Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BUCKEYE PIPE LINE SERVICES COMPANY RETIREMENT AND SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1970

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
BUCKEYE PIPE LINE SERVICES COMPANY

5002 BUCKEYE ROAD
EMMAUS, PA 18049

2b Employer Identification Number (EIN) 23-2873501

2c Sponsor's telephone number 610-904-4468

2d Business code (see instructions) 339900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	JEFFREY BEASON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
BUCKEYE PIPE LINE SERVICES COMPANY

5002 BUCKEYE ROAD
EMMAUS, PA 18049

3b Administrator's EIN
23-2873501

3c Administrator's telephone number
610-904-4468

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1205
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	857
b	Retired or separated participants receiving benefits	**6b**	38
c	Other retired or separated participants entitled to future benefits	**6c**	214
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1109
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	4
f	Total. Add lines **6d** and **6e**	**6f**	1113
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1104
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	94
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BUCKEYE PIPE LINE SERVICES COMPANY RETIREMENT AND SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BUCKEYE PIPE LINE SERVICES COMPANY

D Employer Identification Number (EIN)
23-2873501

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JPMORGAN RETIREMENT PLAN SERVICES

71-0930784

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

JPMORGAN CHASE BANK NA

13-4994650

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

JPMORGAN RETIREMENT PLAN SERVICES

9300 WARD PARKWAY
KANSAS CITY, MO 64114

71-0930784

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 59 62 64	N/A	11267	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

JPM INSTITUTIONAL INVEST, INC.

13-4062153

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 50	N/A	138273	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

JPMORGAN CHASE BANK

13-4994650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50 62	N/A	30360	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

EPOCH INVESTMENT PARTNERS

20-1003862

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	N/A	38012	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY 4500 MAIN STREET KANSAS CITY, MO 64112	FOR 2009 13 BPS PER ANNUM OF THE AVG NET ASSETS FOR AMERICAN CENTURY INCOME AND GROWTH-INST

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY 4500 MAIN STREET KANSAS CITY, MO 64112	FOR 2009 25 BPS PER ANNUM OF THE AVG NET ASSETS FOR AMERICAN CENTURY SMALL CAP VALUE-INST

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUND GROUP P.O. BOX 6040 INDIANAPOLIS, IN 46206	FOR 2009 35 BPS PER ANNUM OF THE AVG NET ASSETS FOR AMERICAN FUNDS GROWTH FUND OF AMERICA-R4

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN VALUE PORTFOLIO 1 CHASE MANHATTAN PLAZA NEW YORK, NY 10005	FOR 2009 25 BPS PER ANNUM OF THE AVG NET ASSETS FOR AMERICAN VALUE PORTFOLIO

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN FUNDS PO BOX 8528 BOSTON, MA 02266	FOR 2009 33 BPS PER ANNUM OF THE AVG NET ASSETS FOR JPMORGAN SMARTRETIREMENT 2010-INST

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN FUNDS PO BOX 8528 BOSTON, MA 02266	FOR 2009 36 BPS PER ANNUM OF THE AVG NET ASSETS FOR JPMORGAN SMARTRETIREMENT 2015-INST

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN FUNDS PO BOX 8528 BOSTON, MA 02266	FOR 2009 38 BPS PER ANNUM OF THE AVG NET ASSETS FOR JPMORGAN SMARTRETIREMENT 2020-INST

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN FUNDS PO BOX 8528 BOSTON, MA 02266	FOR 2009 44 BPS PER ANNUM OF THE AVG NET ASSETS FOR JPMORGAN SMARTRETIREMENT 2030-INST

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN FUNDS PO BOX 8528 BOSTON, MA 02266	FOR 2009 44 BPS PER ANNUM OF THE AVG NET ASSETS FOR JPMORGAN SMARTRETIREMENT 2040-INST

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN FUNDS PO BOX 8528 BOSTON, MA 02266	FOR 2009 30 BPS PER ANNUM OF THE AVG NET ASSETS FOR JPMORGAN SMARTRETIREMENT INCOME-INST

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN FUNDS PO BOX 8528 BOSTON, MA 02266	FOR 2009 15 BPS PER ANNUM OF THE AVG NET ASSETS FOR JPMORGAN STABLE VALUE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LORD ABBETT 90 HUDSON STREET JERSEY CITY, NJ 07302	FOR 2009 40 BPS PER ANNUM OF THE AVG NET ASSETS FOR LORD ABBETT DEVELOPING GROWTH-A

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OAKMARK P.O. BOX 219558 KANSAS CITY, MO 64121	FOR 2009 30 BPS PER ANNUM OF THE AVG NET ASSETS FOR OAKMARK EQUITY AND INCOME-I

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	FOR 2009 25 BPS PER ANNUM OF THE AVG NET ASSETS FOR PIMCO TOTAL RETURN - ADMIN

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
STATE STREET ONE LINCOLN STREET BOSTON, MA 02111	FROM BEGIN OF DEC TO END OF DEC 15 BPS PER ANNUM OF THE AVG. NET ASSETS FOR SSGA INTERNATIONAL INDEX SL-II

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
STATE STREET ONE LINCOLN STREET BOSTON, MA 02111	FROM BEGIN OF JAN TO END OF NOV 15 BPS PER ANNUM OF THE AVG. NET ASSETS FOR SSGA MSCI EAFE INDEX FUND-C

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
STATE STREET ONE LINCOLN STREET BOSTON, MA 02111	FROM BEGIN OF JAN TO END OF NOV 13 BPS PER ANNUM OF THE AVG. NET ASSETS FOR SSGA SANDP 500 FUND-D

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
STATE STREET ONE LINCOLN STREET BOSTON, MA 02111	FROM BEGIN OF DEC TO END OF DEC 13 BPS PER ANNUM OF THE AVG. NET ASSETS FOR SSGA SANDP 500 INDEX SL-III

