



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

September 19, 2013

William R. Vigdor, Esq.
Vincent van Panhuys, Esq.
Counsel For Plains All American Pipeline, L.P.
Vinson & Elkins LLP
2200 Pennsylvania Ave., NW
Suite 500 West
Washington, DC 20037-1701

Re: *Magellan Midstream Partners, L.P./Plains All American Pipeline, L.P.*
File No. 131-0109

Dear Mr. Vigdor and Mr. van Panhuys:

The Commission has conducted an investigation to determine whether the proposed acquisition of certain assets from Plains All American Pipeline, L.P. by Magellan Midstream Partners, L.P. violates Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45, as amended; whether the aforesaid proposed acquisition, if consummated, would violate Section 7 of the Clayton Act, 15 U.S.C. § 18, as amended, or Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45, as amended; and whether the requirements of Section 7A of the Clayton Act, 15 U.S.C. § 18a, have been or will be fulfilled with respect to the proposed transaction.

Upon further review of this matter, it now appears that no further action is warranted by the Commission at this time. Accordingly, the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

By direction of the Commission, Chairwoman Ramirez recused.

Donald S. Clark
Secretary