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EL PASO CORP/DE
Form SC TO-I/A
December 02, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2

TO

SCHEDULE TO
(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

EL PASO CORPORATION
(Name of Subject Company (Issuer))

EL PASO CORPORATION (ISSUER)
(Names of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))

9.00% EQUITY SECURITY UNITS
(Title of Class of Securities)

28336L 20 8
(CUSIP Number of Class of Securities)

PEGGY A. HEEG, ESQ.
EL PASO CORPORATION
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 on Behalf of Filing Persons)

COPY TO:
DAVID F. TAYLOR
LOCKE LIDDELL & SAPP LLP
600 TRAVIS
3400 JPMORGAN CHASE TOWER
HOUSTON, TEXAS 77002
(713) 226-1200

CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE
\$ 295,492,500	\$ 23,906

* Estimated solely for the purpose of calculating the amount of the filing

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below.

ITEM 4. TERMS OF THE TRANSACTION.

The Exchange Offer is amended and supplemented as set forth in the Second Amended and Restated Confidential Offering Memorandum and the Second Amended and Restated Letter of Transmittal, copies of which are filed as exhibits (a) (1) (M) and (a) (1) (N) under Item 12 and are incorporated herein by reference.

ITEM 12. EXHIBITS.

Item 12 to the Schedule is amended and supplemented as follows:

- (a) (1) (A) Confidential Offering Memorandum, dated October 24, 2003.*
- (a) (1) (B) Letter of Transmittal.*
- (a) (1) (C) Notice of Guaranteed Delivery.*
- (a) (1) (D) Form of Letter to Clients.*
- (a) (1) (E) Form of Letter to Registered Holders and Depository Trust Company Participants.*
- (a) (1) (F) Form of Letter to Holders.*
- (a) (1) (G) Amended and Restated Confidential Offering Memorandum, dated November 19, 2003.*
- (a) (1) (H) Amended and Restated Letter of Transmittal.*
- (a) (1) (I) Notice of Guaranteed Delivery.*
- (a) (1) (J) Form of Letter to Clients.*
- (a) (1) (K) Form of Letter to Registered Holders and Depository Trust Company Participants.*
- (a) (1) (L) Form of Letter to Holders.*
- (a) (1) (M) Second Amended and Restated Confidential Offering Memorandum, dated December 2, 2003.
- (a) (1) (N) Second Amended and Restated Letter of Transmittal.
- (a) (1) (O) Notice of Guaranteed Delivery.
- (a) (1) (P) Form of Letter to Clients.
- (a) (1) (Q) Form of Letter to Registered Holders and Depository Trust Company Participants.
- (a) (1) (R) Form of Letter to Holders.
- (a) (5) (A) Press Release, dated October 24, 2003.*

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- (a) (5) (B) Press Release, dated November 19, 2003.*
- (a) (5) (C) Press Release, dated December 2, 2003.
- (c) Not applicable.
- (d) (1) Eighth Supplemental Indenture, dated as of June 26, 2002, between El Paso and HSBC Bank USA, as successor to JPMorgan Chase Bank (formerly known as The Chase Manhattan Bank), as Trustee (including form of Senior Note due August 16, 2007).*
- (d) (2) Purchase Contract Agreement (including forms of Units and Stripped Units), dated as of June 26, 2002, between El Paso and HSBC Bank USA, as successor to JPMorgan Chase Bank, as Purchase Contract Agent.*
- (d) (3) Pledge Agreement, dated as of June 26, 2002, among El Paso, The Bank of New York, as Collateral Agent, Custodial Agent and Securities Intermediary, and HSBC Bank USA, as successor to JPMorgan Chase Bank, as Purchase Contract Agent.*

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- (d) (4) Remarketing Agreement, dated as of June 26, 2002, among El Paso, HSBC Bank USA, as successor to JPMorgan Chase Bank, as Purchase Contract Agent, and Credit Suisse First Boston Corporation, as Remarketing Agent.*

* Previously filed.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

SCHEDULE 13E-3, ITEM 2. SUBJECT COMPANY INFORMATION

- (d) Deleted
- (e) Deleted
- (f) Deleted

SCHEDULE 13E-3, ITEM 3. IDENTITY AND BACKGROUND OF FILING PERSON

- (b) Deleted
- (c) Deleted

SCHEDULE 13E-3, ITEM 4. TERMS OF THE TRANSACTION

- (c) Deleted
- (d) Deleted
- (e) Deleted
- (f) Deleted

SCHEDULE 13E-3, ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS

- (a) Deleted
- (b) Deleted
- (c) Deleted

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SCHEDULE 13E-3, ITEM 7. PURPOSES, ALTERNATIVES, REASONS AND EFFECTS

The information set forth in the Amended and Restated Confidential Offering Memorandum in the section titled "Special Factors - Background and Purposes, Alternatives, Reasons and Effects of the Exchange Offer" is hereby amended by deleting the section in its entirety.

SCHEDULE 13E-3, ITEM 8. FAIRNESS OF THE TRANSACTION

The information set forth in the Amended and Restated Confidential Offering Memorandum in the section titled "Special Factors -Fairness of the Exchange Offer" is hereby amended by deleting the section in its entirety.

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SCHEDULE 13E-3, ITEM 9. REPORTS, OPINIONS, APPRAISALS AND NEGOTIATIONS

The information set forth in the Amended and Restated Confidential Offering Memorandum in the section titled "Special Factors - Analyses Performed by JPMorgan" is hereby amended by deleting the section in its entirety.

SCHEDULE 13E-3, ITEM 10. SOURCE AND AMOUNTS OF FUNDS OR OTHER CONSIDERATION

(c) Deleted

SCHEDULE 13E-3, ITEM 12. THE SOLICITATION OR RECOMMENDATION

(d) Deleted
(e) Deleted

SCHEDULE 13E-3, ITEM 14. PERSONS/ASSETS, RETAINED, EMPLOYED, COMPENSATED OR USED

(b) Deleted

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

EL PASO CORPORATION

By: /s/ D. DWIGHT SCOTT

Name: D. Dwight Scott
Title: Executive Vice President and
Chief Financial Officer

Dated: December 2, 2003

EXHIBIT INDEX

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