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

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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.	10/17/2011	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**	1122
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**	888
b	Retired or separated participants receiving benefits	**6b**	337
c	Other retired or separated participants entitled to future benefits	**6c**	157
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1382
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	13
f	Total. Add lines **6d** and **6e**	**6f**	1395
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1379
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	36
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.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

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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

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 64	RECORDKEEPER	15593	Yes [X] No [ ]	Yes [ ] No [X]	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	INVESTMENT ADVISOR	127328	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

JPMORGAN CHASE BANK, N.A.

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 59	INVESTMENT MANAGEMENT	30170	Yes [X] No [ ]	Yes [ ] No [X]	1787	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	INVESTMENT MANAGEMENT	27001	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 ☐

(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	SEE ATTACHMENT 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	SEE ATTACHMENT 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 INDIANOPOLIS, IN 46206	SEE ATTACHMENT 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	SEE ATTACHMENT 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.
J.P. MORGAN FUNDS 1111 POLARIS PARKWAY COLUMBUS, OH 43240-2050	SEE ATTACHMENT 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.
J.P. MORGAN FUNDS 1111 POLARIS PARKWAY COLUMBUS, OH 43240-2050	SEE ATTACHMENT 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.
J.P. MORGAN FUNDS 1111 POLARIS PARKWAY COLUMBUS, OH 43240-2050	SEE ATTACHMENT 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.
J.P. MORGAN FUNDS 1111 POLARIS PARKWAY COLUMBUS, OH 43240-2050	SEE ATTACHMENT 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.
J.P. MORGAN FUNDS 1111 POLARIS PARKWAY COLUMBUS, OH 43240-2050	SEE ATTACHMENT 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.
J.P. MORGAN FUNDS 1111 POLARIS PARKWAY COLUMBUS, OH 43240-2050	SEE ATTACHMENT 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.
J.P. MORGAN FUNDS P.O. BOX 8528 BOSTON, MA 02266-8528	SEE ATTACHMENT 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	SEE ATTACHMENT 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 64121-9558	SEE ATTACHMENT 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 10105-4800	SEE ATTACHMENT 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	SEE ATTACHMENT 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	SEE ATTACHMENT SSGA SANDP 500 INDEX SL-III

(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.
FRANKLINTEMPLETON ONE FRANKLIN PARKWAY SAN MATEO, CA 94403	SEE ATTACHMENT 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
JPMORGAN CHASE BANK NA	59	1747

(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.
J.P.MORGAN SECURITIES LLC 13-3379014	REVENUE SHARING

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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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 CHASE BANK, N.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)
26-0463057-001	C	22510601

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	19258871

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	18727440

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

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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	129307	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	47088
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1530	1251
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	4155952	3573296
(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)	3009003	2993642
(9) Value of interest in common/collective trusts	1c(9)	58906487	60496912
(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)	60066327	68937572
(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	126268606	136049761
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	99897	119445
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	0	178562
k	Total liabilities (add all amounts in lines 1g through1j)	1k	99897	298007
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	126168709	135751754

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)	6662821	
	(B) Participants	2a(1)(B)	6832595	
	(C) Others (including rollovers)	2a(1)(C)	255125	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		13750541
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	220	
	(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)	151578	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		151798
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	64761	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1527769	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1592530
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3871876	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3736836	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		135040

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	296524	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		296524
(6) Net investment gain (loss) from common/collective trusts	2b(6)		5189246
(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)		7090650
c Other income	2c		21
d Total income. Add all **income** amounts in column (b) and enter total	2d		28206350
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	18418989	
(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)		18418989
f Corrective distributions (see instructions)	2f		4224
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)	154329	
(4) Other	2i(4)	45763	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		200092
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		18623305
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		9583045
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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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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Fax: +1 713 982 2001
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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, 2010 and 2009, and for the year ended December 31, 2010, 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, 2010 and 2009, 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, 2011

