

El Paso Pipeline Partners, L.P.

Form SC 13D/A

October 14, 2008

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
(Amendment No. 1)\*  
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)  
September 30, 2008

(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).

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**Table of Contents**

**SCHEDULE 13D**

CUSIP No. 2837021086

Page 2 of 11

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

EL PASO CORPORATION

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a) ☐  
(b) ☐

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**

OO (please see Item 3)

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

**5**

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Delaware

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARES SHARED VOTING POWER\*  
BENEFICIALLY **8**

OWNED BY 55,326,397 common units

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

WITH      **10**      SHARED DISPOSITIVE POWER\*  
55,326,397 common units

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*  
55,326,397 common units

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

**13**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
approximately 65.1%

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

\* El Paso Corporation may also be deemed to beneficially own 27,727,411 subordinated units representing limited partner interests in El Paso Pipeline Partners, L.P., which may be converted into common units on a one-for-one basis upon the termination of the subordination period under certain circumstances as set forth in the First Amended and Restated Agreement of Limited Partnership of El Paso Pipeline Partners, L.P., as amended, which is incorporated herein by reference.

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**Table of Contents**

CUSIP No. 2837021086

Page 3 of 11

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

EL PASO PIPELINE HOLDING COMPANY, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**

(a) ☐

(b) ☐

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**

OO (please see Item 3)

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

**5**

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Delaware

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARES SHARED VOTING POWER\*

BENEFICIALLY **8**

OWNED BY 55,326,397 common units

|                  |                        |
|------------------|------------------------|
| EACH             | SOLE DISPOSITIVE POWER |
| REPORTING PERSON | 9 0                    |

|      |                           |
|------|---------------------------|
| WITH | SHARED DISPOSITIVE POWER* |
| 10   | 55,326,397 common units   |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

55,326,397 common units

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

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

approximately 65.1%

14 TYPE OF REPORTING PERSON

HC; OO limited liability company

\* El Paso Pipeline Holding Company, L.L.C. may also be deemed to beneficially own 27,727,411 subordinated units representing limited partner interests in El Paso Pipeline Partners, L.P., which may be converted into common units on a one-for-one basis upon the termination of the subordination period under certain circumstances as set forth in the First Amended and Restated Agreement of Limited Partnership of El Paso Pipeline Partners, L.P., as amended, which is incorporated herein by reference.

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**Table of Contents**

CUSIP No. 2837021086

Page 4 of 11

NAME OF REPORTING PERSON

**1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)**

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**

(a) ☐

(b) ☐

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**

OO (please see Item 3)

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

**5**

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Delaware

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARES SHARED VOTING POWER

BENEFICIALLY **8**

OWNED BY 0

|           |          |                        |
|-----------|----------|------------------------|
| EACH      |          | SOLE DISPOSITIVE POWER |
| REPORTING | <b>9</b> |                        |
| PERSON    |          | 0                      |

|      |           |                          |
|------|-----------|--------------------------|
| WITH |           | SHARED DISPOSITIVE POWER |
|      | <b>10</b> |                          |
|      |           | 0                        |

|           |                                                              |
|-----------|--------------------------------------------------------------|
| <b>11</b> | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
|           | 0                                                            |

|           |                                                                                             |
|-----------|---------------------------------------------------------------------------------------------|
| <b>12</b> | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br>(SEE INSTRUCTIONS) |
|           | <input type="radio"/>                                                                       |

|           |                                                    |
|-----------|----------------------------------------------------|
| <b>13</b> | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
|           | 0%                                                 |

|           |                          |
|-----------|--------------------------|
| <b>14</b> | TYPE OF REPORTING PERSON |
|-----------|--------------------------|

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 2,299,526 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

NAME OF REPORTING PERSON

**1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)**

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- 2**
- (a) ☐
  - (b) ☐

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**

OO (please see Item 3)

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

**5**

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Delaware

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARES SHARED VOTING POWER\*  
BENEFICIALLY OWNED BY 8 55,326,397 common units

|                  |                        |
|------------------|------------------------|
| EACH             | SOLE DISPOSITIVE POWER |
| REPORTING PERSON | 9 0                    |

|      |                           |
|------|---------------------------|
| WITH | SHARED DISPOSITIVE POWER* |
| 10   | 55,326,397 common units   |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

55,326,397 common units

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

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

approximately 65.1%

14 TYPE OF REPORTING PERSON

HC; OO limited liability company

\* El Paso Pipeline LP Holdings, L.L.C. also owns 27,727,411 subordinated units representing limited partner interests in El Paso Pipeline Partners, L.P., which may be converted into common units on a one-for-one basis upon the termination of the subordination period under certain circumstances as set forth in the First Amended and Restated Agreement of Limited Partnership of El Paso Pipeline Partners, L.P., as amended, which is incorporated herein by reference.

