

# **Business Code of Conduct for Buckeye GP Holdings L.P.**

## **Statement of Integrity**

Integrity is the rock upon which we build our business success. Buckeye GP Holdings' quest for business excellence begins and ends with our commitment to ethical conduct.

I ask each member of the Buckeye GP Holdings community to make a personal commitment to follow our *Business Code of Conduct*:

- Obey the applicable laws and regulations governing our business conduct.
- Be honest, fair, and trustworthy in all of your Buckeye GP Holdings activities and relationships.
- Foster an atmosphere in which equal opportunity extends to every member of the Buckeye GP Holdings community.
- Strive to protect the environment and to create a safe workplace.
- Avoid all conflicts of interest between work and personal affairs.
- Through leadership at all levels, sustain a culture where ethical conduct is recognized, valued, and exemplified by all employees and where the reporting of any illegal or unethical behavior is encouraged.

Guiding us in upholding our ethical commitment is a set of Buckeye GP Holdings integrity policies on key issues. These key integrity policy statements are set forth in this booklet to give them emphasis and to separate them from administrative policies and procedures. All Buckeye GP Holdings employees must comply not only with the letter of these policies but also their spirit.

The Board has designated the Vice President, General Counsel and Secretary to be the compliance officer (the "Compliance Officer") responsible for the implementation and administration of this Code. If you have questions regarding what is proper conduct for you or anyone else, you should feel free to contact the Compliance Officer. You may also address your concerns to your Supervisor or Manager, or through one of the other channels the Partnership makes available to you.

Nothing—not direct orders from a superior or "making the numbers"—is more important than integrity. Employees who report violations or suspected violations in good faith will not be subject to retaliation of any kind.

Supervisors and other members of management have the additional responsibility to make compliance with these policies a vital part of our business activities. Adherence to Buckeye GP Holdings policy and applicable laws must be the foundation of our business. Concerns about appropriate conduct must be addressed promptly with care and respect.

We must, every day in every way, preserve and strengthen our commitment to total, unyielding integrity. By following the principles set forth herein, we will meet this objective.

A handwritten signature in black ink, appearing to read "Forrest E. Wylie". The signature is fluid and cursive, with the first name "Forrest" and last name "Wylie" clearly distinguishable.

Forrest E. Wylie  
Chairman  
and Chief Executive Officer

## **Introduction**

Buckeye GP Holdings L.P. (hereinafter “Buckeye GP Holdings” or the “Partnership”) has issued one set of integrity policies on key issues. Those integrity policies, which implement the Partnership’s *Business Code of Conduct*, are described in the following sections. Information common to these integrity policies—employee and management responsibilities, reporting procedures, and penalties for violations—is contained in this introduction. In addition, information on the subjects covered by these policies can be found in other Partnership publications such as the Buckeye GP Holdings L.P. Code of Ethics which applies to senior financial managers, executive officers and directors. This *Business Code of Conduct* should be read in conjunction with the policies of Buckeye Partners, L.P. (“Buckeye Partners”), a publicly-traded Delaware limited partnership whose general partner is owned and controlled by the Partnership, including, but not limited to, the Emergency, Operating, Safety and Maintenance Manuals, the Environmental Compliance Manuals, the Personnel Policy Manual and the Buckeye Partners Business Code of Conduct (collectively, the “Buckeye Partners Documents”). For simplicity sake, all reference to the Partnership’s *Business Code of Conduct* will include the Buckeye Partners Documents.

### **Who must follow Buckeye GP Holdings integrity policies**

Buckeye GP Holdings integrity policies apply to all employees of Buckeye GP Holdings and its affiliated entities.

### **Responsibilities of all employees**

Each integrity policy gives you specific responsibilities. However, there are also basic obligations common to all policies:

- Learn the details of policies dealing with your work. No one expects you to know all policies word for word. But you should have a basic understanding of issues covered by each policy. You should also have a more detailed understanding of policies that apply most directly to your job.
- Seek assistance from your Supervisor/Manager, the Compliance Officer, or other Buckeye GP Holdings resources when you have questions about applications or interpretations of the integrity policies.
- Promptly report:
  - Any concerns about possible illegal or unethical behavior, including any violations of the integrity policies set forth in this *Business Code of Conduct*.
  - Any concerns about a possible request or suggestion to violate a Buckeye GP Holdings policy or any applicable law or regulation.

You may report your concerns to: (i) the Compliance Officer; (ii) a Buckeye GP Holdings Supervisor or Manager; or (iii) the head of the functional area most concerned with the policy.