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:	01/01/2010 - 12/31/2010

(B) IDENTITY OF PARTY	(C) DESCRIPTION OF ASSET	(D) COST*	(E) CURRENT VALUE
ABBOTT LABS COM	ABBOTT LABS STOCK	N/A	59,408.40
AETNA INC	AETNA INC STOCK	N/A	59,189.40
AMERICAN EXPRESS CO.	AMERICAN EXPRESS CO. STOCK	N/A	51,504.00
AMERIPRISE FINANCIAL INC	AMERIPRISE FINANCIAL INC STOCK	N/A	112,222.50
APPLE INC	APPLE INC STOCK	N/A	87,091.20
BOEING CO	BOEING CO STOCK	N/A	90,058.80
CAMERON INTERNATIONAL CORP	CAMERON INTERNATIONAL CORP STOCK	N/A	59,303.37
COLGATE-PALMOLIVE CO.	COLGATE-PALMOLIVE CO. STOCK	N/A	40,185.00
COMCAST CORP	COMCAST CORP STOCK	N/A	101,927.38
CONOCOPHILLIPS	CONOCOPHILLIPS STOCK	N/A	40,315.20
CORNING INC.	CORNING INC. CO. STOCK	N/A	70,730.52
DANAHER CORP.	DANAHER CORP. STOCK	N/A	82,547.50
DAVITA INC.	DAVITA INC. STOCK	N/A	92,421.70
DELL INC.	DELL INC. STOCK	N/A	51,896.50
DEVON ENERGY CORP.	DEVON ENERGY CORP. STOCK	N/A	60,452.70
DU PONT & CO	DU PONT STOCK	N/A	77,812.80
ELECTRONIC ARTS CO.	ELECTRONIC ARTS STOCK	N/A	39,312.00
EVEREST RE GROUP	EVEREST GROUP STOCK	N/A	54,284.80
EXXON MOBIL CORP	EXXON MOBIL CORP STOCK	N/A	116,260.80
FIDELITY NATIONAL INFO.	FIDELITY NATIONAL INFO. INC.STOCK	N/A	54,725.22
FISERV INC	FISERV INC. STOCK	N/A	53,406.72
FRANKLIN RESOURCES INC	FRANKLIN RESOURCES INC STOCK	N/A	93,416.40
GENUINE PARTS CO.	GENUINE PARTS CO. STOCK	N/A	43,125.60
HUDSON CITY BANCORP INC.	HUDSON CITY BANCORP STOCK	N/A	34,780.20
INGERSOLL-RAND PLC	INGERSOLL-RAND PLC	N/A	65,455.10
INTERNATIONAL GAME TECH CO	INTERNATIONAL GAME TECH CO STOCK	N/A	51,301.00
LABORATORY CORP AMER HOLDINGS	LABORATORY CORP AMER HOLDINGS STOCK	N/A	77,369.60
MEMC ELECTRONICS MATERIALS INC	MEMC ELECTRONICS MATERIALS INC STOCK	N/A	22,857.80
METLIFE INC.	METLIFE INC. CO. STOCK	N/A	86,213.60
MICROSOFT CORP	MICROSOFT CORP STOCK	N/A	139,879.20
NATIONAL OILWELL VARCO INC	NATIONAL OILWELL VARCO INC STOCK	N/A	72,630.00
NSTAR	NSTAR STOCK	N/A	49,362.30
NYSE EURONEXT INC.	NYSE EURONEXT INC. CO. STOCK	N/A	61,459.00
OCCIDENTAL PETROLEUM	OCCIDENTAL PETROLEUM CORP. STOCK	N/A	81,815.40
ORACLE CORP	ORACLE CORP STOCK	N/A	114,245.00
PNC FINANCIAL	PNC FINANCIAL SERVICES	N/A	39,468.00
PRAXAIR INC	PRAXAIR INC STOCK	N/A	105,017.00
PRUDENTIAL FINANCIAL INC.	PRUDENTIAL FINANCIAL INC. CO. STOCK	N/A	79,258.50
QWEST COMM	QWEST COMM INTL STOCK	N/A	46,519.93
ROCKWELL COLLINS INC.	ROCKWELL COLLINS INC. STOCK	N/A	51,268.80
STAPLES INC.	STAPLES INC. STOCK	N/A	38,709.00
TD AMERITRADE	TD AMERITRADE HOLDING CORP.	N/A	35,891.10
TEXAS INSTRUMENTS	TEXAS INSTRUMENTS INC. STOCK	N/A	87,100.00
THE MOSAIC CO.	THE MOSAIC CO.	N/A	30,544.00
THERMO FISHER SCIENTIFIC INC	THERMO FISHER SCIENTIFIC INC STOCK	N/A	91,344.00
TJX COS INC.	TJX COS INC. CO. STOCK	N/A	71,556.68
TRAVELERS COS INC.	TRAVELERS COS INC.	N/A	35,654.40
UNITEDHEALTH GROUP INC.	UNITEDHEALTH GROUP INC. CO. STOCK	N/A	54,526.10
VISA INC	VISA INC	N/A	59,823.00
WASTE MANAGEMENT INC	WASTE MANAGEMENT STOCK	N/A	84,432.30
WISCONSIN ENERGY CORP	WISCONSIN ENERGY CORP CO. STOCK	N/A	75,929.40
YAHOO INC.	YAHOO INC. STOCK	N/A	51,220.40
VENTAS INC	VENTAS INC STOCK	N/A	86,067.20
SSGA	SSGA S&P 500	N/A	18,727,440.08
SSGA	SSGA EAFE INDEX	N/A	19,258,871.42
JPMORGAN	JPM STABLE VALUE	N/A	22,510,600.96
PIMCO	TOTAL RETURN	N/A	10,908,686.25
LORD ABBETT	LORD ABBETT - DEVELOPING GROWTH	N/A	6,102,043.78
FRANKLIN TEMPLETON	TEMPLETON FOREIGN FUND	N/A	3,548,165.34
OAKMARK	OAKMARK EQUITY & INCOME	N/A	9,095,492.82
AMERICAN FUNDS	AMERICAN FUNDS GROWTH FUND OF AMERICA-R4	N/A	9,230,016.24
AMERICAN CENTURY	SMALL CAP VALUE	N/A	5,099,588.55
AMERICAN CENTURY	INCOME & GROWTH	N/A	9,645,885.71
JPMORGAN	JPM SMART RET. INCOME	N/A	1,730,290.53
JPMORGAN	JPM SMART RET. 2010	N/A	156,595.63
JPMORGAN	JPM SMART RET. 2015	N/A	850,159.64
JPMORGAN	JPM SMART RET. 2020	N/A	2,982,541.67
JPMORGAN	JPM SMART RET. 2030	N/A	4,401,826.55
JPMORGAN	JPM SMART RET. 2040	N/A	5,186,279.46
VARIOUS	PARTICIPANT LOANS(3.72% TO 10.25%)	N/A	2,993,641.55
		0.00	136,001,422.70

