UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of **DTE Energy Company,** **a corporation,** **Enbridge Inc.,** **a corporation,** **and** **NEXUS Gas Transmission LLC,** **a limited liability corporation.**	**DOCKET NO. C-4691** **PUBLIC VERSION**

PETITION OF RESPONDENT DTE ENERGY COMPANY
TO REPOEN AND MODIFY DECISION AND ORDER

Pursuant to Section 5(b) of the Federal Trade Commission Act, 15 U.S.C. § 45(b), and Section 2.51 of the Federal Trade Commission Rules of Practice, 16 C.F.R. § 2.51, Respondent DTE Energy Company ("DTE") respectfully requests that the Commission reopen and modify the Commission's Decision and Order entered on November 21, 2019, in Docket No. C-4691 (the "Order") (attached as Exhibit 1). Specifically, because DTE has exited the relevant market addressed by the Order and because DTE's successor remains under the Order, DTE seeks to vacate the Order as it applies to DTE or otherwise to relieve DTE of any continuing obligations under the Order.

The Commission entered the Order to address the alleged anticompetitive effect from the acquisition of Generation Pipeline LLC ("Generation") by NEXUS Gas Transmission, LLC ("NEXUS"), at the time, a 50/50 joint venture between DTE and Enbridge Inc. Under the Order, Respondents NEXUS, DTE, and Enbridge were required, among other things, to remove a non-compete provision in the Purchase and Sale Agreement governing NEXUS's acquisition of Generation. At all times since the entry of the Order, DTE has complied with the Order in all respects.

In November 2020, DTE notified the Commission that it intended to spin off its DTE Midstream business, which included DTE's non-utility natural gas pipeline, storage, and gathering business, to a separate corporate entity now known as DT Midstream, Inc. (the "Spin-off"). The Spin-off was completed on July 1, 2021. As a result, DTE no longer holds, directly or indirectly, an interest in NEXUS, Generation, or any other natural gas pipeline, storage, or gathering assets or business in the Relevant Area.[1] DT Midstream has succeeded to DTE's obligations under the Order, while NEXUS and Enbridge remain Respondents under the Order. Those three entities are the appropriate Respondents under the Order.

In light of these changed conditions of fact, DTE hereby petitions the Commission to reopen and modify the Order to relieve DTE of all continuing obligations under the Order. Such relief is in the public interest.

I. BACKGROUND

A. Initial Transaction

The acquisition of Generation by NEXUS was subject to review under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, 15 U.S.C. § 18a (the "HSR Act"). In the course of the HSR Act review, Commission staff raised concerns regarding the non-compete provision in the Purchase and Sale Agreement, which would have prevented North Coast Gas Transmission LLC, the previous owner of Generation, from competing to provide natural gas transportation within a restricted area encompassing parts of Lucas, Ottawa, and Wood counties

[1] Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Order.

in Ohio for a period of three years. As a means of resolving such concerns, DTE and the other Respondents executed an agreement containing the Order in August 2019. On September 13, 2019, the Commission accepted the agreement containing the Order and published it for public comment.

B. The Order

On November 21, 2019, the Commission, pursuant to procedures described in Section 2.34 of its Rules, 16 C.F.R. § 2.34, entered the Order. To address the concern that the non-compete provision would result in harm to competition in the natural gas pipeline transportation market in the Relevant Area (i.e. Lucas, Ottawa, and Wood counties in northwest Ohio), Paragraph II.A of the Order required the removal of the non-compete provision from the Purchase and Sale Agreement. On September 13, 2019, prior to the closing of the Generation acquisition, DTE and the other parties to the transaction amended the Purchase and Sale Agreement to eliminate the non-compete provision.

Other provisions of the Order impose certain prior approval, notification, and reporting requirements on DTE and the other Respondents, including the requirement to obtain prior Commission approval before entering certain agreements restricting competition for natural gas pipeline transportation in the Relevant Area (¶ II.B), to provide prior notice before acquiring an interest in any natural gas transportation pipeline in the Relevant Area (¶ III), to report annually on compliance (¶ IV), and to notify the Commission regarding changes in any Respondent that may affect compliance (¶ V).

C. DTE's Compliance with the Order

At all times since the entry of the Order, DTE has been in compliance with the Order. DTE filed its first annual compliance report in November 2020. In response, Commission staff issued a letter stating that no compliance action is necessary. In addition, DTE previously had filed several initial and interim compliance reports, including initial compliance reports on October 15, 2019 and November 13, 2019, each under Paragraph 7 of the agreement containing the Order, and an interim compliance report on December 20, 2019, under Paragraph IV.A.1 of the Order.

D. DTE's Spin-off Transaction

First publicly announced in October 2020, the Spin-off provides benefits to both DTE and DT Midstream, as well as each company's employees and shareholders. *See* October 27, 2020 DTE Press Release (attached as Exhibit 2). Among other things, the Spin-off "[t]ransforms DTE [] into a high growth, predominately pure-play, regulated Michigan-based utility" and "[p]ositions [DT] Midstream as a premier independent, natural gas midstream company with assets in premium basins connected to major demand markets." *Id.* The Spin-off will "[e]nable[] each business to pursue separate and distinct strategies led by proven boards and management teams who have skillsets and experience directly linked to each company's unique strategic and financial objectives." *Id.*

The Spin-off was completed on July 1, 2021. On that day, DT Midstream, which formerly included DTE's non-utility natural gas pipeline, storage, and gathering business, became a publicly traded, standalone company. *See* July 1, 2021 DTE Press Release (attached as Exhibit 3). DT Midstream common stock trades on the New York Stock Exchange under the symbol DTM. Although DTE and DT Midstream have one common board member, this complies with Clayton Act Section 8. Under the Spin-off, DTE's 50-percent ownership interest in NEXUS was transferred to DT Midstream. *See* Declaration of JoAnn Chávez of DTE Energy Co. (attached as Exhibit 4), at ¶ 4. In addition, DT Midstream has certified to the Commission that it has succeeded to DTE's obligations under the Order and will comply therewith. *See* Letter from Wendy Ellis of DT Midstream (attached as Exhibit 5).

The Spin-off thus leaves DTE with:

(1) no interest (direct or indirect) in NEXUS;

(2) no interest (direct or indirect) in Generation; and

(3) no interest (direct or indirect) in any other natural gas pipeline, storage, or gathering assets or business in the Relevant Area.

DTE has no plans or present intention to acquire any direct or indirect interest in DT Midstream, NEXUS, or Generation, or otherwise to enter the market for natural gas pipeline transportation in the Relevant Area. *See* Declaration of JoAnn Chávez of DTE Energy Co., at ¶ 6.

