

**IN THE UNITED STATES BANKRUPTCY 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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**STIPULATION CONFERRING STANDING UPON THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS OF SEMCRUDE, L.P., ET AL., PURSUANT TO  
SECTIONS 105(A), 1103(C)(5) AND 1109(B) OF THE BANKRUPTCY CODE  
TO PROSECUTE ADDITIONAL ACTIONS ON BEHALF OF THE ESTATES**

**WHEREAS:**

A. On July 22, 2008, SemCrude, L.P. and certain of its affiliates (collectively, the “Debtors”) filed with this Court voluntary petitions for relief under chapter 11 of title 11 of the United States Code. The Debtors’ chapter 11 cases are being jointly administered pursuant to Rule 1005(b) of the Federal Rules of Bankruptcy Procedure. Each Debtor is continuing to operate its business and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

B. On February 17, 2009, the Committee filed its Motion of Official Committee of Unsecured Creditors of SemCrude, L.P., et al., 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 (the “Standing Motion”).

C. On February 18, 2009, the Committee filed a complaint commencing the adversary proceeding captioned *Official Committee of Unsecured Creditors of SemCrude, L.P., et al., for and on behalf of the Debtors’ Bankruptcy Estates against Thomas L. Kivisto, Gregory C. Wallace, and Westback Purchasing Co., LLC*, Case No. 09-50189-BLS (the “Adversary

Proceeding”), and on March 16, 2009, the Committee filed the First Amended Complaint (the “First Amended Complaint”).

D. On March 16, 2009, this Court granted the Standing Motion authorizing the Committee to prosecute the Adversary Proceeding and entered its 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 (the “Standing Order”).

E. On April 15, 2009, Louis J. Freeh, examiner in these cases, filed the Final Report of Louis J. Freeh, Bankruptcy Court Examiner (the “Examiner Report”).

F. Based on the Examiner Report, the Committee has determined that additional valid, meritorious claims and causes of action (the “Additional Claims”) exist that should be brought in the Adversary Proceeding in a timely fashion to maximize the value of the estates. The Committee has prepared and is ready to file its Second Amended Complaint on behalf of the Debtors’ estates, which adds claims against Thomas L. Kivisto and Gregory C. Wallace and adds as defendants Brent Cooper, Kevin L. Foxx, and Alex G. Stallings, as described in the accompanying motion.

G. The Debtors consent to the Committee filing the Second Amended Complaint and prosecuting the Additional Claims. The Debtors’ consent is a proper exercise of their fiduciary duties and represents a faithful attempt to coordinate litigation responsibilities with the Committee.

**NOW, THEREFORE**, the parties hereto hereby stipulate and agree as follows:

1. The Committee is a proper party and shall be deemed to have standing to assert the Additional Claims and prosecute the Second Amended Complaint on behalf of the Debtors' estates.

2. The conferral of standing upon the Committee is in the best interests of the Debtors' estates and the creditors thereof, and is necessary and beneficial to the efficient resolution of these bankruptcy cases.

3. The terms of the Standing Order shall remain in full force and effect.

4. This Stipulation may be executed in one or more counterparts, each of which shall be deemed an original, and all of which, when taken together, shall constitute one and the same instrument. Facsimile versions of signatures may be relied upon by any party and shall be binding on the respective signor with equal effect as a manually executed counterpart.

5. This Stipulation shall be effective upon the entry of an order by the Court approving the terms hereof.

Dated: May 15, 2009  
Wilmington, Delaware

*/s/ Bonnie Glantz Fatell*

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