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FRANKLIN/TEMPLETON ONE FRANKLIN PARKWAY SAN MATEO, CA 94403	FOR 2009 40 BPS PER ANNUM OF THE AVG NET ASSETS FOR TEMPLETON FOREIGN-A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BUCKEYE PIPE LINE SERVICES COMPANY RETIREMENT AND SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BUCKEYE PIPE LINE SERVICES COMPANY

D Employer Identification Number (EIN)
23-2873501

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMORGAN STABLE VALUE FUND

b Name of sponsor of entity listed in (a): JPMORGAN

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-0463057-001	C	26418651

a Name of MTIA, CCT, PSA, or 103-12 IE: DAILY EAFE INDEX SL FUND CLASS C

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-0025081-130	C	15907396

a Name of MTIA, CCT, PSA, or 103-12 IE: S&P 500 FLAGSHIP SL FUND CLASS D

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-0025081-066	C	16580440

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BUCKEYE PIPE LINE SERVICES COMPANY RETIREMENT AND SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BUCKEYE PIPE LINE SERVICES COMPANY

D Employer Identification Number (EIN)
23-2873501

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	129307
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	134198	0
(2) Participant contributions	1b(2)	139107	0
(3) Other	1b(3)	6104	1530
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	302104	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	4095691	4155952
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	3242617	3009003
(9) Value of interest in common/collective trusts	1c(9)	63028990	58906487
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	56278427	60066327
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	127227238	126268606
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	74632	99897
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	0	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	74632	99897
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	127152606	126168709

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	6876915	
	(B) Participants	2a(1)(B)	7208574	
	(C) Others (including rollovers)	2a(1)(C)	178615	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		14264104
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1088	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	206939	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		208027
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	93327	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1604843	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1698170
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3867173	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3831345	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		35828

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	1061845	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1061845
(6) Net investment gain (loss) from common/collective trusts	2b(6)		11798492
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		12440462
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		41506928
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	42260371	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		42260371
f Corrective distributions (see instructions)	2f		12542
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	176285	
(4) Other	2i(4)	41627	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		217912
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		42490825
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-983897
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DELOITTE & TOUCHE LLP **(2)** EIN: 13-3891517

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BUCKEYE PIPE LINE SERVICES COMPANY RETIREMENT AND SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BUCKEYE PIPE LINE SERVICES COMPANY

D Employer Identification Number (EIN)
23-2873501

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 43-6389220

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

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INDEPENDENT AUDITORS' REPORT

To the Trustee, Participants, and Administrator of the
Buckeye Pipe Line Services Company
Retirement and Savings Plan:

We were engaged to audit the financial statements and supplemental schedule of the Buckeye Pipe Line Services Company Retirement and Savings Plan (the "Plan") as of December 31, 2009 and 2008, and for the years then ended, listed in the table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by JP Morgan Chase Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee that the information as of and for the years ended December 31, 2009 and 2008, provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and we do not express, an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Deloitte & Touche LLP

October 13, 2010

Buckeye Pipe Line Services Company Retirement and Savings Plan

Financial Statements as of and for the
Years Ended December 31, 2009 and 2008,
Supplemental Schedule as of December 31, 2009,
and Independent Auditors' Report

BUCKEYE PIPE LINE SERVICES COMPANY
RETIREMENT AND SAVINGS PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008:	
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4–13
SUPPLEMENTAL SCHEDULE AS OF DECEMBER 31, 2009 —	14
Form 5500, Schedule H, Part IV, Line 4i — Schedule of Assets Held for Investment Purposes	15–17

NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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INDEPENDENT AUDITORS' REPORT

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Buckeye Pipe Line Services Company
Retirement and Savings Plan:

We were engaged to audit the financial statements and supplemental schedule of the Buckeye Pipe Line Services Company Retirement and Savings Plan (the "Plan") as of December 31, 2009 and 2008, and for the years then ended, listed in the table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by JP Morgan Chase Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee that the information as of and for the years ended December 31, 2009 and 2008, provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and we do not express, an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Deloitte & Touche LLP

October 13, 2010

BUCKEYE PIPE LINE SERVICES COMPANY
RETIREMENT AND SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2009 AND 2008

	2009	2008
INVESTMENTS:		
Cash and cash equivalents	$ 129,307	$ 302,104
Mutual funds	60,066,327	56,278,427
Common stocks	4,155,952	4,095,691
Deposit administration contracts	58,906,487	63,028,990
LOANS RECEIVABLE FROM PARTICIPANTS	3,009,003	3,242,617
CONTRIBUTIONS RECEIVABLE	-	273,305
OTHER RECEIVABLES	1,530	6,104
Total assets	126,268,606	127,227,238
OTHER PAYABLES	(99,897)	(74,632)
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	126,168,709	127,152,606
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE STABLE VALUE FUND	934,049	3,076,890
NET ASSETS AVAILABLE FOR BENEFITS	$ 127,102,758	$ 130,229,496

See notes to financial statements.

BUCKEYE PIPE LINE SERVICES COMPANY
RETIREMENT AND SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
ADDITIONS:		
Employee contributions	$ 7,208,574	$ 6,892,103
Employer contributions	6,876,915	5,594,748
Rollovers	178,615	632,788
Investment earnings	1,906,196	340,227
Net appreciation in fair value of investments	23,193,787	-
Plan transfers	-	4,916,947
Total additions	39,364,087	18,376,813
DEDUCTIONS:		
Net depreciation in fair value of investments	-	42,461,956
Employee withdrawals	42,272,913	14,111,150
Administrative expenses	217,912	284,843
Total deductions	42,490,825	56,857,949
NET DECREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(3,126,738)	(38,481,136)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	130,229,496	168,710,632
End of year	$ 127,102,758	$ 130,229,496

See notes to financial statements.

