

Edgar Filing: Calumet Specialty Products Partners, L.P. - Form S-4/A

Calumet Specialty Products Partners, L.P.  
Form S-4/A  
January 18, 2013

As filed with the Securities and Exchange Commission on January 18, 2013  
Registration No. 333-185262

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

AMENDMENT NO. 2  
TO  
FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

CALUMET SPECIALTY PRODUCTS PARTNERS, L.P.\*  
CALUMET FINANCE CORP.  
(Exact name of registrant as specified in its charter)

Delaware	5960	37-1516132
Delaware	5960	41-2249841
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)
2780 Waterfront Pkwy E. Drive Suite 200 Indianapolis, Indiana 46214 (317) 328-5660		R. Patrick Murray, II 2780 Waterfront Pkwy E. Drive Suite 200 Indianapolis, Indiana 46214 (317) 328-5660
(Address, including zip code, and telephone number, including area code, of registrants' principal executive offices)		(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:  
Gillian A. Hobson  
Vinson & Elkins L.L.P.  
1001 Fannin Street, Suite 2500  
Houston, Texas 77002  
(713) 758-2222

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer  Accelerated filer  x  
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:  
Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)   
Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

ADDITIONAL GUARANTOR REGISTRANTS

Calumet Operating, LLC

(Exact Name of Registrant As Specified In Its Charter)

Delaware

(State or Other Jurisdiction of

Incorporation or Organization)

Calumet LP GP, LLC

(Exact Name of Registrant As Specified In Its Charter)

Delaware

(State or Other Jurisdiction of

Incorporation or Organization)

Calumet Lubricants Co., Limited Partnership

(Exact Name of Registrant As Specified In Its Charter)

Indiana

(State or Other Jurisdiction of

Incorporation or Organization)

Calumet Shreveport Lubricants & Waxes, LLC

(Exact Name of Registrant As Specified In Its Charter)

Indiana

(State or Other Jurisdiction of

Incorporation or Organization)

Calumet Shreveport Fuels, LLC

(Exact Name of Registrant As Specified In Its Charter)

Indiana

(State or Other Jurisdiction of

Incorporation or Organization)

Calumet Sales Company Incorporated

(Exact Name of Registrant As Specified In Its Charter)

Delaware

(State or Other Jurisdiction of

Incorporation or Organization)

Calumet Shreveport, LLC

(Exact Name of Registrant As Specified In Its Charter)

Indiana

(State or Other Jurisdiction of

Incorporation or Organization)

Calumet Penreco, LLC

(Exact Name of Registrant As Specified In Its Charter)

Delaware

(State or Other Jurisdiction of

Incorporation or Organization)

Calumet Superior, LLC

(Exact Name of Registrant As Specified In Its Charter)

Delaware

(State or Other Jurisdiction of

Incorporation or Organization)

Calumet Missouri, LLC

(Exact Name of Registrant As Specified In Its Charter)

Delaware

11-3767449

(I.R.S. Employer

Identification Number)

11-3767452

(I.R.S. Employer

Identification Number)

35-1811116

(I.R.S. Employer

Identification Number)

20-1717754

(I.R.S. Employer

Identification Number)

20-1717710

(I.R.S. Employer

Identification Number)

04-3833543

(I.R.S. Employer

Identification Number)

20-1717330

(I.R.S. Employer

Identification Number)

26-1547648

(I.R.S. Employer

Identification Number)

80-0744653

(I.R.S. Employer

Identification Number)

38-3858705

(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification Number)

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Calumet Montana Refining, LLC (Exact Name of Registrant As Specified In Its Charter) Delaware (State or Other Jurisdiction of Incorporation or Organization)	86-1159502 (I.R.S. Employer Identification Number)
Royal Purple, LLC (Exact Name of Registrant As Specified In Its Charter) Delaware (State or Other Jurisdiction of Incorporation or Organization)	76-0270040 (I.R.S. Employer Identification Number)
TruSouth Oil, LLC (Exact Name of Registrant As Specified In Its Charter) Louisiana (State or Other Jurisdiction of Incorporation or Organization)	20-3125542 (I.R.S. Employer Identification Number)
S&S International Mining Enterprises, Inc.  (Exact Name of Registrant As Specified In Its Charter) Arizona (State or Other Jurisdiction of Incorporation or Organization)	  86-0595063 (I.R.S. Employer Identification Number)
Calumet RP I, LLC (Exact Name of Registrant As Specified In Its Charter) Delaware (State or Other Jurisdiction of Incorporation or Organization)	46-1054137 (I.R.S. Employer Identification Number)
Calumet RP II, LLC (Exact Name of Registrant As Specified In Its Charter) Delaware (State or Other Jurisdiction of Incorporation or Organization)	80-0852706 (I.R.S. Employer Identification Number)
Calumet RP III, LLC (Exact Name of Registrant As Specified In Its Charter) Delaware (State or Other Jurisdiction of Incorporation or Organization)	46-1060890 (I.R.S. Employer Identification Number)
Calumet RP IV, LLC (Exact Name of Registrant As Specified In Its Charter) Delaware (State or Other Jurisdiction of Incorporation or Organization)	90-0890944 (I.R.S. Employer Identification Number)



PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of Directors and Officers.

