

El Paso Pipeline Partners, L.P.

Form SC 13D/A

February 24, 2011

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
(Amendment No. 3)\*  
Under the Securities Exchange Act of 1934  
El Paso Pipeline Partners, L.P.**

(Name of Issuer)  
Common Units Representing Limited Partner Interests

(Title of Class of Securities)  
2837021086

(CUSIP Number)  
Robert W. Baker  
El Paso Building  
1001 Louisiana Street  
Houston, Texas 77002  
(713) 420-2600

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)  
February 15, 2011

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**TABLE OF CONTENTS**

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

Signatures

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**Table of Contents**

**SCHEDULE 13D**

CUSIP No. 2837021086

Page 2 of 11

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
El Paso Corporation

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO (please see Item 3)

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**7** SOLE VOTING POWER  
NUMBER OF 0

**8** SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY 88,400,059 common units

EACH REPORTING PERSON      **9**      SOLE DISPOSITIVE POWER  
0

WITH      **10**      SHARED DISPOSITIVE POWER  
88,400,059 common units

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
88,400,059 common units

**12**      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

**13**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
approximately 49.9%

**14**      TYPE OF REPORTING PERSON  
HC; CO

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**Table of Contents**

CUSIP No. 2837021086

Page 3 of 11

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
El Paso Pipeline Holding Company, L.L.C.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO (please see Item 3)

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**7** SOLE VOTING POWER  
NUMBER OF 0

**8** SHARES BENEFICIALLY OWNED BY  
SHARED VOTING POWER  
88,400,059 common units

**9** EACH REPORTING  
SOLE DISPOSITIVE POWER

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

88,400,059 common units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

88,400,059 common units

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

approximately 49.9%

TYPE OF REPORTING PERSON

14

HC; OO limited liability company

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**Table of Contents**

CUSIP No. 2837021086

Page 4 of 11

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
El Paso Pipeline GP Company, L.L.C.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO (please see Item 3)

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**7** SOLE VOTING POWER\*  
NUMBER OF 0

**8** SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY 0

**9** EACH SOLE DISPOSITIVE POWER  
REPORTING



PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0%

TYPE OF REPORTING PERSON

14

HC; OO limited liability company

\* El Paso Pipeline GP Company, L.L.C., the sole general partner of El Paso Pipeline Partners, L.P., owns 3,615,578 general partner units and the incentive distribution rights (which represent the right to receive increasing percentages of quarterly distributions in excess of specified amounts) in El Paso Pipeline Partners, L.P.

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**Table of Contents**

CUSIP No. 2837021086

Page 5 of 11

**1** NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
 El Paso Pipeline LP Holdings, L.L.C.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
 (a)   
 (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)  
 OO (please see Item 3)

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

**7** SOLE VOTING POWER  
 NUMBER OF 0

**8** SHARES BENEFICIALLY OWNED BY  
 SHARED VOTING POWER  
 88,400,059 common units

**9** EACH REPORTING  
 SOLE DISPOSITIVE POWER

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

88,400,059 common units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

88,400,059 common units

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

approximately 49.9%

TYPE OF REPORTING PERSON

14

HC; OO limited liability company

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**Table of Contents**

Page 6 of 11

THIS AMENDMENT NO. 3 RELATES TO THE SCHEDULE 13D ORIGINALLY FILED ON BEHALF OF THE REPORTING PERSONS WITH THE SECURITIES AND EXCHANGE COMMISSION (THE COMMISSION ) ON DECEMBER 3, 2007, AS AMENDED BY THE SCHEDULE 13D/A FILED WITH THE COMMISSION ON OCTOBER 14, 2008, AS FURTHER AMENDED BY THE SCHEDULE 13D/A FILED WITH THE COMMISSION ON APRIL 7, 2010. THE TEXT OF SAID SCHEDULE 13D IS HEREBY AMENDED AS FOLLOWS: ITEM 2(a), ITEM 4, ITEM 5 AND SCHEDULE 1 ARE AMENDED AND RESTATED IN THEIR ENTIRETY AND THE INFORMATION PREVIOUSLY PROVIDED UNDER ITEM 3 IS SUPPLEMENTED HEREBY.

