

Edgar Filing: Calumet Specialty Products Partners, L.P. - Form 8-K

Calumet Specialty Products Partners, L.P.

Form 8-K

May 06, 2008

**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): May 6, 2008 (April 30, 2008)**

**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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On April 30, 2008, Calumet Lubricants Co., Limited Partnership ( 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 Princeton refinery with all of its crude oil requirements on a just in time basis utilizing a market-based pricing mechanism. The Agreement is effective as of May 1, 2008 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 March 31, 2009. Such written termination notice on or after March 31, 2009 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 which are located at or in close proximity to the Princeton 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 Princeton 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 is approximately 7,000 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.**

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 10.1	Crude Oil Supply Agreement, dated April 30, 2008, between Calumet Lubricants Co., Limited Partnership and Legacy Resources Co., L.P.

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**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

May 6, 2008

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**EXHIBIT INDEX**

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