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ATTACHMENT C

A0906011

AFFIDAVIT OF WILLIAM H. SCHMIDT, JR.

Affidavit of William H. Schmidt, Jr.

Vice President, General Counsel and Secretary
Buckeye GP LLC
(General Partner of Buckeye Partners, L.P.)

I, William H. Schmidt, Jr., in my capacity as Vice President, General Counsel and Secretary of Buckeye GP LLC, the general partner of Buckeye Partners, L.P., swear to the truth of the following statements:

1. Buckeye Partners, L.P. owns 100% of the member interests in Buckeye Gas Storage LLC, which in turn owns 100% of the member interests in Lodi Gas Storage, L.L.C.

2. Buckeye Partners, L.P. is a limited partnership organized under the laws of the State of Delaware and is publicly-traded on the New York Stock Exchange (NYSE: BPL).

3. Buckeye Partners, L.P.'s long-term unsecured debt is currently rated by Standard & Poor's Rating Services ("S&P") as BBB and by Moody's Investors Service, Inc. ("Moody's") as Baa2, both of which ratings are "investment grade." At all times during which the long-term unsecured debt of Buckeye Partners, L.P. has been rated by S&P and Moody's, such debt has been rated "investment grade" by such rating agencies.

4. If authorized to do so by the California Public Utilities Commission, Buckeye Partners, L.P. will execute a Parental Guaranty in the form set forth as Attachment B to the Petition for Modification in the amount of $10 million, adjusted annually for inflation from May 18, 2000 as needed to fulfill the full performance of the obligations of Lodi Gas Storage, L.L.C. under the Certificate of Public Convenience and Necessity issued in Decision 00-05-048 by the California Public Utilities Commission on May 18, 2008.

William H. Schmidt, Jr.

Vice President, General Counsel and Secretary
Buckeye GP LLC, the General Partner of
Buckeye Partners, L.P.

COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF LEHIGH)

On June 10, 2009, before me, Andrea Sarnowski, Notary Public, personally appeared William H. Schmidt, Jr., personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person(s), or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Notary Public

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
ANDREA SARNOWSKI, NOTARY PUBLIC
ALLENTOWN CITY, LEHIGH COUNTY
MY COMMISSION EXPIRES SEP 03, 2011

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