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May 1, 2018

The Honorable Maureen K. Ohlhausen  
Acting Chairman  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

The Honorable Makan Delrahim  
Assistant Attorney General, Antitrust Division  
United States Department of Justice  
950 Pennsylvania Avenue, N.W.  
Washington, D.C. 20530

Dear Acting Chairman Ohlhausen and Assistant Attorney General Delrahim,

I write regarding the proposed merger between Marathon Petroleum Corp. and Andeavor, which would create the largest oil refiner in the United States. Because of the size and scope of this merger, I urge the Federal Trade Commission (FTC) and the Department of Justice (DOJ) to carefully consider all potential competition and consumer issues in their review.

This \$23 billion purchase proposal by Marathon, the second-largest independent refiner in the country, would give Marathon control of roughly 16 percent of refining capacity nationwide. I am concerned that the consolidation of two major refiners into a single entity that would control one-sixth of U.S. refining has the potential to limit competition and potentially expose American consumers to higher prices for gasoline and other domestically refined petroleum products.

Under federal law, the FTC and DOJ are directed to determine whether proposed transactions would substantially lessen competition or tend to create a monopoly, including by defining impacts in the markets where these companies are active and in certain geographic markets. I urge the FTC and DOJ to fully exercise this responsibility to make sure that this merger will not lead to reduced competition or create the potential for anti-competitive behavior in petroleum markets, which could harm consumers.

This industry directly affects the budgets of every American household. Gasoline prices are already on the rise, with the Energy Information Administration projecting that American families will spend an average \$190 more on fuel in 2018 compared to 2017. As the FTC and DOJ review this potential transaction, it is imperative that they assess with the utmost care all possible impacts to consumers and petroleum markets.

Thank you, and please contact Lindsey Griffith in my office at 202-224-2742 with any questions.

Sincerely,



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Edward J. Markey  
United States Senator