

ORIGINAL

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

U.S. DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
FILED
MAR 17 2008
CLERK, U.S. DISTRICT COURT
By _____ Deputy

UNITED STATES COMMODITY
FUTURES TRADING COMMISSION,

Plaintiff,

vs.

ENERGY TRANSFER PARTNERS, L.P., et. al

Defendants.

3:07-cv-01301 (Kinkeade, J.)

**CONSENT ORDER OF PERMANENT INJUNCTION,
CIVIL MONETARY PENALTY AND OTHER EQUITABLE RELIEF
AGAINST DEFENDANTS ENERGY TRANSFER PARTNERS, L.P.,
ENERGY TRANSFER COMPANY, ETC MARKETING, LTD.,
AND HOUSTON PIPELINE COMPANY**

On July 26, 2007, the United States Commodity Futures Trading Commission ("Commission") filed its complaint in the above-captioned action against Defendants Energy Transfer Partners, L.P.; LaGrange Acquisition, L.P, d/b/a Energy Transfer Company; ETC Marketing, Ltd.; and Houston Pipeline Company, L.P. (collectively, "Defendants"), alleging violations of the Commodity Exchange Act, as amended ("Act"), 7 U.S.C. §§ 1 *et seq.* (2002), and seeking injunctive and other equitable relief and a civil monetary penalty (the "Complaint").

I. CONSENTS AND AGREEMENTS

To effect a settlement of the matters alleged in the Complaint in this action without a trial on the merits or further judicial proceedings, Defendants:

1. Consent to the entry of this Consent Order of Permanent Injunction, Civil Monetary Penalty, and Other Equitable Relief against Defendants ("Order");
2. Affirm that they have read and agreed to this Order voluntarily, and that no threat, or promise other than as set forth specifically herein, has been made by the Commission or any member, officer, agent or representative thereof, or by any other person, to induce consent to this Order;
3. Acknowledge service of the Summons and Complaint;
4. Consent, for the purposes of settlement, to the jurisdiction of the Court in this action pursuant to Section 6c of the Act, 7 U.S.C. § 13a-1;
5. Admit that venue properly lies with this Court pursuant to Section 6c of the Act, 7 U.S.C. § 13a-1;
6. Waive:
 - a. The entry of findings of fact and conclusions of law;
 - b. All claims that may be available under the Equal Access to Justice Act (EAJA), 5 U.S.C. § 504 and 28 U.S.C. § 2412 (2000), and Part 148 of the Regulations, 17 C.F.R. §§ 148.1, et seq. (2007), relating to, or arising from, this action;
 - c. Any claim of Double Jeopardy based upon the institution of this proceeding or the entry in this proceeding of any order imposing a civil monetary penalty or any other relief; and
 - d. All rights of appeal from this Order;
7. Agree that they will not oppose enforcement of the Order on the ground that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure and waives any objections based thereon;

8. Consent to the continued jurisdiction of this Court for the purpose of enforcing the terms and conditions of this Order, to assure compliance with the Order, and for any other purposes relevant to this action, even if Defendants now or in the future reside outside this jurisdiction; and

9. Each Defendant agrees that neither it, nor any of its agents or employees under its authority or control, shall take any action or make any public statement denying, directly or indirectly, any allegation in the Complaint, or creating, or tending to create, the impression that the Complaint or this Order is without a factual basis; provided, however, that nothing in this provision shall affect Defendants', their agents' and employees' (i) testimony in any proceeding or (ii) right to take positions in other proceedings to which the Commission is not a party. Each Defendant shall take all necessary steps to ensure that its agents and employees under its authority or control comply with this provision.

10. By consenting to the entry of this Order, Defendants neither admit nor deny the allegations of the Complaint, except that the Parties acknowledge that this Order is enforceable on its terms without proof of further facts.

II. ORDER FOR PERMANENT INJUNCTION

Based upon and in connection with the foregoing, **IT IS HEREBY ORDERED THAT:**

1. Defendants are permanently enjoined from attempting, directly or indirectly, to manipulate the price of any commodity in interstate commerce, or for future delivery on or subject to the rules of any registered entity, in violation of Sections 6(c), 6(d), and 9(a)(2) of the Act, 7 U.S.C. §§ 9, 13b and 13(a)(2).

2. The injunctive provisions of this Order shall be binding on Defendants, upon any person insofar as he or she is acting in the capacity of officer, agent, servant, or employee of

Defendants, and upon any person who receives actual notice of this Order by personal service or otherwise insofar as he or she is acting in active concert or participation with Defendants.

**III. ORDER FOR CIVIL MONETARY PENALTY AND OTHER
ANCILLARY RELIEF**

IT IS HEREBY ORDERED that Defendants shall comply fully with the following terms, conditions and obligations relating to the payment of a civil monetary penalty.

1. Defendants hereby agree to pay, jointly and severally, Ten Million Dollars (\$10,000,000), as a civil monetary penalty to the Commodity Futures Trading Commission. This civil monetary penalty is due and owing ten days from the date of entry of this Order pursuant to Section 6c of the Act, 7 U.S.C. § 13a-1. Thereafter, the balance owed shall be subject to post judgment interest.

2. Post-judgment interest shall accrue beginning on the date payment is due and shall be determined by using the Treasury Bill rate prevailing on the date of entry of this Order pursuant to 28 U.S.C. § 1961.

