



Compensation and Governance Committee Charter

Adopted by the Board of Directors of BreitBurn GP, LLC on July 31, 2008, October 28, 2008, March 3, 2010, March 3, 2011 and February 26, 2013

The Board of Directors (the "**Board**") of BreitBurn GP, LLC (the "**General Partner**"), acting in its capacity as the general partner of BreitBurn Energy Partners L.P. (the "**Partnership**"), has delegated the specific oversight responsibilities, authorities and duties as described below to the Compensation and Governance Committee (the "**Compensation and Governance Committee**").

As a limited partnership, the Partnership is not required under the rules of the NASDAQ Stock Market to have a majority of independent directors on the Board or nominating/corporate governance and compensation committees, but the Board nonetheless has elected to establish the Compensation and Governance Committee in the interests of adhering to principles of good corporate governance.

Composition

The Compensation and Governance Committee will be comprised of three or more directors of the General Partner as determined by the Board none of whom shall be an officer or an employee of the General Partner. The Compensation and Governance Committee members shall satisfy the independence and experience requirements, if any, of applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. Determinations as to whether a particular director satisfies the requirements for membership on the Compensation and Governance Committee shall be made by the full Board.

Members of the Compensation and Governance Committee shall be appointed by the Board. Each member shall serve until his successor is appointed, unless he shall resign or be removed by the Board or he shall otherwise cease to be a director of the General Partner. The Board shall fill any vacancy if the membership of the Compensation and Governance Committee is less than three directors.

The Chair of the Compensation and Governance Committee may be designated by the Board or, if it does not do so, the members of the Compensation and Governance Committee may elect a Chair by vote of a majority of the full Compensation and Governance Committee membership.

Communication, Authority to Engage Advisors and Expenses

The Compensation and Governance Committee shall have access to such officers and employees of the General Partner and to such information respecting the General Partner and the Partnership, as it considers necessary or advisable in order to perform its duties and responsibilities.

The Compensation and Governance Committee, through its Chair, may directly contact any officer or employee of the General Partner or its affiliates as it deems necessary, and any officer or employee may bring before the Compensation and Governance Committee any matter involving compensation or corporate governance on a confidential basis.

The Compensation and Governance Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set the compensation for any such counsel and advisors, such engagement to be at the Partnership's expense. In particular, the Compensation and Governance Committee has the sole authority to retain and terminate (i) any search firm to be used to identify director candidates and (ii) any compensation consultant to be used to assist in the evaluation of director or senior management compensation and in connection with such engagement, has the sole authority to approve the search firm's or compensation consultant's fees and other retention terms. The Partnership shall be responsible for all expenses of the Compensation and Governance Committee that are deemed necessary or appropriate by the Compensation and Governance Committee in carrying out its duties, including any expenses related to the engagement and retention of independent counsel, search firms and compensation consultants.

Meetings and Record Keeping

Meetings of the Compensation and Governance Committee shall be conducted as follows:

1. the Compensation and Governance Committee shall meet in connection with its responsibilities set out herein at such times and at such locations as the Chair of the Compensation and Governance Committee shall determine;
2. notice of Compensation and Governance Committee meetings shall be given in the manner required by the limited liability company agreement of the General Partner;
3. the Compensation and Governance Committee shall hold executive sessions, without management present, at every Compensation and Governance Committee meeting;
4. the Chair of the Compensation and Governance Committee shall preside as chair at each Compensation and Governance Committee meeting and lead discussions on meeting agenda items;
5. the quorum for meetings shall be a majority of the members of the Compensation and Governance Committee, present in person or by telephone or by other telecommunication device that permits all persons participating in the meeting to hear each other;
6. if the Chair of the Compensation and Governance Committee is not present at any meeting of the Compensation and Governance Committee, one of the other members of the Compensation and Governance Committee who is present at the meeting shall be chosen by the Compensation and Governance Committee to preside at the meeting;
7. the Chair shall establish the agenda for the meetings and instruct management to ensure that properly prepared agenda materials are circulated to the members of the Compensation and Governance Committee with sufficient time for study prior to the meeting;
8. any action to be taken at a Compensation and Governance Committee meeting shall be approved if at least a majority of the members present at such meeting approve the action;
9. any action required or permitted to be taken at any meeting of the Compensation and Governance Committee may be taken without a meeting if all members of the Compensation and Governance Committee consent thereto in writing and the writing is filed in the General Partner's minute book;
10. the Chief Executive Officer and such other officers or employees of the General Partner and its affiliates as the Compensation and Governance Committee may request from time to time shall be available to advise the Compensation and Governance Committee, and shall receive notice of meetings and may attend meetings of the Compensation and Governance Committee at the invitation of the Chair of the Compensation and Governance Committee; and
11. a Compensation and Governance Committee member, or any other person selected by the Compensation and Governance Committee, shall be appointed at each meeting to act as secretary for the purpose of recording the minutes of each meeting.

