

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

	X	
In re:	:	Chapter 11 Case
	:	No. 08-11525 (BLS)
SEMCRUDE, L.P., et al.,	:	Jointly Administered
	:	
Debtors	:	
	X	

**ORDER PURSUANT TO SECTIONS 105(a), 1103(c)(5)
AND 1109(b) OF THE BANKRUPTCY CODE AUTHORIZING
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
SEMCRUDE, L.P., ET AL., TO COMMENCE AND PROSECUTE CERTAIN
ACTIONS ON BEHALF OF THE ESTATES AND FOR RELATED RELIEF**

Upon the Motion dated February 17, 2009 (the "Motion"),¹ of the Official Committee of Unsecured Creditors (the "Committee") of SemCrude, L.P., its parent SemGroup, L.P., and certain direct or indirect subsidiaries of SemGroup, L.P. (collectively, the "Debtors"), for an Order Pursuant to Sections 105(a), 1103(c)(5) and 1109(b) of the Bankruptcy Code for Authority to Commence and Prosecute Certain Actions on Behalf of the Estates and For Related Relief, as more fully described in the Motion; and based on the Declaration of Susheel Kirpalani in Support of the Motion, dated March 9, 2009; and upon the record of proceedings before the Court; and after due deliberation thereon; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors and interest holders; and all parties in interest having had sufficient notice of the Motion and having been heard or having had the opportunity to be heard; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND THAT:

¹ Capitalized terms used but not defined herein shall have the meanings given to them in the Motion.

A. The Committee asserts that meritorious claims and causes of action exist against the Defendants that must be brought in a timely fashion to maximize the value of the estates.

B. The Debtors consent to the Committee prosecuting the Claims and commencing an adversary proceeding by filing the Amended Complaint (as attached to the Response of Official Committee of Unsecured Creditors of SemCrude, L.P., et al., to the Objections of Thomas L. Kivisto, Westback Purchasing Co., LLC, and Vess Oil Corporation to Motion for Authority to Commence and Prosecute Certain Actions on Behalf of the Estates and for Related Relief Pursuant to Sections 105(a), 1103(c)(5) and 1109(b) of the Bankruptcy Code [D.I. 3343] (the "Amended Complaint")).

C. The Debtors' consent is a proper exercise of their fiduciary duties, represents a faithful attempt to coordinate litigation responsibilities with the Committee, and the conferral of standing upon the Committee is in the best interests of the estates, and is necessary and beneficial to the efficient resolution of these bankruptcy cases.

ORDERED, JUDGED AND DECREED THAT:

1. The Motion is hereby granted.
2. The Committee is hereby authorized to commence an action or actions on behalf of the Debtors' estates asserting all claims or causes of action of the Estates included in the Amended Complaint, whether derivative or otherwise, against the Defendants, and to exercise and control in connection with any such action the Debtors' pre-petition evidentiary privileges, including, but not limited to the attorney-client privilege relating in any manner thereto.

3. The filing of the Amended Complaint shall be without prejudice to the Debtors or any party in interest with proper standing prosecuting claims and causes of action not asserted in the Amended Complaint against the Defendants on behalf of the Debtors' estates.

4. This Court shall retain jurisdiction over any matters related to or arising from the Motion or the implementation of this Order.

5. The Committee is a proper party to assert the Claims and prosecute the Amended Complaint on behalf of the Estates.

Dated: Wilmington, Delaware
March 16, 2009



Hon. Brendan L. Shannon
United States Bankruptcy Court