



BUCKEYE PARTNERS, L.P.

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May 6, 2008

Mr. Ivan Huntoon
Director, Central Region
U. S. Department of Transportation
901 Locust Street, Suite 462
Kansas City, MO 64106-2641

Dear Mr. Huntoon:

Buckeye Partners received your "Notice of Probable Violation – Proposed Civil Penalty and Proposed Compliance Order" letter dated April 2, 2008 concerning the 2007 PHMSA inspection of Buckeye's facilities in Kansas, Missouri, Illinois, Indiana, and Ohio. The following are Buckeye's responses to each of the items listed in your letter:

1. The concrete that was discovered over Buckeye's right-of-way during this inspection was immediately removed following the inspection. The concrete was carefully bucketed up with a track excavator from the road and hauled away. Buckeye does not believe the concrete was on the right-of-way for a long period of time. Concrete removal and re-pouring does not happen during the winter months so Buckeye believes the concrete was dumped on its right-of-way sometime during the spring. Buckeye's pipeline in this area is **between three and four feet** deep and when the debris was removed no indentations or ground disturbance was discovered in the area of the debris that would indicate any damage to Buckeye's pipeline.

As a side note, this section of pipe is scheduled for in-line inspection this year, and Buckeye will review the records for this area very closely to verify that no damage was done to the pipe.

2. Of the 17 main line valves you listed in your letter as having missed an inspection, 11 were not missed but are now part of our scraper trap inspection since they were either head or bypass valves at a scraper trap. I have included copies of the scraper trap inspection records that cover those 11 valves (Exhibits A-1 to A-6).

The other six main line valves did miss their April 2005 inspections due to the fact that these valves were not included on the other company's main line valve inspection list that

they provided to Buckeye when Buckeye purchased the system in late 2004. During a PM review by Buckeye, these valves were discovered missing and Buckeye added them to its list for inspection. The review took some time to conduct and these missing valves were not discovered until after the April inspections had already passed.

While Buckeye understands the importance of periodic valve inspections, we feel that a fine is not appropriate, since it was Buckeye's management systems that uncovered the omission and initiated corrective action. Buckeye took the additional step of not just accepting the other companies inspection records as the only items that required inspecting under the regulations but reviewed and audited those records as part of the transition activity. When we found deficiencies in those records, we added them to Buckeye's list and started inspecting them as required under the regulations. Auditing inspection records and matching them up with what is actually in the field takes time, and we believe no company can be reasonably expected to have an audit of this type conducted and any issues found and their inspection records updated in such a short time. Buckeye feels that it should not be fined for having a working system in place that discovered and corrected the omission of the previous owner.

3. Of the seven overpressure safety devices listed in your letter as having missed an inspection, two of the devices were removed from service before the next inspection was due. They were removed from service on April 8, 2006. Enclosed are screen shots from our equipment list showing the date they were removed (Exhibits B-1 and B-2).

Buckeye has found the local Technician's paperwork concerning the other five overpressure safety devices inspections. These inspections were not missed, but looking at the records in our computer system it looked like they were completed in January, 2007 when they should have been completed in late 2006. This made it look like Buckeye missed the calendar year timeline for these inspection. Enclosed are copies of the local Technician's paperwork that shows these overpressure safety devices were inspected in 2006 and that the date in Buckeye's computer system (January 2007) was actually the date the Technician entered their completion into that system (Exhibits C-1 to C-3).

We believe this clears up any issues with the overpressure safety devices, and, as no violation did, in fact, occur, the fine for these inspections should be dropped.

4. The 2005 annual tank inspection report for the L-12 tank at Buckeye's Lima South Terminal is missing. The local Supervisor knows the tank was inspected but in 2005/2006 offices were moved around and to different buildings, and in the move the tank records were misplaced. All the other tanks' inspection reports were found and sent to your inspector; however, the 2005 annual tank inspection for L-12 was not found.

Buckeye feels that it has explained all of the items you had listed in your letter except for Item number 4, Lima Tank L-12. With the above explanations and enclosures, Buckeye feels that a more appropriate total fine from this inspection should be no more than the proposed amount for Item #4, which is \$9,000.

