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), 6057(b), 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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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, including room or suite number (Employer, if for single-employer plan)

BUCKEYE PIPE LINE SERVICES COMPANY

FIVE TEK PARK
9999 HAMILTON BOULEVARD
BREINIGSVILLE, PA 18031

2b Employer Identification Number (EIN) 23-2873501

2c Sponsor's telephone number 610-904-4000

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.	10/16/2012	MARK ESSELMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2012	MARK ESSELMAN
	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

FIVE TEK PARK
9999 HAMILTON BOULEVARD
BREINIGSVILLE, PA 18031

3b Administrator's EIN
23-2873501

3c Administrator's telephone number
610-904-4000

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**	1396
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**	1080
b	Retired or separated participants receiving benefits	**6b**	151
c	Other retired or separated participants entitled to future benefits	**6c**	170
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1401
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	13
f	Total. Add lines **6d** and **6e**	**6f**	1414
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1382
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	55
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 2R 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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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	NONE	11719	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	NONE	158896	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?
59	NONE	29999	Yes [X] No [ ]	Yes [ ] No [X]	2793	Yes [ ] No [X]

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)

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	NONE	8324	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BUCK CONSULTANTS

245 PARK AVENUE
NEW YORK, NY 10167

(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?
16	NONE	15160	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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 INCOME & GROWTH-IN 4500 MAIN STREET KANSAS CITY, MO 64112	JANUARY 2011 TO DECEMBER 2011 13 BASIS POINTS

(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 SMALL CAP VALUE-IN 4500 MAIN STREET KANSAS CITY, MO 64112	JANUARY 2011 TO DECEMBER 2011 25 BASIS POINTS

(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.
TEMPLETON FOREIGN-A ONE FRANKLIN PARKWAY SAN MATEO, CA 94403	JANUARY 2011 TO NOVEMBER 2011 40 BASIS POINTS

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.
PIMCO TOTAL RETURN - ADMIN 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105-4800	JANUARY 2011 TO NOVEMBER 2011 25 BASIS POINTS

(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 DEVELOPING GROWTH-A 90 HUDSON STREET JERSEY CITY, NJ 07302	JANUARY 2011 TO NOVEMBER 2011 40 BASIS POINTS

(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 FUNDS GROWTH FUND OF AMERI P.O. BOX 6040 INDIANAPOLIS, IN 46206	JANUARY 2011 TO NOVEMBER 2011 35 BASIS POINTS

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.
SSGA S&P 500 INDEX SL-III ONE LINCOLN STREET BOSTON, MA 02111	JANUARY 2011 TO DECEMBER 2011 13 BASIS POINTS

(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	JANUARY 2011 TO DECEMBER 2011 25 BASIS POINTS

(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 EQUITY AND INCOME-I P.O. BOX 219558 KANSAS CITY, MO 64121-9558	JANUARY 2011 TO DECEMBER 2011 30 BASIS POINTS

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.
TEMPLETON FOREIGN-ADV ONE FRANKLIN PARKWAY SAN MATEO, CA 94403	DECEMBER 2011 TO DECEMBER 2011 15 BASIS POINTS

(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.
SSGA INTERNATIONAL INDEX SL-II ONE LINCOLN STREET BOSTON, MA 02111	JANUARY 2011 TO DECEMBER 2011 15 BASIS POINTS

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SMARTRETIREMENT 2040-INST P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2011 TO DECEMBER 2011 44 BASIS POINTS

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SMARTRETIREMENT 2030-INST P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2011 TO DECEMBER 2011 44 BASIS POINTS

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SMARTRETIREMENT 2020-INST P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2011 TO DECEMBER 2011 38 BASIS POINTS

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SMARTRETIREMENT 2015-INST P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2011 TO DECEMBER 2011 36 BASIS POINTS

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SMARTRETIREMENT 2010-INST P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2011 TO DECEMBER 2011 33 BASIS POINTS

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SMARTRETIREMENT INCOME-INS P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2011 TO DECEMBER 2011 30 BASIS POINTS

(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.
JPMCB STABLE VALUE P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2011 TO NOVEMBER 2011 15 BASIS POINTS

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.
JPMCB STABLE ASSET INCOME FUND-SELE P.O. BOX 8528 BOSTON, MA 02266-8528	DECEMBER 2011 TO DECEMBER 2011 15 BASIS POINTS

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN LARGE CAP GROWTH-R5 P.O. BOX 8528 BOSTON, MA 02266-8528	DECEMBER 2011 TO DECEMBER 2011 39 BASIS POINTS

(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 TOTAL RETURN-P 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105-4800	DECEMBER 2011 TO DECEMBER 2011 10 BASIS POINTS

