IN THE SUPREME COURT OF THE STATE OF DELAWARE

| WILLIAM ALLEN, | § | No. 399, 2014 |
|----------------------------------|----------------------------|--------------------------|
| | § | |
| Plaintiff Below, | § | Court Below: |
| Appellant, | § | |
| | § | Court of Chancery |
| v. | § | of the State of Delaware |
| | 8 8 8 8 | |
| EL PASO PIPELINE GP COMPANY, | § | C.A. No. 7520-VCL |
| L.L.C., RONALD L. KUEHN, JR., | § | |
| JAMES C. YARDLEY, JOHN R. SULT, | § | |
| DOUGLAS L. FOSHEE, D. MARK | § | |
| LELAND, ARTHUR C. REICHSTETTER, | § | |
| WILLIAM A. SMITH, and EL PASO | § | |
| PIPELINE PARTNERS, L.P., | § | |
| | | |
| Defendants Below, | § | |
| Appellees, | § | |
| | \$ \$ \$ \$ \$ \$ \$ \$ \$ | |
| and | § | |
| | § | |
| EL PASO PIPELINE PARTNERS, L.P., | § | |
| | § | |
| Nominal Defendant Below, | § § § | |
| Appellee. | § | |

Submitted: February 25, 2015 Decided: February 26, 2014

Before **HOLLAND**, **VALIHURA** and **VAUGHN**, Justices, **MEDINILLA** and **COOPER**, Judges* constituting the Court *en Banc*.

* Sitting by designation pursuant to Del. Const. Art. IV § 12.

ORDER

This 26th day of February 2015, the Court, having considered this matter on the briefs and the oral arguments of the parties, concludes that the same should be affirmed on the basis of and for the reasons assigned by the Court of Chancery in its Memorandum Opinion dated June 20, 2014, along with its implementing Final Order and Judgment dated July 8, 2014.

NOW, THEREFORE, IT IS HEREBY ORDERED that the judgment of the Court of Chancery be, and the same hereby is, AFFIRMED.

BY THE COURT:

/s/ Karen L. Valihura

Justice