Calumet Specialty Products Partners, L.P.

Section 17-108 of the Delaware Revised Limited Partnership Act empowers a Delaware limited partnership to indemnify and hold harmless any partner or other person from and against all claims and demands whatsoever. The partnership agreement of Calumet Specialty Products Partners, L.P. provides that, in most circumstances, we will indemnify the following persons, to the fullest extent permitted by law, from and against all losses, claims, damages or similar events:

- our general partner;
- any departing general partner;
- any person who is or was an affiliate of our general partner or any departing general partner;
- any person who is or was a member, partner, officer, director employee, agent or trustee of our general partner or any departing general partner or any affiliate of our general partner or any departing general partner; or
- any person who is or was serving at the request of our general partner or any departing general partner or any affiliate of a general partner or any departing general partner as an officer, director, employee, member, partner, agent or trustee of another person.

Any indemnification under these provisions will only be out of our assets. Our general partner will not be personally liable for, or have any obligation to contribute or loan funds or assets to us to enable us to effectuate, indemnification. We may purchase insurance against liabilities asserted against and expenses incurred by persons for our activities, regardless of whether we would have the power to indemnify the person against liabilities under the partnership agreement.

Calumet GP, LLC

Section 18-108 of the Delaware Limited Liability Company Act provides that, subject to such standards and restrictions, if any, as are set forth in its limited liability company agreement, a Delaware limited liability company may, and has the power to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever. The limited liability company agreement of our general partner, Calumet GP, LLC, provides that, in most circumstances, our general partner will indemnify the following persons, to the fullest extent permitted by law, from and against all losses, claims, damages or similar events:

- any person who is or was an affiliate of our general partner;
- any person who is or was an officer, director, fiduciary or trustee of our general partner or any affiliate of our general partner;
- any person who is or was serving at the request of the board of directors of our general partner as an officer, director, member, partner, fiduciary or trustee of another person; or
- any person the board of directors of our general partner designates as an indemnitee.

Our general partner may purchase and maintain insurance on behalf of the indemnified persons, to the extent and in such amounts as our general partner determines to be reasonable, against any liability that may be asserted against or expenses that may be incurred by the indemnified persons in connection with the activities of the general partner or the indemnified persons. Our general partner may also enter into indemnity contracts with the indemnified persons. We will reimburse our general partner for all expenses allocable to us or otherwise incurred by our general partner in connection with operating our business.

Calumet Finance Corp.

Section 145(a) of the General Corporation Law of the State of Delaware (the "DGCL"), inter alia, provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the





right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. Section 145(b) of the DGCL provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper. To the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145 of the DGCL, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Any indemnification under subsections (a) and (b) of Section 145 of the DGCL (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in subsections (a) and (b) of Section 145. Such determination shall be made, with respect to a person who is a director or officer at the time of such determination, (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, or (3) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (4) by the stockholders. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents may be so paid upon such terms and conditions, if any, as the corporation deems appropriate. The indemnification and advancement of expenses provided by, or granted pursuant to, Section 145 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Section 145 of the DGCL also empowers a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under Section 145.

The bylaws of Calumet Finance Corp. provide for the indemnification of directors and officers of and such directors and officers who serve at the request of the company as directors, officers, employees or agents of any other enterprise

against certain liabilities under certain circumstances.

**Directors and Officers' Liability Insurance**

We carry directors and officers' liability insurance designed to insure our officers and directors and those of our subsidiaries against certain liabilities incurred by them in the performance of their duties, and also providing for reimbursement in certain cases to us and our subsidiaries for sums paid to directors and officers as indemnification for similar liability.

Item 21. Exhibits and Financial Statement Schedules.

(a) Exhibits. Reference is made to the Index to Exhibits following the signature pages hereto, which Index to Exhibits is hereby incorporated by reference into this item.

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Item 22. Undertakings.

(a) Each of the undersigned registrants hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, if the registrants are subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(5) That, for the purpose of determining liability of the registrants under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

Each of the undersigned registrants undertakes that in a primary offering of securities of the undersigned registrants pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrants will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrants relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrants or used or referred to by the undersigned registrants;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrants or their securities provided by or on behalf of the undersigned registrants; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrants to the purchaser.

