

BUCKEYE PARTNERS, L.P.  
Form 10-Q  
July 30, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 10-Q**

**x Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the quarterly period ended June 30, 2009 or**

**o Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the transition period from to**

**Commission file number 1-9356**

**BUCKEYE PARTNERS, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**23-2432497**  
IRS Employer  
Identification No.)

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**One Greenway Plaza**  
**Suite 600**  
**Houston, TX**  
(Address of principal executive offices)

**77046**  
(Zip Code)

**(832) 615-8600**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐  
(Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

**Class**  
Limited Partnership Units

**Outstanding at July 28, 2009**  
51,368,846 Units



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## PART I - FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements**BUCKEYE PARTNERS, L.P.****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(In thousands, except per unit amounts)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
<b>Revenues:</b>				
Product sales	\$ 201,777	\$ 346,436	\$ 470,556	\$ 587,482
Transportation and other	149,443	146,112	297,504	285,342
Total revenue	351,220	492,548	768,060	872,824
<b>Costs and expenses:</b>				
Cost of product sales	193,440	341,591	444,116	578,203
Operating expenses	68,595	69,112	142,102	134,440
Depreciation and amortization	14,675	13,460	29,155	25,958
Asset impairment expense	72,540		72,540	
General and administrative	8,365	9,717	16,439	17,423
Reorganization expense	28,113		28,113	
Total costs and expenses	385,728	433,880	732,465	756,024
Operating (loss) income	(34,508)	58,668	35,595	116,800
<b>Other income (expense):</b>				
Investment and equity income	3,278	1,573	5,511	4,213
Interest and debt expense	(16,061)	(18,021)	(33,237)	(35,955)
Other income (expense)	20	20	(20)	37
Total other expense	(12,763)	(16,428)	(27,746)	(31,705)
(Loss) income from continuing operations	(47,271)	42,240	7,849	85,095
(Loss) income from discontinued operations		(8)		1,405
Net (loss) income	(47,271)	42,232	7,849	86,500
Less: net income attributable to noncontrolling interest	(1,100)	(1,380)	(2,460)	(2,831)
Net (loss) income attributable to Buckeye Partners, L.P.	\$ (48,371)	\$ 40,852	\$ 5,389	\$ 83,669
<b>Amounts attributable to Buckeye Partners, L.P.:</b>				
(Loss) income from continuing operations	\$ (48,371)	\$ 40,860	\$ 5,389	\$ 82,264
(Loss) income from discontinued operations		(8)		1,405
Total	\$ (48,371)	\$ 40,852	\$ 5,389	\$ 83,669
<b>Allocation of net income attributable to Buckeye Partners, L.P.:</b>				
<b>Net income (loss) allocated to general partner:</b>				
Income from continuing operations	\$ 11,455	\$ 6,869	\$ 23,121	\$ 14,171

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(Loss) income from discontinued operations	\$	\$	(2)	\$	\$	423
<b>Net (loss) income allocated to limited partners:</b>						
(Loss) income from continuing operations	\$	(59,826)	\$	33,991	\$	(17,732) \$ 68,093
(Loss) income from discontinued operations	\$		\$	(6)	\$	982
<b>Earnings per limited partner unit-basic:</b>						
(Loss) income from continuing operations	\$	(1.17)	\$	0.63	\$	(0.36) \$ 1.32
(Loss) income from discontinued operations						0.03
(Loss) earnings per limited partner unit-basic	\$	(1.17)	\$	0.63	\$	(0.36) \$ 1.35
<b>Earnings per limited partner unit-diluted:</b>						
(Loss) income from continuing operations	\$	(1.17)	\$	0.63	\$	(0.36) \$ 1.32
(Loss) income from discontinued operations						0.03
(Loss) earnings per limited partner unit-diluted	\$	(1.17)	\$	0.63	\$	(0.36) \$ 1.35
<b>Weighted average number of limited partner units outstanding:</b>						
Basic		51,243		48,368		49,830 47,116
Diluted		51,243		48,394		49,830 47,144

See accompanying notes to condensed consolidated financial statements.

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	<b>June 30, 2009</b>	<b>December 31, 2008</b>
<b>Assets:</b>		
Current assets:		
Cash and cash equivalents	\$ 21,997	\$ 58,843
Trade receivables, net	82,801	79,969
Construction and pipeline relocation receivables	16,646	21,501
Inventories	166,546	84,229
Derivative assets	19,901	97,375
Prepaid and other current assets	98,353	72,111
Total current assets	406,244	414,028
Property, plant and equipment, net	2,165,966	2,231,321
Equity investments	96,377	90,110
Goodwill	208,922	210,644
Intangible assets, net	42,346	44,114
Other non-current assets	34,646	44,193
Total assets	\$ 2,954,501	\$ 3,034,410
<b>Liabilities and partners (deficit) capital:</b>		
Current liabilities:		
Line of credit	\$ 99,000	\$ 96,000
Accounts payable	44,808	41,301
Derivative liabilities	27,650	48,623
Accrued and other current liabilities	119,394	105,790
Total current liabilities	290,852	291,714
Long-term debt	1,356,578	1,445,722
Other non-current liabilities	103,298	100,702
Total liabilities	1,750,728	1,838,138
Commitments and contingent liabilities		
<b>Partners (deficit) capital:</b>		
<b>Buckeye Partners, L.P. unitholders (deficit) capital:</b>		
General Partner (243,914 units outstanding as of June 30, 2009 and December 31, 2008)	(5,966)	(6,680)
Limited Partners (51,363,346 and 48,372,346 units outstanding as of June 30, 2009 and December 31, 2008, respectively)	1,199,549	1,201,144
Accumulated other comprehensive loss	(10,332)	(18,967)
Total Buckeye Partners, L.P. unitholders capital	1,183,251	1,175,497
Noncontrolling interest	20,522	20,775
Total partners capital	1,203,773	1,196,272

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Total liabilities and partners' capital	\$	2,954,501	\$	3,034,410
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See accompanying notes to condensed consolidated financial statements.



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## BUCKEYE PARTNERS, L.P.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Six Months Ended June 30,	
	2009	2008
<b>Cash flows from operating activities:</b>		
Income from continuing operations	\$ 7,849	\$ 85,095
<b>Adjustments to reconcile income from continuing operations to net cash provided by continuing operations:</b>		
Depreciation and amortization	29,155	25,958
Asset impairment expense	72,540	
Net changes in fair value of derivatives	4,672	
Deferred lease expense	2,250	1,301
Reorganization expense	28,113	
Earnings from equity investments	(5,224)	(3,399)
Distributions from equity investments	2,827	2,306
Amortization of debt issuance costs	1,603	546
Amortization of unit-based compensation awards	477	274
Amortization of RIGP and retiree medical plan costs	358	1,552
<b>Change in assets and liabilities, net of amounts related to acquisitions:</b>		
Trade receivables, net	(2,832)	14,059
Construction and pipeline relocation receivables	4,855	(205)
Inventories	(27,742)	(19,505)
Prepaid and other current assets	(20,548)	(30,353)
Accounts payable	5,791	8,575
Accrued and other current liabilities	(3,912)	25,907
Other non-current assets	533	(1,668)
Other non-current liabilities	1,812	158
Total adjustments from operating activities	94,728	25,506
Net cash provided by continuing operations	102,577	110,601
Net cash provided by discontinued operations		572
Net cash provided by operating activities	102,577	111,173
<b>Cash flows from investing activities:</b>		
Capital expenditures	(39,819)	(32,501)
Acquisitions and equity investments, net of cash acquired	(3,880)	(610,616)
Net expenditures for disposal of property, plant and equipment	21	(103)
Proceeds from the sale of discontinued operations		52,584
Net cash used in investing activities	(43,678)	(590,636)
<b>Cash flows from financing activities:</b>		
Net proceeds from issuance of limited partner units	104,779	113,148
Proceeds from exercise of limited partner unit options	38	278
Issuance of long-term debt and borrowings under credit facilities	80,333	611,050
Payment of debt, net	(166,600)	(183,284)
Debt issuance costs	(18)	(1,886)
Distributions to noncontrolling interests	(2,713)	(2,101)

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Settlement payment of interest rate swaps			(9,638)
Distributions to unitholders	(111,564)		(98,471)
Net cash (used in) provided by financing activities	(95,745)		429,096
Net decrease in cash and cash equivalents	(36,846)		(50,367)
Cash and cash equivalents Beginning of year	58,843		93,198
Cash and cash equivalents End of period	\$ 21,997	\$	42,831
<b>Supplemental cash flow information:</b>			
Cash paid for interest (net of amount capitalized)	\$ 32,231	\$	26,443
Capitalized interest	2,684		620
Cash paid for income taxes	1,292		525
<b>Non-cash changes in investing and financing activities:</b>			
Hedge accounting	907		6,751

See accompanying notes to condensed consolidated financial statements.

Table of Contents**BUCKEYE PARTNERS, L.P.****CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL****(In thousands)****(Unaudited)**

	<b>Buckeye Partners, L.P. Unitholders</b>					
	<b>General Partner</b>	<b>Limited Partners</b>	<b>Accumulated Other Comprehensive (Loss) Income</b>	<b>Noncontrolling Interest</b>	<b>Total</b>	
<b>Partners' (deficit) capital-January 1, 2008</b>	\$ (1,005)	\$ 1,100,346	\$ (9,169)	\$ 21,468	\$ 1,111,640	
Net income	14,594	69,075		2,831	86,500	
Change in value of interest rate swaps			(2,451)			
Amortization of interest rate swaps			439			
Amortization of RIGP and Retiree Medical Plan Costs			(1,552)			
Other comprehensive (loss)			(3,564)		(3,564)	
Total comprehensive income					82,936	
Distributions to unitholders	(19,069)	(79,402)			(98,471)	
Distributions to noncontrolling interest				(2,101)	(2,101)	
Net proceeds from the issuance of 2.6 million limited partner units		113,148			113,148	
Amortization of unit-based compensation awards		274			274	
Exercise of limited partner unit options		278			278	
Acquired noncontrolling interest not previously owned				(1,539)	(1,539)	
<b>Partners' (deficit) capital-June 30, 2008</b>	\$ (5,480)	\$ 1,203,719	\$ (12,733)	\$ 20,659	\$ 1,206,165	
<b>Partners' (deficit) capital-January 1, 2009</b>	\$ (6,680)	\$ 1,201,144	\$ (18,967)	\$ 20,775	\$ 1,196,272	
Net income (loss)	23,121	(17,732)		2,460	7,849	
Change in value of derivatives			543			
Amortization of interest rate swaps			480			
Adjustment to funded status of RIGP and Retiree Medical Plan Costs			7,970			
Amortization of RIGP and Retiree Medical Plan Costs			(358)			
Other comprehensive income			8,635		8,635	
Total comprehensive income					16,484	
Distributions to unitholders	(22,407)	(89,157)			(111,564)	
Distributions to noncontrolling interest				(2,713)	(2,713)	
Net proceeds from the issuance of 3.0 million limited partner units		104,779			104,779	
Amortization of unit-based compensation awards		477			477	
Exercise of limited partner unit options		38			38	
<b>Partners' (deficit) capital-June 30, 2009</b>	\$ (5,966)	\$ 1,199,549	\$ (10,332)	\$ 20,522	\$ 1,203,773	

See accompanying notes to condensed consolidated financial statements.

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**BUCKEYE PARTNERS, L.P.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

**1. BASIS OF PRESENTATION**

Buckeye Partners, L.P. ( Buckeye ) is a publicly traded (NYSE:BPL) master limited partnership organized in 1986 under the laws of the state of Delaware. Buckeye GP LLC ( Buckeye GP ) is the general partner of Buckeye. Buckeye GP is a wholly owned subsidiary of Buckeye GP Holdings L.P. ( BGH ), a Delaware limited partnership that is also publicly traded (NYSE:BGH).

Buckeye has one of the largest independent refined petroleum products pipeline systems in the United States in terms of volumes delivered, with approximately 5,400 miles of pipeline and 64 active products terminals that provide aggregate storage capacity of approximately 24.7 million barrels. In addition, Buckeye operates and maintains approximately 2,400 miles of other pipelines under agreements with major oil and chemical companies. Buckeye also owns and operates a major natural gas storage facility in northern California which provides approximately 33 billion cubic feet ( Bcf ) of gas storage capacity and is a wholesale distributor of refined petroleum products in the northeastern and midwestern United States in areas also served by Buckeye's pipelines and terminals.

Buckeye conducts business in five reportable operating segments: Pipeline Operations; Terminalling and Storage; Natural Gas Storage; Energy Services; and Other Operations. See Note 19 for a more detailed discussion of Buckeye's operating segments.

Buckeye Pipe Line Services Company ( Services Company ) was formed in 1996 in connection with the establishment of the Buckeye Pipe Line Services Company Employee Stock Ownership Plan (the ESOP ). At June 30, 2009, Services Company owned approximately 4.0% of the publicly traded limited partner units of Buckeye (the LP Units ). After the reorganization (as discussed in Note 3), Services Company will employ approximately 850 people who provide services to the operating subsidiaries through which Buckeye conducts its operations. Approximately 15 people are employed directly by Buckeye's operating subsidiary, Lodi Gas Storage, L.L.C. ( Lodi Gas ) and another approximately 16 people are employed by Buckeye's operating subsidiary, Buckeye Albany Terminal LLC. Pursuant to a services agreement entered into in December 2004 (the Services Agreement ), the operating subsidiaries reimburse Services Company for the costs of the services it provides. Pursuant to the Services Agreement and an Executive Employment Agreement, through December 31, 2008 executive compensation costs and related benefits paid to Buckeye GP's four highest salaried officers were not reimbursed by Buckeye or its operating subsidiaries but were reimbursed to Services Company by BGH. Effective January 1, 2009, Buckeye and its operating subsidiaries agreed to pay for all executive compensation and benefits earned by Buckeye GP's four highest salaried officers in return for an annual fixed payment from BGH to Buckeye in the amount of \$3.6 million.

In the opinion of management, the condensed consolidated financial statements of Buckeye, which are unaudited except that the balance sheet as of December 31, 2008 is derived from audited financial statements, include all adjustments, consisting of normal recurring accruals, necessary to present fairly Buckeye's financial position as of June 30, 2009 along with the results of Buckeye's operations for the three and six months ended June 30, 2009 and 2008 and Buckeye's cash flows for the six months ended June 30, 2009 and 2008. The results of operations for the three and six months ended June 30, 2009 are not necessarily indicative of the results to be expected for the full year ending December 31, 2009.

Certain prior year amounts have been reclassified in the statement of cash flows to conform to the current-year presentation.

Pursuant to the rules and regulations of the Securities and Exchange Commission ( SEC ), the condensed consolidated financial statements do not include all of the information and notes normally included with financial statements prepared in accordance with accounting principles generally accepted in the United States of America. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements of Buckeye and the notes thereto for the year ended December 31, 2008 contained in Buckeye's Annual Report on Form 10-K as filed with the SEC on March 2, 2009.

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**BUCKEYE PARTNERS, L.P.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

*Recently Adopted Accounting Pronouncements*

On January 1, 2009, Buckeye adopted Emerging Issues Task Force ( EITF ) Issue No. 07-4, Application of the Two-Class Method under Financial Accounting Standards Board ( FASB ) Statement No. 128, Earnings per Share, to Master Limited Partnerships ( EITF 07-4 ). Buckeye s former practice was to calculate earnings per LP Unit based solely upon the net income available to the limited partners after deducting the general partner s interest in net income. The general partner s interest includes incentive distribution rights. Under EITF 07-4, the difference between net income and distributions is allocated to the limited partners and general partner before earnings per LP Unit is calculated. The effect of adopting EITF 07-4 is: (i) for periods when net income exceeds distributions, Buckeye s reported earnings per LP Unit will be the same as under Buckeye s former accounting practice and (ii) for periods when distributions exceed net income, Buckeye s reported earnings per LP Unit will be lower than under Buckeye s former practice. These differences will be material for those periods where there are material differences between Buckeye s net income and the distributions it pays. EITF No. 07-4 was required to be applied retrospectively; therefore, Buckeye has restated earnings per LP Unit for the three and six months ended June 30, 2008.