II. CHANGED CONDITIONS OF FACT AND THE PUBLIC INTEREST REQUIRE MODIFICATION OF THE ORDER TO REMOVE DTE AS A RESPONDENT

A. Changed Conditions of Fact

Section 5(b) of the FTC Act, 15 U.S.C. § 45(b), and Section 2.51(b) of the Commission's Rules of Practice, 16 C.F.R. § 2.51(b), provide that the Commission may reopen and modify an order if the respondent makes a satisfactory showing that changed conditions of law or fact require the order to be altered, modified, or set aside, or that the public interest so requires. The Commission has stated that "[a] satisfactory showing sufficient to require reopening is made when a request identifies significant changes in circumstances and shows that the changes eliminate the need for the order or make continued application of it inequitable or harmful to competition." *Eli Lilly & Co.*, Dkt. No. C-3594, Order Reopening and Setting Aside Order, at 2 (May 13, 1999). Further, if the Commission determines that the respondent has made the necessary showing, the Commission must reopen the order to consider whether modification is required and, if so, the nature and extent of the modification. *See Stop and Shop Cos., Inc.*, Dkt. No. C-3649, Order Reopening and Modifying Order, at 5 (June 20, 1997).

As the Commission has determined in numerous cases, the exit of a respondent from the relevant market eliminates the continuing need for the Order's remaining requirements to apply to that respondent and thus is a changed circumstance sufficient to support the setting aside of the Order as to the respondent. *See, e.g.*, *AEA Investors 2006 Fund L.P.*, Dkt. No. C-4297, Order Reopening and Modifying Final Order (Apr. 30, 2013) (order set aside for respondent that no longer held interest in businesses covered by the order); *Duke Energy Corp.*, Dkt. No. C-3932, Order Reopening and Modifying Order (Sept. 26, 2007) (order set aside for respondent that had spun off midstream natural gas business covered by the order); *Koninklijke Ahold, N.V.*, Dkt. No. C-4027, Order Reopening and Modifying Order (July 10, 2007) (order set aside for respondent that no longer operated supermarkets in relevant areas covered by the order) and Order Reopening and Modifying Order (July 21, 2006) (same); *Entergy Corp.*, Dkt. No. C-3998, Order Reopening and Setting Aside Order (July 1, 2005) (order set aside for respondent that had sold the business covered by the order); *Union Carbide Corp.*, 108 F.T.C. 184 (1986) (order set aside for respondent that had exited business covered by the order).

DTE's Spin-off of DT Midstream constitutes a changed condition of fact that justifies the Commission to modify the Order to relieve DTE of its obligations under the Order, because the Spin-off leaves DTE with no direct or indirect interest in any natural gas pipeline, storage, or gathering assets or business in the Relevant Area, which was not the case at the time the Commission issued the Order. This change eliminates the basis for the Commission's concern with respect to DTE's presence in natural gas pipeline transportation in the Relevant Area.

In particular, the Order provision requiring prior notice of any DTE acquisition of an interest in a natural gas transportation pipeline in the Relevant Area is no longer necessary. DTE no longer has an ownership interest in either NEXUS or DT Midstream. As a result, DTE no longer competes to provide natural gas transportation in the Relevant Area. If DTE were to enter that market, such entry by DTE would introduce new competition. Rather than create a need for coverage under the Order, such entry would be procompetitive. In contrast, DT Midstream, which does compete to provide natural gas transportation in the Relevant Area, will continue to be subject to the Order, including this prior notice provision.

Similarly, the Order provision requiring DTE to obtain prior Commission approval before entering agreements concerning natural gas pipeline transportation in the Relevant Area is no longer necessary. The purpose of that provision is to provide the Commission with an opportunity to review any potentially anticompetitive agreements "between one or more Respondents and a Pipeline Competitor to provide natural gas transportation in the Relevant Area." Order ¶ II.B. As a result of the Spin-off, DTE no longer provides natural gas transportation in the Relevant Area. Because DTE is no longer in a horizontal competitive relationship with any Pipeline Competitor in the Relevant Area, there is no longer a need for the Commission to review any agreement DTE may seek to enter with such a firm. In contrast, DT Midstream, which does provide natural gas transportation in the Relevant Area, will continue to be subject to the Order, including this prior approval provision.

Consistent with longstanding FTC precedent, changed conditions of fact warrant the removal of DTE from the Order.

B. Public Interest

Because changed circumstances warrant reopening and modification here, the Commission need not consider whether removing DTE from the Order would serve the public interest. *See, e.g.*, *Duke Energy Corp.*, Order Reopening and Modifying Order, at 3 ("In this instance, however, we do not need to assess the sufficiency of Petitioners' public interest showing because Petitioners have made the requisite satisfactory showing that changed conditions of fact require the Order to be reopened and set aside as to Duke Energy."); *Entergy Corp.*, Order Reopening and Setting Aside Order, at 3 (same). However, should the Commission deem it necessary to assess the public interest in setting aside the Order as to DTE, such modification would serve the public interest.

DTE meets the public interest requirement of Section 2.51(b) because, among other reasons, "the order in whole or part is no longer needed." Requests to Reopen, 65 Fed. Reg. 50,636, 50,637 (Aug. 21, 2000) (amending 16 C.F.R. § 2.51(b)). As a result of the Spin-off, DTE no longer has any natural gas pipeline transportation assets or business in the Relevant Area. Requiring DTE's continued compliance with the Order's prior approval, notice, and reporting provisions therefore contributes nothing to the Commission's interest in protecting competition and is not needed to protect the public interest.

Further, setting aside the Order as to DTE would eliminate unnecessary costs and burdens to DTE and the Commission during the remainder of the term of the Order – another eight years (through November 21, 2029). At the same time, because DT Midstream has certified to the Commission that it has succeeded to DTE's obligations under the Order and will comply with it, removing DTE from the Order would be the "more effective or efficient way of achieving the purposes of the Order." *Id.* Therefore, the public interest requires the setting aside of the Order as to DTE.

III. CONCLUSION

For these reasons, Respondent DTE respectfully requests that the Commission reopen and vacate the Order as it applies to DTE, or to otherwise modify the Order to relieve DTE of any continuing obligations thereunder. Such a modification is justified by changed conditions of fact, and is consistent with the public interest and the underlying purposes of the Order. The attached Declaration and other accompanying exhibits set forth and support the specific facts described herein and demonstrate why the requested modification of the Order is appropriate.

Dated: September 21, 2021

Respectfully submitted,

Mike Cowie
____
Mike Cowie
Greg Luib
Dechert LLP
1900 K Street, NW
Washington, DC 20008
Attorneys for Respondent DTE Energy Company

Exhibit 1

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: **Joseph J. Simons, Chairman**
Noah Joshua Phillips
Rohit Chopra
Rebecca Kelly Slaughter
Christine S. Wilson

In the Matter of **DTE Energy Company,** **a corporation,** **Enbridge Inc.,** **a corporation,** **and** **NEXUS Gas Transmission, LLC,** **a limited liability company;**	))))))))))))))	**DECISION AND ORDER** **DOCKET NO. C-4691** **PUBLIC VERSION**

DECISION

The Federal Trade Commission ("Commission") initiated an investigation of the proposed acquisition of Generation Pipeline LLC by Respondent NEXUS Gas Transmission, LLC, whose ultimate parent entities are Respondents DTE Energy Company ("DTE") and Enbridge Inc. ("Enbridge"). The Commission's Bureau of Competition prepared and furnished to Respondents the Draft Complaint, which it proposed to present to the Commission for its consideration. If issued by the Commission, the Draft Complaint would charge Respondents with violations of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45.