* NOT REQUIRED FOR PARTICIPANT DIRECTED ACCOUNTS

Form 5500 Schedule C Supplemental Report - Reportable Indirect Compensation

Plan Name: BUCKEYE PIPE LINE SERVICES CO. RETIREMENT AND SAVINGS PLAN

EIN: 23-2873501

RPS Plan Number: 133357

3(a) - Service Provider	3(b) - Service Code	3(c) - Indirect Fees	3(e) - Formula	3(e) - Formula continued	3(e) - Fund Name	3(d) - Fund Company	3(d) - Address Line 1	3(d) - Address Line 2	3(d) - City	3(d) - State	3(d) - Zip Code
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	13 basis points Pay fee per annum of the average aggregate amount invested in share class. The average aggregate amount invested in the fund over a one month period shall be computed by totaling the aggregate investment (share net asset value multiplied by total number of shares held) on each calendar day during the month and dividing by the total number of calendar days during such month.	American Century Income & Growth-Inst	American Century	4500 Main Street		Kansas City	MO	64112
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	25 basis points Pay fee per annum of the average aggregate amount invested in share class. The average aggregate amount invested in the fund over a one month period shall be computed by totaling the aggregate investment (share net asset value multiplied by total number of shares held) on each calendar day during the month and dividing by the total number of calendar days during such month.	American Century Small Cap Value-Inst	American Century	4500 Main Street		Kansas City	MO	64112
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	35 basis points Quarterly fee at annual rate applied to the average daily net asset value of the shares of the class held during the applicable quarter; pay monthly at applicable annua rate of the average daily net asset value of class shares held in account at the end of the month.	American Funds Growth Fund of America-R4	American Fund Group	P.O. Box 6040		Indianopolis	IN	46206
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	25 basis points [Applicable basis points] based on the average daily market value within each account.	American Value Portfolio	American Value Portfolio	1 Chase Manhattan Plaza		New York	NY	10005
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	33 basis points The formula is basis points per annum, multiplied by the numbers of days in the period, divided by the number of days in the year, equals the amount of indirect compensation for the plan year.	JPMorgan SmartRetirement 2010-Inst	J.P. Morgan Funds	1111 Polaris Parkway		Columbus	OH	43240-2050
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	36 basis points The formula is basis points per annum, multiplied by the numbers of days in the period, divided by the number of days in the year, equals the amount of indirect compensation for the plan year.	JPMorgan SmartRetirement 2015-Inst	J.P. Morgan Funds	1111 Polaris Parkway		Columbus	OH	43240-2050
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	38 basis points Fee equal to the specified fee percentage per annum of the averager daily net asset value of the shares of the fund that are held.	JPMorgan SmartRetirement 2020-Inst	J.P. Morgan Funds	1111 Polaris Parkway		Columbus	OH	43240-2050
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	44 basis points Fee equal to the specified fee percentage per annum of the averager daily net asset value of the shares of the fund that are held.	JPMorgan SmartRetirement 2030-Inst	J.P. Morgan Funds	1111 Polaris Parkway		Columbus	OH	43240-2050
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	44 basis points Fee equal to the specified fee percentage per annum of the averager daily net asset value of the shares of the fund that are held.	JPMorgan SmartRetirement 2040-Inst	J.P. Morgan Funds	1111 Polaris Parkway		Columbus	OH	43240-2050
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	30 basis points The formula is basis points per annum, multiplied by the numbers of days in the period, divided by the number of days in the year, equals the amount of indirect compensation for the plan year.	JPMorgan SmartRetirement Income-Inst	J.P. Morgan Funds	1111 Polaris Parkway		Columbus	OH	43240-2050

