

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE EL PASO CORPORATION SHAREHOLDER LITIGATION

CONSOLIDATED
C.A. No. 6949-CS

**AFFIDAVIT OF CHARLES HANNAFORD, FUND ADMINISTRATOR
OF PIPEFITTERS LOCAL UNION #537 TRUST FUNDS,
PURSUANT TO COURT OF CHANCERY RULE 23(e)**

STATE OF MASSACHUSETTS)	
)	S.S.
COUNTY OF SUFFOLK)	

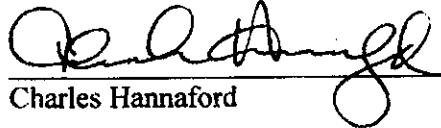
I, Charles Hannaford, being duly sworn, depose and say that:

1. I am Fund Administrator of Pipefitters Local Union #537 Trust Funds (“Pipefitters 537”) and as such an authorized to make this Affidavit.

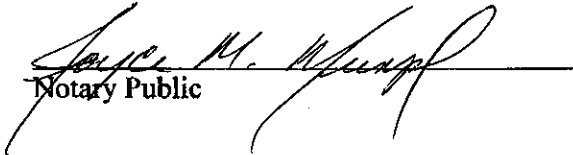
2. Pipefitters 537 is one of the lead plaintiffs in the above-captioned action, and I make this Affidavit pursuant to Court of Chancery Rule 23(e) in connection with the lead plaintiffs’ motion for approval of the proposed settlement of the action for \$110 million.

3. Pipefitters 537 has not received, been promised or offered, and will not accept, any form of compensation, directly or indirectly, for prosecuting or serving as a representative party in this action except for (i) such damages or other relief as the Court may award Pipefitters 537 as a member of the Class; (ii) such fees, costs or other payments as the Court expressly approves to be paid to Pipefitters 537 or on its behalf; or (iii) reimbursement, paid by Pipefitters 537’s attorneys, of actual and reasonable out-of-pocket expenses incurred directly in connection with prosecution of this action.

4. I make this affidavit and verification under penalty of perjury.


Charles Hannaford

SWORN TO AND SUBSCRIBED BEFORE ME
this 7th day of November, 2012


Notary Public

