



Office of the Secretary

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

March 4, 2014

Marc Schildkraut, Esq.
Cooley LLP
1299 Pennsylvania Avenue, NW
Suite 700
Washington, D.C. 20004

Re: *In the Matter of Tesoro Corporation et al., Docket No. C-4405*

Dear Mr. Schildkraut:

This is in reference to the Application For Approval of Proposed Divestiture filed by Tesoro Corporation and Tesoro Logistics Operations LLC (collectively "Tesoro") and received on December 17, 2013 ("Application"). Pursuant to the Decision and Order in Docket No. C-4405, Tesoro requests prior Commission approval of its proposal to divest certain assets to Sinclair Transportation Company ("STC").

After consideration of Tesoro's Application and other available information, the Commission has determined to approve the proposed divestiture as set forth in the Application. In according its approval, the Commission has relied upon the information submitted and the representations made by Tesoro and STC in connection with Tesoro's Application and has assumed them to be accurate and complete.

By direction of the Commission.

Donald S. Clark
Secretary

cc: Walter Schanbacher
218 Valley Road
Merion Station, PA 19066