1. DESCRIPTION OF PLAN

The following brief description of the Buckeye Pipe Line Services Company Retirement and Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General — The Plan, a defined contribution plan, was adopted on July 1, 1970, as the Savings Plan for Employees of Buckeye Pipe Line Company (the "Former Plan Sponsor"). The Plan was amended, restated and renamed to the Buckeye Pipe Line Company Retirement and Savings Plan, effective January 1, 1986, primarily in order to receive transferred amounts from the terminated Pension Plan of the Former Sponsor (the "Terminated Plan") and to add a Retirement Account to which the Former Plan Sponsor made contributions based on compensation. The Plan was amended and restated on January 1, 1989, to comply with the changes in regulations relating to qualified plans and subsequently amended on April 1 and July 1, 1991. Effective August 12, 1997, the Plan was amended, and renamed to the Buckeye Pipe Line Services Company Retirement and Savings Plan when the Former Plan Sponsor transferred sponsorship of the Plan to the Buckeye Pipe Line Services Company (the "Company"). The Plan was amended and restated effective January 1, 2006.

Participation — Substantially all employees of the Company, or one of its designated affiliated companies, are eligible for participation in the Plan on the first day of the month coincident with or next following the date which is sixty days from the employee's employment commencement date.

Features — An eligible employee participates in the Plan through Company contributions to his or her participant retirement account. Employees may also elect to participate in the Plan's 401(k) pre-tax deferral account, which operates under Section 401(k) of the Internal Revenue Code (the "IRC"), and the Plan's after-tax contribution account, which operates under Section 401(a) of the IRC. Certain employees who participated in the Terminated Plan as of December 31, 1985 (the effective termination date of that Plan) elected to transfer the present value of their accrued benefits under the Terminated Plan to the Plan.

Contributions — Effective January 1, 1986, the Company, and any designated affiliated companies, contribute annually for each participant an amount equal to 5% of the participant's compensation, including periodic salary continuation payments, amounts paid in lieu of unused vacation days, short-term disability payments and long-term disability payments, but excluding extraordinary cash bonuses and payments made to a participant pursuant to any long-term incentive compensation plan, subject to an annual limitation of $12,250 and $11,500 for the years ended December 31, 2009 and 2008, respectively. These contributions are credited to the participant's retirement account.

A participant may elect to contribute up to 50% of his or her monthly compensation to the Plan during the years ended December 31, 2009 and 2008. The maximum employee contribution cannot exceed the limits on elective deferrals and annual additions permitted by the IRC of $16,500 and $15,500 for the years ended December 31, 2009 and 2008, respectively. After December 31, 2001, each participant who has attained, or will attain age 50 before the close of the Plan year additionally may elect to contribute up to $5,500 during the year ended December 31, 2009 and $5,000 during the year ended December 31, 2008 in "catch-up" contributions.

A participant may elect to make after-tax contributions by designating a whole percentage of compensation between 1% and 15%. The participant's after-tax contributions shall be made through payroll deduction in a manner to be determined by the Plan and shall be promptly paid to the trustee.

The Company contributes to the Plan on behalf of each participant in an amount equal to such participant's contribution up to a maximum of 5% for employees with less than 20 years of service and 6% for employees with 20 years of service or more. The first 2% of the participant's compensation that is contributed by the Company shall be allocated to the participant's 401(k) account and the remaining Company contributions shall be allocated to the participant's 401(a) account. Participants who are also eligible to participate in the Company's employee stock ownership plan do not receive Company matching contributions under the Plan.

Contributions to the rollover account are limited to participant transfer contributions to the Plan from a qualified plan of a previous employer or an affiliated company. Contributions to the retirement rollover account are limited to the rollover of the present value of an employee's accrued benefit under the terminated plan. All rollover contributions from the Terminated Plan occurred in 1986.

Vesting — The Company contributions to a participant's retirement account and matching 401(a) after-tax contribution account become fully vested after 5 years of service (20% vesting per year). Company contributions to the retirement account and 401(a) after-tax contribution account become fully vested to a participant upon the participant's termination of employment due to death, disability, attainment of age 65 or termination of the Plan. Participants are fully vested at all times in their contributions to the Plan, including their rollover account and their retirement rollover account, and in the Company's matching contributions to the participants' 401(k) pre-tax deferral accounts.

Administration of the Plan — The Plan is administered by a Pension Plan Committee (the "Committee") composed of employees of the Company. The Committee is responsible for the operation and administration of the Plan and for the management of the Plan assets. JP Morgan Chase Bank, N.A. ("JPMCB") acts as trustee for the Plan.

Plan Benefit — A participant's Plan benefit at any time consists of the sum of the following:

(1) Participant's 401(k) pre-tax deferral account and 401(a) after-tax contribution account.

(2) The vested portion of the participant's retirement account and the Company matching 401(a) and 401(k) contributions.

(3) Participant's rollover account and their retirement rollover account.

Withdrawals From the Plan During Employment — A participant in the Plan may withdraw their 401(a) individual and vested 401(a) Company matched contributions at any time. Only one withdrawal is permitted during any six-month period. Tax-deferred 401(k) contributions may be withdrawn prior to

retirement, death, disability or termination only under cases of hardship, as defined in the IRC and the Plan, and also as approved by the Committee. Participant rollover accounts may be withdrawn at any time, without penalty. In no event may a participant withdraw any portion of their retirement account or their retirement rollover account prior to termination of their employment with the Company.

Withdrawals From the Plan Upon Termination of Employment — A participant's plan benefit is paid at time of termination of Company employment in the form of a lump-sum payment. Prior to retirement or termination, a participant may elect to have all or a portion of their plan benefit (excluding their 401(a) After-Tax Contributions Account) transferred to and paid from the Buckeye Pipe Line Services Company Retirement Income Guarantee Plan as an annuity or a participant may elect to defer payment of their plan benefit until a specified future date.