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.
LORD ABBETT DEVELOPING GROWTH-INST 90 HUDSON STREET JERSEY CITY, NJ 07302	DECEMBER 2011 TO DECEMBER 2011 10 BASIS POINTS

(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 N.A.	59	2671

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SECURITIES 13-3379014	REVENUE SHARING

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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	0

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	18040399

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	19787508

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMORGAN STABLE ASSET INCOME 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)
20-1978950-001	C	25346153

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

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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
23-2873501

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	58
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	47088	183
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1251	1650
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	177286
(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)	3573296	2556255
(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)	2993642	3447862
(9) Value of interest in common/collective trusts	1c(9)	60496912	63174060
(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)	68937572	69524452
(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	136049761	138881806
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	119445	134060
i Acquisition indebtedness	1i		
j Other liabilities	1j	178562	23601
k Total liabilities (add all amounts in lines 1g through1j)	1k	298007	157661
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	135751754	138724145

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)	7888189	
(B) Participants	2a(1)(B)	7888713	
(C) Others (including rollovers)	2a(1)(C)	1033095	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		16809997
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	91	
(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)	140120	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		140211
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	55396	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2134082	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2189478
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	4835553	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	4416623	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		418930

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-464979	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-464979
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-1362705
(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)		-3150054
c Other income	2c		35
d Total income. Add all **income** amounts in column (b) and enter total	2d		14580913
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11366604	
(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)		11366604
f Corrective distributions (see instructions)	2f		17819
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	15160	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	167220	
(4) Other	2i(4)	41719	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		224099
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		11608522
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		2972391
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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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. 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): _____

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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1111 Bagby Street
Houston, TX 77002-2591
USA

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INDEPENDENT AUDITORS' REPORT

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

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, 2011 and 2010, and for the year ended December 31, 2011, 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 J.P. Morgan Retirement Plan Services LLC, as agent for 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, 2011 and 2010, 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. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 15, 2012

SCHEDULE H - PART IV - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(SEE SCHEDULE H-PART IV 4(i)

EIN #: 23-2873501
PN #: 001

PLAN NAME: Buckeye Pipe Line Services Co Retirement & Savings Plan
PLAN NUMBER: 133357
FOR PERIOD: 01/01/2011-12/31/2011

