

Buckeye GP Holdings L.P.  
Form 8-K  
July 23, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **July 23, 2007**

**Buckeye GP Holdings L.P.**

(Exact Name of Registrant Specified in Charter)

**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation)

**001-32963**  
(Commission File  
Number)

**11-3776228**  
(I.R.S. Employer  
Identification No.)

**Five TEK Park**  
**9999 Hamilton Blvd.**  
**Breinigsville, Pennsylvania**  
(Address of Principal Executive Offices)

**18031**  
(Zip Code)

Registrant's telephone number, including area code: **(610) 904-4000**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(c) At its meeting on July 23, 2007, the board of directors of MainLine Management LLC ( MainLine Management ), the general partner of Buckeye GP Holdings L.P. ( BGH ), elected Mr. Vance E. Powers as Acting Chief Financial Officer of MainLine Management, effective immediately following the effectiveness of the previously announced resignation of Mr. Robert B. Wallace as Senior Vice President, Finance and Chief Financial Officer of MainLine Management.

Mr. Powers was also elected by the board of directors of Buckeye GP LLC ( Buckeye GP ), the general partner of Buckeye Partners, L.P. (NYSE: BPL), to serve as Acting Chief Financial Officer of Buckeye GP, effective immediately following the effectiveness of the previously announced resignation of Mr. Roberts B. Wallace as Senior Vice President, Finance and Chief Financial Officer of Buckeye GP. BGH is the parent company of Buckeye GP.

Mr. Powers, 50, has served as Vice President, Finance and Controller, for MainLine Management since BGH was formed in 2006, and has served as Vice President, Finance and Controller for Buckeye GP since December 2003. Prior thereto, he served as Controller for Buckeye GP.

There is no arrangement or understanding between Mr. Powers and any other persons pursuant to which he was elected as Acting Chief Financial Officer of MainLine Management or Buckeye GP.

2

---

**SIGNATURE**

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 hereunto duly authorized.

**BUCKEYE GP HOLDINGS L.P.**

By: MAINLINE MANAGEMENT LLC,  
its General Partner

By: STEPHEN C. MUTHER  
Stephen C. Muther  
Executive Vice President, Administration,  
and Legal Affairs

Dated: July 23, 2007