
**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): July 23, 2015

GENESIS ENERGY, L.P.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

1-12295
(Commission
File Number)

76-0513049
(I.R.S. Employer
Identification No.)

919 Milam, Suite 2100, Houston, Texas
(Address of principal executive offices)

77002
(Zip Code)

(713) 860-2500
(Registrant's telephone number, including area code)

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 8.01. Other Events.

Genesis Energy, L.P. (“**Genesis**”) is filing the exhibits in Item 9.01 of this Current Report on Form 8-K in connection with the issuance and sale by Genesis and Genesis Energy Finance Corporation of \$750,000,000 aggregate principal amount of 6.75% Senior Notes due 2022 (the “**Notes**”), guaranteed by certain subsidiary guarantors of Genesis (the “**Guarantees**” and, together with the Notes, the “**Securities**”). The Securities have been registered under the Securities Act of 1933, as amended, pursuant to Genesis’ effective Registration Statement on Form S-3 (Registration No. 333-203259), as amended, as supplemented by the Prospectus Supplement dated July 16, 2015, relating to the offering of the Securities, filed with the SEC pursuant to Rule 424(b) of the Securities Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following materials are filed as exhibits to this Current Report on Form 8-K.

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Akin Gump Strauss Hauer & Feld LLP regarding the legality of the specified Securities.
5.2	Opinion of McDavid, Noblin & West PLLC concerning certain matters of Alabama law.
5.3	Opinion of Liskow & Lewis, A Professional Law Corporation, concerning certain matters of Louisiana law.
8.1	Opinion of Akin Gump Strauss Hauer & Feld LLP regarding certain federal income tax matters.
12.1	Computation of ratio of earnings to fixed charges.
23.1	Consent of Akin Gump Strauss Hauer & Feld LLP (included in Exhibit 5.1).
23.2	Consent of McDavid, Noblin & West LLP (included in Exhibit 5.2).
23.3	Consent of Liskow & Lewis, A Professional Law Corporation (included in Exhibit 5.3).
23.4	Consent of Akin Gump Strauss Hauer & Feld LLP (included in Exhibit 8.1).

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.

GENESIS ENERGY, L.P.
(a Delaware limited partnership)
By: GENESIS ENERGY, LLC, as its sole
general partner

Date: July 23, 2015

By: /s/ Robert V. Deere
Robert V. Deere
Chief Financial Officer

EXHIBIT INDEX

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Akin Gump

STRAUSS HAUER & FELD LLP

July 23, 2015

Genesis Energy, L.P.
Genesis Energy Finance Corporation
919 Milam, Suite 2100
Houston, Texas 77002

Re: Genesis Energy, L.P.
Genesis Energy Finance Corporation
Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Genesis Energy, L.P., a Delaware limited partnership (the “**Partnership**”), and Genesis Energy Finance Corporation, a Delaware corporation (“**Finance Corp**” and, together with the Partnership, the “**Issuers**”), in connection with the registration, pursuant to a Registration Statement on Form S-3 (File No. 333-203259), as amended by Post-Effective Amendment No. 1 and Post-Effective Amendment No. 2 (as so amended, the “**Registration Statement**”), filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Act**”), of the offering and sale by the Issuers of \$750,000,000 aggregate principal amount of 6.75% Senior Notes due 2022 (the “**Notes**”), including the guarantees (the “**Guarantees**”) of the Notes by the Partnership’s subsidiaries (the “**Subsidiary Guarantors**” and, together with the Issuers, the “**Obligors**”) listed on Schedule I hereto (including the Specified Guarantors (as defined below)), to be issued under an Indenture (the “**Base Indenture**”) dated as of May 21, 2015, among the Partnership, Finance Corp, the Subsidiary Guarantors and U.S. Bank, National Association, as Trustee (the “**Trustee**”), as supplemented by the Fourth Supplemental Indenture thereto dated as of July 23, 2015, among the Partnership, Finance Corp, the Subsidiary Guarantors and the Trustee (the “**Supplemental Indenture**” and, together with the Base Indenture, the “**Indenture**”), and sold pursuant to the terms of an underwriting agreement (the “**Underwriting Agreement**”), dated July 16, 2015, among the Obligor and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the underwriters named therein (the “**Underwriters**”). For purposes of this opinion letter, the term “**Specified Guarantors**” means the Subsidiary Guarantors other than (i) Genesis Pipeline Alabama, LLC, (ii) Red River Terminals, L.L.C. and (iii) TDC, L.L.C. This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