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**TABLE OF CONTENTS**

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 5. Interest in Securities of the Issuer

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to Be Filed as Exhibits

Signatures

EXHIBIT INDEX

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**Table of Contents**

Page 6 of 11

THIS AMENDMENT NO. 1 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. THE TEXT OF SAID SCHEDULE 13D IS HEREBY AMENDED AS FOLLOWS: ITEM 2(a), ITEM 5 AND SCHEDULE 1 ARE AMENDED AND RESTATED IN THEIR ENTIRETY AND THE INFORMATION PREVIOUSLY PROVIDED UNDER ITEM 3, ITEM 6 AND ITEM 7 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 65.1% 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**

On September 17, 2008, the Issuer entered into the Contribution and Exchange Agreement (the Contribution Exchange Agreement ) with the General Partner, Holdings, El Paso Pipeline Partners Operating Company, L.L.C. (the Operating Company ), El Paso, El Paso Noric Investments III, L.L.C., Colorado Interstate Gas Company ( CIG ), El Paso SNG Holding Company, L.L.C., Southern Natural Gas Company ( SNG ), EPPP SNG GP Holdings, L.L.C. and EPPP CIG GP Holdings, L.L.C. Pursuant to the Contribution Exchange Agreement, the Issuer issued 26,888,611 common units to Holdings as partial consideration for a 30% general partner interest in CIG and a 15% general partner interest in SNG.

Concurrently with the issuance of the common units in connection with the Contribution Exchange Agreement and a private placement of common units to two purchasers, the General Partner received 566,563 additional general partner units in the Issuer after contributing approximately \$10 million in order to maintain its 2% general partner interests in the Issuer.

**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 55,326,397 common units held of record by Holdings, which based on there being 84,957,822 common units outstanding as of October 10, 2008, represents approximately 65.1% of the outstanding common units. El Paso, as the indirect 100% owner of Holdings, may also, pursuant to Rule 13d-3, be deemed to beneficially own the 27,727,411 subordinated units held of record by Holdings, which represent all of the outstanding subordinated units as of October 10, 2008. The subordinated units may be converted into common units on a one-for-one basis upon the termination of the subordination period as set forth in the Partnership Agreement. El Paso, as the indirect 100% owner of the General Partner, may, pursuant to Rule 13d-3, be deemed to beneficially own the 2,299,526 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.

(2) Holdco, as the 100% owner of Holdings, may, pursuant to Rule 13d-3, be deemed to beneficially own the 55,326,397 common units held of record by Holdings, which based on there being 84,957,822 common units outstanding as of October 10, 2008, represents approximately 65.1% of the outstanding common units. Holdco, as the 100% owner of Holdings, may also, pursuant to Rule 13d-3, be deemed to beneficially own the

**Table of Contents**

Page 7 of 11

27,727,411 subordinated units held of record by Holdings, which represent all of the outstanding subordinated units as of October 10, 2008. The subordinated units may be converted into common units on a one-for-one basis upon the termination of the subordination period as set forth in the Partnership Agreement. Holdco, as the 100% owner of the General Partner, may, pursuant to Rule 13d-3, be deemed to beneficially own the 2,299,526 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 2,299,526 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 55,326,397 common units, which based on there being 84,957,822 common units outstanding as of October 10, 2008, represents approximately 65.1% of the outstanding common units. Holdings also is the record owner of 27,727,411 subordinated units, which represent all of the outstanding subordinated units as of October 10, 2008. The subordinated units may be converted into common units on a one-for-one basis upon the termination of the subordination period as set forth in the Partnership Agreement.

(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.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**  
*Waiver of Limited Call Right*

In connection with the issuance of common units pursuant to the Contribution Exchange Agreement, the General Partner has waived its right, for a period of 24 months from the date of the closing of the Contribution Exchange Agreement, to purchase all of the remaining common units at a price not less than the then current market price of the common units in the event that at any time the General Partner and its affiliates own more than 75% of the outstanding common units, unless such 75% threshold is achieved without giving effect to any of the common units received by the General Partner or any of its affiliates in connection with the Contribution Exchange Agreement that are then beneficially owned by the General Partner or any of its affiliates.

**Item 7. Material to Be Filed as Exhibits**

Exhibit E Contribution and Exchange Agreement, dated September 17, 2008, by and among El Paso Pipeline Partners, L.P., El Paso Pipeline GP Company, L.L.C., El Paso Pipeline LP Holdings, L.L.C., El

**Table of Contents**

Paso Pipeline Partners Operating Company, L.L.C., El Paso Corporation, El Paso Noric Investments III, L.L.C., Colorado Interstate Gas Company, El Paso SNG Holding Company, L.L.C., Southern Natural Gas Company, EPPP SNG GP Holdings, L.L.C. and EPPP CIG GP Holdings, L.L.C. (attached as Exhibit 2.1 to the Issuer's current report on Form 8-K (File No. 001-33825) filed with the Commission on September 23, 2008 and incorporated herein in its entirety by reference).