Forfeitures — The portion of employer contributions attributable to a participant's account that are not vested upon the participant's severance from service date shall be forfeited on the date which he or she receives a distribution of his or her entire vested interest in his or her plan benefits. Forfeitures shall be used to reduce subsequent employer contributions to the Plan. Participant forfeitures were $226,623 and $122,346 for the years ended December 31, 2009 and 2008, respectively.

Death Benefits — In the event of a participant's death, their plan benefit is payable to their spouse or designated beneficiary. If a married participant elects to have the Committee purchase an annuity with their plan benefit, the annuity will be in the form of a Joint and Survivor Annuity unless the spouse of the participant consents in writing to another form of benefit elected by the participant.

Loans from the Plan — Within specified limits, participants may borrow, at an interest rate fixed by the Committee, up to the lesser of $50,000 or half of their vested interest in the Plan.

Termination Priorities — The Company anticipates and believes that the Plan will continue without interruption, but reserves the right to discontinue the Plan at any time. In the event the Plan is terminated, the assets of the Plan become 100% vested and will be distributed to its participants based on their vested interest in the Plan.

Plan Merger — On February 8, 2008, Buckeye Energy Holdings, LLC, a wholly-owned subsidiary of Buckeye Partners, L.P. ("Buckeye"), acquired 100% of the ownership interest in Farm & Home Oil Company LLC ("Farm & Home").

On July 31, 2008, Farm & Home was merged with and into Buckeye Energy Services, LLC ("BES"), a wholly-owned subsidiary of Buckeye, with BES being the surviving entity. At that time, the employees of Farm & Home were transferred to the Company. On October 31, 2008, the Farm & Home Oil Company Employees' Profit Sharing 401(k) Retirement Plan (the "Farm & Home Plan") and its assets of $4,916,947 were merged into the Plan, resulting in a termination of the Farm & Home Plan.

VERP — On July 20, 2009, the Company executed a reduction in work force comprised of a Voluntary Early Retirement Plan (the "VERP") and an involuntary plan. The terms of the VERP were agreed to by approximately 80 employees during the period ended June 30, 2009. An additional group of approximately 150 employees were impacted by the involuntary reduction in workforce under the Company's ongoing severance plan. Affected employees received severance benefits, post-employment benefits including extended medical and dental coverage, and other services including retirement counseling and outplacement services. Most terminations were effective as of July 20, 2009.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

Basis of Accounting — The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Security transactions are recorded at trade date, realized gain or loss on security transactions is determined using the average cost method, dividend income is recorded on the ex-dividend date, expenses relating to the purchase or sale of investments are added to the cost thereof or deducted from the proceeds thereof, and administrative expenses are borne by the Plan.

Accounting Standards Codification — The Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") became effective on July 1, 2009. At that date, the ASC became FASB's official source of authoritative GAAP applicable to all public and nonpublic nongovernmental entities, superseding existing guidance issued by the FASB, the American Institute of Certified Public Accountants, the Emerging Issues Task Force and other related literature. The FASB also issues Accounting Standards Updates ("ASU"), which communicates amendments to the ASC. An ASU also provides information to help a user of GAAP understand how and why GAAP is changing and when the changes will be effective.

Use of Estimates — The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities in the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties — Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition — The Plan's investments are reported at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 8 for a discussion of fair value measurements.

Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. Deposit administration contracts ("DACs") are stated at fair value as determined by the issuer of the DACs based on the fair market value of the underlying investments. DACs with underlying investments in investment contracts are valued at fair market value of the underlying investments and then adjusted by the issuer to contract value. Participant loans are valued at the outstanding loan balances.

The JP Morgan Stable Value Fund (CCT), a DAC, is a commingled pension trust fund that has been established, operated and maintained by JPMCB. The fund may invest in synthetic guaranteed investment contracts, U.S. treasury and agency securities, and cash and cash equivalents, including money market instruments. A participant ordinarily may direct the withdrawal or transfer of all or a portion of his or her investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals and administrative expenses. See Note 4 for a discussion of the accounting and presentation of this investment under GAAP.

The State Street Global Advisor ("SSGA") DACs do not qualify as fully benefit-responsive investments and are stated at fair value.

Payment of Benefits — Benefit payments to participants are recorded when paid. There were no amounts allocated to accounts of persons who have elected to withdraw from the Plan but have not yet been paid at December 31, 2009 and 2008.

Excess Contributions Payable — The Plan is required to return contributions received during the Plan year in excess of the IRC limits.

Updates to Fair Value Measurements and Disclosures — In 2009, FASB Staff Position 157-4, *Disclosures Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, was issued prospectively and later codified into ASC 820, which expanded disclosures and required that major category for debt and equity securities in the fair value hierarchy table be determined on the basis of the nature and risks of the investments.

ASU No. 2010-06, *Fair Value Measurements and Disclosures* — In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures* ("ASU No. 2010-06"), which amends ASC 820 (originally issued as FASB Statement No. 157, *Fair Value Measurements*), adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The Plan is currently evaluating the impact ASU No. 2010-06 will have on its financial statements.

ASU No. 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans* — In September 2010, the FASB issued ASU No. 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans* ("ASU No. 2010-25"), which is effective for plan years ending after December 15, 2010. ASU No. 2010-25 will now require that participant loans be classified as notes receivable for GAAP purposes and measured at unpaid principal balance plus accrued but unpaid interest. Currently these participant loans are classified as plan investments, and are subject to the fair value measurement and disclosure requirements of ASC 820. Adopting ASU No. 2010-25 will eliminate the need to calculate fair values and present disclosures for these loans in accordance with ASC 820. The Plan is currently evaluating the impact ASU No. 2010-25 will have on its financial statements.

Subsequent Events — The Plan has evaluated subsequent events through October 13, 2010, the date the financial statements were available to be issued.

