

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

IN RE:	:	
	:	
SEMCRUDE, L.P., <i>et al</i>	:	
	:	
_____	:	
PRICewaterhouseCOOPERS LLP,	:	
	:	C.A. No. 11-62 GMS
Appellant,	:	
	:	
v.	:	Bankruptcy Case No. 08-11525
	:	Adversary Case No. 09-50189
BETTINA WHYTE <i>et al.</i> ,	:	BAP 10-108
	:	
Appellees.	:	
	:	

**PROPOSED ORDER
APPROVING JOINT MOTION TO AMEND THE BANKRUPTCY COURT'S ORDER
APPROVING SETTLEMENT AND TO DISMISS APPEAL**

WHEREAS 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”) submitted a Joint Motion to Amend the Bankruptcy Court’s Order Approving the Settelement and to Dismiss Appeal;

WHEREAS this Court has jurisdiction over this matter and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and

WHEREAS the Court has the power to grant the relief sought under Federal Rule of Bankruptcy Procedure 8013 and after due deliberation and sufficient cause appearing:

IT IS HEREBY ORDERED THAT:


1. The Movants’ Motion is GRANTED as set forth herein.

2. The bankruptcy court's Approval Order will be amended by the insertion of 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.

3. PwC's appeal is dismissed with prejudice.

Dated: October 25, 2011
Wilmington, Delaware



THE HONORABLE GREGORY M. SLEET
CHIEF, UNITED STATES DISTRICT JUDGE