

Edgar Filing: EL PASO CORP/DE - Form 11-K

EL PASO CORP/DE
Form 11-K
March 28, 2002

=====

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001

or

TRANSITION REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 33-42696

Coastal Aruba Refining Company N.V.
Thrift Plan
(Full title of the plan)

El Paso Corporation
El Paso Building
1001 Louisiana Street
Houston, Texas 77002

(Name of issuer of the securities held pursuant to the plan
and address of its principal executive office)

=====

COASTAL ARUBA REFINING COMPANY N.V.
THRIFT PLAN

FINANCIAL STATEMENTS AND FINANCIAL SCHEDULES
WITH REPORT OF INDEPENDENT ACCOUNTANTS

INDEX

	Page

Report of Independent Accountants - PricewaterhouseCoopers LLP.....	2
Independent Auditors' Report-Deloitte & Touche LLP.....	3
Financial Statements:	
Statements of Net Assets Available for Plan Benefits as of December 31, 2001 and 2000.....	4
Statements of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 2001,	

Edgar Filing: EL PASO CORP/DE - Form 11-K

2000 and 1999.....	5
Notes to Financial Statements.....	6
Financial Schedules:	
Schedule I - Schedule of Assets Held for Investment Purposes as of December 31, 2001.....	12
Schedule II - Allocation of Plan Assets and Liabilities to Investment Programs as of December 31, 2001 and 2000.....	13
Schedule III - Allocation of Plan Income and Changes in Plan Equity to Investment Programs for the years ended December 31, 2001, 2000 and 1999.....	14
Exhibits:	
Consent Of Independent Accountants - PricewaterhouseCoopers LLP.....	16
Independent Auditors' Consent-Deloitte & Touche LLP.....	17

Report of Independent Accountants

To the Administrator of
Coastal Aruba Refining Company N.V. Thrift Plan

In our opinion, the accompanying statement of net assets available for plan benefits and the related statement of changes in net assets available for plan benefits present fairly, in all material respects, the net assets available for benefits of Coastal Aruba Refining Company N.V. Thrift Plan (the "Plan") at December 31, 2001, and the changes in net assets available for benefits for the year ended December 31, 2001 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedules present fairly, in all material respects, the information set forth therein when read in conjunction with the related financial statements. These financial statements and schedules are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements and schedules based on our audit. We conducted our audit of these statements and schedules in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and schedules are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and schedules, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement and schedule presentation. We believe that our audit provides a reasonable basis for our opinion.

Edgar Filing: EL PASO CORP/DE - Form 11-K

/s/ PricewaterhouseCoopers LLP
Houston, Texas
March 22, 2002

INDEPENDENT AUDITORS' REPORT

We have audited the statement of net assets available for Plan benefits of Coastal Aruba Refining Company N.V. Thrift Plan (the "Plan") as of December 31, 2000, and the related statements of changes in net assets available for Plan benefits for the two years in the period ended December 31, 2000. Our audits also included the financial statement schedules on pages 12 through 15. These financial statements and financial statement schedules are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance that the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for Plan benefits as of December 31, 2000 and the changes in net assets available for Plan benefits for the two years in the period ended December 31, 2000 in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

/S/ Deloitte & Touche LLP
Houston, Texas
March 28, 2001

COASTAL ARUBA REFINING COMPANY N.V. THRIFT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

December 31,

2001 2000

Edgar Filing: EL PASO CORP/DE - Form 11-K

ASSETS	-----	-----
Investments, at market		
Securities of El Paso Corporation Common Stock (cost: 2001- \$3,524,316; 2000-\$3,441,396)	\$7,732,923	\$12,330,458
Other	207,851	205,591
	-----	-----
Total Investments	7,940,774	12,536,049
Receivables		
Dividends	25,785	6,051
Contributions	210,397	8,725
	-----	-----
Total Receivables	236,182	14,776
	-----	-----
TOTAL ASSETS	8,176,956	12,550,825
LIABILITIES		
Payable to employer	-	95,687
Other	-	1,240
	-----	-----
TOTAL LIABILITIES	-	96,927
	-----	-----
NET ASSETS AVAILABLE FOR PLAN BENEFITS	\$8,176,956	\$12,453,898
	=====	=====

The accompanying notes are an integral part of these financial statements.