We have examined originals or certified copies of such corporate or other entity records of the Issuers and the Specified Guarantors and other certificates and documents of officials of the Issuers and the Specified Guarantors, public officials and others as we have deemed appropriate for purposes of this letter. We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all copies submitted to us as conformed, certified or reproduced copies and that the Notes will conform to the specimen

thereof we have reviewed. We have also assumed the existence and entity power to execute and deliver the Indenture of, and the due authorization, execution and delivery of the Indenture by, each of the parties thereto other than the Issuers and the Specified Guarantors, and that the Indenture is a valid and binding obligation of the Trustee, enforceable against the Trustee in accordance with its terms. As to various questions of fact relevant to this letter, we have relied, without independent investigation, upon certificates of public officials and certificates of officers of the Issuers and the Specified Guarantors, all of which we assume to be true, correct and complete.

Based upon the foregoing and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that, when the Notes have been duly executed by the Issuers, duly authenticated by the Trustee in accordance with the terms of the Indenture, and issued and delivered by or on behalf of the Issuers to and paid for by the Underwriters pursuant to the terms of the Underwriting Agreement, (i) the Notes will be valid and binding obligations of the Issuers, enforceable against the Issuers in accordance with their terms, and (ii) the Guarantees of the Subsidiary Guarantors will be valid and binding obligations of the Subsidiary Guarantors, enforceable against the Subsidiary Guarantors in accordance with their terms.

The opinions and other matters in this letter are qualified in their entirety and subject to the following:

- A. We express no opinion as to the laws of any jurisdiction other than the laws of (i) the Revised Uniform Limited Partnership Act of the State of Delaware, (ii) the Delaware Limited Liability Company Act, (iii) the Business Organizations Code of the State of Texas, (iv) the laws of the State of New York, and (v) the General Corporation Law of the State of Delaware.
- B. The matters expressed in this letter are subject to and qualified and limited by (i) applicable bankruptcy, insolvency, fraudulent transfer and conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally; (ii) general principles of equity, including without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief (regardless of whether considered in a proceeding in equity or at law); and (iii) securities laws and public policy underlying such laws with respect to rights to indemnification and contribution.
- C. This opinion letter is limited to the matters expressly stated herein and no opinion is to be inferred or implied beyond the opinion expressly set forth herein. We undertake no, and hereby disclaim any, obligation to make any inquiry after the date hereof or to advise you of any changes in any matter set forth herein, whether based on a change in the law, a change in any fact relating to the Obligors or any other person or any other circumstance.

We hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 8-K filed by the Partnership with the Commission on or about the date hereof, to the incorporation by reference of this opinion into the Registration Statement and to the use of our name in the Preliminary Prospectus Supplement dated July 16, 2015 and the Final Prospectus Supplement dated July 16, 2015 forming a part of the Registration Statement under the caption

“Legal Matters.” In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act and the rules and regulations thereunder.

Very truly yours,

/s/ AKIN GUMP STRAUSS HAUER & FELD LLP

AKIN GUMP STRAUSS HAUER & FELD LLP

Schedule I

Guarantors

<u>Subsidiary Guarantor</u>	<u>State or other Jurisdiction of Incorporation or Organization</u>
Antelope Refining, LLC	Delaware
AP Marine, LLC	Delaware
BR Port Services, LLC	Delaware
Casper Express Pipeline, LLC	Delaware
Davison Petroleum Supply, LLC	Delaware
Davison Transportation Services, Inc.	Delaware
Davison Transportation Services, LLC	Delaware
GEL CHOPS GP, LLC	Delaware
GEL CHOPS I, L.P.	Delaware
GEL CHOPS II, L.P.	Delaware
GEL Louisiana Fuels, LLC	Delaware
GEL Odyssey, LLC	Delaware
GEL Offshore, LLC	Delaware
GEL Offshore Pipeline, LLC	Delaware
GEL Poseidon, LLC	Delaware
GEL PRCS, LLC	Delaware
GEL Sekco, LLC	Delaware
GEL Tex Marketing, LLC	Delaware
GEL Texas Pipeline, LLC	Delaware
GEL Wyoming, LLC	Delaware
Genesis BR, LLC	Delaware
Genesis CHOPS I, LLC	Delaware
Genesis CHOPS II, LLC	Delaware
Genesis CO2 Pipeline, L.P.	Delaware
Genesis Crude Oil, L.P.	Delaware
Genesis Davison, LLC	Delaware
Genesis Energy, LLC	Delaware
Genesis Free State Holdings, LLC	Delaware
Genesis Marine, LLC	Delaware
Genesis Natural Gas Pipeline, L.P.	Delaware
Genesis NEJD Holdings, LLC	Delaware
Genesis Odyssey, LLC	Delaware
Genesis Offshore, LLC	Delaware
Genesis Offshore Holdings, LLC	Delaware
Genesis Pipeline Alabama, LLC	Alabama
Genesis Pipeline Texas, L.P.	Delaware
Genesis Pipeline USA, L.P.	Delaware
Genesis Poseidon, LLC	Delaware
Genesis Poseidon Holdings, LLC	Delaware
Genesis Rail Services, LLC	Delaware
Genesis Sailfish Holdings, LLC	Delaware
Genesis Sekco, LLC	Delaware
Genesis Syngas Investments, L.P.	Delaware
Milam Services, Inc.	Delaware
Powder River Crude Services, LLC	Delaware

