

CALUMET GP, LLC

CONFLICTS COMMITTEE CHARTER

Purpose

The Conflicts Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Calumet GP, LLC (the “Company”) to carry out the duties as set forth in the First Amended and Restated Agreement of Limited Partnership (the “LP Agreement”) of Calumet Specialty Products Partners, L.P. (the “Partnership”) and in the Omnibus Agreement (the “Omnibus Agreement”) between The Heritage Group. (“THG”), the Company, the Partnership, Calumet Operating, LLC (“Operating”) and Calumet LP GP, LLC (“LPGP”), as well as other duties delegated by the Board that relate to conflicts of interests between the Company or its Affiliates, on the one hand and the Partnership, any other Partnership Group Member or any Partner, on the other hand. The Committee shall also advise the Board on actions to be taken by the Company and the Partnership, or matters related to the Company and the Partnership, upon request of the Board.

Committee Membership

The Committee shall consist of at least two members. Each member of the Conflicts Committee shall be a member of the Board. One of the members shall serve as the chairperson of the Conflicts Committee (the “Chairperson”). The Board shall appoint the members of the Committee. The Chairperson shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative vote of the majority of the Committee. The Board may remove or replace the Chairperson and any other member of the Committee at any time.

The Committee shall be composed solely of independent directors who are not (a) security holders, officers or employees of the Company, (b) officers, directors or employees of any Affiliate of the Company or (c) holders of any ownership interest in the Partnership Group other than the common units of the Partnership and who also meet the independence standards required to serve on an audit committee of a board of directors established by the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission thereunder and by the National Stock Market and any applicable laws and regulations.

Certain Definitions

Capitalized terms not otherwise defined herein are defined as follows:

- “Affiliate(s),” “Group Member,” “Partner(s),” “Partnership Group,” “Partnership Securities” and “Person” shall have the meanings set forth in the LP agreement; and
- “Restricted Businesses,” “Offer,” “Partnership Entities,” “THG Entity,” “THG Entities,” and “Subject Assets” shall have the meanings set forth in the Omnibus Agreement.

Committee Authority and Responsibilities

The Committee shall act on an informed basis, in good faith, and in the honest belief that any action taken by the Committee is in the best interests of the Partnership. In the Committee's determination of what is "fair and reasonable" to the Partnership and in connection with the Committee's resolution of any conflict of interest, the Committee is authorized to consider any and all factors as the Committee determines in its sole discretion to be relevant, reasonable or appropriate under the circumstances. With respect to any contribution of assets to the Partnership in exchange for Partnership Securities, the Committee, in determining whether the appropriate number of Partnership Securities are being issued, may take into account, among other things, the fair market value of the assets, the liquidated and contingent liabilities assumed, the tax basis in the assets, the extent to which tax-only allocations to the transferor will protect the existing partners of the Partnership against a low tax basis and such other factors as the Committee deems relevant under the circumstances.

The Committee's specific responsibilities include, but are not limited to, the following:

1. If the Company has been requested to register Partnership Securities pursuant to Section 7.12(a) of the LP Agreement, the Committee shall determine in its good faith judgment if it would be in the Partnership's and its Partners' best interests for such registration to be postponed for up to six months due to any pending transactions, investigations or other events.
2. The Board may seek approval of any resolution of a conflict of interest between the Company or any of its Affiliates, on the one hand and the Partnership, any other Group Member or any Partner, on the other hand.
3. If the Board has elected not to approve the Company's purchase of Subject Assets as described in the Omnibus Agreement, the Committee shall determine whether it approves of such election.
4. If a THG Entity and the Company agree on the fair market value of Subject Assets subject to an Offer in accordance with the Omnibus Agreement, the Committee shall determine if it agrees with such fair market value of such Subject Assets.
5. If the Company has determined that it should exercise its right to cause one or more of the Partnership Entities to purchase Subject Assets pursuant to an Offer as modified by the determination of an investment banking firm in accordance with the Omnibus Agreement, the Committee shall determine if it agrees with the Company's determination that the Company should exercise such right.
6. If the Omnibus Agreement is to be amended or modified, the Committee must determine if it approves of the amendment or modification.
7. The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.

Procedures

1. *Meetings.* The Committee shall meet at the call of the Chairperson, two or more members of the Committee or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants and/or advisors and such other persons as the Committee or the Chairperson may determine. The Committee may meet in person, by telephone conference call or in any other manner in which the Board is permitted to meet under law or the Company's limited liability company agreement.

2. *Quorum and Approval.* A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

3. *Rules.* The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, at any meeting thereof.

4. *Reports.* The Committee shall make regular reports to the Board, directly or through the Chairperson.

5. *Review of Charter.* Each year the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.

6. *Fees.* Each member of the Committee shall be paid the fee set by the Board for his or her services as a member of, or Chairperson of, the Committee.