COASTAL ARUBA REFINING COMPANY N.V. THRIFT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

	for the years ended December 31,		
	2001	2000	1999
	-----	-----	-----
Net (depreciation)/appreciation in fair value of investments	\$(4,680,455)	\$7,101,280	\$ 333
Investment income			
Dividends, net of withholding tax	102,654	23,525	21,169
Interest	9,446	9,573	8,169
	-----	-----	-----
Net investment (loss)/income	(4,568,355)	7,134,378	29,671
Contributions			
Employer	595,848	514,301	434,406
Participants	724,938	601,717	533,265
	-----	-----	-----
Total contributions	1,320,786	1,116,018	967,671
	-----	-----	-----
Net (reduction)/addition	(3,247,569)	8,250,396	997,342
Less: Benefits paid to participants	1,029,373	480,921	438,009
	-----	-----	-----
Net (decrease)/increase in net assets available for Plan benefits	(4,276,942)	7,769,475	559,333
Beginning of period	12,453,898	4,684,423	4,125,090

Edgar Filing: EL PASO CORP/DE - Form 11-K

End of period	\$ 8,176,956	\$12,453,898	\$4,684,423
	=====	=====	=====

COASTAL ARUBA REFINING COMPANY N.V.
THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of the Coastal Aruba Refining Company N.V. Thrift Plan (the "Plan") provides general information about the Plan's provisions in effect for the year ended December 31, 2001. Participants should refer to the Plan documents and summary plan description for a more complete description of the Plan's provisions.

General

On January 29, 2001, Coastal Aruba Refining Company N.V. (the "Company") became an indirect, wholly owned subsidiary of El Paso Corporation ("El Paso") through the merger of a wholly owned El Paso subsidiary with The Coastal Corporation ("Coastal"). In the merger, each share of Coastal common stock and Class A common stock was converted on a tax-free basis into 1.23 shares of El Paso common stock. The shares of Coastal stock previously held in this Plan were exchanged for El Paso stock on the merger date.

The Plan is an employee retirement savings plan, registered under the Securities Act of 1933, as amended, covering eligible employees of the Company. The Management Board of the Coastal Aruba Thrift Foundation (the "Foundation") administers the Plan.

Contributions

Upon enrollment, a participant may elect to contribute to the Plan, by means of regular payroll deductions, from two percent to eight percent, in increments of one percent, of the participant's basic compensation. Basic compensation means fixed salaries or wages per hour, excluding compensation for bonuses, overtime, commissions and incentive compensation.

The Company makes matching contributions at an amount equal to the employee's contributions up to a maximum of two percent of the employee's basic compensation during the first and second year of active participation in the Plan. Thereafter, the matching contributions are increased to not more than four percent during the third and fourth years of active participation, six percent during the fifth and sixth years of active participation and eight percent after six years of active participation in the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's matching contribution, and the participant's share of net earnings or losses of his or her respective investment funds elected under the Plan. Net investment gains and losses in a particular investment fund are allocated in proportion to the respective participant's account balances in that fund.

COASTAL ARUBA REFINING COMPANY N.V.
THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS
(Continued)

1. DESCRIPTION OF PLAN (Continued)

Vesting

A participant's interest in the balance credited to his or her account is fully vested at all times.

Investment Options

The Plan maintains three investment funds in which current employee contributions are invested:

1) Stock Fund - invested in common stock of El Paso Corporation (NYSE:EP). Prior to the merger date, these funds were invested in The Coastal Corporation (NYSE: CGP). As with investments in any single stock, this fund may be more volatile (that is, subject to larger swings in value, both up and down) than a fund that is diversified among the stocks of many companies. Participants who invest in the Stock Fund may instruct the trustee regarding the voting of the common stock allocated to the participant's account. Cash dividends thereon are reinvested in El Paso common stock. Prior to November 1, 2001, employer-matched contributions were invested in the Stock Fund only. Effective November 1, 2001, the Plan was amended to allow participants to direct their employer-matched contributions among all investment options. JP Morgan Chase is the custodian of the Stock Fund. Contributions attributable to the Stock Fund are temporarily held in an interest-bearing account at JP Morgan Chase pending investment in the Stock Fund.