Respondents and the Bureau of Competition executed an agreement ("Agreement Containing Consent Order" or "Consent Agreement") containing (1) an admission by Respondents of all the jurisdictional facts set forth in the Draft Complaint, (2) a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by 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, (3) waivers and other provisions as required by the Commission's Rules, and (4) a proposed Decision and Order.

The Commission considered the matter and determined that it had reason to believe that Respondents have violated the said Acts, and that a complaint should issue stating its charges in that respect. The Commission accepts the executed Consent Agreement and places it on the public record for a period of 30 days for the receipt and consideration of public comments. In further conformity with the procedure described in Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission issues its Complaint, makes the following jurisdictional findings, and issues the following Decision and Order ("Order"):

1. Respondent NEXUS Gas Transmission, LLC 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.

2. 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.

3. 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.

4. The Federal Trade Commission has jurisdiction over the subject matter of this proceeding and over the Respondents, and the proceeding is in the public interest.

ORDER

I. Definitions

IT IS HEREBY ORDERED that, as used in this Order, the following definitions apply:

A. "DTE" means DTE Energy Company, its directors, officers, employees, agents, representatives, successors, and assigns; and the joint ventures, subsidiaries, partnerships, divisions, groups, and affiliates Controlled by DTE Energy Company, including NEXUS Gas Transmission, LLC, and the respective directors, officers, employees, agents, representatives, successors, and assigns of each.

B. "Enbridge" means Enbridge Inc., its directors, officers, employees, agents, representatives, successors, and assigns; and the joint ventures, subsidiaries, partnerships, divisions, groups, and affiliates Controlled by Enbridge Inc., including NEXUS Gas Transmission, LLC, and the respective directors, officers, employees, agents, representatives, successors, and assigns of each.

C. "NEXUS" means NEXUS Gas Transmission, LLC, its directors, officers, employees, agents, representatives, successors, and assigns; and the joint ventures, parents, subsidiaries, partnerships, divisions, groups, and affiliates Controlled by, or that Control, NEXUS Gas Transmission, LLC, including and the respective directors, officers, employees, agents, representatives, successors, and assigns of each.

D. "Commission" means the Federal Trade Commission.

E. "Control" or "Controlled" means, holding at least 50% of the common voting stock or ordinary shares in, the right to appoint at least 50% of the directors of, the right to direct a general partner of, or any other arrangement resulting in the right to direct the management of, an Entity.

F. "Entity" means an individual, partnership, joint venture, firm, corporation, association, trust, unincorporated organization or other business.

G. "Master Interest PSA" means the Membership Interest Purchase and Sale Agreement dated January 11, 2019 by and among: NEXUS Gas Transmission, LLC (Buyer); Appalachian Midstream Partners, LLC; NM Gen, LLC; North Coast Gas Transmission LLC; JayWest Investments, LLC; SAG Partners LLC; Summit Ventures, LLC; and GAMESJJ, LLC (Sellers); Generation Pipeline LLC (the Company); and Avista Capital Holdings, L.P. (Sellers' Representative); and all amendments, exhibits, attachments, agreements, and schedules thereto.

H. "NCGT Pipeline" means the natural gas transportation pipeline that runs from Marion, Ohio to Toledo, Ohio owned by North Coast Gas Transmission LLC, an Ohio limited liability company ("NCGT").

I. "Pipeline Competitor" means an Entity other than a Respondent that owns, operates, or markets capacity on an existing or planned natural gas transportation pipeline that traverses (or will traverse) the Relevant Area.

J. "Relevant Area" means the following counties in the State of Ohio: Lucas, Ottawa, and Wood.

II. Prohibition

IT IS FURTHER ORDERED that:

A. Respondents shall not, individually or collectively, acquire an interest in Generation Pipeline LLC, through the Master Interest PSA or otherwise, until all parties to the Master Interest PSA have executed the Third Amendment to Membership Interest Purchase and Sale Agreement (attached hereto as Confidential Appendix A).

B. Respondents, individually or collectively, shall not, without the prior approval of the Commission, enter into, enforce, or solicit an agreement or understanding, whether written or oral, that restricts competition between one or more Respondents and a Pipeline Competitor to provide natural gas pipeline transportation in the Relevant Area.

III. Prior Notice

A. For a period of 10 years from the date this Order is issued, Respondents shall not, collectively or individually, acquire, directly or indirectly, through subsidiaries or otherwise, an interest in the NCGT Pipeline or another natural gas transportation pipeline in the Relevant Area without providing prior written notice to the Commission. Notification shall be made pursuant to Section 7A of the Clayton Act, 15 U.S.C. § 18a, or if notification is not required under Section 7A of the Clayton Act, as follows:

1. Prior written notice shall be provided on the Notification and Report Form set forth in the Appendix to Part 803 of Title 16 of the Code of Federal Regulations as amended (hereinafter referred to as "a Notification");

2. The Respondent required to prepare and submit a Notification shall do so in accordance with the requirements of Part 803, except that Respondent shall not be required to pay a filing fee and shall submit the Notification the Secretary of the Commission at ElectronicFilings@ftc.gov and the Compliance Division at bccompliance@ftc.gov;

3. The Respondent shall submit a Notification to the Commission at least 30 days prior to consummating the transaction for which the Notification is provided (this period is hereinafter referred to as the "first waiting period");

4. If, within the first waiting period, representatives of the Commission make a written request for additional information or documentary material (within the meaning of 16 C.F.R. § 803.20), the Respondent shall not consummate the relevant transaction until 30 days after submitting the requested information and documentary material (this period is hereinafter referred to as the "second waiting period"); and

5. Respondent may request early termination of the first or second waiting period, and the Bureau of Competition may grant, where appropriate, such request via letter.

IV. Compliance Reports

IT IS FURTHER ORDERED that:

A. Each Respondent shall file verified written reports ("compliance reports") in accordance with the following:

1. Each Respondent shall submit an interim compliance report 30 days after the Order is issued; an annual compliance report one year after the Order is issued and for the following nine years on the anniversary of the date; and additional compliance reports as the Commission or its staff may request;

2. Each compliance report shall set forth in detail the manner and form in which the submitting Respondent intends to comply, is complying, and has complied with this Order. Conclusory statements that Respondent has complied with its obligations under the Order are insufficient. Each compliance report shall contain sufficient information and documentation to enable the Commission to determine independently whether the submitting Respondent is complying with the Order and shall:

    a. To the extent not provided in a prior compliance report, provide an executed copy of the Master Interest PSA and any amendments or revisions thereto; and

    b. Describe any agreements, whether written or oral, between Respondent and a Pipeline Competitor that relate in any manner to the pipeline transportation of natural gas to the Relevant Area, including identifying all parties to such agreements and the general terms, purpose and duration of such agreements.

