

Buckeye GP Holdings L.P.  
Form SC TO-C  
October 22, 2008

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE TO

**Tender Offer Statement**

**under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934**

(Amendment No.     )

## **BUCKEYE GP HOLDINGS L.P.**

(Name of Subject Company (issuer))

## **BGH GP HOLDINGS, LLC**

(Names of Filing Persons (offeror))

**Common Units representing limited partner interests, no par value**

(Title of Class of Securities)

**118167105**

(CUSIP Number)

**John A. Tisdale**

**BGH GP Holdings, LLC**

Edgar Filing: Buckeye GP Holdings L.P. - Form SC TO-C

c/o ArcLight Capital Partners, LLC

200 Clarendon Street, 55th Floor

Boston, MA 02117

Telephone: (617) 531-6316

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

**William D. Regner**  
**Debevoise & Plimpton LLP**  
**919 Third Avenue**  
**New York, NY 10022**  
**(212) 909-6000**

**Joshua Davidson**  
**Baker Botts L.L.P.**  
**One Shell Plaza**  
**910 Louisiana**  
**Houston, Texas 77002-4995**  
**(713) 229-1234**

**CALCULATION OF FILING FEE**

<b>Transaction Valuation</b>	<b>Amount of Filing Fee</b>
N/A	N/A

Check the box if any part of the fee is offset as provided by Rule 0-11 (a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A      Filing Party: N/A  
Form or Registration No.: N/A      Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Edgar Filing: Buckeye GP Holdings L.P. - Form SC TO-C

Check the following box if the filing is a final amendment reporting the results of the tender offer:

---

**EXHIBIT INDEX**

**Exhibit No.**

99.1 Press release dated October 21, 2008, including the proposal letter, dated October 21, 2008, to the Board of Directors of MainLine Management LLC, as general partner of Buckeye GP Holdings, L.P.

---