

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

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In the Matter of)	
)	
DTE Energy Company,)	
 a corporation;)	
)	
Enbridge Inc.,)	DECISION AND ORDER
 a corporation;)	DOCKET NO. C-
)	
and)	
)	
NEXUS Gas Transmission, LLC,)	
 a limited liability corporation.)	
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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. Proposed Respondent Nexus is a limited liability company organized, existing, and doing business under, and by virtue of, the laws of the State of Delaware with its executive offices and principal place of business located at 5400 Westheimer Court, Houston, Texas, 77056. Nexus is a 50/50 joint venture between DTE and Enbridge.
4. Proposed Respondents admit all the jurisdictional facts set forth in the Draft Complaint.
5. Proposed Respondents waive:
 - a. any further procedural steps;
 - b. the requirement that the Decision and Order contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
6. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the Draft Complaint, or that the facts as alleged in the Draft Complaint, other than jurisdictional facts, are true.
7. Each proposed Respondent shall submit an initial compliance report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, no later than 60 days after the date on which the Proposed Respondent executes this Consent Agreement and subsequent compliance reports every 30 days thereafter until the Decision and Order becomes final. After the Decision and Order becomes final, the reporting obligations contained in the Decision and Order shall control and the reporting obligations under this Consent Agreement shall cease. Each compliance report shall set forth in detail the manner in which Proposed Respondents have complied, are prepared to comply, are complying, and will comply with the Consent Agreement and the Decision and Order. Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondents are complying with the Consent Agreement and the Decision and Order.
8. Each compliance report submitted pursuant to Paragraph 7 shall be verified in the manner set forth in 28 U.S.C. § 1746 by the Chief Executive Officer or another officer or employee specifically authorized to perform this function. Commission Rule 2.41(a), 16 C.F.R. § 2.41(a), requires that the Commission receive an original and 2 copies of each compliance report. Proposed Respondents shall file

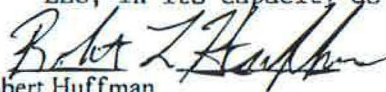
a paper original of each compliance report with the Secretary of the Commission and electronic copies of each compliance report with the Secretary at ElectronicFilings@ftc.gov, and with the Compliance Division at bccompliance@ftc.gov.

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

NEXUS Gas Transmission, LLC, by:
By: Spectra Energy NEXUS Management,
LLC, in its capacity as operator



Robert Huffman

President

Dated: 8/19/2019

Enbridge, Inc., by:



Al Monaco

President and Chief Executive

Officer

Dated: 8/19/2019



Joseph J. Matelis

Sullivan & Cromwell LLP

Counsel for NEXUS Gas Transmission

LLC

Dated: 8/19/2019



Joseph J. Matelis

Sullivan & Cromwell LLP

Counsel for Enbridge, Inc.

Dated: 8/19/2019



Mike Cowie

Dechert LLP

Counsel for NEXUS Gas Transmission

LLC

Dated: 8/19/19

DTE Energy Company, by:

Jerry Norcia

President and Chief Executive Officer

Dated: _____

Mike Cowie

Dechert LLP

Counsel for DTE Energy Company

Dated: _____

RESPONDENTS

NEXUS Gas Transmission LLC, by:

Enbridge, Inc., by:

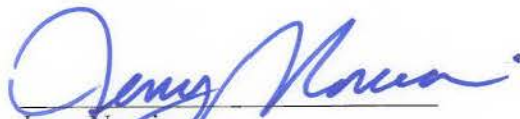
NAME
TITLE
Dated: _____

Al Monaco
President and Chief Executive Officer
Dated: _____


NAME
FIRM
Counsel for NEXUS Gas Transmission
LLC
Dated: _____

Joseph J. Matelis
Sullivan & Cromwell LLP
Counsel for Enbridge
Dated: _____

DTE Energy Company, by:



Jerry Norcia
President and Chief Executive Officer
Dated: 8/15/19

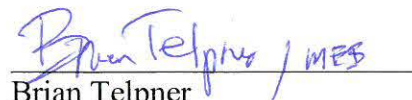


Mike Cowie
Dechert LLP
Counsel for DTE Energy Company
Dated: 8/16/19

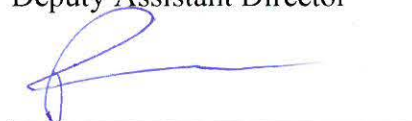
FEDERAL TRADE COMMISSION



By: Michael E. Blaisdell
Attorney



Brian Telpner
Deputy Assistant Director



Peter Richman
Assistant Director

Mergers III Division

Ian R. Conner
Deputy Director

D. Bruce Hoffman
Director

Bureau of Competition

Dated: _____