3. Each compliance report must be verified in the manner set forth in 28 U.S.C. § 1746 by the Chief Executive Officer of the submitting Respondent or another officer or employee specifically authorized to perform this function. The submitting Respondent shall submit an original and 2 copies of each compliance report as required by Commission Rule 2.41(a), 16 C.F.R. § 2.41(a), including a paper original submitted to the Secretary of the Commission and electronic copies to the Secretary at ElectronicFilings@ftc.gov and to the Compliance Division at bccompliance@ftc.gov.

V. Change in Respondent

IT IS FURTHER ORDERED that Nexus Gas Transmission, LLC, DTE Energy Company, and Enbridge Inc. shall each notify the Commission at least 30 days prior to:

A. Its proposed dissolution;

B. Its proposed acquisition, merger or consolidation; or

C. Any other change, including assignment or the creation, sale, or dissolution of its subsidiaries, if such change may affect its compliance obligations arising out of this Order.

VI. Access

IT IS FURTHER ORDERED that, for purposes of determining or securing compliance with this Order, and subject to any legally recognized privilege, upon written request and 5 days' notice to a Respondent, made to its principal place of business as identified in this Order, registered office of its United States subsidiary, or its headquarters office, the notified Respondent shall, without restraint or interference, permit any duly authorized representative of the Commission:

A. Access, during business office hours of the Respondent and in the presence of counsel, to all facilities and access to inspect and copy all business and other records and all documentary material and electronically stored information as defined in Commission Rules 2.7(a)(1) and (2), 16 C.F.R. § 2.7(a)(1) and (2), in the possession or under the control of the Respondent related to compliance with this Order, which copying services shall be provided by the Respondent at the request of the authorized representative of the Commission and at the expense of the Respondent; and

B. To interview officers, directors, or employees of the Respondent, who may have counsel present, regarding such matters.

VII. Purpose

IT IS FURTHER ORDERED that the purpose of this Order is to remedy the harm to competition the Commission alleged in its Complaint.

VIII. Term

IT IS FURTHER ORDERED that this Order shall terminate on November 21, 2029.

By the Commission.

April J. Tabor
Acting Secretary

SEAL

ISSUED: November 21, 2019

In re DTE Energy Company, et al.
Confidential Appendix A

[Redacted from the Public Record]

Exhibit 2

Source: *DTE Energy*

October 27, 2020 07:15 ET

DTE Energy announces intent to spin-off Midstream business

Unlocking significant shareholder value through spin-off of Midstream

Higher combined dividend compared to DTE's current, pre-transaction dividend

Increased utility capex plan by $2 billion to $17 billion

Both companies to maintain commitments to Michigan and local communities

Separately announced Q3 2020 results; increased 2020 guidance, provided 2021 EPS early outlook and increased 2021 dividend by 7%[1]

DETROIT, Oct. 27, 2020 (GLOBE NEWSWIRE) -- DTE Energy (NYSE: DTE) ("DTE Energy" or "the Company") today announced that the Company's Board of Directors has unanimously authorized management to pursue a plan to spin-off the DTE Midstream business ("Midstream") from DTE Energy. Midstream is the Company's non-utility natural gas pipeline, storage and gathering business. The transaction would transform DTE Energy into a predominantly pure-play regulated electric and natural gas utility. Midstream would become an independent, publicly traded company well positioned for sustainable growth. The separation transaction is not expected to have any adverse impact on DTE Energy's utility operations, customers or customer rates.

"DTE Energy has earned a reputation as a premier company in our industry because the Board and management team have a track record of value creation through disciplined planning and strong execution. Today's announcement is a result of a series of strategic discussions that began in the summer of 2019 to identify opportunities that enable us to unlock the significant value we have created as our utility and non-utility businesses have grown," said Jerry Norcia, DTE Energy president and CEO.

"Through a combination of greenfield development and acquisitions, we have meaningfully increased Midstream's scale, diversification and market reach. As a result, Midstream is now an energy industry leader with the assets, resources and capabilities to stand on its own. Separating Midstream from DTE Energy sharpens both companies' focus on their respective strategic priorities and stakeholder needs. We believe DTE Energy and Midstream will be even better positioned to grow, thrive and deliver superior returns with this transaction," Norcia continued.

"As a result of our employees' hard work and accomplishments, we are able to take this step and position DTE Energy and Midstream for an even stronger future," Norcia stated. "As we conducted our review, serving the best interest of all stakeholders was a key consideration."

Under the separation plan, DTE Energy shareholders will retain their current shares of DTE Energy stock and receive a pro-rata dividend of shares of the new Midstream company stock in a transaction that is expected to be tax-free to DTE Energy and its shareholders for U.S. federal income tax purposes. The actual number of Midstream shares to be distributed to DTE Energy shareholders will be determined prior to closing. DTE Energy is targeting to complete the spin-off by mid-year 2021.

Benefits of the separation transaction

The separation is expected to create numerous benefits for both DTE Energy and Midstream, including:

- Transforms DTE Energy into a high growth, predominantly pure-play, regulated, Michigan-based utility;
- Positions Midstream as a premier independent, natural gas midstream company with assets in premium basins connected to major demand markets;

- Empowers Midstream to pursue growth opportunities and fully capitalize on its go-forward growth platform as an independent company;

- Aligns the companies' respective business mix with investor preferences and overall market trends, leading to expected enhanced valuations for both DTE Energy and Midstream;

- Enables each business to pursue separate and distinct strategies led by proven boards and management teams who have skillsets and experience directly linked to each company's unique strategic and financial objectives;

- Provides capital allocation flexibility and capital structures that support distinct business models and growth objectives;

- Generates a combined dividend that is expected to be higher than DTE's current, pre-transaction dividend. Upon closing, DTE Energy plans to continue a payout ratio and dividend growth target consistent with pure-play utility companies. Upon closing, Midstream expects to establish a growing dividend with an initial level competitive with its midstream peers. Until the planned separation has been completed, DTE Energy expects to continue to pay its regular quarterly dividend. All dividends will be subject to approval by the respective Board of Directors following the completion of the separation; and

- Enhances opportunities for employees, including providing many new career opportunities for Midstream employees as part of an independent, publicly traded company.

DTE Energy: a best-in-class predominantly pure-play regulated electric and natural gas utility with superior earnings growth, a strong capital investment plan and a proven record of cost management

With the completion of the separation, DTE Energy's utility operating earnings would be in-line with its pure-play peers. Approximately 90% of DTE Energy's operating earnings would be generated by its regulated utility business compared to 70% today. Approximately 92% of capital investments would be devoted to DTE Energy's utility operations.

