

## **RBC Capital Markets, LLC**

TJ Schultz, CFA (Analyst) (512) 708-6385; tj.schultz@rbccm.com

David Askew (Associate) (512) 708-6355; david.askew@rbccm.com

Elvira Scotto, CFA (Analyst) (212) 905-5957; elvira.scotto@rbccm.com

Ankit Sharma (Associate) 212-618-3304; ankit.sharma@rbccm.com

FY Dec	2011A			
DCF - FD	1.26	2.17	2.83	
Prev.	1.31	2.30	3.00	
EPU (Op) - FD	1.08	1.93	2.37	
Prev.	1.13	1.98	2.53	
EBITDA (MM)	41.4	76.5	107.0	
Prev.	39.1	80.2	105.0	
P/DCF	26.5x	15.4x	11.8x	
P/EPU	30.9x	17.3x	14.1x	
EV/EBITDA	24.6x	13.3x	9.5x	
DCF - FD	Q1	Q2	Q3	Q4
2011	0.00A	0.30A	0.56A	0.41A
Prev.		0.29A		0.47E
2012	0.42E	0.56E	0.59E	0.60E
Prev.	0.49E	0.55E		0.62E
2013	0.67E	0.71E	0.74E	0.72E
EPU (Op) - FD				
2011	0.00A	0.23A	0.49A	0.37A
Prev.				0.42E
2012	0.38E	0.50E	0.52E	0.52E
Prev.	0.43E	0.48E		0.56E
2013	0.56E	0.59E	0.61E	0.60E
EBITDA (MM)				
2011	0.0A	9.6A	17.7A	14.1A
Prev.	(3.8)A			15.6E
2012	14.5E			
Prev.	17.1E	19.4E	21.0E	22.6E
2013	24.3E	26.3E	28.0E	28.5E

All values in USD unless otherwise noted.

# **COMPANY UPDATE** | COMMENT

FEBRUARY 8, 2012

Tesoro Logistics LP (NYSE: TLLP)

Growth Outlook Remains Intact Despite Q4 Miss

# Outperform Average Risk

Price:	33.38	Price Target:	36.00
		Implied All-In Return:	12%
Shares O/S (MM):	30.5	Market Cap (MM):	1,018
Dividend:	1.45	Yield:	4.3%
Float (MM):	30.2	Tr. 12 ROE:	33.00%
Debt to Cap:	32%	Avg. Daily Volume (MM):	0.05
·		Est Tax Deferral:	80%

Event: Reports 4Q11 Results Below Expectations

## **Investment Opinion**

Reducing 2012 Estimates; 2013 Outlook Remains Intact: We reduce 2012E EBITDA/DCF on seasonality in Q1 and higher third-party trucking mix, which should abate over the course of the year. Management affirmed its 2013 EBITDA target of \$100M underpinned by a portfolio of high-return organic CapEx and the Martinez drop-down transaction (we assume \$65M at ~8x EBITDA). We maintain our \$36 price target, supported by our outlook for top-tier distribution growth of ~21% in 2012 and ~29% in 2013 on solid coverage levels of 1.3x.

**4Q11 Miss on Higher OpEx:** EBITDA of \$14.1M compares to our \$15.6M and consensus of \$15.25M (see Exhibit 1). DCF/unit of \$0.41 fell short of our \$0.47 and resulted in 1.1x coverage, which compares to our 1.3x and 1.6x in 3Q11. The miss resulted from High Plains maintenance, a higher mix of less profitable third-party trucking volumes, and higher-than-anticipated refined product seasonality impacting short-haul pipeline volumes. Management also guided Q1 below our expectations on continued higher trucking costs and additional refined product seasonality.