If you have any questions or need additional information, please feel free to contact myself or Mr. Donald Hankey at 610-904-4410 or by e-mail at dhanky@buckeye.com.

Sincerely,

Lawrence M. Shelton ^{eme}

Lawrence M. Shelton
Vice President, Field Operations

LMS:jml

Enclosures

VIA UPS OVERNIGHT

cc: Donald E. Hankey

PM History

Equipment Tag Number	Equipment Description	Assigned WO	Work Order Description	Complete Date
PN160AGST35A	20" REC. BBL @ ARGO Work Order Comments: Inspected receiving BBL.	168336	SCRAPER TRAP INSPECTION - MA	06/30/05
PN160AGST35A	20" REC. BBL @ ARGO Work Order Comments: Inspected scraper traps, doors to traps , drain lines from traps, and all fittings on traps. Greased , and drained water from valve 20-1, 20-3, and 20-2. Operator on duty (Don) GPS: 20-1 N41.76283 W087.83629 20-3 N41.76282 W087.83630 20-2 N41.76281 W087.83632 JTW 10/18/2005	195113	SCRAPER TRAP INSPECTION - MA	10/18/05
PN160AGST35A	20" REC. BBL @ ARGO Work Order Comments: Operator---Tyler	236252	SCRAPER TRAP INSPECTION - MA	04/13/06
PN160AGST35A	20" REC. BBL @ ARGO Work Order Comments: DOT. inspected scraper trap at Argo SDS	285945	SCRAPER TRAP INSPECTION - MA	10/30/06
PN160AGST35A	20" REC. BBL @ ARGO Work Order Comments: BARREL GOOD. GREASED AND INSPECTED INLET VALVE, BYPASS VALVE, AND OUTLET VALVE. LINE RUNNING CONTROLLER DAVE	330203	SCRAPER TRAP INSPECTION - MA	04/09/07

VALVE PN160AGV35A AND
PN160AGV35B

ARE NOW PART OF THIS SCRAPER TRAP INSPECTION

EXHIBIT A-1

Equipment Tag Number	Equipment Description	Assigned WO	Work Order Description	Complete Date
PN160XXST216A	LAUNCHING BBL @ PEOTONE	168339	SCRAPER TRAP INSPECTION - MA	06/30/05
	Work Order Comments: Inspected launching BBL. SDS			
PN160XXST216A	LAUNCHING BBL @ PEOTONE	195220	SCRAPER TRAP INSPECTION - MA	10/17/05
PN160XXST216A	LAUNCHING BBL @ PEOTONE	236389	SCRAPER TRAP INSPECTION - MA	04/10/06
	Work Order Comments: Inspected barrel, greased and operated valves, 31B, #10, and #9 JTW Operator---Steve			
PN160XXST216A	LAUNCHING BBL @ PEOTONE	286130	SCRAPER TRAP INSPECTION - MA	10/13/06
	Work Order Comments: DOT INSPECTION CC---STEVE JTW			
PN160XXST216A	LAUNCHING BBL @ PEOTONE	330397	SCRAPER TRAP INSPECTION - MA	04/11/07
	Work Order Comments: BARREL GOOD. GREASED AND OPERATED OUTLET VALVE, BY-PASS VALVE, AND INLET VALVE. CONTROLLER CRAIG			