The Compensation and Governance Committee shall provide the Board with a summary of all meetings together with a copy of the minutes from such meetings. Where minutes have not yet been prepared, the Chair shall provide the Board with oral reports on the activities of the Compensation and Governance Committee. All information reviewed and discussed by the Compensation and Governance Committee at any meeting shall be referred to generally in the minutes and made available for examination by the Board.

Responsibilities

The Compensation and Governance Committee is part of the Board. Its primary functions are to: (i) assist the Board in fulfilling its oversight responsibilities with respect to compensation policies; (ii) review the overall compensation policies of the General Partner, including Directors; (iii) assist the Board in corporate governance matters; and (iii) recommend nominees and new candidates for election to the Board and assist the Board in evaluating the performance of its members.

Specific Duties

A. Corporate Governance Matters

The Compensation and Governance Committee has the overall direct responsibility for reviewing the corporate governance practices of the General Partner and assessing the functioning and effectiveness of the Board, its committees and its individual members.

The Compensation and Governance Committee shall:

1. consider the corporate governance practices of the General Partner, monitor developments in corporate governance issues and make recommendations to the Board that the Compensation and Governance Committee considers advisable to satisfy itself that the General Partner and the Partnership follow appropriate and proper corporate governance practices;
2. assess the functioning and effectiveness of the Board, committees of the Board and Board members on an annual basis;
3. assess the functioning and effectiveness of the General Partner's management on an annual basis;
4. assess, from time to time, the need for, and the performance and suitability of, the committees of the Board and their

- individual members, and make recommendations with respect thereto (including matters such as the appointment, removal or replacement of committee members and committee chairs) to the Board;
5. develop position descriptions for the Board and the Chief Executive Officer, including the definition of limits to management's responsibilities, and approve the corporate goals and objectives which the Executive Officer is responsible for meeting and assess the Chief Executive Officer against these objectives;
 6. assist the Board in connection with issues relating to succession planning, including appointing, training and monitoring the development and performance of the senior officers of the General Partner;
 7. review and approve policies on disclosure and corporate governance;
 8. assess the effectiveness of the working relationship and communications between the Board and management of the General Partner and satisfy itself that any issues relating to governance which are identified by the Board are raised with management;
 9. review Board structures and procedures to be satisfied that the Board functions independently of management; and
 10. assess the availability, relevance and timeliness of information required by the Board.

B. Board Nomination and Function Issues

The Compensation and Governance Committee shall:

