

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

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In the matter of	)	
	)	
<b>El Paso Energy Corporation,</b>	)	File No. 001-0086
a corporation, and	)	
	)	
<b>The Coastal Corporation,</b>	)	
a corporation.	)	
_____	)	

**AGREEMENT CONTAINING CONSENT ORDERS**

The Federal Trade Commission ("Commission"), having initiated an investigation into the acquisition by El Paso Energy Corporation ("El Paso") of certain voting securities of The Coastal Corporation ("Coastal"), and it now appearing that El Paso and Coastal, hereinafter sometimes referred to as "Proposed Respondents," are willing to enter into this Agreement Containing Consent Orders ("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 attorney, and counsel for the Commission that:

1. Proposed Respondent El Paso 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 1001 Louisiana Street, Houston, Texas 77002.
2. Proposed Respondent Coastal 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 Nine Greenway Plaza, Houston, Texas 77046.
3. Dominion Resources, Inc. ("Dominion Resources") is a corporation organized, existing and doing business under and by virtue of the laws of the State of Virginia with its office and principal place of business located at 120 Tredegar Street, Richmond, Virginia 23219. By signing this Consent Agreement, Dominion Resources represents and warrants that it can comply with the provisions of Paragraph III.A.2. of the attached Decision and Order.
4. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.

5. Proposed Respondents waive:
  - (a) any further procedural steps;
  - (b) the requirement that the Commission's Decision and Order and Order to Maintain Assets, here attached 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 and Order to Maintain Assets entered pursuant to this Consent Agreement; and
  - (d) any claim under the Equal Access to Justice Act.
6. Proposed Respondents shall submit an initial report signed by the Proposed Respondents, within thirty (30) days of the date they execute this Consent Agreement, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. §§ 2.33, setting forth in detail the manner in which Proposed Respondents have complied, are complying, and will comply with the Decision and Order and Order to Maintain Assets. Such reports will not become part of the public record unless and until this Consent Agreement is accepted by the Commission for public comment.
7. Because there may be interim competitive harm, and divestiture or other relief resulting from a proceeding challenging the legality of the proposed merger may not be possible, or may be less than an effective remedy, the Commission may issue its Complaint and an Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
8. 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 thereby, 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 issue or amend its Complaint (as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.
9. 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 of Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.

10. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (1) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (2) issue and serve its Order to Maintain Assets, and (3) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents, issue the attached Decision and Order, in disposition of this proceeding.
11. When final, the Decision and Order and Order to Maintain Assets 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 and Order to Maintain Assets shall become final upon service. Delivery by the United States Postal Service of the Complaint, Decision and Order, and Order to Maintain Assets to Proposed Respondents at the addresses specified in this Consent Agreement shall constitute service. Proposed Respondents waive any right they may have to any other manner of service. The Complaint may be used in construing the terms of the Decision and Order and Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, Order to Maintain Assets, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Maintain Assets.
12. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can comply with the provisions of the attached Decision and Order and Order to Maintain Assets, and that all subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement, the Decision and Order, and the Order to Maintain Assets are parties to the Consent Agreement.
13. Proposed Respondents and Dominion Resources have read the Complaint, Decision and Order, and Order to Maintain Assets contemplated hereby. Proposed Respondents and Dominion Resources understand that once the Decision and Order and Order to Maintain Assets have been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order and Order to Maintain Assets. Proposed Respondents and Dominion Resources agree to comply with the terms of the Decision and Order and Order to Maintain Assets from the date they sign this Consent Agreement. Proposed Respondents and Dominion Resources further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and Order to Maintain Assets after they become final.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2000.

EL PASO ENERGY CORPORATION

FEDERAL TRADE COMMISSION

By: \_\_\_\_\_

William A. Wise  
Chief Executive Officer

By: \_\_\_\_\_

John C. Weber  
Attorney  
Bureau of Competition

Approved:

By: \_\_\_\_\_

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\_\_\_\_\_

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Deputy Assistant Director  
Bureau of Competition

THE COASTAL CORPORATION

By: \_\_\_\_\_  
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\_\_\_\_\_  
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Assistant Director  
Bureau of Competition

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Vice-President and General Counsel

By: \_\_\_\_\_  
Stephen Paul Mahinka  
Morgan, Lewis & Bockius LLP  
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