(B)	(C)	(D)	(E)
IDENTITY OF PARTY	DESCRIPTION OF ASSET	COST*	CURRENT VALUE
SSGA	S&P 500 Index SL-III	N/A	19,787,507.97
SSGA	International Index SL-II	N/A	18,040,399.23
AMERICAN CENTURY	Small Cap Value-Inst	N/A	4,804,730.48
AMERICAN CENTURY	Income & Growth-Inst	N/A	10,562,433.82
JPMORGAN	SmartRetirement 2020-Inst	N/A	4,712,714.12
JPMORGAN	SmartRetirement 2010-Inst	N/A	311,623.37
JPMORGAN	SmartRetirement 2030-Inst	N/A	5,224,692.34
JPMORGAN	SmartRetirement 2040-Inst	N/A	7,150,745.65
JPMORGAN	SmartRetirement 2015-Inst	N/A	1,083,895.57
JPMORGAN	SmartRetirement Income-Inst	N/A	944,233.38
OAKMARK	Equity and Income-I	N/A	8,019,204.77
LORD ABBETT	DEVELOPING GROWTH	N/A	4,991,041.29
TEMPLETON	FOREIGN FUND	N/A	3,012,181.48
JPMORGAN	STABLE ASSET INCOME FUND	N/A	25,346,153.22
PIMCO	PIMCO TOTAL RETURN - P	N/A	11,494,298.85
JPMORGAN	LARGE CAP GROWTH	N/A	7,212,656.91
VARIOUS	PARTICIPANT LOANS(3.72% TO 10.25%)	N/A	3,447,861.62
ABBOTT LABS COM	ABBOTT LABS STOCK	N/A	61,009.55
AETNA INC	AETNA INC STOCK	N/A	58,011.25
AMERICAN EXPRESS CO.	AMERICAN EXPRESS CO. STOCK	N/A	31,132.20
AMERIPRISE FINANCIAL INC	AMERIPRISE FINANCIAL INC STOCK	N/A	45,917.00
APPLE INC	APPLE INC STOCK	N/A	51,030.00
APPLIED MATERIALS INC.	APPLIED MATERIALS INC. STOCK	N/A	23,722.65
BLACKROCK INC.	BLACKROCK INC. STOCK	N/A	41,886.40
BOEING CO	BOEING CO STOCK	N/A	71,516.25
CAMERON INTERNATIONAL CORP	CAMERON INTERNATIONAL CORP STOCK	N/A	40,778.51
CENTURYLINK INC	CENTURYLINK INC STOCK	N/A	54,200.40
CITI GROUP INC.	CITI GROUP INC. STOCK	N/A	22,839.85
COLGATE-PALMOLIVE CO.	COLGATE-PALMOLIVE CO. STOCK	N/A	32,798.45
COMCAST CORP	COMCAST CORP STOCK	N/A	67,216.68
CONOCOPHILLIPS	CONOCOPHILLIPS STOCK	N/A	34,904.73
CORNING INC.	CORNING INC. CO. STOCK	N/A	33,631.18
DANAHER CORP.	DANAHER CORP. STOCK	N/A	58,329.60
DARDEN RESTAURANTS INC.	DARDEN RESTAURANTS INC. STOCK	N/A	13,674.00
DAVITA INC.	DAVITA INC. STOCK	N/A	64,438.50
DEERE & CO.	DEERE & CO. STOCK	N/A	27,613.95
DELL INC.	DELL INC. STOCK	N/A	39,866.75
DEVON ENERGY CORP.	DEVON ENERGY CORP. STOCK	N/A	33,790.00
DU PONT & CO	DU PONT STOCK	N/A	36,624.00
ELECTRONIC ARTS CO.	ELECTRONIC ARTS STOCK	N/A	35,123.00
EXXON MOBIL CORP	EXXON MOBIL CORP STOCK	N/A	96,626.40
FIDELITY NATIONAL INFO.	FIDELITY NATIONAL INFO. INC.STOCK	N/A	36,375.12
FRANKLIN RESOURCES INC	FRANKLIN RESOURCES INC STOCK	N/A	20,652.90
GENUINE PARTS CO.	GENUINE PARTS CO. STOCK	N/A	37,332.00
INGERSOLL-RAND PLC	INGERSOLL-RAND PLC	N/A	37,630.45
INTERNATIONAL GAME TECH CO	INTERNATIONAL GAME TECH CO STOCK	N/A	35,432.00
INTERNATIONAL PAPER CO.	INTERNATIONAL PAPER CO. STOCK	N/A	29,600.00
KOHLS CORP.	KOHLS CORP. STOCK	N/A	38,986.50
LABORATORY CORP AMER HOLDINGS	LABORATORY CORP AMER HOLDINGS STOCK	N/A	55,020.80
MARSH & MCLENNAN CO.	MARSH & MCLENNAN CO. STOCK	N/A	15,904.86
METLIFE INC.	METLIFE INC. CO. STOCK	N/A	37,104.20
MICROSOFT CORP	MICROSOFT CORP STOCK	N/A	92,158.00
NATIONAL OILWELL VARCO INC	NATIONAL OILWELL VARCO INC STOCK	N/A	38,754.30
NSTAR	NSTAR STOCK	N/A	42,498.80
NYSE EURONEXT INC.	NYSE EURONEXT INC. CO. STOCK	N/A	38,106.00
OCCIDENTAL PETROLEUM	OCCIDENTAL PETROLEUM CORP. STOCK	N/A	42,071.30
ORACLE CORP	ORACLE CORP STOCK	N/A	57,712.50
PRAXAIR INC	PRAXAIR INC STOCK	N/A	83,916.50
PRUDENTIAL FINANCIAL INC.	PRUDENTIAL FINANCIAL INC. CO. STOCK	N/A	41,098.40
ROCKWELL COLLINS INC.	ROCKWELL COLLINS INC. STOCK	N/A	35,436.80
STAPLES INC.	STAPLES INC. STOCK	N/A	38,405.85
TD AMERITRADE	TD AMERITRADE HOLDING CORP.	N/A	36,699.25
TEXAS INSTRUMENTS	TEXAS INSTRUMENTS INC. STOCK	N/A	55,163.45
THERMO FISHER SCIENTIFIC INC	THERMO FISHER SCIENTIFIC INC STOCK	N/A	53,064.60
TIME WARNER INC.	TIME WARNER INC. STOCK	N/A	35,959.30
TJX COS INC.	TJX COS INC. CO. STOCK	N/A	67,261.10
TRAVELERS COS INC.	TRAVELERS COS INC.	N/A	26,922.35
UNITEDHEALTH GROUP INC.	UNITEDHEALTH GROUP INC. CO. STOCK	N/A	54,227.60
VISA INC	VISA INC	N/A	80,208.70
WASTE MANAGEMENT INC	WASTE MANAGEMENT STOCK	N/A	53,480.85
WISCONSIN ENERGY CORP	WISCONSIN ENERGY CORP CO. STOCK	N/A	64,501.20
YAHOO INC.	YAHOO INC. STOCK	N/A	43,309.05
VENTAS INC	VENTAS INC STOCK	N/A	54,578.70
JPMORGAN	CASH	N/A	58.05
JPMORGAN	PRIME MMKT FUND	N/A	177,286.37
Total		0.00	138,879,973.22

