

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

<b>In the Matter of</b>	)	
	)	
<b>DTE Energy Company,</b>	)	
<b>a corporation;</b>	)	
	)	
<b>Enbridge Inc.,</b>	)	<b>DECISION AND ORDER</b>
<b>a corporation;</b>	)	<b>DOCKET NO. C-</b>
	)	
<b>and</b>	)	
	)	
<b>NEXUS Gas Transmission, LLC,</b>	)	
<b>a limited liability corporation.</b>	)	
	)	
	)	

**AGREEMENT CONTAINING CONSENT ORDER**

The Federal Trade Commission (“Commission”) initiated an investigation of the proposed acquisition of Generation Pipeline LLC by Respondent NEXUS Gas Transmission, LLC (“Nexus”), whose ultimate parent entities are Respondents DTE Energy Company (“DTE”) and Enbridge Inc., (“Enbridge”). The Commission’s Bureau of Competition has prepared a draft administrative complaint (“Draft Complaint”). The Bureau of Competition and Proposed Respondents enter into this Agreement Containing Consent Order (“Consent Agreement”) to modify Proposed Respondents’ purchase agreement and to provide other relief to resolve the allegations in the Draft Complaint through a proposed Decision and Order (“Decision and Order”), both of which are attached, to present to the Commission.

**IT IS HEREBY AGREED** by and between Proposed Respondents, their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent DTE is a corporation organized, existing, and doing business under, and by virtue of, the laws of the State of Michigan with its executive offices and principal place of business located at One Energy Plaza, Detroit, Michigan, 48226.
  
2. Proposed Respondent Enbridge is a corporation organized, existing, and doing business under, and by virtue of, the laws of Canada with its executive offices and principal place of business located at 200 Fifth Avenue Place, Calgary, Alberta, T2P 3L8.

3.

a paper original of each compliance report with the Secretary of the Commission and electronic copies of each compliance report with the Secretary at [ElectronicFilings@ftc.gov](mailto:ElectronicFilings@ftc.gov), and with the Compliance Division at [bccompliance@ftc.gov](mailto:bccompliance@ftc.gov).

9. This Consent Agreement, and any compliance reports filed pursuant to this Consent Agreement, shall not become part of the public record of the proceeding unless and until the Commission accepts the Consent Agreement. If the Commission accepts this Consent Agreement, the Commission will place it, together with the Draft Complaint, the proposed Decision and Order, an explanation of the provisions of the proposed Decision and Order, and any other information that may help interested persons understand the order on the public record for the receipt of comments for 30 days.
10. If the Commission accepts this Consent Agreement, the Commission may, without further notice to Proposed Respondents: (a) issue and serve its Complaint (in such form as the circumstances may require), and (b) issue and serve its Decision and Order containing injunctive relief in disposition of the proceeding. Further, at any time before the Commission issues and serves its Decision and Order, the Commission may withdraw its acceptance of this Consent Agreement pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34. If the Commission withdraws its acceptance of this Consent Agreement, the Commission will notify Proposed Respondents and take other actions it considers appropriate.
11. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to each Proposed Respondent by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), or by delivery to United States counsel for the Proposed Respondent identified in this Consent Agreement, shall constitute service to the Proposed Respondent. Proposed Respondents waives any rights they may have to any other manner of service. Each Proposed Respondent also waives any rights it may otherwise have to service of any appendices attached or incorporated by reference into the Decision and Order, if the Proposed Respondent is already in possession of such Appendices, and agrees that it is bound to comply with and will comply with the Decision and Order to the same extent as if it had been served with copies of the Appendices.
12. The Complaint may be used in construing the terms of the Decision and Order and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
13. By signing this Consent Agreement, each Proposed Respondent represents and warrants that:

- a. it can fulfill all the terms of and accomplish the full relief contemplated by the Decision and Order including, among other things, effectuating all required divestitures, assignments and transfers, and obtaining any necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments, and transfers; and
  - b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the Decision and Order are parties to this Consent Agreement and are bound as if they had signed this Consent Agreement and were made parties to this proceeding, or are within the control of parties to this Consent Agreement and the Decision and Order, or will be after the acquisition.
14. Proposed Respondents have read the Draft Complaint and the proposed Decision and Order. Each Proposed Respondents agrees to comply with the terms of the proposed Decision and Order from the date it signs this Consent Agreement. Proposed Respondents understand that once the Commission has issued the Decision and Order, each will be required to file one or more compliance reports setting forth in detail the manner in which it has complied, has prepared to comply, is complying, and will comply with the Decision and Order. When final, the Decision and Order shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time as provided by statute for other orders. Proposed Respondents further understands that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order.

**RESPONDENTS**

[Redacted]

President  
Dated: 8/19/2019

Joseph J. Matelis  
Sullivan & Cromwell LLP  
Counsel for NEXUS Gas Transmission  
LLC  
Dated: 8/19/2019

By: Spectra Energy NEXUS Management,

[Redacted]

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President and Chief Executive  
Officer  
Dated: 8/19/2019

*Matelis*

Joseph J. Matelis  
Sullivan & Cromwell LLP  
Counsel for Enbridge, Inc.  
Dated: 8/19/2019

Mike C...ie  
Dechert LLP  
Counsel for Gas Transmission

**RESPONDENTS**

**NEXUS Gas Transmission LLC, by:**

**Enbridge, Inc., by:**


\_\_\_\_\_  
NAME  
TITLE  
Dated: \_\_\_\_\_

\_\_\_\_\_  
Al Molico  
President and Chief Executive Officer  
Dated: \_\_\_\_\_

\_\_\_\_\_  
NAME  
FIRM  
Counsel for NEXUS Gas Transmission LLC  
Dated: \_\_\_\_\_

\_\_\_\_\_  
Joseph J. Matelis  
Sullivan & Cromwell LLP  
Counsel for Enbridge, Inc.  
Dated: \_\_\_\_\_

**DTE Energy Company, by:**

  
\_\_\_\_\_  
Jerry Norcia  
President and Chief Executive Officer  
Dated: 8/12/19

  
\_\_\_\_\_  
Mike Cowie  
Dechert LLP  
Counsel for DTE Energy Company  
Dated: 8/16/19

Consent Agreement

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