The Company is targeting a long-term operating EPS growth rate of 5% to 7% off its 2020 original guidance. This includes 7% to 8% long-term operating earnings growth for its regulated electric business and approximately 9% for its regulated natural gas business.

This growth is supported by $17 billion of planned utility capital investments over the next five years – a $2 billion, or 13%, increase over DTE Energy's prior plan. These investments will continue to drive the Company's commitment to cleaner, safe, reliable and affordable energy.

DTE Energy has an undisputed track record of cost management, far outperforming peer averages. The Company has consistently earned its authorized return on equity, reflecting both its operational excellence and constructive regulatory relationships, which will remain priorities following the separation. DTE Energy remains committed to a strong investment grade balance sheet.

DTE Energy will continue to be led by Jerry Norcia, president and CEO, and its current management team. Gerry Anderson will continue to serve as executive chairman, and Ruth Shaw will continue to serve as the Company's lead independent director.

The new Midstream company: a premier natural gas pipeline, storage and gathering provider with significant growth and value creation opportunities as a standalone, publicly traded company

Midstream is a regulated natural gas pipeline, regulated storage, and gathering business that serves producers, gas and electric utilities, marketers, power plants and large industrial customers. It is recognized as a best-in-class provider of safe, reliable and economic midstream services in the top tier supply basins of North America. Midstream's proven, experienced leadership and highly engaged employees have enabled among the best safety and reliability rankings in the industry.

Midstream owns 900 miles of FERC regulated gas transmission lines and 1,450 miles of gathering lines connected to high quality markets. It also owns and operates 91 Bcf of regulated gas storage capacity in Michigan serving local distribution companies, power generators and other end-user markets in major demand regions across the Midwest, the Northeast and Canada.

Midstream's 2020 adjusted EBITDA is estimated to be approximately $700 million. This performance reflects the resource quality, the strategic location of its assets and the strong, long-term contracts underpinning the business. The business has generated over $3 billion of cash since 2008 and is expected to drive strong future EBITDA growth.

Midstream expects to maintain a competitive capital structure, initially targeting approximately 4.0x debt / adjusted EBITDA and approximately 2x dividend coverage ratio in 2021. It will target a credit rating that is in alignment with its peers.

The new Midstream company would be the only independent, mid-cap, C-Corp, gas-focused midstream investment opportunity with exposure to the Marcellus, Utica and Haynesville shales with connection to major demand markets.

Upon completion of the separation, David Slater, currently president and COO of DTE Midstream, will become president and CEO of the new Midstream company. Slater brings over 30 years of experience in the energy industry where he has worked in both commercial business development and operational roles. He joined DTE Energy in 2011 as DTE Gas Storage & Pipelines senior vice president and has led DTE Midstream since 2014.

Robert Skaggs Jr., a member of the DTE Energy Board, will serve as executive chairman of the new Midstream Board and will continue to serve as a member of the DTE Energy Board. Skaggs has over 35 years of experience in the energy industry, including leading companies in the midstream, pipeline and regulated utility sectors. He served as president and CEO of NiSource, Inc. from 2005 to 2015 and executed its successful spin-off of Columbia Pipeline Group, Inc. in mid-2015.

Additional members of Midstream's management team and Board of Directors will be announced prior to the separation.

Timing / approvals

DTE Energy is targeting to complete the spin-off by mid-year 2021, subject to final approval by the Company's Board of Directors, a Form 10 registration statement being declared effective by the Securities and Exchange Commission, regulatory approvals and satisfaction of other conditions. DTE Energy shareholder approval is not required to effect the separation transaction. There can be no assurance that any separation transaction will ultimately occur or, if one does occur, of its terms or timing.

A force for growth and prosperity in our communities

DTE Energy will remain headquartered in Detroit. Midstream will also establish its headquarters in Detroit. Both companies are committed to being a force for growth and prosperity in the communities they serve.

DTE Energy has a long record of corporate citizenship throughout its 450 Michigan communities, including through volunteerism, education and employment initiatives, philanthropy and economic progress. Among other initiatives, DTE Energy has spent more than $11.4 billion with Michigan companies since 2010, supporting 34,000 Michigan jobs. The Company also actively supports its communities through the DTE Energy Foundation, among the state's largest foundations committed to Michigan-focused giving. The DTE Foundation this year invested more than $40 million nationwide with specific focus on COVID-19 support to first responders, basic needs, and economic recovery for small businesses.

Strong third quarter 2020 results, increased guidance for 2020, continued growth in 2021

DTE Energy separately reported today strong third quarter 2020 results across its businesses and increased the midpoint of its 2020 operating earnings guidance by 14% from the Company's original 2019 guidance. DTE Energy also provided 2021 EPS early outlook and announced a 7% dividend increase.

Advisors

Barclays and Lazard are serving as financial advisors and Cravath, Swaine & Moore LLP is acting as legal advisor to DTE Energy.

Conference call and webcast

DTE Energy will host a conference call today at 9 a.m. ET to discuss today's announcement and its third quarter results. The associated press releases and presentation slides are available at dteenergy.com/investors.

Investors, the news media and the public may listen to a live internet broadcast of the call at dteenergy.com/investors. The telephone dial-in numbers in the U.S. and Canada are toll free: (833) 968-2209 or international: (778) 560-2895. The passcode is 8965118. The webcast will be archived on the DTE Energy website at dteenergy.com/investors.

About Robert Skaggs Jr.

Skaggs has over 35 years of experience in the energy industry, including leading companies in the midstream, pipeline and regulated utility sectors.

From 2005 through 2015, Skaggs served as president and CEO of NiSource, Inc., a Fortune 500 energy holding company engaged in natural gas and electric utilities and the gas storage and pipeline business. In this role, he executed NiSource's successful spin-off of Columbia Pipeline Group, Inc., a gas pipeline, storage, gathering and processing business, in mid-2015. Earlier in 2015, Skaggs executed the successful IPO of Columbia Gas Pipeline Partners MLP. Skaggs served as chairman and CEO of Columbia Pipeline Group and Columbia Gas Pipeline Partners from 2015 through 2016.

Prior to serving as president of NiSource from 2004 to 2005, Skaggs was executive vice president, regulated revenue, for NiSource, responsible for developing regulatory strategies and leading external relations across all of the corporation's energy distribution markets as well as its extensive interstate pipeline system. He also led regulated commercial activities, including large customer and marketer relations and energy supply services, as well as federal governmental relations.

Skaggs has served as director of DTE Energy since 2017. Skaggs also serves as a director of Team, Inc. He also is past chairman of the American Gas Association's board of directors and has served in leadership roles for a variety of charitable, community and civic efforts.

Skaggs earned a bachelor's degree in economics from Davidson College, a law degree from West Virginia University and a master's degree in business administration from Tulane University.

