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IN THE DISTRICT COURT OF SHAWNEE COUNTY, KANSAS

In re KINDER MORGAN, INC.) Consolidated Case No. 06-C-801
SHAREHOLDERS LITIGATION)
_____)

2010 JUN -8 P 3: 27

JOINT STIPULATIONS OF FACT AND LAW

Pursuant to this Court's Letter Decision and Order dated February 23, 2010, all parties to the above referenced action, after conferring in good faith, hereby stipulate, through their undersigned counsel, that the following statements of fact and law shall be considered undisputed for purposes of the parties' dispositive motions, which will be filed with the Court on or before July 16, 2010 (the "Motions").

STIPULATIONS OF FACT

1. At the time of the merger transaction at issue, Kinder Morgan, Inc. ("KMI") was a Kansas corporation with its executive offices located in Houston, Texas.
2. As of December 31, 2005, KMI was one of the largest energy transportation and storage companies in North America with approximately 43,000 miles of pipelines and 150 terminals. KMI transported, stored and handled energy products such as natural gas, refined petroleum products, crude oil, ethanol, coal and carbon dioxide.
3. As of December 31, 2005, KMI owned the general partner of, and had a significant limited partner interest in, Kinder Morgan Energy Partners, L.P., then one of the largest publicly traded pipeline master limited partnerships in the United States.
4. During the period May 28, 2006 through May 30, 2007, the closing date of the merger at issue in this action, Richard D. Kinder ("R. Kinder") served as the Chairman of the Board of Directors and Chief Executive Officer of KMI.

5. As of May 28, 2006, R. Kinder had direct beneficial ownership of 23,994,577 shares of common stock of KMI, and may have been deemed to have beneficial ownership of an additional 250 shares of common stock, representing approximately 17.96% of the Company's outstanding shares of common stock.

6. During the period May 28, 2006 through May 30, 2007, Fayez Sarofim ("Sarofim") served as a member of the KMI Board of Directors and had been a Director since 1999.

7. As of June 7, 2006, Sarofim owned 2,288,843 shares of common stock of KMI, representing approximately 1.72% of the Company's outstanding shares of common stock.

8. During the period May 28, 2006 through May 30, 2007, Michael C. Morgan ("M. Morgan") served as a member of the KMI Board of Directors and had been a Director since 2003.

9. As of May 28, 2006, M. Morgan owned 242,454 shares of common stock of KMI, representing approximately 0.18% of the Company's outstanding shares of common stock.

10. During the period May 28, 2006 through May 30, 2007, KMI's board of directors consisted of the following twelve individuals: R. Kinder, Stewart A. Bliss ("Bliss"), Edward H. Austin, Jr. ("Austin"), Charles W. Battey ("Battey"), William J. Hybl ("Hybl"), Ted A. Gardner ("Gardner"), M. Morgan, Edward Randall, III ("Randall"), Sarofim, James M. Stanford ("Stanford"), H.A. True, III ("True"), and Douglas W.G. Whitehead ("Whitehead") (collectively, the "Board").

11. During the period May 28, 2006 through May 30, 2007, the only director of KMI who was also an employee or an officer of KMI was R. Kinder.

12. During the period May 28, 2006 through May 30, 2007, the only directors of KMI who were members of the Buyout Group¹ were R. Kinder, Sarofim and M. Morgan.

13. Bliss, Austin, Battey, Hybl, Gardner, Randall, Stanford, True, and Whitehead have been dismissed without prejudice from this action.

14. Between May 28, 2006 and May 30, 2007, Battey was a member of the KMI Board, was not an officer or employee of KMI or any of its affiliates, and was not a member of the Buyout Group.

15. Battey served as a Director of KMI and its predecessor company or companies from 1971 until May 30, 2007. Battey was Chairman of the KMI Board from 1989 to 1996 and KMI's Chief Executive Officer from 1989 to 1994.

