

**CHARTER OF THE AUDIT COMMITTEE OF THE
BOARD OF DIRECTORS OF
GLOBAL GP, LLC
(the “Company”),
Acting in its capacity as the general partner of
GLOBAL PARTNERS LP
(the “Partnership”)**

Effective Date: May 6, 2009

1. Purpose: The purpose of the Audit Committee (the “Committee”) shall be to (a) appoint, oversee and replace, if necessary, the Company’s independent auditor, (b) assist the Board of Directors (the “Board”) in its oversight of (i) the integrity of the Company's financial statements and internal controls, (ii) the Company's compliance with legal and regulatory requirements, (iii) the qualifications, independence and performance of the Company’s independent auditors , and (iv) the performance of the Company’s internal audit function; and (c) prepare the Audit Committee report that the Securities and Exchange Commission (the “SEC”) rules require be included in the Company's annual report.

2. Composition of the Audit Committee: The Committee shall consist of no fewer than three Board members. The members of the Committee shall be elected by the Board annually and shall serve until the earlier of the end of the one-year term or the time their successors are duly elected and qualified. Each member of the Committee shall satisfy the independence requirements of the Sarbanes-Oxley Act of 2002, the SEC, and the New York Stock Exchange. Members of the Committee shall be financially literate as such qualification is interpreted by the Board in its business judgment. At least one member of the Committee shall have accounting or related financial management expertise, as such qualification is interpreted by the Board in its business judgment. The designation or determination by the Board of a person as an Audit Committee financial expert will not impose on such person individually, on the Committee, or on the Board as a whole, any greater duties, obligations or liability than would exist in the absence of such designation or determination. No member of the Committee may sit on more than three separate audit committees unless the Board affirmatively determines that such services will not impair their effectiveness. Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

3. Meetings, Organization and Governance of the Audit Committee: The Committee shall hold at least four regularly scheduled meetings during each calendar year and such special meetings as circumstances dictate. It shall meet separately, at least quarterly, with management, with personnel responsible for the internal audit function and with the independent auditor to discuss results of examinations, or discuss any matters that the Committee or any of these persons or firms believe should be discussed privately. The Board authorizes the Committee to request information from the Chief Executive Officer, or any officer or employee of the Company or its outside legal counsel or independent auditors or to request that any such persons attend a meeting of the Committee. In order to fulfill its role, the Committee shall be governed in the following manner:

- The Chairperson or any two members may call a meeting of the Committee upon due notice to each other member at least four (4) hours prior to the meeting;
- A majority of the members of the Committee shall constitute a quorum;
- Action may be taken by the Committee upon the affirmative vote of a majority of the members; and
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing.

While the Committee has the responsibilities and powers set forth in this charter, the role of the Committee is assisting the Board in its oversight responsibilities. It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") or international financial reporting standards ("IFRS") and applicable rules and regulations. Likewise, it is not the Committee's responsibility to conduct investigations or to assure that the Company complies with specific legal requirements or the Company's code of ethics. Each member of the Committee will be entitled to rely, to the fullest extent permitted by law, upon the integrity of those persons or organizations within and outside the Company from whom it receives information, and the accuracy of the information.

4. Duties and Responsibilities of the Audit Committee. The Committee shall assist the Board in fulfilling the Board's and Committee's responsibilities by accomplishing the following:

4.1 Oversight of Independent Auditors

(a) Require the independent auditor to report directly to the Committee. Appoint, oversee the work of, evaluate the qualifications, performance and independence of, determine compensation for, and where appropriate, terminate, replace, or rotate, the independent auditor. In evaluating the performance of the independent auditor, the Committee will evaluate the performance of the independent auditor's lead partner and will consider whether the provision of non-audit services is compatible with maintaining the auditor's independence, and ensure the rotation of audit partners as required by law.

(b) Review and pre-approve, to the extent required by applicable laws and regulations, the scope and general extent of the independent auditor's services, audit and non-audit, the significant audit procedures that will be used, and the estimated fees for its audit services. The Chairman of the Committee may grant any required pre-approval of specific services as required, provided that the full Committee is advised of such approval at the next regularly scheduled Committee meeting.

