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Liaison Counsel for Plaintiffs

IN THE DISTRICT COURT OF SHAWNEE COUNTY, KANSAS  
DIVISION 12

IN RE KINDER MORGAN, INC.	:	
SHAREHOLDERS LITIGATION	:	Consol. Case No. 06 C 801
	:	
	:	

**AGREED ORDER**

WHEREAS, Special Master Joseph T. Walsh issued the Report and Recommendation of Special Master on Plaintiffs' Request for Class Certification (the "Report") in this matter on January 9, 2009, recommending the certification of a class of "All holders of Kinder Morgan, Inc. common stock, during the period of August 28, 2006, through May 30, 2007, and their transferees, successors and assigns. Excluded from the Class are Defendants and any person, firm, trust, corporation or other entity related to or affiliated with any Defendant." The Special Master also recommended that J. Robert Wilson and Dr. Douglas Geiger be designated as Class Representatives; and

WHEREAS, all Defendants in this matter filed a Limited Objection to the Special Master's Report (the "Limited Objection") on January 30, 2009, requesting that:

- (a) any Order granting certification expressly state that the Order is conditional and subject to revision;
- (b) notice of pendency not be disseminated at this time given certain uncertainties in the action which may affect the class definition;
- (c) any Order should provide that proposed class representative Dr. Douglas

Geiger may serve only if he makes and maintains the necessary time commitment commensurate with his responsibilities as a class representative; and

(d) the class definition should be modified to clarify the individuals and entities who are excluded from the class; and

WHEREAS, Plaintiffs have not yet responded to the Limited Objection but were prepared to contend that the Limited Objection should be overruled and the Report adopted in its entirety; and

WHEREAS, the parties have now agreed to a resolution of the Limited Objection subject to entry of this Order;

IT IS HEREBY ORDERED that the Report recommending that Plaintiffs' Motion for Class Certification be granted shall be adopted by the Court in this action, except as set forth below:

1. The Class shall be defined as "All holders of Kinder Morgan, Inc. common stock, during the period of August 28, 2006, through May 30, 2007, and their transferees, successors and assigns. Excluded from the Class are defendants, members of their immediate families or trusts for the benefit of defendants or their immediate family members, and any majority-owned affiliates of any defendant."
2. The parties shall meet and confer within 90 days of the issuance of this order to discuss the appropriateness, timing, form, and substance of a notice of pendency to the members of the class. The parties shall then report to the Court as to the status of their discussions and the Court will then consider any motion for class notice to be issued.
3. J. Robert Wilson shall be appointed as a class representative in this litigation. Dr. Douglas Geiger has submitted a sworn declaration that he (a) has read the Report and (b) is ready and able to make the time commitments required by the Report. Given the declaration, Dr. Douglas Geiger shall be appointed as class representative.
4. The class certification and definition set forth above are subject to revision as this matter proceeds and are without prejudice to Defendants' right to seek decertification of the class or modification of the class definition. Nothing herein is a concession that

the class members or any of them have any valid cause of action against any defendant or are entitled to any recovery in this action.

IT IS SO ORDERED.

Entered this \_\_\_\_ day of February, 2009.

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The Honorable David E. Bruns  
Judge of the District Court

Approved by:

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IN THE DISTRICT COURT OF SHAWNEE COUNTY, KANSAS  
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IN RE KINDER MORGAN, INC.  
SHAREHOLDERS LITIGATION

:  
: Consol. Case No. 06 C 801  
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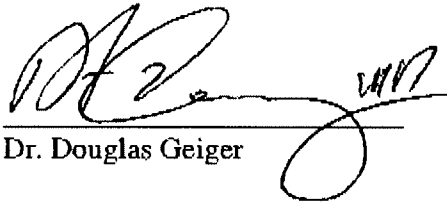
**DECLARATION OF DR. DOUGLAS GEIGER**

I, Dr. Douglas Geiger, being duly sworn, hereby declare that:

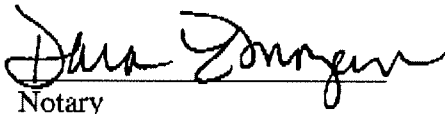
1. I was certified as Interim Lead Plaintiff in this action by the District Court of Shawnee County, Kansas, Division 12, by Order dated August 1, 2006, and have served in that capacity since that time;

2. I have read the Report and Recommendation ("Report") of Special Master Justice Joseph T. Walsh, dated January 9, 2009, recommending that I be certified as a Lead Plaintiff in this action; and

3. I remain ready and able to make the time commitments as class representative required by the Report.

  
Dr. Douglas Geiger

SWORN TO AND SUBSCRIBED before me on this 16 day of February, 2009.

  
Notary

DARA L. MORGAN  
Notary Public, Washtenaw County, MI  
My Commission Expires 8/27/2011