(b) Each of the undersigned registrants hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of a registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a



new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of any registrant pursuant to the foregoing provisions, or otherwise, each of the undersigned registrants has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by a registrant of expenses incurred or paid by a director, officer or controlling person of such registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(d) Each of the undersigned registrants hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of Form S-4, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(e) Each of the undersigned registrants hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Calumet Specialty Products Partners, L.P. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, in the State of Indiana, on January 18, 2013.

Calumet Specialty Products Partners, L.P.

By: Calumet GP, LLC, its general partner

By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact  
Name: F. William Grube  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement on Form S-4 has been signed below by the following persons in the capacities indicated on the 18<sup>th</sup> day of January, 2013.

Signature	Title
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact F. William Grube	Chief Executive Officer, Director and Vice Chairman of the Board of Calumet GP, LLC (Principal Executive Officer)
/s/ R. PATRICK MURRAY, II R. Patrick Murray, II	Vice President, Chief Financial Officer and Secretary of Calumet GP, LLC (Principal Accounting and Financial Officer)
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact Fred M. Fehsenfeld, Jr.	Chairman of the Board of Calumet GP, LLC
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact James S. Carter	Director of Calumet GP, LLC
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact William S. Fehsenfeld	Director of Calumet GP, LLC
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact Robert E. Funk	Director of Calumet GP, LLC
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact Nicholas J. Rutigliano	Director of Calumet GP, LLC

By: /s/ R. PATRICK MURRAY, II, as  
attorney-in-fact  
George C. Morris III

Director of Calumet GP, LLC

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Calumet Finance Corp. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on January 18, 2013.

Calumet Finance Corp.

By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact  
Name: F. William Grube  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement on Form S-4 has been signed below by the following persons in the capacities indicated on the 18<sup>th</sup> day of January, 2013.

Signature

Title

By: /s/ R. PATRICK MURRAY, II, as  
attorney-in-fact  
F. William Grube

Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ R. PATRICK MURRAY, II  
R. Patrick Murray, II

Vice President, Chief Financial Officer,  
Secretary, Treasurer and Director  
(Principal Financial Officer  
and Principal Accounting Officer)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Calumet Sales Company Incorporated certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on January 18, 2013.

Calumet Sales Company Incorporated

By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact  
Name: F. William Grube  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement on Form S-4 has been signed below by the following persons in the capacities indicated on the 18<sup>th</sup> day of January, 2013.

Signature

Title

By: /s/ R. PATRICK MURRAY, II, as  
attorney-in-fact  
F. William Grube

Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ R. PATRICK MURRAY, II  
R. Patrick Murray, II

Vice President, Chief Financial Officer,  
Secretary and Treasurer  
(Principal Financial Officer  
and Principal Accounting Officer)

By: /s/ R. PATRICK MURRAY, II, as  
attorney-in-fact  
Fred M. Fehsenfeld, Jr.

Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, S&S International Mining Enterprises, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on January 18, 2013.

S&S International Mining Enterprises, Inc.

By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact  
Name: F. William Grube  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement on Form S-4 has been signed below by the following persons in the capacities indicated on the 18<sup>th</sup> day of January, 2013.

Signature

Title

By: /s/ R. PATRICK MURRAY, II, as  
attorney-in-fact  
F. William Grube

Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ R. PATRICK MURRAY, II  
R. Patrick Murray, II

Vice President, Chief Financial Officer,  
Secretary and Treasurer  
(Principal Financial Officer  
and Principal Accounting Officer)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, each undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on January 18, 2013.

Calumet Operating, LLC

By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact  
Name: F. William Grube  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement on Form S-4 has been signed below by the following persons in the capacities indicated on the 18<sup>th</sup> day of January, 2013.

Signature	Title
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact F. William Grube	Chief Executive Officer (Principal Executive Officer)
/s/ R. PATRICK MURRAY, II R. Patrick Murray, II	Vice President, Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer and Principal Accounting Officer)
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact F. William Grube	Chief Executive Officer of Calumet GP, LLC, in its capacity as the general partner of Calumet Specialty Products Partners, L.P., in its capacity as the sole member of Calumet Operating, LLC

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, each undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on January 18, 2013.

Calumet LP GP, LLC

By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact  
Name: F. William Grube  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement on Form S-4 has been signed below by the following persons in the capacities indicated on the 18<sup>th</sup> day of January, 2013.

Signature	Title
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact F. William Grube	Chief Executive Officer (Principal Executive Officer)
/s/ R. PATRICK MURRAY, II R. Patrick Murray, II	Vice President, Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer and Principal Accounting Officer)
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact F. William Grube	Chief Executive Officer of Calumet Operating, LLC, in its capacity as the sole member of Calumet LP GP, LLC

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, each undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on January 18, 2013.