3. INFORMATION CERTIFIED BY THE TRUSTEE AND INVESTMENTS IN EXCESS OF FIVE PERCENT OF NET ASSETS (UNAUDITED)

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements and supplemental schedule, that was prepared by JPMCB, the trustee of the Plan for December 31, 2009 and 2008, and furnished to the plan administrator. The plan administrator has obtained certifications from the trustees that such information is complete and accurate. In addition, all investment balances and investment information included in the supplemental schedule and in Note 8 were certified by the trustee except for the classification and risk of nature of investments under ASC 820 as of December 31, 2009 and 2008, which was determined by Plan management.

	2009	2008
Total cash and cash equivalents	$ 129,307	$ 302,104
American Century Income & Growth Fund (1) (2)	$ 9,368,665	$ 9,916,639
American Century Small Cap Value Fund	4,378,486	3,687,483
American Funds Growth Fund of America (1) (2)	9,048,947	8,060,251
JPMorgan SmartRetirement 2010 Fund	203,607	271,623
JPMorgan SmartRetirement 2015 Fund	708,800	445,503
JPMorgan SmartRetirement 2020 Fund	1,912,353	721,971
JPMorgan SmartRetirement 2030 Fund	3,082,948	1,080,058
JPMorgan SmartRetirement 2040 Fund	3,207,391	1,160,472
JPMorgan SmartRetirement Income Fund	1,202,490	776,216
Lord Abbett Developing Growth Fund	4,787,926	3,380,908
Oakmark Equity and Income Fund (1) (2)	9,455,395	11,214,812
PIMCO Total Return Fund (1) (2)	9,337,024	13,164,105
Templeton Foreign Fund	3,372,295	2,398,386
Total mutual funds	$ 60,066,327	$ 56,278,427
Investments in common stocks	$ 4,155,952	$ 4,095,691
JPMorgan Stable Value Fund (1) (2) (3)	$ 27,352,700	$ 34,569,314
SSGA MSCI EAFE Index Fund (1) (2)	15,907,396	15,016,205
SSGA S&P 500 Fund (1) (2)	16,580,440	16,520,361
Investments in DACs (3)	$ 59,840,536	$ 66,105,880
Loans receivable from participants	$ 3,009,003	$ 3,242,617

(1) Investment represents 5% or more of the Plan's net assets available for benefits as of December 31, 2009.

(2) Investment represents 5% or more of the Plan's net assets available for benefits as of December 31, 2008.

(3) The trustee only certified the contract value of the JP Morgan Stable Value Fund. Refer to Note 4 for the adjustment from contract value to fair value.

During the years ended December 31, 2009 and 2008, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year, appreciated (depreciated) in value as follows:

	2009	2008
Investment earnings	$ 1,906,196	$ 340,227
Net appreciation (depreciation) in fair value of investments in mutual funds	$ 12,440,462	$(21,376,803)
Net appreciation (depreciation) in fair value of common stocks	1,097,674	(2,774,496)
Net appreciation (depreciation) in fair value of DACs	9,655,651	(18,310,657)
Total appreciation (depreciation) in fair value of investments	$ 23,193,787	$(42,461,956)

4. DEPOSIT ADMINISTRATION CONTRACTS

The Plan has a fully benefit-responsive DAC with JPMCB. JPMCB maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The DAC is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by JPMCB. Contract value represents contributions made under the DAC, plus earnings, less participant withdrawals and administrative expenses. The adjustments from fair value to contract value for the DACs were increases of $934,049 and $3,076,890 at December 31, 2009 and 2008, respectively. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Plan has certain rights to terminate a DAC and settle at an amount which differs from contract value. For example, certain breaches by the Plan of its obligations, representations, or warranties under the terms of a DAC can result in its termination at market value, which may differ from contract value. Plan management believes that the occurrence of events that would cause the Plan to transact at less than contract value is not probable. JPMCB may not terminate the DAC at any amount less than contract value.

JPMCB is contractually obligated to pay the principal and a specified interest rate that is guaranteed to the Plan. The rate at which return is credited to participant accounts ("crediting rate") is based on a formula agreed upon with the issuer, but may not be less than 0%. The DAC rates typically reset periodically, normally monthly, quarterly or semiannually. The crediting rate of the DAC will track current market yields on a trailing basis. The average yield of the fully benefit-responsive DAC held as of December 31, 2009 and 2008 was 3.88% and 5.61%, respectively. When adjusted to reflect the actual interest credited to the Plan, the average yield of the fully benefit-responsive DAC held as of December 31, 2009 and 2008 was 2.29% and 3.15%, respectively.

The SSGA DACs do not qualify as fully benefit-responsive investments and are stated at fair value.

5. TAX STATUS OF THE PLAN

The Plan obtained a determination letter on February 13, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC, and therefore is exempt from federal income taxes under the IRC. The Company and Plan management believe the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan continues to be tax exempt. Accordingly, no provision for income tax has been included in the Plan's financial statements.

6. PLAN EXPENSES

The Company pays certain expenses incurred in the administration of the Plan. Expenses of the Plan paid by the Company were $63,632 and $67,711 for the years ended December 31, 2009 and 2008, respectively.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008 to Form 5500:

	2009	2008
Net assets available for benefits per the financial statements	$ 127,102,758	$ 130,229,496
Adjustment from contract value to fair value for fully benefit-responsive contracts	(934,049)	(3,076,890)
Net assets available for benefits per Form 5500	$ 126,168,709	$ 127,152,606

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2009:

Decrease in net assets per the financial statements	$ (3,126,738)
Deduct adjustment from contract value to fair value for fully benefit-responsive contracts - 2008	3,076,890
Add adjustment from contract value to fair value for fully benefit-responsive contracts - 2009	(934,049)
Decrease in net assets available for benefits per Form 5500	$ (983,897)

8. FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at a specified measurement date. The Plan's fair value estimates are based on either (i) actual market data or (ii) assumptions that other market participants would use in pricing an asset or liability, including estimates of risk. Recognized valuation techniques employ inputs such as product prices, operating costs, discount factors and business growth rates. These inputs may be either readily observable, corroborated by market data or generally unobservable. In developing estimates of fair value, the Plan endeavors to utilize the best information available and apply market-based data to the extent possible. Accordingly, the Plan utilizes valuation techniques (such as the income or market approach) that maximize the use of observable inputs and minimize the use of unobservable inputs.

