SOUTHERN UNION COMPANY

SECRETARY'S CERTIFICATE

The undersigned, Robert M. Kerrigan, III, hereby certifies as follows:

1. I am the duly appointed and acting Vice President - Assistant General Counsel and Secretary of Southern Union Company, a Delaware corporation (the "Company").

2. Attached hereto as Exhibit "A" is a true and correct copy of resolutions adopted and approved by the Special Committee of the Board of Directors of the Company (the "Special Committee") on July 19, 2011 and recommended to the entire Board of Directors of the Company (the "Board") relating to approval of the Second Amended and Restated Agreement and Plan of Merger by and among the Company, Energy Transfer Equity, L.P. and Sigma Acquisition Corporation (the "Agreement"). The resolutions are in full force and effect and such resolutions do not conflict with the Bylaws of the Company.

3. Attached hereto as Exhibit "B" is a true and correct excerpt of the minutes of the Board from a meeting on July 19, 2011accepting the recommendation of the Special Committee and adopting and approving the Agreement. The Board action adopting and approving the Agreement is still in full force and effect and such action does not conflict with the Bylaws of the Company

4 Attached hereto as Exhibit "C" is a true and correct copy of resolutions adopted and approved by the Board on September 14, 2011 relating to Amendment No. 1 to the Agreement. The resolutions are in full force and effect and such resolutions do not conflict with the Bylaws of the Company.

5. The Company is duly organized and existing and has the power to take the actions called for by the attached resolutions.

Executed this 26th day of October 2011.

Robert M. Kerrigan, III
Vice President - Assistant General
Counsel and Secretary

Schedule RJH-3

Exhibit "A"

RESOLUTIONS OF THE SPECIAL COMMITTEE

OF

SOUTHERN UNION COMPANY

WHEREAS, Southern Union Company, a Delaware corporation (the "Company"), is party to an Agreement and Plan of Merger, dated as of June 15, 2011 and amended and restated as of July 4, 2011 (the "First Amended Agreement"), by and among the Company, Energy Transfer Equity, L.P., a Delaware master limited partnership ("ETE"), and Sigma Acquisition Corporation; and

WHEREAS, the Company and ETE have proposed to enter into an amendment and restatement of the First Amended Agreement pursuant to the Agreement and Plan of Merger in the form attached hereto as Exhibit A (the "Second Amended Agreement") relating to a merger of the Company with ETE (the "Proposed Merger"); and

WHEREAS, the Special Committee (the "Special Committee") of the Board of Directors (the "Board") of the Company, has reviewed the Second Amended Agreement; and

WHEREAS, ETE has requested that each of Mr. George L. Lindemann, Dr. Frayda B. Lindemann, Mr. George L. Lindemann, Jr., Mr. Adam M. Lindemann, Ms. Sloan Lindemann Barnett, and Mr. Eric D. Herschmann enter into an agreement (each such agreement, a "Support Agreement") in his or her capacity as a stockholder of the Company to cast an affirmative vote on any proposal to approve the Second Amended Agreement at a meeting of the stockholders of the Company in substantially the form attached hereto as Exhibit B; and

WHEREAS, the Board has previously determined that it is in the best interests of the Company and its stockholders to create, and has so created the Special Committee comprised of directors who are not members of the Company's management; and

WHEREAS, the Special Committee has previously retained Sullivan & Cromwell LLP ("SC") and Morris, Nichols, Arsht & Tunnell LLP ("MNAT") as its independent legal counsel; and

WHEREAS, the Special Committee has previously retained Evercore Partners ("Evercore") and Goldman Sachs & Co. ("Goldman") as its independent financial advisors to assist and advise the Special Committee with respect to, *inter alia*, (a) determining an appropriate purchase price for the Company as well as the form of consideration and the transaction structure and (b) negotiating the financial aspects of the Proposed Merger; and

WHEREAS, Evercore and Goldman have each delivered to the Special Committee a written opinion, in accordance with its customary practice, with respect to the fairness, from a financial point of view, to the Company and the holders of the Company's common stock, as the case may be, of the consideration to be received by the Company or the holders of the Company's common stock, as the case may be, in the Proposed Merger (together, the "Opinions"); and