Form 5500 Schedule C Supplemental Report - Reportable Indirect Compensation

Plan Name: **BUCKEYE PIPE LINE SERVICES CO. RETIREMENT AND SAVINGS PLAN**

EIN: **23-2873501**

RPS Plan Number: **133357**

3(a) - Service Provider	3(b) - Service Code	3(c) - Indirect Fees	3(e) - Formula	3(e) - Formula continued	3(e) - Fund Name	3(d) - Fund Company	3(d) - Address Line 1	3(d) - Address Line 2	3(d) - City	3(d) - State	3(d) - Zip Code
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	15 basis points The formula is basis points per annum, multiplied by the numbers of days in the period, divided by the number of days in the year, equals the amount of indirect compensation for the plan year.	JPMorgan Stable Value	J.P. Morgan Funds	P.O. Box 8528		Boston	MA	02266-8528
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	40 basis points Specified rates based on either a per plan participant account basis or the average daily NA of the indicated shares held; the formula is basis points per annum, multiplied by the numbers of days in the period, divided by the number of days in the year, equals the amount of indirect compensation for the plan year.	Lord Abbett Developing Growth-A	Lord Abbett	90 Hudson Street		Jersey City	NJ	07302
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	30 basis points With respect to each calendar quarter, a fee at the Annual Fee Rate, applied to the average daily net asset vlaue of all Retail Class Shares of the Funds that are held during such quarter.	Oakmark Equity and Income I	Oakmark	P.O. Box 219558		Kansas City	MO	64121-9558
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	25 basis points Annual rate of [applicable basis points], payable monthly, of average of aggregate net asset value of outstanding administrative class shares of the fund held, measured on each business day during each month.	PIMCO Total Return - Admin	PIMCO	1345 Avenue of the Americas		New York	NY	10105-4800
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	15 basis points [Applicable basis points] based on the average daily market value within each account.	SSgA International Index SL-II	State Street	One Lincoln Street		Boston	MA	02111
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	13 basis points [Applicable basis points] based on the average daily market value within each account.	SSgA S&P 500 Index SL-III	State Street	One Lincoln Street		Boston	MA	02111
J.P.Morgan Retirement Plan Services	59	0	FROM THE BEGINNING OF January 2010 TO THE END OF December 2010	40 basis points Percentage rate per annum of the average daily net asset value of the shares invested.	Templeton Foreign-A	Franklin/Templeton	One Franklin Parkway		San Mateo	CA	94403

Buckeye Pipe Line Services Company Retirement and Savings Plan

Financial Statements as of December 31, 2010 and 2009, and for the Year Ended December 31, 2010,
Supplemental Schedule as of December 31, 2010, and
Independent Auditors' Report

BUCKEYE PIPE LINE SERVICES COMPANY
RETIREMENT AND SAVINGS PLAN

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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

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, 2010 and 2009, and for the year ended December 31, 2010, 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, 2010 and 2009, 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, 2011

BUCKEYE PIPE LINE SERVICES COMPANY
RETIREMENT AND SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS:		
Investments — at fair value:		
Participant-directed investments	$ 133,007,780	$ 123,258,073
Total investment — at fair value	133,007,780	123,258,073
Receivables:		
Notes receivable from participants	2,993,642	3,009,003
Employer contribution	47,088	
Accrued investment income	1,251	1,530
Total receivables	3,041,981	3,010,533
Total assets	136,049,761	126,268,606
LIABILITIES:		
Excess contributions payable	90,753	
Other payables	207,254	99,897
Total liabilities	298,007	99,897
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	135,751,754	126,168,709
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE STABLE VALUE FUND	66,923	934,049
NET ASSETS AVAILABLE FOR BENEFITS	$ 135,818,677	$ 127,102,758

See notes to financial statements.

BUCKEYE PIPE LINE SERVICES COMPANY
RETIREMENT AND SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2010

ADDITIONS:	
Contributions:	
Participant contributions	$ 6,832,595
Rollover contributions	255,125
Employer contributions	6,662,821
Total contributions	13,750,541
Investment income:	
Net appreciation in fair value of investments	11,844,577
Dividends	1,592,529
Total investment income	13,437,106
Interest on notes receivable from participants	151,578
Total additions	27,339,225
DEDUCTIONS:	
Benefits paid to participants	18,423,214
Administrative expenses	200,092
Total deductions	18,623,306
INCREASE IN NET ASSETS	8,715,919
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	127,102,758
End of year	$135,818,677

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 Plan 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, 1991 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.

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. J.P. Morgan Chase Bank, N.A. ("JPMCB") acts as the trustee for the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participation — Substantially all employees of the Company, or one of its designated affiliated companies, are eligible for participation in the Plan. Effective January 31, 2010, all eligible employees became participants in the Plan. In addition, any eligible employee hired from and after January 31, 2010 becomes a participant in the Plan on his or her employment date. Prior to January 31, 2010, an eligible employee became a participant in the Plan on the first day of the month coincident with or next following the date which was 60 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 for the years ended December 31, 2010 and 2009. 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, 2010 and 2009. The maximum employee contribution cannot exceed the limits on elective deferrals and annual additions permitted by the IRC of $16,500 for the years ended December 31, 2010 and 2009, 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 years ended December 31, 2010 and 2009 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.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of the Company's discretionary contributions, and Plan earnings, and charged with withdrawals and an allocation of Plan losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments — Participants direct the investment of their contributions into various investment options offered by the Plan. Company contributions are invested per the participants' direction. The Plan currently offers 13 mutual funds, a separately managed common stock fund, three commingled funds, and a deposit administration contract as investment options for participants.

Vesting — The Company contributions to a participant's retirement account and matching 401(a) after-tax contribution account become fully vested after five 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.