**Item 2. Identity and Background**

(a) This Schedule 13D is filed by (i) El Paso Corporation, a Delaware corporation ( El Paso ), (ii) El Paso Pipeline Holding Company, L.L.C., a Delaware limited liability company ( Holdco ) (iii) El Paso Pipeline GP Company, L.L.C., a Delaware limited liability company (the General Partner ) and (iv) El Paso Pipeline LP Holdings, L.L.C., a Delaware limited liability company ( Holdings and, together with El Paso, Holdco and the General Partner, collectively, the Reporting Persons ).

El Paso owns directly or indirectly 100% of each of Holdco, El Paso Pipeline Corporation, a Delaware corporation, the General Partner and Holdings. El Paso Pipeline Corporation owns 1% of the outstanding member interests in Holdco. Holdco is the sole member of each of the General Partner and Holdings. Holdings is a limited partner of the Issuer with a 48.9% limited partner interest. The General Partner is the sole general partner of the Issuer. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

**Item 3. Source and Amount of Funds or Other Consideration**

All of the Issuer's 27,727,411 subordinated units converted, for no additional consideration, into common units on a one-for-one basis on February 15, 2011 upon satisfaction of certain financial tests for termination of the subordination period set forth in the First Amended and Restated Agreement of Limited Partnership of the Issuer, dated November 21, 2007 (the Partnership Agreement ).

References to, and descriptions of, the Partnership Agreement as set forth in this Item 3 are qualified in their entirety by reference to the Partnership Agreement filed as Exhibit 3.1 to the Issuer's Current Report on Form 8-K filed with the Commission on November 28, 2007 (File No. 001-33825), as amended by Amendment No. 1 to First Amended and Restated Agreement of Limited Partnership of El Paso Pipeline Partners, L.P., dated July 28, 2008 filed as Exhibit 4.A to the Issuer's Current Report on Form 8-K, filed with the Commission on July 28, 2008 (File No. 001-33825).

**Item 4. Purpose of Transaction**

The Reporting Persons acquired the common units reported herein solely for investment purposes. The Reporting Persons may make additional purchases of common units either in the open market or in private transactions depending on the Issuer's business, prospects and financial condition, the market for the common units, general economic conditions, stock market conditions and other future developments.

The following describes plans or proposals that the Reporting Persons may have with respect to the matters set forth in Item 4(a)-(j) of Schedule 13D:

(a) All of the Issuer's 27,727,411 subordinated units converted into common units, for no additional consideration, on a one-for-one basis on February 15, 2011 upon satisfaction of certain financial tests for termination of the subordination period set forth in the Partnership Agreement. The Issuer may grant unit options, restricted units, phantom units, unit appreciation rights, distribution equivalent rights, other unit-based awards and unit awards to employees, consultants, officers and directors of the General Partner and its affiliates who provide services to the Issuer, pursuant to the El Paso Pipeline GP Company, L.L.C. Long-Term Incentive Plan (the Plan )

**Table of Contents**

adopted by the General Partner. The General Partner may acquire common units to deliver pursuant to the Plan on the open market, directly from the Issuer, from other Reporting Persons, or otherwise.

(b) None.

(c) None.

(d) The General Partner has sole responsibility for conducting the Issuer's business and for managing its operations and is ultimately controlled by El Paso. Some of El Paso's executive officers and directors will also serve as executive officers or directors of the General Partner. Neither the General Partner nor its board of directors will be elected by the Issuer's unitholders. Through its ownership in the General Partner, El Paso has the right to elect the General Partner's entire board of directors. The Reporting Persons, however, have no current intention of changing the board of directors or management of the General Partner.

