

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF NGL ENERGY HOLDINGS LLC**

Adopted as of November 10, 2011

I. PURPOSES

The Compensation Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of NGL Energy Holdings LLC (the “*General Partner*”) acting in its capacity as the general partner of NGL Energy Partners LP (the “*Partnership*”) for the purposes of (a) discharging the Board’s responsibilities relating to the compensation of the General Partner’s chief executive officer (the “*CEO*”), (b) making recommendations to the Board with respect to the compensation of the General Partner’s other executive officers, (c) administering the General Partner’s equity-based compensation plans and (d) reviewing the disclosures in Compensation Discussion and Analysis and producing an annual compensation committee report for inclusion in the Partnership’s Annual Report on Form 10-K.

II. RESPONSIBILITIES

In addition to such other duties as the Board may from time to time assign to the Committee, the Committee shall:

- in consultation with senior management, establish the General Partner’s general compensation philosophy and objectives;
- review and approve the General Partner’s goals and objectives relevant to the compensation of the CEO, annually evaluate the CEO’s performance in light of those goals and objectives and based on this evaluation determine the CEO’s compensation level, including salary, bonus, incentive and equity compensation. In determining the long-term incentive component of the CEO’s compensation, the Committee shall consider, among other factors, the Partnership’s performance and relative unitholder return, the value of similar incentive awards to CEO’s at comparable companies, and the awards given to the General Partner’s CEO in past years.
- make recommendations to the Board with respect to all compensation for non-CEO executive officers;
- review and make recommendations to the Board with respect to director compensation;
- make recommendations to the Board with respect to all employment agreements, severance arrangements, change in control provisions and agreements and any special supplemental benefits applicable to the General Partner’s executive officers;

- review and make recommendations to the Board with respect to incentive compensation and equity-based plans;
- administer the General Partner’s equity-based compensation plans, including the grant of unit options and other equity awards under such plans;
- review and discuss with management the disclosures made in Compensation Discussion and Analysis prior to the filing of the Partnership’s Annual Report on Form 10-K, and recommend to the Board whether the Compensation Discussion and Analysis should be included in the Annual Report on Form 10-K;
- prepare an annual compensation committee report for inclusion in the Partnership’s Annual Report on Form 10-K as required by the applicable rules of the Securities and Exchange Commission;
- conduct an annual performance evaluation of the Committee;
- review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for approval;
- oversee the risk assessment of the General Partner’s compensation arrangements applicable to the General Partner’s executive officers and other employees and review and discuss at least annually the relationship between risk management policies and practices and compensation; and
- review and approve any additional services to be performed for the General Partner or its affiliates by a compensation consultant or its affiliates during a fiscal year in which the Committee has retained such compensation consultant to provide advice or recommendations on the form or amount of executive and director compensation.

III. COMPOSITION

The Committee shall be comprised of three or more members of the Board, including a Chairperson. At least two Committee members shall be a “Non-Employee Director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934 (with each member’s status in reference to Item 404(a) of Regulation S-K being determined pursuant to Note 4 to Rule 16b-3). The members of the Committee and the Chairperson shall be selected not less frequently than annually by the Board and serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board.

IV. MEETINGS AND OPERATIONS

The Committee shall meet as often as necessary, but at least once each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson. The Committee may meet by telephone conference call or by any other means permitted by law or the General Partner’s limited liability company agreement. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a

majority of members present at a meeting at which a quorum is present. Subject to the General Partner's limited liability company agreement, the Committee may act by unanimous written consent of all members in lieu of a meeting. The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the General Partner. Any member of the Board shall be provided with copies of such Committee minutes if requested. The Committee shall keep such other records of its meetings as it deems appropriate.

The Committee may ask members of management, employees, outside counsel, or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request. The Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time as requested by the Board.

V. AUTHORITY

The Committee has the authority, to the extent it deems appropriate, to retain one or more compensation consultants to assist in the evaluation of director, CEO or executive compensation. The Committee shall have the sole authority to retain and terminate any such compensation consultant, and to approve such consultant's fees and other retention terms. The Committee shall review and approve any additional services to be performed by a compensation consultant or its affiliates during a fiscal year in which the Committee has retained such consultant to assist in the evaluation of director, CEO or executive compensation. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain other advisors. The General Partner will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors employed by the Committee.