

**GENESIS ENERGY, LLC  
BOARD OF DIRECTORS  
AUDIT COMMITTEE  
CHARTER**

**I. PURPOSE**

The Audit Committee (the “*Committee*”) is appointed by the board of managers (the “*Board*,” and each member of the Board, a “*director*”) of Genesis Energy, LLC (the “*GP*”), sole general partner of Genesis Energy, L.P. (the “*Partnership*”), to oversee the accounting and financial reporting of the Partnership and the audits of the financial statements of the Partnership, including assisting the Board in overseeing:

**A. Accounting, Financial Reporting and Audits**

1. The integrity of the Partnership’s financial statements.
2. The performance of the Partnership’s internal audit function (if any).<sup>1</sup>
3. The independent auditor’s qualifications, independence and performance.

**B. Legal Requirements, Ethics and Risk Management**

In addition, the Committee shall assist the Board in overseeing:

1. The Partnership’s compliance with legal and regulatory requirements.
2. The Partnership’s codes of conduct and ethics guidelines and policies.
3. The Partnership’s policies and guidelines with respect to risk assessment and risk management.

In performing its duties, the Committee shall seek to maintain an open avenue of communication among the Board, the independent auditor, the internal auditors (if any) and the management of the Partnership and the Company.

The Audit Committee shall prepare the audit committee report for inclusion in the Partnership’s filings with the Securities and Exchange Commission (the “*SEC*”) as required by any applicable rules and regulations of the SEC.

While the Committee has the responsibilities and authority set forth in this Charter, management and the independent auditor are responsible for planning or conducting audits and determining that the Partnership’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee.

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<sup>1</sup> NYSE rules (as opposed to the NYSE Amex) require that it have an internal audit function. See NYSE Rule 303A.07(c).

## II. COMPOSITION

The Committee shall be comprised of three or more members (including a Chairperson). The members of the Committee shall meet the independence requirements of the NYSE AMEX LLC and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). No member of the Committee shall have participated in the preparation of the financial statements of the Partnership or the Company or any current subsidiary of the Partnership or the Company at any time during the past three years. The members of the Committee and the Chairperson shall be appointed annually by the Board and serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board. The Board may designate one or more independent directors as alternate members of the Committee. If any director serving on the Committee is also serving on the audit committee of three or more other public companies and the rules of the exchange(s) on which the Partnership’s securities are listed or traded (collectively, the “*Exchange*”) as in effect from time to time so require, the Board shall make a determination, as promptly as practicable following the time when the Partnership becomes aware of such circumstance and thereafter on a periodic basis but no less frequently than annually, that such simultaneous service does not impair the ability of such director to effectively serve on the Committee.

To the extent required by the rules of the Exchange as in effect from time to time, (i) all members of the Committee shall be financially literate, as determined by the Board, and (ii) all members of the Committee shall be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. The Committee shall endeavor to have at least one member who is an “audit committee financial expert” as defined by the SEC, and<sup>2</sup> to the extent required by the rules of the Exchange as in effect from time to time, at least one member of the Committee shall (i) have accounting or related financial management expertise, as determined by the Board, and (ii) be financially sophisticated, in that he or she has past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the individual’s financial sophistication (including but not limited to being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities). The Chairperson shall maintain regular communication with the chief executive officer, chief financial officer, the lead partner of the independent auditor and the senior officer responsible for the internal audit function (if any).

If a member of the Committee ceases to be independent for reasons outside the member’s reasonable control, his or her membership on the Committee may, if so permitted under the rules of the Exchange as in effect from time to time, continue until one year from the occurrence of the event that cause the failure to qualify as independent.

## III. MEETINGS

The Committee shall meet as often as it determines necessary, but at least once each fiscal quarter, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson. The Committee may meet by telephone conference call or by any other means permitted

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<sup>2</sup> The requirement relating to “audit committee financial experts” is an SEC disclosure requirement (companies must disclose whether they have an acfe and if not, why not), although many audit committee charters require that the committee have at least one acfe. The NYSE analog to NASDAQ’s financial sophistication requirement is “accounting or related financial management expertise.” An individual who meets either the NYSE or NASDAQ requirement is presumed to be an acfe under SEC rules, so if the charter requires an acfe, it is not necessary to include the NYSE and NASDAQ requirements in the charter.

by law and the Company's Amended and Restated Limited Liability Company Agreement, dated February 5, 2010 (as it may be amended or modified from time to time, the "**LLC Agreement**"). 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. Subject to the LLC Agreement, the Committee may act by unanimous written consent of all members in lieu of a meeting. Subject to the LLC Agreement, the Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management, employees, outside counsel, the independent auditors, internal auditors (if any) or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request.