(e) Certain Reporting Persons, as direct and indirect owners of the General Partner of the Issuer, may cause the Issuer to change its dividend policy or its capitalization, through the issuance of debt or equity securities, from time to time in the future. The Reporting Persons, however, have no current intention of changing the present capitalization or dividend policy of the Issuer.

(f) None.

(g) None.

(h) None.

(i) None.

(j) Except as described in this Item 4, the Reporting Persons do not have, as of the date of this Schedule 13D, any other plans or proposals that relate to or would result in any of the actions or events specified in clauses (a) through (i) of Item 4 of Schedule 13D. The Reporting Persons may change their plans or proposals in the future. In determining from time to time whether to sell the common units reported as beneficially owned in this Schedule 13D (and in what amounts) or to retain such securities, the Reporting Persons will take into consideration such factors as they deem relevant, including the business and prospects of the Issuer, anticipated future developments concerning the Issuer, existing and anticipated market conditions from time to time, general economic conditions, regulatory matters, and other opportunities available to the Reporting Persons. The Reporting Persons reserve the right to acquire additional securities of the Issuer in the open market, in privately negotiated transactions (which may be with the Issuer or with third parties) or otherwise, to dispose of all or a portion of their holdings of securities of the Issuer or to change their intention with respect to any or all of the matters referred to in this Item 4.

References to, and descriptions of, the Partnership Agreement as set forth in this Item 4 are qualified in their entirety by reference to the Partnership Agreement filed as Exhibit 3.1 to the Issuer's Current Report on Form 8-K filed with the Commission on November 28, 2007 (File No. 001-33825), as amended by Amendment No. 1 to First Amended and Restated Agreement of Limited Partnership of El Paso Pipeline Partners, L.P., dated July 28, 2008 filed as Exhibit 4.A to the Issuer's Current Report on Form 8-K, filed with the Commission on July 28, 2008 (File No. 001-33825).

**Item 5. Interest in Securities of the Issuer**

(a) (1) El Paso, as the indirect 100% owner of Holdings, may, pursuant to Rule 13d-3, be deemed to beneficially own the 88,400,059 common units held of record by Holdings, which based on there being 177,167,863 common units outstanding as of February 23, 2011, represents approximately 49.9% of the outstanding common units. El Paso, as the indirect 100% owner of the General Partner, may, pursuant to Rule 13d-3, be deemed to beneficially own the 3,615,578 general partner units and the incentive distribution rights (which represent the right to receive increasing percentages of quarterly distributions in excess of specified amounts) in the Issuer held by the General Partner.

**Table of Contents**

Page 8 of 11

(2) Holdco, as the 100% owner of Holdings, may, pursuant to Rule 13d-3, be deemed to beneficially own the 88,400,059 common units held of record by Holdings, which based on there being 177,167,863 common units outstanding as of February 23, 2011, represents approximately 49.9% of the outstanding common units. Holdco, as the 100% owner of the General Partner, may, pursuant to Rule 13d-3, be deemed to beneficially own the 3,615,578 general partner units and the incentive distribution rights (which represent the right to receive increasing percentages of quarterly distributions in excess of specified amounts) in the Issuer held by the General Partner.

(3) The General Partner, as the sole general partner of the Issuer, does not beneficially own any common units of the Issuer. However, the General Partner does own 3,615,578 general partner units and the incentive distribution rights (which represent the right to receive increasing percentages of quarterly distributions in excess of specified amounts) in the Issuer.

(4) Holdings is the record and beneficial owner of 88,400,059 common units, which based on there being 177,167,863 common units outstanding as of February 23, 2011, represents approximately 49.9% of the outstanding common units.

(5) See Schedule 1 for the aggregate number and percentage of common units beneficially owned by the Listed Persons.

(b) The information set forth in Items 7 through 11 of the cover pages hereto is incorporated herein by reference. See Schedule 1 for the information applicable to the Listed Persons.

