

EXHIBIT A
(Engagement Letter)

RUSSELL REYNOLDS ASSOCIATES

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April 28, 2009

PERSONAL AND CONFIDENTIAL

Ms. Lynn Toby Fisher
Partner
Kaye Scholer LLP
425 Park Avenue
New York, NY 10022

Dear Lynn:

Thank you for arranging the meeting with the SemGroup Executive Search Committee last week. We are pleased that the committee has selected Russell Reynolds Associates to conduct the executive searches to build-out the company's Board of Directors by recruiting six board members, a Chief Executive Officer, and Chief Financial Officer to SemGroup. The purpose of this letter is to confirm the engagement and the specific terms and conditions under which we will conduct the assignments.

During our detailed presentation and discussion with the committee in your office on April 23, 2009, we provided a book of presentation materials covering such topics as our understanding of your situation, the search process, consultant bios, and directly relevant assignments that we have conducted. I understand that you have also been provided with an electronic version of those materials. For the purpose of clarity, we would like to confirm some of the highlights of our discussion.

Regarding the RRA search team, I will serve as point person on the assignment to recruit six (6) board directors and senior executives to the company, working closely with my colleague, Steve Newton. As discussed, we have served in similar capacities leading the recruitment of board directors to other restructured companies such as NRG Energy, Mirant, Kaiser Aluminum, Northwestern Corp., Northwest Airlines, and, most recently, Calpine, as they emerged from Chapter 11. Curt Ross will lead the assignment to recruit the CEO. Steve Newton will lead the assignment to recruit the CFO. Our bios are attached for your records.

Amsterdam Atlanta Barcelona Beijing Boston Brussels Buenos Aires Chicago Copenhagen Dallas Frankfurt Hamburg Hong Kong Houston
London Los Angeles Madrid Melbourne Menlo Park Mexico City Milan Minneapolis/St. Paul Mumbai Munich New Delhi New York Oslo Paris
San Francisco Sao Paulo Shanghai Singapore Stamford Stockholm Sydney Tokyo Toronto Warsaw Washington, D C Zurich

RUSSELL REYNOLDS ASSOCIATES

Lynn Toby Fisher

April 28, 2009

Page 2

We discussed the search timeline at length, in particular how to best manage the assignments to coincide with the anticipated emergence from Chapter 11 in September, 2009, while ensuring the recruitment of top-notch candidates to each of the roles. In order to effectively coordinate timing of the search assignments, we recommend that the board searches commence immediately with the initiation of the research phase of the project. Identification of a long list of prospective candidates and the calibration process with the committee that follows will take place during the months of May and June. We anticipate candidates that are short-listed and invited for interviews will meet with the committee during the month of July and into early August. We anticipate that the six (6) finalist candidates who will be offered board positions will be selected and notified in mid-August, assuming the anticipated September emergence holds. This timing will allow key directors to be involved in the latter stages of the CEO and CFO searches, helping with the process of attracting strong candidates to both roles. Details of the process timeline and impact on calendars of the committee members will be discussed during our kickoff call that we anticipate will take place around May 1st.

In conjunction with the board assignments, we recommend the research phase of the searches to recruit the CEO and CFO commence in mid to late May. This will allow the board assignment to build early momentum and provide the opportunity to select prominent directors who can positively impact the subsequent recruitment of talented CEO and CFO candidates during the latter stages of those assignments.

Given the mandate to recruit six (6) board directors and the volume-based pricing methodology we presented, the fee for the search for the six (6) board directors will be \$390,000, along with our flat cost recovery fee. As stated in our proposal, the fee for the CEO and CFO searches will be \$300,000 and \$150,000, respectively, along with our flat cost recovery fee for each search. Our full terms and conditions are attached for signature by SemGroup L.P. We understand that our engagement is subject to approval by the U.S. Bankruptcy Court for the District of Delaware.

Thank you again for selecting us to conduct these important assignments on your behalf. We are enthusiastic about the opportunity to work with you and look forward to a close personal engagement with you and the committee over the next few months.

Best regards,

A handwritten signature in black ink, appearing to read "Ron E. Lumbr".

Ron E. Lumbr

#366232/NY

Russell Reynolds Associates – Search Team



Ron E. Lumbra

Ron Lumbra co-leads Russell Reynolds Associates' operations in the Americas. He is the Area Manager for the firm's New York office and co-leader of the Diversity Practice. He previously served as the Area Manager for the Houston office. Ron serves clients in the industrial/natural resources industry, focusing on energy-related assignments. He has recruited CEOs, COOs, board directors, senior-level sales executives and regional vice presidents for prominent energy, utility and technology companies.

