

## **EXHIBIT 2**

**[Affidavit of Disinterestedness]**

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	:
<b>In re:</b>	:
	:
<b>SEMCRUDE, L.P., <i>et al.</i>,</b>	:
	:
<b>Debtors.</b>	:
	:
	:
-----X	

STATE OF [ ] )  
 ) SS:  
COUNTY OF [ ] )

1. I am a **[position]** of **[Law Firm/Service Provider]** (the “Professional”), located at **[Street, City, State, Zip Code]**.

2. The above-captioned debtors and debtors in possession (collectively, the “Debtors”) have requested that the Professional provide [ ] services to the Debtors, and the Professional has consented to provide such services.

RLF1-3312723-2

4. As part of its customary practice, the Professional is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

5. Neither I nor **[any principal, partner, director, officer, etc.]** of, or professional employed by, the Professional has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Professional.

6. Neither I nor **[any principal, partner, director, officer, etc.]** of, or professional employed by, the Professional, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) on which this Professional is to be employed.

7. The Debtors owe the Professional \$[ ] for pre-petition services.

8. As of the Commencement Date, the Professional **[was/was not]** party to an agreement for indemnification with the Debtors. **[A copy of such agreement is attached hereto].**

9. The Professional is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Professional should discover any facts bearing on the matters described herein, the Professional will supplement the information contained in this Affidavit.

Executed on \_\_\_\_\_, 2008.

\_\_\_\_\_  
**[AFFIANT]**

SWORN TO AND SUBSCRIBED before  
me this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

\_\_\_\_\_  
Notary Public