(c) Except as described in Item 3 above, Schedule 1 or elsewhere in this Schedule 13D, none of the Reporting Persons or, to the Reporting Persons' knowledge, the Listed Persons has effected any transactions in the common units during the past 60 days.

(d) The Reporting Persons have the right to receive distributions from, and the proceeds from the sale of, the respective common units reported by such persons on the cover pages of this Schedule 13D and in this Item 5. See Schedule 1 for the information applicable to the Listed Persons. Except for the foregoing and the cash distribution described in Item 6 below, no other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of distributions from, or the proceeds from the sale of, common units beneficially owned by the Reporting Persons or, to the Reporting Persons' knowledge, the Listed Persons.

(e) Not applicable.

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**Table of Contents**

**Signatures**

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 24, 2011

**El Paso Corporation**

By: /s/ Robert W. Baker  
Name: Robert W. Baker  
Title: Executive Vice President and General Counsel

**El Paso Pipeline Holding Company, L.L.C.**

By: /s/ Robert W. Baker  
Name: Robert W. Baker  
Title: Executive Vice President and General Counsel

**El Paso Pipeline GP Company, L.L.C.**

By: /s/ Robert W. Baker  
Name: Robert W. Baker  
Title: Executive Vice President and General Counsel

**El Paso Pipeline LP Holdings, L.L.C.**

By: El Paso Pipeline Holding Company, L.L.C., its sole member

By: /s/ Robert W. Baker  
Name: Robert W. Baker  
Title: Executive Vice President and General Counsel

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**Table of Contents**

**Schedule 1**

**Executive Officers of El Paso Corporation**

Douglas L. Foshee

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Chairman, President and Chief Executive Officer

Citizenship: USA

Amount Beneficially Owned: 25,000 common units (less than 1%)

John R. Sult

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Executive Vice President and Chief Financial Officer

Citizenship: USA

Amount Beneficially Owned: 10,000 common units (less than 1%)

D. Mark Leland

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Executive Vice President and President of Midstream

Citizenship: USA

Amount Beneficially Owned: 13,200 common units (less than 1%)

Susan B. Ortenstone

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Executive Vice President

Citizenship: USA

Amount Beneficially Owned: 0

Robert W. Baker

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Executive Vice President and General Counsel

Citizenship: USA

Amount Beneficially Owned: 5,000 common units (less than 1%)

James C. Yardley

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Executive Vice President, Pipeline Group and President and Chief Executive Officer of El Paso Pipeline GP Company, L.L.C.

Citizenship: USA

Amount Beneficially Owned: 10,000 common units (less than 1%)

Brent J. Smolik

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Executive Vice President and President of El Paso Exploration & Production Company

Citizenship: USA

Amount Beneficially Owned: 12,500 common units

Francis C. Olmstead III

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Vice President and Controller

Citizenship: USA

Amount Beneficially Owned: 100 common units

Dane E. Whitehead

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Senior Vice President

Citizenship: USA

Amount Beneficially Owned: 0





**Table of Contents**

James J. Cleary

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Member of Executive Committee

Citizenship: USA

Amount Beneficially Owned: 2,000 common units (less than 1%)

**Board of Directors of El Paso Corporation**

Juan Carlos Braniff

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Managing Partner Capital I Ltd. Partners

Citizenship: USA

Amount Beneficially Owned: 0

David W. Crane

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Chief Executive Officer of NRG Energy, Inc.

Citizenship: USA

Amount Beneficially Owned: 0

Douglas L. Foshee

(see above)

Robert W. Goldman

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Financial Consultant

Citizenship: USA

Amount Beneficially Owned: 5,000 common units

Anthony W. Hall, Jr.

