

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

In re:)	Chapter 11
)	
SEMCRUDE, L.P., et al.,¹)	Case No. 08-11525 (BLS)
)	(Jointly Administered)
Debtors.)	
<hr style="width:30%; margin-left:0;"/>)	
ALON USA, LP)	
)	Adv Pro No.: 08-51107 (BLS)
Plaintiff,)	
)	
v.)	
)	
SEMMATERIALS, L.P.)	
)	
Defendant.)	
)	

**AMENDED NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON JULY 31, 2008 AT 10:00 A.M.**

CONTESTED MATTERS

1. Debtors' Motion for Authorization to (i) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363(c), (ii) Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361 and 363, and (iii) Schedule a Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) [Docket No. 18 - filed July 22, 2008]

Interim Objection Deadline: July 30, 2008 at 12:00 p.m.

Objections/Responses Received:

- A. Limited Objection of the US Term Lender Group to Debtors' Motion for Authorization to (i) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363(c), (ii)

¹ The Debtors in these chapter 11 cases, along with the last four (4) digits of each Debtor's federal tax identification number, are: SemCrude, L.P. (7524), Chemical Petroleum Exchange, Incorporated (8866), Eaglwing, L.P. (7243), Grayson Pipeline, L.L.C. (0013), Greyhawk Gas Storage Company, L.L.C. (4412), K.C. Asphalt L.L.C. (6235), SemCanada II, L.P. (3006), SemCanada L.P. (1091), SemCrude Pipeline, L.L.C. (9811), SemFuel Transport LLC (6777), SemFuel, L.P. (1015), SemGas Gathering LLC (4203), SemGas Storage, L.L.C. (0621), SemGas, L.P. (1095), SemGroup Asia, L.L.C. (5852), SemGroup Finance Corp. (3152), SemGroup, L.P. (2297), SemKan, L.L.C. (8083), SemManagement, L.L.C. (0772), SemMaterials Vietnam, L.L.C. (5931), SemMaterials, L.P. (5443), SemOperating G.P., L.L.C. (5442), SemStream, L.P. (0859), SemTrucking, L.P. (5355), and Steuben Development Company, L.L.C. (9042).



Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361 and 363, and (iii) Schedule a Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) [Docket No. 40 - filed July 23, 2008]

- B. Supplemental Brief in Support of the Limited Objection of the US Term Lender Group to Debtors' Motion for Authorization to (i) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363(c), (ii) Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361 and 363, and (iii) Schedule a Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) [Docket No. 131 - filed July 28, 2008]
- C. **Response of TransMontaigne Partners L.P. to Debtors' Motion, *Inter Alia*, to Use Cash Collateral [Docket No. 188 - filed July 30, 2008]**
- D. **Limited Objection of Alon USA, LP to (I) Debtors' Motion for Authorization to Utilize Cash Collateral and (II) Debtors' Emergency Motion for Secured Postpetition Financing [Docket No. 191 - filed July 30, 2008]**
- E. **Debtors' Response to the Supplemental Brief Filed in Support of the Limited Objection of the US Term Lender Group to Debtors' Motion for Authorization to (i) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363(c), (ii) Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361 and 363, and (iii) Schedule a Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) [Docket No. 194 - filed July 30, 2008]**
- F. **Objection of Prima Exploration, Inc. to Debtors' Motion for Authorization to (i) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363(c), (ii) Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361 and 363, and (iii) Schedule Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) [Docket No. 200 - filed July 30, 2008]**
- G. **Response of Bank of America, N.A., as Administrative Agent, to Supplemental Brief in Support of Limited Objection of US Term Lender Group to Debtors' Motion for Authorization to Utilize Cash Collateral and for Related Relief [Docket No. 202 - filed July 30, 2008]**
- H. **Objection of LCS Production Company, Star Production, Inc., Southlake Exploration, Inc, Spalding Energy, Inc., B L Oil Company, Inc., Bell Energy and Tracker Mineral, LLC to (I) Debtors' Motion for Authorization to (i) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363(c), (ii) Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361 and 363, and (iii) Schedule Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) and (II) Debtors' Emergency Motion (A) for Authorization to (i) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (ii) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (iii) Grant Priming Liens, Security Interests and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (iv) Provide Adequate Protection to Prepetition**

Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (B) Schedule a Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 224 - filed July 30, 2008]

- I. **Cardinal Engineering, Inc.’s Limited Objection to (A) Debtors’ Motion for Authorization to (i) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363(c), (ii) Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361 and 363, and (iii) Schedule Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) and (B) Debtors’ Emergency Motion (a) for Authorization to (i) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (ii) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (iii) Grant Priming Liens, Security Interests and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (iv) Provide Adequate Protection to Prepetition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (b) Schedule a Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 231 - filed July 30, 2008]**

- J. **Joinder of CHS, Inc. to Limited Objection of Alon, USA, LP to (I) Debtors’ Motion for Authorization to Utilize Cash Collateral and (II) Debtors’ Emergency Motion for Secured Postpetition Financing [Docket No. 235 - filed July 30, 2008]**

- K. **Limited Objection of JMA Energy Company, LLC and LCS Production Co. to Debtors’ Motion for Authorization to (I) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363(c) (II) Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361 and 363, and (III) Schedule Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) and Debtors’ Emergency Motion (A) for Authorization to (I) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (II) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (III) Grant Priming Liens, Security Interests and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (IV) Provide Adequate Protection to Prepetition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (B) Schedule a Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 237 - filed July 30, 2008]**

Related Documents:

- a. Interim Order (I) Authorizing Debtors’ Limited Use of Cash Collateral, (II) Granting Replacement Liens, Adequate Protection and Administrative Expense Priority to Certain Pre-Petition Secured Parties and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 64 - filed July 23, 2008]

- b. Notice of Entry of Interim Order and Final Hearing² [Docket No. 107 - filed July 25, 2008]

² Pursuant to the Court’s directive, a conformed copy of the interim cash collateral order was filed and served with the Notice of Entry of Interim Order and Final Hearing.

c. Certification of Counsel (re: budget) [Docket No. 108 - filed July 25, 2008]

Status: The hearing on this matter is going forward.

2. Debtors' Emergency Motion (A) for Authorization to (i) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (i) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (iii) Grant Priming Liens, Security Interests, and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (iv) Provide Adequate Protection to Prepetition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (B) Schedule a Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 143 - filed July 28, 2008]

Objection Deadline: July 30, 2008 at 4:00 p.m.

Objections/Responses Received:

- A. **Limited Objection of Alon USA, LP to (I) Debtors' Motion for Authorization to Utilize Cash Collateral and (II) Debtors' Emergency Motion for Secured Postpetition Financing [Docket No. 191 - filed July 30, 2008] See Agenda Item ID**
- B. **Objection of RZB Finance LLC to Debtors' Emergency Motion (A) For Authorization to (I) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (II) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (III) Grant Priming Liens, Security Interest, and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c); And (IV) Provide Adequate Protection to Prepetition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364 and (B) Schedule a Final Hearing Pursuant To Bankruptcy Rule 4001(c) [Docket No. 205 - filed July 30, 2008]**
- C. **Response and Limited Objection of Ad Hoc Committee of Unsecured Creditors Holding Senior Notes to Debtors' Emergency Motion to Obtain Postpetition Financing, Utilize Cash Collateral, Grant Priming Liens and Superpriority Claims, Provide Adequate Protection to Prepetition Secured Lenders and Schedule Final Hearing [Docket No. 207 - filed July 30, 2008]**
- D. **Objection of Central Crude Corporation and Certain Affiliates to Debtors' Emergency Motion (A) for Authorization to (I) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (II) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (III) Grant Priming Liens, Security Interest, and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (IV) Provide Adequate Protection to Prepetition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (B) Schedule a Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 211 - filed July 30, 2008]**
- E. **Preliminary Limited Objection of the US Term Lender Group to Debtors' Emergency Motion (A) For Authorization to (i) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (ii) Utilize Cash Collateral Pursuant**

to 11 U.S.C. § 363; (iii) Grant Priming Liens, Security Interest, and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (iv) Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (B) Schedule a Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) [Docket No. 212 - filed July 30, 2008]