* NOT REQUIRED FOR PARTICIPANT DIRECTED ACCOUNTS

Buckeye Pipe Line Services Company Retirement and Savings Plan

Employer ID No: 23-2873501
Plan Number: 001

Financial Statements as of December 31, 2011 and 2010,
and for the Year Ended December 31, 2011,
Supplemental Schedule as of December 31, 2011,
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
Houston, Texas

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, 2011 and 2010, and for the year ended December 31, 2011, 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 J.P. Morgan Retirement Plan Services LLC, as agent for 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, 2011 and 2010, 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. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 15, 2012

BUCKEYE PIPE LINE SERVICES COMPANY
RETIREMENT AND SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS:		
Investments — at fair value:		
Cash and cash equivalents	$ 177,344	$ -
Participant-directed investments	135,254,767	133,007,780
Total investments	135,432,111	133,007,780
Receivables:		
Notes receivable from participants	3,447,862	2,993,642
Employer contributions	183	47,088
Accrued investment income	1,650	1,251
Total receivables	3,449,695	3,041,981
Total assets	138,881,806	136,049,761
LIABILITIES:		
Excess contributions payable	14,704	90,753
Other payables	142,957	207,254
Total liabilities	157,661	298,007
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	138,724,145	135,751,754
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE STABLE VALUE FUND	(62,858)	66,923
NET ASSETS AVAILABLE FOR BENEFITS	$ 138,661,287	$ 135,818,677

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, 2011

ADDITIONS:	
Contributions:	
Participant contributions	$ 7,888,713
Rollover contributions	1,033,095
Employer contributions	7,888,189
Total contributions	16,809,997
Investment income/(loss):	
Net depreciation in fair value of investments	(4,688,554)
Interest and dividends	2,189,569
Total investment (loss)	(2,498,985)
Interest on notes receivable from participants	140,120
Total additions	14,451,132
DEDUCTIONS:	
Benefits paid to participants	11,384,423
Administrative expenses	224,099
Total deductions	11,608,522
INCREASE IN NET ASSETS	2,842,610
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	135,818,677
End of year	$ 138,661,287

See notes to financial statements.

1. DESCRIPTION OF THE 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 a more complete description of the Plan's 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 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. JP Morgan Chase Bank, N.A. (JPMCB) acts as 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 on or after January 31, 2010 became a participant in the Plan on their 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 sixty days from the employee's employment commencement date.

Contributions — A participant may elect to contribute, on a pre-tax basis, up to 50% of his or her monthly compensation to the Plan. The maximum employee contribution cannot exceed the limits on pre-tax elective deferrals and annual additions permitted by the Internal Revenue Code (IRC) of $16,500 for the year ended December 31, 2011. A participant who has attained, or will attain age 50 before the close of the Plan year, may elect to contribute up to $5,500 in "catch-up" contributions for the year ended December 31, 2011.

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. Prior to the final share release on March 31, 2011 under the Company's employee stock ownership plan (ESOP), the participants who were eligible to participate in the ESOP did 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.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, Company matching 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 mutual funds, a separately managed common stock fund, and commingled funds, which includes a stable value fund, 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 5 years of service (20% vesting per year). Company contributions to the retirement account and 401(a) after-tax contribution account become fully vested to a participant upon the participant's termination of employment due to death, disability, attainment of age 65 or termination of the Plan. Participants are fully vested at all times in their contributions to the Plan, including their rollover account and their retirement rollover account, and in the Company's matching contributions to the participants' 401(k) pre-tax deferral accounts.

Withdrawals From the Plan During Employment — A participant in the Plan may withdraw their 401(a) individual and vested 401(a) Company matched contributions at any time. Only one withdrawal is permitted during any six-month period. Tax-deferred 401(k) contributions may be withdrawn prior to retirement, death, disability or termination only under cases of hardship, as defined in the IRC and the Plan, and also as approved by the Committee. Participant rollover accounts may be withdrawn at any time, without penalty. In no event may a participant withdraw any portion of their retirement account or their retirement rollover account prior to termination of their employment with the Company.

Withdrawals From the Plan Upon Termination of Employment — A participant's plan benefit is paid at time of termination of Company employment in the form of a lump-sum payment. Prior to retirement or termination, a participant may elect to have all or a portion of their plan benefit (excluding their 401(a) After-Tax Contributions Account) transferred to and paid from the Buckeye

Pipe Line Services Company Retirement Income Guarantee Plan as an annuity or a participant may elect to defer payment of their plan benefit until a specified future date.