2) Interest Income Fund - an unsegregated fund invested in interest-bearing investments such as bonds, notes, debentures, savings accounts, savings certificates, commercial paper, deposit accounts maintained by one or more legal reserve life insurance companies that provide for the payment of fixed or variable rates of interest for specified periods of time, and other similar types of investments. A portion of the Interest Income Fund may be retained in cash.

Edgar Filing: EL PASO CORP/DE - Form 11-K

3) Diversified Fund - an unsegregated fund invested in capital stocks of issuers (other than El Paso common stock), notes, bonds, debentures, and other similar types of investments. A portion of the Diversified Fund may be retained in cash or invested temporarily in commercial paper, certificates of deposit or savings accounts.

The contributions attributable to the Interest Income Fund and the Diversified Fund are temporarily held in a foreign currency, Aruban Florin, in interest-bearing accounts at the Caribbean Mercantile Bank N.V., which are translated into U.S. dollars using the conversion rate at December 31, 2001 and 2000. See Schedule I - Schedule of Assets Held for Investment Purposes. Contributions will remain in the interest-bearing accounts pending a determination by the investment manager that sufficient funds have accumulated to warrant one of the investments described above for each fund.

1. DESCRIPTION OF PLAN (Continued)

The following numbers of participants were invested in the various funds at December 31, 2001:

Fund	Number of Participants	
	2001	2000
Stock Fund	430	400
Interest Income Fund	34	44
Diversified Fund	29	38

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Basis

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, and the reported changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Marketable Securities

Securities valuations are based on the last recorded sales price at December 31, 2001 and 2000, as reported by the

principal securities exchange on which the security is traded, or the average of the bid and the ask price if sold over the counter. Realized gains and losses reported herein on the sale or withdrawal of securities are based on the difference between market values of the securities sold and/or issued at the effective dates and the market value at the beginning of the year and cost of securities purchased during the year.

Taxes

The Plan is not a qualified plan for purposes of the laws of the United States pursuant to Section 401(a) of the Internal Revenue Code of 1986, as amended, nor is it subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended.

The Plan was reviewed in 1991 by the Centrale Bank van Aruba, which concluded that the Plan was not subject to the prudential supervision of the Centrale Bank because it is designed in accordance with United States customs and does not conform to the requirements for a savings plan in Aruba. No subsequent reviews have been conducted to assert otherwise.

COASTAL ARUBA REFINING COMPANY N.V.
THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS
(Continued)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Under present United States tax laws, the purchase and sale of El Paso common stock by the Foundation is not subject to income or withholding tax. However, dividends paid on the common stock are subject to a 30 percent withholding tax.

Expenses

Generally, reasonable expenses of administering the Plan are paid by the Company, although it is not obligated to do so. All taxes that may be levied or assessed under future laws upon the assets or the income of the Plan will be paid by the Plan.

Change In Recordkeeper

Prior to the merger with El Paso, administrative recordkeeping of the Plan was performed in-house by Coastal. Effective July 1, 2001, El Paso out-sourced the administrative recordkeeping function of the Plan to Hewitt Associates.

3. NET (DEPRECIATION) / APPRECIATION IN THE STOCK FUND

 During 2001, 2000 and 1999, the fair value of investments (including investments bought and sold, as well as held during the year) (depreciated)/appreciated as follows:

	Stock Fund

Balance at December 31, 1998	\$ 1,787,449
Appreciation during 1999	333

Balance at December 31, 1999	1,787,782
Appreciation during 2000	7,101,280

Balance at December 31, 2000	8,889,062
Depreciation during 2001	(4,679,003)

Balance at December 31, 2001	\$ 4,210,059
	=====

4. PLAN TERMINATION

 Although the Company has not expressed any intent to do so, it reserves the right to discontinue contributions at any time and to terminate the Plan. Upon termination, Plan assets would be distributed to the participants, as directed by the Management Board of the Foundation upon the Company's recommendation, on the basis of their account balances existing at the date of termination, as adjusted for investment gains and losses.

