



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

Office of the Director
Bureau of Competition

JUN 19 2008

Jeffery Zuckerman, Esq.
Curtis, Mallet-Prevost, Colt & Mosle LLP
1200 New Hampshire Avenue, N.W.
Suite 430
Washington, D.C. 20036-6808


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

Dear Mr. Zuckerman:

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 letter dated June 4, 2008, you notified the Bureau of Competition that CITGO 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,


Jeffrey Schmidt
Director