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**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of)
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)
NGC CORPORATION,) Docket No. C-3697
a corporation.)
)
)
)

COMPLAINT

Pursuant to the provisions of the Federal Trade Commission
Act (

"Fractionation" means separating raw mix natural gas liquids into natural gas liquids specification products such as ethane or ethane-propane, propane, iso-butane, normal-butane, and natural gasoline via a series of distillation processes.

THE RESPONDENT

PARAGRAPH TWO: Respondent NGC is a corporation 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 at 13430 Northwest Freeway, Suite 1200, Houston, Texas 77040.

PARAGRAPH THREE: Respondent NGC 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 is a corporation whose business is in or affects commerce, as "commerce" is defined in Section 4 of the FTC Act, as amended, 15 U.S.C. § 44.

THE ACQUISITION

PARAGRAPH FOUR: Chevron Corporation is a corporation organized,

THE RELEVANT MARKET

PARAGRAPH EIGHT: The relevant line of commerce in which to analyze the effects of the acquisition described herein is the fractionation of natural gas liquids.

PARAGRAPH NINE:

- a. by eliminating actual and potential competition between NGC and Chevron to provide fractionation services to producers of natural gas liquids,
- b. by increasing the likelihood that NGC will unilaterally exercise market power, and
- c. by increasing the likelihood of, or facilitating, collusive or coordinated interaction,

each of which increases the likelihood that the prices of fractionation services will increase in the relevant section of the country.

VIOLATIONS CHARGED

PARAGRAPH FOURTEEN: The acquisition agreement described in Paragraph Seven violates Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

PARAGRAPH FIFTEEN: The proposed acquisition described in Paragraph Seven, would, if consummated, 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.

WHEREFORE, THE PREMISES CONSIDERED, the Federal Trade Commission, on this 12th day of December 1996, issues its Complaint against said respondent.

By the Commission.

Donald S. Clark
Secretary

SEAL:

ISSUED: December 12, 1996