On January 1, 2009, Buckeye adopted Statement of Financial Accounting Standards ( SFAS ) No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51 ( SFAS 160 ). SFAS 160 established accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. These accounting and reporting standards require for-profit entities that prepare consolidated financial statements to: (a) present noncontrolling interests as a component of equity, separate from the parent s equity; (b) separately present the amount of consolidated net income attributable to noncontrolling interests in the income statement; (c) consistently account for changes in a parent s ownership interests in a subsidiary in which the parent entity has a controlling financial interest as equity transactions; (d) require an entity to measure at fair value its remaining interest in a subsidiary that is deconsolidated; and (e) require an entity to provide sufficient disclosures that identify and clearly distinguish between interests of the parent and interests of noncontrolling owners. Accordingly, for periods presented in these condensed consolidated financial statements, Buckeye has reclassified its noncontrolling interest liability into partners capital on the condensed consolidated balance sheets and has separately presented and allocated income attributable to noncontrolling interests on the condensed consolidated statements of operations and condensed consolidated statements of partners capital.

On January 1, 2009, Buckeye adopted SFAS 161, Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133, and has included the expanded disclosures required by this statement in Note 11 to these condensed consolidated financial statements.

On January 1, 2009, Buckeye adopted EITF No. 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities ( EITF 03-6-1 ). EITF 03-6-1 applies to the calculation of earnings per unit ( EPU ) for unit-based payment awards with rights to dividends or dividend equivalents. It states that unvested unit-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of EPU pursuant to the two-class method. Phantom unit awards issuable under Buckeye s 2009 Long-Term Incentive Plan (the LTIP , see Note 17), provide participants with non-forfeitable rights to distribution equivalents of Buckeye LP Unit distributions whether vested or not. As such, EITF 03-6-1 provides that the net income (loss) utilized in the calculation of net income (loss) per LP Unit must be after the allocation of income (loss) to the phantom units on a pro-rata basis. EITF 03-6-1 requires entities to retroactively adjust all prior period earnings per unit computations per its guidance.

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The adoption of EITF 03-6-1 had an immaterial effect on Buckeye's condensed consolidated financial statements.

In May 2009, the FASB issued SFAS No. 165, "Subsequent Events" (SFAS 165). The objective of SFAS 165 is to establish general standards of accounting for, and disclosure of, events that occur after the balance sheet date.



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**BUCKEYE PARTNERS, L.P.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

but before financial statements are issued or are available to be issued. SFAS 165 sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. SFAS 165 is effective for interim or annual periods ending after June 15, 2009. Buckeye implemented SFAS 165 during the quarter ended June 30, 2009 and evaluated for subsequent events through July 29, 2009, the issuance date of its financial statements. There were no subsequent events required to be recognized or disclosed in the financial statements through such date.

*Recently Issued Accounting Pronouncements*

In April 2009, the FASB issued FASB Staff Position No. SFAS 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies* ( FSP 141(R)-1 ), to amend SFAS 141 (revised 2007) *Business Combinations*. FSP 141(R)-1 addresses the initial recognition, measurement and subsequent accounting for assets and liabilities arising from contingencies in a business combination, and requires that such assets acquired or liabilities assumed be initially recognized at fair value at the acquisition date if fair value can be determined during the measurement period. If the acquisition-date fair value cannot be determined, the asset acquired or liability assumed arising from a contingency is recognized only if certain criteria are met. FSP 141(R)-1 also requires that a systematic and rational basis for subsequently measuring and accounting for such assets or liabilities be developed depending on their nature. FSP 141(R)-1 will be effective for assets or liabilities arising from contingencies in business combinations for acquisitions that are consummated on or after January 1, 2009 and, therefore, the adoption of FSP 141(R)-1 has no current impact on Buckeye's condensed consolidated financial statements.

In June 2009, the FASB issued SFAS No. 166, *Accounting for Transfers of Financial Assets* an Amendment of FASB Statement No. 140 ( SFAS 166 ). The objective of SFAS 166 is to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement, if any, in transferred financial assets. SFAS 166 is effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter. Buckeye is currently evaluating the impact the adoption of SFAS 166 will have on its condensed consolidated financial statements.

In June 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)* ( SFAS 167 ). The objective of SFAS 167 is to improve financial reporting by companies involved with variable interest entities. SFAS 167 will require companies to perform an analysis to determine whether the companies' variable interest or interests give it a controlling financial interest in a variable interest entity. SFAS 167 is effective as of the beginning of each reporting company's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter. Earlier application is prohibited. Buckeye is currently evaluating the impact the adoption of SFAS 167 will have on its condensed consolidated financial statements.

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In June 2009, the FASB issued SFAS No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles (the Codification). The Codification will become the source of authoritative U.S. generally accepted accounting principles (GAAP) recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. On the effective date of this Statement, the Codification will supersede all then-existing non-SEC accounting and reporting standards. All other non-grandfathered non-SEC accounting literature not included in the Codification will

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**BUCKEYE PARTNERS, L.P.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

become non-authoritative. This statement is effective for financial statements issued for interim and annual periods ending after September 15, 2009.

**2. IMPAIRMENT OF LONG-LIVED ASSETS AND ASSETS HELD FOR SALE**

Buckeye accounts for long-lived assets in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets ( SFAS 144 ). This statement requires that long-lived assets and certain identifiable intangible assets to be held and used by an entity be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. This statement also requires that long-lived assets and certain intangible assets to be disposed of be reported at the lower of the carrying amount or fair value less cost to sell. Buckeye considers historical performance and future estimated results in its evaluation of potential impairment and then compares the carrying amount of the asset to the estimated future cash flows expected to result from the use of the asset. If the carrying amount of the asset exceeds the estimated expected undiscounted future cash flows, Buckeye measures the amount of the impairment by comparing the carrying amount of the asset to its fair value. The estimated fair value was based on a probability weighted combination of income and market approaches.

Buckeye owns and operates an approximately 350-mile natural gas liquids pipeline (the Buckeye NGL Pipeline ) that runs from Wattenberg, Colorado to Bushton, Kansas. During the second quarter of 2009, Buckeye received notification that several of its shippers, which were currently using the Buckeye NGL Pipeline, intended to migrate to a competing pipeline, which recently went into service. This notification was accompanied by a significant decline in shipment volumes as compared to historical averages. This loss in the customer base represented a triggering event pursuant to SFAS 144 and an impairment evaluation resulted in a charge to earnings of \$72.5 million against the Pipeline Operations segment.

In June 2009, Buckeye's board of directors authorized management to pursue the sale of the Buckeye NGL Pipeline. Accordingly, Buckeye reclassified the net assets and liabilities of the Buckeye NGL Pipeline to Prepaid and other current assets on the June 30, 2009 condensed consolidated balance sheet, as shown in Note 4, and ceased depreciating the assets.

Net assets held for sale by Buckeye NGL Pipe Lines LLC are presented in Note 4. The carrying amounts of the major classes of assets and liabilities at June 30, 2009 were as follows (in thousands):

<b>Assets:</b>		
Inventories	\$	604
Prepaid and other current assets		64
Property, plant and equipment, net		8,639

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Assets held for sale	\$	9,307
Liabilities:		
Accounts payable	\$	2,284
Accrued and other current liabilities		1,263
Liabilities held for sale	\$	3,547
Net assets held for sale	\$	5,760

Revenues for Buckeye NGL Pipe Lines LLC for the three and six months ended June 30, 2009 were \$3.2 million and \$6.5 million, respectively.

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**BUCKEYE PARTNERS, L.P.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

**3. REORGANIZATION**

On July 20, 2009, Buckeye announced the completion of a review of its operations. During the period ended June 30, 2009, Buckeye commenced a restructuring of its operations based on the findings of the review, including a reorganization of its field operations to combine five of its original pipeline and terminal districts into three districts, as well as a restructuring of certain corporate functions and related corporate support functions. These efforts redefined the roles and responsibilities of certain positions and called for the elimination of resources devoted to such activities. Approximately 260 positions are affected as a result of these restructuring activities.

As part of the restructuring efforts, Buckeye executed a reduction in force comprised of a Voluntary Early Retirement Plan (the "VERP") and an involuntary plan. The terms of the VERP were agreed to by approximately 80 employees during the period ended June 30, 2009. Also an additional approximate 180 employees will be impacted by the involuntary reduction in workforce under Buckeye's ongoing severance plan. The affected employees will receive severance benefits, post-employment benefits including medical and dental coverage, and other services including retirement counseling and outplacement services. Most terminations were effective as of July 20, 2009.

As of June 30, 2009, Buckeye has recorded a reorganization expense of \$28.1 million for the post-employment costs related to these restructuring activities which include: (1) termination benefits pursuant to voluntary and involuntary severance plans of \$16.0 million; (2) post-retirement benefits (see note 18) of \$8.0 million; and (3) other related costs of \$4.1 million. In connection with this organizational restructuring, Buckeye expects to incur additional expenses in 2009 that are estimated to be between \$2.0 to \$4.0 million.

The expense incurred by segment for both the three and six months ended June 30, 2009 is as follows (in thousands):

Pipeline Operations	\$	23,054
Terminalling and Storage		2,402
Natural Gas Storage		291
Energy Services		944
Other Operations		1,422
Total	\$	28,113

**4. PREPAID AND OTHER CURRENT ASSETS**

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Prepaid and other current assets consist of the following (in thousands):

		June 30, 2009		December 31, 2008
Prepaid insurance	\$	2,418	\$	7,112
Insurance receivables		9,008		5,101
Ammonia receivable		8,554		12,058
Margin deposits		25,654		32,345
Prepaid services		20,853		
Net assets held for sale		5,760		
Other		26,106		15,495
Total	\$	98,353	\$	72,111

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Inventories consist of the following (in thousands):

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
Refined petroleum products (Ending inventory was 84.0 million and 47.7 million gallons at June 30, 2009 and December 31, 2008, respectively)	\$ 151,754	\$ 69,568
Materials and supplies	14,792	14,661
<b>Total</b>	<b>\$ 166,546</b>	<b>\$ 84,229</b>

Buckeye generally maintains two types of inventory. Within the Energy Services segment, Buckeye principally maintains refined petroleum products inventory, which consists primarily of gasoline, heating oil, and diesel fuel, which is valued at the lower of cost or market, unless such inventory is hedged. At June 30, 2009 and December 31, 2008, 89% and 78% of the inventory was hedged, respectively. Hedged inventory is valued at current market prices with the change in value of the inventory reflected in the condensed consolidated statements of operations. At June 30, 2009 and December 31, 2008, 8% and 17% of the inventory, respectively, was committed against fixed-priced sales contracts, and such inventory was valued at the lower of cost or market, respectively. The remaining inventory was considered unhedged and represented approximately one day of sales.

Buckeye also maintains, principally within its Pipeline Operations segment, an inventory of materials and supplies such as pipes, valves, pumps, electrical/electronic components, drag-reducing agent and other miscellaneous items that are valued at the lower of cost or market based on the first-in, first-out method.

**6. INTANGIBLE ASSETS, NET**

Intangible assets, net consist of the following (in thousands):

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
Customer relationships	\$ 38,300	\$ 38,300
Accumulated amortization	(4,146)	(2,662)

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Net carrying amount	34,154	35,638
Customer contracts	11,800	11,800
Accumulated amortization	(3,608)	(3,324)
Net carrying amount	8,192	8,476
Total	\$ 42,346	\$ 44,114

For the three months ended June 30, 2009 and 2008, consolidated amortization expense related to intangible assets was \$0.9 million and \$0.1 million, respectively. For the six months ended June 30, 2009 and 2008, consolidated amortization expense related to intangible assets was \$1.8 million and \$0.3 million, respectively. Amortization expense related to intangible assets is expected to be approximately \$3.8 million for each of the next five years.



Table of Contents**BUCKEYE PARTNERS, L.P.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(UNAUDITED)****7. EQUITY INVESTMENTS**

Equity investments consist of the following (in thousands):

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
Investment in West Shore Pipe Line Company (24.9% owned)	\$ 30,561	\$ 30,340
Investment in West Texas LPG Pipeline Limited Partnership (20.0% owned)	50,760	44,471
Investment in Muskegon Pipeline LLC (40.0% owned)	14,704	14,967
Investment in Transport4, LLC (25.0% owned)	352	332
<b>Total</b>	<b>\$ 96,377</b>	<b>\$ 90,110</b>

In the first six months of 2009, Buckeye invested an additional \$3.9 million in West Texas LPG Pipeline Limited Partnership ( WT LPG ) as Buckeye's pro rata contribution for an expansion project that was required to meet increased pipeline demand caused by increased product production in the Fort Worth basin and East Texas regions. The expansion project consists of the construction of 39 miles of 12-inch pipeline and the installation of multiple booster stations. The WT LPG expansion pipeline became operational in April 2009. Eighty percent of WT LPG is owned by Chevron Pipe Line Co. and 20% is owned by Buckeye.

The following tables present the equity earnings for the unconsolidated affiliates noted above as well as unaudited summarized income statement information (on a 100% basis), for the periods indicated (in thousands):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b><u>Equity earnings:</u></b>				
Investment in West Shore Pipe Line Company	\$ 1,094	\$ 823	\$ 2,197	\$ 1,736
Investment in West Texas LPG Pipeline Limited Partnership	1,835	275	2,419	1,048
Investment in Muskegon Pipeline LLC	173	224	538	558
<b>Total</b>	<b>\$ 3,102</b>	<b>\$ 1,323</b>	<b>\$ 5,154</b>	<b>\$ 3,342</b>
<b><u>Summarized income statement information:</u></b>				
Revenue	\$ 32,316	\$ 28,685	\$ 63,364	\$ 58,115
Costs and expenses	16,139	21,507	31,852	38,758
Non-operating expense	2,961	2,394	5,867	5,070
<b>Net Income</b>	<b>13,216</b>	<b>4,784</b>	<b>25,645</b>	<b>14,287</b>

## 8. ACCRUED AND OTHER CURRENT LIABILITIES

Accrued and other current liabilities consist of the following (in thousands):

	June 30, 2009	December 31, 2008
Taxes - other than income	\$ 15,402	\$ 13,555
Accrued charges due Buckeye GP	2,474	1,493
Accrued charges due Services Company	1,840	4,028
Accrued employee benefit liability	2,297	2,297
Environmental liabilities	10,331	12,337
Interest payable	24,915	25,547
Retainage	1,718	1,405
Payable for ammonia purchase	2,498	9,373
Unearned revenue	12,520	12,186
Accrued capital expenditures	4,037	4,902
Reorganization	18,787	
Other	22,575	18,667
Total	\$ 119,394	\$ 105,790

## 9. CONTINGENCIES

*Claims and Proceedings*

Buckeye and its subsidiaries in the ordinary course of business are involved in various claims and legal proceedings, some of which are covered by insurance. Buckeye is generally unable to predict the timing or outcome of these claims and proceedings. Based upon its evaluation of existing claims and proceedings and the probability of losses relating to such contingencies, Buckeye has accrued certain amounts relating to such claims and proceedings, none of which are considered material.

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**BUCKEYE PARTNERS, L.P.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

In March 2007, Buckeye was named as a defendant in an action entitled *Madigan v. Buckeye Partners, L.P.* filed in the U.S. District Court for the Central District of Illinois. The action was brought by the State of Illinois Attorney General acting on behalf of the Illinois Environmental Protection Agency. The complaint alleges that Buckeye violated various Illinois state environmental laws in connection with a product release from Buckeye's terminal located in Harristown, Illinois on or about June 11, 2006 and various other product releases from Buckeye's terminals and pipelines in the State of Illinois during the period of 2001 through 2006. The complaint seeks to recover state oversight costs, damages, and civil penalties and seeks injunctive action requiring Buckeye to remediate the environmental contamination resulting from the product releases. Buckeye believes it has meritorious defenses to the allegations set forth in the complaint.

*Environmental Contingencies*

In accordance with its accounting policy, Buckeye recorded operating expenses of \$1.2 million and \$2.7 million for the three months ended June 30, 2009 and 2008, respectively, and \$6.6 million and \$4.6 million for the six months ended June 30, 2009 and 2008, respectively, related to environmental contingencies unrelated to claims and proceedings.

*Ammonia Contract Contingencies*

On November 30, 2005, Buckeye Gulf Coast Pipe Lines, L.P. ( "BGC" ), an operating subsidiary of Buckeye, purchased an ammonia pipeline and other assets from El Paso Merchant Energy-Petroleum Company ( "EPME" ), a subsidiary of El Paso Corporation ( "El Paso" ). As part of the transaction, BGC assumed the obligations of EPME under several contracts involving monthly purchases and sales of ammonia. EPME and BGC agreed, however, that EPME would retain the economic risks and benefits associated with those contracts until their expiration at the end of 2012. To effectuate this agreement, BGC passes through to EPME both the cost of purchasing ammonia under a supply contract and the proceeds from selling ammonia under three sales contracts. For the vast majority of monthly periods since the closing of the pipeline acquisition, the pricing terms of the ammonia contracts have resulted in ammonia costs exceeding ammonia sales proceeds. The amount of the shortfall generally increases as the market price of ammonia increases.