(c) Obtain and review a report by the independent auditor, at least annually, regarding: (i) the independent auditor's quality control procedures, (ii) any material issues raised by the most recent internal quality control or peer review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting an independent audit conducted by the firm, (iii) any step taken to address such issues, and (iv) all relationships between the independent auditor and the Company. Discuss with the independent auditor whether any disclosed

relationships or services may impact the objectivity and independence of the independent auditor and make appropriate recommendations to the Board concerning such matters.

(d) Obtain and review a report by the independent auditor, at least annually, containing: (a) the auditor's conclusions regarding the Company's critical accounting principles and the application of those principles, (b) all alternative treatments of financial information within GAAP (or IFRS, as applicable) that have been discussed with management and the ramifications of the use of such alternative treatments, (c) the critical accounting principles preferred by the independent auditor, and (d) other matters required to be discussed with the independent auditor by applicable laws and regulations.

(e) Set clear policies for the Company's hiring of employees or former employees of the independent auditor.

(f) Review with the independent auditor any problems or difficulties in auditing the Company's financial statements and management's responses. The Committee will make efforts to resolve any disagreements between management and the independent auditor regarding financial reporting.

(g) Facilitate open communications among the Company's independent auditor, management, personnel responsible for the internal audit function and the Board.

4.2 Financial Statement and Disclosure Matters

(a) Review and discuss with management and the independent auditor the annual and quarterly financial statements and the Company's "Management's Discussion and Analysis of Financial Conditions and Results of Operations" ("MD&A") prior to the filing of the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Discuss any significant changes in the audit plan, results of the annual audit and quarterly reviews and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards. Discuss with management and the independent auditor their judgment about the quality of accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements, including the Company's disclosures of critical accounting policies and other disclosures.

(b) Review, or establish standards for the type of information and the type of presentation of such information to be included in earnings press releases and earnings guidance provided to analysts and rating agencies (as applicable).

(c) Recommend to the Board whether the audited or unaudited financial statements should be included in the Company's filings with the SEC.

(d) Recommend to the Board whether the quarterly earnings press releases or other financial press releases should be disseminated.

(e) Review and discuss with management, personnel responsible for the internal audit function and the independent auditor the Company's system of internal control, including information systems controls and security, the independent auditors attestation of the Company's

internal controls report prior to filing of the Company's Form 10-K, its financial and critical accounting practices, and policies relating to risk assessment, including steps that management has taken to minimize risk to the Company. Discuss the Company's risk assessment and risk management policies.

(f) Receive from the Chief Executive Officer and Chief Financial Officer a report of any significant deficiencies or material weaknesses in the design or operation of internal controls over financial reporting, and any fraud that involves management or other employees who have a significant role in the company's internal controls over financial reporting.

(g) Establish and review the Company's "whistleblowing" procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters.

4.3. Other Responsibilities:

(a) Prepare a report for inclusion in the Company's annual report as required by the rules of the Securities and Exchange Commission.

(b) The Committee will regularly report to the Board. Each year, the Committee will report to the Board its compliance with this charter. The Committee will reassess the adequacy of this charter annually.

(c) Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.

(d) Perform any other activities consistent with the Charter, Limited Liability Company Agreement and the Operating Agreement and governing law as the Board or the Audit Committee shall deem appropriate.

(e) Investigate any reported violations of the Company's Code of Business Conduct and Ethics received by the Committee.

(f) Review with the General Counsel and others, as appropriate and at least annually, any legal matters that may have a material impact on the Company's financial statements and any material reports or inquiries received from regulators or governmental agencies.

(g) Direct and oversee, as appropriate, investigations into any matter brought to its attention within the scope of its duties.

5. Authority and Resources of the Audit Committee. The Committee has the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties. It also has authority to determine compensation for such advisors as well as for the independent auditor. The Committee may determine appropriate funding needs for its own ordinary administrative expenses that are necessary and appropriate to carrying out its duties. Funding for such retained services shall be provided for by the Company.