

United States Bankruptcy Court
District of Delaware

Name of Debtor (if individual, enter Last, First, Middle): SemCrude, L.P.
Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years: See Attached Schedule 1
All Other Names used by the Joint Debtor in the last 8 years: N/A
Last four digits of Social-Security No./Complete EIN or other Tax-I.D. No. (if more than one, state all): Tax-I.D. No. 73-1477524
Last four digits of Social-Security No./Complete EIN or other Tax-I.D. No. (if more than one, state all): N/A
Street Address of Debtor (No. and Street, City, and State): Two Warren Place, 6120 South Yale Avenue, Suite 700, Tulsa, Oklahoma
Street Address of Joint Debtor (No. and Street, City, and State): N/A
County of Residence or of the Principal Place of Business: Tulsa County
County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address): N/A
Mailing Address of Joint Debtor (if different from street address): N/A
Location of Principal Assets of Business Debtor (if different from street address above): See Attached Schedule 3

Type of Debtor (Form of Organization) (Check one box):
- Individual (includes Joint Debtors) See Exhibit D on page 2 of this form.
- Corporation (includes LLC and LLP)
- Partnership
- [X] Other (If debtor is not one of the above entities, check this box and state type of entity below.) Limited Partnership
Nature of Business (Check one box.):
- Health Care Business
- Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
- Railroad
- Stockbroker
- Commodity Broker
- Clearing Bank
- [X] Other
Tax-Exempt Entity (Check box, if applicable.):
- Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box):
- Chapter 7
- Chapter 9
- [X] Chapter 11
- Chapter 12
- Chapter 13
- Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Nature of Debts (Check one box):
- Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
- [X] Debts are primarily business debts.
Chapter 11 Debtors
Check one box:
- Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- [X] Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
Check if:
- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.
Check all applicable boxes:
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B).

Statistical/Administrative Information
[X] Debtor estimates that funds will be available for distribution to unsecured creditors.
Estimated Number of Creditors (Consolidated with affiliates):
- 1-49
- 50-99
- 100-199
- 200-999
- [X] 1,000-5,000
- 5,001-10,000
- 10,001-25,000
- 25,001-50,000
- 50,001-100,000
- Over 100,000
Estimated Assets (Consolidated with affiliates):
- \$0 to \$50,000
- \$50,001 to \$100,000
- \$100,001 to \$500,000
- \$500,001 to \$1 million
- \$1,000,001 to \$10 million
- \$10,000,001 to \$50 million
- \$50,000,001 to \$100 million
- \$100,000,001 to \$500 million
- \$500,000,001 to \$1 billion
- [X] More than \$1 billion
Estimated Liabilities (Consolidated with affiliates):
- \$0 to \$50,000
- \$50,001 to \$100,000
- \$100,001 to \$500,000
- \$500,001 to \$1 million
- \$1,000,001 to \$10 million
- \$10,000,001 to \$50 million
- \$50,000,001 to \$100 million
- \$100,000,001 to \$500 million
- \$500,000,001 to \$1 billion
- [X] More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): SemCrude, L.P.	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attached Schedule 2		Case Number: Pending	Date Filed: July 22, 2008
District: District of Delaware		Relationship: Affiliates	Judge: Pending
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting rolloff under chapter 11.) NOT APPLICABLE <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B <small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small> NOT APPLICABLE I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b). X Signature of Attorney for Debtor(s) Date	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
NOT APPLICABLE			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property			
NOT APPLICABLE			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

SemCrude, L.P.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.


Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X 
Signature of Attorney for Debtor(s)

Mark D. Collins (No. 2981)
Printed Name of Attorney for Debtor(s)

Richards, Layton & Finger, P.A.
Firm Name

One Rodney Square, Wilmington, DE 19801
Address

(302) 651-7700
Telephone Number

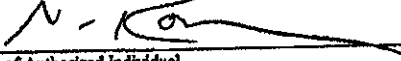
07/22/08
Date

* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X 
Signature of Authorized Individual

Terrence Ronan
Printed Name of Authorized Individual

Authorized Agent
Title of Authorized Individual

07/22/08
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Schedule 1

The Debtor has used the following other names during the previous 8 years, which includes trade names:

