

3. Respondent Richard Wiehl is a natural person with offices and principal place of business located at 497 Bic Drive, Milford, Connecticut 06461.

4. Respondent Richard Wiehl 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.

5. Each Respondent, either directly or through its subsidiaries, is, and at all times relevant herein has been, engaged in commerce, as “commerce” is defined in Section 1 of the Clayton Act as amended, 15 U.S.C. § 12, and Section 4 of the FTC Act, as amended, 15 U.S.C. § 44.

II. THE PROPOSED ACQUISITION

6. Pursuant to a Purchase and Sale Agreement dated December 9, 2020, Global proposes to acquire substantially all of Richard Wiehl’s retail and wholesale assets (“the Acquisition”) for approximately \$151 million.

7. The Acquisition is subject to Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18.

III. THE RELEVANT MARKET

8. Relevant product markets in which to analyze the effects of the Acquisition are the retail sale of gasoline and the retail sale of diesel fuel. Consumers require gasoline for their gasoline-powered vehicles and can purchase gasoline only at retail fuel outlets. Consumers require diesel fuel for their diesel-powered vehicles and can purchase diesel only at retail fuel outlets. No economic or practical alternative to the retail sale of gasoline or diesel fuel at retail fuel outlets exists.

9. Relevant geographic markets in which to analyze the effects of the Acquisition on the retail sale of gasoline include five local markets within the State of Connecticut. Relevant geographic markets in which to analyze the effects of the Acquisition on the retail sale of diesel fuel include four local markets within the State of Connecticut.

10. The relevant geographic markets for retail gasoline and retail diesel fuel are highly localized, ranging from a few blocks to a few miles, depending on local circumstances. Each relevant market is distinct and reflects 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

11. The Acquisition, if consummated, would reduce the number of independent market participants from three to two in three local markets for the retail sale of gasoline and in four

local markets for the retail sale of diesel fuel. In two local markets for the retail sale of gasoline, 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 local market. In several local markets, the Acquisition, if consummated, would result in competitive harm for both the retail sale of gasoline and the retail sale of diesel fuel.

V. BARRIERS TO ENTRY

12. 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 cost associated with constructing a new retail fuel outlet, and the time associated with obtaining necessary permits and approvals.

VI. EFFECTS OF THE ACQUISITION

13. 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 Global would unilaterally exercise market power in the relevant markets; and
- b. increasing the likelihood of collusive or coordinated interaction between any remaining competitors in the relevant markets.

VII. VIOLATIONS CHARGED

14. 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.

15. The Purchase and Sale Agreement entered into by Respondents Global and Richard Wiehl 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 _____ day of December, 2021, issues its Complaint against Respondents.

By the Commission.