Previous Experience

Prior to joining Russell Reynolds Associates in 1998, Ron was with Amoco Power Resources, where he served as Regional Vice President for Latin America, leading the company's business development in that area, and earlier, as Vice President, Business Development. Previously, he was Vice President for the Americas at The AES Corporation, a role that also involved managing the company's business and project development activities. In addition, Ron served as Director of Investor Relations and Development Manager with the company. Before that, he was a Principal with the Trammell Crow Company, managing and analyzing real estate development projects and executing lease transactions. Ron began his career as a sales engineer at Hewlett-Packard Company.

Additional Professional Activities

Recently, Ron served as President of the Board of Directors for the Houston Youth Symphony and a Board Member of the Harvard Business School Club of Houston.

Education

Ron received his B.S. in mechanical engineering from the University of Vermont and his M.B.A. from Harvard Business School.

Russell Reynolds Associates – Search Team



Stephen D. Newton

Stephen Newton is the Area Manager for the Houston office. He is a member of the Financial Services and Industrial/Natural Resources Sectors. Steve is also the Global Leader of the Building and Construction Materials Practice. He has successfully completed searches for managing directors, presidents, CEOs, COOs and board members for prestigious organizations.

Previous Experience

Steve joined the Russell Reynolds Associates New York office in 1986, transferred to Paris in 1991 and after that moved to the Houston office in 1995. Prior to joining the firm, Steve was with Bankers Trust Company in London, New York and Paris. He served as Vice President and Unit Head in the Energy Group and was responsible for the bank's relationships with energy companies in continental Europe and Africa.

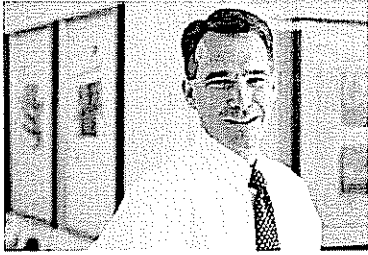
Additional Professional Activities

Steve is the Vice Chairman of the Sam Houston Area Council Boy Scouts of America Board. He is a member of the boards of Houston Zoo, Inc., and the Society for the Performing Arts, Houston.

Education

Steve received his B.S. in international economics from the School of Foreign Service, Georgetown University. He is fluent in French and English.

Russell Reynolds Associates – Search Team



Curt A. Ross

Curt Ross leads the firm's Global Energy Practice for the Americas and is a member of the Industrial/Natural Resources Sector. Based in Houston, he specializes in serving clients in the manufacturing, oil and gas, and oil and gas service industries, with extensive experience in recruiting public company board members, CEOs, COOs and CFOs. He serves clients ranging in size from pre-commercial start-ups to Fortune 100 corporations, with a significant portion of his work being conducted on behalf of small- and mid-cap companies, many of which involve private equity investors.

Previous Experience

Curt has more than 10 years of executive search experience and joined Russell Reynolds Associates in 2000. Previously, he held various sales, marketing and management positions in Exxon Company USA's Marketing Department.

Additional Professional Activities

Curt is a member of the Board of Directors of Theater Under the Stars and the Cypress Creek YMCA.

Education

Curt received his B.B.A. in marketing from Texas A&M University and his M.B.A. from Southern Methodist University.

SEMGROUP L.P.
Terms and Conditions

- Our fee for professional services rendered for a Board Director assignment is \$75,000 to recruit the first Director, \$70,000 for the second, \$65,000 for the third, and \$60,000 for each additional Director after that, for an aggregate flat fee of \$390,000 for the six directors. If you appoint more than six directors, we will charge you \$60,000 for each additional director appointed. Our fee for professional services rendered for a Chief Executive Officer will be a flat fee of \$300,000 and a flat fee of \$150,000 for a Chief Financial Officer.
- The fee for each of these three search assignments is payable in three equal monthly installments invoiced at the initiation of the applicable assignment and at the beginning of the second and third months after initiation.

Set forth below are the terms and conditions which will apply to each of the three search assignments (Board of Directors, Chief Executive Officer and Chief Financial Officer).