3. Defendants shall pay this penalty by making electronic funds transfer, U.S. postal money order, certified check, bank cashier's check, or bank money order. If payment is to be made other than by electronic funds transfer, the payment shall be made payable to the Commodity Futures Trading Commission and sent to the address below:

Commodity Futures Trading Commission
Division of Enforcement
ATTN: Marie Bateman – AMZ-300
DOT/FAA/MMAC
6500 S. MacArthur Blvd.
Oklahoma City, OK 73169
Telephone: 405-954-6569

If payment is to be made by electronic funds transfer, Defendants shall contact Marie Bateman or her successor at the above address to receive payment instructions and shall fully comply with

those instructions. Defendants shall accompany payment of the penalty with a cover letter that identifies themselves and the name and docket number of this proceeding. Defendants shall simultaneously transmit a copy of the cover letter and the form of payment to the Director, Division of Enforcement, CFTC, Three Lafayette Centre, 1155 21st N.W., Washington, D.C. 20581, and the Chief, Office of Cooperative Enforcement, at the same address.

IV. MISCELLANEOUS PROVISIONS

1. Notices. All notices required by this Order shall be sent by certified mail, return receipt requested, as follows:

a. Notice to Plaintiff Commission:

Division of Enforcement
Commodity Futures Trading Commission
1155 21st Street, NW
Washington, DC 20581

b. Notice to Defendants:

c/o Charles W. Schwartz
Skadden, Arps, Slate, Meagher & Flom LLP
1000 Louisiana, Suite 6800
Houston, TX 77002
Telephone: (713) 655-5160

2. Successors and Assigns. This Order shall inure to the benefit of and be binding on the parties' successors, assigns, heirs, beneficiaries and administrators.

3. Counterparts. This Order may be executed by the parties in counterparts and by facsimile.

4. Entire Agreement, Amendments and Severability. This Order incorporates all of the terms and conditions of the settlement among the parties. Nothing shall serve to amend or modify this Order in any respect whatsoever, unless: (1) reduced to writing, (2) signed by all parties, and (3) approved by order of the Court.

5. Invalidation: If any provision of this Order, other than Part IV.8, or if the application of any provisions, other than Part IV.8, or circumstances is held invalid, the remainder of the Order and the application of the provisions to any other person or circumstance shall not be affected by the holding.

6. Waiver: The failure of any party hereto at any time or times to require performance of any provision hereof shall in no manner affect the right of such party at a later time to enforce the same or any other provision of this Order. No waiver in one or more instances of the breach of any provision contained in this Order shall be deemed to be or construed as a further or continuing waiver of such breach or waiver of the breach of any other provision of this Order.

7. Inadmissibility in Other Proceedings. Except with respect to a proceeding brought by the Commission, this Order is issued for purposes of this proceeding only and shall not be admissible as evidence in any form or for any purpose in any judicial or administrative proceeding other than to enforce its terms. Defendants do not consent to the use of this Order as the sole basis for any proceeding brought by the Commission other than a proceeding brought to enforce the terms of this Order. Nothing in this Order shall be construed to confer any rights on any third parties or inure to the benefit of any third parties.

8. Release. The Commission hereby releases Defendants, and their current or former directors, officers and employees as of the date of this Order, from any and all claims under the Act arising from conduct that is the subject of the Complaint and conduct beginning September 2003 through November 2006 that was investigated by the Commission. This paragraph, however, does not affect the ability of the Commission: (a) to conduct any investigation or inspection concerning conduct by Defendants, or any of their current or former

directors, officers and employees, other than the conduct investigated by the Commission prior to the date of this Order; and/or (b) to bring any action against Defendants, or any of their current or former directors, officers and employees, that results from conduct occurring after the date of this Order or involving conduct not investigated by the Commission. This provision is only binding on the parties to the Consent Order and their current or former directors, officers, employees, agents, servants, or assigns.

9. Continuing Jurisdiction of this Court. This Court shall retain jurisdiction of this cause to assure compliance with this Order and for all other purposes related to this action.

So ordered and
~~DONE AND ORDERED~~ at Dallas, Texas this *17th* day of *March* 2008.
Signed 3/17/2008
[Signature]
Hon. Ed Kinkadee
United States District Judge

Consented to and
Approved for entry by:

Dated: 2/25, 2008

Chas. Schwartz
Charles W. Schwartz
Tex. Bar No. 17861300
Skadden, Arps, Slate, Meagher & Flom LLP
Counsel for Defendant

Dated: _____, 2008

Energy Transfer Partners, L.P.

By: Energy Transfer Partners GP, L.P,
its general partner

By: Energy Transfer Partners, LLC, its general
partner

By: *[Signature]*
Bryan Jennings
Chief Financial Officer

Dated: Feb. 22, 2008

La Grange Acquisition, L.P., d/b/a Energy Transfer Company

By: LA GP, LLC


By: 

Brian J. Jennings
Chief Financial Officer

Dated: Feb. 22, 2008

ETC Marketing, Ltd.

By: LGM, LLC, its general partner

By: 

Brian J. Jennings
Chief Financial Officer

Dated: Feb. 22, 2008

Houston Pipeline Company LP

By: HPL GP, LLC, its general partner

By: 

Brian J. Jennings
Chief Financial Officer

Dated: _____, 2008

Kathleen M. Banar, Esq.
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, DC 20581
Counsel for Plaintiff


Dated: _____, 2008

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Counsel for Plaintiff

Dated: Feb. 22, 2008

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Brian J. Jennings
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Chief Financial Officer

Dated: Feb. 22, 2008


Houston Pipeline Company LP

By: HPL GP, LLC, its general partner

By: 


Brian J. Jennings
Chief Financial Officer

Dated: 3-13, 2008



Kathleen M. Banar, Esq.
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, DC 20581
Counsel for Plaintiff

Dated: 3/13/, 2008



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