Any report that you make related to the possible violation of Buckeye GP Holdings policy, applicable law, regulation or standard shall be kept confidential, except to the extent information is used to confirm and, if necessary, take action with respect to the issue raised. Reports may be written or oral, and may be anonymous should you so choose. If you report a policy concern and the issue is not resolved, raise it with one of the other methods above.

Cooperate with Buckeye GP Holdings investigations of possible violations of laws or regulations of a Buckeye GP Holdings integrity policy.

No person who reports or supplies information in good faith about a policy concern will face retribution of any sort. Any such retaliation is strictly prohibited.

### **Leadership responsibilities**

Supervisors and other members of management including Managers and Officers (hereinafter sometimes collectively referred to as “Managers”) have additional obligations common to all integrity policies. They must:

- Lead by example, using their own behavior as a model for all employees.
- Create a culture that promotes compliance, encourages employees to raise their policy questions and concerns, and prohibits retribution.
- Make sure employees understand that performance is never more important than compliance.
- Promptly report employee concerns of possible policy violations according to the reporting procedures.
- Take prompt remedial action when required.
- Gather feedback to evaluate and continually improve policy compliance.
- In evaluating and rewarding employees, consider their actions and judgments in promoting and complying with Buckeye GP Holdings integrity policies.

Annually, each Manager will review integrity policy compliance with their direct reports and provide the results of these reviews to the respective Vice President.

### **Compliance programs**

It is the responsibility of certain functional departments to establish and maintain effective compliance programs to prevent and detect violations of Buckeye GP Holdings integrity policies

and applicable laws. These departmental compliance programs should have the following elements:

- Establish standards and procedures that are reasonably capable of reducing the prospect of violations of Buckeye GP Holdings integrity policies and applicable laws.
- Implement and continue education and training programs that will enable employees to understand the basic requirements of Buckeye GP Holdings integrity policies and applicable laws.
- Screen employees and agents to prevent discretionary authority from being delegated to persons who have demonstrated insensitivity to the requirements of Partnership policies and the laws they cover.
- With respect to the environmental, health, safety and accounting policies, implement monitoring and auditing systems to detect violations of the policy and applicable laws.

### **Penalties for violation**

Following Buckeye GP Holdings integrity policies is a must. Employees who violate the spirit or letter of these integrity policies are subject to disciplinary action up to and including termination. The following are examples of conduct which may result in discipline:

- Actions which violate a Buckeye GP Holdings policy or applicable laws or regulations.
- Requesting others to violate a policy or applicable laws or regulations.
- Failure to cooperate in Buckeye GP Holdings investigations of possible violations.
- Retaliation against another employee for reporting a policy concern.

In the case of many Buckeye GP Holdings policies, a violation of the policy may also constitute a violation of law. The violator and the Partnership could be subject to criminal penalties (fines or jail sentences) or civil sanctions (damage awards or fines).

### **Employee acknowledgment**

Periodically, Buckeye GP Holdings will ask employees to acknowledge their commitment to the spirit and letter of Buckeye GP Holdings integrity policies.

***An Important Note:***

*These integrity policies are not an employment contract. Buckeye GP Holdings does not create any contractual rights by issuing these integrity policies.*

## **Environment, Health and Safety Policy Statement**

Buckeye GP Holdings is committed to achieving environmental, health, and safety excellence. This is the responsibility of management and employees in all functions. Buckeye GP Holdings will strive to avoid adverse impact and injury to the environment and to provide a safe and healthy workplace. Our programs must combine clear leadership by management and the participation of all employees.

### **Requirements**

- Comply with applicable environmental, health, and safety laws and regulations.
- Take appropriate measures to prevent workplace injuries and illness, and to provide employees with a safe and healthy work environment.
- Provide the resources necessary to develop and maintain effective and specific environmental, health, and safety policies and procedures.
- Train and educate employees regarding the Partnership's environmental, health, and safety policies, relevant laws and regulations, and employee's individual responsibilities and duties.

### **Employee responsibilities** *(Also see Introduction)*

- Follow this policy and applicable laws and regulations to protect the environment as well as your own health and safety and that of other employees.
- Request clarification to the extent you are unclear about your obligations regarding the Partnership's environmental, health, and safety policies and procedures or applicable laws and regulations.
- Promptly report concerns about possible violations of this policy to your Supervisor, or, if you prefer, directly to the Compliance Officer.

### **Additional responsibilities of managers**

- Each manager will regularly evaluate the effectiveness of employees regarding their compliance with this policy.