Calumet Lubricants Co., Limited Partnership

By: Calumet LP GP, LLC, its general partner

By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact

Name: F. William Grube

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement on Form S-4 has been signed below by the following persons in the capacities indicated on the 18<sup>th</sup> day of January, 2013.

Signature

Title

By: /s/ R. PATRICK MURRAY, II, as  
attorney-in-fact  
F. William Grube

Chief Executive Officer  
(Principal Executive Officer)

/s/ R. PATRICK MURRAY, II  
R. Patrick Murray, II

Vice President, Chief Financial Officer, Secretary and  
Treasurer  
(Principal Financial Officer and Principal Accounting  
Officer)

By: /s/ R. PATRICK MURRAY, II, as  
attorney-in-fact  
F. William Grube

Chief Executive Officer of Calumet Operating, LLC, in its  
capacity as the sole member of Calumet LP GP, LLC

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, each undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on January 18, 2013.

Calumet Penreco, LLC  
Calumet Superior, LLC  
Calumet Missouri, LLC  
TruSouth Oil, LLC  
Calumet Montana Refining, LLC  
Calumet Shreveport, LLC  
Calumet RP I, LLC  
Calumet RP II, LLC  
Calumet RP III, LLC  
Calumet RP IV, LLC

By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact  
Name: F. William Grube  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement on Form S-4 has been signed below by the following persons in the capacities indicated on the 18<sup>th</sup> day of January, 2013.

Signature	Title
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact F. William Grube	Chief Executive Officer (Principal Executive Officer)
/s/ R. PATRICK MURRAY, II R. Patrick Murray, II	Vice President, Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer and Principal Accounting Officer)
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact F. William Grube	Chief Executive Officer of Calumet LP GP, LLC, in its capacity as the general partner of Calumet Lubricants Co., Limited Partnership, in its capacity as the sole member of Calumet Penreco, LLC, Calumet Superior, LLC, Calumet Missouri, LLC, TruSouth Oil, LLC, Calumet Montana Refining, LLC, Calumet Shreveport, LLC, Calumet RP I, LLC, Calumet RP II, LLC, Calumet RP III, LLC and Calumet RP IV, LLC

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, each undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on January 18, 2013.

Calumet Shreveport Fuels, LLC  
Calumet Shreveport Lubricants & Waxes, LLC

By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact  
Name: F. William Grube  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement on Form S-4 has been signed below by the following persons in the capacities indicated on the 18<sup>th</sup> day of January, 2013.

Signature	Title
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact F. William Grube	Chief Executive Officer (Principal Executive Officer)
/s/ R. PATRICK MURRAY, II R. Patrick Murray, II	Vice President, Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer and Principal Accounting Officer)
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact F. William Grube	Chief Executive Officer of Calumet Shreveport, LLC, in its capacity as the sole member of Calumet Shreveport Fuels, LLC and Calumet Shreveport Lubricants & Waxes, LLC

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, each undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on January 18, 2013.

Royal Purple, LLC

By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact  
Name: F. William Grube  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement on Form S-4 has been signed below by the following persons in the capacities indicated on the 18<sup>th</sup> day of January, 2013.

Signature	Title
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact F. William Grube	Chief Executive Officer (Principal Executive Officer)
/s/ R. PATRICK MURRAY, II R. Patrick Murray, II	Vice President, Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer and Principal Accounting Officer)
By: /s/ R. PATRICK MURRAY, II, as attorney-in-fact F. William Grube	Chief Executive Officer of each of Calumet RP I, LLC, Calumet RP II, LLC, Calumet RP III, LLC and Calumet RP IV, LLC, in their respective capacity as the members of Royal Purple, LLC