About David Slater

Slater has over 30 years of experience in the energy industry, where he has worked in both commercial business development and operational roles.

Currently, Slater is president and COO of DTE Midstream and has been a member of DTE Energy's executive leadership team since 2015. Slater joined DTE Energy in 2011 as senior vice president of DTE Gas Storage & Pipelines Company and DTE Pipeline Company and was promoted to executive vice president of DTE Midstream/GS&P in 2014.

Prior to joining DTE Energy, Slater held various senior management positions at Goldman Sachs and Nexen Marketing, a top-10 North American Energy merchant.

Slater is a member of the board of directors for Millennium Pipeline, Vector Pipeline, Nexus Gas Transmission and the elected chair of INGAA (Interstate Natural Gas Association of America). He is the elected board chairman of a local faith-based organization and director of a charitable faith-based foundation.

Slater earned a master's degree in Business Administration and an honors degree in Business Commerce from the University of Windsor.

About DTE Energy

DTE Energy (NYSE: DTE) is a Detroit-based diversified energy company involved in the development and management of energy-related businesses and services nationwide. Its operating units include an electric company serving 2.2 million customers in Southeast Michigan and a natural gas company serving 1.3 million customers in Michigan. The DTE portfolio includes energy businesses focused on power and industrial projects; renewable natural gas; natural gas pipelines, gathering and storage; and energy marketing and trading. As an environmental leader, DTE utility operations will reduce carbon dioxide and methane emissions by more than 80 percent by 2040 to produce cleaner energy while keeping it safe, reliable and affordable. DTE Electric and Gas aspire to achieve net zero carbon and greenhouse gas emissions by 2050. DTE is committed to serving with its energy through volunteerism, education and employment initiatives, philanthropy and economic progress. Information about DTE is available at dteenergy.com, empoweringmichigan.com, twitter.com/dte_energy and facebook.com.

Forward looking statements

The information contained herein is as of the date of this release. DTE Energy expressly disclaims any current intention to update any forward-looking statements contained in this release as a result of new information or future events or developments. Words such as "anticipate," "believe," "expect," "may," "could," "would," "projected," "aspiration," "plans" and "goals" signify forward-looking statements. Forward-looking statements are not guarantees of future results and conditions but rather are subject to various assumptions, risks and uncertainties. This release contains forward-looking statements about DTE Energy's and DTE Midstream's financial results and estimates of future prospects, and actual results may differ materially. This release contains forward-looking statements about DTE Energy's intent to spin-off DTE Midstream and DTE Energy's preliminary strategic, operational and financial considerations related thereto. The statements with respect to the separation transaction are preliminary in nature and subject to change as additional information becomes available. The separation transaction will be subject to the satisfaction of a number of conditions, including the final approval of DTE Energy's Board of Directors, and there is no assurance that such separation transaction will in fact occur. Many factors impact forward-looking statements including, but not limited to, the following: risks related to the separation transaction, including that the process of exploring the transaction and potentially completing the transaction could disrupt or adversely affect the consolidated or separate businesses, results of operations and financial condition, that the transaction may not achieve some or all of any anticipated benefits with respect to either business, and that the transaction may not be completed in accordance with DTE Energy's expected plans or anticipated timelines, or at all; the duration and impact of the COVID-19 pandemic on DTE Energy and customers, impact of regulation by the EPA, the FERC, the MPSC, the NRC, and for DTE Energy, the CFTC and CARB, as well as other applicable governmental proceedings and regulations, including any associated impact on rate structures; the amount and timing of cost recovery allowed as a result of regulatory proceedings, related appeals, or new legislation, including legislative amendments and retail access programs; economic conditions and population changes in our geographic area resulting in changes in demand, customer conservation, and thefts of electricity and, for DTE Energy, natural gas; the operational failure of electric or gas distribution systems or infrastructure; impact of volatility of prices in the oil and gas markets on DTE Energy's gas storage and pipelines operations and the volatility in the short-term natural gas storage markets impacting third-party storage revenues related to DTE Energy; impact of volatility in prices in the international steel markets on DTE Energy's power and industrial projects operations; the risk of a major safety incident; environmental issues, laws, regulations, and the increasing costs of remediation and compliance, including actual and potential new federal and state requirements; the cost of protecting assets against, or damage due to, cyber incidents and terrorism; health, safety, financial, environmental, and regulatory risks associated with ownership and operation of nuclear facilities; volatility in commodity markets, deviations in weather, and related risks impacting the results of DTE Energy's energy trading operations; changes in the cost and availability of coal and other raw materials, purchased power, and natural gas; advances in technology that produce power, store power or reduce power consumption; changes in the financial condition of significant customers and strategic partners; the potential for losses on investments, including nuclear decommissioning and benefit plan assets and the related increases in future expense and contributions; access to capital markets and the results of other financing efforts which can be affected by credit agency ratings; instability in capital markets which could impact availability of short and long-term financing; the timing and extent of changes in interest rates; the level of borrowings; the potential for increased costs or delays in completion of significant capital projects; changes in, and application of, federal, state, and local tax laws and their interpretations, including the Internal Revenue Code, regulations, rulings, court proceedings, and audits; the effects of weather and other natural phenomena on operations and sales to customers, and purchases from suppliers; unplanned outages; employee relations and the impact of collective bargaining agreements; the availability, cost, coverage, and terms of insurance and stability of insurance providers; cost reduction efforts and the maximization of plant and distribution system performance; the effects of competition; changes in and application of accounting standards and financial reporting regulations; changes in federal or state laws and their interpretation with respect to regulation, energy policy, and other business issues; contract disputes, binding arbitration, litigation, and related appeals; and the risks discussed in DTE Energy's public filings with the Securities and Exchange Commission.

Use of Operating Earnings Information – Operating earnings exclude non-recurring items, certain mark-to-market adjustments and discontinued operations. DTE Energy management believes that operating earnings provide a more meaningful representation of the Company's earnings from ongoing operations and uses operating earnings as the primary performance measurement for external communications with analysts and investors. Internally, DTE Energy uses operating earnings to measure performance against budget and to report to the Board of Directors.

In this release, DTE Energy discusses 2020 and 2021 operating earnings guidance. It is likely that certain items that impact the Company's 2020 and 2021 reported results will be excluded from operating results. Reconciliations to the comparable 2020 and 2021 reported earnings guidance are not provided because it is not possible to provide a reliable forecast of specific line items (i.e., future non-recurring items, certain mark-to-market adjustments and discontinued operations). These items may fluctuate significantly from period to period and may have a significant impact on reported earnings.

