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Submitted via email: rule-comments@sec.gov

April 29, 2011

Elizabeth M. Murphy, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington DC 20549-1090

RE: Comments on File No. S7-13-11
Listing Standards for Compensation Committees

Dear Ms. Murphy:

This letter is submitted as MarkWest Energy Partners, L.P.'s ("MarkWest") comments regarding the proposed new rule presented in Release No. 33-9199 (March 30, 2011) (the "Proposing Release") to implement the provisions of Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 relating to listing standards for compensation committees (the "Proposed Rule").

MarkWest is a New York Stock Exchange ("NYSE") listed limited partnership filing reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with approximately 75 million common units representing limited partner interests outstanding.

Although the NYSE listing standards do not require limited partnerships, or their general partners, as applicable, to comply with the NYSE's requirement that a listed company have a compensation committee composed entirely of independent directors (as defined by the NYSE), MarkWest has adopted the NYSE requirement in its partnership agreement and has had a compensation committee comprised entirely of independent directors (as defined by the NYSE) for several years.

MarkWest commends the Securities and Exchange Commission (the "Commission") and supports the Proposed Rule's approach to independence requirements for compensation committees of listed companies and submits the following comments on the Proposed Rule, with the original Commission request for comment reproduced in bold font.

Rather than establishing minimum independence standards that the exchanges must apply to compensation committee members, our proposed rule would permit each exchange to establish its own independence criteria, provided the exchange considers the relevant factors specified in Section 10C relating to affiliate relationships and sources of compensation. Is this approach appropriate? Is there a better approach that would be consistent with the requirements of Section 10C?

MarkWest agrees that allowing the national securities exchanges and national securities associations (the "SROs") to establish their own independence criteria, rather than imposing minimum independence criteria on the SROs by Commission rule, is the appropriate approach and is consistent with Exchange Act Section 10C and past Commission practice.

In Section II.A.2 of the Proposing Release, the Commission said of the Proposed Rule:

[The Proposed Rule] would direct the exchanges to develop a definition of independence applicable to compensation committee members after considering relevant factors [in Exchange Act Section 10C]. Other than the factors set out [in Exchange Act Section 10C], we do not propose to specify any additional factors that the exchanges must consider in determining independence requirements for members of compensation committees.

As indicated in Section II.A.2 of the Proposing Release, the audit committee member independence rulemaking process reflected in Commission Release No. 33-8220 (April 9, 2003) (the "Audit Committee Release") is comparable to the Proposed Rule. In Section II.A.1 of the Audit Committee Release, the Commission said of its final rule:

[O]ur requirements build and rely on [the national securities exchanges and national securities associations (or "SROs")] standards of independence that cover additional relationships not specified in [Securities Exchange Act of 1934] Section 10A(m). Our final rule allows SROs flexibility to adopt and administer additional requirements . . . through SRO rulemaking conducted under Commission oversight and approval.

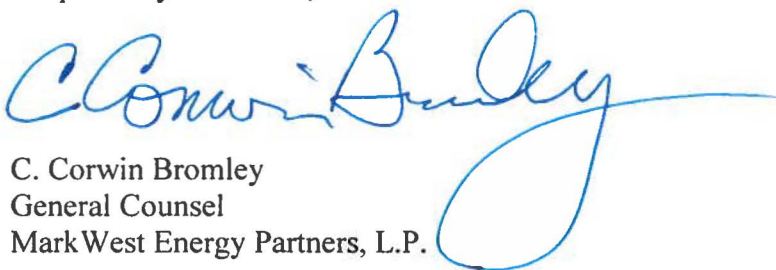
The Proposing Release and the Audit Committee Release reflect the Commission's policy of adopting rules that permit the SROs, rather than the Commission, to define "independence". Ultimately, the SROs' definition of "independence" is subject to Commission oversight and approval, thereby ensuring that the SROs' rules have considered the relevant factors outlined in Exchange Act Section 10C, while still permitting the SRO's to apply their own experience in this area and consider their existing evaluations of appropriate independence criteria. MarkWest believes this policy maximizes the relative strengths and expertise of the SROs and the Commission in the rulemaking process, avoids a "one size fits all" approach by allowing healthy variation under circumstances subject to Commission oversight and permits more rapid response

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to changes in the governance environment. In short, the Commission's reliance on the SROs in this area results in the most effective rulemaking and should be maintained.

MarkWest appreciates the opportunity to comment on this important matter. If you have any questions, please contact the undersigned at (303) 925-9220 or via e-mail at cbromley@markwest.com.

Respectfully submitted,

A handwritten signature in blue ink, reading "C. Corwin Bromley". The signature is fluid and cursive, with a long horizontal line extending from the end of the name.

C. Corwin Bromley
General Counsel
MarkWest Energy Partners, L.P.