- Notti Gathering Company, Inc.
- NOTTI Gathering Company, Inc.
- Dynegy Gathering Services, Inc.
- Dynegy Crude Gathering Services, Inc.
- Seminole Transportation and Gathering, Inc.
- Seminole Transportation & Gathering, Limited Partnership
- STG
- SemCrude, Limited Partnership
- Seminole Transportation and Gathering, L.P.
- Seminole Transportation and Gathering, Limited Partnership

PENDING BANKRUPTCY CASES CONCURRENTLY FILED BY THIS DEBTOR AND AFFILIATED DEBTORS IN THE UNITED STATES BANKRUPTCY COURT, DISTRICT OF DELAWARE

District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
SemKan, L.L.C.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
SemManagement, L.L.C.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
SemMaterials Vietnam, L.L.C.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
SemMaterials, L.P.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
SemOperating G.P., L.L.C.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
SemStream, L.P.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
SemTrucking, L.P.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
Steuben Development Company, L.L.C.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Schedule 2

PENDING BANKRUPTCY CASES CONCURRENTLY FILED BY THIS DEBTOR AND AFFILIATED DEBTORS IN THE UNITED STATES BANKRUPTCY COURT, DISTRICT OF DELAWARE		
Name of Debtor:	Case No.	Date Filed:
SemCrude, L.P.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
Chemical Petroleum Exchange, Incorporated	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
Eaglwing, L.P.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
Grayson Pipeline, L.L.C.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
Greyhawk Gas Storage Company, L.L.C.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
K.C. Asphalt L.L.C.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
SemCanada II, L.P.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending
Name of Debtor:	Case No.	Date Filed:
SemCanada L.P.	08-_____()	July 22, 2008
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

PENDING BANKRUPTCY CASES CONCURRENTLY FILED BY THIS DEBTOR AND AFFILIATED DEBTORS IN THE UNITED STATES BANKRUPTCY COURT, DISTRICT OF DELAWARE		
Name of Debtor: SemCrude Pipeline, L.L.C.	Case No. 08-_____()	Date Filed: July 22, 2008
District: District of Delaware	Relationship: Affiliate	Judge: Pending
Name of Debtor: SemFuel Transport LLC	Case No. 08-_____()	Date Filed: July 22, 2008
District: District of Delaware	Relationship: Affiliate	Judge: Pending
Name of Debtor: SemFuel, L.P.	Case No. 08-_____()	Date Filed: July 22, 2008
District: District of Delaware	Relationship: Affiliate	Judge: Pending
Name of Debtor: SemGas Gathering LLC	Case No. 08-_____()	Date Filed: July 22, 2008
District: District of Delaware	Relationship: Affiliate	Judge: Pending
Name of Debtor: SemGas Storage, L.L.C.	Case No. 08-_____()	Date Filed: July 22, 2008
District: District of Delaware	Relationship: Affiliate	Judge: Pending
Name of Debtor: SemGas, L.P.	Case No. 08-_____()	Date Filed: July 22, 2008
District: District of Delaware	Relationship: Affiliate	Judge: Pending
Name of Debtor: SemGroup Asia, L.L.C.	Case No. 08-_____()	Date Filed: July 22, 2008
District: District of Delaware	Relationship: Affiliate	Judge: Pending
Name of Debtor: SemGroup Finance Corp.	Case No. 08-_____()	Date Filed: July 22, 2008
District: District of Delaware	Relationship: Affiliate	Judge: Pending
Name of Debtor: SemGroup, L.P.	Case No. 08-_____()	Date Filed: July 22, 2008

On the date hereof, each of the affiliated entities listed above (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Court"). A motion will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

Schedule 3

Location of Principal Assets Business Debtor

SemCrude, L.P.
11501 South I-44 Service Road
Oklahoma City, OK 73173

SemCrude, L.P.
723 North Birge
Dumas, TX 79029

SemCrude, L.P.
297 River Road
Lake Arthur, LA 70549

SemCrude, L.P.
400 North Woodlawn, Suite 1
Wichita, KS 67208

SemCrude, L.P.
3050 Post Oak Boulevard, Suite 1500
Houston, TX 77056-6527

SemCrude, LP.
160 Old Spanish Trail
Gibson, LA 70356

SEMOPERATING G.P., L.L.C.
CONSENT OF ALL THE MEMBERS OF
THE MANAGEMENT COMMITTEE

The undersigned, being all of the members of the management committee of SemOperating G.P., L.L.C., an Oklahoma limited liability company, do hereby consent to the adoption of the resolutions attached hereto as Exhibit A pursuant to the Oklahoma Limited Liability Company Act, Okla. Stat. tit. 18 § 2000 *et seq.*

This Consent may be executed in one or more counterparts, each of which shall be an original and all of which shall constitute but one and the same document.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of July 21, 2008.


