

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

In the Matter of)	
)	
)	
DTE Energy Company,)	
a corporation,)	
)	File No. 001-0067
and)	
)	
MCN Energy Group Inc.,)	
a corporation.)	

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed merger between DTE Energy Company (“DTE”) and MCN Energy Group Inc. (“MCN”), and it now appearing that DTE and MCN, hereinafter sometimes referred to as “Proposed Respondents,” are willing to enter into this Agreement Containing Consent Order (“Consent Agreement”) to divest certain assets and providing for other relief:

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

1. Proposed Respondent DTE Energy Company is a corporation organized, existing and doing business under and by virtue of the laws of the State of Michigan, with its office and principal place of business at 2000 2nd Avenue, Detroit, Michigan 48226.
2. Proposed Respondent MCN Energy Group Inc. is a corporation organized, existing and doing business under and by virtue of the laws of the State of Michigan, with its office and principal place of business at 500 Griswold Street, Detroit, Michigan 48226.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
4. Proposed Respondents waive:
 - a. any further procedural steps;

- b. the requirement that the Commission's Decision and Order, attached hereto and made a part hereof, 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.
5. Proposed Respondents shall submit a report at the time they execute this Consent Agreement and every thirty (30) days thereafter until the Decision and Order becomes final, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, signed by the Proposed Respondents, setting forth in detail the manner in which the Proposed Respondents have complied, have prepared to comply, and will comply with the Decision and Order. Such reports will not become part of the public record unless and until the accompanying Consent Agreement and Decision and Order are accepted by the Commission for public comment.
6. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission it, together with the Complaint contemplated hereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event it will take such action as it may consider appropriate, or amend its Complaint if circumstances so require and issue its Decision and Order, in disposition of the proceeding.
7. 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 here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.
8. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents: (1) issue its Complaint corresponding in form and substance with the draft of Complaint here attached and its Decision and Order containing the following order to divest in disposition of the proceeding, and (2) make information public with respect thereto. 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 provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Complaint and Decision and Order to Proposed Respondents by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondents waive any right

they may have to any other manner of service. Proposed Respondents also waive any right they may otherwise have to service of any Confidential Appendices incorporated by reference into the Decision and Order, and agree that they are bound to comply with and will comply with the Decision and Order to the same extent as if they had been served with copies of the Confidential Appendices, where Proposed Respondents are already in possession of copies of such Confidential Appendices. 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.

9. By signing this Agreement Containing Consent Order, Proposed Respondents represent and warrant that they can accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments, and transfers and obtaining all necessary approvals from domestic and foreign governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments and transfers), and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are parties to the Consent Agreement and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the order.
10. Proposed Respondents have read the draft Complaint and Decision and Order contemplated hereby. Proposed Respondents understand that once the Decision and Order has been issued they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order. Proposed Respondents agree to comply with the Decision and Order from the date they execute this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

Signed this ____ day of _____, 2001.

DTE Energy Company

By: _____
Anthony F. Earley, Jr.
Chairman and Chief Executive Officer

William F. Young
Counsel for DTE Energy Company

MCN Energy Group Inc.

By: _____
Stephen E. Ewing
President

Ilene K. Gotts
Counsel for MCN Energy Group Inc.

FEDERAL TRADE COMMISSION

By: _____
Dennis F. Johnson
Attorney
Bureau of Competition

Approved:

Phillip L. Broyles
Assistant Director
Bureau of Competition

Michael E. Antalics
Deputy Director
Bureau of Competition

Molly S. Boast
Acting Director
Bureau of Competition