

SPRAGUE RESOURCES LP

**SPRAGUE RESOURCES GP LLC
POLICY FOR EMPLOYEE COMPLAINT PROCEDURES
FOR ACCOUNTING AND COMPLIANCE MATTERS**

(WHISTLEBLOWER POLICY)

(Adopted as of October 14, 2013)

I. Statement of Principles

The Board of Directors (the “**Board**”) of Sprague Resources GP LLC (the “**Company**”), acting in its capacity as the general partner of Sprague Resources LP (the “**Partnership**” and, together with its subsidiaries and the Company, the “**Partnership Group**”), has constituted and established an Audit Committee (the “**Committee**”) with the authority, responsibility and specific duties as described in the Audit Committee Charter. Pursuant to the Audit Committee Charter, the requirements of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission, the Committee is required to establish the procedures for (1) the receipt, retention and treatment of complaints received by the Partnership Group regarding accounting, internal accounting controls or auditing matters (“**Accounting Matters**”), (2) the receipt, retention and treatment of complaints regarding potential violations of applicable laws, rules and regulations or of the Partnership Group’s codes, policies and procedures (“**Compliance Matters**”) and (3) the confidential, anonymous submission by employees working on behalf of the Partnership Group (“**employees**”) of concerns regarding questionable Accounting Matters and Compliance Matters. In order to facilitate the reporting of employee complaints, the Committee has adopted this Policy for Employee Complaint Procedures for Accounting and Compliance Matters (this “**Policy**”).

Pursuant to this Policy, any employee may submit a good faith complaint regarding Accounting Matters or Compliance Matters to the Partnership Group’s management without fear of dismissal or retaliation of any kind. The Partnership Group is committed to achieving compliance with all applicable laws, rules, regulations, standards and policies, including securities laws and regulations, accounting standards, accounting controls and audit practices. The Committee will oversee treatment of employee concerns in this area.

II. Scope of Matters Covered by These Procedures

These procedures cover employee complaints relating to any questionable Accounting Matter, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any of the Partnership’s financial statements;
- fraud or deliberate error in the recording and maintaining of the Partnership’s financial records;

- deficiencies in or noncompliance with the Partnership's internal accounting controls;
- misrepresentation or a false statement to or by a senior officer or accountant regarding a matter contained in the Partnership's financial records, financial statements or audit reports; and
- deviation from full and fair reporting of the Partnership's financial condition.

In addition, these procedures cover employee complaints relating to any questionable Compliance Matter, including, without limitation, the following:

- applicable laws, rules and regulations;
- listing standards of the New York Stock Exchange applicable to domestic listed companies; and
- the Partnership Group's Financial Code of Ethics, Corporate Code of Business Conduct and Ethics, Corporate Governance Guidelines, Insider Trading Policy and Short-Swing Trading and Reporting Policy.

III. Reporting Procedures for Employee Complaints

Employees with concerns regarding questionable Accounting Matters or Compliance Matters should share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's direct supervisor is in the best position to address an area of concern. However, if an employee is not comfortable speaking with his or her supervisor, or if he or she is not satisfied with the supervisor's response, the employee is encouraged to speak with anyone in management with whom they are comfortable approaching. Supervisors and managers are required to report questionable Accounting Matters and Compliance Matters to the Company's General Counsel.

When an employee is not satisfied or comfortable with the above stated escalation policy, employees should report complaints to the Audit Committee directly through an anonymous, third-party whistleblower hotline. The hotline number is **1-877-490-8939**, and can be reached 24 hours a day, seven days a week. Additionally, employees can access the hotline online at www.spragueenergy.ethicspoint.com

IV. Treatment of Complaints

Upon receipt of a complaint, the Company's General Counsel will (1) determine whether the complaint actually pertains to Accounting Matters or Compliance Matters and (2) when possible, acknowledge receipt of the complaint to the sender.

Complaints relating to Accounting Matters will be reviewed under the Committee's oversight by the Company's General Counsel, internal audit department or such other persons as the Committee determines to be appropriate. Complaints relating to Compliance Matters will be reviewed under the Committee's oversight by the Company's General Counsel or such other

persons as the Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

Any employee who reports a complaint should not be concerned about experiencing any adverse consequences for having done so. Employees will not be penalized or retaliated against in any way with regard to their employment, nor harassed or threatened for reporting such concerns. As part of its compliance program, the Partnership Group must rely on its employees to bring to its attention any conduct that might violate legal requirements or internal policies. Consequently, the Partnership Group cannot, and will not, tolerate retaliation against an employee who has reported a compliance concern. In addition to this policy prohibiting such retaliation, the Sarbanes-Oxley Act of 2002 and other laws protect employees who report violations of certain laws (such as rules and regulations of the Securities and Exchange Commission or anti-fraud statutes) from retaliation with respect to their employment.

V. Reporting and Retention of Complaints and Investigations

The Company's General Counsel will maintain a log of all complaints [made via the whistleblower hotline](#), tracking their receipt, investigation and resolution and shall prepare a periodic summary report for the Committee. Copies of the complaints and the log will be maintained in accordance with the Partnership Group's document retention policy, which is set forth in the Partnership Group's Corporate Code of Business Conduct and Ethics.

VI. Amendments

The Committee may amend these procedures at any time, consistent with requirements of applicable laws, rules and regulations.