

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. __)*

Leviathan Gas Pipeline Partners, L.P.

(Name of Issuer)

Preference Units

(Title of Class of Securities)

527367-10-6

(CUSIP Number)

July 31, 1999

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/X/ Rule 13d-1(b)
/ / Rule 13d-1(c)
/ / Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citibank, N.A.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /
(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF (5) SOLE VOTING POWER 0
SHARES
BENEFICIALLY (6) SHARED VOTING POWER 500,000
OWNED BY
EACH (7) SOLE DISPOSITIVE POWER 0
REPORTING
PERSON (8) SHARED DISPOSITIVE POWER 500,000
WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 500,000

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 49.2%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) BK

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citicorp

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /

(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF (5) SOLE VOTING POWER 0

SHARES		
BENEFICIALLY	(6) SHARED VOTING POWER	500,000
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	0
REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	500,000
WITH:		
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		500,000
(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /		
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		49.2%
(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		HC

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(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
Citigroup Inc.		
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
		(a) / /
		(b) / /
(3) SEC USE ONLY		
(4) CITIZENSHIP OR PLACE OF ORGANIZATION		Delaware
NUMBER OF	(5) SOLE VOTING POWER	0
SHARES		
BENEFICIALLY	(6) SHARED VOTING POWER	509,840*
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	0

REPORTING

PERSON (8) SHARED DISPOSITIVE POWER 509,840*

WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 509,840*

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 50.1%*

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC

* Includes shares held by the other reporting persons.

Item 1(a). Name of Issuer:

Leviathan Gas Pipeline Partners, L.P.

Item 1(b). Address of Issuer's Principal Executive Offices:

El Paso Energy Building
1001 Louisiana Street
Houston, Texas 77002

Item 2(a). Name of Person Filing:

Citibank, N.A. ("Citibank")
Citicorp
Citigroup Inc. ("Citigroup")

Item 2(b). Address or Principal Office or, if none, Residence:

The address of the principal office of each of Citibank and Citicorp is:

399 Park Avenue
New York, NY 10043

The address of the principal office of Citigroup is:

153 East 53rd Street
New York, NY 10043

Item 2(c). Citizenship or Place of Organization:

Citibank is a national banking association.

Citicorp and Citigroup are Delaware corporations.

Item 2(d). Title of Class of Securities:

Preference Units

Item 2(e). Cusip Number:

527367-10-6

- Item 3. If this Statement is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a(n):
- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
 - (b) ☒ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) ☐ Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
 - (f) ☐ Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
 - (g) ☒ Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
 - (h) ☐ Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) ☐ Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
 - (j) ☐ Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

- Item 4. Ownership. (as of July 31, 1999)
- (a) Amount beneficially owned: See item 9 of cover pages
 - (b) Percent of Class: See item 11 of cover pages
 - (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote:
 - (ii) shared power to vote or to direct the vote:
 - (iii) sole power to dispose or to direct the disposition of:
 - (iv) shared power to dispose or to direct the disposition of:

See Items 5-8 of cover pages

- Item 5. Ownership of Five Percent or Less of a Class.
- If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.
- Item 6. Ownership of More Than Five Percent on Behalf of Another Person.
- Not Applicable.
- Item 7. Identification and Classification of the Subsidiary which Acquired

the Security being Reported on by the Parent Holding Company.

Citicorp is the sole stockholder of Citibank. Citigroup is the sole stockholder of Citicorp.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

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Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 9, 1999

CITIBANK, N.A.

By: /s/ Glenn S. Gray

Name: Glenn S. Gray
Title: Vice President and
Assistant Secretary

CITICORP

By: /s/ Glenn S. Gray

Name: Glenn S. Gray
Title: Assistant Secretary

CITIGROUP INC.

By: /s/ Glenn S. Gray

Name: Glenn S. Gray
Title: Assistant Secretary

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EXHIBIT INDEX TO SCHEDULE 13G

EXHIBIT 1

Agreement among Citibank, Citicorp and Citigroup as to joint filing of
Schedule 13G

EXHIBIT 2

Disclaimer of beneficial ownership by Citigroup

EXHIBIT 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

Each of the undersigned hereby affirms that it is individually eligible to use Schedule 13G, and agrees that this Schedule 13G is filed on its behalf.

Date: August 9, 1999

CITIBANK, N.A.

By: /s/ Glenn S. Gray

Name: Glenn S. Gray
Title: Vice President and
Assistant Secretary

CITICORP

By: /s/ Glenn S. Gray

Name: Glenn S. Gray
Title: Assistant Secretary

CITIGROUP INC.

By: /s/ Glenn S. Gray

Name: Glenn S. Gray
Title: Assistant Secretary

EXHIBIT 2

DISCLAIMER OF BENEFICIAL OWNERSHIP

The undersigned disclaims beneficial ownership of the securities referred to in the Schedule 13G to which this exhibit is attached, and the filing of this Schedule 13G shall not be construed as an admission that the undersigned is, for the purpose of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any securities covered by this Schedule 13G.

Date: August 9, 1999

CITIGROUP INC.

By: /s/ Glenn S. Gray

Name: Glenn S. Gray
Title: Assistant Secretary