16. Between May 28, 2006 and May 30, 2007, Austin was a member of the KMI Board and the Special Committee, was not an officer or employee of KMI or any of its affiliates, and was not a member of the Buyout Group.

17. Austin served as a Director of KMI and its predecessor company or companies from 1994 until May 30, 2007.

18. Between May 28, 2006 and May 30, 2007, Bliss was a member of the KMI Board and Chairman of the Special Committee, was not an officer or employee of KMI or any of its affiliates, and was not a member of the Buyout Group.

19. Bliss served as a Director of KMI and its predecessor company or companies from 1993 until May 30, 2007. Bliss served as KMI's Interim Chairman and Chief Executive Officer from July to October of 1999.

¹ The "Buyout Group" refers to Richard Kinder, Park Shaper, Michael Morgan, William Morgan, Fayez Sarofim, Steven Kean, Kimberly Dang, David Kinder, James Street, Joseph Listengart and the equity sponsors.

20. Between May 28, 2006 and May 30, 2007, Gardner was a member of the KMI Board and the Special Committee, was not an officer or employee of KMI or any of its affiliates, and was not a member of the Buyout Group.

21. Gardner served as a Director of KMI from 1999 until May 30, 2007.

22. Between May 28, 2006 and May 30, 2007, Hybl was a member of the KMI Board, was not an officer or employee of KMI or any of its affiliates, and was not a member of the Buyout Group.

23. Hybl served as a Director of KMI and its predecessor company or companies from 1988 until May 30, 2007.

24. Between May 28, 2006 and May 30, 2007, Randall was a member of the KMI Board, was not an officer or employee of KMI or any of its affiliates, and was not a member of the Buyout Group.

25. Randall served as a Director of KMI and its predecessor company or companies from 1994 until May 30, 2007.

26. Between May 28, 2006 and May 30, 2007, Stanford was a member of the KMI Board, was not an officer or employee of KMI or any of its affiliates, and was not a member of the Buyout Group.

27. Stanford served as a Director of KMI from January 2006 until May 30, 2007.

28. Between May 28, 2006 and May 30, 2007, True was a member of the KMI Board, was not an officer or employee of KMI or any of its affiliates, and was not a member of the Buyout Group.

29. True served as a Director of KMI and its predecessor company or companies from 1991 until May 30, 2007.

30. Between May 28, 2006 and May 30, 2007, Whitehead was a member of the KMI Board, was not an officer or employee of KMI or any of its affiliates, and was not a member of the Buyout Group.

31. Whitehead served as a Director of KMI from January 2006 until May 30, 2007.

32. The KMI Board held a special telephonic board meeting, called by R. Kinder, on May 28, 2006.

33. Prior to the beginning of the May 28, 2006 meeting, R. Kinder delivered a letter (the "May 28, 2006 Letter") to the Board (a true and correct copy of which is attached hereto as Exhibit 1)

34. The May 28, 2006 Letter set forth a proposal signed by or on behalf of R. Kinder, GS Capital Partners V Fund, L.P., AIG Global Asset Management Holdings Corp., Carlyle Partners IV, L.P., and Carlyle/Riverstone Energy Partners III, L.P. for the purchase of all the outstanding shares of KMI common stock at a cash price of \$100.00 per share.

35. A true and correct copy of the minutes of the May 28, 2006 Meeting of the KMI Board (including the resolutions adopted by the Board) is attached hereto as Exhibit 2.

36. The Buyout Group's May 28, 2006 offer to purchase all publicly owned shares of KMI at \$100.00 per share was publicly disclosed in a press release issued by KMI on May 29, 2006.

37. A true and correct copy of the May 29, 2006 KMI press release disclosing the Buyout Group's May 28, 2006 offer to purchase all publicly owned shares of KMI at \$100.00 per share is attached hereto as Exhibit 3.

38. At the May 28, 2006 meeting, the directors of KMI who were not members of the Buyout Group established a special committee, whose members were Bliss, Austin, and Gardner (the "Special Committee").