1. review, from time to time, the size and composition of the Board with a view to facilitating effective decision-making and being satisfied that the Board, as a whole, has the necessary skills and competencies to effectively discharge its duties and responsibilities;
2. develop and maintain appropriate criteria (consistent with criteria approved by the Board, if any) for potential candidates for the Board, such criteria shall include whether a nominee possesses a considerable amount of business management (such as experience as an executive officer), financial background, oil and gas related business experience and public company or partnership experience, and identify and maintain a list of suitable potential candidates for the Board;
3. recommend suitable candidates for nomination for election by the unitholders at the Partnership's Annual Meeting or, where appropriate, the appointment as directors of the General Partner, having regard to such nominees' competencies and skills and recommend to the Board the addition or replacement of one or more directors as may be considered necessary or appropriate from time to time, taking into account the competencies and skills of each member of the Board suitable candidates for nomination for election or appointment as directors of the General Partner having regard to such nominees' competencies and skills;
4. develop and maintain plans for the orderly succession of directors to keep the Board appropriately balanced in terms of competencies and skills;
5. review, from time to time, the retirement age for directors;
6. be satisfied that each Board member has advised the Compensation and Governance Committee with respect to any other boards of directors on which the members of the Board may serve from time to time, and consider whether such situations may constitute conflicts of interest;
7. review and be satisfied that the General Partner has an effective orientation and/or education program for new directors;
8. be satisfied that all prospective directors fully understand the duties, responsibilities and roles of the Board and its committees, and the contributions that individual directors are expected to make, including, in particular, the commitment of time and energy that the General Partner expects of its directors; and
9. encourage all directors to continuously update their skills (with particular attention given to ensuring a full understanding of fiduciary duties and obligations) and to improve their knowledge of the General Partner and the Partnership and its businesses (with attention given to meeting and maintaining relationships with senior officers).

C. Compensation Matters

The Compensation and Governance Committee shall have the following responsibilities with respect to compensation policies of the General Partner:

1. serve as the "Committee" as defined in the 2006 Long-Term Incentive Plan of the Partnership or any subsequent plans ("**LTIP**") in accordance with its terms, and make final determinations with respect to any grant of an equity award thereunder; provided, however, that any grant that would, to qualify for the exemption available under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (or any successor regulation), require approval by the full

- Board, shall be effective upon such approval;
2. review and approve corporate goals and objectives relevant to the compensation of the Company's senior management, evaluate the performance of senior management in light of those goals and objectives, and determine the compensation levels of senior management (including any benefits and long-term incentive or other compensation under the LTIP or the award or grant of any "perquisites" within the meaning of Item 402(c)(2) of Regulation S-K of the Securities Act of 1933, as amended) based on this evaluation;
 3. consider the Company's performance and the value of similar incentive awards to senior management of comparable companies in determining the long-term incentive component of the compensation of senior management;
 4. review and approve management's recommendations with respect to employee compensation and benefits, including incentive-based compensation plans and equity-based compensation plans;
 5. conduct periodic reviews of the equity-based incentive plans of the Partnership which may be in place from time to time, and submit recommendations with respect to any amendments to, or any proposed awards under, such plans to the Board for its consideration and decision;
 6. review annually and recommend for approval to the Board the executive compensation disclosure to be included in the Partnership's annual report on Form 10-K or Proxy and be satisfied that the overall compensation philosophy and policy for executive officers is adequately disclosed and describes in sufficient detail the rationale for salary levels, incentive payments, stock grants, stock options and all other components of executive compensation;
 7. oversee risk management as it relates to the Partnership's compensation plans, policies and practices and meet with management to review whether the Partnership's compensation programs may create incentives for the Partnership's employees to take excessive or inappropriate risks which could have a material adverse effect on the Partnership; and
 8. conduct periodic reviews of the amount and form of directors' compensation for Board and committee service in relation to time commitment, responsibilities and risks and current norms, and recommend any adjustments thereto to the Board for its consideration and decision.

Other Matters

1. The Compensation and Governance Committee shall review and reassess the adequacy of this charter at least annually and otherwise as it deems appropriate and recommend changes to the Board.
2. The performance of the Compensation and Governance Committee shall be evaluated annually by the Board against criteria defined in the Compensation and Governance Committee Charter and Board mandates.
3. The Compensation and Governance Committee may, at the request of the Board or on its own initiative, investigate such other matters as it considers necessary or appropriate given the circumstances, including, without limitation, matters relating to corporate governance, compensation and director nominations.
4. The Compensation and Governance Committee may delegate its responsibilities to sub-committees of the Compensation and Governance Committee.