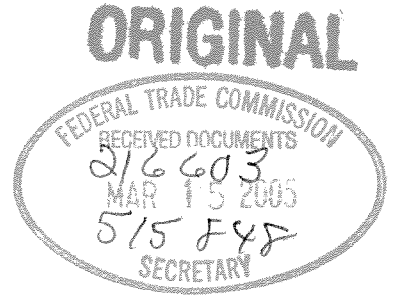


UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION



PUBLIC RECORD VERSION

COMMISSIONERS: Deborah Platt Majoras, Chairman
Orson Swindle
Thomas B. Leary
Pamela Jones Harbour
Jon Leibowitz

In the Matter of)
)
)
MAGELLAN MIDSTREAM) Docket No. C-4122
PARTNERS, L.P.,) File No. 041-0164
)
a limited partnership,)
)
and)
)
SHELL OIL COMPANY,)
)
a corporation.)

**WITHDRAWAL OF PETITION OF MAGELLAN MIDSTREAM PARTNERS, L.P.
FOR APPROVAL OF PROPOSED DIVESTITURE**

Pursuant to Section 2.41(f) of the Federal Trade Commission (“Commission”) Rules of Practice and Procedure, 16 C.F.R. § 2.41(f) (2004), and Paragraph II.A of the Decision and Order contained in the Agreement Containing Consent Orders approved by the Commission in the above-captioned matter, Magellan Midstream Partners, L.P. (“Magellan”) hereby withdraws the Petition for Approval of Proposed Divestiture (the “Petition”) filed by Magellan on January 14, 2005, requesting the Commission’s approval of the divestiture of the former Shell Oil Company Oklahoma City Terminal to SemFuel, L.P. (“SemFuel”). Magellan is withdrawing the

PUBLIC RECORD VERSION

Petition based on concerns raised by Commission Staff regarding a minority ownership interest in SemFuel that was acquired by one of the owners of Magellan at approximately the same time as the signing of the agreement between Magellan and SemFuel for the divestiture of the OKC Terminal.

Dated: March 15, 2005

Respectfully submitted,

MAGELLAN MIDSTREAM PARTNERS, L.P.

By: 

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