Exhibit F Contribution, Conveyance and Assumption Agreement, dated September 30, 2008, by and among El Paso Pipeline Partners, L.P., El Paso Pipeline GP Company, L.L.C., El Paso Pipeline LP Holdings, L.L.C., El Paso Noric Investments III, L.L.C., El Paso CNG Company, L.L.C., El Paso Pipeline Corporation, El Paso SNG Holding Company, L.L.C., EPPP SNG GP Holdings, L.L.C., EPPP CIG GP Holdings, L.L.C., El Paso Pipeline Holding Company, L.L.C., El Paso Pipeline Partners Operating Company, L.L.C., Colorado Interstate Gas Company, Southern Natural Gas Company and El Paso Corporation (attached as Exhibit 10.1 to the Issuer's current report on Form 8-K (File No. 001-33825) filed with the Commission on October 6, 2008 and incorporated herein in its entirety by reference).

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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: October 14, 2008

**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: /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: President, Chief Executive Officer and Director

Citizenship: USA

Amount Beneficially Owned: 25,000 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 Chief Financial Officer

Citizenship: USA

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

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: Chairman of El Paso's Pipeline Group

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: President of El Paso Exploration & Production Company

Citizenship: USA

Amount Beneficially Owned: 12,500

**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

James L. Dunlap

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

Principal Occupation: Business Consultant

Citizenship: USA

Amount Beneficially Owned: 7,500

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

**Table of Contents**

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: 0

William H. Joyce

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

Principal Occupation: Chairman of the Board and Chief Executive Officer, Nalco Company

Citizenship: USA

Amount Beneficially Owned: 0

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, El Paso Corporation

Citizenship: USA

Amount Beneficially Owned: 62,070 common units (less than 1%)

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: 8,000

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

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

**Table of Contents**

Joe B. Wyatt

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

Principal Occupation: Chancellor Emeritus, Vanderbilt University

Citizenship: USA

Amount Beneficially Owned: 15,000

**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

Citizenship: USA

Amount Beneficially Owned: 0

Robert W. Baker

(see above)

D. Mark Leland

(see above)

John R. Sult

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

Principal Occupation: Senior Vice President, Chief Financial Officer and Controller

Citizenship: USA

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

**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, the owner of 99% of the outstanding member interests in 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.

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

James C. Yardley

(see above)

Robert W. Baker

(see above)

John R. Sult

(see above)

Marguerite Woung-Chapman

(see above)

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%)

**Table of Contents**

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: Chancellor Emeritus, Vanderbilt University

Citizenship: USA

Amount Beneficially Owned: 0

Douglas L. Foshee

(see above)

Ronald L. Kuehn, Jr.

(see above)

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: 102,070 common units (less than 1%)

W. Matt Ralls

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

Principal Occupation: Director and Chairman of Audit Committee of Complete Production Services

Citizenship: USA

Amount Beneficially Owned: 2,110 common units (less than 1%)

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: 2,175 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.

(see above)

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

Marguerite Woung-Chapman

(see above)

**Table of Contents**

Robert W. Baker

(see above)

John R. Sult

(see above)

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

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

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**Table of Contents**

**EXHIBIT INDEX**

- Exhibit E Contribution and Exchange Agreement, dated September 17, 2008, by and among El Paso Pipeline Partners, L.P., El Paso Pipeline GP Company, L.L.C., El Paso Pipeline LP Holdings, L.L.C., El Paso Pipeline Partners Operating Company, L.L.C., El Paso Corporation, El Paso Noric Investments III, L.L.C., Colorado Interstate Gas Company, El Paso SNG Holding Company, L.L.C., Southern Natural Gas Company, EPPP SNG GP Holdings, L.L.C. and EPPP CIG GP Holdings, L.L.C. (attached as Exhibit 2.1 to the Issuer's current report on Form 8-K (File No. 001-33825) filed with the Commission on September 23, 2008 and incorporated herein in its entirety by reference).
- Exhibit F Contribution, Conveyance and Assumption Agreement, dated September 30, 2008, by and among El Paso Pipeline Partners, L.P., El Paso Pipeline GP Company, L.L.C., El Paso Pipeline LP Holdings, L.L.C., El Paso Noric Investments III, L.L.C., El Paso CNG Company, L.L.C., El Paso Pipeline Corporation, El Paso SNG Holding Company, L.L.C., EPPP SNG GP Holdings, L.L.C., EPPP CIG GP Holdings, L.L.C., El Paso Pipeline Holding Company, L.L.C., El Paso Pipeline Partners Operating Company, L.L.C., Colorado Interstate Gas Company, Southern Natural Gas Company and El Paso Corporation (attached as Exhibit 10.1 to the Issuer's current report on Form 8-K (File No. 001-33825) filed with the Commission on October 6, 2008 and incorporated herein in its entirety by reference).