**Expect Crude Volume Growth and Easing Costs in 2012:** TLLP will increase proprietary fleet utilization in Q1 and Q2 and ultimately targets a mix of 80–90% proprietary when it expands to 35 Mb/d later this year. Additionally, the Connelly gathering hub is nearly completed, which will move trucked volumes onto the pipeline network and drive additional growth from a phase II expansion. We expect solid volume growth in 2H with the completion of TSO's Mandan expansion (+10 Mb/d) and the Rangeland crude terminal and rail facility (+30 Mb/d).

**Further Upside Possible Given Drop-Down Inventory:** We note that management increased the expected volume and EBITDA contribution from the LA and Stockton terminal expansions and we believe further upside is possible given TLLP's conservative assumptions on third-party volume growth across the terminal and crude gathering assets. Substantial opportunity for growth remains possible through acquisition of ROFO assets, which amount to ~125% of original TLLP book value (including Martinez). While we have assumed a \$55M drop-down acquisition in 1Q13 (at ~8x EBITDA), we note that our forecast for ~\$15M of drop-down EBITDA represents only 20–30% of the total available ROFO EBITDA of \$50–80M.

Priced as of prior trading day's market close, EST (unless otherwise noted).

For Required Conflicts Disclosures, see Page 6.

# **4Q11 Results Overview**

Tesoro Logistics Partners (TLLP) reported 4Q11 results that were below expectations primarily due to higher costs in the Crude Oil Gathering segment related to maintenance repairs on the High Plains system and higher utilization of third-party trucking capacity in the Bakken. Exhibit 1 provides an overview of 4Q11 results compared to prior quarters and RBC expectations.

Exhibit 1: 4Q11 Results vs Prior RBC Expectations

	Actual	Actual	Actual	RBC	%	Notes & Comments
	Q410A	Q311A	Q112E	Forecast	Variance	
Crude Oil Gathering						
Pipeline Throughput (MB/d)	58.8	59.5	60.1	59.5	0.9%	High Plains throughput slightly higher than our estimate
Avg Pipeline Revenue / Bbl (\$/bbl)	\$1.00	\$1.35	\$1.37	\$1.35	1.7%	
Pipeline Revenue (\$MM)	\$5.4	\$7.4	\$7.6	\$7.4	2.6%	
Trucking Volume (Mb/d)	23.1	23.9	27.0	24.6	9.8%	Higher trucking volumes delivered primarily through the use
Avg Trucking Revenue / Bbl (\$/bbl)	NM	\$2.90	\$2.96	\$2.90	2.1%	of 3rd party haulers
Trucking Revenue (\$MM)	NM	\$6.4	\$7.4	\$6.6	12.1%	Starting to see additional Bakken crude being trucked to rail facilities for delivery to TSO Anacortes refinery
Total Crude Gathering Revenue (\$MM)	\$5.4	\$13.8	\$14.9	\$13.9	7.1%	O&M expense significantly higher than our expectation
O&M Expense (\$MM)	(\$3.9)	(\$6.0)	(\$7.8)	(\$6.2)	25.6%	Incremental volumes via 3rd party carriers (\$2-2.50/bbl
Crude Oil Gathering Segment Margin (\$MM)	\$1.5	\$7.8	\$7.1	\$7.7	(8.0%)	expense on incremental volumes)  Plans to increase utilization of proprietary fleet in 2012  Also higher maintenance cost on High Plains
Terminalling, Transport, Storage						
Terminalling Throughput (Mb/d)	113.9	145.0	137.4	135.6	1.3%	TT&S segment impacted by refined product seasonality
Avg Terminalling Revenue / Bbl (\$/bbl)	NM	\$0.78	\$0.79	\$0.78	2.4%	<ul> <li>Expects seasonal patterin in 1Q12 ahead of spring driving</li> </ul>
Terminalling Revenue (\$MM)	\$0.9	\$10.4	\$10.0	\$9.7	3.7%	season
Short-haul Pipeline Throughput (Mb/d)	66.8	69.7	64.5	69.7	(7.5%)	TT&S segment impacted by refined product seasonality
Avg Short-haul Pipeline Revenue / Bbl (\$/bbl)	NM	\$0.25	\$0.25	\$0.25	1.6%	<ul> <li>Expects seasonal patterin in 1Q12 ahead of spring driving</li> </ul>
Short-haul Pipeline Revenue (\$MM)	NM	\$1.6	\$1.5	\$1.6	(5.9%)	season
Storage capacity Reserved (Mbbls)	878.0	878.0	878.0	878.0	-	
Rev / Shall capacity Bbl / Month (\$/bbl/month)	NM	\$0.51	\$0.51	\$0.51	(0.1%)	
Storage revenue (\$MM)	NM	\$1.3	\$1.3	\$1.3	(0.1%)	
Total TT&S Revenue (\$MM)	\$0.9	\$13.3	\$12.9	\$12.6	2.1%	
O&M Expense (\$MM)	(\$3.0)	(\$1.4)	(\$3.2)	(\$2.7)	21.1%	
TT&S Segment Margin (\$MM)	(\$2.1)	\$12.0	\$9.6	\$9.9	(3.1%)	
Overall Financial Results						
Adjusted EBITDA (\$MM)	NM	\$17.7	\$14.1	\$15.6	(9.6%)	Distribution coverage was below our estimate and below
Distributable Cash Flow to LP (\$MM)	NM	\$17.0	\$12.4	\$14.2	(13.0%)	coverage levels in 3Q11
DCF/Unit	NM	\$0.56	\$0.41	\$0.47	(13.0%)	<ul> <li>In addition to lower EBITDA, maintenance CapEx was higher than our estimate at \$1.2 million vs our \$0.8 million</li> </ul>
Distribution / Unit	NM	\$0.3500	\$0.3625	\$0.3650	(0.7%)	
Total Unit Coverage	NM	1.6x	1.1x	1.3x	(12.4%)	
Maintenance CapEx	NM	\$0.3	\$1.2	\$0.8	50.0%	
Growth CapEx	NM	\$2.1	\$6.2	\$4.0	56.1%	

