



Audit Committee Charter

Adopted by the Board of Directors of BreitBurn GP, LLC on October 9, 2006 as Amended and Restated on February 28, 2007, October 28, 2008, March 3, 2011, February 26, 2013 and February 26, 2014

The Board of Directors (the "**Board**") of BreitBurn GP, LLC ("**BreitBurn**"), 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 Audit Committee (the "**Committee**").

Composition

The Committee will consist of three or more directors of BreitBurn as determined by the Board; provided that, if at any time there is a vacancy on the Committee and the remaining members meet all membership requirements, then the Committee may consist of two members until such vacancy has been filled and for a period of not longer than one year from the occurrence of the vacancy. The members of the Committee shall be appointed by the Board. The Compensation and Governance Committee of the Board shall recommend to the Board eligible directors to fill vacancies on the Committee. Each member shall serve until his or her successor is appointed, unless he or she shall resign or be removed by the Board (with or without cause) or he or she shall otherwise cease to be a director of BreitBurn. The Chair of the Committee may be designated by the Board or, if it does not do so, the members of the Committee may elect a Chair by vote of a majority of the Committee membership.

All members of the Committee must satisfy the independence, financial literacy and experience requirements of applicable United States securities laws, rules and guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. In particular: (i) each member shall be "independent" and "financially literate" within the meaning of the rules of the National Association of Securities Dealers ("**NASD**"), the Sarbanes-Oxley Act of 2002 and any other applicable laws, (ii) at least one member must be an "audit committee financial expert" within the meaning of that term under the United States Securities Exchange Act of 1934, as amended (the "**1934 Act**"), and the rules adopted by the United States Securities and Exchange Commission thereunder (the "**SEC Rules**", and together with the 1934 Act, the "**US Rules**") and (iii) no member may simultaneously serve on the audit committees of more than two other public companies unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Such determination shall be disclosed in the Partnership's annual report on Form 10-K or proxy, as applicable. Notwithstanding the foregoing, if a member of the Committee ceases to be independent for reasons outside the member's reasonable control, then the member may remain on the Committee for a period of not longer than one year from the occurrence of the event that caused the member to cease to be independent.

Members of the Committee may not, other than in their respective capacities as members of the Committee, the Board or any other committee of the Board, accept directly or indirectly any consulting, advisory or other compensatory fee from BreitBurn or the Partnership, or be an "affiliated person" (as such term is defined in the US Rules) of BreitBurn or the Partnership. For greater certainty, director's fees, options and similar compensation arrangements and fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with BreitBurn or the Partnership that are not contingent on continued service should be the only compensation a Committee member receives from BreitBurn or the Partnership, as applicable.

Communication, Authority to Engage Advisors and Expenses

The Committee shall have access to such officers and employees of BreitBurn and the Partnership, the external auditor, the independent reserves evaluator(s) and to such other information respecting BreitBurn and the Partnership, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

The Committee provides an avenue for communication, particularly for outside directors, with the external auditor and financial and senior management and the Board. The external auditor shall have a direct line of communication to the Committee through its Chair and shall report directly to the Committee. The Committee, through its Chair, may directly contact any employee of BreitBurn, the Partnership or their affiliates as it deems necessary, and any employee may bring before the Committee, on a confidential basis, any matter involving BreitBurn's or the Partnership's financial practices or

transactions.

The 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. Any engagement of independent counsel or other advisors is to be at the Partnership's expense.

The Partnership shall be responsible for all expenses of the Committee that are deemed necessary or appropriate by the Committee in carrying out its duties, including the compensation of the external auditor for issuing an audit report or performing other audit, review or attestation services.