VALVE PN160XXV216A IS NOW PART
OF THIS SCRAPER TRAP INSPECTION

EXHIBIT A-2

PM History

Equipment Tag Number	Equipment Description	Assigned WO	Work Order Description	Complete Date
SI160BPST155A	LAUNCHING BBL @ SIBLEY	168338	SCRAPER TRAP INSPECTION - MA	06/28/05
SI160BPST155A	LAUNCHING BBL @ SIBLEY	195219	SCRAPER TRAP INSPECTION - MA	10/06/05
SI160BPST155A	LAUNCHING BBL @ SIBLEY	236388	SCRAPER TRAP INSPECTION - MA	04/05/06
	Work Order Comments:	trap norm closed cc dave operated leak search		
SI160BPST155A	LAUNCHING BBL @ SIBLEY	286129	SCRAPER TRAP INSPECTION - MA	10/12/06
	Work Order Comments:	DOT INSPECTION CC--STEVE JTW		
SI160BPST155A	LAUNCHING BBL @ SIBLEY	330396	SCRAPER TRAP INSPECTION - MA	04/12/07
	Work Order Comments:	BARREL GOOD. GREASED AND OPERATED OUTLET VALVE, LEAK SEARCH VALVE, AND KICKER VALVE. CONTROLLER CRAIG		

VALVES SI160BPV155A AND
SI160BPV155B

ARE NOW PART OF THIS SCRAPER TRAP INSPECTION

EXHIBIT A-3

PM History

Equipment Tag Number	Equipment Description	Assigned WO	Work Order Description	Complete Date
AG160DNST35A	18" LAUNCHING BARREL @ ARGO Work Order Comments: Inspected Launching BBL.SDS	168334	SCRAPER TRAP INSPECTION - MA	06/30/05
AG160DNST35A	18" LAUNCHING BARREL @ ARGO Work Order Comments: DOT. inspected the scraper trap. I contacted the control center they reported the valves work satisfactorily. I greased the valves. SDS	194977	SCRAPER TRAP INSPECTION - MA	10/18/05
AG160DNST35A	18" LAUNCHING BARREL @ ARGO Work Order Comments: Operator----Tyler	236124	SCRAPER TRAP INSPECTION - MA	04/13/06
AG160DNST35A	18" LAUNCHING BARREL @ ARGO Work Order Comments: DOT INSPECTION CC---TREVOR JTW	285471	SCRAPER TRAP INSPECTION - MA	10/20/06
AG160DNST35A	18" LAUNCHING BARREL @ ARGO Work Order Comments: BARREL GOOD. GREASED AND INSPECTED OUTLET VALVE, INLET VALVE AND BYPASS VALVE LINE RUNNING CONTROLLER DAVE	329979	SCRAPER TRAP INSPECTION - MA	04/09/07

VALVES AG160DNV35A AND
AG160DNV35C

ARE NOW PART OF THIS SCRAPER TRAP INSPECTION.

EXHIBIT A-4

Equipment Tag Number	Equipment Description	Assigned WO	Work Order Description	Complete Date
AG160DNST63A	18" RECEIVING BBL @ DESPLAINES	168335	SCRAPER TRAP INSPECTION - MA	06/30/05
	Work Order Comments: Inspected receiving BBL.SDS			
AG160DNST63A	18" RECEIVING BBL @ DESPLAINES	194978	SCRAPER TRAP INSPECTION - MA	10/18/05
	Work Order Comments: DOT. Inspected the scraper trap & the valves. Contacted the control center they reported the valve work satisfactorily. I greased them. SDS			
AG160DNST63A	18" RECEIVING BBL @ DESPLAINES	236125	SCRAPER TRAP INSPECTION - MA	04/07/06
	Work Order Comments: Operator—Marvin			
AG160DNST63A	18" RECEIVING BBL @ DESPLAINES	285472	SCRAPER TRAP INSPECTION - MA	10/26/06
	Work Order Comments: DOT INSPECTIONCC—CRAIG JTW			
AG160DNST63A	18" RECEIVING BBL @ DESPLAINES	329980	SCRAPER TRAP INSPECTION - MA	04/09/07
	Work Order Comments: BARREL GOOD. GREASED AND INSPECTED OUTLET VALVE, INLET VALVE, AND BYPASS VALVE. CONTROLLER DAVE			

VALVES AG160DNV63A AND
AG160DNV63B

ARE NOW PART OF THIS SCRAPER TRAP INSPECTION.