Forfeitures — The portion of employer contributions attributable to a participant's account that are not vested upon the participant's severance from service date shall be forfeited on the date which he or she receives a distribution of his or her entire vested interest in his or her Plan benefits. At December 31, 2011 and 2010, forfeited nonvested accounts totaled $360,112 and $188,561, respectively. Forfeitures of approximately $1.1 million were used to reduce Company contributions to the Plan for the year ended December 31, 2011.

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

Participant Loans — 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. Principal and interest is paid ratably through payroll deductions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

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, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments, including common stock, registered investment companies, and commingled funds, which includes a stable value fund. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, 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 change 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 5 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. Commingled 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.

During 2011, the JPMCB Stable Value Fund transferred its assets to the JPMCB Stable Asset Income Fund. The JPMCB Stable Asset Income 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.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Management fees and operating expenses charged to the Plan for investments in the registered investment companies and commingled funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

State Street Global Advisors (SSGA) Commingled Funds — 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.

Notes Receivable from Participants — Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but 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 upon distribution. 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, 2011 and 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 — The accounting standard initially adopted in 2011 is described below.

ASU No. 2010-06, *Fair Value Measurements and Disclosures* — In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures*, which amends ASC 820, *Fair Value Measurements and Disclosures*, adding a new disclosure requirement to provide Level 3 activity of purchases, sales, issuances and settlements on a gross basis. The requirement is effective for fiscal years beginning after December 15, 2010. The adoption in 2011 did not materially affect the Plan's financial statements.

New Accounting Standards Not Yet Effective

ASU No. 2011-04 — 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 IFRSs*, which amends ASC 820. ASU 2011-04 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 adoption will not have a material effect on the statement of net assets available for benefits and statement of changes in net assets available for benefits. Plan management has not determined the impact on the disclosures in the financial statements.

Subsequent Events — The Plan has evaluated subsequent events through October 15, 2012, the date the financial statements were available to be issued. See Note 11 for further discussion.

3. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2011 and 2010, and for the year ended December 31, 2011, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by JPMCB, the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that such information is complete and accurate.

	2011		2010	
Statements of net assets available for benefits				
Investments at fair value:				
Cash and cash equivalents	$ 177,344		$ -	
Mutual funds:				
Templeton Foreign Fund	3,012,181		3,548,165	
Lord Abbett Developing Growth Fund	4,991,041		6,102,044	
American Century Income & Growth Fund	10,562,435	*	9,645,886	*
PIMCO Total Return Fund	11,494,299	*	10,908,686	*
Oakmark Equity and Income Fund	8,019,205	*	9,095,493	*
American Century Small Cap Value Fund	4,804,730		5,099,589	
JPMorgan Large Cap Growth	7,212,657	*	-	
JPMorgan SmartRetirement 2010 Inst	311,623		156,596	
JPMorgan SmartRetirement 2015 Inst	1,083,896		850,160	
JPMorgan SmartRetirement 2020 Inst	4,712,714		2,982,542	
JPMorgan SmartRetirement 2030 Inst	5,224,692		4,401,827	
JPMorgan SmartRetirement 2040 Inst	7,150,746	*	5,186,279	
JPMorgan SmartRetirement Income Inst	944,233		1,730,291	
American Funds Growth Fund of America	-		9,230,016	*
Investments in common stock	2,556,255		3,573,294	
Commingled funds:				
JPMCB Stable Value Fund	-		22,577,524	*
JPMCB Stable Asset Income Fund	25,346,153	*	-	
SSGA International Index SL-II	18,040,399	*	19,258,871	*
SSGA S&P 500 Index SL-II	19,787,508	*	18,727,440	*
Total investments at fair value	$ 135,432,111		$ 133,074,703	
Adjustment from fair value to contract value for fully benefit-responsive stable value fund	$ (62,858)		$ 66,923	
Receivables for accrued investment income	1,650		1,251	
Excess contributions payable	(14,704)		(90,753)	
Other payables	(142,957)		(207,254)	

* Represents 5% or more of the Plan's net assets

Statement of changes in net assets available for benefits	2011
Interest and dividends	$ 2,189,569
Net depreciation in fair value of investments:	
Mutual funds	(3,150,025)
Investments in common stocks	(46,048)
Commingled funds	(1,492,481)
Total net depreciation in fair value of investments:	$ (4,688,554)

Supplemental schedules: All investment balances and information included in the supplemental schedule of assets (held at end of year).