Subsidiary Guarantor

Powder River Express, LLC
Powder River Operating, LLC
Pronghorn Rail Services, LLC
Red River Terminals, L.L.C.
TBP2, LLC
TDC Services, LLC
TDC, L.L.C.
Texas City Crude Oil Terminal, LLC
Thunder Basin Holdings, LLC
Thunder Basin Pipeline, LLC

**State or other
Jurisdiction of
Incorporation or
Organization**

Delaware
Delaware
Delaware
Louisiana
Delaware
Delaware
Louisiana
Delaware
Delaware
Delaware

McDAVID, NOBLIN & WEST PLLC
ATTORNEYS AT LAW
ADMITTED TO PRACTICE IN
ALABAMA, ARKANSAS AND MISSISSIPPI

W. ERIC WEST
ewest@mnwlaw.com
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JACKSON, MISSISSIPPI 39201
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P. O. BOX 24626
JACKSON, MS 39225-4626

July 23, 2015

Genesis Energy, L.P.
Genesis Energy Finance Corporation
919 Milam, Suite 2100
Houston, TX 77002

RE: Genesis Energy, L.P.
6.75% Senior Notes due 2022

Our File No.: GE8931-001

Gentlemen:

We have acted as special Alabama counsel to Genesis Pipeline Alabama, LLC, an Alabama limited liability company (the "**Company**") in connection with the registration, pursuant to a Registration Statement on Form S-3 (File No. 333-203259) (as amended, the "**Registration Statement**"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "**Act**"), of the offering and sale by Genesis Energy, L.P., a Delaware limited partnership (the "**Partnership**") and Genesis Energy Finance Corporation, a Delaware corporation (together with the Partnership, the "**Issuers**"), of \$750,000,000 aggregate principal amount of 6.75% Senior Notes due 2022 (the "**Notes**"), including the guarantees (each, a "**Guarantee**") of the Notes by certain of the Partnership's subsidiaries (the "**Subsidiary Guarantors**"), including the Company, to be issued under the Indenture referred to below. The Notes will be issued pursuant to an Indenture dated as of May 21, 2015 (the "**Base Indenture**"), among the Issuers, the Subsidiary Guarantors and U.S. Bank National Association, as trustee (the "**Trustee**"), as supplemented by the Supplemental Indenture thereto, dated as of July 23, 2015 (the "**Supplemental Indenture**" and, together with the Base Indenture, the "**Indenture**"), among the Issuers, the Subsidiary Guarantors and the Trustee.

We have examined originals or certified copies of the Indenture and such corporate records of the Company and other certificates and documents of officials of the Company, public officials and others as we have deemed appropriate for purposes of this letter. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all copies submitted to us as conformed and certified or reproduced copies. We also have assumed the legal capacity of natural persons,

the corporate or other power of all persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of the Indenture and all other documents by the parties thereto other than the Company.

Based upon the foregoing, we are of the opinion that:

- (i) the Company is duly organized or formed, validly existing and in good standing as a limited liability company under the laws of the State of Alabama;
- (ii) the Company has the entity power to execute and deliver the Indenture as a Subsidiary Guarantor and perform its obligations under the Indenture (including its Guarantee pursuant thereto); and
- (iii) the execution and delivery of the Indenture by the Company and the performance by the Company of its obligations under the Indenture (including its Guarantee pursuant thereto) have been duly authorized by all necessary entity action; and
- (iv) the Indenture has been duly and validly executed and delivered by the Company.