- All normal out-of-pocket, recruiting-related expenses (such as travel/meals for recruiter/prospective candidate meetings, and specialized outside database charges) shall be invoiced on a monthly basis, without any mark-up. In addition, a Flat Cost Recovery charge of \$7,500 shall be invoiced to cover the cost of search-related expenses that are difficult to allocate to individual projects. Included in this charge are the costs of on-line research and in-house databases, search-related information technology, assignment communication and voice/data activity, including telephone, facsimile, messenger/courier, duplicating, and other communications costs. The Flat Cost Recovery charge shall be invoiced in equal installments during the first three months of the assignment beginning with the first invoice.
- Although it is our objective to complete the assignment within the first five months, we shall continue our work for an additional four months if necessary, charging only for expenses. You may cancel an assignment at any time. In the event you cancel the assignment during the first month, the invoiced amount shall consist of the first installment of the Retainer and Flat Cost Recovery charge, plus any out-of-pocket expenses incurred up to and including the date of cancellation. Assignments cancelled during the second or third month shall be invoiced the Retainer and Flat Cost Recovery charge on a prorated basis, plus any out-of-pocket expenses incurred up to and including the date of cancellation. With respect to assignments cancelled after the third month, no amount shall be payable by you other than any unreimbursed out-of-pocket expenses incurred up to and including the date of cancellation and any portion of the Retainer and Flat Cost Recovery not previously paid. Our fee, and project-related expenses, as described in this letter, shall be payable without regard to the ultimate resolution of the assignment. Kindly note that invoices are payable upon the later of your receipt of the invoice and U.S. Bankruptcy Court approval of this engagement. Non-payment of invoices in a timely manner shall result in our suspension of effort.

- You agree that we have exclusive rights to represent you on this assignment until it is completed or cancelled.
- We will work closely with you to develop a comprehensive understanding of your needs and to determine the core competencies that you require in the ideal candidate. We will then identify the best qualified candidates for your position by utilizing our proprietary database, internal research capabilities and extensive network of contacts. Moreover, we will make reasonable efforts to verify the candidate's educational degree(s). In formulating a judgment as to a candidate's suitability for a position, we do rely upon information given to us by sources, candidates, references and private contacts. Therefore, we cannot guarantee the information and consequently, the performance of the candidate you select.
- We will provide you with a one-year guarantee as follows: If, within one year from the date of hire, the candidate selected by you is terminated for cause or for reasons that we should have identified during the search process, we will conduct a search to find a replacement, charging for out-of-pocket expenses only. The foregoing is the limit and extent of our liability to you and you agree that we are not responsible for any damages that result as a consequence from, or otherwise related to, the termination of the recruited candidate.
- In seeking candidates on your behalf, we will not discriminate on the basis of race, ethnicity, gender, religion, citizenship, age, sexual orientation, or any other characteristic protected by state, federal, national or applicable local law.
- We agree that we will not hire or solicit for employment with any third party any individual that SemGroup has hired through our recruiting efforts on this assignment for as long as the individual remains employed by SemGroup or within six months following such individual's voluntary cessation of employment.
- All non-public information provided by you to us that is identified as confidential at the time of disclosure or disclosed under circumstances that would cause a reasonable person to conclude that the information is confidential shall be deemed "Client Confidential Information." We will not disclose any Client Confidential Information, other than to third parties involved in the search process, without your prior written consent. In addition, we will not use Client Confidential Information for any purpose other than in performing our obligations hereunder.
- Maintaining the confidentiality of client and candidate data is vital to the integrity of our work. The reports and information that you will receive about candidates are confidential and may also be protected by national data privacy legislation. Accordingly, they are exclusively for your own use and are to be used solely for the evaluation of the candidates for employment with your company. This information should only be shared with those inside your company, and with the members of your

Executive Search Committee, who have a need to know such information and should never be disclosed to any third party outside of your company and that Committee.

- One of our firm's core values is quality service that exceeds our clients' expectations. In our continual efforts to improve the work we do, we review all assignments conducted by our associates, regardless of their conclusion. After an assignment is resolved, we will seek your feedback. You will receive either a telephone call from a consultant working with our President and Chief Executive Officer, Matthew J. Wright, or a survey will be sent via email to allow you to express your candid views. When you are contacted in connection with an assignment review, we encourage you to be open and candid in your comments.
- These are the terms and conditions of our engagement for the assignment.

We understand that our engagement (and any payment hereunder) is subject to the approval of the U.S. Bankruptcy Court for the District of Delaware.

Agreed and Accepted:

SEMGROUP, L.P.



Name: Terrence Ronan
Title: President and Chief Executive Officer
Date: May 13, 2009