Meetings and Record Keeping

Meetings of the Committee shall be conducted as follows:

1. the Committee shall meet at least quarterly at such times and at such locations as the Chair of the Committee shall determine, provided that meetings shall be scheduled so as to permit timely review of the Partnership's annual and quarterly financial statements and related management's discussion and analysis and earnings press releases. The external auditor or any two members of the Committee may also request a meeting of the Committee. The Committee shall also periodically meet separately with management, the external auditor or those performing the internal auditing function as the Committee may deem appropriate. The Chair of the Committee shall hold executive sessions of the Committee, without management present, at every meeting;
2. the Chair of the Committee shall preside as chair at each Committee meeting and lead Committee discussion on meeting agenda items;
3. the quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or by other telecommunication device that permits all persons participating in the meeting to hear each other and as permitted under law or BreitBurn's Limited Liability Company Agreement;
4. if the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting;
5. the Chair shall, in consultation with management and the external auditor, establish the agenda for the meetings and instruct management to ensure that properly prepared agenda materials are circulated to the Committee with sufficient time for study prior to the meeting;
6. all decisions at a Committee meeting shall be decided by a majority of the votes cast or by unanimous written consent in lieu of a meeting.
7. the Chief Executive Officer (the "**CEO**") and the Chief Financial Officer (the "**CFO**") shall be available to advise the Committee, shall receive notice of meetings and may attend meetings of the Committee at the invitation of the Chair of the Committee. Other management representatives, other Board members, officers or employees of BreitBurn, the Partnership or their affiliates, the external auditor, outside counsel and other experts or agents may be invited to attend as necessary; and
8. a Committee member, or any other person selected by the Committee, shall be appointed at each meeting to act as secretary for the purpose of recording the minutes of each meeting.

The 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 Committee. Information reviewed and discussed by the Committee at any meeting shall be referred to in the minutes and made available for examination by the Board upon request to the Chair of the Committee.

Responsibilities

The Committee is part of the Board. Its primary functions are to assist the Board in fulfilling its oversight responsibilities to the holders of the Partnership's securities with respect to: (i) the integrity of the Partnership's financial statements, including the review of the financial statements and the financial reporting of the Partnership; (ii) the assessment of the system of internal accounting and financial reporting controls and procedures that management has established, including for the purpose of monitoring its compliance with regulatory requirements; (iii) the appointment, compensation and evaluation of the

external auditor and the oversight of the external audit process, including the external auditor's performance, qualifications and independence; (iv) the performance of the company's internal audit function and independent auditors; (v) the review and approval on an ongoing basis of all material related party transactions required to be approved by the Board under BreitBurn's and the Partnership's Related Party Transaction Policies and Procedures (the "**Related Party Policy**"); (vi) the resolution of any conflicts of interest between BreitBurn and its affiliates on the one hand and the Partnership or any Group Member (as defined in the Agreement of Limited Partnership of BreitBurn Energy Partners L.P. (the "**Partnership Agreement**")) on the other hand for which BreitBurn seeks Special Approval (as defined in the Partnership Agreement) as outlined in Section 7.9 of the Partnership Agreement; and (vii) the preparation of any Audit Committee report or other disclosures that the US Rules require be included in the Partnership's annual report on Form 10-K. In addition, the Committee shall assist the Board as requested in fulfilling its oversight responsibilities with respect to: (i) financial policies and strategies; (ii) financial risk management practices; and (iii) transactions or circumstances which could materially affect the financial profile of the Partnership.

Management is responsible for establishing and maintaining controls, procedures and processes, and is accountable to the Committee. Management of the General Partner, acting in its capacity as the general partner of the Partnership, not the Committee, is responsible for the preparation, presentation and integrity of the Partnership's financial statements. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations.

The external auditors, not the Committee, are responsible for planning and carrying out the audit of the Partnership's financial statements in accordance with professional standards, and carrying out reviews of the Partnership's annual and quarterly financial statements prior to the filing of each annual or quarterly report on Form 10-K or 10-Q, as applicable, and other procedures.

The Committee, in its capacity as a committee of the Board and subject to the rights of the holders of the Partnership's securities and applicable law, shall be directly responsible for overseeing the relationship of the external auditor with BreitBurn and its affiliates, including the appointment, compensation, retention and oversight of the work of any external auditor engaged (including resolution of disagreements between management of BreitBurn or such affiliates and the external auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for BreitBurn or such affiliates. The external auditor shall report directly to the Committee. The Committee should have a clear understanding with the external auditor that such external auditor must maintain an open and transparent relationship with the Committee, and that the ultimate accountability of the external auditor is to the holders of the Partnership's securities.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of BreitBurn or the Partnership and, although they meet the applicable membership requirements, are not, acting as accountants or auditors for BreitBurn or the Partnership. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to meet auditor independence standards. Absent actual knowledge to the contrary (which shall be promptly reported to the Board), each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and independent from BreitBurn and its affiliates from which the Committee receives information and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations.