Index to Exhibits

Exhibit Number	Description
2.1	Unit Purchase Agreement, dated as of June 5, 2012, by and among Calumet Lubricants Co., Limited Partnership, Royal Purple, Inc. and the shareholders of Royal Purple, Inc. named therein (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the Commission on June 8, 2012 (File No. 000-51734)).
2.2	Share Purchase Agreement, dated as of August 14, 2012, among Calumet Specialty Products Partners, L.P. and Connacher Oil and Gas Limited (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the Commission on August 20, 2012 (File No. 000-51734)).
3.1	Certificate of Limited Partnership of Calumet Specialty Products Partners, L.P. (incorporated by reference to Exhibit 3.1 of the Partnership's Registration Statement on Form S-1 filed with the Commission on October 7, 2005 (File No. 333-128880)).
3.2	Amended and Restated Limited Partnership Agreement of Calumet Specialty Products Partners, L.P. (incorporated by reference to Exhibit 3.1 to the Partnership's Current Report on Form 8-K filed with the Commission on February 13, 2006 (File No. 000-51734)).
3.3	Amendment No. 1 to the First Amended and Restated Agreement of Limited Partnership of Calumet Specialty Products Partners, L.P. (incorporated by reference to Exhibit 3.1 to the Partnership's Current Report on Form 8-K filed with the Commission on July 11, 2006 (File No. 000-51734)).
3.4	Amendment No. 2 to First Amended and Restated Agreement of Limited Partnership of Calumet Specialty Products Partners, L.P. (incorporated by reference to Exhibit 3.1 to the Partnership's Current Report on Form 8-K filed with the Commission on April 18, 2008 (File No. 000-51734)).
3.5	Certificate of Formation of Calumet GP, LLC (incorporated by reference to Exhibit 3.3 of the Partnership's Registration Statement on Form S-1 filed with the Commission on October 7, 2005 (File No. 333-128880)).
3.6	Amended and Restated Limited Liability Company Agreement of Calumet GP, LLC (incorporated by reference to Exhibit 3.2 to the Partnership's Current Report on Form 8-K filed with the Commission on February 13, 2006 (File No. 000-51734)).
3.7	Certificate of Incorporation of Calumet Finance Corp., as amended (incorporated by reference to Exhibit 3.7 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
3.8	Bylaws of Calumet Finance Corp. (incorporated by reference to Exhibit 3.8 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).

- 3.9 Certificate of Formation of Calumet Operating, LLC (incorporated by reference to Exhibit 3.9 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
- 3.10 Amended and Restated Limited Liability Company Agreement of Calumet Operating, LLC (incorporated by reference to Exhibit 3.10 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
- 3.11 Certificate of Incorporation of Calumet Sales Company Incorporated, as amended (incorporated by reference to Exhibit 3.11 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
- 3.12 Bylaws of Calumet Sales Company Incorporated (incorporated by reference to Exhibit 3.12 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
- 3.13 Amended and Restated Certificate of Limited Partnership of Calumet Lubricants Co., Limited Partnership (incorporated by reference to Exhibit 3.13 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).

Exhibit Number	Description
3.14	Amended and Restated Agreement of Limited Partnership of Calumet Lubricants Co., Limited Partnership (incorporated by reference to Exhibit 3.14 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
3.15	Certificate of Formation of Calumet LP GP, LLC (incorporated by reference to Exhibit 3.15 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
3.16	Amended and Restated Limited Liability Company Agreement of Calumet LP GP, LLC (incorporated by reference to Exhibit 3.16 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
3.17	Certificate of Formation of Calumet Penreco, LLC (incorporated by reference to Exhibit 3.17 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
3.18	Limited Liability Company Agreement of Calumet Penreco, LLC (incorporated by reference to Exhibit 3.18 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
3.19	Articles of Organization of Calumet Shreveport, LLC, as amended (incorporated by reference to Exhibit 3.19 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
3.20	Operating Agreement of Calumet Shreveport, LLC, as amended (incorporated by reference to Exhibit 3.20 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
3.21	Articles of Organization of Calumet Shreveport Lubricants & Waxes, LLC, as amended (incorporated by reference to Exhibit 3.21 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
3.22	Operating Agreement of Calumet Shreveport Lubricants & Waxes, LLC, as amended (incorporated by reference to Exhibit 3.22 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
3.23	Articles of Organization of Calumet Shreveport Fuels, LLC, as amended (incorporated by reference to Exhibit 3.23 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
3.24	Operating Agreement of Calumet Shreveport Fuels, LLC, as amended (incorporated by reference to Exhibit 3.24 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
3.25	

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Certificate of Formation of Calumet Superior, LLC (incorporated by reference to Exhibit 3.25 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).

- 3.26 Amended and Restated Limited Liability Company Agreement of Calumet Superior, LLC (incorporated by reference to Exhibit 3.26 to the Partnership's Registration Statement on Form S-4 filed with the Commission on December 16, 2011 (File No. 333-178574)).
- 3.27\*\* Certificate of Formation of Calumet Missouri, LLC.
- 3.28\*\* Limited Liability Company Agreement of Calumet Missouri, LLC.
- 3.29\*\* Certificate of Formation of Calumet Montana Refining, LLC.
- 3.30\*\* Limited Liability Company Agreement of Calumet Montana Refining, LLC.
- 3.31\*\* Certificate of Formation of Royal Purple, LLC.
- 3.32\*\* Amended and Restated Limited Liability Company Agreement of Royal Purple, LLC.
- 3.33\*\* Amended and Restated Articles of Organization of TruSouth Oil, LLC.
- 3.34\*\* Third Amended and Restated Operating Agreement of TruSouth Oil, LLC.