As part of its responsibility to foster free and open communication, the Committee shall meet periodically with management, the internal auditors (if any) and the independent auditor in separate executive sessions.

#### **IV. RESPONSIBILITIES**

In carrying out its responsibilities, the Committee's policies and procedures should remain flexible to enable the Committee to react to changes in circumstances and conditions so that it can fulfill its oversight responsibilities. In addition to such other duties as the Board may from time to time assign, the Committee shall:

##### **A. Financial Statements**

1. Meet to review and discuss with management and the independent auditor the Partnership's annual audited financial statements prior to the filing of the Partnership's Form 10-K, including disclosures made in Management's Discussion and Analysis of Financial Condition and Results of Operations, and recommend to the Board whether the audited financial statements should be included in the Form 10-K.
2. Meet to review and discuss with management and the independent auditor the Partnership's quarterly financial statements prior to the filing of the Partnership's Form 10-Q, including disclosures made in Management's Discussion and Analysis of Financial Condition and Results of Operations and the results of the independent auditor's review of the quarterly financial statements.
3. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Partnership's financial statements, including any significant changes in the Partnership's selection or application of accounting principles, and the judgments of each of management and the independent auditor as to the quality and appropriateness of the Partnership's accounting principles as applied in its financial reporting.
4. Review and discuss with management and the independent auditor management's report on internal control over financial reporting and the independent auditor's report on the

Partnership's internal control over financial reporting prior to the filing of the Partnership's Form 10-K.

5. Review and discuss the reports required to be delivered by the independent auditor pursuant to applicable rules and regulations of the SEC and professional standards.
6. Discuss with management the Partnership's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as practices with respect to earnings press releases, financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made) and the Committee need not discuss in advance each earning release or each instance in which the Partnership may provide earnings guidance.
7. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off balance sheet structures, on the Partnership's financial statements.
8. Discuss with the independent auditor the results of the annual audit examination, and the matters that the independent auditor must communicate to the Audit Committee under applicable standards of the Public Company Accounting Oversight Board (the "**PCAOB**"), relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
9. Review and discuss with management and the independent auditor the adequacy and effectiveness of the Partnership's internal controls, including any major issues as to the adequacy of internal controls, any special audit steps adopted in light of material control deficiencies and the adequacy of disclosures about internal control over financial reporting.
10. Review disclosures made to the Audit Committee by the Partnership's chief executive officer and chief financial officer during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Partnership's internal control over financial reporting.
11. Review and discuss with management the adequacy and effectiveness of the Company's disclosure controls and procedures.

## **B. Oversight of the Partnership's Internal Audit Function**

If the Partnership has an internal audit function:

1. Review and approve the engagement of any internal audit service providers considering their qualifications and effectiveness, and approve the scope of their proposed services and the fees and other compensation to be paid to such providers therefor.
2. Review and discuss with management and the senior officer responsible for the internal audit function the annual audit plan, budget, activities, organizational structure and qualifications of the persons performing the internal audit function and review the

appointment and replacement of the senior officer responsible for the internal audit function.

3. Review and discuss with management and the senior officer responsible for the internal audit function significant reports to management prepared by the internal audit function and management's responses thereto.
4. Review with the senior officer responsible for the internal audit function any difficulties encountered by the internal audit function in the course of its audits, including any restrictions on the scope of its work or access to required information.
5. Discuss with the independent auditor the responsibilities, budget and staffing of the internal audit function.

### **C. Oversight of the Partnership's Relationship with the Independent Auditor**

1. Select the Partnership's independent auditor, considering qualifications, independence and performance, and approve the scope of the proposed audit for each fiscal year and the fees and other compensation to be paid to the independent auditor therefor.

The independent auditor shall be ultimately accountable to the Committee, which has the sole authority to appoint, oversee and, where appropriate, replace the independent auditor. The Committee has direct responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) and for taking appropriate action for overseeing the independence of the independent auditor. The independent auditor shall report directly to the Committee.

