

WGL HOLDINGS INC  
Form DEFA14A  
February 11, 2011

**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.**

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(Name of Registrant as Specified in Its Charter)

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(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:

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

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(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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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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:

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

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(3) Filing party:

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(4) Date filed:

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{WGL Holdings, Inc. Letterhead}

February 11, 2011

\*\*\*\* **IMPORTANT** \*\*\*\*

Dear WGL Holdings, Inc. Shareholder:

Enclosed you will find additional proxy materials relating to the Annual Meeting of Shareholders scheduled to be held on March 3, 2011.

If you have not provided voting instructions to your broker, your broker will *not* be able to vote your shares with respect to the election of directors, cumulative voting nor the two proposals regarding executive compensation. We strongly encourage you to submit your proxy card and exercise your right to vote.

The Board of Directors of WGL Holdings, Inc. recommends that you vote: (i) **FOR** the election of each director, (ii) **FOR** the ratification of independent public accountants for fiscal year 2011, (iii) **FOR** the approval of the compensation paid to certain executive officers, and **1 Year** on the advisory vote regarding the frequency of shareholder approval of executive compensation. The Board of Directors 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 proxy immediately. As a shareholder, you have the ability to vote over the Internet or telephone, and we are asking you to do so now to save WGL Holdings, Inc. further expense. Instructions on how to vote over the phone or Internet are enclosed in this package.

**Your shares cannot be represented at the Annual Meeting on the election of directors, cumulative voting or the two proposals regarding executive compensation, 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 choice of For, Against or Abstain your shares will be voted as recommended by your Board of Directors.

**Please Vote Today**

If you have questions or need help voting your shares, please call our proxy solicitation firm, Morrow & Co., LLC. at 800-278-2141.

Regards,

/s/ Arden T. Phillips  
Arden T. Phillips

Secretary and  
Corporate Governance Officer