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

**COMMISSIONERS: Maureen K. Ohlhausen, Acting Chairman
 Terrell McSweeney**

Docket No. C-

COMPLAINT

Pursuant to the provisions of the Federal Trade Commission Act and the Clayton Act, and by virtue of the authority vested in it by said Acts, the Federal Trade Commission ("Commission"), having reason to believe that Respondent Enbridge Inc. ("Enbridge") has entered into a

2. Respondent Enbridge is, and at all times relevant herein has been, engaged in, among other things, the gathering, processing, transportation, and storage of natural gas in the United States
3. Respondent Enbridge and the corporate entities under its control, and at all times relevant herein have been, engaged in commerce, as "commerce" is defined in Section 1 of the Clayton Act as amended, 15 U.S.C. § 12, and Section 4 of the FTC Act, as amended, 15 U.S.C. § 44.

Spectra

4. Respondent Spectra 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 located at 5400 Westheimer Court, Houston, Texas 77056.
5. Respondent Spectra is, and at all times relevant herein has been, engaged in, among other things, the gathering, processing, transportation, and storage of natural gas in the United States

10. Relevant geographic markets in which to analyze the effects of the Merge are no broader than the Green Canyon, Walker Ridge, and Keathley Canyon offshore natural gas producing areas in the Gulf of Mexico (collectively and individually referred to as "Gulf Producing Areas") The Gulf Producing Areas are off the coast of Louisiana
11. No economic or practical alternative to natural gas pipeline transportation from wells exists. Other natural gas delivery methods are significantly more costly, less reliable, and potentially more hazardous than pipeline transportation.

IV. MARKET STRUCTURE

12. Enbridge through a wholly owned subsidiary, owns and operates the Walker Ridge Pipeline. The Walker Ridge Pipeline is a natural gas offshore gathering and processing system that consists of 8 and 10 inch diameter pipelines that deliver natural gas north from or through portions of the Walker Ridge and Green Canyon natural gas producing areas and interconnect at Ship Shoal 332A block in the Ship Shoal natural gas producing area
13. Spectra has an indirect ownership interest in the Discovery Pipeline. The Discovery Pipeline is a natural gas offshore gathering, transmission, and processing system that consists of a mainline pipeline ranging from 12 inches to 30 inches in diameter. The Discovery Pipeline includes the Keathley Canyon Connector, a 20 inch pipeline that delivers natural gas north from or through portions of the Keath

VI. EFFECTS OF THE MERGER

22. The effects of the Merger if consummated, may be substantially to lessen competition and tend to create a monopoly in the relevant market in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, aay2(e)y o