

**GLOBAL PARTNERS LP
GLOBAL GP LLC
COMPENSATION COMMITTEE CHARTER**

April 2009

The Board of Directors (the “Board”) of Global GP LLC (the “Company”), the general partner of Global Partners LP (the “Partnership”), has established the Compensation Committee (the “Committee”) of the Board with the authority, responsibility and specific duties described in this Compensation Committee Charter.

Purposes

The purposes of the Committee are:

1. To review, evaluate and approve the agreements, plans, policies and programs of the Company to compensate the officers and directors of the Company, including annual incentive bonus plans for officers and employees of the Company, except as otherwise set forth in the Company’s Limited Liability Company Agreement, as amended time to time;
2. To produce a report on executive compensation annually and to publish the report in the Partnership’s annual report on Form 10-K, if required by the rules and regulations of the Securities and Exchange Commission (“SEC”);
3. To otherwise discharge the Board’s responsibilities relating to compensation of the Company’s officers and directors; and
4. To perform such other functions as the Board may assign to the Committee from time to time.

Composition

The Committee shall consist of at least three members, all of whom must be members of the Board and independent under the standards applicable to companies whose shares are listed on the New York Stock Exchange and Section 10A(m)(3) of the Securities Exchange Act of 1934, and the rules and regulations of the SEC. One of the members shall serve as the chairperson of the Committee.

Procedures

1. *Meetings.* The Committee shall meet as often as may be deemed necessary or appropriate in its judgment at the call of its chairperson, two or more members of the Committee or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Company’s management, independent consultants, and such other persons as the Committee or its chairperson may

determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the Company's Limited Liability Company Agreement, as amended time to time.

2. *Quorum and Approval.* 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. The Committee may also act by unanimous written consent in lieu of a meeting.
3. *Reports.* The Committee shall make regular reports to the Board, directly or through the chairperson. It will reassess the adequacy of this charter annually. The Committee will annually review its own performance and report the results to the Board.
4. *Resources.* In discharging its responsibilities, the Committee will have the resources and authority to obtain advice and assistance from internal resources and external advisors or professionals (including compensation consultants) it deems appropriate and to cover ordinary administrative costs. All expenses of the Committee shall be paid by the Company.
5. *Duties and Responsibilities.* The primary responsibilities of the Committee are set forth below. The Committee will:
 - (a) On an annual basis, review, set and approve goals and objectives relevant to the compensation of the named executive officers, evaluating the performance of said named executive officers in light of the goals and objectives, and determine and approve such compensation.
 - (b) Review and make recommendations to the Board with respect to incentive-compensation and equity-based plans.
 - (c) Review and discuss with management the Compensation Discussion & Analysis (CD&A) section on executive compensation to be included in the Company's annual filings, and determine whether to recommend to the Board that the CD&A be included in the Company's filings.
 - (d) Provide a report setting forth the basis for the Committee's recommendation to the Board regarding the inclusion of the disclosure set forth in the CD&A, to be included in the Company's filings.
 - (e) Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.