39. The authority of the Special Committee was set forth in the resolution adopted by the KMI Board at its May 28, 2006 meeting.

40. The Special Committee retained the law firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden") as legal counsel.

41. A true and correct copy of the June 5, 2006 engagement letter between the Special Committee and Skadden is attached hereto as Exhibit 4.

42. The Special Committee retained Morgan Stanley & Co., Incorporated ("Morgan Stanley") and The Blackstone Group L.P. ("Blackstone") as its financial advisors.

43. True and correct copies of the June 12, 2006 engagement letters between the Special Committee and Morgan Stanley and between the Special Committee and Blackstone are attached hereto as Exhibits 5 and 6.

44. The Special Committee met telephonically on June 8, 2006. A true and correct copy of the minutes of the June 8, 2006 Special Committee meeting is attached hereto as Exhibit 7.

45. The Special Committee met telephonically on June 12, 2006. A true and correct copy of the minutes of the June 12, 2006 Special Committee meeting is attached hereto as Exhibit 8.

46. On June 13, 2006, the directors of KMI who were not members of the Buyout Group held a telephonic meeting. A true and correct copy of the minutes of the June 13, 2006 KMI Board meeting (and Exhibit A thereto) is attached hereto as Exhibit 9.

47. The Special Committee met telephonically on June 14, 2006. A true and correct copy of the minutes of the June 14, 2006 Special Committee meeting is attached hereto as Exhibit 10.

48. The Special Committee met telephonically on June 19, 2006. A true and correct copy of the minutes of the June 19, 2006 Special Committee meeting is attached hereto as Exhibit 11.

49. The Special Committee met telephonically on June 23, 2006. A true and correct copy of the minutes of the June 23, 2006 Special Committee meeting is attached hereto as Exhibit 12.

50. The Special Committee met telephonically on June 26, 2006. A true and correct copy of the minutes of the June 26, 2006 Special Committee meeting is attached hereto as Exhibit 13.

51. The Special Committee met telephonically on June 30, 2006. A true and correct copy of the minutes of the June 30, 2006 Special Committee meeting is attached hereto as Exhibit 14.

52. The Special Committee met telephonically on July 3, 2006. A true and correct copy of the minutes of the July 3, 2006 Special Committee meeting is attached hereto as Exhibit 15.

53. The Special Committee met telephonically on July 7, 2006. A true and correct copy of the minutes of the July 7, 2006 Special Committee meeting is attached hereto as Exhibit 16.

54. The Special Committee met on July 11, 2006. A true and correct copy of the minutes of the July 11, 2006 Special Committee meeting (and Exhibit A thereto) is attached hereto as Exhibit 17.

55. On July 12, 2006, the Special Committee telephonically updated the directors of KMI who were not members of the Buyout Group as to the July 11 presentation.

56. The Special Committee met telephonically on July 14, 2006. A true and correct copy of the minutes of the July 14, 2006 Special Committee meeting (and Exhibit A thereto) is attached hereto as Exhibit 18.

57. On July 17, 2006, the Special Committee telephonically updated the directors of KMI who were not members of the Buyout Group and representatives of Bracewell on its activities.

58. The Special Committee met telephonically on July 19, 2006. A true and correct copy of the minutes of the July 19, 2006 Special Committee meeting is attached hereto as Exhibit 19.

59. The Special Committee met telephonically on July 21, 2006. A true and correct copy of the minutes of the July 21, 2006 Special Committee meeting is attached hereto as Exhibit 20.

60. The Special Committee met telephonically on July 26, 2006. A true and correct copy of the minutes of the July 26, 2006 Special Committee meeting is attached hereto as Exhibit 21.

61. The Special Committee met telephonically on July 28, 2006. A true and correct copy of the minutes of the July 28, 2006 Special Committee meeting is attached hereto as Exhibit 22.

62. On July 31, 2006, the Special Committee telephonically updated the directors of KMI who were not members of the Buyout Group and representatives of Bracewell on its actions and recent developments.

