

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,

*Plaintiff,*

v.

XCL RESOURCES HOLDINGS, LLC,

VERDUN OIL COMPANY II LLC,

and

EP ENERGY LLC

*Defendants.*

Civil Action No.

**STIPULATION AND ORDER**

It is stipulated by and between the undersigned parties, subject to approval and entry by the Court, that:

(1) The Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue for this action is proper in the United States District Court for the District of Columbia. Defendants waive service of summons of the Complaint and authorize Cleary Gottlieb Steen & Hamilton LLP to accept service of all process in this matter on their behalf;

(2) A Final Judgment in the form attached as Exhibit A may be filed with and entered by the Court, upon the motion of the United States or upon the Court's own motion, after compliance with the requirements of the Antitrust Procedures and Penalties Act ("APPA") (15

U.S.C. § 16), and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent. The United States may withdraw its consent at any time before the entry of judgment by serving notice on Defendants and filing that notice with the Court;

(3) Defendants must arrange, at their expense, publication as quickly as possible of the newspaper notice required by the APPA, which will be drafted by the United States in its sole discretion. The publication must be arranged no later than five (5) business days after Defendants' receipt from the United States of the text of the notice and the identity of the newspaper or newspapers within which the publication must be made. Defendants must promptly send to the United States (a) confirmation that publication of the newspaper notice has been arranged and (b) the certification of the publication prepared by the newspaper or newspapers within which the notice was published;

(4) This Stipulation and Order applies with equal force and effect to any amended proposed Final Judgment agreed upon in writing by the United States and Defendants and submitted to the Court;

(5) Defendants represent that the actions they are required to perform pursuant to the proposed Final Judgment can and will be performed, and that the Defendants will not later raise a claim of mistake, hardship, or difficulty of compliance as grounds for asking the Court to modify any of its provisions;

(6) In the event that (a) the United States has withdrawn its consent, as provided in Paragraph (2); (b) the United States voluntarily dismisses the Complaint in this matter; or (c) the Court declines to enter the proposed Final Judgment, the time has expired for all appeals of any

ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, Defendants are released from all further obligations under this Stipulation and Order and the making of this Stipulation and Order will be without prejudice to any party in this or any other proceeding; and

(7) The entry of the Final Judgment in accordance with this Stipulation and Order settles, discharges, and releases any and all claims of the United States for civil penalties pursuant to Section 7A(g)(1) of the Clayton Act, 15 U.S.C. § 18a(g)(1), against Defendants for failure to comply with Section 7A of the Clayton Act, 15 U.S.C. § 18a, in connection with Defendants XCL Resources Holdings, LLC and Verdun Oil Company II LLC's acquisition of Defendant EP Energy LLC in March 2022.

**FOR THE DEFENDANTS:**

XCL Resources Holdings, LLC

By:     /s/ Jeremy Calsyn    

Jeremy Calsyn (D.C. Bar No. 467737)  
David I. Gelfand (D.C. Bar No. 416596)  
Tobias A. Kraft (D.C. Bar No. 1617502)  
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Worldwide Plaza  
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Counsel for Defendant XCL Resources Holding, LLC

Dated:

Verdun Oil Company II LLC

By:     /s/ Jeremy Calsyn    

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David I. Gelfand (D.C. Bar No. 416596)  
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Dated:

EP Energy LLC

By:     /s/ Jeremy Calsyn    

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David I. Gelfand (D.C. Bar No. 416596)  
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Counsel for EP Energy LLC

Dated:

**FOR THE PLAINTIFF:**

**Doha Mekki** Digitally signed by Doha Mekki  
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Henry Liu (DC Bar #986296)  
Director, Bureau of Competition

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Tara Isa Koslov (DC Bar #448147)  
Deputy Director, Bureau of Competition

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Maribeth Petrizzi (DC Bar #435204)  
Assistant Director

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Kenneth A. Libby  
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Paul Frangie (DC Bar #474225)  
Attorney

Federal Trade Commission  
Bureau of Competition  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580  
(202) 326-2694

**ORDER**

IT IS SO ORDERED by the Court, this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
United States District Judge