EXHIBIT A-5

Equipment Tag Number	Equipment Description	Assigned WO	Work Order Description	Complete Date
AS160HUST78A	LAUNCHING BBL @ AUBURN	168342	SCRAPER TRAP INSPECTION - MA	06/28/05
AS160HUST78A	LAUNCHING BBL @ AUBURN	195223	SCRAPER TRAP INSPECTION - MA	10/03/05
AS160HUST78A	LAUNCHING BBL @ AUBURN	236392	SCRAPER TRAP INSPECTION - MA	04/19/06
	Work Order Comments: closed, l/s in serv			
AS160HUST78A	LAUNCHING BBL @ AUBURN	286133	SCRAPER TRAP INSPECTION - MA	10/02/06
	Work Order Comments: INSPECTED LAUNCHER BBL AND CLOSURE, LAUNCHER OUTLET, LEAK SEARCH VALVE AND KICKER VALVE. CC -- DAVE/TYLER JTW			
AS160HUST78A	LAUNCHING BBL @ AUBURN	330400	SCRAPER TRAP INSPECTION - MA	04/16/07
	Work Order Comments: BARREL IS GOOD. GREASED AND OPERATED OUTLER VALVE, LEAK SEARCH VALVE, AND KICKER VALVE. CONTROLLER: DAVE			

VALVES AG160HUV78A AND

AG160HUV78B

ARE NOW PART OF THIS SCRAPER TRAP INSPECTION.

EXHIBIT A-6

Equipment Number		169987		Over press Safety devic units	
Classification 1		Classification 2		Classification 3	
Accounting		Attachments		Service	
Customer			Dates		
Site Number	1	BUCKEYE PIPE LINE CO. LP	Acquired Date	10/01/2004	
Owner Number	1	BUCKEYE PIPE LINE CO. LP	Installation Date		
Country	US	United States	Disposal Date	04/06/2006	
Equipment			Unit Number		
Serial Number	WOPSH1		Unit Number		
Branch/Plant	WO	WOOD RIVER STATION	Equipment Status	RM	
Inventory Number			REMOVED		
Minor Equipment Class	SW	SWITCH	Proof of Purchase	<input type="checkbox"/>	
Major Equipment Class	INS	INSTRUMENTATION	Company Owned	<input type="checkbox"/>	
Parent Number	169987	630	Parent Model	SW	
More Descriptions	33D				2664054

EXHIBIT B-1

<input type="checkbox"/> OK <input type="checkbox"/> Cancel <input type="checkbox"/> Dis <input type="checkbox"/> Abort		Links <input type="checkbox"/> Cus... <input type="checkbox"/> Prev... <input type="checkbox"/> Neg <input type="checkbox"/> OLE <input type="checkbox"/> Internet	
Equipment Number		1699C3	63DH
Classification 1 <input type="checkbox"/> Classification 2 <input type="checkbox"/> Classification 3 <input type="checkbox"/> Accounting <input type="checkbox"/> Attachments <input type="checkbox"/> Service <input type="checkbox"/>			
Customer		Date	
Site Number	1	BUCKEYE PIPE LINE CO. LP	Acquired Date
Owner Number	1	BUCKEYE PIPE LINE CO. LP	Installation Date
Country	US United States		Disposal Date
			04/08/2006
Equipment			
Serial Number	WOPSH4	Unit Number	
Branch/Plant	WO WOOD RIVER STATION	Equipment Status	RM
Inventory Number		REMOVED	
Minor Equipment Class	SW SWITCH	Proof of Purchase	<input type="checkbox"/>
Major Equipment Class	INS INSTRUMENTATION	Company Owned	<input type="checkbox"/>
Parent Number	1699C3 63DH	Parent Made	SW
More Descriptions	63DH	1C01104	

EXHIBIT B-2

FORM NO. PL-741 / OPL-741 SAFETY DEVICE INSPECTION, CALIBRATION AND REPLACEMENT OVERPRESSURE AND OTHER DEVICES

741 (Rev. 11-94)

