

NuStar GP Holdings, LLC
Form 10-Q/A
July 13, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

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

For the quarterly period ended March 31, 2010

OR

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

For the transition period from _____ to _____

Commission File Number 1-32940

NUSTAR GP HOLDINGS, LLC

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

85-0470977
(I.R.S. Employer
Identification No.)

2330 North Loop 1604 West

San Antonio, Texas
(Address of principal executive offices)

78248
(Zip Code)

Registrant's telephone number, including area code (210) 918-2000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of units outstanding of the issuer's classes of common units, as of the last practicable date: Not applicable

EXPLANATORY NOTE

NuStar GP Holdings, LLC (NuStar GP Holdings) is filing this Amendment No. 1 (Amendment) to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, which was originally filed with the Securities and Exchange Commission on May 6, 2010 (the Quarterly Report). This Amendment includes paragraphs 1, 2, 4 and 5 of the certifications of the Chief Executive Officer and Chief Financial Officer of NuStar GP Holdings, originally filed as Exhibit 31.01. Our original filing omitted the reference to internal control over financial reporting in paragraph 4 and subparagraph 4(b) from the certifications of the Chief Executive Officer and Chief Financial Officer of NuStar GP Holdings in the Quarterly Report.

This Amendment should be read in conjunction with the Quarterly Report, which continues to speak as of the date of the Quarterly Report. Other than as set forth above, this Amendment does not modify or update disclosures in the Quarterly Report. Accordingly, this Amendment does not reflect events occurring after the filing of the Quarterly Report or modify or update any related or other disclosures.

ITEM 6. EXHIBITS

Exhibit Number	Description
*31.01	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
*31.02	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to the Quarterly Report to be signed on its behalf by the undersigned, thereunto duly authorized.

NuStar GP Holdings, LLC

(Registrant)

By: */s/* CURTIS V. ANASTASIO
Curtis V. Anastasio
President and Chief Executive Officer
July 13, 2010

By: */s/* STEVEN A. BLANK
Steven A. Blank
Senior Vice President, Chief Financial Officer and
Treasurer
July 13, 2010

By: */s/* THOMAS R. SHOAF
Thomas R. Shoaf
Vice President and Controller
July 13, 2010