



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

Office of the Secretary

September 28, 2005

Tom D. Smith, Esquire
Jones Day
51 Louisiana Avenue, NW
Washington, D.C. 20001-2113

Re: *In the Matter of Magellan Midstream Partners, L.P., and Shell Oil Company,*
Docket No. C-4122

Dear Mr. Smith:

This letter responds to the May 6, 2005, Divestiture Petition ("Petition") of Magellan Midstream Partners, L.P. ("Magellan") requesting that the Commission approve Magellan's sale of the Oklahoma City Terminal to TransMontaigne Inc. ("TransMontaigne") pursuant to the order in this matter ("Order"). The Petition was placed on the public record for comments for thirty days, until June 8, 2004, and no comments were received.

After consideration of the proposed transaction as set forth in the Petition and supplemental documents, as well as other available information, the Commission has determined to approve the divestiture of the Oklahoma City Terminal to TransMontaigne. In according its approval, the Commission has relied upon the information submitted and representations made in connection with Magellan's Petition, and has assumed them to be accurate and complete.

This letter responds only to the Petition and does not respond to the March 15, 2005, "Motion of Magellan Midstream Partners, L.P. for Extension of Time Under Order for Divestiture" ("Motion") filed by Magellan in this matter. The Commission will respond to the Motion at a subsequent date.

By direction of the Commission, Chairman Majoras recused.

Donald S. Clark
Secretary

cc: D. Gregory Scott
TransMontaigne Product Services Inc.
P.O. Box 5660
Denver, CO 80217-5660