This opinion is limited to the four specific matters set out above relating to the Company and the laws of the state of Alabama. This opinion may be relied upon by Akin Gump Strauss Hauer & Feld LLP in connection with the opinion it is delivering to you as filed as an exhibit to the Registration Statement. We hereby consent to the filing of copies of this opinion as an exhibit to the Registration Statement and to the use of our name in the prospectus supplement dated July 16, 2015 forming a part of the Registration Statement under the caption "Legal Matters". In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act and the rules and regulations thereunder. The opinions expressed herein are rendered as of the date hereof. We do not undertake to advise you on matters that may come to our attention subsequent to the date hereof and that may affect the opinions expressed herein, including without limitations, future changes in applicable law.

Sincerely,

/s/ McDAVID, NOBLIN & WEST PLLC

W. Eric West
For the Firm

LISKOW & LEWIS

A Professional Law Corporation

1001 Fannin Street, Suite 1800
Houston, TX 77002
(713) 651-2900 Main
(713) 651-2980 Fax

822 Harding Street
Post Office Box 52008
Lafayette, LA 70505
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(337) 267-2399 Fax

One Shell Square
701 Poydras Street, Suite 5000
New Orleans, LA 70130
(504) 581-7979 Main
(504) 556-4108 Fax

July 23, 2015

Genesis Energy, L.P.
Genesis Energy Finance Corporation
Guarantors
919 Milam Street
Suite 2100
Houston, TX 77002

Ladies and Gentlemen:

We have acted as special Louisiana counsel to Red River Terminals, L.L.C. and TDC, L.L.C., each a Louisiana limited liability company (the “**Companies**” and each, a “**Company**”), in connection with the registration pursuant to a Registration Statement on Form S-3 (File No. 333-203259) (as amended, the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”), of the offering and sale by Genesis Energy, L.P., a Delaware limited partnership (the “**Partnership**”), and Genesis Energy Finance Corporation, a Delaware corporation (the “**Issuers**”), of an aggregate principal amount of \$750,000,000 of 6.75% Senior Notes due 2022 (the “**Notes**”), including the guarantees (each, a “**Guarantee**”) of the Notes by certain of the Partnership’s subsidiaries (the “**Subsidiary Guarantors**”), including the Companies, to be issued under the Indenture referred to below. The Notes will be issued pursuant to an Indenture dated as of May 21, 2015 (the “**Base Indenture**”), among the Issuers, the Subsidiary Guarantors and U.S. Bank National Association, as trustee (the “**Trustee**”), as supplemented by the Supplemental Indenture thereto, dated as of July 23, 2015 (the “**Supplemental Indenture**” and, together with the Base Indenture, the “**Indenture**”), among the Issuers, the Subsidiary Guarantors and the Trustee.

Documents Examined

In connection with our opinions, we have examined (i) a photocopy of the executed Indenture, (ii) photostatic copies of each of the articles of organization of Red River Terminals, L.L.C. and TDC, L.L.C., the Operating Agreement, dated July 11, 2007, of TDC, L.L.C. and the Amended and Restated Operating Agreement, dated July 11, 2007, of Red River Terminals, L.L.C., and (iii) certificates of the Companies and certificates of public officials, in each case as we have deemed appropriate as a basis for such opinions.

Assumptions

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all copies submitted to us as conformed and certified or reproduced copies. We also have assumed the legal capacity of natural persons, the existence and entity power of all parties to the Indenture and all other documents, other than the Companies, and the due authorization, execution and delivery of the Indenture and all other documents by the parties thereto other than the Companies. As we were not present at the execution of the Indenture, we have relied upon certificates of the Companies as to the physical execution by a duly elected, qualified

July 23, 2015

and acting officer of each Company, of the Indenture and have assumed that a copy of the Indenture has been irrevocably and unconditionally delivered to the Trustee on behalf of the Issuers and the Subsidiary Guarantors.

Opinions

Based upon and subject to the foregoing and the assumptions, limitations, qualifications and exceptions set out below, we are of the opinion that:

- (i) each Company is duly organized, validly existing and in good standing as a limited liability company under the laws of the State of Louisiana;
- (ii) each Company has the limited liability company power to execute and deliver the Indenture and perform its obligations under the Indenture (including its Guarantee pursuant thereto);
- (iii) the execution and delivery of the Indenture by each Company and the performance by each Company of its obligations under the Indenture (including its Guarantee pursuant thereto) have been duly authorized by all necessary corporate or other entity action; and
- (iv) the Indenture has been duly and validly executed and delivered by each Company.