63. The Special Committee met telephonically on August 2, 2006. A true and correct copy of the minutes of the August 2, 2006 Special Committee meeting is attached hereto as Exhibit 23.

64. The Special Committee met telephonically on August 7, 2006 at 1:00 P.M., EDT. A true and correct copy of the minutes of that meeting is attached hereto as Exhibit 24.

65. The Special Committee met telephonically on August 7, 2006 at 5:45 P.M., EDT. A true and correct copy of the minutes of that meeting is attached hereto as Exhibit 25.

66. On August 14, 2006, the directors of KMI who were not members of the Buyout Group received an update from the Special Committee.

67. A true and correct copy of the minutes of the August 14, 2006 KMI Board meeting is attached hereto as Exhibit 26.

68. The Special Committee met telephonically on August 17, 2006. A true and correct copy of the minutes of the August 17, 2006 Special Committee meeting is attached hereto as Exhibit 27.

69. The Special Committee met telephonically on August 18, 2006. A true and correct copy of the minutes of the August 18, 2006 Special Committee meeting is attached hereto as Exhibit 28.

70. The Special Committee met on August 21, 2006. A true and correct copy of the minutes of the August 21, 2006 Special Committee meeting is attached hereto as Exhibit 29.

71. The Special Committee met on August 22, 2006. A true and correct copy of the minutes of the August 22, 2006 Special Committee meeting is attached hereto as Exhibit 30.

72. The Special Committee met on August 27, 2006. A true and correct copy of the minutes of the August 27, 2006 Special Committee meeting (and Exhibit A thereto) is attached hereto as Exhibit 31.

73. On July 17, 2006, Bliss informed R. Kinder that the Special Committee did not view the Buyout Group's \$100 per share offer as compelling value for KMI's unaffiliated shareholders.

74. On August 2, 2006, representatives of the investment banking area of Goldman Sachs met with representatives of the financial advisors to the Special Committee. At the meeting, Goldman Sachs conveyed a written presentation to the financial advisors to the Special Committee, a true and correct copy of which is attached hereto as Exhibit 32.

75. At the August 2, 2006, meeting referenced in paragraph 74 above, representatives of the investment banking area of Goldman Sachs noted that, while they were not authorized to make any higher offers, they asked representatives of Morgan Stanley and Blackstone how Morgan Stanley and Blackstone thought the Special Committee would react if the Buyout Group were to increase its offer to \$102 per share.

76. At the August 2, 2006 meeting referenced in paragraph 74 above, representatives of Morgan Stanley and Blackstone stated that while they could not speak for the Special Committee, it was their initial reaction that the Special Committee would not accept an offer of \$102 per share.

77. On August 8, 2006 Morgan Stanley's representatives met in person with representatives of the investment banking area of Goldman Sachs in New York (with Blackstone attending telephonically).

78. At the August 8, 2006 meeting referenced in paragraph 77 above, representatives of the investment banking area of Goldman Sachs asked Morgan Stanley and Blackstone their thoughts on how the Special Committee would react if the Buyout Group could be persuaded to increase its offer to \$103.55 per share.

79. At the August 8, 2006 meeting referenced in paragraph 77 above, Morgan Stanley and Blackstone said that while they could not speak for the Special Committee, it was their initial reaction that an offer of \$103.55 per share would not be accepted.

80. On August 14, 2006, the Special Committee and the other directors of KMI who were not members of the Buyout Group met and discussed the steps that the Special Committee would take next.

81. After the August 14, 2006 meeting referenced in paragraph 80 above ended, the Special Committee met and decided that there was insufficient basis to continue discussions with the Buyout Group, and that the Special Committee would inform R. Kinder that it believed that the Buyout Group's offer should be withdrawn and the process brought to an end.

82. On August 15, 2006, the Special Committee met personally with R. Kinder and Shaper and informed them that it believed the Buyout Group's offer should be withdrawn and the process ended.

