



Office of the Secretary

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

September 13, 2005

Ilene Knable Gotts, Esquire
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10016-6150

Re: *Valero L.P. and Valero Energy Corporation*, FTC Docket No. C-4141.

Dear Ms Gotts:

This letter responds to the Petition of Valero L.P. and Valero Energy Corporation (“Valero”), filed on July 12, 2005 (“Petition”). Pursuant to the Commission’s Decision and Order in the above-referenced matter, Valero requests that the Commission approve the proposed divestiture of the West Pipeline System, the Philadelphia Area Terminals, and the San Francisco Bay Terminals (as these terms are defined in the Decision and Order) to Pacific Energy Partners, L.P.

After consideration of Valero’s Petition and other available information, the Commission has determined to approve the Petition. In according its approval, the Commission has relied upon the information submitted and the representations made in connection with Valero’s Petition and has assumed them to be accurate and complete.

By direction of the Commission, Chairman Majoras recused.

Donald S. Clark
Secretary

cc: Lynn T. Wood
Vice President and General Counsel
Pacific Energy Management LLC
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