### **Penalties for violation** *(See Introduction)*

## **Equal Employment Opportunity**

Buckeye GP Holdings is committed to equal employment opportunity. By continuing to extend equal opportunity and provide fair treatment to all employees on the basis of merit, we will improve Buckeye GP Holdings' success while enhancing the progress and professional development of our employees. Buckeye GP Holdings will not tolerate discrimination on the basis of race, color, religion, national origin, sex, sexual orientation, age, disability, veteran status, or other characteristic protected by law.

### **Requirements**

- Use merit, qualifications, and other job-related criteria as the sole basis for employment-related decisions.
- Recruit, hire, train, compensate, promote, and provide other conditions of employment without regard to a person's race, color, religion, national origin, sex, sexual orientation, age, disability, veteran status, or other characteristic protected by law.
- Take affirmative action to provide equal employment opportunity complying with the spirit and letter of all laws, regulations, and government contract requirements. Affirmative action should include programs and efforts to ensure that there are diverse applicant and candidate pools of people who are qualified and who have the opportunity to compete for open positions. Selection of successful candidates will then be based on qualifications and merit.
- Provide a work environment free of harassment based on diverse human characteristics and cultural backgrounds.

Sexual harassment is prohibited under this policy.

There are two types of sexual harassment: quid quo pro and hostile environment. Quid quo pro harassment includes unwelcome sexual advances or requests for sexual favors where submission or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual. Hostile environment harassment includes unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature where such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive working environment.

### **Employee responsibilities** *(Also see Introduction)*

Promptly report any concerns about possible violations of this policy to your Supervisor, the Senior Manager of Human Resources, or, if you prefer, directly to the Compliance Officer.

### **Additional responsibilities of managers**

- Each manager is responsible for applying this policy within their area of responsibility.
- Seek out and assist individuals to realize job opportunities at all levels consistent with their qualifications and abilities. Help them reach their full potential while maintaining appropriate job-related standards.
- Report any complaints concerning compliance with this policy to the Senior Manager of Human Resources or the Compliance Officer.
- Regularly evaluate the effectiveness of employees regarding their compliance with this policy.

### **Responsibilities of Human Resources Department and Legal Department**

- Ensure that programs are in place to provide employees with appropriate education and legal counseling on the requirements imposed by this policy and the equal opportunity laws.
- Identify independent contractors or suppliers whose activities may involve issues covered by this policy. Ensure that contracts with independent contractors and suppliers contain affirmative action clauses where required by government contracts. Where appropriate, include clauses that require independent contractors and suppliers to abide by this policy.

### **Examples of violations**

- Hostile or demeaning behavior based on an employee's race, color, religion, national origin, sex, sexual orientation, age, disability, veteran status, or other characteristic protected by law.
- Persistent on-the-job flirtations or other invitations for a social relationship with a fellow employee when he or she has stated that such advances or interests are unwelcome.
- Displaying any sexually suggestive visual material in the workplace.
- Any hiring, compensation, promotion, termination, or layoff decision which is not clearly job-related.
- Failure to maintain and update annually written affirmative action plans as required by Executive Order # 11246, the Rehabilitation Act of 1973, and the Vietnam Era Veterans' Readjustment Assistance Act of 1974.
- Allowing race, color, religion, national origin, sex, sexual orientation, age, disability, veteran status, or other characteristic protected by law to be a factor in screening employees for hiring, promotion, compensation, or other employment-related decisions.

- Providing or withholding work-related assistance, cooperation, and/or information to fellow employees based on their race, color, religion, national origin, sex, sexual orientation, age, disability, veteran status, or other characteristic protected by law.
- Using Partnership assets or facilities, including computer and internet access, for the purpose of obtaining or transmitting any information or materials prohibited by the above policies.

**Penalties for violation** (*See Introduction*)

## **Internal Controls and Public Reporting Policy Statement**

Buckeye GP Holdings is committed to maintaining adequate internal financial controls, and to providing full and fair disclosure to the investing public of material information with respect to the Partnership's business and financial condition. In addition, as significant stakeholders in Buckeye GP Holdings, employees are entitled to raise issues to the extent they believe the Partnership's accounting policies and procedures, or public statements, violate applicable laws or regulations.

### **Employee Rights and Responsibilities** *(Also see Introduction)*

- Account appropriately for amounts received or expended on behalf of the Partnership, and avoid conflicts of interest between an employee's personal affairs and Partnership responsibilities.
- It is the right of each employee to raise concerns concerning the Partnership's accounting policies or public statements to the extent an employee believes such policies or statements are inaccurate or misleading in any material respect. Employees should contact the Compliance Officer, or any of the other individuals listed in the Introduction to this *Business Code of Conduct*, to raise issues concerning accounting or public reporting matters.
- An employee can raise issues or submit complaints concerning Partnership accounting policies or public reports directly with the Audit Committee of the Board of Directors. An employee can contact the Audit Committee by contacting the Compliance Officer, who will communicate the employee's concern to the Audit Committee. Alternatively, if the employee wishes to communicate directly with the Audit Committee, the Compliance Officer will arrange for this communication.