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Exhibit Number	Description
3.35**	Certificate of Formation of Calumet RP I, LLC.
3.36**	Limited Liability Company Agreement of Calumet RP I, LLC.
3.37**	Certificate of Formation of Calumet RP II, LLC.
3.38**	Limited Liability Company Agreement of Calumet RP II, LLC.
3.39**	Certificate of Formation of Calumet RP III, LLC.
3.40**	Limited Liability Company Agreement of Calumet RP III, LLC.
3.41**	Certificate of Formation of Calumet RP IV, LLC.
3.42**	Limited Liability Company Agreement of Calumet RP IV, LLC.
3.43**	Articles of Incorporation of S&S International Mining Enterprises, Inc., as amended.
3.44**	Bylaws of S&S International Mining Enterprises, Inc.
4.1	Specimen Unit Certificate representing common units (incorporated by reference to Exhibit 3.7 to the Partnership's Quarterly Report on Form 10-Q filed with the SEC on November 4, 2010 (File No. 000-51734)).
4.2	Indenture, dated April 21, 2011, by and among Calumet Specialty Products Partners, L.P., Calumet Finance Corp., certain subsidiary guarantors party thereto and Wilmington Trust, National Association (as successor by merger to Wilmington Trust FSB), as trustee (incorporated by reference to Exhibit 4.1 to the Partnership's Current Report on Form 8-K filed with the SEC on April 26, 2011 (File No. 000-51734)).
4.3	Indenture, dated September 19, 2011, by and among Calumet Specialty Products Partners, L.P., Calumet Finance Corp., certain subsidiary guarantors party thereto and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Partnership's Current Report on Form 8-K filed with the SEC on September 21, 2011 (File No. 000-51734)).
4.4	Indenture, dated June 29, 2012, by and among Calumet Specialty Products Partners, L.P., Calumet Finance Corp., certain subsidiary guarantors party thereto and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Partnership's Current Report on Form 8-K filed with the SEC on July 5, 2012 (File No. 000-51734)).
4.5	Registration Rights Agreement, dated June 29, 2012, by and among Calumet Specialty Products Partners, L.P., Calumet Finance Corp., certain subsidiary guarantors party thereto and the initial purchasers party thereto (incorporated by reference to Exhibit 4.2 to the

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Partnership's Current Report on Form 8-K filed with the SEC on July 5, 2012 (File No. 000-51734)).

- 5.1\* Opinion of Vinson & Elkins L.L.P.
- 5.2\*\* Opinion of Barnes & Thornburg LLP.
- 5.3\*\* Opinion of Fennemore Craig, P.C.
- 5.4\*\* Opinion of Cook, Yancey, King & Galloway
- 10.1 Noncompetition Agreement, dated January 3, 2008, between ConocoPhillips Company and Calumet Specialty Products Partners, L.P. (incorporated by reference to Exhibit 10.3 to the Partnership's Current Report on Form 8-K filed with the Commission on January 9, 2008 (File No 000-51734)).
- 10.2 Noncompetition Agreement, dated January 3, 2008, between M.E. Zukerman Specialty Oil Corporation and Calumet Specialty Products Partners, L.P. (incorporated by reference to Exhibit 10.4 to the Partnership's Current Report on Form 8-K filed with the Commission on January 9, 2008 (File No 000-51734)).
- 10.3 LVT Unit Agreement, effective January 1, 2008, between ConocoPhillips Company and Calumet Penreco, LLC (incorporated by reference to Exhibit 10.11 to the Partnership's Annual Report on Form 10-K filed with the Commission on March 4, 2008 (File No 000-51734)). Portions of this exhibit have been omitted pursuant to a request for confidential treatment.