- F. **Objection of Murfin Drilling Company, Inc., Vess Oil Corporation, LD Drilling, Inc., Davis Petroleum, Inc., and Rama Operating Co., to Debtors' Emergency Motion (A) for Authorization to (I) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (II) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (III) Grant Priming Liens, Security Interest, and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (IV) Provide Adequate Protection to Prepetition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (B) Schedule a Final Hearing Pursuant To Bankruptcy Rule 4001 [Docket No. 213 - filed July 30, 2008]**
- G. **Objection of LCS Production Company, Star Production, Inc., Southlake Exploration, Inc, Spalding Energy, Inc., B L Oil Company, Inc., Bell Energy and Tracker Mineral, LLC to (I) Debtors' Motion for Authorization to (i) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363(c), (ii) Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361 and 363, and (iii) Schedule Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) and (II) Debtors' Emergency Motion (A) for Authorization to (i) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (ii) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (iii) Grant Priming Liens, Security Interests and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (iv) Provide Adequate Protection to Prepetition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (B) Schedule a Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 224 - filed July 30, 2008] *See Agenda Item No. 1H***
- H. **Limited Response of Merrill Lynch Capital Corporation and Merrill Lynch Commodities, Inc. to Debtors' Emergency Motion (A) for Authorization to (i) Obtain Post-Petition Financing Pursuant to 11 U.S.C. § 364; (ii) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (iii) Grant Priming Liens, Security Interest, and Superpriority Claims to Post-Petition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (iv) Provide Adequate Protection to Pre-Petition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364 and (B) Schedule a Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 227 - filed July 30, 2008]**
- I. **Objection of Samson Resources Company et al. to (1) the Granting of Any Lien, Encumbrance, or Security Interest in Proceeds of Oil Production to the Extent Requested by Debtors' Emergency Motion for Authorization to (1) Obtain Post-Petition Financing Pursuant to 11 U.S.C. § 364; (2) Utilize Cash**

Collateral Pursuant to 11 U.S.C. § 363, (3) Grant Priming Liens, Security Interest, and Superpriority Claims to Post-Petition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (4) Provide Adequate Protection to Pre-Petition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364 and Brief In Support Thereof [Docket No. 228 - filed July 30, 2008]

- J. **Williams Companies' Limited Response to Debtors' Motion for Authorization to (I) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (II) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (III) Grant Priming Liens, Security Interest, and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (IV) Provide Adequate Protection to Prepetition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (V) Schedule a Final Hearing Pursuant to Fed. R. Bankr. P. 4001 [Docket No. 229 - filed July 30, 2008]**

- K. **Cardinal Engineering, Inc.'s Limited Objection to (A) Debtors' Motion for Authorization to (i) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363(c), (ii) Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361 and 363, and (iii) Schedule Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) and (B) Debtors' Emergency Motion (a) for Authorization to (i) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (ii) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (iii) Grant Priming Liens, Security Interests and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (iv) Provide Adequate Protection to Prepetition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (b) Schedule a Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 231 - filed July 30, 2008] *See Agenda Item No. 11***

- L. **Objection of Prima Exploration, Inc. to Debtors' Emergency Motion (A) for Authorization to (I) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (II) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (III) Grant Priming Liens, Security Interest, and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (IV) Provide Adequate Protection to Prepetition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (B) Schedule a Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) [Docket No. 233 - filed July 30, 2008]**

- M. **Joinder of CHS, Inc. to Limited Objection of Alon, USA, LP to (I) Debtors' Motion for Authorization to Utilize Cash Collateral and (II) Debtors' Emergency Motion for Secured Postpetition Financing [Docket No. 235 - filed July 30, 2008] *See Agenda Item No. 11***