EPME has informed BGC that, notwithstanding the parties' agreement, it will not continue to pay BGC for shortfalls created by the pass-through of ammonia costs in excess of ammonia revenues. EPME encouraged BGC to seek payment by invoking the \$40.0 million guaranty made by El Paso which guaranteed EPME's obligations to BGC. If EPME fails to reimburse BGC for these shortfalls for a significant period during the remainder of the term of the ammonia agreements, then such unreimbursed shortfalls could exceed the \$40.0 million cap on El Paso's guaranty. To the extent the unreimbursed shortfalls significantly exceed the \$40.0 million cap, the resulting costs incurred by BGC could adversely affect Buckeye's financial position, results of operations, and cash flows. To date, BGC has continued to receive payment for ammonia costs under the contracts at issue. BGC has not called on El Paso's guaranty and believes only BGC may invoke the guaranty. EPME, however, contends that El Paso's guaranty is the source of payment for the shortfalls, but has not clarified the extent to which it believes the guaranty has been exhausted. Given the uncertainty of future ammonia prices and EPME's future actions, Buckeye is unable to estimate the amount of any such losses. Accordingly, Buckeye has recorded no provision for losses in the accompanying condensed consolidated financial statements because it is

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unable to determine whether or not a loss has been incurred or, if a loss has been incurred, a reasonable estimate or range of estimates of the amount of such losses. Buckeye is assessing its options, including potential recourse against EPME and El Paso, with respect to this matter.

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Long-term debt consists of the following (in thousands):

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
4.625% Notes due July 15, 2013*	\$ 300,000	\$ 300,000
6.750% Notes due August 15, 2033*	150,000	150,000
5.300% Notes due October 15, 2014*	275,000	275,000
5.125% Notes due July 1, 2017*	125,000	125,000
6.050% Notes due January 15, 2018*	300,000	300,000
Borrowings under Revolving Credit Facility	209,000	298,267
Less: Unamortized discount	(3,363)	(3,604)
Adjustment to fair value associated with hedge of fair value	941	1,059
<b>Total</b>	<b>\$ 1,356,578</b>	<b>\$ 1,445,722</b>

\* Buckeye makes semi-annual interest payments on these notes based on the rates noted above with the principal balances outstanding to be paid on or before the due dates as show above.

The fair value of Buckeye's aggregate long-term debt was estimated to be \$1,296.2 million at June 30, 2009 and \$1,271.7 million at December 31, 2008. The fair values at June 30, 2009 and December 31, 2008 were estimated primarily by comparing the historic market prices of Buckeye's publicly issued debt with the market prices of other master limited partnerships' publicly issued debt with similar credit ratings and terms.

*Credit Facility*

Buckeye has a borrowing capacity of \$600.0 million (including Lehman Brothers Bank, FSB's \$20.0 million commitment as a lender, which is discussed below) under an unsecured revolving credit agreement (the "Credit Facility"), which may be expanded up to \$800.0 million subject to certain conditions and upon the further approval of the lenders. The Credit Facility's maturity date is August 24, 2012, which may be extended by Buckeye for up to two additional one-year periods. Borrowings under the Credit Facility bear interest under one of two rate options, selected by Buckeye, equal to either (i) the greater of (a) the federal funds rate plus 0.5% and (b) SunTrust Bank's prime rate plus an applicable margin, or (ii) the London Interbank Offered Rate ("LIBOR") plus an applicable margin. The applicable margin is determined based on the current utilization level of the Credit Facility and ratings assigned by Standard & Poor's and Moody's Investor Services for Buckeye's senior unsecured non-credit

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enhanced long-term debt. At June 30, 2009 and December 31, 2008, Buckeye had \$209.0 million and \$298.3 million outstanding under the Credit Facility, respectively. At June 30, 2009 and December 31, 2008, Buckeye had committed \$1.4 million and \$1.3 million in support of letters of credit, respectively. The obligations for letters of credit are not reflected as debt on Buckeye's condensed consolidated balance sheet. The weighted average interest rate for borrowings outstanding under the Credit Facility was 0.63% at June 30, 2009.

The Credit Facility requires Buckeye to maintain a specified ratio (the Funded Debt Ratio) of no greater than 5.00 to 1.00 subject to a provision that allows for increases to 5.50 to 1.00 in connection with certain future acquisitions. The Funded Debt Ratio is calculated by dividing consolidated debt by annualized EBITDA, which is defined in the Credit Facility as earnings before interest, taxes, depreciation, depletion and amortization, and other adjustments as defined therein, in each case excluding the income of certain majority-owned subsidiaries of Buckeye and equity investments (but including distributions from those majority-owned subsidiaries and equity investments). At June 30, 2009, Buckeye's Funded Debt Ratio was 4.3 to 1.00. As permitted by the Credit Facility, \$99.0 million of borrowings by Buckeye Energy Services LLC (BES) under its separate credit agreement (discussed below) and

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\$72.5 million related to the Buckeye NGL Pipeline impairment were excluded from the calculation of the Funded Debt Ratio.

In addition, the Credit Facility contains other covenants including, but not limited to, covenants limiting Buckeye's ability to incur additional indebtedness, to create or incur liens on its property, to dispose of property material to its operations, and to consolidate, merge or transfer assets. At June 30, 2009, Buckeye was not aware of any instances of noncompliance with the covenants under the Credit Facility.

Lehman Brothers Bank, FSB, an affiliate of Lehman Brothers Holdings Inc. (Lehman Brothers), has committed, as a lender under the Credit Facility, 3.3%, or \$20.0 million, of Buckeye's \$600.0 million borrowing capacity under the Credit Facility but has not honored that commitment since October 2008. Buckeye does not believe that the reduction in capacity under the Credit Facility resulting from the unavailability of Lehman Brothers Bank, FSB's commitment will impair Buckeye's ability to meet its liquidity needs. At June 30, 2009, approximately \$4.3 million of the outstanding balance of the Credit Facility related to amounts previously funded by Lehman Brothers Bank, FSB.

*BES Credit Agreement*

BES has a credit agreement (the BES Credit Agreement) that provides for borrowings of up to \$175.0 million, which amount may be increased to \$250.0 million subject to customary conditions, including procurement of the requisite lender commitments. Under the BES Credit Agreement, borrowings accrue interest, at BES's election, at (i) the Administrative Agent's Cost of Funds (as defined in the BES Credit Agreement) plus 1.75%, (ii) the Eurodollar Rate (as defined in the BES Credit Agreement) plus 1.75% or (iii) the Base Rate (as defined in the BES Credit Agreement) plus 0.25%. The BES Credit Agreement also permits Daylight Overdraft Loans (as defined in the BES Credit Agreement), Swingline Loans (as defined in the BES Credit Agreement) and letters of credit. Such alternative extensions of credit are subject to certain conditions as specified in the BES Credit Agreement. The BES Credit Agreement is secured by liens on certain assets of BES, including its inventory, cash deposits (other than certain accounts), investments and hedging accounts, receivables and intangibles.

The balances outstanding under the BES Credit Agreement were approximately \$99.0 million and \$96.0 million at June 30, 2009 and December 31, 2008, respectively, all of which were classified as current liabilities. The BES Credit Agreement requires BES to meet certain financial covenants, which are summarized below (in millions, except for the leverage ratio):

<b>Borrowings Outstanding on BES Credit Agreement</b>	<b>Minimum Consolidated Tangible Net Worth</b>	<b>Minimum Consolidated Net Working Capital</b>	<b>Maximum Consolidated Leverage Ratio</b>
\$150	\$ 40	\$ 30	7.0 to 1.0
Above \$150 up to \$200	50	40	7.0 to 1.0
Above \$200 up to \$250	60	50	7.0 to 1.0

At June 30, 2009, BES's Consolidated Tangible Net Worth (as defined in the BES Credit Agreement) and Consolidated Net Working Capital (as defined in the BES Credit Agreement) were \$118.6 million and \$75.5 million, respectively, and the Consolidated Leverage Ratio (as defined in the BES Credit Agreement) was 1.44 to 1.0. The weighted average interest rate for borrowing outstanding under the BES Credit Agreement was 2.1% at June 30, 2009.

In addition, the BES Credit Agreement contains other covenants, including, but not limited to, covenants limiting BES's ability to incur additional indebtedness, to create or incur certain liens on its property, to consolidate, merge or transfer its assets, to make dividends or distributions, to dispose of its property, to make investments, to modify its risk management policy, or to engage in business activities materially different from those presently



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**BUCKEYE PARTNERS, L.P.**

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**(UNAUDITED)**

conducted. At June 30, 2009, Buckeye was not aware of any instances of noncompliance with the covenants under the BES Credit Agreement.

**11. FINANCIAL INSTRUMENTS**

*Commodity Derivatives*

The Energy Services segment primarily uses exchange-traded petroleum futures contracts to manage the risk of market price volatility on its refined petroleum product inventories and its fixed-price sales contracts. The derivative contracts used to hedge refined petroleum product inventories are designated as fair value hedges. Accordingly, Buckeye's method of measuring ineffectiveness will compare the change in fair value of the New York Mercantile Exchange ( NYMEX ) futures contracts to the change in fair value of Buckeye's hedged fuel inventory. Any difference between the amounts will be considered ineffective and recorded in current period earnings.

The Energy Services segment has elected not to use hedge accounting with respect to its fixed-price sales contracts. Therefore, its fixed-price sales contracts and the related futures contracts used to offset those fixed-price sales contracts are all marked-to-market on the balance sheet with gains and losses being recognized in earnings during the period.

In order to effectively fix the cost of natural gas purchases used to operate Buckeye's turbine engines at its Linden, New Jersey location, in March 2009, the Pipeline Operations segment bought natural gas futures contracts with terms that coincide with the remaining term of an ongoing natural gas supply contract (April 2009 through August 2011) for a price of \$5.47 per million British thermal units ( MMBtu ). The aggregate notional quantity is approximately 900,000 MMBtus. This transaction was designated as a cash flow hedge at inception.

*Finance Derivatives*

Buckeye manages a portion of its interest rate exposure by utilizing interest rate swaps to convert a portion of its variable-rate debt into fixed-rate debt. Generally, Buckeye utilizes interest rate swaps for specifically identified transactions.

In October 2008, Buckeye borrowed approximately \$50.0 million under the Credit Facility. In order to hedge its variable interest rate risk with respect to the amount borrowed, Buckeye concurrently entered into an interest rate swap agreement for a notional amount of \$50.0 million.

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Under the swap agreement, Buckeye paid a fixed rate of interest of 3.15% for 180 days and, in exchange, received a series of six monthly payments based on the 30-day LIBOR rate in effect at the beginning of each monthly period. The amounts received by Buckeye corresponded to the 30-day LIBOR rates that Buckeye paid on the \$50.0 million borrowed under the Credit Facility. The swap settled on April 20, 2009. Buckeye had designated the swap agreement as a cash flow hedge on December 3, 2008. Changes in value between the trade date and the designation date were recognized in earnings. On April 21, 2009, Buckeye entered into a new interest rate swap agreement for an additional 180 days on the same terms, except that Buckeye agreed to pay a fixed interest rate of 0.63%.

In January 2009, Buckeye entered into an additional interest rate swap agreement to hedge its variable-rate risk on an additional \$50.0 million in borrowings under the Credit Facility. Under the swap agreement, Buckeye is paying a fixed interest rate of 0.81% for 180 days and, in exchange, is receiving a series of six monthly payments based on the 30-day LIBOR rate in effect at the beginning of each monthly period. The amounts received by Buckeye correspond to the 30-day LIBOR rates that Buckeye pays on the additional \$50.0 million borrowed under the Credit Facility. The swap will settle on the maturity date of the last 30-day LIBOR period. Buckeye designated the swap agreement as a cash flow hedge at inception.

For both interest rate swap agreements, Buckeye expects the changes in value of the interest rate swap agreements to be highly correlated with the changes in value of the underlying borrowing.

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## BUCKEYE PARTNERS, L.P.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

The following table sets forth the fair value of each classification of derivative instruments as of June 30, 2009 (in thousands):

	June 30, 2009		
	Assets Fair value	(Liabilities) Fair value	Derivative Net Carrying Value
<b>Derivatives NOT designated as hedging instruments:</b>			
Fixed-price sales contracts	\$ 17,061	\$ (4,302)	\$ 12,759
Futures contracts for fixed-price sales contracts	11,073	(6,565)	4,508
<b>Derivatives designated as hedging instruments:</b>			
Futures contracts for inventory	\$ 1,515	\$ (26,155)	\$ (24,640)
Futures contract for natural gas		(376)	(376)
Interest rate contracts		(52)	(52)
Total			\$ (7,801)

	June 30, 2009
<b>Balance Sheet Locations:</b>	
Derivative assets	\$ 19,901
Derivative liabilities	(27,650)
Accrued and other current liabilities	(52)
Total	\$ (7,801)

Substantially all of the unrealized loss of \$24.6 million at June 30, 2009 for inventory hedges represented by futures contracts will be realized by the first quarter of 2010 as the related inventory is sold. Gains recorded on inventory hedges that were ineffective were approximately \$3.3 million and \$7.6 million for the three and six months ended June 30, 2009, respectively. As of June 30, 2009, open petroleum derivative contracts (represented by the fixed-price sales contracts and futures contracts for fixed-price sales contracts noted above) varied in duration, but did not extend beyond December 2010. In addition, at June 30, 2009, Buckeye had refined product inventories which it intends to use to satisfy a portion of the fixed-price sales contracts.

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The gains and losses on Buckeye's derivative instruments for the three and six months ended June 30, 2009 were as follows (in thousands):

	<b>Gain or (Loss) Recognized in Income on Derivatives</b>	
	<b>Three Months Ended June 30, 2009</b>	<b>Six Months Ended June 30, 2009</b>
<b>Derivatives NOT designated as hedging instruments:</b>		
Product sales*	\$ 13,866	\$ 571
Cost of product sales*	\$ (19,007)	\$ (11,461)
<b>Derivatives designated as hedging instruments:</b>		
Cost of product sales*	\$ 31,251	\$ 27,429
Cost of product sales - hedged inventory	\$ (31,183)	\$ (55,179)

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\* Commodity contracts

**12. FAIR VALUE MEASUREMENTS**

Fair value measurements are characterized in one of three levels based upon the input used to arrive at the measurement. The three levels include:

Level 1: Level 1 inputs are quoted prices in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2: Level 2 inputs include the following:

- Quoted prices in active markets for similar assets or liabilities.

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- Quoted prices in markets that are not active for identical or similar assets or liabilities.
- Inputs other than quoted prices that are observable for the asset or liability.
- Inputs that are derived primarily from or corroborated by observable market data by correlation or other means.

Level 3: Level 3 inputs are unobservable inputs for the asset or liability.

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The following table sets forth financial assets and liabilities, measured at fair value on a recurring basis as of the measurement date, June 30, 2009, and the basis for that measurement, by level within the fair value hierarchy (in thousands):

*Recurring*

	<b>June 30, 2009</b>		<b>December 31, 2008</b>	
	<b>Quoted Prices in Active Markets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Quoted Prices in Active Markets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>
<b>Financial Assets:</b>				
Commodity derivatives	\$ 4,508	\$ 15,769	\$ 25,225	\$ 79,322
Asset held in trust	1,793		3,648	
<b>Financial Liabilities:</b>				
Interest rate derivatives		(52)		(333)
Commodity derivatives	(24,640)	(3,010)	(50,806)	(1,045)
Total	\$ (18,339)	\$ 12,707	\$ (21,933)	\$ 77,944

The value of the Level 1 commodity derivative assets and liabilities were based on quoted market prices obtained from the NYMEX. The value of the Level 1 asset held in trust was obtained from quoted market prices. The value of the Level 2 commodity derivative assets and liabilities were based on observable market data related to the obligations to provide petroleum products. The value of the Level 2 interest rate derivative was based on observable market data related to similar obligations.

The commodity derivative assets of \$15.8 million and \$79.3 million as of June 30, 2009 and December 31, 2008, respectively, are net of credit valuation adjustments ( CVA ) of (\$0.8) million and (\$0.6) million, respectively. Because few of the Energy Services segment's customers entering into these fixed-price sales contracts are large organizations with nationally-recognized credit ratings, the Energy Services segment determined that a CVA, which is based on the credit risk of such contracts, is appropriate. The CVA is based on the historical and expected payment history of each customer, the amount of product contracted for under the agreement, and the customer's historical and expected purchase performance under each contract.