Further, auditing literature, particularly Statement of Accounting Standards No. 71, defines the term "review" to include a particular set of required procedures to be undertaken by independent auditors. The members of the Committee are not independent auditors, and the term "review" as used in this Charter is not intended to have that meaning and should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of financial statements.

Specific Duties

In carrying out its role, the Committee has the following specific authorities and responsibilities:

1. Financial Information and Reporting

- a. to review with management and the external auditor and discuss the annual and interim financial statements of the Partnership and related financial reporting, including management's discussion and analysis and earnings press releases, and all other matters required to be reviewed under applicable legal, regulatory or NASD requirements;
- b. to review and discuss with management the type and presentation of information to be included in press releases which contain financial information taken from the Partnership's financial statements prior to the

release of such press release to the public, paying particular attention to any use of information which is not prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), such as "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided by BreitBurn or its affiliates to analysts and rating agencies;

- c. to review and discuss with management any financial statements of the Partnership which have not previously been approved by the Board and which are to be included in a prospectus or other public disclosure document of the Partnership;
- d. to consider and be satisfied that adequate policies and procedures are in place for the review of the Partnership's disclosure of financial information extracted or derived from the Partnership's financial statements, and periodically assess the adequacy of such procedures;
- e. to review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Partnership's selection or application of accounting principles;
- f. to review analyses prepared by management and/or the external auditor setting forth any significant financial reporting issues and judgments made in connection with the preparation of the Partnership's financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
- g. to review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Partnership's financial statements;

2. Internal Controls

- a. to approve the appointment, replacement, or dismissal of the senior internal audit executive who shall report directly to the Audit Committee and to review any proposals to outsource internal auditing;
- b. to evaluate the objectivity of the internal audit function, the adequacy of the internal audit personnel and budget, and the scope and results of the internal audit activities, and, as appropriate, suggest changes in audit coverage;
- c. to periodically meet and review with management and those performing the internal auditing function the internal audit reports and the progress of activities and any findings of major significance stemming from internal audits;
- d. to review with management major issues regarding the adequacy of the Partnership's internal controls and any special audit steps adopted in light of material control deficiencies;
- e. to review and approve on an ongoing basis pursuant to NASD Rule 5615(a)(4)(G) all material related party transactions required to be approved by the Board under the Related Party Policy;
- f. to establish procedures for:
 - i. the receipt, retention and treatment of any complaint regarding accounting, internal accounting controls or auditing matters, and
 - ii. the confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters;

3. External Audit

- a. to recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attestation services and the compensation of such auditor;
- b. to evaluate and oversee the services provided by the external auditor and recommend to the Board, if necessary, the replacement of the external auditor;
- c. (i) to pre-approve or approve (if pre-approval is not required by law) the engagement of the external auditor, the audit services or non-prohibited, non-audit services to be provided and the fees related to any audit service or non-prohibited, non-audit service. If desired, the Committee may establish detailed policies and procedures for the pre-approval of audit services and non-prohibited, non-audit services by an external

auditor. The Committee may delegate this ability to one or more members of the Committee to the extent permitted by applicable law, provided that the policies and procedures for any delegated pre-approvals are detailed as to the particular service to be provided, the Committee is informed of each service provided, such policies and procedures do not include the delegation of the Committee's responsibilities to management of BreitBurn and the Partnership and any approvals granted by delegation are presented to the Committee at its next scheduled meeting; or (ii) adopt specific policies and procedures for the engagement of the external auditor for the purposes of the provision of non-audit services;