In evaluating the independent auditor's qualifications, performance and independence with respect to each fiscal year, the Committee should (and shall, to the extent required by the rules of the Exchange as in effect from time to time) (i) discuss with the independent auditor the independent auditor's independence, including with respect to any disclosed relationships or services that may impact its objectivity, (ii) receive from the independent auditor a formal written statement delineating all relationships between the independent auditor and the Partnership and the Company, and individuals in financial reporting oversight roles at the Partnership or the Company, that may reasonably be thought to bear on the auditor's independence, (iii) take into account the opinions of management and the internal auditors (if any) and (iv) consider whether the independent auditor's quality controls are sufficient and whether the provision of permitted non-audit services is compatible with maintaining the auditor's independence. The Committee shall present its conclusions with respect to the independent auditor to the Board.

2. Review and evaluate the lead partner of the independent auditor's audit team for the Partnership.
3. Obtain and review a report from the independent auditor at least annually regarding:
  - a. the independent auditor's internal quality-control procedures,

- b. any material issues raised by the most recent internal quality control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditor, and
  - c. any steps taken to deal with any such issues.
4. Oversee the rotation of the lead audit partner having primary responsibility for the Partnership's audit and the audit partner responsible for reviewing the audit as required by law.
  5. Establish policies for the Partnership's and the Company's hiring of employees or former employees of the independent auditor.
  6. Consider whether there should be regular rotation of the Partnership's independent auditor.
  7. Discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Partnership's audit team.
  8. Pre-approve auditing services, internal control-related services and permitted non-audit services (including the fees and terms thereof) to be performed by the independent auditor. The Committee may, when it deems appropriate, form and delegate this authority to a subcommittee consisting of one or more Committee members, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next meeting.
  9. Establish policies and procedures for the pre-approval of audit and permitted non-audit services to be provided by the independent auditor.

#### **D. Oversight of Compliance Matters**

1. Assist the Board in the review of policies and procedures that the Partnership has implemented regarding compliance with applicable federal, state and local laws and regulations and with the Partnership's Financial Employee Code of Professional Conduct and Statement of Policy on Business Ethics, Conflicts of Interest and Employee Transactions.
2. Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Partnership regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
3. Discuss with management and the independent auditor any published reports or correspondence with regulators or governmental agencies that raise material issues regarding the Partnership's financial statements or accounting policies.

4. Discuss with the Partnership's General Counsel and/or outside counsel legal matters that may have a material impact on the financial statements or the Partnership's compliance policies.
5. Discuss and review the Partnership's policies and guidelines with respect to risk assessment and risk management, including the Partnership's Risk Management Policy, and discuss with management the Partnership's major financial and other risk exposures and the steps management has taken to monitor and control such exposures.<sup>3</sup> To the extent the Board has retained or delegated to another Board committee responsibility for the review of risk assessment and risk management policies relating to a particular area or item, the Committee shall discuss and review such processes in a general manner.<sup>4</sup>
6. Obtain from the independent auditor assurance that Section 10A(b) of the Securities Exchange Act of 1934 has not been implicated.

#### **E. Other**

1. Regularly report Committee activities to the Board and make such recommendations to the Board as the Committee deems appropriate.
2. Prepare for the Board an annual performance evaluation of the Committee.
3. Annually review and reassess the adequacy of this Charter (recommending any appropriate changes to the Board).
4. Provide or approve a report for inclusion in the Partnership's proxy statement for its annual meeting of shareholders, in accordance with applicable SEC rules and regulations.

#### **V. MISCELLANEOUS**

In discharging its responsibilities, the Committee shall have the authority to engage and determine funding for outside legal, accounting or other advisors (without seeking Board approval) as the Committee determines necessary or appropriate to carry out its duties. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities as described herein. The Partnership shall provide appropriate funding, as determined by the Committee, for the payment of (i) compensation to the independent auditor, and legal, accounting or other advisors engaged by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Adopted by the Audit Committee and approved by the Board of Directors on March 1, 2010.

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<sup>3</sup> NYSE Listed Company Manual § 303A.07(b) and related Commentary. The audit committee must discuss guidelines and policies to govern the process by which a company's assessment, management and exposure to risk is handled. The audit committee should discuss the listed company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

<sup>4</sup> The Commentary to NYSE Listed Company Manual § 303A.07(b)(iii)(D) provides that the audit committee is not required to be the sole body responsible for risk assessment and management, and if other processes are used, those processes should be reviewed "in a general manner" by the audit committee.