

Buckeye GP Holdings L.P.  
Form 15-12B  
December 02, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER  
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number 001-32963  
Buckeye GP Holdings L.P.**

(Exact name of registrant as specified in its charter)  
One Greenway Plaza, Suite 600, Houston, TX 77046  
(832) 615-8600

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

Common Units Representing Limited Partnership Interests

(Title of each class of securities covered by this Form)  
None

(Titles of all other classes of securities for which a duty to file reports under  
Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend  
the duty to file reports:

- |                      |                                     |
|----------------------|-------------------------------------|
| Rule 12g-4(a)(1)     | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(2)     | <input type="checkbox"/>            |
| Rule 12h-3(b)(1)(i)  | <input checked="" type="checkbox"/> |
| Rule 12h-3(b)(1)(ii) | <input type="checkbox"/>            |
| Rule 15d-6           | <input type="checkbox"/>            |

Approximate number of holders of record as of the certification or notice date: 1

Pursuant to the requirements of the Securities Exchange Act of 1934, Buckeye GP Holdings L.P. has caused this  
certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: December 1, 2010

BUCKEYE GP HOLDINGS L.P.

By: MainLine Management LLC,  
its General Partner

By: /s/ William H. Schmidt, Jr.

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Name: William H. Schmidt, Jr.

Title: Vice President and General Counsel

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.