- d. to obtain and review at least annually a written report by the external auditor setting out the auditor's internal quality control procedures, any material issues raised by the auditor's internal quality control reviews, or by inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm and the steps taken to resolve those issues;
- e. to review and discuss with the external auditor all relationships that the external auditor and its affiliates have with BreitBurn or the Partnership in order to determine the external auditor's independence, including, without limitation:
 - i. requesting, receiving and reviewing, on a periodic basis but at least annually, a formal written statement from the external auditor delineating all relationships that may reasonably be thought to bear on the independence of the external auditor with respect to BreitBurn or the Partnership,
 - ii. discussing with the external auditor any disclosed relationships or services that the external auditor believes may affect the objectivity and independence of the external auditor, and
 - iii. recommending that the Board take appropriate action in response to the external auditor's report to satisfy itself of the external auditor's independence at least annually, obtain and review a report by the external auditor describing: the firm's internal quality control procedures; any material issues raised by the most recent internal quality control review, or peer review, of the firm, 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 a firm, and any steps taken to deal with any such issues;
- f. to review the audit plan of the external auditor prior to the commencement of the audit;
- g. to set clear hiring policies for BreitBurn and its affiliates regarding partners and employees and former partners and employees of the present and former external auditor of the Partnership;
- h. to obtain assurance from the external auditor that disclosure to the Committee is not required pursuant to the provisions of the 1934 Act, regarding the discovery of any illegal acts by the external auditor;
- i. to review with the external auditor any audit problems or difficulties, including any restrictions on the scope of the external auditor's activities or on access to requested information, any significant disagreements with management, and management's response (such review should also include discussion of the responsibilities, budget and staffing of the Partnership's internal auditing function, if any);
- j. to review and discuss a report from the external auditor at least quarterly regarding:
 - i. all critical accounting policies and practices to be used;
 - ii. all alternative treatments within GAAP for policies and practices related to material items that have been discussed with management, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditor;
 - iii. other material written communications between the external auditor and management, such as any management letter or schedule of unadjusted differences; and
 - iv. to present its conclusions with respect to the external auditor to the full Board;
- k. to ensure the rotation of partners on the audit engagement team of the external auditor in accordance with applicable law. The Committee will also periodically consider whether, in order to assure continuing external auditor independence, it is appropriate to adopt a policy of rotating the external auditing firm on a regular basis;

- i. to review and evaluate the lead partner of the external auditor;
- m. to review and discuss with the external auditors the matters required to be discussed by Statement of Auditing Standards No. 61, which discussions shall include consideration of the quality of the Partnership's accounting principles as applied in its financial reporting, including review of estimates, reserves and accruals, review of judgmental areas, review of audit adjustments whether or not recorded and such other inquiries as may be appropriate;
- n. Based on the foregoing review, the Committee shall make its recommendation to the Board as to the inclusion of the Partnership's audited financial statements in the Partnership's annual report on Form 10-K;

4. Risk Management

- a. to review and monitor the Partnership's major financial risks and risk management policies and the steps taken by management to monitor and control those risks, including an annual review of the Partnership's commodity and interest rate hedging practices or policy and its use of the "End-User Exception of the Clearing Requirement for Swaps" in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") and Commodity Futures Trading Commission ("CFTC") rules;
- b. at the request of the Board, review transactions or matters which could materially affect the financial profile of the Partnership;
- c. to provide at least annually a review of the Partnership's directors and officers liability insurance to the Board;

5. Compliance and Review of CEOs and CFO Certification Process

- a. to review the Partnership's financial reporting procedures and policies to ensure compliance with all legal and regulatory requirements and to investigate any non-adherence to those procedures and policies; and
- b. in connection with its review of the annual audited financial statements and interim financial statements, the Committee will also review the process for the Co-CEO and CFO certifications with respect to the financial statements and the Partnership's disclosure and internal controls, including any material deficiencies or changes in those controls. The Committee will review with the CEO, the CFO and the external auditor: (i) all significant deficiencies and material weaknesses in the design or operation of the Partnership's internal control over financial reporting which could adversely affect the Partnership's ability to record, process, summarize and report financial information required to be disclosed by the Partnership in the reports that it files or submits under the 1934 Act, as amended, within the required time periods, and (ii) any fraud, whether or not material, that involves management of BreitBurn or the Partnership or other employees who have a significant role in the Partnership's internal control over financial reporting.

