

WGL HOLDINGS INC
Form DEFA14A
February 08, 2010

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
 Soliciting Material Pursuant to Rule 14a-11(c)
or Rule 14a-12

WGL Holdings, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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-
- o Fee paid previously with preliminary materials.
 - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

February 9, 2010

**** **IMPORTANT** ****

Dear WGL Holdings, Inc. Shareholder:

Enclosed you will find additional proxy materials relating to our Annual Meeting of Shareholders scheduled to be held on March 4, 2010.

Because of a change in New York Stock Exchange rules, unlike at our previous annual meetings, your broker will **not** be able to vote your shares with respect to the election of directors if you have not provided instructions to your broker. We strongly encourage you to submit your enclosed voting instruction form and exercise your right to vote.

Your Board recommends that you vote **FOR** the election of each director, **FOR** the ratification of the appointment of auditors and **FOR** the approval of the Directors' Stock Compensation Plan, as amended and restated. The Board recommends that you vote **AGAINST** the shareholder proposal regarding cumulative voting.

Because we have not heard from you, we are sending you this reminder notice, and we urge you to vote your shares immediately. As a shareholder, you have the ability to vote over the Internet or by telephone, and we are asking you to do so now to save WGL Holdings, Inc. further expense. Instructions on how to vote over the telephone or Internet are enclosed in this package.

Your shares cannot be represented at the Annual Meeting on the election of directors, the directors' stock compensation plan proposal or the shareholder proposal, unless you either sign and return the enclosed voting form or vote by telephone or over the Internet.

If you sign and return the enclosed form without indicating a different choice, your shares will be voted **FOR** the election of each of the named nominees for director, **FOR** the ratification the appointment of auditors, **FOR** approval of the Directors' Stock Compensation Plan, as amended and restated, and **AGAINST** the shareholder proposal regarding cumulative voting for directors.

Please Vote Today

Thank you for your investment in WGL Holdings, Inc. and for voting your shares. If you have questions or need help voting your shares, please call our proxy solicitation firm, Morrow & Co., LLC. at 800-278-2141.

Sincerely,
Douglas V. Pope
Secretary