

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

SEMCRUDE, L.P., *et al.*,

Debtors.

VESS OIL CORPORATION,
Plaintiff,

v.

SEMGROUP, L.P. and EAGLWING, L.P.,

Defendants.

Chapter 11

Case No. 08-11525 (BLS)
Jointly Administered

Adversary Proceeding

No. 08-51142 (BLS)

**STIPULATION REGARDING PLAINTIFF'S EMERGENCY MOTION
FOR A TEMPORARY RESTRAINING ORDER AND PRELIMINARY
INJUNCTION, AND DEFENSES ASSERTABLE BY DEFENDANTS**

WHEREAS, on or about August 6, 2008, Vess Oil Corporation ("Vess"), the above-captioned plaintiff, filed a *Complaint for (i) Declaratory Relief and (ii) an Order Directing Turnover of Non-Estate Property* [Adv. Docket No. 1] (the "Complaint"), which commenced the above-captioned adversary proceeding, and contemporaneously therewith filed an *Emergency Motion for a Temporary Restraining Order and Preliminary Injunction* [Adv. Docket No. 5] (the "Motion");

WHEREAS, thereafter, Vess and SemGroup, L.P. and EaglWing, L.P. (collectively, the "Debtors"), the above-captioned defendants, reached certain agreements regarding the Motion and regarding defenses that the Debtors could assert within the above-captioned adversary proceeding;

WHEREAS, Vess and the Debtors submitted to the Court on September 26, 2008 a proposed Stipulation and Scheduling Order (the "Scheduling Order"), which set an expedited

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hearing schedule proposing a trial on the claims in the Complaint within 180 days of August 21, 2008; and

WHEREAS, Vess and the Debtors have agreed to put their agreements in a stipulation to be filed with the Court;

NOW, THEREFORE, in consideration of the foregoing, the parties hereto stipulate and agree that:

1. Vess' rights, if any, as they relate to Vess' actions for declaratory relief and for turnover as asserted in the Complaint shall be evaluated as of August 6, 2008 – the date the Complaint and the Motion were filed (on the theory that as of that date, the Debtors were on notice) – and the Debtors shall not be able to assert a defense of commingling/use based on any such commingling/use after August 6, 2008.

2. To the extent that Vess demonstrates that the Funds (as defined in the Complaint) were deposited with the Debtors, Vess will not be further required to specifically identify the Funds, except to the extent that the Debtors assert a defense of commingling or use prior to or on August 6, 2008.

3. Vess agrees to withdraw the Motion.

4. The parties agree to continue to use reasonable efforts to adhere to the dates provided in the Scheduling Order.

5. The undersigned represent that they are duly authorized to execute this Stipulation on behalf of their respective clients.

6. This Stipulation may be executed in counterparts, each of which shall be deemed an original document, but all of which constitute a single document.

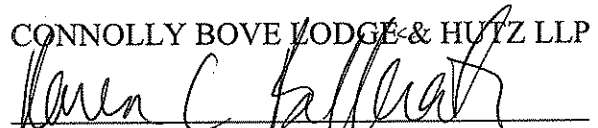
7. This Stipulation shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs, legal representatives, successors and assigns.

8. The Court shall retain exclusive jurisdiction over any matter arising out of or related to this Stipulation.

Dated: September 30, 2008

Respectfully submitted,

CONNOLLY BOVE LODGE & HUTZ LLP



Karen C. Bifferato (DE 3279)

Marc J. Phillips (DE 4445)

The Nemours Building

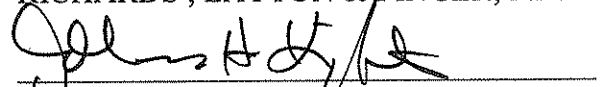
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-and-

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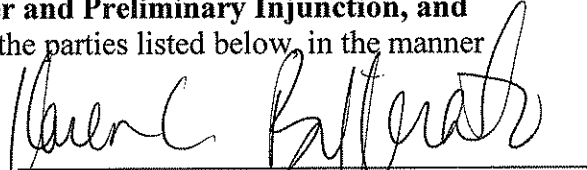
Suite 300

Dallas, TX 75201-6950

(214) 746-7700

CERTIFICATE OF SERVICE

I, Karen C. Bifferato, hereby certify that on the 1st day of October, 2008, I served a true and correct copy of the foregoing **Stipulation Regarding Plaintiff's Emergency Motion for Temporary Restraining Order and Preliminary Injunction, and Defenses Assertable by Defendants** upon the parties listed below, in the manner indicated below.


Karen C. Bifferato (No. 3279)

VIA HAND DELIVERY

John H. Knight, Esquire
L. Catherine Good, Esquire
Richards, Layton & Finger, P.A.
One Rodney Square
Wilmington, DE 19801

VIA FACSIMILE AND FIRST CLASS U.S. MAIL

Martin A. Sosland, Esquire
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767 Fifth Avenue
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File a Motion:08-51142-BLS Vess Oil Corporation v. SemGroup, L.P. and Eaglwing, L.P.

Type: ap

Office: 1 (Delaware)

Lead Case: 08-11525-BLS

Judge: BLS

Case Flag: SVCDue, NONPREF

U.S. Bankruptcy Court**District of Delaware**

Notice of Electronic Filing

The following transaction was received from Bifferato, Karen C entered on 10/1/2008 at 10:45 AM EDT and filed on 10/1/2008

Case Name: Vess Oil Corporation v. SemGroup, L.P. and Eaglwing, L.P.**Case Number:** 08-51142-BLS**Document Number:** 9**Docket Text:**

Stipulation Regarding Plaintiff's Emergency Motion for Temporary Restraining Order and Preliminary Injunction, and Defenses Assertable by Defendants Between Vess Oil Corporation and SemGroup, L.P. and Eaglwing, L.P.. Filed by Vess Oil Corporation. (Attachments: # (1) Certificate of Service) (Bifferato, Karen)

The following document(s) are associated with this transaction:

Document description:Main Document**Original filename:**C:\Documents and Settings\mew\Desktop\Vess Oil SemCrude Stipulation.pdf**Electronic document Stamp:**

[STAMP bkecfStamp_ID=983460418 [Date=10/1/2008] [FileNumber=6620213-0]
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Document description:Certificate of Service**Original filename:**C:\Documents and Settings\mew\Desktop\Vess Oil SemCrude Stipulation COS.pdf**Electronic document Stamp:**

[STAMP bkecfStamp_ID=983460418 [Date=10/1/2008] [FileNumber=6620213-1]
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08-51142-BLS Notice will be electronically mailed to:

Karen C Bifferato kbifferato@cblh.com

Marc J. Phillips mphillips@cblh.com

Christina Maycen Thompson cthompson@cblh.com

08-51142-BLS Notice will not be electronically mailed to:

SemGroup, L.P. and Eaglwing, L.P.

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