ASC 820, *Fair Value Measurements and Disclosures*, established a single authoritative definition of fair value, set a framework for measuring fair value, and requires additional disclosures about fair value measurements. In accordance with ASC 820, the Plan classifies its investments into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily

available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2009 and 2008.

In accordance with the update to ASC 820 (originally issued as FSP 157-4), the table below includes the major categorization for debt and equity securities on the basis of the nature and risk of the investments at December 31, 2009.

	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Common Stock:				
Consumer goods	$ 89,591	$ -	$ -	$ 89,591
Consumer services	223,405	-	-	223,405
Energy	507,604	-	-	507,604
Financial services	779,406	-	-	779,406
Health care	509,915	-	-	509,915
Industrials	479,219	-	-	479,219
Industrial materials	185,472	-	-	185,472
Information technology	1,098,774	-	-	1,098,774
Utilities	282,566	-	-	282,566
Total common stocks	4,155,952	-	-	4,155,952
Mutual Funds:				
Domestic stock funds	22,796,098	-	-	22,796,098
Balanced funds	19,772,984	-	-	19,772,984
International stock fund	3,372,295	-	-	3,372,295
Fixed income fund	9,337,024	-	-	9,337,024
Other	4,787,926		-	4,787,926
Total mutual funds	60,066,327	-	-	60,066,327
Deposit Administration Contracts:				
Stable value fund	-	26,418,651	-	26,418,651
SSGA MSCI EAFE Index Fund	-	15,907,396	-	15,907,396
SSGA S&P 500 Fund	-	16,580,440	-	16,580,440
Total deposit administration contracts	-	58,906,487	-	58,906,487
Loans Receivable from Participants	-	-	3,009,003	3,009,003
Total	$ 64,222,279	$ 58,906,487	$ 3,009,003	$ 126,137,769

The following table sets forth the fair value measurement of the Plan's assets as of December 31, 2008.

	Fair Value Measurements at December 31, 2008, Using			
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets:				
Mutual Funds	$ 56,278,427	$ -	$ -	$ 56,278,427
Common Stock	4,095,691	-	-	4,095,691
Investment in deposit administration contracts	-	63,028,990	-	63,028,990
Loans Receivable from Participants	-	-	3,242,617	3,242,617
Total	$ 60,374,118	$ 63,028,990	$ 3,242,617	$ 126,645,725

The values of the Level 1 Mutual Funds and Common Stock were based on active markets for identical assets obtained from the New York Stock Exchange. The values of the Level 2 Investments in DACs were based upon quoted market prices for similar assets. The values of the Level 3 Loans Receivable from Participants were derived using a discounted cash flow model with inputs derived from unobservable market data. The Loans Receivable from Participants are included at their carrying values, in the statements of net assets available for benefits, which approximates their fair value at December 31, 2009 and 2008.

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2009 and 2008:

	Loans Receivable from Participants (Level 3)	
	2009	2008
Balance, Beginning of period	$ 3,242,617	$ 2,877,025
Issuances, repayments and settlements, net	(233,614)	365,592
Balance, End of period	$ 3,009,003	$ 3,242,617

9. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds or stable value funds managed by JPMCB. JPMCB is the trustee as defined by the Plan and these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund.

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SUPPLEMENTAL SCHEDULE

BUCKEYE PIPE LINE SERVICES COMPANY
RETIREMENT AND SAVINGS PLAN

EIN: 23-2873501; PLAN NUMBER 001
FORM 5500, SCHEDULE H, PART IV, LINE 4i —
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2009

Identity of Party Involved	Description of Asset	Current Value
Epoch Investment Partners, Inc.	Cash	$ 129,307
	Total cash and cash equivalents	$ 129,307
Franklin Templeton	Franklin Templeton Foreign Fund	$ 3,372,295
Lord Abbett	Lord Abbett Developing Growth Fund	4,787,926
American Century	American Century Income & Growth Fund	9,368,665
Pimco	PIMCO Total Return Fund	9,337,024
Oakmark	Oakmark Equity and Income Fund	9,455,395
American Century	American Century Small Cap Value Fund	4,378,486
American Funds	American Funds Growth Fund of America	9,048,947
* JPMorgan	JPMorgan SmartRetirement 2010 Fund	203,607
* JPMorgan	JPMorgan SmartRetirement 2015 Fund	708,800
* JPMorgan	JPMorgan SmartRetirement 2020 Fund	1,912,353
* JPMorgan	JPMorgan SmartRetirement 2030 Fund	3,082,948
* JPMorgan	JPMorgan SmartRetirement 2040 Fund	3,207,391
* JPMorgan	JPMorgan SmartRetirement Income Fund	1,202,490
	Total mutual funds	$ 60,066,327
Aetna, Inc.	Aetna, Inc. Stock	$ 81,152
Alliant Techsystems Inc.	Alliant Techsystems Inc. Stock	88,270
Ameriprise Financial Inc.	Ameriprise Financial Inc. Stock	100,932
Anadarko Petroleum Co.	Anadarko Petroleum Co. Stock	93,630
Apple Inc.	Apple Inc. Stock	99,104
Automatic Data Processing Inc.	Automatic Data Processing Inc. Stock	64,230
Bank of New York Mellon Inc.	Bank of New York Mellon Inc. Stock	86,064
Boeing Co.	Boeing Co. Stock	97,434
Boston Scientific Corp.	Boston Scientific Corp. Stock	50,850
Cameron Intl. Corp.	Cameron Intl. Corp. Stock	43,890
Colgate-Palmolive Co.	Colgate-Palmolive Co. Stock	53,398
Comcast Corp.	Comcast Corp. Stock	89,944
ConocoPhillips	ConocoPhillips Stock	41,469
Corning Inc.	Corning Inc. Stock	93,094