Source: TLLP press release and RBC Capital Markets estimates

As shown, Adjusted EBITDA of \$14.1 million was below our \$15.6 million and also fell short of the \$15.25 million Street consensus. Although volumes in the Crude Gathering segment exceeded our expectations, segment margin of \$7.1 million (revenue less operating expenses) fell short of our model. The primary driver of the negative variance was higher costs due to maintenance repairs on the High Plains system after the heavy summer rains in 2011. TLLP capitalizes costs for asset replacements and enhancements that increase efficiency or productivity and expenses minor maintenance and replacement costs that do not increase the original efficiency or productivity.

Additionally, TLLP was impacted by a higher mix of third-party trucking volumes (~65%), which are relatively higher cost compared to the proprietary trucking operations. TLLP has begun to see additional Bakken volumes trucked to rail facilities for delivery to Tesoro Corp's (TSO) Anacortes refinery, and the incremental demand was handled by contract carriers. TLLP indicated that the incremental volumes carried higher costs of \$2.00–2.50 per barrel. Management expects these costs to ease as TLLP increases the mix of proprietary fleet utilization in 1Q and 2Q 2012 (especially Q2). TLLP plans to increase its trucking capacity to 35 Mb/d (24 Mb/d prior run rate) with a mix of 80–90% proprietary.

Results in the Terminalling, Transport and Storage segment declined sequentially due to the impacts of seasonality on refined product demand. Management expects normal seasonal impacts in 1Q 2012 ahead of the spring/summer driving season.