DTE Energy also discusses adjusted EBITDA in this release. The reconciliation of net income to adjusted EBITDA as projected for full-year 2020 is not provided. DTE Energy does not forecast net income as it cannot, without unreasonable efforts, estimate or predict with certainty the components of net income. These components, net of tax, may include, but are not limited to, impairments of assets and other charges, divesture costs, acquisition costs, or changes in accounting principles. All of these components could significantly impact such financial measures. At this time, DTE Energy is not able to estimate the aggregate impact, if any, of these items on future period reported earnings. Accordingly, DTE Energy is not able to provide a corresponding GAAP equivalent for adjusted EBITDA.

For further information, members of the media may call:
Paula Silver, DTE Energy, 313.235.5555

Pete Ternes, DTE Energy, 313.235.5555

For further information, analysts may call:
Barbara Tuckfield, DTE Energy, 313.235.1018
John Dermody, DTE Energy, 313.235.8750

[1] Reconciliation of operating earnings (non-GAAP) to reported earnings included in the appendix; does not reflect strategic separation impacts and any post-transaction guidance is expected to be revisited later in the process

Exhibit 3

July 1, 2021

DT Midstream Spin-Off from DTE Energy is Complete

by DTE Energy

DT Midstream Spin-Off from DTE Energy is Complete

- *Positions DT Midstream as an Independent, Publicly Traded Company*
- *Trading on the NYSE Under Ticker Symbol "DTM"*

DETROIT, July 1, 2021 – DT Midstream, Inc. [www.dtmidstream.com] (NYSE: DTM), a premier natural gas pipeline, storage and gathering provider, today debuted as an independent, publicly traded company after successfully completing its separation from DTE Energy (NYSE: DTE) ("DTE"). Shares of DT Midstream will begin trading on the New York Stock Exchange ("NYSE") today under the symbol "DTM."

DT Midstream is an owner, operator and developer of natural gas interstate and intrastate pipelines; storage and gathering systems; and compression, treatment and surface facilities. The Company transports clean natural gas for electric and gas utilities, power plants, marketers, large industrial customers, and energy producers across the Southern, Northeastern and

Midwestern United States and Canada. The Detroit-based company offers a comprehensive, wellhead-to-market array of services, including natural gas transportation, storage, and gathering.

The Company has a portfolio of integrated assets strategically located in the premier Marcellus, Utica, and Haynesville dry gas basins serving key growing markets; a strong balance sheet with low leverage; predictable and robust contracted cash flows; and a mature environmental, social, and governance (ESG) commitment.

“This is a historic day for DTM as we begin our journey as a premier, independent midstream company,” said David Slater, President and CEO of DT Midstream. “I am incredibly excited about our opportunities going forward. DTM will be distinctive in the sector connecting world class natural gas basins to high quality markets.”

DTM’s integrated asset portfolio includes 900 miles of Federal Energy Regulatory Commission (FERC) regulated interstate gas pipelines, 290 miles of intrastate lateral pipelines, and over 1,000 miles of gathering lines. It also owns and operates 94 Bcf of regulated gas storage capacity in Michigan.

Corporate Social Responsibility

DTM’s ESG program, developed during a 20-year history as part of DTE Energy, is focused on environmental stewardship and maintaining a diverse and safe environment for its employees. The company remains strongly committed to serving its customers and to supporting its communities through focused contributions and the vibrant volunteerism of its team.

As part of this ESG commitment, DTM is one of the first midstream companies to begin implementing plans to achieve net zero carbon and greenhouse gas emissions by 2050 with an interim reduction target of 30% by 2030. These targets will be met using existing technology solutions plus new low carbon initiatives that are in development. The Company believes this area will be a great business opportunity for DTM going forward.

Outlook for 2021

DTM's premium assets and commitment to sustainable operations has resulted in a consistent track record of successful organic development and major acquisitions underpinned by premium financial returns. The Company's financial strength is supported by a strong balance sheet with no significant debt maturities for seven years and stable cash flow generation. This will provide significant financial flexibility moving forward.

"DTM benefits from an outstanding Board and proven leadership team. Because of our stable cash flows and financial strength, we are well positioned to capitalize on highly accretive growth projects within our platform as well as other economically attractive opportunities. We will remain disciplined with our capital allocation and focused on delivering exceptional service to our customers and superior value to our shareholders," continued Slater.

For 2021, DT Midstream expects operating earnings of $296 million to $312 million or $3.06 to $3.22 per share. The company expects an adjusted EBITDA of $710 million to $750 million in 2021, delivering 7% growth compared to 2020.

Terms

As previously announced, in connection with the spin-off, DTE shareholders retained their current shares of DTE Energy stock. At 12:01 AM ET on July 1, 2021, DTE shareholders also received a distribution of one share of DT Midstream common stock for every two shares of DTE common stock owned as of the close of business on June 18, 2021, the record date. Fractional shares of DT Midstream common stock were not distributed to DTE shareholders. Instead, the fractional shares of DT Midstream common stock are being aggregated and sold in the open market, with the net proceeds distributed pro rata in cash payments to DTE shareholders who would otherwise receive a fractional share of DT Midstream common stock. DTE did not retain any of the outstanding common stock of DT Midstream. For U.S. federal income tax purposes, DTE's U.S. shareholders (other than those subject to special rules) generally should not recognize gain or loss as a result of the distribution of DT Midstream shares, except with respect to cash received in lieu of fractional shares. DTE shareholders are urged to consult with their tax advisors with respect to the U.S. federal, state and local or foreign tax consequences, as applicable, of the spin-off.

consequences, as applicable, of the spin-off.

About DT Midstream

DT Midstream (NYSE: DTM) is an owner, operator and developer of natural gas interstate and intrastate pipelines, storage and gathering systems, and compression, treatment and surface facilities. The Company transports clean, natural gas for gas and electric utilities, power plants, marketers, large industrial customers and energy producers across the Southern, Northeastern and Midwestern United States and Canada. The Detroit-based company offers a comprehensive, wellhead-to-market array of services, including natural gas transportation, storage and gathering. DT Midstream is transitioning towards net zero greenhouse gas emissions by 2050, including a target of achieving 30% of its carbon emissions reduction in the next decade. DT Midstream is among the first in the midstream sector to establish net zero goals.

Forward Looking Statement

The information contained herein is as of the date of this release. DT Midstream expressly disclaims any current intention to update any forward-looking statements contained in this release as a result of new information or future events or developments. Words such as “anticipate,” “believe,” “expect,” “may,” “could,” “projected,” “aspiration,” “plans,” “target,” and “goals” signify forward-looking statements.