See accompanying Independent Auditors' Report

(Continued)

BUCKEYE PIPE LINE SERVICES COMPANY
RETIREMENT AND SAVINGS PLAN

EIN: 23-2873501; PLAN NUMBER 001
FORM 5500, SCHEDULE H, PART IV, LINE 4i —
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2009

Identity of Party Involved	Description of Asset	Current Value
Danaher Corp.	Danaher Corp. Stock	$ 86,480
Davita Inc.	Davita Inc. Stock	120,417
Deere & Co.	Deere & Co. Stock	54,090
Diamond Offshore Drilling Inc.	Diamond Offshore Drilling Inc. Stock	78,736
E.I. Dupont De Nemour and Co.	E.I. Dupont De Nemour and Co. Stock	69,023
Ebay Inc.	Ebay Inc. Stock	40,018
Electronic Arts Inc.	Electronic Arts Inc. Stock	41,712
Entergy Corp.	Entergy Corp. Stock	40,920
Everest Re Group	Everest Re Group Stock	85,680
Exxon Mobil Corp.	Exxon Mobil Corp. Stock	143,199
Fiserv Inc.	Fiserv Inc. Stock	82,416
Franklin Resources Inc.	Franklin Resources Inc. Stock	121,152
Hudson City Bancorp Inc.	Hudson City Bancorp Inc. Stock	20,595
International Game Tech Co.	International Game Tech Co. Stock	71,326
Laboratory Corp. of Amer. Holdings	Laboratory Corp. of Amer. Holdings Stock	116,002
MEMC Electronic Materials Inc.	MEMC Electronic Materials Inc. Stock	36,774
Metlife Inc.	Metlife Inc. Stock	79,538
Microsoft Corp.	Microsoft Corp. Stock	225,626
National Oilwell Varco Inc.	National Oilwell Varco Inc. Stock	61,726
NSTAR	NSTAR Stock	57,040
NYSE Euronext	NYSE Euronext Stock	59,455
Oneok Inc.	Oneok Inc. Stock	82,454
Oracle Corp.	Oracle Corp. Stock	117,301
Praxair Inc.	Praxair Inc. Stock	116,449
Prudential Financial Inc.	Prudential Financial Inc. Stock	89,568
Rockwell Collins Inc.	Rockwell Collins Inc. Stock	49,824
Safeway Inc.	Safeway Inc. Stock	36,193
Thermo Fisher Scientific Inc.	Thermo Fisher Scientific Inc. Stock	104,918
TJX Companies Inc.	TJX Companies Inc. Stock	62,135
Travelers Companies	Travelers Companies Stock	42,381
UnitedHealth Group Inc.	UnitedHealth Group Inc. Stock	36,576
Ventas Inc.	Ventas Inc. Stock	94,041
Visa Inc.	Visa Inc. Stock	209,904
Waste Management Inc.	Waste Management Inc. Stock	103,121
Weatherford Intl.	Weatherford Intl. Stock	44,954
Western Union Co.	Western Union Co. Stock	88,595
Wisconsin Energy Corp.	Wisconsin Energy Corp. Stock	102,152
	Total common stocks	$ 4,155,952

See accompanying Independent Auditors' Report

(Continued)

BUCKEYE PIPE LINE SERVICES COMPANY
RETIREMENT AND SAVINGS PLAN

EIN: 23-2873501; PLAN NUMBER 001
FORM 5500, SCHEDULE H, PART IV, LINE 4i —
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2009

Identity of Party Involved	Description of Asset	Current Value
State Street Global Advisors	SSGA MSCI EAFE Index Fund	$ 15,907,396
State Street Global Advisors	SSGA S&P 500 Fund	16,580,440
* JPMorgan	JPMorgan Stable Value Fund	26,418,651
	Adjustment from fair value to contract value for fully benefit-responsive stable value fund	934,049
	Total Deposit Administration Contract Investments (at contract value)	$ 59,840,536
* Loans Receivable	Loan receivable balances with maturities ranging from 6 months - 25 years and interest rates varying from 3.72% - 10.25%	$ 3,009,003

* Represents a party-in-interest to the Plan.

See accompanying Independent Auditors' Report

(Concluded)