Exhibit Number	Description
10.4	LVT Feedstock Purchase Agreement, effective January 1, 2008, between ConocoPhillips Company, as Seller and Calumet Penreco, LLC, as Buyer (incorporated by reference to Exhibit 10.12 to the Partnership's Annual Report on Form 10-K filed with the Commission on March 4, 2008 (File No 000-51734)). Portions of this exhibit have been omitted pursuant to a request for confidential treatment.
10.5	HDW Diesel Sale and Purchase Agreement, effective January 1, 2008, between ConocoPhillips Company, as Seller and Calumet Penreco, LLC, as Buyer (incorporated by reference to Exhibit 10.13 to the Partnership's Annual Report on Form 10-K filed with the Commission on March 4, 2008 (File No 000-51734)). Portions of this exhibit have been omitted pursuant to a request for confidential treatment.
10.6	Amended Crude Oil Sale Contract, effective April 1, 2008, between Plains Marketing, L.P. and Calumet Shreveport Fuels, LLC (incorporated by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8-K filed with the Commission on March 20, 2008 (File No 000-51734)).
10.7	Crude Oil Supply Agreement, dated as of April 30, 2008 and effective May 1, 2008, between Calumet Lubricants Co., Limited Partnership, customer, and Legacy Resources Co., L.P., supplier (incorporated by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8-K filed with the Commission on May 6, 2008 (File No 000-51734)).
10.8	Amendment No. 1 to Crude Oil Supply Agreement, dated as of November 25, 2008 and effective October 1, 2008, between Calumet Lubricants Co., Limited Partnership, customer, and Legacy Resources Co., L.P., supplier (incorporated by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8-K filed with the Commission on December 1, 2008 (File No 000-51734)).
10.9	Amendment No. 2 to Crude Oil Supply Agreement, dated as of April 20, 2009 and effective April 1, 2009, between Calumet Lubricants Co., Limited Partnership, customer, and Legacy Resources Co., L.P., supplier (incorporated by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8-K filed with the Commission on April 22, 2009 (File No 000-51734)).
10.10	Amendment No. 3 to Crude Oil Supply Agreement, dated as of May 4, 2010 and effective April 1, 2010, between Calumet Lubricants Co., L.P., customer, and Legacy Resources Co., L.P., supplier (incorporated by reference to Exhibit 10.23 to the Partnership's Quarterly Report on Form 10-Q filed with the Commission on May 7, 2010 (File No 000-51734)).
10.11	Amendment No. 4 to Crude Oil Supply Agreement, dated as of August 30, 2010 and effective September 1, 2010, between Calumet Lubricants Co., Limited Partnership, customer, and Legacy Resources Co., L.P., supplier (incorporated by reference to Exhibit 10.25 to the Partnership's Current Report on Form 8-K filed with the Commission on September 3, 2010 (File No 000- 51734)).
10.12	

Amendment No. 5 to Crude Oil Supply Agreement, dated as of March 24, 2011 and effective March 1, 2011, between Calumet Lubricants Co., Limited Partnership and Legacy Resources Co., L.P. (incorporated by reference to Exhibit 10.26 to the Partnership's Current Report on Form 8-K filed with the SEC on March 25, 2011 (File No 000-51734)).

10.13 Crude Oil Supply Agreement, effective as of September 1, 2009, between Calumet Shreveport Fuels, LLC, customer, and Legacy Resources Co., L.P., supplier (incorporated by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8-K filed with the Commission on September 4, 2009 (File No 000-51734)).

10.14 Amendment No. 1 to Crude Oil Supply Agreement, dated as of September 30, 2009 and effective September 1, 2009, between Calumet Shreveport Fuels, LLC, customer, and Legacy Resources Co., L.P., supplier (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed with the Commission on November 6, 2009 (File No 000-51734)).

10.15 Amendment No. 2 to Crude Oil Supply Agreement, dated as of December 3, 2009 and effective November 1, 2009, between Calumet Shreveport Fuels, LLC, customer, and Legacy Resources Co., L.P., supplier (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the Commission on December 3, 2009 (File No 000-51734)).

10.16 Amendment No. 3 to Crude Oil Supply Agreement, dated as of May 4, 2010 and effective April 1, 2010, between Calumet Shreveport Fuels, LLC, customer, and Legacy Resources Co., L.P., supplier (incorporated by reference to Exhibit 10.22 to the Partnership's Quarterly Report on Form 10-Q filed with the Commission on May 7, 2010 (File No 000-51734)).