Thomas L. Kivisto


Gregory C. Wallace

Exhibit A

[attached]

RESOLUTIONS OF ALL THE MEMBERS OF
THE MANAGEMENT COMMITTEE OF
SEMOPERATING G.P., L.L.C.

WHEREAS, SemOperating G.P., L.L.C., an Oklahoma limited liability company ("General Partner"), is the sole general partner of each of SemCrude, L.P., a Delaware limited partnership ("SemCrude"), Eaglwing, L.P., an Oklahoma limited partnership ("Eaglwing"), SemStream, L.P., a Delaware limited partnership ("SemStream"), SemFuel, L.P., a Texas limited partnership ("SemFuel"), SemGas, L.P., an Oklahoma limited partnership ("SemGas"), SemCanada, L.P., an Oklahoma limited partnership ("SemCanada"), SemCanada II, L.P., an Oklahoma limited partnership ("SemCanada II"), SemMaterials, L.P., an Oklahoma limited partnership ("SemMaterials"), and SemTrucking, L.P., an Oklahoma limited partnership ("SemTrucking"), and the sole general partner of the sole member of each of SemKan, L.L.C., an Oklahoma limited liability company ("SemKan"), SemGas Storage, L.L.C., an Oklahoma limited liability company ("SemGas Storage"), SemGas Gathering, L.L.C., an Oklahoma limited liability company ("SemGas Gathering"), Greyhawk Gas Storage Company, L.L.C., a Delaware limited liability company ("Greyhawk"), K. C. Asphalt, L.L.C., a Colorado limited liability company ("K. C. Asphalt"), SemFuel Transport LLC, a Wisconsin limited liability company ("SemFuel Transport"), SemMaterials Vietnam, L.L.C., an Oklahoma limited liability company ("SemMaterials Vietnam"), Grayson Pipeline, L.L.C., an Oklahoma limited liability company ("Grayson"), and SemCrude Pipeline, L.L.C., a Delaware limited liability company ("SemCrude Pipeline"), and the sole general partner of the sole member of Steuben Development Company, L.L.C., a Delaware limited liability company ("Steuben"), and the sole member of SemGroup Asia, L.L.C., a Delaware limited liability company ("SemGroup Asia", SemCrude, Eaglwing, SemStream, SemFuel, SemGas, SemCanada, SemCanada II, SemMaterials, SemTrucking, SemKan, SemGas Storage, SemGas Gathering, Greyhawk, K. C. Asphalt, SemFuel Transport, SemMaterials Vietnam, Grayson, SemCrude Pipeline, Steuben, and SemGroup Asia being referred to herein collectively as "Companies" and each individually as a "Company").

WHEREAS, all the members of the management committee of General Partner have determined that it is desirable and in the best interests of the General Partner, the Companies and their creditors, employees, and other interested parties that a petition be filed by the General Partner and each of the Companies, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

NOW, THEREFORE, BE IT

RESOLVED, that the officers listed on Attachment A hereto and any other person designated and so authorized to act (each, an "Authorized Officer") of the General Partner be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the General Partner, in its own capacity and in its capacity as sole general partner of SemCrude, Eaglwing, SemStream, SemFuel, SemGas, SemCanada, SemCanada II, SemMaterials, SemTrucking, and in its capacity as sole general partner of the sole member of SemKan, SemGas Storage, SemGas Gathering, Greyhawk, K. C. Asphalt, SemFuel Transport, SemMaterials