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 his or her retirement rollover account.

Withdrawals from the Plan during Employment — A participant in the Plan may withdraw his or her 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 his or her retirement account or his or her retirement rollover account prior to termination of his or her employment with the Company.

Withdrawals from the Plan upon Termination of Employment — A participant's plan benefit is paid at the 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 his or her plan benefit (excluding his or her 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 his or her 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 $188,561 and $226,623 for the years ended December 31, 2010 and 2009, respectively.

Death Benefits — In the event of a participant's death, his or her plan benefit is payable to his or her spouse or designated beneficiary. If a married participant elects to have the Committee purchase an annuity with his or her 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.

Notes Receivable from Participants — 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.

VERP — On July 20, 2009, the Company executed a reduction in workforce 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. 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. Comingled funds are stated at fair value as determined by the issuer based on the fair market value of the underlying investments. Commingled funds 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.

The JP Morgan Stable Value Fund 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 SSGA commingled funds are valued by the issuer of the commingled trust funds based on the value of each of the underlying investments, less any applicable fees charged by the issuer. The underlying investments are valued by the issuer using quoted market prices on active exchanges or, if unavailable, primarily using quoted market prices from independent pricing services and broker dealers. The SSGA commingled funds include the SSGA MSCI EAFE Index Fund and the SSGA S&P 500 Index Fund. The SSGA MSCI EAFE Index Fund has an investment objective to approximate the performance of the

MSCI EAFE Index over the long term. The SSGA S&P 500 Index Fund has an investment objective to approximate the performance of the S&P 500 Index over the long term. These two funds do not have any restrictions on redemptions.

Purchases and sales of securities are recorded on trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants — Notes receivable from participants are measured at their unpaid balance plus any accrued and unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

Administrative Expenses — Administrative expenses are paid by the Plan as provided in the Plan document. The Company also pays certain administrative expenses of the Plan.

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, 2010.

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

New Accounting Standards

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, *Fair Value Measurements and Disclosures* (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 retrospectively adopted the new accounting in 2010. The adoption did not have a material effect on the Plan's financial statements.

ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS — In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*, which amends ASC 820, Fair Value Measurement. This ASU also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair

value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. The Plan is currently evaluating the impact ASU No. 2011-04 will have on its financial statements.

Subsequent Events — The Plan has evaluated subsequent events through October 13, 2011, 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, 2010 and 2009, 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 Notes 8 and 9 were certified by the trustee except for the classification and risk of nature of investments under ASC 820 as of December 31, 2010 and 2009, which was determined by Plan management.

	2010	2009
Total cash and cash equivalents	$ -	$ 129,307
American Century Income & Growth Fund (1) (2)	$ 9,645,886	$ 9,368,665
American Century Small Cap Value Fund	5,099,589	4,378,486
American Funds Growth Fund of America (1) (2)	9,230,016	9,048,947
JPMorgan SmartRetirement 2010 Fund	156,596	203,607
JPMorgan SmartRetirement 2015 Fund	850,160	708,800
JPMorgan SmartRetirement 2020 Fund	2,982,542	1,912,353
JPMorgan SmartRetirement 2030 Fund	4,401,827	3,082,948
JPMorgan SmartRetirement 2040 Fund	5,186,279	3,207,391
JPMorgan SmartRetirement Income Fund	1,730,291	1,202,490
Lord Abbett Developing Growth Fund	6,102,044	4,787,926
Oakmark Equity and Income Fund (1) (2)	9,095,493	9,455,395
PIMCO Total Return Fund (1) (2)	10,908,686	9,337,024
Franklin Templeton Foreign Fund	3,548,165	3,372,295
Total mutual funds	$ 68,937,574	$ 60,066,327
Investments in common stocks	$ 3,573,294	$ 4,155,952
JPMorgan Stable Asset Income Fund at contract value (1) (2) (3)	$ 22,577,524	$ 27,352,700
SSGA MSCI EAFE Index Fund (1) (2)	19,258,871	15,907,396
SSGA S&P 500 Fund (1) (2)	18,727,440	16,580,440
Total commingled funds	$ 60,563,835	$ 59,840,536
Notes receivable from participants	$ 2,993,642	$ 3,009,003

(1) Investment represents 5% or more of the Plan's net assets available for benefits as of December 31, 2010.
(2) Investment represents 5% or more of the Plan's net assets available for benefits as of December 31, 2009.
(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, 2010 and 2009, 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:

	2010
Investment earnings (interest and dividends)	$ 1,744,107
Net appreciation in fair value of investments in mutual funds	$ 7,090,650
Net appreciation in fair value of common stocks	431,786
Net appreciation in fair value of commingled funds	4,322,141
Total net appreciation in fair value of investments	$ 11,844,577

4. STABLE VALUE FUND

The Plan provides participants a fully benefit-responsive, self-managed stable value investment option ("Stable Value Fund") with JPMCB that simulates the performance of a guaranteed investment contract, whereby participants execute Plan transactions at contract value. Contract value represents contributions made under the Stable Value Fund, plus earnings, less participant withdrawals and administrative expenses. As a result of ASC 962, *Plan Accounting-Defined Contribution Pension Plan*, the Plan's investment in the Stable Value Fund is presented at fair value in the Statements of Net Assets Available for Benefits with an adjustment from fair value to contract value of $66,923 and $934,049 as of December 31, 2010 and 2009, respectively. The fair value of the Stable Value Fund as of December 31, 2010 and 2009 was $22,510,601 and $26,418,651, respectively. The fair value of the Stable Value Fund equals the total of the fair value of the underlying assets plus the fair value of the wrap contract, which is calculated using the market approach discounting methodology, which incorporates the difference between current market level rates for the contract level wrap fees and the wrap fee being charged. The difference is calculated as a dollar value and discounted by the prevailing interpolated swap rate as of yearend.