Other Matters

1. The 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 Committee shall be evaluated annually by the Board against criteria defined in the Committee charter and Board mandates.
3. The Committee may, at the request of the Board or on its own initiative, investigate such other matters as it considers necessary or appropriate in the circumstances, including, without limitation, matters relating to corporate governance, compensation and director nominations.
4. The Committee may delegate its responsibilities to sub-committees of the Committee.
5. The Committee may review and revise, at the request of the Board or on its own initiative, the monthly reimbursement, for all direct and indirect expenses incurred or payments made on behalf of the Partnership, including but not limited to salary, bonus, incentive compensation and other amounts, to any affiliate of the General Partner.

APPENDIX A

AUDIT COMMITTEE ANNUAL CALENDAR (December 31 year end)

Quarterly Audit Committee Meetings: April, July and October

- | Review quarterly financial statements such as:
 - Financial statements and notes;
 - MD&A;
 - Press release;
 - Estimates and management judgments; and
 - Report from external auditor.

- | Management certification process with report from CEO/CFO and processes followed.

- | Other standard items including management reporting on:
 - Material communication with rating agencies;
 - Material legal matters/litigation; and
 - Analyst reports.

- | Report from Audit Committee Chair on pre-approvals for audit, non-audit, review or attestation assignments.

- | Hold executive session with external auditor.

- | Discuss annual audit plan including scope of engagement and related matters such as:
 - Audit team and potential rotation; Review and approve budgeted audit fees; and Special areas for concentration by external audit.

- | Review and affirmation of principles for pre-approval of audit, non-audit, review and attestation services.

February Meeting to Review Audited Financial Statements

- | Review annual financial statements and notes, MD&A and related disclosure.

- | Discuss significant accounting policies.

- | Discuss critical estimates, and judgments and impact on statements.

- | Review business risks disclosure in MD&A.

- | Receive external auditor's report on statutory audit and various matters where external auditor is required to report, such as:
 - Auditor independence;
 - Methods used to account for significant unusual transactions; Material proposed audit adjustments and immaterial adjustments not recorded by management; Auditor judgments about the quality of the company's accounting principles; Management-related issues encountered in performing the audit; and
 - Disagreements with management over the application of accounting principles, management's accounting estimates and related matters.

- | Review management's "internal control report" to be included in annual report and external auditor's assessment of same.
- | Discuss internal control issues, if any.
- | Hold separate executive sessions with management, internal auditors and the external auditor.
- | Consider public disclosure relevant to Audit Committee, such as re-appointment of auditor, disclosure of pre-approval procedures as required by SEC Auditor Independence Rules and disclosure relating to financial experts.
- | Review Audit Committee charter and report to Board.
- | Review hedging practices or policy and use of the "End-User Exception of the Clearing Requirement for Swaps" in accordance with the Dodd-Frank Act and CFTC rules.

October Meeting

- | Review preparations for production of "internal control report" for annual report.

Special issues to be dealt with at one or more regular meetings or through a special meeting of the Audit Committee

- | Educational component to Audit Committee functions such as:

Critical accounting policies/estimates/general discussion;
 Treasury activities;
 Internal control risks;
 Support to Co-CEO/CFO certification;
 Financing vehicles, loan documents and applicable covenant patterns;
 Taxation issues and tax planning;
 New developments such as:
 - non-GAAP earnings measures; and
 - identification of financial experts;
 Competitors and accounting issues involving competitors;
 Preparing of Audit Committee effectiveness report for Board of Directors;
 Business risks and related oversight responsibilities of Audit Committee including Applicable procedures;
 and
 Earnings guides such as:
 - pro forma reporting; and
 - selective disclosure policy.

These educational elements may be dealt with at a special annual meeting of the Committee.

- | Review and consideration of succession planning and related issues with respect to Audit Committee Chair and Audit Committee members in light of independence requirements and financial expertise requirements.
- | Communication with the Compensation and Governance Committee, as may be required.
- | Resolution of conflicts of interest brought forward by the General Partner.
- | Review of complaints received and outcome of investigation.