### **Responsibility of the Finance, Accounting and Legal Departments**

It is the responsibility of the finance and accounting functions to establish and maintain effective internal compliance programs to prevent and detect financial fraud or irregularities, and to maintain sound information systems and procedures to ensure accurate financial statements. In addition, it is the function of the finance and accounting functions, and the legal function, to establish policies and procedures designed to facilitate accurate and complete reports to be filed with the Securities and Exchange Commission, or otherwise distributed to the investing public.

## **Confidential Information, Conflicts of Interest and Other Matters**

It is essential that all assets of the Partnership, including confidential and proprietary information, be safeguarded and not disclosed to non-Partnership employees. In addition, while Buckeye GP Holdings recognizes and respects the right of employees to take part in financial, business, and other activities outside their job, employees must avoid potential conflicts between those activities and Partnership business.

### **Employee responsibilities**

- **Employee Inventions and Developments.** Ideas, trade secrets, and writings relating to the business of the Partnership or developed using Partnership assets are the property of the Partnership and should be disclosed by the employee to the employee's supervisor.
- **Confidential Information.** Information relating to past, present, or future activities of the Partnership or any of its customers which has not been publicly disclosed, or information designated by management as confidential, shall not be used by the employee except in the course of his or her employment with the Partnership and shall not be disclosed to persons outside of the Partnership. Employees are expected to take appropriate precautions to safeguard confidential and proprietary information of the Partnership under their control.
- **Non-Public Information.** No employee shall use or disclose material, non-public information concerning the Partnership. Among other things, it is improper to use non-public information in connection with any securities transaction in which the employee has a beneficial interest, or to communicate non-public information to persons outside the Partnership who may use the information to purchase or sell securities. It is also improper to trade in common or limited partnership units or other securities of Buckeye GP Holdings or Buckeye Partners while in possession of material nonpublic information. Any employee with information that this policy has been violated, or questions about the interpretation of this policy, should contact the Compliance Officer.
- **Fair Dealing.** Each employee, officer and director should deal fairly with clients, suppliers, competitors and officers. No person may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.
- **Contacts by Press and Others.** Employees shall not discuss Partnership business with any representative of the press or other media. All requests for information from such persons or any person not known to the employee to be a customer, representative, or agent of the Partnership shall be directed to the Compliance Officer. All contacts or inquiries by members of the press or other media should be reported promptly to the Compliance Officer.

- Gifts. Acceptance, directly or indirectly for the benefit of the employee or of a relative or friend, of gifts of more than token value, excessive entertainment or travel opportunities, or other substantial favors from any concern which does, or is seeking to do, business with, or is a competitor of, the Partnership is prohibited. Generally, “token value” means aggregating in value less than \$200.00 from the same person or business entity in any year, and “excessive entertainment or travel opportunities” means travel, hospitality and meals or entertainment which cannot be viewed as normal and customary. If an unsolicited gift of more than token value is received, consult your Supervisor, Manager, or Compliance Officer at once as to its disposition.
- Participation in Initial Public Offerings. Before an employee may accept an offer from a concern which does, or is seeking to do, business with, or is a competitor of the Partnership, to participate in an initial public offering (“IPO”) of stock or other equity investment on terms and conditions that are different from those offered to the public at large, the employee must obtain the consent of the Compliance Officer. This provision also applies in the event an employee is offered “friends and family stock,” or is otherwise offered the opportunity to participate in an IPO in circumstances where the amount of equity available to be purchased at the IPO price is limited.
- Conflicts of Interest. Employees should avoid actions or relationships which might conflict, or appear to conflict, with your job responsibilities, or the interest of Buckeye GP Holdings. Conflicts of interest may include, without limitation, employees, officers or directors taking for themselves personally opportunities that are discovered through the use of Buckeye GP Holdings property, information or position, or using Buckeye GP Holdings property, information or position for personal gain or competing with Buckeye GP Holdings.
- Loans to Employees. Buckeye GP Holdings will not make loans or extend credit guarantees to or for the personal benefit of officers except as permitted by law and the listing standards of any exchange or quotation system on which Partnership securities are listed. Loans or guarantees may be extended to other employees only with the approval of the Audit Committee of the Board of Directors.
- Proper Use of Buckeye GP Holdings Assets. Buckeye GP Holdings assets, including facilities, materials, supplies, time, information, intellectual property, software, and other assets owned or leased by Buckeye GP Holdings, or that are otherwise in Buckeye GP Holdings’ possession, may be used only for legitimate business purposes. The personal use of Buckeye GP Holdings assets without Buckeye GP Holdings’ approval is prohibited.
- Corporate Opportunities. Employees are prohibited from (a) taking for themselves personally opportunities that are properly within the scope of Buckeye GP Holdings’ activities, (b) using Buckeye GP Holdings property, information or position for personal