A wrap contract, also known as a synthetic guaranteed investment contract (GIC), is an investment contract issued by an insurance company or other financial institution, designed to provide a contract value "wrapper" around a portfolio of bonds or other fixed income securities that are owned by the Stable Value Fund. Synthetic GICs credit a stated interest rate for a specified period of time. Investment gains and losses are amortized over the expected duration through the calculation of the interest rate applicable to the Plan on a prospective basis. Synthetic GICs provide for a variable crediting rate, which typically resets at least quarterly, and the issuer of the wrap contract provides assurance that future adjustments to the crediting rate cannot result in a crediting rate less than zero. The average yield of the fully benefit-responsive Stable Value Fund held as of December 31, 2010 and 2009 was 2.99% and 3.88%, respectively. When adjusted to reflect the actual interest credited to the Plan, the average yield of the fully benefit-responsive Stable Value Fund held as of December 31, 2010 and 2009 was 2.65% and 2.29%, respectively. The crediting rate is primarily based on the current yield to maturity of the covered investments, plus or minus amortization of the difference between the market value and contract value of the covered investments over the duration of the covered investments at the time of computation. The crediting rate is most affected by the change in the annual effective yield to maturity of the underlying securities, but is also affected by the difference between the contract value and the market value of the covered investments. This difference is amortized over the duration of the covered investments. Depending on the change in duration from reset period to reset period, the magnitude of the impact to

the crediting rate of the contract to market difference is heightened or lessened. The underlying investments in the synthetic GICs include U.S. Treasury Notes, JP Morgan Liquidity Fund, and JP Morgan Intermediate Bond Fund.

Certain events limit the ability of the Plan to transact at contract value. Such events include (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such events that would limit the Plan's ability to transact at contract value with participants is probable.

Wrap contracts are evergreen contracts that contain termination provisions. Wrap agreements permit the fund's investment manager to terminate upon notice at any time at market value and provide for automatic termination of the wrap contract if the contract value or market value of the contract equals zero. The issuer is not excused from paying the excess contract value when the market value equals zero. Wrap contracts permit the issuer to terminate at market value and provide that the fund may elect to convert such termination to an amortized election that effectively will immunize the fund, intending to result in contract value equaling market value of the underlying assets by such termination date. If an event of default occurs and is not cured, the nondefaulting party may terminate the contract. The following may cause the Plan to be in default:

- A breach of material obligation under the contract
- A material misrepresentation
- A material amendment to the plan agreement

The issuer may be in default if it breaches a material obligation under the investment contract, makes a material misrepresentation, has a decline in its long-term credit rating below a threshold set forth in the contract, or is acquired or reorganized and the successor issuer does not satisfy the investment or credit guidelines applicable to issuers. If, in the event of default of an issuer, the Plan was unable to obtain a replacement investment contract, withdrawing participants may experience losses if the value of the Plan's assets no longer covered by the contract is below contract value. The Plan may seek to add additional issuers over time to diversify the Plan's exposure to such risk, but there is no assurance that the Plan may be able to do so. The combination of the default of an issuer and an inability to obtain a replacement agreement could render the Plan unable to achieve its objective of maintaining a stable contract value. The terms of an investment contract generally provide for settlement of payments only upon termination of the contract or total liquidation of the covered investments. Generally, payments will be made pro rata, based on the percentage of investments covered by each issuer. Contract termination occurs whenever the contract value or market value of the covered investments reaches zero or upon certain events of default. If the contract terminates due to issuer default (other than a default occurring because of a decline in its rating), the issuer will generally be required to pay to the Plan the excess, if any, of contract value over market value on the date of termination.

If a synthetic GIC terminates due to a decline in the ratings of the issuer, the issuer may be required to pay to the Plan the cost of acquiring a replacement contract (that is, replacement cost) within the meaning of the contract. If the contract terminates when the market value equals zero, the issuer will pay the excess of contract value over market value to the Plan to the extent necessary for the Plan to satisfy outstanding contract value withdrawal requests. Contract termination also may occur by either party upon election and notice.

