

WGL HOLDINGS INC
Form DEFA14A
January 20, 2009

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:

(5) Total fee paid:

-
- 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:

WGL HOLDINGS, INC.
**** IMPORTANT NOTICE ****
Regarding the Availability of Proxy Materials

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

*101 CONSTITUTION AVENUE, NW
WASHINGTON, DC 20080*

Shareholder Meeting to be held on 03/05/09

Proxy Materials Available

Notice and Proxy Statement

Annual Report

PROXY MATERIALS - VIEW OR RECEIVE

You can choose to view the materials online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before 02/19/09.

HOW TO VIEW MATERIALS VIA THE INTERNET

Have the 12 Digit Control Number available and visit: www.proxyvote.com

HOW TO REQUEST A COPY OF MATERIALS

1) BY INTERNET www.proxyvote.com

2) BY TELEPHONE 1-800-579-1639

3) BY E-MAIL* sendmaterial@proxyvote.com

*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

Meeting Type:	Annual
Meeting Date:	03/05/09
Meeting Time:	10:00 A.M. EST
For holders as of:	01/05/09

Meeting Location:

National Press Club
529 14th Street NW
Washington, DC 20045

DIRECTIONS

By Metro

* Take Metro to Metro Center.

- * Take the 13th Street Exit, take escalator to 13th Street; you should be at the corner of 13th and G Streets.
- * Walk one block south to F Street.
- * Turn right (West) and walk one block to 14th Street
- * Turn left and walk downhill to the National Press Building lobby.
- * Enter and take the elevators to the 13th Floor

From Virginia

- * I-395 North
- * Follow signs to 14th Street Bridge; Exit to 14th St.
- * Continue north on 14th St past Washington Monument past Freedom Plaza and Pennsylvania Ave.
- * The National Press Building is in the next block, next door to the J.W. Marriott Hotel

How To Vote

Vote In Person

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting, you will need to request a ballot to vote these shares.

Vote By Internet

To vote *now* by Internet, go to WWW.PROXYVOTE.COM. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

From Maryland

- * Take the Baltimore-Washington Parkway south and exit at New York Ave (Route 50)
- * Follow New York Ave all the way to 14th St and turn left (south).
- * The National Press Building is at the corner of 14th and F St next to the J.W. Marriott Hotel.

Voting items

**THE BOARD OF DIRECTORS RECOMMENDS
A VOTE FOR ITEMS 1 AND 2, AND AGAINST
ITEM 3.**

1. Elect Directors of WGL Holdings, Inc.

Nominees:

- | | |
|-------------------------------------|---------------------------|
| 01) Michael D. Barnes | 06) James F. Lafond |
| 02) George P. Clancy, Jr. | 07) Debra L. Lee |
| 03) James H.
DeGraffenreidt, Jr. | 08) Terry D. McCallister |
| 04) James W. Dyke, Jr. | 09) Karen Hastie Williams |
| 05) Melvyn J. Estrin | |
2. Proposal to ratify the appointment of Deloitte & Touche LLP as independent public accountants for fiscal year 2009.
 3. Proposal to provide for cumulative voting in the election of directors.
 4. In their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.