

Office of the Secretary  
March 9, 2000  
Linda R. Blumkin, Esquire  
Fried, Frank, Harris, Shriver & Jacobson  
One New York Plaza  
New York, NY 10004-1980

Re: El Paso Energy Corporation Docket No. C-3915

Dear Ms. Blumkin:

This letter responds to the January 12, 2000, applications that you filed on behalf of the respondent in the above referenced matter seeking prior approval by the Federal Trade Commission ("Commission") of the divestiture of (1) Sea Robin Pipeline Company to Trunkline Gas Company d/b/a CMS Energy Corporation ("Sea Robin") and (2) East Tennessee Natural Gas Company to PanEnergy Corp, an entity controlled by Duke Energy Corporation ("East Tennessee"), as required by the order in Docket No. C-3915 ("Order"). The Order requires the respondent to divest Sea Robin and East Tennessee with the Commission's prior approval.

The Commission has determined to approve the respondent's proposed divestitures.

In according its approval to the divestitures, the Commission has relied upon the information submitted and representations made in connection with the respondent's applications for prior Commission approval of the proposed divestitures, and has assumed them to be accurate and complete.

By direction of the Commission, Commissioner Leary not participating.

Donald S. Clark  
Secretary