Notes 4, 5 and 6: All investment balances and investment information, excluding the classification of investments in Note 5.

4. STABLE VALUE FUND

The Plan provides participants a fully benefit-responsive, self-managed stable value investment option ("Stable Value Fund") that simulates the performance of a guaranteed investment contract, whereby participants execute Plan transactions at contract value. Contract value represents contributions made to the Stable Value Fund, plus earnings, less participant withdrawals and administrative expenses. The self-managed stable value fund is composed of a portfolio of bonds and other fixed income securities owned by the Stable Value Fund and an investment contract issued by an insurance company or other financial institution, designed to provide a contract value "wrapper" around the fixed income portfolio to guarantee a specific interest rate which is reset quarterly and that cannot be less than zero. The wrapper contract provides that realized and unrealized gains and losses on the underlying fixed income portfolio are not reflected immediately in the net assets of the fund, but rather are amortized over the duration of the underlying assets through adjustments to the future interest crediting rate. Primary variables impacting future crediting rates of the Fund include the current yield, duration, and existing difference between market and contract value of the underlying assets within the wrap contract.

Limitations on the Ability of the Synthetic Guaranteed Investment Contract to Transact at Contract Value — 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. Plan management 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.

	December 31, 2011
Average yields:	
Based on annualized earnings (1)	1.56%
Based on interest rate credited to participants (2)	2.18%

(1) Computed by dividing the annualized one-day actual earnings of the contract on the last day of the Plan year by the fair value of the investments on the same date.

(2) Computed by dividing the annualized one-day earnings credited to participants on the last day of the Plan year by the fair value of the investments on the same date.

Circumstances That Affect the Stable Value Fund — The Stable Value Fund invests in assets, typically fixed income securities or bond funds, and enters into "wrapper" contracts issued by third parties. A wrap contract is an agreement by another party, such as a bank or insurance company to make payments to the Stable Value Fund in certain circumstances. Wrap contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

The wrap contracts generally contain provisions that limit the ability of the Stable Value Fund to transact at contract value upon the occurrence of certain events. These events include:

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

In the event that wrap contracts fail to perform as intended, the Stable Value Fund's NAV may decline if the market value of its assets declines. The Stable Value Fund's ability to receive amounts due pursuant to these wrap contracts is dependent on the third-party issuer's ability to meet their financial obligations. The wrap issuer's ability to meet its contractual obligations under the wrap contracts may be affected by future economic and regulatory developments.

The Stable Value Fund is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets. This could result from the Stable Value Fund's inability to promptly find a replacement wrap contract following termination of a wrap contract. Wrap contracts are not transferable and have no trading market. There are a limited number of wrap issuers. The Stable Value Fund may lose the benefit of wrap contracts on any portion of its assets in default in excess of a certain percentage of portfolio assets.

5. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted 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 Plan's policy is to recognize significant transfers between levels at the end of the year.

Asset Valuation Techniques — 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.

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.

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, 2011 and 2010.

	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2011 Total
Common stock:				
Consumer goods	$ 32,798	$ -	$ -	$ 32,798
Consumer services	334,267	-	-	334,267
Energy	286,925	-	-	286,925
Financial services	412,844	-	-	412,844
Health care	345,772	-	-	345,772
Industrials	284,008	-	-	284,008
Industrial materials	150,141	-	-	150,141
Information technology	548,300	-	-	548,300
Telecommunications	54,200	-	-	54,200
Utilities	107,000	-	-	107,000
Total common stock	2,556,255	-	-	2,556,255
Mutual funds:				
Domestic stock funds	22,579,822	-	-	22,579,822
Balanced funds	27,447,109	-	-	27,447,109
International stock fund	3,012,181	-	-	3,012,181
Fixed income fund	11,494,299	-	-	11,494,299
Other	4,991,041	-	-	4,991,041
Total mutual funds	69,524,452	-	-	69,524,452
Commingled funds:				
JPMCB Stable Asset Income Fund	-	25,346,153	-	25,346,153
SSGA International Index SL-II	-	18,040,399	-	18,040,399
SSGA S&P 500 Index SL-II	-	19,787,508	-	19,787,508
Total commingled funds	-	63,174,060	-	63,174,060
Total	$ 72,080,707	$ 63,174,060	$ -	$ 135,254,767

	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2010 Total
Common stock:				
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 stock	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:				
JPMCB Stable Value Fund	-	22,510,601	-	22,510,601
SSGA International Index SL-II	-	19,258,871	-	19,258,871
SSGA S&P 500 Index SL-II	-	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

For the years ended December 31, 2011 and 2010, there were no significant transfers in or out of Levels 1, 2, or 3.