*Non-Recurring*

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In addition, the net assets held for sale of \$5.8 million, as discussed in Note 2, are Level 3 assets and liabilities and are measured at fair value on a nonrecurring basis and are subject to fair value adjustments only in certain circumstances. The estimated fair value was based on a probability weighted combination of income and market approaches as disclosed in Note 2.

### 13. EARNINGS PER LIMITED PARTNERSHIP UNIT

Basic and diluted net income per LP Unit is calculated by dividing net income, after deducting the amount allocated to Buckeye GP, by the weighted-average number of LP Units outstanding during the period.

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The following table is a reconciliation of the number of LP Units used in the basic and diluted earnings per LP Unit calculations for the three and six months ended June 30, 2009 and 2008 (in thousands):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Basic:</b>				
Weighted average LP Units outstanding	51,243	48,368	49,830	47,116
<b>Diluted:</b>				
Weighted average LP Units outstanding	51,243	48,368	49,830	47,116
Dilutive effect of unit-based grants (1)		26		28
Total	51,243	48,394	49,830	47,144

(1) For the 2009 periods presented, the dilutive effect of unit-based compensation was not presented because their effect on the net loss per LP Unit would have been antidilutive.

**14. ACCUMULATED OTHER COMPREHENSIVE LOSS**

The following table displays the components of Accumulated Other Comprehensive Loss on the condensed consolidated balance sheets (in thousands):

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
<b>Accumulated Other Comprehensive Loss:</b>		
Adjustments to funded status of Retirement Income Guarantee Plan and Retiree Medical Plan	\$ 2,440	\$ (5,530)
Derivative instruments	(7,912)	(8,935)
Accumulated amortization of Retirement Income Guarantee Plan and Retiree Medical Plan	(4,860)	(4,502)
Total	\$ (10,332)	\$ (18,967)

In connection with Buckeye's reorganization expense, \$8.0 million of the aggregate expense of \$28.1 million has been recorded as an adjustment to the funded status of the RIGP and the Retiree Medical Plan (see Note 3).



15. CASH DISTRIBUTIONS

Buckeye generally makes quarterly cash distributions of substantially all of its available cash, generally defined as consolidated cash receipts less consolidated cash expenditures and such retentions for working capital, anticipated cash expenditures and contingencies as Buckeye GP deems appropriate.

On July 28, 2009, Buckeye declared a quarterly cash distribution of \$0.9125 per LP Unit payable on August 31, 2009 to unitholders of record on August 7, 2009. The total cash distribution to unitholders will amount to approximately \$58.8 million, which includes an incentive distribution of approximately \$11.7 million payable to Buckeye GP.

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**BUCKEYE PARTNERS, L.P.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

**16. RELATED PARTY TRANSACTIONS**

Buckeye is managed by Buckeye GP, which is a wholly owned subsidiary of BGH. BGH is managed by its general partner, MainLine Management LLC ( MainLine Management ). MainLine Management is a wholly owned subsidiary of BGH GP Holdings, LLC ( BGH Holdings ). Affiliates of each of ArcLight Capital Partners, LLC and Kelso & Company, along with certain members of Buckeye's senior management, own the majority of the outstanding equity interests of BGH Holdings. In addition to owning MainLine Management, BGH Holdings owns approximately 62% of BGH's common units.

Under certain agreements, Buckeye is obligated to reimburse Services Company for substantially all direct and indirect costs related to the business activities of Buckeye and its subsidiaries. Services Company is reimbursed for expenses that are related to insurance, general and administrative costs, compensation and benefits payable to employees of Services Company, tax information and reporting costs, legal and audit fees and an allocable portion of overhead expenses except that BGH previously reimbursed Services Company for the executive compensation costs and related benefits paid to Buckeye GP's four highest salaried employees. Effective January 1, 2009, Buckeye and its operating subsidiaries have agreed to pay for all executive compensation and related benefits earned by Buckeye GP's four highest salaried officers in exchange for an annual fixed payment from BGH in the amount of \$3.6 million. Total costs incurred by Buckeye for the above services totaled \$52.7 million and \$25.0 million for the three months ended June 30, 2009 and 2008, respectively, and \$81.3 million and \$49.9 million for the six months ended June 30, 2009 and 2008, respectively. These costs were reimbursed to Services Company by Buckeye. BGH paid Buckeye \$0.9 million in the three months ended June 30, 2009, and \$1.8 million in the six months ended June 30, 2009, which represents one half of the \$3.6 million payment described above.

Services Company, which is beneficially owned by the ESOP, owned 2.1 million of Buckeye's LP Units (approximately 4.0% of the LP Units outstanding) as of June 30, 2009. Distributions received by Services Company from Buckeye on such LP Units are used to fund obligations of the ESOP. Distributions paid to Services Company totaled \$1.9 million and \$1.8 million for the three months ended June 30, 2009 and 2008, respectively, and \$3.8 million and \$3.7 million for the six months ended June 30, 2009 and 2008, respectively.

Buckeye incurred a senior administrative charge (the charge) for certain management services performed by affiliates of Buckeye GP of \$0.5 million for the three months ended June 30, 2008, and \$0.5 million and \$0.9 million for the six months ended June 30, 2009 and 2008, respectively. The charge was waived indefinitely on April 1, 2009. As a result, there was no charge recorded in the second quarter of 2009.

Buckeye GP receives incentive distributions from Buckeye pursuant to its partnership agreement and incentive compensation agreement. Incentive distributions are based on the level of quarterly cash distributions paid per LP Unit. Incentive distribution payments totaled \$11.5 million and \$9.7 million for the three months ended June 30, 2009 and 2008, respectively, and \$22.0 million and \$18.7 million for the six months ended June 30, 2009 and 2008, respectively.

17. UNIT-BASED COMPENSATION PLANS

*Long-Term Incentive Plan*

On March 20, 2009, Buckeye's 2009 LTIP became effective. The LTIP, which is administered by the Compensation Committee of the Board of Directors of Buckeye GP (the "Compensation Committee"), provides for the grant of phantom units ("Phantom Units"), performance units ("Performance Units") and in certain cases distribution equivalent rights ("DERs") which provide the participant a right to receive payments based on distributions made by Buckeye on the LP Units. Phantom Units are notional LP Units whose vesting is subject to service-based restrictions or other conditions established by the Compensation Committee in its discretion. Phantom Units entitle a participant to receive an LP Unit, without payment of an exercise price, upon vesting. Performance Units are notional LP Units whose vesting is subject to the attainment of one or more performance goals, and which

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**BUCKEYE PARTNERS, L.P.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

entitle a participant to receive LP Units, without payment of an exercise price, upon vesting. DERs are rights to receive a cash payment per Phantom Unit or Performance Unit, as applicable, equal to the per unit cash distribution paid by Buckeye on its LP Units. Generally, all LTIP awards granted automatically vest upon a change of control, as defined in the LTIP.

The number of LP Units that may be granted under the LTIP may not exceed 1,500,000, subject to certain adjustments. The number of LP Units that may be granted to any one individual in a calendar year will not exceed 100,000. If awards are forfeited, terminated or otherwise not paid in full, the LP Units underlying such awards will again be available for purposes of the LTIP. Persons eligible to receive grants under the LTIP are (i) officers and employees of Buckeye, Buckeye GP and any of their affiliates and (ii) independent members of the Board of Directors of Buckeye GP or of MainLine Management. Phantom Units or Performance Units may be granted to participants at any time and from time to time as may be determined by the Compensation Committee.

The fair value of both the Performance Unit and Phantom Unit grants is based on the average market price of Buckeye's LP Units on the date of grant adjusted for an estimated forfeiture rate as appropriate. Compensation expense is estimated and recorded over the period the grants are earned, which is the vesting period. Compensation expense estimates are updated periodically. The aggregate compensation expense recorded is based only on those awards that actually vest. The vesting of the Performance Unit awards is also contingent upon the attainment of predetermined performance goals, which, depending on the level of attainment, could increase or decrease the value of the awards at settlement. Quarterly distributions paid on DERs associated with Phantom Units will be recorded as a reduction of Limited Partners' Capital on Buckeye's condensed consolidated balance sheet.

*2009 LTIP Awards*

On April 30, 2009, the Compensation Committee granted 43,755 Phantom Units to employees, 18,000 Phantom Units to independent directors, and 87,520 Performance Units to employees. The vesting period for the Phantom Units is one year or three years of service for grants to directors or employees, respectively. The vesting criteria for the Performance Units is three years of service and the attainment of a performance goal (by Buckeye), defined in the award agreements as distributable cash flow, over the three-year period.

Phantom Unit grantees will be paid quarterly distributions on DERs associated with Phantom Units over their respective vesting periods of one year or three years in the same amounts per Phantom Unit as distributions paid on Buckeye's LP Units over those same three-year or one-year periods. The amount paid with respect to Phantom Unit distributions was \$0.05 million for the three months ended June 30, 2009. Distributions may be paid on Performance Units at the end of the three year vesting period. In such case, DERs will be paid on the number of LP Units for which the Performance Units will be settled.

The following table sets forth the LTIP activity for the six months ended June 30, 2009:

**LTIP Units**

Outstanding, January 1, 2009	
Granted (1)	149,275
Vested	
Forfeited	
Outstanding, June 30, 2009 (2)	149,275

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(1) The weighted average price per unit for the 2009 Phantom Unit and Performance Unit awards on the date of grant of April 30, 2009, which is utilized in the calculation of compensation expense, was \$39.06.

(2) The aggregate intrinsic value of all outstanding LTIP units at June 30, 2009 was approximately \$6.4 million.

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**BUCKEYE PARTNERS, L.P.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

At June 30, 2009, Buckeye had approximately \$4.9 million of unrecognized compensation expense related to unvested outstanding awards under the LTIP based upon the grant-date fair value of the awards.

*Option Plan*

Buckeye also sponsors the Unit Option and Distribution Equivalent Plan (the "Option Plan"), pursuant to which it historically granted to employees options to purchase LP Units at the market price of the LP Units on the date of grant. Generally, the options vest three years from the date of grant and expire ten years from the date of grant. As unit options are exercised, Buckeye issues new LP Units. Buckeye has not historically repurchased, and does not expect to repurchase in 2009, any of its LP Units.

Generally, unit-based compensation expense recognized is based on the grant date fair value estimated by using the Black-Scholes option pricing model. Buckeye recognizes compensation expense for awards granted on a straight-line basis over the requisite service period.

For the retirement eligibility provisions of the Option Plan, Buckeye follows the non-substantive vesting method and recognizes compensation expense immediately for options granted to retirement-eligible employees, or over the period from the grant date to the date retirement eligibility is achieved. Unit-based compensation expense is based on options ultimately expected to vest. Forfeitures have been estimated at the time of grant and will be revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures were estimated based upon historical experience.

Due to regulations adopted under Internal Revenue Code Section 409A, holders of unit options granted during 2008 would have been subject to certain adverse tax consequences if the terms of the grant were not modified. Buckeye received the approval of the holders of unit options granted in 2008 to shorten the term of those options to avoid the adverse tax consequences under Section 409A. Unit options granted before January 1, 2008 were not impacted by the IRS regulations. This modification will not have a material impact on Buckeye's financial results. Following the adoption of the LTIP on March 20, 2009, Buckeye ceased making additional grants under the Option Plan.

Buckeye recorded \$0.4 million and \$0.1 million in unit-based compensation expense for the three months ended June 30, 2009 and 2008, respectively, and \$0.5 million and \$0.3 million for the six months ended June 30, 2009 and 2008, respectively.

**18. PENSIONS AND OTHER POSTRETIREMENT BENEFITS**

Services Company, which employs the majority of Buckeye's workforce, sponsors a retirement income guarantee plan (the "RIGP"), which is a defined benefit plan, that generally guarantees employees hired before January 1, 1986 a retirement benefit at least equal to the benefit they would have received under a previously terminated defined benefit plan. Services Company's policy is to fund amounts necessary to meet at least the minimum funding requirements of the Employee Retirement Income Security Act of 1974.

Services Company also provides post-retirement health care and life insurance benefits to certain of its retirees (the "Retiree Medical Plan"). To be eligible for these benefits an employee must have been hired prior to January 1, 1991 and must meet certain service requirements. Services Company does not pre-fund its post-retirement benefit obligation.

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For the three months ended June 30, 2009 and 2008, the components of the net periodic benefit cost recognized by Buckeye for the RIGP and Retiree Medical Plan were as follows (in thousands):

	<b>RIGP Three Months Ended June 30,</b>		<b>Retiree Medical Plan Three Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Components of net periodic benefit cost:				
Service cost	\$ 207	\$ 352	\$ 105	\$ 233
Interest cost	369	478	491	694
Expected return on plan assets	(189)	(468)		
Amortization of prior service benefit	(118)	(218)	(859)	(1,124)
Amortization of unrecognized losses	355	155	261	410
Settlement / curtailment charge(1)	7,171		800	
Net periodic benefit costs	\$ 7,795	\$ 299	\$ 798	\$ 213

For the six months ended June 30, 2009 and 2008, the components of the net periodic benefit cost recognized by Buckeye for the RIGP and Retiree Medical Plan were as follows (in thousands):

	<b>RIGP Six Months Ended June 30,</b>		<b>Retiree Medical Plan Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Components of net periodic benefit cost:				
Service cost	\$ 415	\$ 705	\$ 210	\$ 465
Interest cost	740	956	983	1,387
Expected return on plan assets	(380)	(936)		
Amortization of prior service benefit	(235)	(436)	(1,719)	(2,248)
Amortization of unrecognized losses	712	311	522	821
Settlement / curtailment charge(1)	7,171		800	
Net periodic benefit costs	\$ 8,423	\$ 600	\$ 796	\$ 425

(1) In connection with Buckeye's reorganization, \$8.0 million of the aggregate amount of \$28.1 million of expenses incurred has been recorded as an adjustment to the funded status of the RIGP and the Retiree Medical Plan, which represent settlement and curtailment adjustments (see Note 3).

On April 8, 2009, Buckeye voluntarily contributed \$0.3 million to the RIGP. Buckeye expects to fund approximately \$3.5 million to the RIGP during the third quarter of 2009.



19. SEGMENT INFORMATION

Buckeye conducts business in five reportable operating segments: Pipeline Operations; Terminalling and Storage; Natural Gas Storage; Energy Services; and Other Operations.

*Pipeline Operations:*

The Pipeline Operations segment receives refined petroleum products from refineries, connecting pipelines, and bulk and marine terminals and transports those products to other locations for a fee. This segment owns and operates approximately 5,400 miles of pipeline systems in 17 states. This segment also has three refined petroleum products terminals with aggregate storage capacity of approximately 0.5 million barrels in three states.

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**BUCKEYE PARTNERS, L.P.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

*Terminalling and Storage:*

The Terminalling and Storage segment provides bulk storage and terminal throughput services. This segment has 56 products terminals with aggregate storage capacity of approximately 23.3 million barrels in ten states.

*Natural Gas Storage:*

The Natural Gas Storage segment provides natural gas storage services at a natural gas storage facility in northern California that is owned and operated by Lodi Gas. The facility currently provides approximately 33 Bcf of natural gas storage capacity (including capacity provided pursuant to a nearly completed expansion project) and is connected to Pacific Gas and Electric's intrastate gas pipelines that service natural gas demand in the San Francisco and Sacramento areas. The Natural Gas Storage segment does not trade or market natural gas.

*Energy Services:*

The Energy Services segment is a wholesale distributor of refined petroleum products in the northeastern and midwestern United States. The segment recognizes revenues when products are delivered. The segment's products include gasoline, propane, and petroleum distillates such as heating oil, diesel fuel, and kerosene. The segment also has five terminals with aggregate storage capacity of approximately 1.0 million barrels. The segment's customers consist principally of product wholesalers as well as major commercial users of refined petroleum products.

*Other Operations:*

The Other Operations segment consists primarily of Buckeye's contract operation of approximately 2,400 miles of third-party pipeline systems, which are owned principally by major oil and chemical companies and are located primarily in Texas and Louisiana. This segment also performs pipeline construction management services, typically for cost plus a fixed fee, for these same customers. The Other Operations segment also includes Buckeye's ownership and operation of an ammonia pipeline and its majority ownership of the Sabina Pipeline in Texas.