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# **Growth Roadmap Remains Intact**

Despite the 4Q miss, TLLP reiterated its outlook for ~\$100 million in organic growth CapEx over the next two years (includes previously announced projects), which, combined with the Martinez Crude Terminal drop-down acquisition, should drive EBITDA to \$100 million in 2013. For scale, the partnership had guided to a base annual EBITDA run-rate of \$53 million at the time of the April 2011 IPO. As shown below, the organic growth portfolio has a highly attractive return profile. In addition to the Martinez Crude Terminal (~\$8 million in annual EBITDA), TLLP maintains significant optionality to acquire ROFO (Right of First Offer) drop-down assets from TSO amounting to 125% of the original book value of the partnership (including Martinez). Our current estimate of ~\$15 million of drop-down EBITDA in 2012/2013 represents only 20–30% of the total available ROFO EBITDA of \$50–80 million.

**Exhibit 2: TLLP Identified Capital Projects** 

	Total	Annual	Completion	Implied
	CapEx	EBITDA	Date	Multiple
Crude Gathering:				
High Plains Expansion	\$6.0	\$5.0	2Q12	1.2x
Rangeland Interconnect	\$1.5	\$1.5	2Q12	1.0x
Connolly Gathering Hub <sup>1</sup>	\$4.0		1Q12	
Various Growth Plan Projects	\$58.0	\$18.0	2013	3.2x
Crude Gathering Growth Projects	\$69.5	\$24.5		2.8x
TT&S:				
Ethanol Blending <sup>1</sup>	\$4.5	\$1.0	•2Q11² •1Q12	4.5x
Los Angeles Terminal Transmix	\$3.0	\$0.5	2013	6.0x
Stockton Terminal Storage	\$10.0	\$4.0	4Q12	2.5x
Los Angeles Terminal Permit Expansion		\$2.5	1Q12	
New Terminal Expansion Projects	\$18.0	\$10.0	2013	1.8x
TT&S Growth Projects	\$35.0	\$18.0		1.9x
Total Growth Projects	\$105.0	\$42.5		2.5x

<sup>1.</sup> CapEx related to these projects will be reimbursed by TSO

Source: TLLP press releases and filings; RBC Capital Markets estimates

# New Estimates Still Imply Leading Distribution Growth

As shown below, TLLP guided 1Q 2012 EBITDA below our original expectation of \$17.1 million on elevated third-party trucking costs and refined product seasonality in the Terminalling, Transport and Storage segment. However, management expects to increase proprietary trucking utilization during 2012 and has guided for significant volume growth on the High Plains system in the second half as expansion projects come online. On the terminal side, the partnership has received its revised permit that allows additional throughput at Los Angeles beginning immediately. As shown, we forecast top-tier distribution growth of 21% in 2012 (assuming MQD in 1Q and 2Q 2011) and 29% in 2013 with solid coverage levels of 1.3x in each year. We have assumed a \$55 million asset drop-down in 1Q 2013, which has added ~\$7 million to our 2013 EBITDA estimate (~8x EBITDA multiple assumed).

Exhibit 3: Revised 2012 and 2013 Financial Estimates

		<u>1Q12</u>		FY:	<u> 2012</u>	FY	<u>2013</u>
	TLLP	RBC	RBC	RBC	RBC	RBC	RBC
	Guidance	New	Old	New	Old	New	Old
Adjusted EBITDA (\$MM)	\$14.5	\$14.5	\$17.1	\$76.5	\$80.2	\$107.0	\$105.0
Distributable Cash Flow to LP (\$MM)		\$12.8	\$15.0	\$66.1	\$68.6	\$86.5	\$83.7
DCF/Unit		\$0.42	\$0.49	\$2.17	\$2.30	\$2.83	\$3.00
Distribution / Unit		\$0.375	\$0.380	\$1.680	\$1.730	\$2.160	\$2.220
Y/Y % Δ		11.1%	12.6%	21.1%	24.5%	28.6%	28.3%
Total Unit Coverage		1.1x	1.3x	1.3x	1.3x	1.3x	1.4x
Maintenance CapEx		\$1.0	\$1.0	\$5.4	\$4.9	\$6.4	\$5.0
Growth CapEx		\$8.0	\$20.4	\$60.0	\$65.5	\$30.0	\$26.0

Note: 1Q12 distribution growth estimates assume MQD of \$0.3375/unit. 2012 distribution growth estimates assume MQD of \$0.3375/unit in first two quarters of 2011.