6. NET ASSET VALUE (NAV) PER SHARE

The following tables set forth a summary of the Plan's investments with reported NAVs at December 31, 2011 and 2010:

	Fair Value Estimated Using Net Asset Value per Share December 31, 2011				
Investment	Fair Value*	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
JPMCB Stable Asset Income Fund (a)	$ 25,346,153	$ -	Immediate	None	None
SSGA International Index SL-II (b)	18,040,399	-	Immediate	None	None
SSGA S&P 500 Index SL-II (c)	19,787,508	-	Immediate	None	None
Total	$ 63,174,060	$ -			

	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
JPMCB Stable Value Fund (d)	$ 22,510,601	$ -	Immediate	None	None
SSGA International Index SL-II (b)	19,258,871	-	Immediate	None	None
SSGA S&P 500 Index SL-II (c)	18,727,440	-	Immediate	None	None
Total	$ 60,496,912	$ -			

* The fair values of the investments have been estimated using the net asset value of the investment.

(a) The JPMCB Stable Asset Income Fund has an investment objective to preserve the value of money invested, performs better than the average money market, and earn consistent reliable returns.

(b) The SSGA International Index SL-II has an investment objective to approximate the performance over the long term, and match the performance of the MSCI EAFE Index while providing daily liquidity.

(c) The SSGA S&P 500 Index SL-II has an investment objective to approximate the performance over the long term, and replicate the returns and characteristics of the S&P 500 Index.

(d) The JPMCB Stable Value Fund has an investment objective to protect the principal balance of participant accounts, and generate stable, positive book value returns that exceed those of alternative principal protection vehicles, such as money market funds, during normal market conditions.

7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of registered investment companies 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.

8. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, participants would become 100% vested in their accounts.

9. FEDERAL INCOME TAX STATUS

Subsequent to year-end, the Plan obtained a determination letter dated March 23, 2012, in which the Internal Revenue Service (IRS) 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 currently is 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 is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

The Plan's 2008 Form 5500 was selected for examination by the IRS, which was completed during 2011. All necessary corrections have been made and there should be no further action required by the Company.

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the total net assets per the Form 5500 as of December 31, 2011 and 2010:

	2011	2010
Net assets available for benefits per the financial statements	$ 138,661,287	$ 135,818,677
Adjustment from contract value to fair value for fully benefit-responsive contracts	62,858	(66,923)
Net assets available for benefits per Form 5500	$ 138,724,145	$ 135,751,754

The following is a reconciliation of the net increase in net assets per the financial statements to the net income per the Form 5500 for the year ended December 31, 2011:

Increase in net assets per the financial statements	$ 2,842,610
Adjustment from contract value to fair value for fully benefit-responsive contracts - 2011	62,858
Adjustment from contract value to fair value for fully benefit-responsive contracts - 2010	66,923
Net income per Form 5500	$ 2,972,391

11. SUBSEQUENT EVENT

Effective January 1, 2013, JP Morgan Chase Bank, N.A. and JP Morgan Retirement Plan Services will be removed as trustee and record-keeper for the Plan. Fidelity Investments will be appointed as the successor trustee and record-keeper effective January 2, 2013. On January 2, 2013, the value of the Plan will be transferred to Fidelity Investments. In addition, the self-directed brokerage accounts maintained by Chase Investment Services Corp. will be transferred in-kind to Fidelity Investments effective January 2, 2013.

* * * * * *

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 AT END OF YEAR)
AS OF DECEMBER 31, 2011