COASTAL ARUBA REFINING COMPANY N.V.
 THRIFT PLAN

 NOTES TO FINANCIAL STATEMENTS
 (Continued)

5. FINAL DISTRIBUTIONS AND BENEFITS PAID

 Final distributions and participant withdrawals that have been processed and approved, but not paid by the Plan, are not considered Plan obligations until paid under generally accepted accounting principles and therefore, are not presented as liabilities or benefits paid in the accompanying financial statements. Final distributions and participant withdrawals that were processed and approved, but not paid, amounted to \$32,889 and \$222,387 as of December 31, 2001 and 2000.

6. AMENDMENTS

 The Management Board of the Foundation, upon the Company's recommendation, may amend the Plan at any time.

Each participant who is an active employee on or after

Edgar Filing: EL PASO CORP/DE - Form 11-K

July 1, 2001, is fully vested in his or her entire account balance in the Plan.

Effective November 1, 2001, all employer matched contributions and employee unmatched contributions may be allocated among all investment options as directed by the participant's written election. Also, effective November 1, 2001, participants shall have the right once each calendar quarter to file a written notice directing the transfer of funds among all investment options in which the participants' account is invested.

FINANCIAL SCHEDULES

COASTAL ARUBA REFINING COMPANY N.V. THRIFT PLAN
SCHEDULE I - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
as of December 31, 2001

Identity of issuer, borrower, or similar party, and description of investment	Number of shares (units) or principal amount of bonds and notes	Cost	Current value
STOCK FUND			
El Paso Corporation common stock	173,345	\$3,524,316	\$7,732,923
Short-term securities			
JP Morgan Chase Securities of Texas Money Market Fund	152	152	152
		-----	-----
Total investments - Stock Fund		3,524,468	7,733,075
		-----	-----
INTEREST INCOME FUND			
Short-term securities			
Caribbean Mercantile Bank N.V.	116,375	116,375	116,375
		-----	-----
Total deposits - Interest Income Fund		116,375	116,375
		-----	-----
DIVERSIFIED FUND			
Short-term securities			
Caribbean Mercantile Bank N.V.	91,324	91,324	91,324
		-----	-----
Total deposits - Diversified Fund		91,324	91,324
		-----	-----
Total Assets Held For Investment Purposes		\$3,732,167	\$7,940,774
		=====	=====

COASTAL ARUBA REFINING COMPANY N.V. THRIFT PLAN
SCHEDULE II - ALLOCATION OF PLAN ASSETS
AND LIABILITIES TO INVESTMENT PROGRAMS

Edgar Filing: EL PASO CORP/DE - Form 11-K

as of December 31, 2001

	Total Plan	El Paso Common Stock Fund	Interest Income Fund	Diversified Fund
Investments, at market				
Securities of El Paso Common Stock (Cost \$3,524,316)	\$7,732,923	\$7,732,923	\$ -	\$ -
Other	207,851	152	116,375	91,324
	7,940,774	7,733,075	116,375	91,324
Receivables				
Dividends	25,785	25,785	-	-
Contributions	210,397	187,391	13,513	9,493
	236,182	213,176	13,513	9,493
Net assets available for plan benefits	\$8,176,956	\$7,946,251	\$ 129,888	\$ 100,817

as of December 31, 2000

	Total Plan	Coastal Common Stock Fund	Interest Income Fund	Diversified Fund
Investments, at market				
Securities of Coastal Common Stock (Cost \$3,441,396)	\$12,330,458	\$12,330,458	\$ -	\$ -
Other	205,591	86	113,203	92,302
	12,536,049	12,330,544	113,203	92,302
Receivables				
Dividends	6,051	6,051	-	-
Contributions	8,725	-	4,072	4,653
	14,776	6,051	4,072	4,653
Liabilities				
Payables to employer	95,687	95,687	-	-
Other	1,240	1,240	-	-
	96,927	96,927	-	-
Net assets available for plan benefits	\$12,453,898	\$12,239,668	\$ 117,275	\$ 96,955