Source: TLLP press releases and filings; RBC Capital Markets estimates



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<sup>2.</sup> Salt Lake City completed in 2Q 2011; Burley completed 1Q 2012

## **Valuation**

We derive our 12-month price target of \$36 for TLLP using our multi-stage distribution discount model (DDM). Our DDM is based on our distribution estimates for the four quarters starting one year out followed by a five-year growth rate of 10%, which, from the current distribution, implies a five-year CAGR of 15.9%. Our long-term distribution schedule assumes that over the subsequent 11 years growth converges to the 1% perpetual rate. We discount our distributions at a 8.5% discount rate, which incorporates our interest rate expectations and a risk premium based on TLLP-specific risks and is consistent with an Average risk qualifier. Our \$36 price target implies a yield of 5.2% on our one-year-out annualized distribution of \$1.86 per unit.

# **Price Target Impediment**

Key issues that could impede our price target include acquisition risk; damage to pipeline infrastructure; commodity price risks; and competing pipeline solutions in the Bakken. TLLP is dependent on Tesoro Corp parent for substantially all of its revenue, so any inability to meet its requirements with Tesoro would negatively impact results. Other risks include prolonged declines in volumes, interest rates, regulatory risk, and relatively low trading liquidity.

# **Company Description**

TLLP is a growth-oriented MLP formed by Tesoro to operate its gathering and processing and short-haul pipelines, trucking and terminalling logistics assets. The partnership intends to operate its assets under long-term, minimum volume contracts with Tesoro and pursue asset drop-down growth opportunities. The initial assets are strategically located near Tesoro refineries in the Bakken Shale, West Coast, Rockies, and Alaska, with potential drop-downs near existing infrastructure.