*Adjusted EBITDA*

In the first quarter of 2009, Buckeye revised its internal management reports to provide senior management, including the Chief Executive Officer, more information about earnings before interest, taxes and depreciation and amortization ( EBITDA ) and Adjusted EBITDA. Adjusted EBITDA is defined by Buckeye as EBITDA plus the difference between the estimated annual land lease expense for Buckeye's natural gas storage facility to be recorded under GAAP and the actual cash to be paid for the annual land lease. Adjusted EBITDA eliminates this level of noncash land lease expense incurred solely in the Natural Gas Storage segment. Additionally, Buckeye's management has excluded the Buckeye NGL Pipeline impairment expense of \$72.5 million and the reorganization expense of \$28.1 million from Adjusted EBITDA. Adjusted EBITDA is now the primary measure used by senior management to evaluate Buckeye's operating results and to allocate Buckeye's resources. EBITDA and Adjusted EBITDA are non-GAAP measures of performance and are reconciled to the most comparable U.S. GAAP measure, net income attributable to unitholders. See Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations Adjusted EBITDA for more information.

Each segment uses the same accounting policies as those used in the preparation of Buckeye's condensed consolidated financial statements. All inter-segment revenues, operating income, and assets have been eliminated. All periods are presented on a consistent basis. All of Buckeye's operations and assets are conducted and located in the United States.

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Financial information about each segment, EBITDA and Adjusted EBITDA are presented below (in thousands):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<i>Revenue:</i>				
Pipeline Operations	\$ 98,175	\$ 98,887	\$ 197,370	\$ 195,277
Terminalling and Storage	29,429	27,114	60,072	54,746
Natural Gas Storage	16,672	15,186	31,749	26,650
Energy Services	201,676	347,768	470,156	582,315
Other Operations	8,805	10,757	17,930	21,626
Intersegment	(3,537)	(7,164)	(9,217)	(7,790)
Total	\$ 351,220	\$ 492,548	\$ 768,060	\$ 872,824
<i>Operating (loss) income:</i>				
Pipeline Operations	\$ (50,033)	\$ 38,953	\$ (5,117)	\$ 75,641
Terminalling and Storage	11,041	10,297	22,034	23,267
Natural Gas Storage	5,794	7,691	12,032	12,560
Energy Services	(1,480)	(231)	4,932	1,495
Other Operations	170	1,958	1,714	3,837
Total	\$ (34,508)	\$ 58,668	\$ 35,595	\$ 116,800
<i>Depreciation and amortization:</i>				
Pipeline Operations	\$ 9,724	\$ 9,365	\$ 19,301	\$ 18,613
Terminalling and Storage	2,019	1,516	3,885	3,004
Natural Gas Storage	1,345	1,702	2,926	2,750
Energy Services	1,063	444	2,122	734
Other Operations	524	433	921	857
Total	\$ 14,675	\$ 13,460	\$ 29,155	\$ 25,958

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	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<i>Adjusted EBITDA:</i>				
Pipeline Operations	\$ 57,942	\$ 48,984	\$ 113,755	\$ 96,557
Terminalling and Storage	15,465	11,841	28,290	26,340
Natural Gas Storage	8,556	10,165	17,514	16,642
Energy Services	554	186	8,032	2,181
Other Operations	1,689	2,117	3,221	4,184
Total	\$ 84,206	\$ 73,293	\$ 170,812	\$ 145,904
<i>GAAP reconciliation:</i>				
Net (loss) income attributable to Buckeye Partners, L.P.	\$ (48,371)	\$ 40,852	\$ 5,389	\$ 83,669
Less: (Loss) income from discontinued operations		(8)		1,405
Net (loss) income attributable to Buckeye Partners, L.P. unitholders from continuing operations	(48,371)	40,860	5,389	82,264
Interest and debt expense	16,061	18,021	33,237	35,955
Income tax expense	63	198	128	426
Depreciation and amortization	14,675	13,460	29,155	25,958
EBITDA	(17,572)	72,539	67,909	144,603
Non-cash deferred lease expense	1,125	754	2,250	1,301
Asset impairment expense	72,540		72,540	
Reorganization expense	28,113		28,113	
Adjusted EBITDA	\$ 84,206	\$ 73,293	\$ 170,812	\$ 145,904

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## BUCKEYE PARTNERS, L.P.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

	Six Months Ended June 30,		
	2009		2008
<i>Capital additions:</i>			
Pipeline Operations	\$	12,001	\$ 13,844
Terminalling and Storage		10,662	7,217
Natural Gas Storage		14,381	10,020
Energy Services		1,797	1,420
Other Operations		113	
Total	\$	38,954	\$ 32,501
<i>Acquisitions:</i>			
Pipeline Operations	\$	10	\$ 9,264
Terminalling and Storage			19,461
Natural Gas Storage			438,765
Energy Services			143,126
Other Operations			
Total	\$	10	\$ 610,616
	June 30,		December 31,
	2009		2008
<i>Assets:</i>			
Pipeline Operations (1)	\$	1,546,009	\$ 1,630,049
Terminalling and Storage		473,096	473,807
Natural Gas Storage		536,994	503,278
Energy Services		324,986	333,967
Other Operations		73,416	93,309
Total	\$	2,954,501	\$ 3,034,410
<i>Goodwill:</i>			
Pipeline Operations	\$		\$
Terminalling and Storage (2)		38,184	39,952
Natural Gas Storage		169,560	169,560
Energy Services		1,178	1,132
Other Operations			
Total	\$	208,922	\$ 210,644

(1) All equity investments are included in the assets of the Pipeline Operations segment.

(2) Goodwill decreased as of June 30, 2009 from December 31, 2008 due to the finalization of the purchase price allocation of a terminal in Albany, New York which was purchased on August 28, 2008. Goodwill decreased by approximately \$1.8 million and was allocated to property, plant, and equipment as a result of the finalization of the purchase price allocation.



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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

**OVERVIEW**

Buckeye Partners, L.P. ( "Buckeye" ) is publicly traded on the New York Stock Exchange (NYSE:BPL) and is organized under the laws of the state of Delaware. Buckeye GP LLC ( "Buckeye GP" ) is the general partner of Buckeye. Buckeye GP is a wholly-owned subsidiary of Buckeye GP Holdings L.P. ( "BGH" ), a Delaware limited partnership that is separately traded on the New York Stock Exchange (NYSE:BGH).

The following discussion provides an analysis of the results for each of Buckeye's operating segments and an overview of Buckeye's liquidity and capital resources and certain other items related to Buckeye. The following discussion and analysis should be read in conjunction with (i) the accompanying interim condensed consolidated financial statements and related notes and (ii) Buckeye's consolidated financial statements, related notes, and management's discussion and analysis of financial condition and results of operations included in Buckeye's Annual Report on Form 10-K for the year ended December 31, 2008.

Buckeye has one of the largest independent refined petroleum products pipeline systems in the United States in terms of volumes delivered with approximately 5,400 miles of pipeline and 64 active products terminals that provide aggregate storage capacity of approximately 24.7 million barrels. In addition, Buckeye operates and maintains approximately 2,400 miles of other pipelines under agreements with major oil and chemical companies. Buckeye also owns and operates a major natural gas storage facility in northern California which provides approximately 33 billion cubic feet ( "Bcf" ) of gas capacity and a wholesale distributor of refined petroleum products in the northeastern and midwestern United States in areas also served by Buckeye's pipelines and terminals.

Buckeye conducts business in five reportable operating segments: Pipeline Operations; Terminalling and Storage; Natural Gas Storage; Energy Services; and Other Operations. See Note 19 to the condensed consolidated financial statements for a more detailed discussion of Buckeye's operating segments.

**RECENT DEVELOPMENTS**

In early 2009, Buckeye began a "best practices" review of its business processes and organizational structure to identify improved efficiencies and cost savings in response to rapidly changing needs in the energy markets. This review culminated in the approval of an organizational restructuring by the Board.

The organizational restructuring includes a workforce reduction of approximately 260 employees, or nearly 25% of Buckeye's workforce. The program was initiated in the second quarter and is expected to be substantially completed by the end of 2009. From June 18 to June 29, 2009, Buckeye offered certain eligible employees the option of enrolling in a voluntary early retirement program, of which approximately 80 employees accepted. The remaining affected positions were eliminated involuntarily under Buckeye's ongoing severance plan. The restructuring also will include the relocation of some employees consistent with the goals of the reorganization. In connection with this organizational restructuring, Buckeye incurred \$28.1 million of expenses in the second quarter of 2009 and expects to incur additional expenses in 2009 that are



estimated to be \$2.0 to \$4.0 million (see Note 3 to the condensed consolidated financial statements).

Buckeye also recorded a non-cash charge in the second quarter of 2009 of \$72.5 million for a material impairment to its natural gas liquids pipeline system (the Buckeye NGL Pipeline ) that spans from Wattenberg, Colorado to Bushton, Kansas. This impairment was the result of significant volume losses to a competitive pipeline system during the second quarter (see Note 2 to the condensed consolidated financial statements).

#### **ADJUSTED EBITDA**

In the first quarter of 2009, Buckeye revised its internal management reports to provide senior management, including the Chief Executive Officer, more information about EBITDA and Adjusted EBITDA (each as defined below). Adjusted EBITDA is now the primary measure used by senior management to evaluate Buckeye's operating results and to allocate Buckeye's resources.

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EBITDA, a measure not defined under generally accepted accounting principles ( "GAAP" ), is defined by Buckeye as net income attributable to Buckeye unitholders before income from continuing operations, interest expense, income taxes and depreciation and amortization. EBITDA should not be considered an alternative to net income, operating income, cash flow from operations or any other measure of financial performance presented in accordance with GAAP. The EBITDA measure eliminates the significant level of noncash depreciation and amortization expense that results from the capital-intensive nature of Buckeye's businesses and from intangible assets recognized in business combinations. Additionally, EBITDA is unaffected by Buckeye's capital structure. Adjusted EBITDA, which also is a non-GAAP measure, is defined by Buckeye as EBITDA plus the difference between the estimated annual land lease expense for Buckeye's natural gas storage facility to be recorded under GAAP and the actual cash to be paid for the annual land lease. Adjusted EBITDA eliminates this level of noncash land lease expense incurred in the Natural Gas Storage segment. Additionally, in the second quarter of 2009, Buckeye's management redefined Adjusted EBITDA to exclude the Buckeye NGL impairment expense of \$72.5 million and the reorganization expense of \$28.1 million from Adjusted EBITDA in order to evaluate the results of Buckeye's operations on a consistent basis over multiple time periods.

Because EBITDA and Adjusted EBITDA exclude some items that affect net income attributable to Buckeye's unitholders and these items may vary among other companies, the EBITDA and Adjusted EBITDA data presented may not be comparable to similarly titled measures at other companies. Management uses Adjusted EBITDA to evaluate consolidated operating performance and the operating performance of the operating segments and to allocate resources and capital to the operating segments. Additionally, Buckeye's management uses Adjusted EBITDA as a performance measure on a consolidated and segment level, to evaluate the viability of proposed projects and to determine overall rates of return on alternative investment opportunities.

Buckeye believes that investors benefit from having access to the same financial measures used by Buckeye's management. Further, Buckeye believes that these measures are useful to investors because it is one of the bases for comparing Buckeye's operating performance with that of other companies with similar operations, although Buckeye's measure may not be directly comparable to similar measures used by other companies.

## **RESULTS OF OPERATIONS**

The table below presents Adjusted EBITDA (consolidated total and by segment) for the three and six months ended June 30, 2009 and 2008 and a reconciliation of EBITDA and Adjusted EBITDA to net income attributable to unitholders of Buckeye, which is the most comparable GAAP financial measure (in thousands).

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
<i>Adjusted EBITDA:</i>				
Pipeline Operations	\$ 57,942	\$ 48,984	\$ 113,755	\$ 96,557
Terminalling and Storage	15,465	11,841	28,290	26,340
Natural Gas Storage	8,556	10,165	17,514	16,642
Energy Services	554	186	8,032	2,181
Other Operations	1,689	2,117	3,221	4,184
Total	\$ 84,206	\$ 73,293	\$ 170,812	\$ 145,904
<i>GAAP reconciliation:</i>				
Net (loss) income attributable to Buckeye Partners, L.P.	\$ (48,371)	\$ 40,852	\$ 5,389	\$ 83,669
Less: (Loss) income from discontinued operations		(8)		1,405
Net (loss) income attributable to Buckeye Partners, L.P. unitholders from continuing operations	(48,371)	40,860	5,389	82,264
Interest and debt expense	16,061	18,021	33,237	35,955
Income tax expense	63	198	128	426
Depreciation and amortization	14,675	13,460	29,155	25,958
EBITDA	(17,572)	72,539	67,909	144,603
Non-cash deferred lease expense	1,125	754	2,250	1,301
Asset impairment expense	72,540		72,540	
Reorganization expense	28,113		28,113	
Adjusted EBITDA	\$ 84,206	\$ 73,293	\$ 170,812	\$ 145,904

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A summary of financial information by segment is as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
<i>Revenues:</i>				
Pipeline Operations	\$ 98,175	\$ 98,887	\$ 197,370	\$ 195,277
Terminalling and Storage	29,429	27,114	60,072	54,746
Natural Gas Storage	16,672	15,186	31,749	26,650
Energy Services	201,676	347,768	470,156	582,315
Other Operations	8,805	10,757	17,930	21,626
Intersegment	(3,537)	(7,164)	(9,217)	(7,790)
Total	\$ 351,220	\$ 492,548	\$ 768,060	\$ 872,824
<i>Total costs and expenses (including depreciation and amortization, asset impairment and reorganization):</i>				
Pipeline Operations	\$ 148,208	\$ 59,934	\$ 202,487	\$ 119,636
Terminalling and Storage	18,388	16,817	38,038	31,479
Natural Gas Storage	10,878	7,495	19,717	14,090
Energy Services	203,156	347,999	465,224	580,820
Other Operations	8,635	8,799	16,216	17,789
Intersegment	(3,537)	(7,164)	(9,217)	(7,790)
Total	\$ 385,728	\$ 433,880	\$ 732,465	\$ 756,024
<i>Depreciation and amortization:</i>				
Pipeline Operations	\$ 9,724	\$ 9,365	\$ 19,301	\$ 18,613
Terminalling and Storage	2,019	1,516	3,885	3,004
Natural Gas Storage	1,345	1,702	2,926	2,750
Energy Services	1,063	444	2,122	734
Other Operations	524	433	921	857
Total	\$ 14,675	\$ 13,460	\$ 29,155	\$ 25,958
<i>Asset impairment expense:</i>				
Pipeline Operations	\$ 72,540	\$	\$ 72,540	\$
<i>Reorganization expense:</i>				
Pipeline Operations	\$ 23,054	\$	\$ 23,054	\$
Terminalling and Storage	2,402		2,402	
Natural Gas Storage	291		291	
Energy Services	944		944	
Other Operations	1,422		1,422	
Total	\$ 28,113	\$	\$ 28,113	\$
<i>Operating (loss) income:</i>				
Pipeline Operations	\$ (50,033)	\$ 38,953	\$ (5,117)	\$ 75,641
Terminalling and Storage	11,041	10,297	22,034	23,267
Natural Gas Storage	5,794	7,691	12,032	12,560
Energy Services	(1,480)	(231)	4,932	1,495
Other Operations	170	1,958	1,714	3,837
Total	\$ (34,508)	\$ 58,668	\$ 35,595	\$ 116,800

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Second Quarter of 2009 Compared to Second Quarter of 2008

*Consolidated*

Adjusted EBITDA increased by \$10.9 million to \$84.2 million in the second quarter of 2009 from \$73.3 million in the corresponding period in 2008. The improvement in Adjusted EBITDA was driven primarily by increased contributions from the Pipeline Operations and Terminalling and Storage segments. Revenues in these segments, excluding new terminals, were essentially flat when comparing the second quarter of 2009 with the second quarter of 2008 as the contribution from increased tariffs, fees and other revenues were offset by lower volumes. New terminals contributed \$1.8 million of incremental Adjusted EBITDA. The majority of the increase in Adjusted EBITDA resulted from decreased operating expenses of \$7.2 million. The decrease in expenses was generated by a combination of aggressive cost management actions related to operating expenses, particularly outside services, lower environmental remediation expenses and delays in certain non-critical maintenance spending. Other revenue increases of \$1.6 million resulted from higher terminal storage revenue offset by declines in incidental and other revenue in the Pipeline Operations segment. Higher income from equity investments and lower minority interest expense contributed an increase of \$1.9 million. Natural Gas Storage segment Adjusted EBITDA was down \$1.6 million as a result of delays in the completion of a natural gas storage expansion project known as Kirby Hills II (the Kirby Hills II Project). Energy Services segment and Other Operations segment Adjusted EBITDA on a combined basis, was essentially flat when comparing the second quarter of 2009 with the second quarter of 2008. The revenue and expense factors affecting the increase in consolidated Adjusted EBITDA are more fully discussed below.

