

MONITOR AGREEMENT

MONITOR AGREEMENT (the "Agreement"), dated as of December 12, 2006, between TC Group, L.L.C., Riverstone Holdings LLC, Carlyle/Riverstone Global Energy and Power Fund II, L.P., Carlyle/Riverstone Global Energy and Power Fund III, L.P. (collectively, "Respondents") and Kevin Sudy of Navigant Consulting, Inc. ("Monitor").

UNITED STATES Federal Trade Commission (the "Commission") will accept for public

comment an Agreement Containing Consent Orders, a Decision and Order, and an Order to Maintain Assets (collectively, the "Order") relating to the planned acquisition by the Respondents of equity interests in Kinder Morgan, Inc. The Order to Maintain Assets (the "OMA") will be issued by the Commission and provides that the Respondents agree that from

(b) Assuring that Non-Public Information is not received or used by Respondents

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shall be all out of officers except for the benefit of the Commission

Section 1.2 Duration of Monitor's Authority: The Monitor shall have all powers and

9-1-12 11:23 AM To the maximum extent permitted by applicable law, the

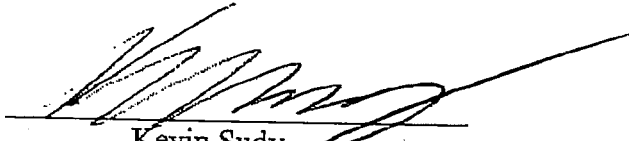
provisions of this Agreement shall be governed by and construed and enforced in accordance with the laws of the State of New York, without regard to principles of conflicts of law.

Section 4.3 *Severability*. If any term or other provision of this Agreement is invalid, illegal, or incapable of being enforced by any rule of applicable law, or public policy, then such term or provision shall be severed from the remaining terms and provisions of this Agreement, and such remaining terms and provisions shall nevertheless remain in full force and effect.

This Agreement is intended to be executed in multiple counterparts

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first above written.

MONITOR:


Kevin Sudy

RESPONDENTS:

TC GROUP, L.L.C



RIVERSTONE HOLDINGS LLC

By: Pierre F. Lapeyre, Jr.

IN WITNESS WHEREOF the parties hereto have caused this Agreement to be executed

as of the date first above written.

MONITOR:

Kevin Sudy

RESPONDENTS:

TC GROUP, L.L.C.



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MONITOR:

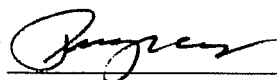
Kevin Sudy

RESPONDENTS:

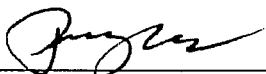
TC GROUP, L.L.C.

By: Jeffrey W. Ferguson
Title: General Counsel and Managing Director

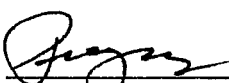
RIVERSTONE HOLDINGS I.L.C.



By: Pierre F. Lapeyre, Jr.
Title: Senior Managing Director

By: 
Carlyle/Riverstone Energy Partners
II, L.P., its General Partner
By: C/R Energy GP II, LLC, its
General Partner
By: Pierre F. Lapeyre, Jr.,
Member of the
Management Committee
and Authorized Person

CARLYLE/RIVERSTONE GLOBAL ENERGY AND POWER FUND III, L.P.

By: 
Carlyle/Riverstone Energy Partners

CONFIDENTIAL EXHIBIT A

[REDACTED]