COASTAL ARUBA REFINING COMPANY N.V. THRIFT PLAN
SCHEDULE III - ALLOCATION OF PLAN INCOME AND
CHANGES IN PLAN EQUITY TO INVESTMENT PROGRAMS

Edgar Filing: EL PASO CORP/DE - Form 11-K

for the year ended December 31, 2001				
	Total Plan	El Paso Common Stock Fund	Interest Income Fund	Diversified Fund
Investments income				
Dividends	\$ 102,654	\$ 102,654	\$ -	\$ -
Interest	9,446	66	5,240	4,140
Total investment income	112,100	102,720	5,240	4,140
(Depreciation)/appreciation of investments	(4,680,455)	(4,679,003)	2,036	(3,488)
Contributions				
Employer	595,848	595,848	-	-
Employee	724,938	683,558	23,509	17,871
Total contributions	1,320,786	1,279,406	23,509	17,871
Less: Benefits paid to participants	1,029,373	996,540	18,172	14,661
Net (decrease)/increase in net assets available for plan benefits	(4,276,942)	(4,293,417)	12,613	3,862
Beginning of period	12,453,898	12,239,668	117,275	96,955
End of period	\$8,176,956	\$7,946,251	\$ 129,888	\$ 100,817

for the year ended December 31, 2000				
	Total Plan	Coastal Common Stock Fund	Interest Income Fund	Diversified Fund
Investments income				
Dividends	\$ 23,525	\$ 23,525	\$ -	\$ -
Interest	9,573	427	5,007	4,139
Total Investment Income	33,098	23,952	5,007	4,139
Appreciation of investments Coastal common stock	7,101,280	7,101,280	-	-
Contributions				
Employer	514,301	514,301	-	-
Employee	601,717	565,114	21,581	15,022
Total contributions	1,116,018	1,079,415	21,581	15,022
Less: Benefits paid to participants	480,921	472,292	7,556	1,073

Edgar Filing: EL PASO CORP/DE - Form 11-K

Net increase in net assets available for plan benefits	7,769,475	7,732,355	19,032	18,088
	-----	-----	-----	-----
Beginning of period	4,684,423	4,507,313	98,243	78,867
	-----	-----	-----	-----
End of period	\$12,453,898	\$12,239,668	\$ 117,275	\$ 96,955
	=====	=====	=====	=====

COASTAL ARUBA REFINING COMPANY N.V. THRIFT PLAN
SCHEDULE III - ALLOCATION OF PLAN INCOME AND
CHANGES IN PLAN EQUITY TO INVESTMENT PROGRAMS
(continued)

for the year ended December 31, 1999

	Total Plan	Coastal Common Stock Fund	Interest Income Fund	Diversified Fund
	-----	-----	-----	-----
Investments income				
Dividends	\$ 21,169	\$ 21,169	\$ -	\$ -
Interest	8,169	160	4,398	3,611
	-----	-----	-----	-----
Total Investment Income	29,338	21,329	4,398	3,611
Appreciation of investments				
Coastal common stock	333	333	-	-
Contributions				
Employer	434,406	434,406	-	-
Employee	533,265	497,117	20,536	15,612
	-----	-----	-----	-----
Total contributions	967,671	931,523	20,536	15,612
Less: Benefits paid to participants	438,009	412,130	12,098	13,781
Net increase in assets available for plan benefits	559,333	541,055	12,836	5,442
	-----	-----	-----	-----
Beginning of period	4,125,090	3,966,258	85,407	73,425
	-----	-----	-----	-----
End of period	\$4,684,423	\$4,507,313	\$ 98,243	\$ 78,867
	=====	=====	=====	=====

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Management Board of the Coastal Aruba Thrift Foundation, as Administrator, has duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

Edgar Filing: EL PASO CORP/DE - Form 11-K

MANAGEMENT BOARD OF THE COASTAL ARUBA
THRIFT FOUNDATION, AS ADMINISTRATOR
OF COASTAL ARUBA REFINING COMPANY N.V.
THRIFT PLAN

By: /s/ Joel Richards III

Joel Richards III
Member of Management Board

Dated: March 28, 2002

Exhibit Index

Exhibit No. -----	Description -----
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Deloitte & Touche LLP