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Exhibit Number	Description
10.17	Amendment No. 4 to Crude Oil Supply Agreement, dated as of August 30, 2010 and effective September 1, 2010, between Calumet Shreveport Fuels, LLC, customer, and Legacy Resources Co., L.P., supplier (incorporated by reference to Exhibit 10.24 to the Partnership's Current Report on Form 8-K filed with the Commission on September 3, 2010 (File No 000-51734)).
10.18	Amendment No. 5 to Crude Oil Supply Agreement, dated as of March 24, 2011 and effective March 1, 2011, between Calumet Shreveport Fuels, LLC and Legacy Resources Co., L.P. (incorporated by reference to Exhibit 10.27 to the Partnership's Current Report on Form 8-K filed with the SEC on March 25, 2011 (File No 000-51734)).
10.19	Calumet Specialty Products Partners, L.P. Executive Deferred Compensation Plan, dated December 18, 2008 and effective January 1, 2009 (incorporated by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8-K filed with the Commission on December 22, 2008 (File No 000-51734)).
10.20	Form of Phantom Unit Grant Agreement (incorporated by reference to Exhibit 99.1 to the Partnership's Current Report on Form 8-K filed with the Commission on January 28, 2009 (File No 000-51734)).
10.21	F. William Grube Employment Contract (incorporated by reference to Exhibit 10.3 to the Partnership's Current Report on Form 8-K filed with the Commission on February 13, 2006 (File No. 000-51734)).
10.22	Omnibus Agreement (incorporated by reference to Exhibit 10.1 of the Partnership's Registration Current Report on Form 8-K filed with the Commission on February 13, 2006 (File No. 000-51734)).
10.23	Form of Unit Option Grant (incorporated by reference to Exhibit 10.4 of the Partnership's Registration Statement on Form S-1 filed with the Commission on November 16, 2005 (File No. 333-128880)).
10.24	Amended and Restated Long-Term Incentive Plan, dated and effective January 22, 2009 (incorporated by reference to Exhibit 10.18 to the Partnership's Annual Report on Form 10-K filed with the Commission on March 4, 2009 (File No. 000-51734)).
10.25	Reaffirmation Agreement, General Release and Covenant Not to Sue, dated December 22, 2010 and effective as of December 29, 2010 between Calumet GP, LLC and Allan A. Moyes III (incorporated by reference to Exhibit 10.26 to the Partnership's Current Report on Form 8-K filed with the Commission on January 4, 2011 (File No 000- 51734)).
10.26	Amended and Restated Credit Agreement, dated as June 24, 2011, by and among Calumet Specialty Products Partners, L.P. and its subsidiaries as Borrowers, the Lenders, Bank of America, N.A., as Agent and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Capital Finance, LLC as Joint Lead Arrangers and Joint Book Runners (incorporated by reference to Exhibit 10.1 to the Partnership's Current

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Report on Form 8-K filed with the Commission on June 30, 2011 (File No. 000-51734)).

10.27 First Amendment to Amended and Restated Credit Agreement, dated December 28, 2011, by and among Calumet Specialty Products Partners, L.P. and its subsidiaries as Borrowers, the Lenders and Bank of America, N.A., as Agent (incorporated by reference to Exhibit 10.27 to the Partnership's Annual Report on Form 10-K filed with the Commission on February 29, 2012 (File No. 000-517347)).

10.28 Collateral Trust Agreement, as amended, dated as of April 21, 2011, among Calumet Lubricants Co., Limited Partnership, the guarantors party thereto, the secured hedge counterparties thereto and Bank of America, N.A. (incorporated by reference to Exhibit 10.2 to the Partnership's Current Report on Form 10-Q filed with the SEC on August 8, 2011 (File No 000-51734)).

10.29 Amendment No. 2 to Collateral Trust Agreement, effective as of September 30, 2011, by and among Calumet Lubricants Co., Limited Partnership, the guarantors party thereto, the secured hedge counterparties thereto and Bank of America, N.A. (incorporated by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8-K filed with the SEC on October 6, 2011 (File No. 000-51734)).

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Exhibit Number	Description
10.30	Crude Oil Purchase Agreement effective as of October 1, 2011, by and between BP Products North America Inc. and Calumet Superior, LLC (incorporated by reference to Exhibit 10.27 to the Partnership's Annual Report on Form 10-K filed with the Commission on February 29, 2012 (File No. 000-517347)). Portions of this exhibit have been omitted pursuant to a request for confidential treatment.
10.31	Amended and Restated Crude Oil Purchase Agreement, dated April 1, 2012 by and between BP Products North America Inc. and Calumet Superior, LLC (incorporated by reference to Exhibit 10.1 to the Partnership's Quarterly Report on Form 10-Q filed with the SEC on August 9, 2012 (File No. 000-51734)). Portions of this exhibit have been omitted pursuant to a request for confidential treatment.
12.1**	Statement regarding computation of ratios.
21.1**	List of Subsidiaries of Calumet Specialty Products Partners, L.P.
23.1**	Consent of Ernst & Young, LLP.
23.2**	Consent of KPMG LLP.
23.3**	Consent of Briggs & Veselka Co.
23.4**	Consent of Deloitte & Touche LLP.
23.5*	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
23.6**	Consent of Barnes & Thornburg LLP (included in Exhibit 5.2).
23.7**	Consent of Fennemore Craig, P.C. (included in Exhibit 5.3).
23.8**	Consent of Cook, Yancey, King & Galloway (included in Exhibit 5.4).
24.1**	Powers of Attorney (included on the signature pages attached hereto).
25.1**	Statement of Eligibility on Form T-1 of Wilmington Trust, National Association.
*	Filed herewith.
**	Previously filed.