Because the synthetic GICs are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the synthetic GICs. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract 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.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. The Plan's 2008 Form 5500 has been selected for examination by the Internal Revenue Service. As of the date of the report, the audit is still in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

6. PLAN EXPENSES

All expenses are the obligation of the Plan, except for certain expenses that are paid for by the Company and for which the Company fails to seek reimbursement within 12 months from the date the expenses are paid by the Company (or such other period of time) pursuant to and specified in a reimbursement agreement between the Company and the Trustee or within 59 days (or such longer period as may be permitted by the Department of Labor) of the date the expenses are paid by the Company in the absence of such reimbursement agreement.

Expenses of the Plan paid by the Company were $43,730 and $63,632 for the years ended December 31, 2010 and 2009, 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, 2010 and 2009 to Form 5500:

	2010	2009
Net assets available for benefits per the financial statements	$135,818,677	$127,102,758
Adjustment from contract value to fair value for fully benefit-responsive contracts	(66,923)	(934,049)
Net assets available for benefits per Form 5500	$135,751,754	$126,168,709

The following is a reconciliation of changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2010:

Increase in net assets per the financial statements	$8,715,919
Deduct adjustment from contract value to fair value for fully benefit-responsive contracts — 2010	(66,923)
Add adjustment from contract value to fair value for fully benefit-responsive contracts — 2009	934,049
Increase in net assets available for benefits per Form 5500	$9,583,045

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, 2010 and 2009.

	Fair Value Measurements at December 31, 2010			
	Level 1	Level 2	Level 3	Total
Common stocks:				
Consumer goods	$ 40,185	$ -	$ -	$ 40,185
Consumer services	306,620			306,620
Energy	430,777			430,777
Financial services	770,220			770,220
Health care	434,259			434,259
Industrials	373,763			373,763
Industrial materials	213,374			213,374
Information technology	832,284			832,284
Telecommunications	46,520			46,520
Utilities	125,292			125,292
Total common stocks	3,573,294	-	-	3,573,294
Mutual funds:				
Domestic stock funds	23,975,491			23,975,491
Balanced funds	24,403,188			24,403,188
International stock fund	3,548,165			3,548,165
Fixed income fund	10,908,686			10,908,686
Other	6,102,044			6,102,044
Total mutual funds	68,937,574	-	-	68,937,574
Commingled funds:				
Stable Value Fund		22,510,601		22,510,601
SSGA MSCI EAFE Index Fund		19,258,871		19,258,871
SSGA S&P 500 Fund		18,727,440		18,727,440
Total commingled funds	-	60,496,912	-	60,496,912
Total	$ 72,510,868	$ 60,496,912	$ -	$ 133,007,780

	Fair Value Measurements at December 31, 2009			
	Level 1	Level 2	Level 3	Total
Common stocks:				
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
Commingled funds:				
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 commingled funds	-	58,906,487	-	58,906,487
Total	$64,222,279	$58,906,487	$ -	$123,128,766

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 Commingled Funds are stated at fair value as determined by the issuer based on the fair market value of the underlying investments.

For the year ended December 31, 2010, there were no transfers in or out of Levels 1, 2, or 3.

9. NET ASSET VALUE (NAV) PER SHARE

In accordance with ASU No. 2009-12, the Plan expanded its disclosures to include the category, fair value, redemption frequency, and redemption notice period for those assets whose fair value is estimated using the net asset value per share as of December 31, 2010 and 2009.

The following tables set forth a summary of the Plan's investments with reported NAVs at December 31, 2010 and 2009:

	Fair Value Estimated Using Net Asset Value per Share December 31, 2010				
Investment	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
JP Morgan Stable Value Fund	$ 22,510,601	$ -	Immediate	None	None
SSGA MSCI EAFE Index Fund	19,258,871		Immediate	None	None
SSGA S&P 500 Fund	18,727,440		Immediate	None	None
Total	$ 60,496,912	$ -			

	Fair Value Estimated Using Net Asset Value per Share December 31, 2009				
Investment	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
JP Morgan Stable Value Fund	$ 26,418,651	$ -	Immediate	None	None
SSGA MSCI EAFE Index Fund	15,907,396		Immediate	None	None
SSGA S&P 500 Fund	16,580,440		Immediate	None	None
Total	$ 58,906,487	$ -			

10. 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.

11. PLAN TERMINATION

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.

12. PLAN AMENDMENT

Effective January 31, 2010, all eligible employees became participants in the Plan. In addition, any eligible employee hired from and after January 31, 2010 becomes a participant in the Plan on his or her employment date. Prior to January 31, 2010, an eligible employee became a participant in the Plan on the first day of the month coincident with or next following the date which was 60 days from the employee's employment commencement date.

From time to time, the Plan makes minor amendments which, in 2009 and 2010, were not significant to the overall operation of the Plan. Such amendments have been incorporated, accordingly, in Note 1 and Note 6.

