

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Joseph J. Simons, Chairman
Noah Joshua Phillips
Rohit Chopra
Rebecca Kelly Slaughter
Christine S. Wilson

In the Matter of)
)
DTE Energy Company,) DECISION AND ORDER
) DOCKET NO. C-4691

DECISION

The Federal Trade Commission (“Commission”) initiated an investigation of the proposed acquisition of Generation Pipeline LLC by Respondent NEXUS Gas Transmission, LLC, whose ultimate parent entities are Respondents DTE Energy Company (“DTE”) and Enbridge Inc. (“Enbridge”). The Commission’s Bureau of Competition prepared and furnished to Respondents the Draft Complaint, which it proposed to present to the Commission for its consideration. If issued by the Commission, the Draft Complaint would charge Respondents

divisions, groups, and affiliates Controlled by Enbridge Inc., including NEXUS Gas Transmission, LLC, and the respective directors, officers, employees, agents, representatives, successors, and assigns of each.

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written or oral, that restricts competition between one or more Respondents and a Pipeline Competitor to provide natural gas pipeline transportation in the Relevant Area.

Prior Notice

A. For a period of 10 years from the date this Order is issued, Respondents shall not, collectively or individually, acquire, directly or indirectly, through subsidiaries or otherwise, an interest in the NCGT Pipeline or another natural gas transportation pipeline in the Relevant Area without providing prior written notice to the Commission. Notification shall be made pursuant to Section 7A of the Clayton Act, 15 U.S.C. § 18a, or if notification is not required under Section 7A of the Clayton Act, as follows:

1. Prior written notice shall be provided on the Notification and Report Form set forth in the Appendix to Part 803 of Title 16 of the Code of Federal Regulations as amended (hereinafter referred to as “a Notification”);
2. The Respondent required to prepare and submit a Notification shall do so in accordance with the requirements of Part 803, except that Respondent shall not be required to pay a filing fee and shall submit the Notification the Secretary of the Commission at ElectronicFilings@ftc.gov and the Compliance Division at bccompliance@ftc.gov;
3. The Respondent shall submit a Notification to the Commission at least 30 days prior to consummating the transaction for which the Notification is provided (this period is hereinafter referred to as the “first waiting period”);
4. If, within the first waiting period, representatives of the Commission m(f)-5 m(f)-5 m(f)-5 m(f)-

2. Each compliance report shall set forth in detail the manner and form in which the submitting Respondent intends to comply, is complying, and has complied with this Order. Conclusory statements that Respondent has complied with its obligations under the Order are insufficient. Each compliance report shall contain sufficient information and documentation to enable the Commission to determine independently whether the submitting Respondent is complying with the Order and shall:
 - a. To the extent not provided in a prior compliance report, provide an executed copy of the Master Interest PSA and any amendments or revisions thereto; and
 - b. Describe any agreements, whether written or oral, between Respondent and a Pipeline Competitor that relate in any manner to the pipeline transportation of natural gas to the Relevant Area, including identifying all parties to such agreements and the general terms, purpose and duration of such agreements.
3. Each compliance report must be verified in the manner set forth in 28 U.S.C. § 1746 by the Chief Executive Officer of the submitting Respondent or another officer or employee specifically authorized to perform this function. The submitting Respondent shall submit an original and 2 copies of each compliance report as required by Commission Rule 2.41(a), 16 C.F.R. § 2.41(a), including a paper original submitted to the Secretary of the Commission and electronic copies to the Secretary at ElectronicFilings@ftc.gov and to the Compliance Division at bccompliance@ftc.gov.

Change in Respondent

IT IS FURTHER ORDERED that Nexus Gas Transmission, LLC, DTE Energy Company, and Enbridge

- A. Access, during business office hours of the Respondent and in the presence of counsel, to all facilities and access to inspect and copy all business and other records and all documentary material and electronically stored information as defined in Commission Rules 2.7(a)(1) and (2), 16 C.F.R. § 2.7(a)(1) and (2), in the possession or under the control of the Respondent related to compliance with this Order, which copying services shall be provided by the Respondent at the request of the authorized representative of the Commission and at the expense of the Respondent; and
- B. To interview officers, directors, or employees of the Respondent, who may have counsel present, regarding such matters.

VII. Purpose

IT IS FURTHER ORDERED that the purpose of this Order is to remedy the harm to competition the Commission alleged in its Complaint.

VIII. Term

IT IS FURTHER ORDERED that this Order shall terminate on November 21, 2029.

By the Commission.

April J. Tabor
Acting Secretary

SEAL

ISSUED: November 21, 2019

In re DTE Energy Company, et al.
Confidential Appendix A

[Redacted from the Public Record]