



Office of the Secretary

United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

March 4, 2014

Mr. Brian Dale

Dear Mr. Dale:

Thank you for the comment you submitted electronically on February 5, 2014, in connection with Tesoro Corporation's ("Tesoro") Application for Approval of Proposed Divestiture, filed on December 17, 2013. Pursuant to the Decision and Order in Docket No. C-4405, Tesoro requested prior Commission approval of its proposal to divest certain terminal assets in Boise, Idaho to Sinclair Transportation Company ("Sinclair").

Your comment has been placed on the public record and it has been given review. In your comment, you expressed concerns of increasing concentration in the Boise gasoline market. The purpose of the divestiture is to restore competition in the market for "terminaling services" for light petroleum products in the Boise area. Terminal owners compete to provide services such as off-take, storage, and truck-loading to petroleum marketers and other third parties that do not own terminals in a given market. Thus, the relevant market in this instance is not the general gasoline market about which you wrote, but a different, although related, market. The Commission considered whether Sinclair's acquisition of the terminal would affect the gasoline market in Boise and concluded that it would not.

In evaluating Tesoro's Application, the Commission analyzed all of the information available to it against the standard of restoring competition, including all public comments. In particular, the Commission reviewed Sinclair's ability to manage and operate a light petroleum products terminal business, its financial resources, and whether the acquisition would create additional competitive issues in the relevant market. After careful consideration of your comment, the Commission has determined to approve the proposed divestiture. We arrived at this decision because the relief obtained pursuant to the order appropriately addresses the competitive concerns arising from the acquisition.

It helps the Commission's analysis to hear from a variety of sources in its work on antitrust and consumer protection issues, and we appreciate your interest in this matter.

By direction of the Commission.

Donald S. Clark
Secretary