

0610197

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

COMMISSIONERS: **Deborah Platt Majoras, Chairman**
 Pamela Jones Harbour

DRS:bour **E** **n** **C** **LO** **eM**



ORDER

I.

IT IS ORDERED that, all capitalized terms used in this Order to Maintain Assets, but not defined herein, shall have the meanings attributed to such terms in the Decision and Order (“Order”) contained in the Consent Agreement.

II.

IT IS FURTHER ORDERED that:

- A. Respondents shall not consummate the Acquisition unless and until:
 - 1. Respondents have removed all Magellan CR Directors from all Magellan Boards; and
 - 2. Respondent CR-II has agreed with MDP-IV that as of the Effective Date:
 - a. all Magellan CR Directors shall be removed from all Magellan Boards;
 - b. Respondent CR-II, Respondent Carlyle, and Respondent Riverstone shall have no rights to elect or appoint a Magellan CR Director; and
 - c. the Amendment will be effective.

The MGG GP Agreement and the Amendment are attached to the Order as Appendix A and Appendix B, respectively, including all amendments, exhibits, attachments, agreements, and schedules thereto. The MGG GP Agreement, currently and as amended in the future, and the Amendment shall not vary or contradict, or be construed to vary or contradict, the terms of the Order, it being understood that nothing in the MGG GP Agreement, currently and as amended in the future, or the Amendment shall be construed to reduce any obligations of the Respondents under the Order. The Amendment shall be deemed incorporated into the Order, and any failure by Respondents to comply with any term of such Amendment shall constitute a failure to comply with the Order. The Amendment shall not be modified, directly or indirectly, without the prior approval of the Commission.

- B. For the time period following the Effective Date that Respondent Carlyle, Respondent Riverstone, or Respondent CR-III holds, directly or indirectly, any interest in KMI; has the ability or right to elect or appoint a KMI CR Director or has a KMI CR Director; has VCOC Exemption Rights with respect to KMI; or has any right to Non-Public Information of or Relating To KMI,

1. Respondents shall:

a.

3. institute procedures and requirements throughout the various entities of the Respondents to ensure that Non-Public Information is protected as required pursuant to this Paragraph II.C.

D. For the time period that Respondent Carlyle or Respondent Riverstone holds, directly or

IV.

IT IS FURTHER ORDERED that:

- A. Kevin Sudy of Navigant Consulting shall be appointed as Implementation Monitor to monitor Respondents' implementation of the firewall procedures under Paragraphs II.B. and II.C. of this Order to Maintain Assets and under Paragraphs II.B. and II.C. of the Order, which Implementation Monitor shall have the rig

- a. Assuring that Respondents expeditiously comply with all of their obligations and perform all of their responsibilities

expenses result from misfeasance, gross negligence, willful or wanton acts, or bad faith by the Implementation Monitor.

7. Within one (1) month from the date the Implementation Monitor is appointed pursuant to this paragraph, every sixty (60) days thereafter, and otherwise as requested by the Commission, during the term of the Implementation Monitor, the Implementation

Assets. Respondents shall submit at the same time a copy of these reports to the Implementation Monitor.

VI.

IT IS FURTHER ORDERED that Respondents shall notify the Commission at least thirty (30) days prior to:

- A. any proposed dissolution of Respondents;
- B. any proposed acquisition, merger, or consolidation of Respondents;
- C. any other change in the Respondents, including, but not limited to, assignment and the creation or dissolution of subsidiaries, if such change might affect compliance obligations arising out of this Order to Maintain Assets.

VII.

IT IS FURTHER ORDERED that, for the purpose of determining or securing compliance with this Order to Maintain Assets, and subject to any legally recognized privilege, and upon written request with reasonable notice to Respondents, Respondents shall permit any duly authorized representative of the Commission:

- A. Access, during office hours of Respondents and in the presence of counsel, to all facilities and access to inspect and copy all books, ledgers, accounts, correspondence, memoranda, and all other records and documents in the possession or under the control of Respondents related to compliance with this Order to Maintain Assets; and
- B. Upon five (5) days' notice to Respondents and without restraint or interference from Respondents, to interview officers, directors, or employees of Respondents, who may have counsel present, regarding such matters.

VIII.

IT IS FURTHER ORDERED that this Order to Maintain Assets shall terminate at the earlier of:

- A. three (3) business days after the Commission withdraws its acceptance of the Consent Agreement pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34; or
- B. such time as the Decision and Order has been made final.

By the Commission, Commissioner Leibowitz dissenting and Commissioner Rosch recused.

Donald S. Clark
Secretary

SEAL

ISSUED: January 24, 2007

