

Calumet Specialty Products Partners, L.P.
Form 8-K
September 04, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): September 4, 2009 (September 1, 2009)
CALUMET SPECIALTY PRODUCTS PARTNERS, L.P.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

000-51734
(Commission File Number)

37-1516132
(IRS Employer
Identification No.)

2780 Waterfront Pkwy E. Drive
Suite 200
Indianapolis, Indiana 46214

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(317) 328-5660**
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 1.01 Entry into a Material Definitive Agreement.

On September 1, 2009, Calumet Shreveport Fuels, LLC (*Calumet*), a wholly-owned subsidiary of Calumet Specialty Products Partners, L.P. (the *Partnership*), entered into a Crude Oil Supply Agreement (the *Agreement*) with Legacy Resources Co., L.P. (*Legacy*). Under the Agreement, Legacy will supply the Partnership's Shreveport refinery with a portion of its crude oil requirements on a just in time basis utilizing a market-based pricing mechanism. The Partnership anticipates it will purchase a portion of the crude oil requirements for its Shreveport refinery under the Agreement and not the Master Crude Oil Purchase and Sale Agreement previously entered into by Calumet and Legacy on January 26, 2009, which shall remain in effect. The Agreement is effective as of September 1, 2009 and will continue to be in effect until terminated by either party by written notice, such notice not to be given until on or after April 30, 2010. Such written termination notice on or after April 30, 2010 will begin a wind up period which generally lasts 90 days, upon which termination is effective. The terms of the Agreement provide for Legacy to have exclusive rights to store crude oil in various storage tanks owned and under the control of Calumet that are located at or in close proximity to the Shreveport refinery. Title and risk of loss of the crude oil will pass from Legacy to Calumet as crude oil is transferred out of such crude oil storage tanks at the Shreveport refinery. Calumet will provide Legacy with a nonbinding indication of need for crude oil on a monthly basis to provide Legacy with guidance for purposes of seeking out and procuring the crude oil from other crude oil suppliers for resale to Calumet. The crude oil must meet certain specifications as outlined in the Agreement. Based on historical usage, the estimated volume of crude oil to be sold by Legacy and purchased by Calumet pursuant to the Agreement will be approximately 15,000 to 20,000 barrels per day.

Because Legacy is owned in part by The Heritage Group, an affiliate of our general partner, and our chief executive officer and president, F. William Grube, the terms of the Agreement were reviewed by the Partnership's conflicts committee, which consists entirely of independent directors. The conflicts committee approved the Agreement after determining that the terms of the Agreement are fair and reasonable to the Partnership.

The foregoing description is qualified in its entirety by reference to the Agreement, a copy of which is attached hereto as Exhibit 10.1 and incorporated into this Current Report on Form 8-K by reference

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit Number	Description
Exhibit 10.1	Crude Oil Supply Agreement, dated September 1, 2009, between Calumet Shreveport Fuels, LLC and Legacy Resources Co., L.P.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CALUMET SPECIALTY PRODUCTS
PARTNERS, L.P.**

By: **CALUMET GP, LLC,**
its General Partner

By: /s/ R. Patrick Murray, II

Name: R. Patrick Murray, II
Title: Vice President, Chief Financial Officer
and Secretary

September 4, 2009

EXHIBIT INDEX

Exhibit Number	Description
Exhibit 10.1	Crude Oil Supply Agreement, dated September 1, 2009, between Calumet Shreveport Fuels, LLC and Legacy Resources Co., L.P.