83. During the August 15, 2006 meeting referred to in paragraph 82 above, R. Kinder asked the Special Committee for three days to come up with a proposal that the Special Committee might find acceptable.

84. From August 15 through 17, 2006 R. Kinder and other members of senior management met with members of the sponsor group to discuss the revised proposal to be made to the Special Committee. In these meetings, R. Kinder and certain members of KMI's senior management agreed to participate in the transaction at less than the merger price to be paid to other KMI shareholders, if the Special Committee accepted the Buyout Group's offer.

85. At an in-person meeting on August 18, 2006, R. Kinder informed the Special Committee that the Buyout Group was prepared to increase its offer to \$107.30 per share assuming satisfactory resolution of contract terms.

86. On August 21, 2006, the Special Committee informed the Buyout Group that it was not prepared to accept an offer of \$107.30 per share.

87. In response to an increased offer by the Buyout Group of \$107.50, the Special Committee authorized its legal and financial advisors to determine whether a definitive merger agreement could be reached.

88. On August 27, 2006, the Special Committee and the Buyout Group came to an agreement on the terms of a merger agreement (a true and correct copy of which is attached hereto as Exhibit 33), providing for the purchase of all of the outstanding shares of KMI's common stock not owned by the Buyout Group at \$107.50 per share.

89. The Special Committee met on August 27, 2006 and unanimously resolved to recommend that the Board approve the merger and the merger agreement, and that KMI shareholders other than members of the Buyout Group adopt the merger agreement.

90. On August 27, 2006, at a meeting of the directors of KMI who were not members of the Buyout Group, the Special Committee recommended the \$107.50 per share offer to the Board.

91. At the August 27, 2006 meeting referenced in paragraph 90 above, Morgan Stanley and Blackstone provided opinions, true and correct copies of which are attached hereto as Exhibits 34 and 35, that the merger consideration of \$107.50 per share was fair, from a financial point of view, to KMI's shareholders other than the Buyout Group.

92. A true and correct copy of the August 27, 2006 presentation provided by Morgan Stanley and Blackstone at the August 27, 2006 meeting referenced above in paragraph 90 is attached hereto as Exhibit 36.

93. A true and correct copy of the minutes and resolutions of the August 27, 2006 meeting of the KMI Board (and Exhibit A thereto) is attached hereto as Exhibit 37.

94. KMI announced the Board's approval of the merger agreement in a press release that was publicly filed as an attachment to a Form 8-K on August 28, 2006, a true and correct copy of which is attached hereto as Exhibit 38.

95. On November 15, 2006, KMI filed the Proxy Statement with the SEC, a true and correct copy of which is attached hereto as Exhibit 39.

96. The Proxy Statement was mailed to KMI shareholders on November 17, 2006.

97. A shareholder's meeting was held on December 19, 2006 to vote on the merger transaction.

98. The KMI shareholders voted to approve the merger on December 19, 2006.

99. The merger closed on May 30, 2007.

100. As a result of the May 30, 2007 merger, Class Representatives Douglas Geiger and J. Robert Wilson, as well as the members of the Class in this action, ceased to be KMI shareholders.

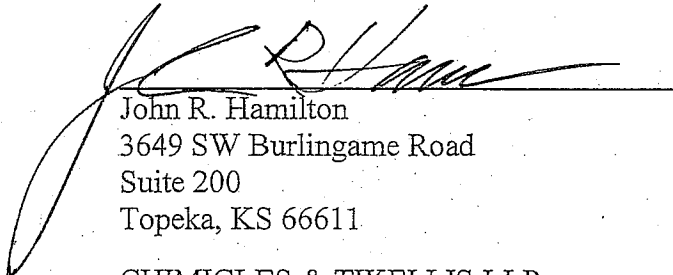
STIPULATIONS OF LAW

1. Kansas law governs Plaintiffs' claims in this action.

Dated: June 8, 2010

Respectfully Submitted,

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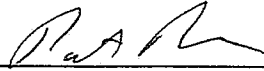
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