

NOMINATING COMMITTEE CHARTER

ML RESOURCES, INC. BOARD OF DIRECTORS NOMINATING COMMITTEE CHARTER

I. PURPOSE OF NOMINATING COMMITTEE

The Nominating Committee shall, in the manner set forth in this Charter, assist the Board of Directors of ML Resources, Inc. ("Resources") in identifying qualified individuals to become directors, recommend to the Board qualified director nominees for election and report to the Board on succession plans for the Chief Executive Officer ("CEO"). The primary responsibility of the Board of Directors of Resources is to exercise its responsibilities as general partner and fiduciary of MLP. The term Corporation when used herein shall mean either or both of Resources and MLP as may be applicable or appropriate.

II. COMPOSITION OF NOMINATING COMMITTEE

The Nominating Committee shall be comprised of three or more directors, as determined by the Board of Directors. Nominating Committee members shall have no relationship with the Corporation that, in the business judgment of the Board of Directors, may interfere with the exercise of their independence from management and the Corporation. The members of the Nominating Committee shall also satisfy other applicable independence requirements under the rules of the New York Stock Exchange and Securities and Exchange Commission.

The members of the Nominating Committee shall be elected by the Board of Directors and shall serve until their resignation or removal or until successors have been duly elected. Nominating Committee members shall serve at the pleasure of the Board of Directors.

III. NOMINATING COMMITTEE MEETINGS

The Nominating Committee shall meet at least once quarterly, or more frequently as circumstances dictate. Any Committee member may request the Chairman of the Committee to call a meeting. The Chairman of the Committee shall report on any Committee meeting held at the next regularly scheduled Board meeting following the Committee meeting.

IV. RESPONSIBILITIES AND AUTHORITY

The Nominating Committee shall:

1. Review and reassess the adequacy of this Charter at least annually. Submit the Charter to the Board of Directors for approval once every three years or more frequently as circumstances dictate. Include or reference the Charter in the Corporation's annual report of Form 10-K.
2. Recommend director nominees for election by the Board.
3. Prior to nominating an existing director for re-election to the Board, the Committee shall consider and review the existing director's:
 - a. Board and committee meeting attendance and performance.
 - b. Length of Board service and age requirements and general state of physical and mental wellbeing.
 - c. Experience, skills and contributions
 - d. Independence
4. In the event that a director vacancy arises, the Committee may seek and identify a qualified nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant. In order to identify such a nominee, the Committee shall solicit recommendations from the directors and senior management and shall consider any recommendations from unit holders.
5. A director nominee shall meet the director qualifications specified in the Company's Corporate Governance Guidelines, including that the director nominee possess personal and professional integrity, has good business judgment, relevant experience and skills and will be an effective director in conjunction with the full Board in collectively serving the long-term interests of the Company's unitholders. The Committee shall apply the same policies and procedures to evaluate candidates for prospective directors that are submitted by unit holders that are used to evaluate candidates from other sources.
6. The Committee shall annually review its own performance by distributing to its members a written self-assessment.
7. The Committee shall make an annual report to the Board on emergency as well as expected CEO succession planning. The full Board will work with the Committee to recommend and evaluate potential successors to the CEO.

V. APPROVAL

As adopted by the Board of Directors of ML Resources, Inc. and last revised on December 2, 2010.