Limitations, Exceptions, and Qualifications

The foregoing opinions are subject to the following limitations, exceptions and qualifications:

- A. Our opinions with respect to the existence, good standing and qualification to do business set forth in Paragraph (i) above are based solely upon the articles of organization of Red River Terminals, L.L.C. and TDC, L.L.C. and upon certificates from the Secretary of State of the State of Louisiana.
- B. The matters expressed in this letter are subject to and qualified and limited by (i) applicable bankruptcy, insolvency, fraudulent transfer and conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally; (ii) general principles of equity, including without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief (regardless of whether considered in a proceeding in equity or at law); and (iii) securities laws and public policy underlying such laws with respect to rights to indemnification and contribution.
- C. This opinion letter is limited to the matters expressly stated herein and no opinion is to be inferred or implied beyond the opinion expressly set forth herein. We undertake no, and hereby disclaim any, obligation to make any inquiry after the date hereof or to advise you of any changes in any matter set forth herein, whether based on a change in the law, a change in any fact relating to the Company or any other person or any other circumstance.
- D. You are advised that our engagement by Genesis Energy, L.P. has been limited to specific matters; consequently, there may exist matters of a legal nature involving Red River Terminals, L.L.C. and TDC, L.L.C. about which we have not advised or represented Red River Terminals, L.L.C. and TDC, L.L.C. and of which we have no knowledge.
- E. Attorneys in our firm are licensed to practice in various jurisdictions, including in the State of Louisiana. Our opinions herein are limited to the laws of the State of Louisiana and the federal laws of the United States of America, and we express no opinion as to the laws of any other jurisdiction. We express no opinion regarding any Blue Sky laws or any securities laws.

July 23, 2015

The opinions expressed herein are written as of and relate solely to the date hereof, and we disclaim any obligation to update this Opinion in any manner or for any reason. The opinions expressed herein are rendered exclusively for your benefit in connection with the transactions described herein. Except as set forth below, the opinions expressed herein may not be used or relied upon by any other Person, nor may this Opinion or any copies or excerpts thereof be furnished to any other Person, filed with any government authority, quoted, cited or otherwise referred to without our prior written consent (except in connection with a legal or arbitral proceeding or as may be required by applicable law).

This opinion may be relied upon by Akin Gump Strauss Hauer & Feld LLP in connection with the opinion it is delivering to you as filed as an exhibit to the Registration Statement that we understand will be filed as a part of the Registration Statement. We hereby consent to the filing of copies of this opinion as an exhibit to the Registration Statement and to the use of our name in the prospectus supplement dated July 16, 2015 forming a part of the Registration Statement under the caption "Legal Matters." In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act and the rules and regulations thereunder.

Very truly yours,

/s/ Liskow & Lewis

LISKOW & LEWIS
A Professional Law Corporation

July 23, 2015

Genesis Energy, L.P.
Genesis Energy Finance Corporation
919 Milam, Suite 2100
Houston, Texas 77002

Re: Genesis Energy, L.P.

Ladies and Gentlemen:

We have acted as special counsel to Genesis Energy, L.P., a Delaware limited partnership (the “*Partnership*”), in connection with (i) the preparation and filing with the Securities and Exchange Commission (the “*Commission*”) under the Securities Act of 1933, as amended (the “*Act*”), of the Registration Statement on Form S-3 (Registration No. 333-203259), as amended by Post-Effective Amendment No. 1 and Post-Effective Amendment No. 2 (as so amended, the “*Registration Statement*”), including the base prospectus contained therein (the “*Base Prospectus*”), filed by the Partnership for the purpose of registering under the Act debt securities of the Partnership to be issued in one or more series, as to any of which Genesis Energy Finance Corporation, a Delaware corporation (“*Finance Corp*”) and, together with the Partnership, the “*Issuers*”) may be a co-issuer, and (ii) the preparation of a preliminary prospectus supplement dated July 16, 2015 (together with the Base Prospectus, the “*Preliminary Prospectus Supplement*”) and the final prospectus supplement dated July 20, 2015 (together with the Base Prospectus, the “*Final Prospectus Supplement*”) in connection with the offer and sale (the “*Offering*”) by the Issuers of \$750,000,000 in aggregate principal amount of 6.75% Senior Notes due 2022 (the “*Notes*”), including the guarantees of the Notes by the Partnership’s subsidiaries specified in the Preliminary Prospectus Supplement and the Final Prospectus Supplement (together with the Notes, the “*Securities*”). In connection therewith, we have participated in the preparation of the discussion set forth under the caption “Certain United States Federal Income Tax Considerations” (the “*Discussion*”) in the Preliminary Prospectus Supplement and Final Prospectus Supplement, as applicable.