gain, and (c) competing with Buckeye GP Holdings. Employees owe a duty to Buckeye GP Holdings to advance its legitimate interests to the best of their abilities.

- Compliance with Laws, Rules and Regulations (Also See Environment, Health and Safety Policy Statement). Compliance with the law is fundamental to Buckeye GP Holdings' ethical and business principles. It is the policy of Buckeye GP Holdings to comply with all applicable laws, rules and regulations that apply to its business. Buckeye GP Holdings must and will report all suspected criminal violations to the appropriate authorities for possible prosecution, and will investigate, address and report, as appropriate, non-criminal violations.

#### **Additional responsibilities of managers**

- Each manager will report any concerns or questions regarding compliance with this policy to the Compliance Officer.

#### **Related policies or guidelines**

- The Partnership has issued a Code of Ethics for senior financial managers and executive officers of the Partnership.

#### **Responsibility of the Legal Department**

- Respond to issues or questions concerning compliance with this policy.

#### **Penalties for violation** (*See Introduction*)

## **Insider Trading in Securities Guidelines**

It is imperative that all officers, directors and employees of Buckeye GP Holdings and its subsidiary entities comply with the requirements of the federal securities laws in connection with the purchase and sale of publicly traded common or limited partnership units of Buckeye GP Holdings and Buckeye Partners.

### **Policy**

#### *All Employees*

- No director, officer, or employee may (a) trade in (that is, buy or sell) Partnership securities while he or she possesses material nonpublic or “inside” information concerning the Partnership, or (b) communicate such information to another person who may trade or advise others to trade on the basis of such information. Such acts are referred to as “insider trading.” “Partnership securities” means all publicly traded common or limited partnership units of Buckeye GP Holdings and Buckeye Partners.
- Material Information - Inside information is considered material if a reasonable person would attach importance to it in determining whether to buy, sell or hold the Partnership’s securities. Information about the following, for example, could be material:
  - Quarterly or annual results
  - Joint ventures, mergers, acquisition or divestitures
  - Management changes
  - The sale of additional securities
  - Major litigation
  - The purchase or sale of significant assets by the Partnership or Buckeye Partners or any of Buckeye Partners operating subsidiaries
  - Significant labor disputes
- Information Considered Public - Information that has been publicly disseminated such that investors have had the opportunity to evaluate it, or that has been filed with governmental agencies as a matter of public record, is considered public and is available to anyone upon request. Examples include press releases, annual and quarterly earnings reports to unitholders, reports to the SEC (e.g., Forms 10-K, 10-Q and 8-K, registration statements, and prospectuses).
- The laws and regulations governing the purchase and sale of Partnership securities are complex. Should any employee have any questions concerning his or her rights and responsibilities in this regard, he or she should contact the Compliance Officer for advice before engaging in a transaction.

*Officers and Directors of the Partnership and Certain Other Employees of Buckeye Pipe Line Services Company and the Partnership's Subsidiaries*

- More detailed guidelines and requirements related to the purchase or sale of Partnership securities, which are applicable to officers and directors of the Partnership and certain other employees of Buckeye Pipe Line Services Company and the Partnership's subsidiaries are set forth in a Memorandum concerning limited partnership units trading restrictions dated October 27, 2008, as supplemented or amended from time to time. The Memorandum is supplemental to the material covered in this *Business Code of Conduct* with respect to trading in Partnership securities. The Memorandum identifies the individuals to whom the additional restrictions and requirements apply. The Memorandum should be consulted by those officers, directors or employees to whom it applies for further guidance in connection with the purchase or sale of Partnership securities. This memorandum is available from the office of the Compliance Officer.

**Responsibility of the Legal Department**

It is the responsibility of the legal function to advise officers, directors and employees concerning restrictions imposed by the federal securities laws in connection with the purchases and sale of Partnership securities. In addition, it is the responsibility of the legal department to establish appropriate guidelines (especially for officers and directors of the Partnership) in connection with pre-clearance procedures, black-out dates, and other restrictions in connection with the sale of Partnership securities.