
- ▶ Critical mass in large, mature producing basins with geographic, geologic and commodity diversity
 - 2009 production guidance split is approximately 46% oil and 54% natural gas
- ▶ Substantial hedging through 2014 at attractive prices
- ▶ On track to deliver at positive end of guidance ranges
 - Adjusted EBITDA range of \$178 - \$196 million
 - Production trending at high end of 6,100 – 6,500 MBoe range
 - Significant cash flow available for debt reduction
 - LOE, capital and G&A all tracking well within guidance ranges

Committed to MLP model and reinstatement of distributions when leverage has been reduced to acceptable levels

Non-GAAP Financial Measures



Non-GAAP Financial Measures

This press release, and other supplement information, including the reconciliations of certain non-generally accepted accounting principles ("non-GAAP") measures to their nearest comparable generally accepted accounting principles ("GAAP") measures, may be used periodically by management when discussing the Partnership's financial results with investors and analysts and they are also available on the Partnership's website under the Investor Relations tab.

Among the non-GAAP financial measures used are "Adjusted EBITDA" and "cash flow". These non-GAAP financial measures should not be considered as an alternative to GAAP measures, such as net income, operating income, cash flow from operating activities or any other GAAP measure of liquidity or financial performance.

Adjusted EBITDA and cash flow are presented as management believes they provide additional information and metrics relative to the performance of the Partnership's business as well as our ability to meet our debt covenant compliance tests. Adjusted EBITDA and cash flow may not be comparable to similarly titled measures of other publicly traded partnerships or limited liability companies because all companies may not calculate Adjusted EBITDA and cash flow in the same manner.

Adjusted EBITDA Reconciliation

Assuming the high and low range of our guidance, Adjusted EBITDA is expected to range between \$178 million and \$196 million, and is comprised of estimated net income between \$278 million and \$298 million, less unrealized gain on commodity derivative instruments and proceeds from hedge monetization of \$256 million, plus DD&A of \$122 million, plus interest expense between \$32 million (high end of Adjusted EBITDA) and \$34 million (low end of Adjusted EBITDA). Estimated 2009 net income is based on oil prices of \$40 per barrel for WTI crude oil and \$4 per Mcfe for natural gas. No attempt was made to forecast future price strip movements or its potential impact on unrealized gains or losses on commodity derivative instruments or on DD&A rates. Consequently, differences between actual and forecast prices could result in changes to unrealized gains or losses on commodity derivative instruments, DD&A, including potential impairments of long-lived assets, and ultimately, net income.



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