Vietnam, Grayson, SemCrude Pipeline, and in its capacity as the sole general partner of the sole member of Steuben, and in its capacity as the sole member of SemGroup Asia, to execute and verify the petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") at such time as the Authorized Officer executing the petition shall determine; and it is further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, be, and hereby is, employed as attorneys for the General Partner and each of the Companies under a general retainer in this chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the law firm of Hall, Estill, Hardwick, Gable, Golden & Nelson, P.C., be and hereby is, employed as general corporate counsel for the General Partner and each of the Companies under a general retainer in this chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the law firm of Richards, Layton & Finger, P.A., be, and hereby is, employed as local counsel for the General Partner and each of the Companies under a general retainer in this chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the firm of Blackstone Group L.P., be, and hereby is, employed to provide financial advisory services for the General Partner and each of the Companies, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the firm of AP Services, LLC, be, and hereby is, employed to provide crisis management services for the General Partner and each of the Companies, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that any Authorized Officer be, and hereby is, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with the General Partner's and each of the Companies' chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that in connection with the commencement of the chapter 11 case, any Authorized Officer be, and hereby is, authorized, empowered, and directed to negotiate the use of cash collateral and to negotiate, execute, and deliver a debtor-in-possession loan facility and exit loan facilities (including, in connection therewith, such notes, security agreements and other agreements or instruments as such Authorized Officer considers appropriate) on the terms and conditions such Authorized Officer executing the same may consider necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument, or document to be executed and delivered by or on behalf of the General Partner, in its own capacity and in its capacity as sole general partner of SemCrude, Eaglwing, SemStream, SemFuel, SemGas, SemCanada, SemCanada II, SemMaterials, SemTrucking, and in its capacity as sole general partner of the sole member of SemKan, SemGas Storage, SemGas Gathering,

Greyhawk, K. C. Asphalt, SemFuel Transport, SemMaterials Vietnam, Grayson, SemCrude Pipeline, and in its capacity as the sole general partner of the sole member of Steuben, and in its capacity as the sole member of SemGroup Asia, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and it is further

RESOLVED, that any Authorized Officer and such other officers of the General Partner as the Authorized Officers shall designate from time to time, and any employees or agents (including counsel) designated by or directed by any such officers be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the General Partner, in its own capacity and in its capacity as sole general partner of SemCrude, Eaglwing, SemStream, SemFuel, SemGas, SemCanada, SemCanada II, SemMaterials, SemTrucking, and in its capacity as sole general partner of the sole member of SemKan, SemGas Storage, SemGas Gathering, Greyhawk, K. C. Asphalt, SemFuel Transport, SemMaterials Vietnam, Grayson, SemCrude Pipeline, and in its capacity as the sole general partner of the sole member of Steuben, and in its capacity as the sole member of SemGroup Asia, to cause the General Partner, on its behalf and on behalf of each Company, to negotiate, enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, assignments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of any such officer shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the General Partner's and each Company's businesses; and it is further

RESOLVED, that each Authorized Person, and such other officers of the General Partner as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the General Partner, in its own capacity and in its capacity as sole general partner of SemCrude, Eaglwing, SemStream, SemFuel, SemGas, SemCanada, SemCanada II, SemMaterials, SemTrucking, and in its capacity as sole general partner of the sole member of SemKan, SemGas Storage, SemGas Gathering, Greyhawk, K. C. Asphalt, SemFuel Transport, SemMaterials Vietnam, Grayson, SemCrude Pipeline, and in its capacity as the sole general partner of the sole member of Steuben, and in its capacity as the sole member of SemGroup Asia, as the case may be, to (and any such actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects): (i) negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments and assignments thereof as may be required or as such officers deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the General Partner, in its own capacity and in its capacity as sole general partner of SemCrude, Eaglwing, SemStream, SemFuel, SemGas, SemCanada, SemCanada II, SemMaterials, SemTrucking, and in its capacity as sole general partner of the sole member of SemKan, SemGas Storage, SemGas Gathering, Greyhawk, K. C. Asphalt, SemFuel Transport, SemMaterials Vietnam, Grayson, SemCrude Pipeline, and in its capacity as the sole general partner of the sole member of Steuben, and in its capacity as the sole member of SemGroup Asia, as the case may be, in such form and substance as such officers may approve, together with such changes and amendments to any of the terms and conditions thereof as such officers may approve, with the execution and delivery thereof on