



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

Office of the Director  
Bureau of Competition

JUN 19 2008

Mary Lou Steptoe  
Skadden, Arps, Slate, Meagher & Flom LLP  
1440 New York Avenue, N.W.  
Washington, D.C. 20005

**Re: Marathon/CITGO, File No. 081-0052**

Dear Ms. Steptoe:

The Federal Trade Commission's Bureau of Competition has been conducting a nonpublic investigation to determine whether the acquisition of Marathon Oil Company, LLC of certain CITGO Petroleum assets may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

By letters dated May 29, 2008, and June 10, 2008, you notified the Bureau of Competition that Marathon abandoned the proposed acquisition. Based upon this representation, it now appears that no further action is warranted by the Commission at this time. Accordingly, pursuant to authority delegated by the Commission, 49 Fed. Reg. 6171 (1984), the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

Sincerely yours,

A handwritten signature in black ink that reads "Jeffrey Schmidt".

Jeffrey Schmidt  
Director