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\$ in MM, except per share data & ratios)		2012 Quarte	rly Results			2013 Quarte	rly Results		Ar	nual Results	
	Q112E	Q212E	Q312E	Q412E	Q113E	Q213E	Q313E	Q413E	FY11A	FY12E	FY13E
Crude Oil Gathering	15.4	16.1	17.1	17.9	18.6	19.7	21.0	21.6	45.0	66.6	80.9
Terminalling, Transport. & Storage	12.9	18.7	19.6	19.6	22.1	23.2	24.3	24.3	36.0	70.8	94.0
Total Revenue	\$28.3	\$34.9	\$36.7	\$37.5	\$40.7	\$43.0	\$45.3	\$46.0	\$80.9	\$137.4	\$174.9
Total Costs and Expenses	15.8	18.1	18.8	19.1	20.1	20.6	21.3	21.5	51.4	71.8	83.4
Operating Income	\$12.5	\$16.7	\$18.0	\$18.5	\$20.5	\$22.4	\$24.0	\$24.5	\$29.6	\$65.6	\$91.4
Interest Expense	(0.5)	(0.9)	(1.4)	(1.5)	(2.0)	(2.3)	(2.3)	(2.3)	(1.6)	(4.4)	(8.9)
Net Income	\$12.0	\$15.8	\$16.6	\$16.9	\$18.6	\$20.1	\$21.7	\$22.2	\$27.9	\$61.2	\$82.5
General Partner Interest	0.2	0.4	0.7	1.0	1.3	2.1	3.1	3.8	0.7	2.3	10.3
LP Interest In Net Income	\$11.7	\$15.4	\$15.9	\$15.9	\$17.2	\$18.0	\$18.7	\$18.4	\$27.3	\$58.9	\$72.3
Diluted Earnings (loss) per Unit	\$0.38	\$0.50	\$0.52	\$0.52	\$0.56	\$0.59	\$0.61	\$0.60	\$1.08	\$1.93	\$2.37
Average Units Outstanding	30.5	30.5	30.5	30.5	30.5	30.5	30.5	30.5	30.5	30.5	30.5
Adjusted EBITDA	\$14.5	\$19.5	\$20.9	\$21.6	\$24.3	\$26.3	\$28.0	\$28.5	\$41.4	\$76.5	\$107.0
	BB						-1				
Distributable Cash Flow											
Adjusted EBITDA	\$14.5	\$19.5	\$20.9	\$21.6	\$24.3	\$26.3	\$28.0	\$28.5	\$41.4	\$76.5	\$107.0
Cash Interest Expense	(0.4)	(8.0)	(1.2)	(1.3)	(1.6)	(1.9)	(1.9)	(1.9)	(1.2)	(3.7)	(7.4)
Maintenance CapEx	(1.0)	(1.4)	(1.5)	(1.5)	(1.5)	(1.6)	(1.7)	(1.7)	(1.8)	(5.4)	(6.4)
General Partner Interest	(0.2)	(0.2)	(0.3)	(0.6)	(0.9)	(1.2)	(1.9)	(2.8)	(0.6)	(1.3)	(6.7)
Distributable Cash Flow to LP	\$12.8	\$17.1	\$17.9	\$18.2	\$20.4	\$21.6	\$22.5	\$22.1	\$38.4	\$66.1	\$86.5
Distributable CF Per Unit	\$0.42	\$0.56	\$0.59	\$0.60	\$0.67	\$0.71	\$0.74	\$0.72	\$1.26	\$2.17	\$2.83
Distributions per Unit	\$0.3750	\$0.4050	\$0.4350	\$0.4650	\$0.4950	\$0.5250	\$0.5550	\$0.5850	\$0.9573	\$1.6800	\$2.1600
Total Unit Coverage	1.12x	1.38x	1.35x	1.29x	1.35x	1.35x	1.33x	1.24x	1.31x	1.29x	1.31x
Balance Sheet											
Total Assets	\$169.0	\$247.8	\$263.5	\$282.2	\$348.8	\$353.8	\$357.3	\$360.2	\$170.2	\$282.2	\$360.2
Total Partners' Capital	109.6	113.7	117.6	120.7	124.2	128.0	131.8	134.3	109.0	120.7	134.3
Net Debt	\$38.0	\$111.9	\$123.2	\$139.0	\$201.3	\$201.8	\$200.8	\$201.1	\$31.7	\$139.0	\$201.1
Net Debt / TTM EBITDA	.7x	1.7x	1.8x	1.8x	2.3x	2.2x	2.0x	1.9x	.8x	1.8x	1.9x
Interest Coverage	28.2x	20.9x	14.9x	14.0x	12.3x	11.3x	12.1x	12.3x	25.7x	17.4x	12.0x

Source: RBC Capital Markets estimates & Company Reports



# **Required Disclosures**

### **Conflicts Disclosures**

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RBC Capital Markets has provided Tesoro Logistics LP with non-securities services in the past 12 months.

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Speculative (Spec): Risk consistent with venture capital; low public float; potential balance sheet concerns; risk of being delisted.

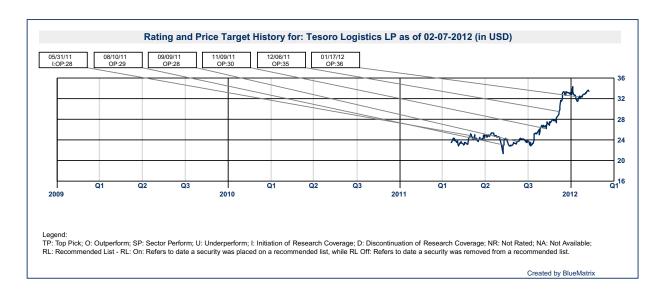
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		_	Investment Ban Serv./Past 12 M	•					
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