Forward-looking statements are not guarantees of future results and conditions but rather are subject to various assumptions, risks and uncertainties. This release contains forward-looking statements about DT Midstream’s estimates of future prospects, and actual results may differ materially. This release contains forward-looking statements about DT Midstream’s preliminary strategic, operational and financial considerations related thereto. Many factors impact forward-looking statements including, but not limited to, the following: the operational failure of gas distribution systems or infrastructure; impact of volatility of prices in the oil and gas markets on DT Midstream’s gas storage and pipelines operations and the volatility in the short-term natural gas storage markets impacting third-party storage revenue; the risk of a major safety incident; environmental issues, laws, regulations, and the increasing costs of remediation and compliance, including actual and potential new federal and state requirements; the cost of protecting assets against, or damage due to, cyber incidents and terrorism; health, safety, financial, environmental, and regulatory risks; volatility in commodity markets, deviations in weather, and related risks impacting the results of DT Midstream operations; changes in the cost and availability of natural gas; advances in technology that produce power, store power or reduce power consumption; changes in the financial condition of significant customers and strategic partners; the potential for losses on investments, including; access to capital markets and the results of other financing efforts which can be affected by credit agency ratings; instability in capital markets which could impact availability of short and long-term financing; the timing and extent of changes in interest rates; the level of borrowings; the potential for increased costs or delays in completion of significant capital projects; changes in, and application of, federal, state, and local tax laws and their interpretations, including the Internal Revenue Code, regulations, rulings, court proceedings, and audits; the effects of weather and other natural phenomena on operations and sales to customers, and purchases from suppliers; unplanned outages; employee relations and the impact of collective bargaining agreements; the availability, cost, coverage, and terms of insurance and stability of insurance providers; cost reduction efforts and the maximization of distribution system performance; the effects of competition; changes in and application of accounting standards and financial reporting regulations; changes in federal or state laws and their interpretation with respect to regulation, energy policy, and other business issues; contract disputes, binding arbitration, litigation, and related appeals; and the risks discussed in DT Midstream's public filings with the Securities and Exchange Commission. New factors emerge from time to time. We cannot predict what factors may arise or how such factors may cause results to differ materially from those contained in any forward-looking statement. Any forward-looking statements speak only as of the date on which such statements are made. We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. This document should also be read in conjunction with the Forward-Looking Statements section of the DT Midstream Form 10, and in conjunction with other SEC reports filed by DT Midstream.

For further information contact,

For media:

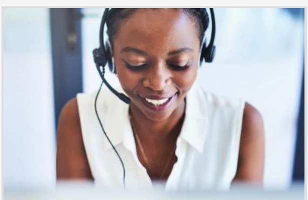
Michael Raveane, DT Midstream, 313.774.3174 ext. 1.

For investors/analysts:

For investors/analysts:

Todd Lohrmann, DT Midstream, 313.235.3339

Contact Media Relations



TO REQUEST AN INTERVIEW OR INFORMATION, PLEASE CALL DTE'S NEWSROOM

news@dteenergy.com

313.235.5555

Exhibit 4

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of **DTE Energy Company,** **a corporation,** **Enbridge Inc.,** **a corporation,** **and** **NEXUS Gas Transmission LLC,** **a limited liability corporation.**	**DOCKET NO. C-4691** **PUBLIC VERSION**

DECLARATION OF JOANN CHÁVEZ IN SUPPORT OF
PETITION TO REPOEN AND MODIFY DECISION AND ORDER

I, JoAnn Chávez, declare as follows:

1. I submit this Declaration in support of the Petition to Reopen and Modify the Commission's Decision and Order in the above-captioned matter (the "Order"), filed on behalf of DTE Energy Company ("DTE"). The information in this Declaration is based on my personal knowledge, unless otherwise indicated, or unless the information is in the public record.

2. I am Senior Vice President & Chief Legal Officer of DTE Energy Company. I have been in this position since November 2019. Among my responsibilities is overseeing DTE's compliance with the Order.

3. The Commission entered the Order to address the alleged anticompetitive effect from the acquisition of Generation Pipeline LLC ("Generation") by NEXUS Gas Transmission, LLC ("NEXUS"), at the time, a 50/50 joint venture between DTE and Enbridge Inc.

4. On July 1, 2021, DTE completed a transaction in which it spun off its DTE Midstream business, which included DTE's non-utility natural gas pipeline, storage, and gathering business, to a separate corporate entity now known as DT Midstream (the "Spin-off"). Under the Spin-off, DTE's 50-percent ownership interest in NEXUS was transferred to DT Midstream.

5. As a result of the Spin-off, DTE has: (1) no interest (direct or indirect) in NEXUS; (2) no interest (direct or indirect) in Generation; and (3) no interest (direct or indirect) in any other natural gas pipeline, storage, or gathering assets or business in the Relevant Area (i.e. Lucas, Ottawa, and Wood counties in northwest Ohio).

6. DTE has no plans or present intention to reacquire any direct or indirect interest in DT Midstream, NEXUS, or Generation, or otherwise to enter the market for natural gas pipeline transportation in the Relevant Area.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: September 20, 2021

JoAnn Chávez
Senior Vice President & Chief Legal Officer
DTE Energy Company

Exhibit 5

Wendy Ellis, Esq.
Executive Vice President,
General Counsel & Corporate Secretary
DT Midstream, Inc.
500 Woodward Ave., 29th Floor
Detroit, MI 48226

July 29, 2021

VIA FEDEX AND ELECTRONIC MAIL

Federal Trade Commission
Office of the Secretary
600 Pennsylvania Avenue, NW
Suite CC-5610 (Annex B)
Washington, DC 20580

Re: *In re* DTE Energy Company, Enbridge Inc., and NEXUS Gas Transmission, LLC, Docket No. C-4691

To the Office of the Secretary:

In November 2019, the Commission entered a Decision and Order (the "Order") to address alleged anticompetitive effects from the acquisition of Generation Pipeline LLC ("Generation") by NEXUS Gas Transmission, LLC ("NEXUS"), then a 50/50 joint venture between DTE Energy Company ("DTE Energy") and Enbridge Inc. ("Enbridge"). NEXUS, DTE Energy, and Enbridge are the named Respondents in the Order.

On July 1, 2021, DTE Energy spun off its non-utility natural gas pipeline, storage, and gathering business to a separate corporate entity (the "Spin-off"), now known as DT Midstream, Inc. ("DT Midstream"). The Spin-off was completed on July 1, 2021. In connection with the Spin-off, DTE Energy's interests in NEXUS and Generation were transferred to DT Midstream. As a result, DTE Energy no longer holds an interest in NEXUS, Generation, or any other natural gas pipeline, storage, or gathering assets or business in the Relevant Area (i.e., Lucas, Ottawa, and Wood counties in northwest Ohio).

I understand from our counsel's discussions with Commission staff that the Commission would view DT Midstream as the successor of DTE Energy for purposes of complying with the Order, even in the absence of any express acknowledgement by DT Midstream. Nonetheless, this letter serves as acknowledgement and agreement that DT Midstream has succeeded to DTE Energy's obligations under the Order and will continue to comply with those obligations for the remainder of the term of the Order.

I have authority to make the commitments described above on behalf of DT Midstream.

Sincerely,

Wendy Ellis

Wendy Ellis
Executive Vice President, General Counsel
& Corporate Secretary, DT Midstream, Inc.

cc: Maribeth Petrizzi, Esq., Assistant Director, Compliance Division