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Chief Administrative Officer, City of Houston, Texas

Citizenship: USA

Amount Beneficially Owned: 0

Thomas R. Hix

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Business Consultant

Citizenship: USA

Amount Beneficially Owned: 10,000 common units

Ferrell P. McClean

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Business Consultant

Citizenship: USA

Amount Beneficially Owned: 9,000 common units

Timothy J. Probert

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: President, Halliburton

Amount Beneficially Owned: 0

**Table of Contents**

Steven J. Shapiro

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Business Consultant

Citizenship: USA

Amount Beneficially Owned: 6,000 common units

J. Michael Talbert

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Chairman of the Board, Transocean Inc.

Citizenship: USA

Amount Beneficially Owned: 0

Robert F. Vagt

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: President, Davidson College

Citizenship: USA

Amount Beneficially Owned: 0

John L. Whitmire

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Chairman of the Board, CONSOL Energy, Inc.

Citizenship: USA

Amount Beneficially Owned: 25,000 common units

**Executive Officers and Directors of El Paso Pipeline Corporation**

Marguerite Woung-Chapman

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: President and Chief Executive Officer; Vice President and Corporate

Secretary of El Paso Pipeline GP Company, L.L.C.

Citizenship: USA

Amount Beneficially Owned: 200 common units

Robert W. Baker

(see above)

Susan B. Ortenstone

(see above)

John R. Sult

(see above)

**Executive Officers and Directors of El Paso Pipeline Holding Company, L.L.C.**

See above for information regarding the executive officers and directors of El Paso Corporation and El Paso Pipeline Corporation, the members of El Paso Pipeline Holding Company, L.L.C.

**Members of El Paso Pipeline Holding Company, L.L.C.**

See above for information regarding the executive officers and directors of El Paso Corporation and El Paso Pipeline Corporation, the members of El Paso Pipeline Holding Company, L.L.C.

**Table of Contents**

**Executive Officers and Directors of El Paso Pipeline GP Company, L.L.C.**

James C. Yardley

(see above)

Robert W. Baker

(see above)

Susan B. Ortenstone

(see above)

John R. Sult

(see above)

Marguerite Woung-Chapman

(see above)

Rosa P. Jackson

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Vice President and Controller

Citizenship: USA

Amount Beneficially Owned: 500 common units

James J. Cleary

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Senior Vice President

Citizenship: USA

Amount Beneficially Owned: 2,000 common units (less than 1%)

Daniel B. Martin

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Senior Vice President

Citizenship: USA

Amount Beneficially Owned: 0

Norman G. Holmes

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Senior Vice President

Citizenship: USA

Amount Beneficially Owned: 0

Douglas L. Foshee

(see above)

Ronald L. Kuehn, Jr.

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Chairman of the Board

Citizenship: USA

Amount Beneficially Owned: 68,865 common units

D. Mark Leland

(see above)

Arthur C. Reichstetter

Address: c/o El Paso Corporation, El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

Principal Occupation: Managing Private Investments

Citizenship: USA

Amount Beneficially Owned: 108,865 common units (less than 1%)

**Table of Contents**

William A. Smith

Address: c/o Galway Group, L.P., 3050 Post Oak Blvd., Suite 1300, Houston, Texas 77056

Principal Occupation: Managing Director and Partner in Galway Group, L.P.

Citizenship: USA

Amount Beneficially Owned: 8,970 common units (less than 1%)

**Members of El Paso Pipeline GP Company, L.L.C.**

See above for information regarding the executive officers and directors of El Paso Pipeline Holding Company, L.L.C., the sole member of El Paso Pipeline GP Company, L.L.C.

**Executive Officers and Directors of El Paso Pipeline LP Holdings, L.L.C.**

See above for information regarding the executive officers and directors of El Paso Pipeline Holding Company, L.L.C., the sole member of El Paso Pipeline LP Holdings, L.L.C.

**Members of El Paso Pipeline LP Holdings, L.L.C.**

See above for information regarding the executive officers and directors of El Paso Pipeline Holding Company, L.L.C., the sole member of El Paso Pipeline LP Holdings, L.L.C.