

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS:       Maureen K. Ohlhausen, Acting Chairman  
                              Terrell McSweeney

\_\_\_\_\_ )  
          In the Matter of                    )  
  )  
SEVEN & i HOLDINGS CO., LTD.        )  
          a corporation;                    )  
  )

Docket No. C-4641

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2. Respondent ~~E~~leven, Inc. ("7-Eleven") is a corporation organized, existing, and doing business under, and by virtue of, the laws of the State of ~~Texas~~ with its office and principal place of business located at ~~3200~~ Hackberry Road, Irving, Texas. 7-Eleven is a wholly owned subsidiary of Seven & ~~i~~Respondent ~~E~~leven is, and at all times relevant herein has been, engaged in, among other things, the retail sale of gasoline and diesel fuel in the United States.

3. Respondent Sunoco LP ("Sunoco") is a limited partnership organized, existing, and doing business under, and by virtue of, the laws of the State of Delaware, with its office and principal place of business located at 8111 Westchester Drive, Suite 600, Dallas, Texas.

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9. The relevant geographic markets for retail gasoline and retail diesel are highly localized, ranging up to a few miles, depending on local circumstances. Each relevant market is distinct and fact-dependent, reflecting the commuting patterns, traffic flows, and outlet characteristics unique to each market. Consumers typically choose between nearby retail fuel outlets with similar characteristics along their planned routes.

#### IV. MARKET STRUCTURE

10. The Acquisition, if consummated, would create a monopoly in 18 local markets. In 19 local markets, the Acquisition, if consummated, would reduce the number of independent market participants from three to two. In 19 local markets, the Acquisition, if consummated, would reduce the number of independent market participants from four to three. The Acquisition would result in a highly concentrated market in each of these 76 markets.

#### V. BARRIERS TO ENTRY

11. Entry into each relevant market would not be timely, likely, or sufficient to deter or counteract the anticompetitive effects arising from the Acquisition. Significant entry barriers include the availability of attractive real estate, the time and costs associated with constructing a new retail fuel outlet, and the time associated with obtaining necessary permits and approvals.

#### VI. EFFECTS OF THE ACQUISITION

12. The effects of the Acquisition, if consummated, may be substantially to lessen competition or to tend to create a monopoly in the relevant markets in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45, by:

- a. increasing the likelihood that Respondent Eleven would unilaterally exercise market power in the relevant markets; and/or
- b. increasing the likelihood of collusive or coordinated interaction between any remaining competitors in the relevant markets.

#### VII. VIOLATIONS CHARGED

13. The Acquisition, if consummated, would violate Section 7 of the Clayton Act as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

14. The Asset Purchase Agreement entered into by Respondents Eleven and Sunoco constitutes a violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

IN WITNESS WHEREOF, the Federal Trade Commission, having caused this Complaint to be signed by the Secretary and its official seal affixed, at Washington, D.C., this eighteenth day of January 2018, issues this Complaint against Respondents.

By the Commission.

Donald S. Clark  
Secretary