- N. **Limited Objection of JMA Energy Company, LLC and LCS Production Co. to Debtors' Motion for Authorization to (I) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363(c) (II) Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361 and 363, and (III) Schedule Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) and Debtors' Emergency**

Motion (A) for Authorization to (I) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (II) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (III) Grant Priming Liens, Security Interests and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (IV) Provide Adequate Protection to Prepetition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (B) Schedule a Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 237 - filed July 30, 2008] See Agenda Item No. 1K

- O. Veenker Resources, Inc.'s Objection to the Debtors' Emergency Motion (A) for Authorization to (I) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (II) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (III) Grant Priming Liens, Security Interests and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (IV) Provide Adequate Protection to Prepetition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (B) Schedule a Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 238 - filed July 30, 2008]**
- P. Limited Objection of General Electric Capital Corporation to Debtors' Emergency Motion for Authorization to Obtain Postpetition Financing [Docket No. 240 - filed July 30, 2008]**
- Q. Objection of New Dominion, L.L.C. to Debtors' Emergency Motion (A) for Authorization to (I) Obtain Postpetition Financing Pursuant to 11 U.S.C. § 364; (II) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (III) Grant Priming Liens, Security Interests and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. § 364(c) and (d); (IV) Provide Adequate Protection to Prepetition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (B) Schedule a Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 243 - filed July 30, 2008]**

Related Documents:

- a. Notice of Filing of Draft Debtor in Possession Credit Agreement [Docket No. 206 - filed July 30, 2008]**
- b. Declaration of Angela Lau Pursuant to Federal Rule of Evidence 902(11) [Docket No. 241 - filed July 30, 2008]**
- c. Certification of Counsel (re: budget) [Docket No. 246 - filed July 30, 2008]**

Status: The hearing on this matter is going forward.

- 3. Motion of Bominflot Atlantic, L.L.C. for Relief from the Automatic Stay or, in the Alternative, for Adequate Protection [Docket No. 110 - filed July 25, 2008]**

Objection Deadline: **August 4, 2008 at 12:00 p.m. (to be requested)**

Objections/Responses Received: **None to date**

Related Documents:

- a. **Motion of Bominflot Atlantic, L.L.C. for an Order Shortening Notice on Motion for Relief From the Automatic Stay or, in the Alternative, for Adequate Protection and Granting Expedited Hearing Thereon [Docket No. 142 - filed July 28, 2008]**

Status: **The Movant will seek to adjourn this matter until the August 5, 2008 hearing at 11:00 a.m., with a corresponding objection deadline of August 4, 2008 at 12:00 p.m.**

4. **Emergency Motion of Alon USA, LP for a Temporary Restraining Order and Preliminary Injunction [Docket No. 6 - filed July 29, 2008]**

Objection Deadline: **August 4, 2008 at 5:00 p.m.**

Objections/Responses Received: **None to date**

Related Documents:

- a. **Complaint Against SemMaterials, L.P. for Reclamation of Goods [Docket No. 1 - filed July 28, 2008]**
- b. **Notice of Hearing [Docket No. 6 - filed July 29, 2008]**

Status: **The hearing on this matter has been continued to August 5, 2008 at 11:00 a.m.**

Dated: July 30, 2008
Wilmington, Delaware

Respectfully submitted,

/s/ John H. Knight

Mark D. Collins (No. 2981)
John H. Knight (No. 3848)
L. Katherine Good (No. 5101)
Cory D. Kandestin (No. 5025)
Maris J. Finnegan (*DE admission pending*)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
Email: collins@rlf.com
knight@rlf.com
good@rlf.com
mfinnegan@rlf.com

-and-

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Harvey R. Miller
Michael P. Kessler

-and-

WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Martin A. Sosland
Sylvia A. Mayer

*Proposed Attorneys for the Debtors and
Debtors-in-Possession*