The Discussion, subject to the qualifications and assumptions stated in the Discussion and the limitations and qualifications set forth herein, constitutes our opinion as to the material United States federal income tax consequences for purchasers of the Securities pursuant to the Offering.

This opinion letter is limited to the matters set forth herein, and no opinions are intended to be implied or may be inferred beyond those expressly stated herein. Our opinion is rendered as

Genesis Energy, L.P.
Genesis Energy Finance Corporation
July 23, 2015
Page 2

of the date hereof and we assume no obligation to update or supplement this opinion or any matter related to this opinion to reflect any change of fact, circumstances, or law after the date hereof. In addition, our opinion is based on the assumption that the matter will be properly presented to the applicable court.

Furthermore, our opinion is not binding on the Internal Revenue Service or a court. In addition, we must note that our opinion represents merely our best legal judgment on the matters presented and that others may disagree with our conclusion. There can be no assurance that the Internal Revenue Service will not take a contrary position or that a court would agree with our opinion if litigated.

We hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 8-K filed by the Partnership with the Commission on or about the date hereof, to the incorporation by reference of this opinion into the Registration Statement and to the use of our name in the Preliminary Prospectus Supplement and the Final Prospectus Supplement under the captions "Certain United States Federal Income Tax Considerations." In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act and the rules and regulations thereunder.

Very truly yours,

/s/ AKIN GUMP STRAUSS HAUER & FELD LLP

AKIN GUMP STRAUSS HAUER & FELD LLP

RATIO OF EARNINGS TO FIXED CHARGES

	Year Ended December 31,					Three Months
	2010	2011	2012	2013	2014	Ended March 31, 2015
	<i>(in thousands, except ratio)</i>					
Pre-tax income from continuing operations before adjustment for noncontrolling interests in consolidated subsidiaries or income or loss from equity investees	\$ (50,074)	\$ 46,807	\$ 73,787	\$ 62,174	\$ 65,912	\$ 5,604
Capitalized interest	(84)	(106)	(3,891)	(13,324)	(13,785)	(3,023)
Depreciation of capitalized interest	36	43	302	1,190	2,109	578
Distributions from 50% or less owned companies carried at equity	<u>6,482</u>	<u>20,028</u>	<u>38,809</u>	<u>46,564</u>	<u>75,528</u>	<u>258,902</u>
Adjusted pre-tax income from continuing operations before adjustment for noncontrolling interests in consolidated subsidiaries or income or loss from equity investees	<u>\$ (43,640)</u>	<u>\$ 66,772</u>	<u>\$ 109,007</u>	<u>\$ 96,604</u>	<u>\$ 129,764</u>	<u>\$ 29,061</u>
Fixed charges						
Interest on long-term debt	\$ 22,992	\$ 35,771	\$ 40,923	\$ 48,583	\$ 66,639	\$ 19,250
Capitalized interest	84	106	3,891	13,324	13,785	3,023
Rental expenses representative of an interest factor	<u>3,904</u>	<u>4,570</u>	<u>5,383</u>	<u>6,919</u>	<u>9,485</u>	<u>2,175</u>
Total fixed charges	<u>\$ 26,980</u>	<u>\$ 40,447</u>	<u>\$ 50,197</u>	<u>\$ 68,826</u>	<u>\$ 89,909</u>	<u>\$ 24,448</u>
Adjusted pre-tax income from continuing operations before adjustment for noncontrolling interests in consolidated subsidiaries or income or loss from equity investees plus total fixed charges	<u>\$ (16,660)</u>	<u>\$ 107,219</u>	<u>\$ 159,204</u>	<u>\$ 165,430</u>	<u>\$ 219,673</u>	<u>\$ 53,509</u>
RATIO OF EARNINGS TO FIXED CHARGES	—	2.7	3.2	2.4	2.4	2.2