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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, 2010

Identity of Party Involved	Description of Asset	Current Value
Franklin Templeton	Franklin Templeton Foreign Fund	$ 3,548,165
Lord Abbett	Lord Abbett Developing Growth Fund	6,102,044
American Century	American Century Income & Growth Fund	9,645,886
Pimco	PIMCO Total Return Fund	10,908,686
Oakmark	Oakmark Equity and Income Fund	9,095,493
American Century	American Century Small Cap Value Fund	5,099,589
American Funds	American Funds Growth Fund of America	9,230,016
*JPMorgan	JPMorgan SmartRetirement 2010 Fund	156,596
*JPMorgan	JPMorgan SmartRetirement 2015 Fund	850,160
*JPMorgan	JPMorgan SmartRetirement 2020 Fund	2,982,542
*JPMorgan	JPMorgan SmartRetirement 2030 Fund	4,401,827
*JPMorgan	JPMorgan SmartRetirement 2040 Fund	5,186,279
*JPMorgan	JPMorgan SmartRetirement Income Fund	1,730,291
	Total mutual funds	$ 68,937,574
Abbott Labs	Abbott Labs Stock	$ 59,408
Aetna Inc	Aetna Inc Stock	59,189
American Express Co	American Express Co Stock	51,504
Ameriprise Financial Inc	Ameriprise Financial Inc Stock	112,223
Apple Inc	Apple Inc Stock	87,091
Boeing Co	Boeing Co Stock	90,059
Cameron International Corp	Cameron International Corp Stock	59,303
Colgate-Palmolive Co	Colgate-Palmolive Co Stock	40,185
Comcast Corp	Comcast Corp Stock	101,927
Conocophillips	Conocophillips Stock	40,315
Corning Inc	Corning Inc Stock	70,731
Danaher Corp	Danaher Corp Stock	82,548
Davita Inc	Davita Inc Stock	92,422
Dell Inc	Dell Inc Stock	51,897
Devon Energy Corp	Devon Energy Corp Stock	60,453
E.I. Du Pont De Nemours & Co	E.I. Du Pont De Nemours & Co Stock	77,813
Electronic Arts	Electronic Arts Stock	39,312
Everest Re Group	Everest Re Group Stock	54,285
Exxon Mobil Corp	Exxon Mobil Corp Stock	116,261
Fidelity National Info Services Inc	Fidelity National Info Services Inc Stock	54,722
Fiserv Inc	Fiserv Inc Stock	53,407

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, 2010

Identity of Party Involved	Description of Asset	Current Value
Franklin Resources Inc	Franklin Resources Inc Stock	$ 93,416
Genuine Parts Co	Genuine Parts Co Stock	43,126
Hudson City Bancorp Inc	Hudson City Bancorp Inc Stock	34,780
Ingersoll-Rand PLC	Ingersoll-Rand PLC Stock	65,455
International Game Technology	International Game Technology Stock	51,301
Laboratory Corp of America Holdings	Laboratory Corp Of America Holdings Stock	77,370
MEMC Electronics Materials Inc	MEMC Electronics Materials Inc Stock	22,858
Metlife Inc	Metlife Inc Stock	86,214
Microsoft Corp	Microsoft Corp Stock	139,879
Mosaic Company	Mosaic Company Stock	30,544
National Oilwell Varco Inc	National Oilwell Varco Inc Stock	72,630
NSTAR	NSTAR Stock	49,362
NYSE Euronext Inc	NYSE Euronext Inc Stock	61,459
Occidental Petroleum Corp	Occidental Petroleum Corp Stock	81,815
Oracle Corp	Oracle Corp Stock	114,245
PNC Financial Services Group	PNC Financial Services Group Stock	39,468
Praxair Inc	Praxair Inc Stock	105,017
Prudential Financial Inc	Prudential Financial Inc Stock	79,259
Qwest Comm International Inc	Qwest Comm International Inc Stock	46,520
Rockwell Collins Inc	Rockwell Collins Inc Stock	51,269
Staples Inc	Staples Inc Stock	38,709
TD Ameritrade Holding Corp	TD Ameritrade Holding Corp Stock	35,891
Texas Instruments Inc	Texas Instruments Inc Stock	87,100
Thermo Fisher Scientific Inc	Thermo Fisher Scientific Inc Stock	91,344
TJX Cos Inc	TJX Cos Inc Stock	71,557
Travelers Cos Inc	Travelers Cos Inc Stock	35,654
UnitedHealth Group Inc	UnitedHealth Group Inc Stock	54,526
Ventas Inc	Ventas Inc Stock	86,067
Visa Inc	Visa Inc Stock	59,823
Waste Management Inc	Waste Management Inc Stock	84,432
Wisconsin Energy Corp	Wisconsin Energy Corp Stock	75,929
Yahoo Inc	Yahoo Inc Stock	51,220
	Total common stocks	$3,573,294

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, 2010

Identity of Party Involved	Description of Asset	Current Value
State Street Global Advisors	SSGA MSCI EAFE Index Fund	$ 19,258,871
State Street Global Advisors	SSGA S&P 500 Fund	18,727,440
*JPMorgan	JPMorgan Stable Value Fund	22,510,601
	Adjustment from fair value to contract value for fully benefit-responsive stable value fund	66,923
	Total commingled fund investments (at contract value)	$ 60,563,835
*Notes receivable	Notes receivable balances with maturities ranging from 9 months–25 years and interest rates varying from 3.72%–10.25%	$ 2,993,642

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

See accompanying independent auditors' report. (Concluded)