Revenue was \$351.2 million in the second quarter of 2009, which is a decrease of \$141.3 million or 28.7% from the corresponding period in 2008. This overall decrease was caused primarily by a decrease in revenue from the Energy Services segment of \$146.1 million resulting from a reduction in petroleum product prices in the current quarter, which correspondingly lowers the cost of product sales. Generally, revenues in the Pipeline Operations segment and Terminalling and Storage segments remained constant as volume declines were equally offset by tariff increases.

Total costs and expenses were \$385.7 million in the second quarter of 2009, which is a decrease of \$48.2 million from the corresponding period in 2008. Total costs and expenses include the \$72.5 million asset impairment expense and the \$28.1 million reorganization expense (see Notes 2 and 3 to the condensed consolidated financial statements) which are not components of Adjusted EBITDA as presented in the reconciliation above. Other factors impacting total costs and expenses include a decrease in petroleum product prices which resulted in a \$144.8 million decrease in the Energy Services segment's cost of product sales in the current quarter as compared to the corresponding period last year as well as delays in pipeline maintenance programs of \$3.5 million in the current quarter of 2009.

Consolidated net loss from continuing operations attributable to Buckeye unitholders was \$48.4 million in the second quarter of 2009 compared to consolidated net income of \$40.9 million in the second quarter of 2008. The current quarter results also include a decrease of \$2.0 million in interest and debt expense from the second quarter 2008 amount of \$18.0 million related to lower borrowing rates on Buckeye's revolving credit facility and the Energy Services segment's credit agreement and an increase in capitalized interest for the gas storage facility expansion. In addition, depreciation and amortization increased by \$1.2 million due to acquisitions made during 2008.

*Pipeline Operations*

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Adjusted EBITDA from the Pipeline Operations segment of \$57.9 million in the second quarter of 2009 increased by \$8.9 million from \$49.0 million in the second quarter of 2008. The increase in Adjusted EBITDA was driven primarily by lower operating expenses of \$4.7 million, increased contribution from transportation services of \$3.1 million and a net increase in minority interest and other of \$2.1 million, partially offset by a decreased contribution from storage, rentals and other incidental services of \$0.8 million. The revenue and expense factors affecting the variance in Adjusted EBITDA are more fully discussed below.

Revenue was \$98.2 million in the second quarter of 2009, which is a decrease of \$0.7 million or 0.7% from the corresponding period in 2008. Despite a decrease in transportation volumes of 5.8%, net transportation revenues were up \$3.1 million due to increased tariffs and settlement revenues compared with the prior quarter. Revenues from storage, rentals, product sales and other incidental services were down \$3.8 million from the second quarter of 2008.

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Total costs and expenses were \$148.2 million in the second quarter of 2009, which is an increase of \$88.3 million from the corresponding period in 2008. Total costs and expenses include the \$72.5 million asset impairment expense and \$23.1 million of reorganization expense (see Notes 2 and 3 to the condensed consolidated financial statements) which are not components of Adjusted EBITDA as presented in the reconciliation above. Other factors impacting total costs and expenses include decreases in integrity expenditures of \$3.0 million, lower remediation and other expenses of \$1.7 million and reduced costs of product sales of \$2.9 million.

Operating loss was \$50.0 million in the second quarter of 2009 compared to operating income of \$39.0 million in the second quarter of 2008. Depreciation and amortization increased by \$0.3 million in the second quarter of 2009.

Product volumes transported in the Pipeline Operations segment for the second quarter of 2009 and 2008 were as follows:

<b>Product</b>	<b>Average Barrels Per Day Three Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>
Gasoline	685,700	698,800
Distillate	245,400	279,400
Jet Fuel	345,100	371,900
LPG's	18,800	22,400
Natural gas liquids	20,500	22,100
Other products	10,000	12,100
Total	1,325,500	1,406,700

*Terminalling and Storage*

Adjusted EBITDA from the Terminalling and Storage segment of \$15.5 million in the second quarter of 2009 increased by \$3.7 million from \$11.8 million in the second quarter of 2008. The increase in Adjusted EBITDA is due to the contribution from new terminals of \$1.8 million, increased fees and other terminal revenue growth of \$3.5 million and lower maintenance, remediation and other operating expenses of \$2.6 million, partially offset by the impact of lower volume and settlement revenue of \$4.2 million. The revenue and expense factors affecting the variance in Adjusted EBITDA are more fully discussed below.

Revenue was \$29.4 million in the second quarter of 2009, which is an increase of \$2.3 million or 8.5% from the corresponding period in 2008. This overall increase resulted primarily from \$3.1 million of revenue in 2009 from terminals that were acquired at various times in 2008. These increases were partially offset by a decrease in settlement revenue and an 11.9% volume decrease in the second quarter of 2009 as compared to the second quarter of 2008.

Total costs and expenses were \$18.4 million in the second quarter of 2009, which is an increase of \$1.6 million from the corresponding period in 2008. Total costs and expenses include \$2.4 million of reorganization expense (see Note 3 to the condensed consolidated financial statements), which is not a component of Adjusted EBITDA as presented in the reconciliation above. Other factors impacting total costs and expenses include an increase of \$1.7 million of operating expenses associated with the terminals acquired at various times in 2008 offset by a reduction of \$1.9 million for environmental remediation expenses and tank integrity expenses.

Operating income was \$11.0 million in the second quarter of 2009 compared to \$10.3 million in the second quarter of 2008. Depreciation and amortization increased by \$0.5 million in the second quarter of 2009.



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Average daily throughput for the refined products terminals for the second quarter of 2009 and 2008 were as follows:

	Average Barrels Per Day Three Months Ended June 30,	
	2009	2008
Products throughput	489,400	554,000

*Natural Gas Storage*

Adjusted EBITDA from the Natural Gas Storage segment of \$8.6 million in the second quarter of 2009 decreased by \$1.6 million from \$10.2 million in the second quarter of 2008. The decrease in Adjusted EBITDA is primarily attributable to delays in the Kirby Hills II project. The revenue and expense factors affecting the variance in Adjusted EBITDA are more fully discussed below.

Revenue was \$16.7 million in the second quarter of 2009, which is an increase of \$1.5 million or 9.8% from the corresponding period in 2008. Lease revenue increased \$1.4 million from the second quarter of 2008 while hub services and other revenue decreased \$0.1 million.

Total costs and expenses were \$10.9 million in the second quarter of 2009, which is an increase of \$3.4 million from the corresponding period in 2008. Total costs and expenses include \$0.3 million of reorganization expense (see Note 3 to the condensed consolidated financial statements), which is not a component of Adjusted EBITDA as presented in the reconciliation above. The increase in costs and expenses was primarily attributable to delays in the Kirby Hills II project.

Operating income was \$5.8 million in the second quarter of 2009 compared to \$7.7 million in the second quarter of 2008. Depreciation and amortization decreased by \$0.4 million in the second quarter of 2009.

*Energy Services*

Adjusted EBITDA from the Energy Services segment of \$0.6 million in the second quarter of 2009 increased by \$0.4 million from \$0.2 million in the second quarter of 2008. The increase in Adjusted EBITDA was driven by a 31% increase in sales volume and improved margins. The revenue and expense factors affecting the variance in Adjusted EBITDA are more fully discussed below.

Revenue was \$201.7 million in the second quarter of 2009, which is a decrease of \$146.1 million or 42.0% from the corresponding period in 2008. This overall decrease was primarily due to a decrease in petroleum product prices, which correspondingly lowers the cost of product sales, partially offset by a 31% increase in volumes.

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Total costs and expenses were \$203.2 million in the second quarter of 2009, which is a decrease of \$144.8 million from the corresponding period in 2008. Total costs and expenses include \$0.9 million of reorganization expense (see Note 3 to the condensed consolidated financial statements), which is not a component of Adjusted EBITDA as presented in the reconciliation above. Other factors impacting total costs and expenses include a decrease in petroleum product prices in the current quarter as compared to the same period last year.

Operating loss was \$1.5 million in the second quarter of 2009 compared to \$0.2 million in the second quarter of 2008. Depreciation and amortization increased by \$0.6 million in the second quarter of 2009.

### *Other Operations*

Adjusted EBITDA from the Other Operations segment of \$1.7 million in the second quarter of 2009 decreased by \$0.4 million from \$2.1 million in the second quarter of 2008. This decrease in Adjusted EBITDA was driven by lower revenues from operations and maintenance contracts partially offset by lower operating expenses. The revenue and expense factors affecting the variance in Adjusted EBITDA are more fully discussed below.

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Revenue for the Other Operations segment, which consists principally of Buckeye's contract operations and engineering services for third party pipelines, was \$8.8 million in the second quarter of 2009 compared to \$10.8 million in the corresponding period in 2008. The decrease in revenues resulted from reduced operating services revenues of \$2.0 million reflecting a customer's termination of a contract in the second quarter of 2008.

Total costs and expenses were \$8.6 million in the second quarter of 2009, which is a \$0.2 million decrease from the corresponding period in 2008. Total costs and expenses include \$1.4 million of reorganization expense (see Note 3 to the condensed consolidated financial statements), which is not a component of Adjusted EBITDA as presented in the reconciliation above. Other factors impacting total costs and expenses include reduced operating expenses associated with the terminated customer contract discussed above.

Operating income was \$0.2 million in the second quarter of 2009 compared to \$2.0 million in the second quarter of 2008. Depreciation and amortization increased \$0.1 million in the second quarter of 2009.

Six Months of 2009 Compared to Six Months of 2008

*Consolidated*

Adjusted EBITDA increased by \$24.9 million to \$170.8 million in the first six months of 2009 from \$145.9 million in the corresponding period in 2008. All operating segments, with the exception of Other Operations, contributed to this increase. Contributions from increased tariffs, fees, settlement and other revenues offset the impact of lower overall volumes in both the Pipeline Operations and Terminalling and Storage segments by \$9.0 million. In addition, new terminal capacity generated \$4.7 million of incremental Adjusted EBITDA. Further contributing to the increase in Adjusted EBITDA was the continued effectiveness of cost control measures implemented in the first six months of 2009. Largely as a result of these efforts, combined with the delay of certain non-critical maintenance activities, overall spending levels were down \$3.9 million in the first six months of 2009 compared to the first six months of 2008 despite a \$1.9 million increase in environmental expenses. Equity investment performance and lower minority interest expense contributed an increase of \$1.6 million. The Energy Services segment generated \$5.8 million of incremental Adjusted EBITDA due to increased volumes and improved margins. The Natural Gas Storage segment contributed \$0.9 million of additional Adjusted EBITDA period over period despite the delay in the start up of its Kirby Hills II facility. The Other Operations segment's Adjusted EBITDA contribution was down \$1.0 million in the first six months of 2009 compared to the corresponding period in 2008. The revenue and expense factors affecting the variance in consolidated Adjusted EBITDA are more fully discussed below.

Revenue was \$768.1 million in the first six months of 2009, which is a decrease of \$104.8 million or 12.0% from the corresponding period in 2008. This overall decrease was caused primarily by a decrease in revenues from the Energy Services segment of \$112.2 million. This decline reflects an overall reduction in petroleum product prices in the first six months of 2009 as compared to the corresponding period last year. Increased volumes in the Terminalling and Storage segment partially offset the overall decrease in revenues.

Total costs and expenses were \$732.5 million in the first six months of 2009, which is a decrease of \$23.6 million from the corresponding period in 2008. Total costs and expenses include the \$72.5 million asset impairment expense and the \$28.1 million reorganization expense (see Notes 2 and 3 to the condensed consolidated financial statements) which are not components of Adjusted EBITDA as presented in the reconciliation above. Other factors impacting total costs and expenses include a decrease in petroleum product prices which resulted in a \$115.6 million

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decrease in the Energy Services segment's cost of product sales in the first six months of 2009 as compared to the corresponding period last year as well as overall cost management efforts offset by operating costs for new terminals and the cost of gas stored by third parties.

Consolidated net income from continuing operations attributable to Buckeye unitholders was \$5.4 million in the first six months of 2009 compared to \$82.3 million in the first six months of 2008. The current period results also include a decrease of \$2.8 million in interest and debt expense from \$36.0 million in the same period in 2008 due to lower borrowing rates on Buckeye's revolving credit facility and the Energy Services segment's credit agreement in 2009 as compared to 2008 and an increase in capitalized interest for gas storage facility expansion. In addition, depreciation and amortization increased by \$3.2 million due to acquisitions made during 2008.

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Adjusted EBITDA from the Pipeline Operations segment of \$113.8 million during the first six months of 2009 increased by \$17.2 million from \$96.6 million during the first six months of 2008. The increase in Adjusted EBITDA was driven by higher transportation tariffs and fees totaling \$17.8 million, offset by volume-related declines of \$7.1 million, an increase of \$1.4 million in equity income and a decrease in maintenance and other expenses partially offset by higher environmental costs totaling \$4.7 million. The revenue and expense factors affecting the variance in Adjusted EBITDA are more fully discussed below.

Revenue was \$197.4 million in the first six months of 2009, which is an increase of \$2.1 million or 1.1% from the corresponding period in 2008. While transportation volumes were down 3.5%, net transportation revenues were up \$11.6 million due to increased tariffs and settlement revenues compared with the prior year period. Revenues from product sales, rentals and other incidental services were down \$9.5 million from the prior year period. The decreased product sales were the result of reduced product volumes sold to a wholesale distributor.

Total costs and expenses were \$202.5 million in the first six months of 2009, which is an increase of \$82.9 million from the corresponding period in 2008. Total costs and expenses include the \$72.5 million asset impairment expense and \$23.1 million of reorganization expense (see Notes 2 and 3 to the condensed consolidated financial statements), which are not components of Adjusted EBITDA as presented in the reconciliation above. Other factors impacting total costs and expenses include decreases in integrity program expenditures of \$4.3 million, reduced costs of product sales and other services of \$7.7 million, partially offset by increased remediation expenses of \$1.3 million.

Operating loss was \$5.1 million in the first six months of 2009 compared to operating income of \$75.6 million in the first six months of 2008. Depreciation and amortization increased \$0.7 million in the first six months of 2009 in comparison to the same period in 2008.

Product volumes transported in the Pipeline Operations segment during the first six months of 2009 and 2008 were as follows:

Product	Average Barrels Per Day Six Months Ended June 30,	
	2009	2008
Gasoline	659,200	670,000
Distillate	299,000	308,400
Jet Fuel	339,200	364,100
LPG's	16,600	18,900
Natural gas liquids	20,900	21,600
Other products	11,700	12,100
Total	1,346,600	1,395,100

*Terminalling and Storage*

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Adjusted EBITDA from the Terminalling and Storage segment of \$28.3 million during the first six months of 2009 increased by \$2.0 million from \$26.3 million during the first six months of 2008. The increase in Adjusted EBITDA reflects the contribution of new terminals of \$4.7 million, increased fees and other terminal revenue growth of \$5.0 million and lower overall expenses of \$0.5 million, offset by lower settlement revenue and terminal volumes of \$7.1 million and higher remediation expenses of \$1.1 million. The revenue and expense factors affecting the variance in Adjusted EBITDA are more fully discussed below.

Revenue was \$60.1 million during the first six months of 2009, which is an increase of \$5.3 million or 9.7% from the corresponding period in 2008. This overall increase resulted primarily from \$7.4 million of revenue in the first six months of 2009 from terminals that were acquired at various times in 2008. Terminalling revenue increased by \$5.0 million as a result of increases in rates and terminalling services consisting primarily of ethanol blending. These increases were partially offset by a decrease of \$7.1 million resulting from decreases in settlement revenue and terminal volumes which declined 6.1%.

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Total costs and expenses were \$38.0 million during the first six months of 2009, which is an increase of \$6.6 million from the corresponding period in 2008. Total costs and expenses include \$2.4 million of reorganization expense (see Note 3 to the condensed consolidated financial statements) which is not a component of Adjusted EBITDA as presented in the reconciliation above. Other factors impacting total costs and expenses include an increase of \$3.2 million of operating expenses for the terminal acquisitions made at various times in 2008 and an increase in remediation expenses totaling \$1.1 million.

Operating income was \$22.0 million during the first six months of 2009 and \$23.3 million during the first six months of 2008. Depreciation and amortization increased \$0.9 million in the first six months of 2009.

