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January 13, 2012

VIA E-FILE & HAND DELIVERY

The Honorable Leo E. Strine, Jr.
Chancellor
Court of Chancery
500 North King Street, Suite 11400
Wilmington, Delaware 19801

Re: *In re El Paso Corporation Shareholder Litigation,*
Del. Ch., Consolidated C.A. No. 6949-CS

Dear Chancellor:

I write on behalf of all defendants in the captioned matter with respect to Mr. Grant's letter to Your Honor of this afternoon. The primary purpose of Mr. Grant's letter is to request a new hearing date for presentation of plaintiffs' pending preliminary injunction motion, a hearing that the Court has previously set for February 1, 2012, and to vacate the scheduling order presently in place with respect to that motion (pursuant to which plaintiffs' opening brief is due today). Although Mr. Grant's letter purports to recite defendants' position with respect to that request, it fails to do so accurately.

It is defendants' best estimate that the proxy will be approved by the SEC at some point in the next week, and that it will be mailed to shareholders promptly thereafter. As a result, the shareholder meeting could proceed as early as the third week in February. In light of this, we have no objection to postponing the hearing to a time and date convenient to the Court during the week of February 13, 2012. We are also aware, however, that the Court's present schedule is extraordinarily full and we recognize that it may simply be impracticable for the Court to conduct a hearing during the week of February 13 and to render an ensuing decision in advance of the meeting. If that is the case, we would urge the Court to leave the existing schedule and the existing hearing date in place so as to ensure that the motion can be presented and disposed of prior to the anticipated date for the shareholder vote, maintain the current schedule in place.

We are of course available to arrange a teleconference with Your Honor among all counsel in the event that the Court would find that helpful.

Respectfully,

A handwritten signature in black ink, appearing to read "Donald J. Wolfe, Jr.", with a stylized, cursive script.

Donald J. Wolfe, Jr. (I.D. No. 285)

DJWjr/slh/1040318

cc: Register in Chancery (Via *LexisNexis File & Serve*)
Stuart M. Grant, Esquire (Via *LexisNexis File & Serve*)
Collins J. Seitz, Jr., Esquire (Via *LexisNexis File & Serve*)
Raymond J. DiCamillo, Esquire (Via *LexisNexis File & Serve*)
Pamela S. Tikellis, Esquire (Via *LexisNexis File & Serve*)
Jessica Zeldin, Esquire (Via *LexisNexis File & Serve*)
Brian D. Long, Esquire (Via *LexisNexis File & Serve*)
Michael R. Hanrahan, Esquire (Via *LexisNexis File & Serve*)