UNITED STATES OF AMERICA
Federal Trade Commission
WASHINGTON, D.C. 20580

Office of Commissioner
Mark R. Meador

Statement of Commissioner Mark R. Meador
In the Matter of Alimentation Couche-Tard, Inc./Giant Eagle, Inc.
Matter Number 2410111

June 26, 2025

An effective divestiture package is one that restores competition—full stop. It is my belief that the proposed consent order meets this standard. I would like to thank FTC staff for their thorough review of the proposed acquisition and exemplary work in negotiating the proposed divestiture package.

As alleged in the complaint, Canada-based Alimentation Couche-Tard, Inc's ("ACT") proposed acquisition of retail gas stations from Giant Eagle, Inc. would have eliminated head-to-head competition between the parties in 35 local markets in the heart of America in Indiana, Ohio, and Pennsylvania. The proposed consent order requires ACT to divest 35 retail gas stations to Majors Management, LLC ("Majors"), a U.S.-based company and established leader in operating, developing, servicing, and supporting well over a thousand retail convenience centers and gas stations. Majors is well-positioned to compete effectively and ensure that competition is fully maintained in the markets that would otherwise be impacted by ACT's proposed acquisition.

I want to also expand upon my views on the principles I consider when determining whether a settlement proposal constitutes an effective divestiture remedy package.

The FTC should, in all but extremely rare cases, insist on clean divestitures of standalone business lines when negotiating merger remedy packages. Remedy proposals should fully and durably resolve competitive concerns. Structural remedies must be self-sustaining.

Moreover, when parties negotiate with the FTC on merger remedies—particularly transactions involving complex divestiture packages across multiple locations—it is essential that they approach Commission staff early, candidly, and in good faith. It improves review efficiency, including staff's ability to quickly home in on other relevant competitive concerns, and streamlines remedy negotiations when merging parties are upfront about potential overlaps, the potential divestiture buyer, and any impediments to a complete separation of assets and business from the seller.

The larger and more intricate a proposed divestiture package becomes, the greater the need for scrutiny. Divestitures that involve larger numbers of outlets also raise concerns about potential for operational gaps, concerns about asset values, and questions about potential legal entanglements that could frustrate the viability of a proposed divestiture package. For this reason, parties should strive to propose straightforward, autonomous, and viable divestitures that do not require material post-divestiture Commission day-to-day oversight or intervention.

The capability and credibility of the proposed divestiture buyer are also central considerations. A divestiture buyer must demonstrate that it has the resources, industry expertise, and operational readiness necessary to maintain or restore competition in the relevant market. This process entails scrutinizing the proposed buyer's business plans, financial condition, market experience, and ability to acquire and operate the to-be divested assets without having to rely on the seller or merged entity post transaction. Staff will evaluate these factors closely, and the burden remains on the transacting parties to put forward an appropriate divestiture buyer. The Commission is prepared to reject proffered divestiture buyers who cannot substantiate their financial capability to compete in the relevant markets with the divestiture assets.

Remedies must also include binding commitments to divest as a condition of closing. Where the proposed remedy involves partial asset combinations or atypical carve-outs, the Commission should not hesitate to reject a proposed remedy package outright. And to the extent the FTC pursues litigation, the burden lies squarely on the merging parties to prove that any proposed remedy package restores competition.

As I have previously stated, the FTC should be willing to consider remedy packages that fully and completely resolve competitive concerns. Negotiating remedies is an integral part of the Commission's merger review toolkit. But when parties pursue transactions that raise serious competitive concerns, they must come prepared with a credible, fully vetted, and enforceable solution. In designing remedies for such transactions, the Commission should resolve uncertainty in the manner most favorable to consumers; the risks inherent in a forward-looking remedy must be borne by the parties, who seek to benefit from the merger.

Effective merger remedies begin with early engagement, credible proposals, and full accounting of competitive risk. When parties take that responsibility seriously and engage transparently with staff, the remedy negotiation process works—and the Commission serves its mission of protecting American consumers.

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I cast my vote in favor of the proposed consent order.