Average daily throughput for the refined products terminals during the first six months of 2009 and 2008 were as follows:

	Average Barrels Per Day Six Months Ended June 30,	
	2009	2008
Products throughput	505,100	538,100

*Natural Gas Storage*

Adjusted EBITDA from the Natural Gas Storage segment of \$17.5 million during the first six months of 2009 increased by \$0.9 million from \$16.6 million during the first six months of 2008. The increase in Adjusted EBITDA was primarily a result of higher lease and storage revenue. The revenue and expense factors affecting the variance in Adjusted EBITDA are more fully discussed below.

Revenue was \$31.7 million during the first six months of 2009, which is an increase of \$5.1 million or 19.1% from the corresponding period in 2008. This overall increase resulted primarily from the inclusion of a full six months of revenue in 2009 compared to approximately five and one half months in the corresponding period in 2008, reflecting Buckeye's purchase of Lodi Gas Storage, L.L.C. on January 18, 2008, as well as increased hub services revenues in the first six months of 2009 driven by increased marketing efforts.

Total costs and expenses were \$19.7 million during the first six months of 2009, which is an increase of \$5.6 million from the corresponding period in 2008. Total costs and expenses include \$0.3 million of reorganization expense (see Note 3 to the condensed consolidated financial statements), which is not a component of Adjusted EBITDA as presented in the reconciliation above. Other factors impacting total costs and expenses include expenses related to the acquisition of Lodi Gas Storage, L.L.C., which experienced a full six months of activity in 2009 versus five and one half months in 2008.

Operating income was \$12.0 million during the first six months of 2009 and \$12.6 million during the first six months of 2008. Depreciation and amortization increased \$0.1 million in the first six months of 2009 from the corresponding period in 2008.

*Energy Services*

Adjusted EBITDA from the Energy Services segment of \$8.0 million during the first six months of 2009 increased by \$5.8 million from \$2.2 million during the first six months of 2008. This increase in Adjusted EBITDA was a result of a 71% increase in sales volume and improved margins. The revenue and cost factors affecting the variance in Adjusted EBITDA are more fully discussed below.

Revenue was \$470.2 million in the first six months of 2009, which is a decrease of \$112.2 million or 19.3% from the corresponding period in 2008. This overall decrease was primarily due to a decline in petroleum product prices, which correspondingly lowers the cost of products sales, partially offset by a 71% higher in volumes due to the inclusion of a full six months of revenue in 2009 compared to approximately four and one half months in the corresponding period in 2008 for the acquisition of Farm & Home Oil Company LLC.



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Total costs and expenses were \$465.2 million in the first six months of 2009, which is a decrease of \$115.6 million from the corresponding period in 2008. Total costs and expenses include \$0.9 million of reorganization expense (see Note 3 to the condensed consolidated financial statements), which is not a component of Adjusted EBITDA as presented in the reconciliation above. Other factors impacting total costs and expenses include a decrease in commodity prices in the first six months of 2009 as compared to the same period last year. This decrease was partially offset by the inclusion of six months of operations in 2009 for the acquisition of Farm & Home Oil Company LLC.

Operating income was \$4.9 million during the first six months of 2009 and \$1.5 million during the first six months of 2008. Depreciation and amortization increased \$1.4 million in the first six months of 2009 due to the acquisitions discussed above.

*Other Operations*

Adjusted EBITDA from the Other Operations segment of \$3.2 million during the first six months of 2009 decreased by \$1.0 million from \$4.2 million during the first six months of 2008. The revenue and expense factors affecting the variance in Adjusted EBITDA are more fully discussed below.

Revenue for the Other Operations segment, which consists principally of Buckeye's contract operations and engineering services for third-party pipelines, was \$17.9 million during the first six months of 2009 compared to \$21.6 million during the first six months of 2008. The decrease in revenues resulted from reduced operating services and construction revenues of \$3.7 million reflecting a customer's termination of a contract in the second quarter of 2008.

Total costs and expenses were \$16.2 million during the first six months of 2009, a reduction of \$1.6 million from the corresponding period in 2008. Total costs and expenses include \$1.4 million of reorganization expense (see Note 3 to the condensed consolidated financial statements), which is not a component of Adjusted EBITDA as presented in the reconciliation above. Other factors impacting total costs and expenses include reduced operating expenses associated with a terminated customer contract and construction contract activity.

Operating income was \$1.7 million during the first six months of 2009 and \$3.8 million during the first six months of 2008. Depreciation and amortization increased \$0.1 million in the first six months of 2009 and income taxes decreased by \$0.3 million in the same period.

**LIQUIDITY AND CAPITAL RESOURCES**

*Liquidity and Capital Indicators*

Buckeye's financial condition at June 30, 2009 and December 31, 2008 is highlighted in the following comparative summary:

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	June 30, 2009	As of	December 31, 2008
Current ratio (1)		1.4 to 1	1.4 to 1
Working capital (in thousands) (2)	\$	115,392	\$ 122,314
Ratio of total debt to total capital (3)		0.55 to 1	0.57 to 1
Book value per limited partner unit ("LP Unit") (4)	\$	23.04	\$ 24.30

- 
- (1) Current assets divided by current liabilities
- (2) Current assets minus current liabilities
- (3) Total debt divided by total debt plus total Buckeye Partners, L.P. Unit holders' capital
- (4) Total Buckeye LP Unit holders' capital divided by Buckeye's total LP Units outstanding at the end of the period

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Typically, Buckeye's principal sources of liquidity are cash from operations, borrowings under its unsecured revolving credit agreement (the Credit Facility) and proceeds from the issuance of LP Units. Buckeye will, from time to time, issue debt securities to permanently finance amounts borrowed under the Credit Facility. Buckeye Energy Services LLC (BES) funds its working capital needs principally from operations and a secured credit facility (the BES Credit Agreement). Buckeye's principal uses of cash are capital expenditures, distributions to LP Unit holders and acquisitions as described in Cash Flows from Investing Activities below.

In Buckeye's Annual Report on Form 10-K, which was filed on March 2, 2009, it was disclosed that, as a result of the financial credit crisis which emerged in the third and fourth quarters of 2008, Buckeye had taken steps to preserve its liquidity. These steps included maintaining increased cash balances, reducing discretionary capital expenditures and appropriately managing operating and administrative expenses. In the first six months of 2009, credit, capital markets and overall economic conditions remained difficult. However, credit and capital markets conditions improved enough that certain businesses with investment grade credit ratings were able to issue publicly-traded debt and other master limited partnerships were able to issue equity. Buckeye continued to evaluate the condition of the debt and equity capital markets and, on March 31, 2009, Buckeye sold and issued 2.6 million LP Units in an underwritten public offering at a net price of \$35.08 per LP Unit, after underwriting discounts and commissions of \$1.17 per LP Unit, for net proceeds of approximately \$91.2 million. Proceeds from this offering were used to reduce outstanding borrowings under the Credit Facility. On April 29, 2009, the underwriters of the March 31 equity offering exercised their option to purchase an additional 390,000 LP Units. Buckeye also used the net proceeds from this offering of approximately \$13.6 million to reduce outstanding borrowings under the Credit Facility.

At June 30, 2009, Buckeye had approximately \$395.9 million of liquidity available, consisting of approximately \$22.0 million of cash and cash equivalents plus approximately \$373.9 million available under the Credit Facility. This availability assumes that Lehman Brothers, F.S.B. is unable to fund the remaining portion of its \$20.0 million commitment under the Credit Facility, as discussed under Credit Facility below. In addition, BES had \$76.0 million available under the BES Credit Agreement, although such availability is subject to borrowing base requirements as discussed under BES Credit Agreement below.

Accordingly, Buckeye continues to believe that availability under its credit facilities coupled with cash flows from operations will be sufficient to fund its operations for 2009.

At June 30, 2009, Buckeye had an aggregate face amount of \$1,458.0 million of debt, which consisted of \$300.0 million of the 4.625% Notes due 2013 (the 4.625% Notes), \$275.0 million of the 5.300% Notes due 2014 (the 5.300% Notes), \$150.0 million of the 6.75% Notes due 2033 (the 6.75% Notes), \$125.0 million of the 5.125% Notes due 2017 (the 5.125% Notes), \$300.0 million of the 6.05% Notes due 2018 (the 6.05% Notes), \$209.0 million outstanding under the Credit Facility and \$99.0 million outstanding under the BES Credit Agreement (as discussed below). See Note 10 to the condensed consolidated financial statements for more information about the terms of the debt discussed above.

The fair value of Buckeye's aggregate long-term debt was estimated to be \$1,296.2 million at June 30, 2009 and \$1,271.7 million at December 31, 2008. The fair values at June 30, 2009 and December 31, 2008 were estimated primarily by comparing the historic market prices of Buckeye's publicly issued debt with the market prices of publicly issued debt of other master limited partnerships that has similar credit ratings and terms.

*Credit Facility*

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Buckeye has a borrowing capacity of \$600.0 million under the Credit Facility (including Lehman Brothers Bank, FSB's commitment as a lender as discussed below), which may be expanded up to \$800.0 million subject to certain conditions and upon further approval of the lenders. The Credit Facility requires Buckeye to maintain a specified ratio (the Funded Debt Ratio) of no greater than 5.0 to 1.0, subject to a provision that allows for an increase to 5.5 to 1.0 in connection with certain future acquisitions. The Funded Debt Ratio is calculated by dividing consolidated debt by annualized EBITDA, which is defined in the Credit Facility as earnings before interest, taxes, depreciation, depletion and amortization, and other adjustments as defined, in each case excluding the income of certain majority-owned subsidiaries and equity investments (but including distributions from those majority-owned subsidiaries and equity investments). At June 30, 2009, Buckeye's Funded Debt Ratio was 4.30 to 1.0. As permitted by the Credit Facility, \$99.0 million of borrowings by BES under its separate credit agreement (discussed below) and

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\$72.5 million related to the Buckeye NGL impairment were excluded from the calculation of the Funded Debt Ratio. At June 30, 2009, Buckeye had committed \$1.4 million in support of letters of credit. The obligations for letters of credit are not reflected as debt on Buckeye's consolidated balance sheet. The weighted average interest rate for borrowing outstanding under the Credit Facility was 0.63% at June 30, 2009.

In addition, the Credit Facility contains other covenants including, but not limited to, covenants limiting Buckeye's ability to incur additional indebtedness, to create or incur certain liens on its property, to dispose of property material to its operations, and to consolidate, merge, or transfer assets. At June 30, 2009, Buckeye was not aware of any instances of noncompliance with the covenants under the Credit Facility. See Note 10 to the consolidated financial statements for more information about the terms of the Credit Facility.

Lehman Brothers Bank, FSB, an affiliate of Lehman Brothers Holdings Inc., has committed, as a lender under the Credit Facility, \$20.0 million, or 3.3% of Buckeye's \$600.0 million borrowing capacity under the Credit Facility but has recently not honored that commitment. Buckeye does not believe that the reduction in capacity under the Credit Facility resulting from the unavailability of Lehman Brothers Bank, FSB's commitment will impair Buckeye's ability to meet its liquidity needs. At June 30, 2009, approximately \$4.3 million of the outstanding balance of the Credit Facility related to amounts previously funded by Lehman Brothers Bank, FSB.

*BES Credit Agreement*

On May 20, 2008, BES entered into the BES Credit Agreement, which was subsequently amended on July 18, 2008 and September 15, 2008. The credit facility provided by the BES Credit Agreement provides for borrowings of up to \$175.0 million, which amount may be increased to \$250.0 million subject to customary conditions, including procurement of the requisite lender commitments.

The BES Credit Agreement requires BES to meet certain financial covenants, which are summarized below (in millions except for leverage ratio):

<b>Borrowings Outstanding on BES Credit Agreement</b>	<b>Minimum Consolidated Tangible Net Worth</b>	<b>Minimum Consolidated Net Working Capital</b>	<b>Maximum Consolidated Leverage Ratio</b>
\$150	\$ 40	\$ 30	7.0 to 1.0
Above \$150 up to \$200	50	40	7.0 to 1.0
Above \$200 up to \$250	60	50	7.0 to 1.0

At June 30, 2009, BES's Consolidated Tangible Net Worth (as defined in the BES Credit Agreement) and Consolidated Net Working Capital (as defined in the BES Credit Agreement) were \$118.6 million and \$75.5 million, respectively, and the Consolidated Leverage Ratio (as defined in the BES Credit Agreement) was 1.44 to 1.0. The weighted average interest rate for borrowing outstanding under the BES Credit Agreement was 2.1% at June 30, 2009.

In addition, the BES Credit Agreement contains other covenants, including, but not limited to, covenants limiting BES's ability to incur additional indebtedness, to create or incur certain liens on its property, to consolidate, merge or transfer its assets, to make dividends or

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distributions, to dispose of its property, to make investments, to modify its risk management policy, or to engage in business activities materially different from those presently conducted. At June 30, 2009, Buckeye was not aware of any instances of noncompliance with the covenants under the BES Credit Agreement. See Note 10 to the consolidated financial statements for more information about the terms of the BES Credit Agreement.

### *Derivatives*

See Item 3. Quantitative and Qualitative Disclosures About Market Risk - Market Risk - Non-Trading Instruments for a discussion of commodity derivatives used by Buckeye's Energy Services segment.

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In October 2008, Buckeye borrowed approximately \$50.0 million under the Credit Facility. In order to hedge its variable interest rate risk with respect to the amount borrowed, Buckeye concurrently entered into an interest rate swap agreement for a notional amount of \$50.0 million.

Under the swap agreement, Buckeye paid a fixed rate of interest of 3.15% for 180 days and, in exchange, received a series of six monthly payments based on the 30-day London Interbank Offered Rate ( LIBOR ) in effect at the beginning of each monthly period. The amounts received by Buckeye corresponded to the 30-day LIBOR that Buckeye paid on the \$50 million borrowed under the Credit Facility. The swap settled on April 20, 2009. Buckeye had designated the swap agreement as a cash flow hedge on December 3, 2008. Changes in value between the trade date and the designation date were recognized in earnings. On April 21, 2009, Buckeye entered into another interest rate swap agreement for an additional 180 days on the same terms as the interest rate swap agreement entered into in October 2008, except that Buckeye agreed to pay a fixed interest rate of 0.63%. Buckeye designated the swap agreement as a cash flow hedge on the date the transaction occurred.

In January 2009, Buckeye entered into an additional interest rate swap agreement to hedge its variable rate risk on an additional \$50.0 million in borrowing under the Credit Facility. Under the swap agreement, Buckeye is paying a fixed interest rate of 0.81% for 180 days and, in exchange, is receiving a series of six monthly payments based on the 30-day LIBOR in effect at the beginning of each monthly period. The amounts received by Buckeye correspond to the 30-day LIBOR that Buckeye pays on the additional \$50.0 million borrowed under the Credit Facility. The swap agreement will settle on the maturity date of the last 30-day LIBOR period. Buckeye designated the swap agreement as a cash flow hedge at inception.

For both interest rate swap agreements, Buckeye expects the changes in value of the interest rate swap agreements to be highly correlated with the changes in value of the underlying borrowing.

*Ammonia Contract Contingencies*

On November 30, 2005, Buckeye Gulf Coast Pipe Lines, L.P. ( BGC ), a subsidiary of Buckeye, purchased an ammonia pipeline and other assets from El Paso Merchant Energy-Petroleum Company ( EPME ), a subsidiary of El Paso Corporation ( El Paso ). As part of the transaction, BGC assumed the obligations of EPME under several contracts involving monthly purchases and sales of ammonia. EPME and BGC agreed, however, that EPME would retain the economic risks and benefits associated with those contracts until their expiration at the end of 2012. To effectuate this agreement, BGC passes through to EPME both the cost of purchasing ammonia under a supply contract and the proceeds from selling ammonia under three sales contracts. For the vast majority of monthly periods since the closing of the pipeline acquisition, the pricing terms of the ammonia contracts have resulted in ammonia costs exceeding ammonia sales proceeds. The amount of the shortfall generally increases as the market price of ammonia increases.

EPME has informed BGC that, notwithstanding the parties' agreement, it will not continue to pay BGC for shortfalls created by the pass-through of ammonia costs in excess of ammonia revenues. EPME encouraged BGC to seek payment by invoking the \$40.0 million guaranty made by El Paso which guaranteed EPME's obligations to BGC. If EPME fails to reimburse BGC for these shortfalls for a significant period during the remainder of the term of the ammonia agreements, then such unreimbursed shortfalls could exceed the \$40.0 million cap on El Paso's guaranty. To the extent the unreimbursed shortfalls significantly exceed the \$40.0 million cap, the resulting costs incurred by BGC could adversely affect Buckeye's financial position, results of operations, and cash flows. To date, BGC has continued to receive payment for ammonia costs under the contracts at issue. BGC has not called on El Paso's guaranty and believes only BGC may invoke the guaranty. EPME, however, contends that El Paso's guaranty is the source of payment for the shortfalls, but has not clarified the extent to which it believes the guaranty has been exhausted. Given the uncertainty of future ammonia prices and EPME's future actions, Buckeye is unable to estimate the amount of any such losses. Accordingly, Buckeye has recorded no provision for losses in the accompanying condensed consolidated financial statements because it is unable to determine whether or not a loss has been incurred or, if a loss has been incurred, a reasonable estimate or range of estimates of the amount of such losses. Buckeye is assessing its options, including potential recourse against EPME and El Paso, with respect to this matter.