**SAFETY DEVICE INSPECTION,
CALIBRATION AND REPLACEMENT**

SPECIAL INSTRUCTIONS	
Submit form(s) for each station / terminal / line segment HVL 2 times / year, others 1 time / year	
FORM	APPROVAL
DUE: SEPT	DATE: _____
	TE: AREA:
REPORT	AREA
CODES:	SYSTEM

PL-741 OPL-741

OVERPRESSURE
D.O.T. 195.428 & 195.739

AREA	LOCATION ST LOUIS METER STATION	SET BY D-13038	CD DWG. NO.
SYSTEM OR FACILITY ST LOUIS 6"		INSPECTED BY <i>Harold A. Wolff</i>	DATE 9/14/06

	DEVICE NO.	FUNCTION/TYPE	SETTING		OPER	MAX LIMIT	COMMENTS
			FOUND	LEFT			
<i>272358</i>	<i>STTSVS</i>	MANIFOLD THER REL FARRIS	<i>250</i>	<i>250</i>	250	275	<i>good</i>
<i>272353</i>	<i>STPSV1</i>	ST PRESSURE REL DANIEL	<i>150</i>	<i>150</i>	150	215	<i>1</i>
<i>u 4</i>	<i>STTV1</i>	FILTER THERM REL FARRIS	<i>275</i>	<i>275</i>	275	275	<i>1</i>
<i>u 5</i>	<i>STTV2</i>	FILTER THERM REL FARRIS	<i>275</i>	<i>275</i>	275	275	<i>1</i>
<i>u 6</i>	<i>STTV3</i>	FILTER THERM REL FARRIS	<i>275</i>	<i>275</i>	275	275	<i>1</i>
<i>u 7</i>	<i>STTV4</i>	FILTER THERM REL FARRIS	<i>275</i>	<i>275</i>	275	275	<i>1</i>

*Input SDE 1-11-07
HAW*

ANY ADDITION OR DELETIONS MUST BE ACCOMPANIED BY FORM PL-115 OR ALTERNATE

<input type="checkbox"/> ADDITIONS	<input type="checkbox"/> DELETIONS	<input type="checkbox"/> CHANGES (show for original and new)

REMARKS:

DUE: SEPT HSW 741/STLTERM 63-41109

EXHIBIT C-2

741 (REV. 11-91) SAFETY DEVICE INSPECTION, CALIBRATION AND REPLACEMENT		SPECIAL INSTRUCTIONS		Submit form(s) for each station/terminal/line segment. 1 HV, 2 lines/year, others 1 line/year	
X PL-741 (1)		OPL - 741		DUE: FORM DATE: APPROVAL OF: AREA:	
OVERPRESSURE					
D.O.T. 195.428 AND 192.739		REPORT CODES:		AREA SYSTEM	
LOCATION WOODRIVER PUMP STATION		SET BY P&C DRG. NO. D-5485 - ()			
INSPECTED BY: <i>Harold S. Wolff</i>		2/18/96			
SITE FOR FACILITY NEW LINE 14 (160)		PLAN # RMV000279			

EQUIP. #	DEVI. NO.	FUNCTION/TYPE	SETTING			MAX. LIMIT	COMMENTS
			FOUND	LEFT	OPER.		
<i>WOODRIVER 160 286007</i>	63-D	HIGH DISCHARGE ALL UNIT	1230	1230	1230	1230	
<i>WOODRIVER 160</i>	UT 3-4	DISCHARGE PRESSURE TRANSDUCER UNIT 3 & 4	✓	✓	0-1800		
<i>WOODRIVER 160 286000</i>	CV98D	CONTROL VALVE DISCHARGE	✓	✓	1180	1180	SET POINT SET BY CONTROL VALVE UNIT GO ABOVE 1180#
	63DH	STATION DISCHARGE PRESSURE LOCKOUT	1230	1230	1230	1230	VERIFIED ROSEMANNT CHECKED SET POINT IN P&C
<i>Input JBE 1-19-09</i>							

ADDITIONS	DELETIONS	CHANGES (show original and new)

REMARKS:

Distribution: Original-Area Office
First Copy-Local Procedure

PL-741(PL-741.347

EXHIBIT C-3