Identity of Party Involved	Description of Asset	Current Value
* JPMorgan	Prime Money Market Fund	$ 177,344
Templeton	Templeton Foreign Fund	$ 3,012,181
Lord Abbett	Lord Abbett Developing Growth Fund	4,991,041
American Century	American Century Income & Growth Fund	10,562,435
PIMCO	PIMCO Total Return Fund	11,494,299
Oakmark	Oakmark Equity and Income Fund	8,019,205
American Century	American Century Small Cap Value Fund	4,804,730
* JPMorgan	JPMorgan Large Cap Growth	7,212,657
* JPMorgan	JPMorgan SmartRetirement 2010 Inst	311,623
* JPMorgan	JPMorgan SmartRetirement 2015 Inst	1,083,896
* JPMorgan	JPMorgan SmartRetirement 2020 Inst	4,712,714
* JPMorgan	JPMorgan SmartRetirement 2030 Inst	5,224,692
* JPMorgan	JPMorgan SmartRetirement 2040 Inst (1)	7,150,746
* JPMorgan	JPMorgan SmartRetirement Income Inst	944,233
	Total mutual funds	$ 69,524,452
Abbott Labs	Abbott Labs Stock	$ 61,010
Aetna Inc	Aetna Inc Stock	58,011
American Express Co	American Express Co Stock	31,132
Ameriprise Financial Inc	Ameriprise Financial Inc Stock	45,917
Apple Inc	Apple Inc Stock	51,030
Applied Materials Inc	Applied Materials Inc Stock	23,723
Blackrock Inc	Blackrock Inc Stock	41,886
Boeing Co	Boeing Co Stock	71,516
Cameron International Corp	Cameron International Corp Stock	40,779
Centurylink Inc	Centurylink Inc Stock	54,200
Citi Group Inc	Citi Group Inc Stock	22,840
Colgate-Palmolive Co	Colgate-Palmolive Co Stock	32,798
Comcast Corp	Comcast Corp Stock	67,217
Conocophillips	Conocophillips Stock	34,905
Corning Inc	Corning Inc Co Stock	33,631
Danaher Corp	Danaher Corp Stock	58,330
Darden Restaurants Inc	Darden Restaurants Inc Stock	13,674
Davita Inc	Davita Inc Stock	64,439
Deere & Co	Deere & Co Stock	27,614
Dell Inc	Dell Inc Stock	39,867
Devon Energy Corp	Devon Energy Corp Stock	33,790

(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 AT END OF YEAR)
AS OF DECEMBER 31, 2011

Identity of Party Involved	Description of Asset	Current Value
Du Pont & Co	Du Pont Stock	36,624
Electronic Arts	Electronic Arts Stock	35,123
Exxon Mobil Corp	Exxon Mobil Corp Stock	96,626
Fidelity National Info Services Inc	Fidelity National Info Services Inc Stock	36,375
Franklin Resources Inc	Franklin Resources Inc Stock	20,653
Genuine Parts Co	Genuine Parts Co Stock	37,332
Ingersoll-Rand Plc	Ingersoll-Rand Plc Stock	37,630
International Game Tech Co	International Game Tech Co Stock	35,432
International Paper Co	International Paper Co Stock	29,600
Kohls Corp	Kohls Corp Stock	38,986
Laboratory Corp Of America Holdings	Laboratory Corp Of America Holdings Stock	55,021
Marsh & Mclennan Co	Marsh & Mclennan Co Stock	15,905
Metlife Inc	Metlife Inc Co Stock	37,104
Microsoft Corp	Microsoft Corp Stock	92,158
National Oilwell Varco Inc	National Oilwell Varco Inc Stock	38,754
NSTAR	NSTAR Stock	42,499
Nyse Euronext Inc	Nyse Euronext Inc Co Stock	38,106
Occidental Petroleum	Occidental Petroleum Corp Stock	42,071
Oracle Corp	Oracle Corp Stock	57,713
Praxair Inc	Praxair Inc Stock	83,917
Prudential Financial Inc	Prudential Financial Inc Co Stock	41,098
Rockwell Collins Inc	Rockwell Collins Inc Stock	35,437
Staples Inc	Staples Inc Stock	38,406
TD Ameritrade Holding Corp	Td Ameritrade Holding Corp Stock	36,699
Texas Instruments Inc	Texas Instruments Inc Stock	55,163
Thermo Fisher Scientific Inc	Thermo Fisher Scientific Inc Stock	53,065
Time Warner Inc	Time Warner Inc Stock	35,959
TJX Cos Inc	Tjx Cos Inc Co Stock	67,261
Travelers Cos Inc	Travelers Cos Inc	26,922
Unitedhealth Group Inc	Unitedhealth Group Inc Stock	54,228
Visa Inc	Visa Inc Stock	80,209
Waste Management Inc	Waste Management Inc Stock	53,481
Wisconsin Energy Corp	Wisconsin Energy Corp Stock	64,501
Yahoo Inc	Yahoo Inc Stock	43,309
Ventas Inc	Ventas Inc Stock	54,579
	Total common stocks	$ 2,556,255

(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 AT END OF YEAR)
AS OF DECEMBER 31, 2011

Identity of Party Involved	Description of Asset	Current Value
State Street Global Advisors	SSGA International Index SL-II	$ 18,040,399
State Street Global Advisors	SSGA S&P 500 Index SL-II	19,787,508
* JPMorgan	JPMCB Stable Asset Income Fund	25,346,153
	Total commingled fund investments(at fair value)	$ 63,174,060
Total investments		$ 135,432,111
* Plan participants	Notes receivable from participants with maturities ranging from approximately 1 month - 25 years and interest rates ranging from 3.75% - 9.00%	$ 3,447,862

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

See accompanying independent auditors' report.

(Concluded)