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### Cash Flows from Operations

The components of cash flows from operations for the six months ended June 30, 2009 and 2008 are as follows (in thousands):

	Six Months Ended June 30,	
	2009	2008
Income from continuing operations	\$ 7,849	\$ 85,095
Depreciation and amortization	29,155	25,958
Asset impairment expense	72,540	
Net changes in fair value of derivatives	4,672	
Reorganization expense	28,113	
Changes in current assets and liabilities	(44,388)	(1,522)
Changes in non-current assets and liabilities	2,345	(1,510)
Cash flows from discontinued operations		572
Other	2,291	2,580
Total	\$ 102,577	\$ 111,173

Cash flows from operations were \$102.6 million for the first six months of 2009, a decrease of \$8.6 million from the first six months of 2008.

For the six months ended June 30, 2009, cash used in working capital resulted primarily from increases in inventories of \$27.7 million, prepaid and other current assets of \$20.5 million, and trade receivables of \$2.8 million, and a decrease in accrued and other current liabilities of \$3.9 million. These cash uses were partially offset by an increase in accounts payable of \$5.8 million, and a decrease in construction and pipeline relocation receivables of \$4.9 million.

Increases in inventory are primarily due to an increase in inventory purchases which are hedged with futures contracts that expire primarily in the winter months. These inventory purchases were made for the purposes of storing inventory through the summer and selling the inventory in the next winter. Increases in prepaid and other current assets are due to an increase in prepaid services within the Natural Gas Storage segment as well as an increase in customer deposits within the Energy Services segment. The increase in trade receivables is due to the timing of collections as compared to amounts outstanding at year end. The decrease in accrued and other current liabilities is due to the payment of accrued ammonia purchases at year end which were paid in the first quarter of 2009. These decreases in accrued and other current liabilities were partially offset by an increase in accrued taxes. The increase in accounts payable is due to an increase in trading activity within the Energy Services segment. The decrease in construction and pipeline relocation receivables is due to a decrease in construction activity during the first six months of 2009.

### Cash Flows from Investing Activities

Net cash used in investing activities for the six months ended June 30, 2009 and 2008 are as follows (in thousands):

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	Six Months Ended June 30,	
	2009	2008
Capital expenditures	\$ (39,819)	\$ (32,501)
Acquisitions and equity investments	(3,880)	(610,616)
Net expenditures for disposal of property, plant and equipment	21	(103)
Proceeds from the sale of discontinued operations		52,584
Total	\$ (43,678)	\$ (590,636)

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In the first six months of 2009, Buckeye invested an additional \$3.9 million in West Texas LPG Pipeline Limited Partnership ( WT LPG ) as Buckeye's pro-rata contribution for an expansion project that was required to meet increased pipeline demand caused by increased product production in the Fort Worth basin and East Texas regions. The expansion project consists of the construction of 39 miles of 12-inch pipeline and the installation of multiple booster stations. The WT LPG expansion pipeline became operational in April 2009. Eighty percent of WT LPG is owned by Chevron Pipe Line Co. and 20% is owned by Buckeye.

In the first six months of 2008, Buckeye expended \$438.8 million for the acquisition of Lodi Gas Storage, L.L.C., \$143.1 million for the acquisition of Farm & Home Oil Company LLC, and an aggregate of \$28.7 million for the acquisitions of three terminals in Niles and Ferrysburg, Michigan, and Wethersfield, Connecticut and the acquisition of the 50% member interest in WesPac Pipelines - San Diego LLC that Buckeye did not already own.

Capital expenditures are summarized below (net of amounts accrued at June 30, 2009 and 2008) (in thousands):

	<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>
Sustaining capital expenditures	\$ 7,773	\$ 8,067
Expansion and cost reduction	32,046	24,434
Total	\$ 39,819	\$ 32,501

Buckeye incurred \$7.8 million and \$8.1 million of sustaining capital expenditures and \$32.0 million and \$24.4 million of expansion and cost-reduction expenditures in the first six months of 2009 and 2008, respectively. Expansion and cost reduction projects in 2009 included a natural gas storage expansion project known as Kirby Hills Phase II, as well as ethanol and butane blending projects at certain of Buckeye's terminals, and the construction of three additional tanks with capacity of 0.4 million barrels in Linden, New Jersey. Expansion and cost-reduction projects in 2008 included ethanol and butane blending projects, the construction of three additional tanks with capacity of 0.4 million barrels in Linden, New Jersey and the expansion of Kirby Hills Phase II.

Buckeye expects to spend approximately \$80.0 million to \$110.0 million in capital expenditures in 2009, of which approximately \$20.0 million to \$30.0 million is expected to relate to sustaining capital expenditures and \$65.0 million to \$80.0 million is expected to relate to expansion and cost-reduction projects. Sustaining capital expenditures include renewals and replacement of tank floors and roofs and upgrades to station and terminalling equipment, field instrumentation and cathodic protection systems. In 2009, major expansion and cost-reduction expenditures, which represent growth capital, include the completion of Kirby Hills Phase II and will include the completion of the construction of additional product storage tanks at Linden, New Jersey and the construction of a 4.7 mile pipeline in central Connecticut to connect Buckeye's pipeline in Connecticut to a third party's electric generation plant which is currently under construction.

*Cash Flows from Financing Activities*

On March 31, 2009, Buckeye issued 2.6 million LP Units in an underwritten public offering at \$35.08 per LP Unit. Total proceeds from the offering, after underwriter's discount of \$1.17 per LP Unit and offering expenses, were approximately \$91.2 million, and were used to reduce amounts outstanding under the Credit Facility. On April 29, 2009, the underwriters of the March 31 equity offering exercised their option to purchase an additional 390,000 LP Units. Buckeye also used the net proceeds from this offering of approximately \$13.6 million to reduce

outstanding borrowings under the Credit Facility.

During the first six months of 2009 and 2008, Buckeye borrowed \$77.3 million and \$313.0 million under its Credit Facility, respectively, and repaid \$166.6 million and \$156.0 million, respectively. Buckeye borrowed \$3.0 million under the BES Credit Agreement during the six months ended June 30, 2009. In 2008, net payments under the BES Credit Agreement and BES previous credit agreement were \$27.3 million. In January 2008, Buckeye received net proceeds of \$298.0 million for the sale of the 6.05% Notes in an underwritten public offering to partially pre-fund the Lodi Gas acquisition.

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Distributions to unitholders were \$111.6 million in the first six months of 2009 compared to \$98.5 million in the first six months of 2008. The increase in distributions resulted from increases in the unit distribution rate and the issuance of 3.0 million LP Units in the first six months of 2009.

**OTHER MATTERS**

*Accounting Pronouncements*

See Note 1 to Buckeye's condensed consolidated financial statements for a description of recently adopted and issued accounting pronouncements.

*Forward Looking Statements*

The information contained above in this Management's Discussion and Analysis and elsewhere in this Form 10-Q includes forward-looking statements. Such statements use forward-looking words such as anticipate, continue, estimate, expect, may, believe, will, or other similar words, although some forward-looking statements are expressed differently. These statements discuss future expectations and contain projections. Specific factors that could cause actual results to differ from those in the forward-looking statements include, but are not limited to: (1) price trends and overall demand for petroleum products and natural gas in the United States in general and in our service areas in particular (economic activity, weather, alternative energy sources, conservation and technological advances may affect price trends and demands); (2) competitive pressures from other transportation services or alternative fuel sources; (3) changes, if any, in laws and regulations, including, among others, safety, tax and accounting matters or Federal Energy Regulatory Commission regulation of our tariff rates; (4) liability for environmental claims; (5) security issues affecting our assets, including, among others, potential damage to our assets caused by vandalism, acts of war or terrorism; (6) construction costs, unanticipated capital expenditures and operating expenses to repair or replace our assets; (7) nonpayment or nonperformance by our customers; (8) our ability to successfully identify and complete strategic acquisitions and make cost saving changes in operations; (9) expansion in the operations of our competitors; (10) our ability to integrate any acquired operations into our existing operations and to realize anticipated cost savings and other efficiencies; (11) shut-downs or cutbacks at major refineries that use our services; (12) deterioration in our labor relations; (13) changes in real property tax assessments; (14) regional economic conditions; (15) disruptions to the air travel system; (16) interest rate fluctuations and other capital market conditions; (17) market conditions in our industry; (18) availability and cost of insurance on our assets and operations; (19) conflicts of interest between us, our general partner, the owner of our general partner and its affiliates; (20) the treatment of us as a corporation for federal income tax purposes or if we become subject to entity-level taxation for state tax purposes; (21) the impact of government legislation and regulation on us; and (22) realizing the efficiencies expected to result from our reorganization.

These factors are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors could also have material adverse effects on future results. Although the expectations in the forward-looking statements are based on our current beliefs and expectations, we do not assume responsibility for the accuracy and completeness of such statements. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in Buckeye's Annual Report on Form 10-K for 2008, including those described in the Risk Factors section of that report. Further, we undertake no obligation to update publicly any forward-looking statement whether as a result of new information or future events.



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**Item 3. Quantitative and Qualitative Disclosures About Market Risk**





*Market Risk   Trading Instruments*



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Buckeye has no trading derivative instruments and does not engage in hedging activity with respect to trading instruments.

*Market Risk   Non-Trading Instruments*



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Buckeye is exposed to financial market risk resulting from changes in commodity prices and interest rates. Buckeye does not currently have foreign exchange risk.

### *Commodity Risk*

The Energy Services segment primarily uses exchange-traded petroleum futures contracts to manage the risk of market price volatility on its refined petroleum product inventories and its fixed-price sales contracts. The derivative contracts used to hedge refined petroleum product inventories are designated as fair value hedges. Accordingly, Buckeye's method of measuring ineffectiveness will compare the changes in the fair value of the New York Mercantile Exchange futures contracts to the change in fair value of Buckeye's hedged fuel inventory. Any difference between the amounts will be considered ineffectiveness and recorded in current period earnings.

The Energy Services segment has elected not to use hedge accounting with respect to its fixed-price sales contracts. Therefore, its fixed-price sales contracts and the related futures contracts used to offset those fixed-price sales contracts are all marked-to-market on Buckeye's balance sheet with gains and losses being recognized in earnings during each reporting period.

As of June 30, 2009, the Energy Services segment had commodity derivative assets and liabilities as follows (in thousands):

	June 30, 2009
<b>Assets:</b>	
Fixed-price sales contracts	\$ 12,759
Futures contracts for fixed-price sales contracts	4,508
<b>Liability:</b>	
Futures contracts for inventory	(24,640)
Futures contract for natural gas	(376)
Total	\$ (7,749)

Substantially all of the unrealized loss of \$24.6 million at June 30, 2009 for inventory hedges represented by futures contracts will be realized by the first quarter of 2010 as the related inventory is sold. Gains recorded on inventory hedges that were ineffective were approximately \$3.3 million and \$7.6 million for the three and six months ended June 30, 2009, respectively. As of June 30, 2009, open petroleum derivative contracts (represented by the fixed-price sales contracts and futures contracts for fixed-price sales contracts noted above) varied in duration, but did not extend beyond December 2010. In addition, at June 30, 2009, Buckeye had refined product inventories which it intends to use to satisfy a portion of the fixed-price sales contracts.

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Based on a hypothetical 10% movement in the underlying quoted market prices of the commodity financial instruments outstanding at the dates indicated in the following table, the estimated fair value of portfolio of commodity financial instruments would be as follows (in thousands):

Scenario	Resulting Classification	Commodity Financial Instrument Portfolio Fair Value Gain (Loss)
Fair value assuming NO CHANGE in underlying commodity prices (as is)	Liability	\$ (7,749)
Fair value assuming 10% INCREASE in underlying commodity prices	Liability	\$ (24,886)
Fair value assuming 10% DECREASE in underlying commodity prices	Asset	\$ 11,686

## Interest Rate Risk

Buckeye is exposed to risk resulting from changes in interest rates. Buckeye does not have material foreign exchange risk. Buckeye is exposed to fair value risk with respect to the fixed-rate portion of its financing arrangements (the 5.125% Notes, the 5.300% Notes, the 4.625% Notes, the 6.75% Notes and the 6.05% Notes) and to cash flow risk with respect to its variable rate obligations (the Credit Facility and the BES Credit Agreement). Fair value risk represents the risk that the value of the fixed portion of Buckeye's financing arrangements will rise or fall depending on changes in interest rates. Cash flow risk represents the risk that interest costs related to the Credit Facility and the BES Credit Agreement will rise or fall depending on changes in interest rates.

At June 30, 2009, Buckeye had total fixed-rate debt obligations at face value of \$1,150.0 million, consisting of \$125.0 million of the 5.125% Notes, \$275.0 million of the 5.300% Notes, \$300.0 million of the 4.625% Notes, \$150.0 million of the 6.75% Notes and \$300.0 million of the 6.05% Notes. The fair value of these obligations at June 30, 2009 was approximately \$1,087.2 million. Buckeye estimates that a 1% decrease in rates for obligations of similar maturities would increase the fair value of its fixed-rate debt obligations by \$81.7 million. Buckeye's variable debt obligation was \$209.0 million under the Credit Facility and \$99.0 million under the BES Credit Agreement at June 30, 2009. Based on the balances outstanding at June 30, 2009, a 1% increase or decrease in interest rates would increase or decrease annual interest expense by \$3.1 million.

## Item 4. Controls and Procedures

### (a) Evaluation of Disclosure Controls and Procedures

The management of Buckeye GP, with the participation of its Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of its disclosure controls and procedures for Buckeye as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that Buckeye GP's disclosure controls and procedures for Buckeye as of the end of the period covered by this report are operating effectively to provide reasonable assurance that the information required to be disclosed by Buckeye GP in reports filed on behalf of Buckeye under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. A controls system cannot provide

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absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

### (b) Changes in Internal Control over Financial Reporting

There have been no changes in Buckeye GP's internal control over financial reporting for Buckeye during the most recent fiscal quarter with respect to Buckeye's operations that has materially affected, or is reasonably likely to materially affect, Buckeye GP's internal control over financial reporting for Buckeye.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings

In March 2007, Buckeye was named as a defendant in an action entitled *Madigan v. Buckeye Partners, L.P.* filed in the U.S. District Court for the Central District of Illinois. The action was brought by the State of Illinois Attorney General acting on behalf of the Illinois Environmental Protection Agency. The complaint alleges that Buckeye violated various Illinois state environmental laws in connection with a product release from Buckeye's terminal located in Harristown, Illinois on or about June 11, 2006 and various other product releases from Buckeye's terminals and pipelines in the State of Illinois during the period of 2001 through 2006. The complaint seeks to recover state oversight costs, damages, and civil penalties and seeks injunctive action requiring Buckeye to remediate the environmental contamination resulting from the product releases. Buckeye believes it has meritorious defenses to the allegations set forth in the complaint.

Item 1A. Risk Factors

In addition to the factors included in Buckeye's Annual Report on Form 10-K for 2008, the reader should also consider the following risk factor:

***We may not be able to realize the benefits of the organizational restructuring commenced in the second quarter of 2009, which could adversely impact our business and financial results.***

In the second quarter of 2009, following our comprehensive "best practices" review of our business, we commenced a significant organizational restructuring designed to improve efficiencies and realize cost savings. If we are unable to successfully realize the efficiencies and benefits of our reorganization, our financial results may be adversely impacted. In addition, if we are unable to successfully realize the operational benefits of our reorganization, our relationships with customers, suppliers and employees, and, accordingly, our business and results of operations, may be adversely affected.

Item 6. Exhibits

(a) Exhibits

10.1 Full Waiver and Release of Claims, dated as of May 8, 2009, by Vance E. Powers.

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.



31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.

32.1 Certification of Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350.

32.2 Certification of Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

By: BUCKEYE PARTNERS, L.P.  
(Registrant)

By: Buckeye GP LLC,  
as General Partner

Date: July 30, 2009

By: /s/ Keith E. St.Clair  
Keith E. St.Clair  
Chief Financial Officer  
(Principal Accounting and  
Principal Financial Officer)