WHEREAS, the Special Committee has engaged in extensive negotiation with ETE, internally discussed the Proposed Merger among the members of the Special Committee, considered the financial implications of the Proposed Merger to Mr. Lindemann and Mr. Herschmann, and considered Evercore and Goldman's issuance of the Opinions, and acting with the advice and counsel of SC, MNAT, Evercore and Goldman, the Special Committee has determined (i) that the Proposed Merger and Second Amended Agreement are advisable, fair to and in the best interests of the Company and its stockholders and (ii) to recommend the approval of the Proposed Merger, the Second Amended Agreement, and the other transactions contemplated by the Second Amended Agreement to the Board; and

NOW, THEREFORE, BE IT UNANIMOUSLY RESOLVED, that the Special Committee recommends that the Board (i) determine that the Proposed Merger and the Second Amended Agreement are in the best interest of the Company and its stockholders, (ii) authorize and empower the officers of the Company, and each of them acting alone, to execute the Second Amended Agreement and all documents related thereto or contemplated thereby on behalf of the Company, and to take all other actions such officer deems necessary or advisable in connection therewith, (iii) declare advisable, approve and adopt the Second Amended Agreement, and (iv) approve the form of Second Amended Agreement reviewed by the Special Committee, all documents related thereto or contemplated thereby, the transactions contemplated thereby, and the performance by the Company of its obligations thereunder; and

FURTHER RESOLVED, that the Special Committee recommends that the Board approve the Support Agreements and the Second Amended Agreement for purposes of Section 203 of the Delaware General Corporation Law; and

FURTHER RESOLVED, that the Special Committee recommends that the Board (i) recommend to the Company's stockholders that they approve the Second Amended Agreement and the transactions contemplated thereby, (ii) call a meeting of the stockholders of the Company for them to consider the adoption of the Second Amended Agreement and the approval of the transactions contemplated thereby, including the Proposed Merger (the "Stockholders' Meeting"), in the manner required by the Second Amended Agreement, (iii) issue and distribute to the stockholders of the Company a proxy statement relating to the Stockholders' Meeting, wherein the Board recommends to the Company's stockholders that they approve the Second Amended Agreement and the transactions contemplated thereby.

Exhibit "B"

The Special Committee first met separately with its financial and legal advisors and resolved unanimously to recommend to the full Board approval of the second amended and restated merger agreement (the "Second Amended and Restated ETE Merger Agreement"). The full Board then met and approved unanimously the Second Amended and Restated ETE Merger Agreement.

Exhibit "C"

WHEREAS, it has been proposed that Southern Union Company (the "Company") enter into Amendment No. 1, substantially in the form attached hereto as Attachment A (the "ETE Merger Amendment"), to that certain Second Amended and Restated Agreement and Plan of Merger, dated as of July 19, 2011 (the "Second Amended Merger Agreement"), by and among the Company, Energy Transfer Equity, L.P. ("ETE") and Sigma Acquisition Corporation;

WHEREAS, ETE and Energy Transfer Partners, L.P. ("ETP") propose to enter into Amendment No. 1, substantially in the form attached hereto as Attachment B (the "Citrus Amendment" and, together with the ETE Merger Amendment, the "Merger Amendments"), to that certain Amended and Restated Agreement and Plan of Merger, dated as of July 19, 2011, between ETE and ETP; and

WHEREAS, the Merger Amendments, among other things, contemplate that: (i) the Company contribute its ownership interests in Panhandle Eastern Pipe Line Company, LP and its subsidiaries to PEPL Holdings, LLC, a newly formed indirect subsidiary of the Company ("PEPL Holdings"), immediately prior to the effective time of the merger with ETE; (ii) PEPL Holdings guaranty certain indebtedness of ETP related to the transactions contemplated by the Citrus merger (the "Guaranty") immediately prior to the effective time of the merger with ETE; and (iii) upon ETE's request, PEPL Holdings file a registration statement on Form S-1 with the Securities and Exchange Commission to register the Guaranty in connection with a registered offering of such ETP debt.

NOW, THEREFORE, BE IT RESOLVED, that the transactions contemplated by each of the Merger Amendments are hereby approved; and

FURTHER RESOLVED, that the execution, delivery and performance of the ETE Merger Amendment is hereby authorized and that the appropriate officers of the Company are authorized and directed to execute and deliver the ETE Merger Amendment (with such changes that any appropriate officer deems advisable, such execution to be conclusive evidence thereof) and to take, or cause to be taken, any and all such actions, and to execute and deliver, or cause to be executed and delivered, any and all such further agreements, documents and instruments, as they may determine to be advisable to carry out the purposes and intent of any of the foregoing resolutions, any such action, execution or delivery to be conclusive evidence of such determination.