SCHEDULE H - PART IV - SCHEDULE OF ASSETS (HELD AT END OF YEAR)			
		EIN #:	23-2873501
(SEE SCHEDULE H-PART IV 4(i)		PN #:	001
PLAN NAME:	BUCKEYE PIPE LINE SERVICES CO. RETIREMENT AND SAVINGS PLAN		
PLAN NUMBER:	133357	FOR PERIOD:	01/01/2009 - 12/31/2009
(B)	(C)	(D)	(E)
IDENTITY OF PARTY	DESCRIPTION OF ASSET	COST*	CURRENT VALUE
AETNA INC	AETNA INC STOCK	N/A	81,152.00
ALLIANT TECHSYSTEMS INC	ALLIANT TECHSYSTEMS INC STOCK	N/A	88,270.00
AMERIPRISE FINANCIAL INC	AMERIPRISE FINANCIAL INC STOCK	N/A	100,932.00
ANADARKO PETROLEUM	ANADARKO PETROLEUM CORP. CO. STOCK	N/A	93,630.00
APPLE INC	APPLE INC STOCK	N/A	99,104.20
AUTOMATIC DATA PROCESSING INC	AUTOMATIC DATA PROCESSING INC STOCK	N/A	64,230.00
BANK OF NEW YORK	BANK OF NEW YORK STOCK	N/A	86,063.69
BOEING CO	BOEING CO STOCK	N/A	97,434.00
BOSTON SCIENTIFIC	BOSTON SCIENTIFIC STOCK	N/A	50,850.00
CAMERON INTERNATIONAL CORP	CAMERON INTERNATIONAL CORP STOCK	N/A	43,890.00
COLGATE-PALMOLIVE CO.	COLGATE-PALMOLIVE CO. STOCK	N/A	53,397.50
COMCAST CORP	COMCAST CORP STOCK	N/A	89,944.18
CONOCOPHILLIPS	CONOCOPHILLIPS STOCK	N/A	41,468.84
CORNING INC.	CORNING INC. CO. STOCK	N/A	93,093.51
DANAHER CORP.	DANAHER CORP. STOCK	N/A	86,480.00
DAVITA INC.	DAVITA INC. STOCK	N/A	120,417.00
DEERE & CO.	DEERE & CO. STOCK	N/A	54,090.00
DIAMOND OFFSHORE DRILLING INC	DIAMOND OFFSHORE STOCK	N/A	78,736.00
DU PONT & CO	DU PONT STOCK	N/A	69,023.50
EBAY INC.	EBAY INC. CO. STOCK	N/A	40,018.00
ELECTRONIC ARTS CO.	ELECTRONIC ARTS STOCK	N/A	41,712.50
ENTERGY CORP.	ENTERGY CORP. CO. STOCK	N/A	40,920.00
EVEREST RE GROUP	EVEREST GROUP STOCK	N/A	85,680.00
EXXON MOBIL CORP	EXXON MOBIL CORP STOCK	N/A	143,199.00
FISERV INC	FISERV INC. STOCK	N/A	82,416.00
FRANKLIN RESOURCES INC	FRANKLIN RESOURCES INC STOCK	N/A	121,152.50
HUDSON CITY BANCORP INC.	HUDSON CITY BANCORP STOCK	N/A	20,595.00
INTERNATIONAL GAME TECH CO	INTERNATIONAL GAME TECH CO STOCK	N/A	71,326.00
LABORATORY CORP AMER HOLDINGS	LABORATORY CORP AMER HOLDINGS STOCK	N/A	116,002.00
MEMC ELECTRONICS MATERIALS INC	MEMC ELECTRONICS MATERIALS INC STOCK	N/A	36,774.00
METLIFE INC.	METLIFE INC. CO. STOCK	N/A	79,537.50
MICROSOFT CORP	MICROSOFT CORP STOCK	N/A	225,626.00
NATIONAL OILWELL VARCO INC	NATIONAL OILWELL VARCO INC STOCK	N/A	61,726.00
NSTAR	NSTAR STOCK	N/A	57,040.00
NYSE EURONEXT INC.	NYSE EURONEXT INC. CO. STOCK	N/A	59,455.00
ONEOK INC	ONEOK INC STOCK	N/A	82,454.50
ORACLE CORP	ORACLE CORP STOCK	N/A	117,301.20
PRAXAIR INC	PRAXAIR INC STOCK	N/A	116,449.50
PRUDENTIAL FINANCIAL INC.	PRUDENTIAL FINANCIAL INC. CO. STOCK	N/A	89,568.00
ROCKWELL COLLINS INC.	ROCKWELL COLLINS INC. STOCK	N/A	49,824.00
SAFEWAY INC	SAFEWAY INC STOCK	N/A	36,193.00
THERMO FISHER SCIENTIFIC INC	THERMO FISHER SCIENTIFIC INC STOCK	N/A	104,918.00
TJX COS INC.	TJX COS INC. CO. STOCK	N/A	62,135.00
TRAVELERS COS INC.	TRAVELERS COS INC.	N/A	42,381.00
UNITEDHEALTH GROUP INC.	UNITEDHEALTH GROUP INC. CO. STOCK	N/A	36,576.00
VISA INC	VISA INC	N/A	209,904.00
WASTE MANAGEMENT INC	WASTE MANAGEMENT STOCK	N/A	103,120.50
WEATHERFORD INT.	WEATHERFORD INT. STOCK	N/A	44,954.10
WESTERN UNION CO	WESTERN UNION CO STOCK	N/A	88,595.00
WISCONSIN ENERGY CORP	WISCONSIN ENERGY CORP CO. STOCK	N/A	102,151.50
VENTAS INC	VENTAS INC STOCK	N/A	94,041.00
JP MORGAN	JPMORGAN DOMESTIC LIQUIDITY VARIABLE 12/31/2049	N/A	129,307.48
SSGA	SSGA S&P 500	N/A	16,580,439.59
SSGA	SSGA EAFE INDEX	N/A	15,907,395.67
JPMORGAN	JPM STABLE VALUE	N/A	26,418,651.57
PIMCO	TOTAL RETURN	N/A	9,337,024.39
LORD ABBETT	LORD ABBETT - DEVELOPING GROWTH	N/A	4,787,925.53
FRANKLIN TEMPLETON	TEMPLETON FOREIGN FUND	N/A	3,372,294.54
OAKMARK	OAKMARK EQUITY & INCOME	N/A	9,455,395.21
AMERICAN FUNDS	AMERICAN FUNDS GROWTH FUND OF AMERICA-R4	N/A	9,048,946.78
AMERICAN CENTURY	SMALL CAP VALUE	N/A	4,378,485.54
AMERICAN CENTURY	INCOME & GROWTH	N/A	9,368,665.97
JPMORGAN	JPM SMART RET. INCOME	N/A	1,202,489.93
JPMORGAN	JPM SMART RET. 2010	N/A	203,607.47
JPMORGAN	JPM SMART RET. 2015	N/A	708,799.61
JPMORGAN	JPM SMART RET. 2020	N/A	1,912,352.63
JPMORGAN	JPM SMART RET. 2030	N/A	3,082,947.87
JPMORGAN	JPM SMART RET. 2040	N/A	3,207,391.04
VARIOUS	PARTICIPANT LOANS(3.72% TO 10.25%)	N/A	3,009,002.64
		0.00	126,267,075.68

* NOT REQUIRED FOR PARTICIPANT DIRECTED ACCOUNTS