

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:	:	Chapter 11 Case
	:	No. 08-11525 (BLS)
SEMCRUDE, L.P., et al.,	:	Jointly Administered
	:	
Debtors	:	
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BETTINA WHYTE, LITIGATION TRUSTEE,	:	
on behalf of the Litigation Trust,	:	
	:	
Plaintiff,	:	
	:	
v.	:	Adversary No. 09-50189 (BLS)
	:	
Thomas L. Kivisto, Gregory C. Wallace,	:	
Westback Purchasing Co., LLC, Brent Cooper,	:	
Kevin L. Foxx, and Alex G. Stallings,	:	
	:	
Defendants.	:	
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**JOINT MOTION TO AMEND THE BANKRUPTCY COURT’S  
ORDER APPROVING SETTLEMENT AND TO DISMISS APPEAL**

Pursuant to Federal Rule of Bankruptcy Procedure 8013, the plaintiff in this lawsuit, Bettina M. Whyte, as the Trustee of the SemGroup Litigation Trust (“Trust”); the settling defendants, Thomas L. Kivisto, Gregory C. Wallace, Brent Cooper, Kevin L. Foxx, and Alex G. Stallings (collectively, “Settling Defendants”); and the objector, PricewaterhouseCoopers LLP (“PwC”) (all together, “Movants”), hereby jointly move the Court to amend the bankruptcy court’s ordering approving the Trust’s settlement with the Settling Defendants (D.I. 245, hereafter the “Approval Order”) to specify that paragraphs 5 and 7 of the Approval Order do not apply to PwC. The Movants also jointly move to dismiss PwC’s appeal from that Approval Order. In support of this motion, the Movants state:

1. On September 20, 2010, the Trust and the Settling Defendants entered into an agreement to settle the claims asserted in the above-captioned adversary case (the “Settlement Agreement”). That settlement would resolve fully the claims of the Trust against the Settling Defendants.

2. On September 22, 2010, the Trust and the Settling Defendants jointly moved the bankruptcy court to approve the settlement. The Trust and the Settling Defendants also asked the bankruptcy court, as part of that approval, to limit the rights of third parties to sue the Settling Defendants and other Released Parties (as that term is defined in the Settlement Agreement) in the future.

3. PwC is not a party to this lawsuit. However, it is a third party whose rights were arguably addressed by the proposed order submitted with the motion to approve the settlement. As a result, PwC objected to paragraphs 5 and 7 of the proposed order. On November 19, 2010, the bankruptcy court issued the Approval Order approving the settlement, over PwC’s objection. PwC has appealed to this Court.

4. In the interest of efficiency and finality, the Movants have conferred and agreed to exempt PwC from paragraphs 5 and 7 of the Approval Order.

5. Thus, the Movants respectfully request that this Court amend the bankruptcy court’s Approval Order to insert a final numbered paragraph which reads:

Notwithstanding any other provision of this order, paragraphs 5 through 7 of the order shall not apply to PricewaterhouseCoopers LLP in any respect or define any of the Settling Defendants’ rights or liabilities as regards PricewaterhouseCoopers LLP. Nothing in paragraphs 5 through 7 of the order shall: (1) determine or affect PricewaterhouseCoopers LLP’s rights to contribution or indemnification, if any, in any respect; or (2) determine or affect the Settling Defendants’ defenses, if any, to any contribution or

indemnification claims that PricewaterhouseCoopers LLP might assert, in any respect.

6. An amendment of the bankruptcy court's Approval Order in this manner will resolve fully and finally PwC's appeal. A proposed order amending the Approval Order with the language proposed above, and dismissing PwC's appeal, is attached to this motion for the Court's consideration.

Dated: October 7, 2011

Respectfully submitted,



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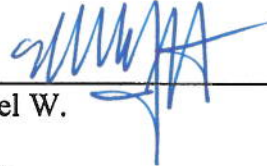


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