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KINDER MORGAN ENERGY PARTNERS L P
Form SC 13D/A
June 11, 2007

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

SCHEDULE 13D/A
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 3)

Kinder Morgan Energy Partners, L.P.

(NAME OF ISSUER)

Common Units

(TITLE OF CLASS OF SECURITIES)

494550 10 6

(CUSIP NUMBER)

Mr. Joseph Listengart
Kinder Morgan, Inc.
500 Dallas Street, Suite 1000
Houston, Texas 77002
Telephone: (713) 369-9000

with copies to:

Mr. Gary W. Orloff
Bracewell & Giuliani LLP
711 Louisiana Street, Suite 2300
Houston, Texas 77002
Telephone: (713) 221-2166

Jay Tabor, Esq.
Weil, Gotshal & Manges LLP
200 Crescent Court
Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS)

May 30, 2007

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

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*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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 494550 10 6

13D/A

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1 NAME OF REPORTING PERSON: KINDER MORGAN, INC.
I.R.S. IDENTIFICATION NO. 48-0290000
OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A) ☐
(B) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED ☐
PURSUANT TO ITEM 2 (d) OR 2 (e) :

6 CITIZENSHIP OR PLACE OF KANSAS
ORGANIZATION:

NUMBER OF 7 SOLE VOTING POWER: 8,838,095
SHARES

BENEFICIALLY 8 SHARED VOTING POWER: 5,517,640
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER: 8,838,095
REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER: 8,838,095

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY 14,355,735
REPORTING PERSON:

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 8.8%

14 TYPE OF REPORTING PERSON: CO

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1 NAME OF REPORTING PERSON: KNIGHT MIDCO INC.
I.R.S. IDENTIFICATION NO. 26-0238444
OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A) ☐
(B) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e): ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	14,355,735
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	-0-
PERSON WITH	10	SHARED DISPOSITIVE POWER:	14,355,735

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 14,355,735

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN ☐

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SHARES:

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	8.8%
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14	TYPE OF REPORTING PERSON:	CO
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1	NAME OF REPORTING PERSON:	KNIGHT HOLDCO DE INC.
	I.R.S. IDENTIFICATION NO.	26-0318790
	OF ABOVE PERSON (ENTITIES ONLY):	

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(A) ☐
		(B) ☐

3	SEC USE ONLY
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4	SOURCE OF FUNDS:	OO
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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):	[☐]
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6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE
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NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
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BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	14,355,735
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EACH REPORTING	9	SOLE DISPOSITIVE POWER:	-0-
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PERSON WITH	10	SHARED DISPOSITIVE POWER:	14,355,735
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	14,355,735
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	[☐]
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	8.8%
14	TYPE OF REPORTING PERSON:	CO
CUSIP No. 494550 10 6 13D/A Page 5 of 40		
1	NAME OF REPORTING PERSON:	KNIGHT HOLDCO LLC
	I.R.S. IDENTIFICATION NO.	26-0238387
	OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(A) ☐ (B) ☐
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):	☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE
NUMBER OF SHARES	7 SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY	8 SHARED VOTING POWER:	14,355,735
EACH REPORTING	9 SOLE DISPOSITIVE POWER:	-0-
PERSON WITH	10 SHARED DISPOSITIVE POWER:	14,355,735
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	14,355,735
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	8.8%

14

TYPE OF REPORTING PERSON:

HC

SCHEDULE 13D/A

EXPLANATORY NOTES: This Amendment No. 3 (this "Amendment") amends and supplements the Statement on Schedule 13D (the "Initial Statement") filed by Kinder Morgan, Inc. on January 28, 2000, relating to the common units ("Common Units") of Kinder Morgan Energy Partners, L.P. (such Initial Statement, as amended and supplemented by Amendment No. 1 dated September 16, 2002 and Amendment No. 2 dated December 20, 2004, the "Statement").

As described herein, on May 30, 2007, Kinder Morgan, Inc., a Kansas corporation ("KMI") merged (the "Merger") with Knight Acquisition Co., a Kansas corporation, with KMI as the surviving corporation in the Merger. As a result of the Merger, KMI became a direct, wholly-owned subsidiary of Knight Midco Inc., a Delaware corporation ("Knight Midco"). Knight Holdco DE Inc., a Delaware corporation ("Knight Holdco DE"), owns all of the outstanding common stock of Knight Midco. Each of Knight Midco and Knight Holdco DE is a direct or indirect wholly-owned subsidiary of Knight Holdco LLC, a Delaware limited liability company ("Knight Holdco"). This Amendment is being filed to reflect common units (the "Common Units") of Kinder Morgan Energy Partners, L.P. (the "Issuer") that may be deemed to be indirectly beneficially owned by Knight Midco, Knight Holdco DE and Knight Holdco as a result of the Merger.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 of the Statement is hereby amended and restated as follows: This Amendment is being filed jointly on behalf of KMI, Knight Midco, Knight Holdco DE and Knight Holdco (collectively, the "Reporting Persons"). The address of the principal office of each of the Reporting Persons is 500 Dallas Street, Suite 1000, Houston, Texas 77002.

Each of the Reporting Persons is engaged principally in the business of energy transportation, storage and distribution, or the ownership and operation of companies involved in such business.

Information relating to the directors or managers and executive officers of each of the Reporting Persons, and to certain affiliates of and investment funds associated with Goldman Sachs & Co., The Carlyle Group, Riverstone Holdings LLC and American International Group, Inc., as members of Knight Holdco (collectively, the "Sponsors"), is contained in Appendix A attached hereto and is incorporated herein by reference.

During the last five years, none of the Reporting Persons has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Statement is supplemented as follows:

On May 30, 2007, KMI merged with and into Knight Acquisition Co., a Kansas corporation, with KMI as the surviving corporation in the Merger. As a result of the Merger, KMI became a direct, wholly-owned subsidiary of Knight Midco. Knight Holdco DE owns all of the outstanding common stock of Knight Midco. Each of Knight Midco and Knight Holdco DE is a direct or indirect wholly-owned subsidiary of Knight Holdco.

ITEM 4. PURPOSE OF THE TRANSACTION.

Item 4 of the Statement is hereby amended and restated as follows:

The Reporting Persons hold Common Units as reported herein for the purpose of investment. The Reporting Persons have no present plan or proposal with respect to any action that would relate to or result in the occurrence of any of the matters enumerated under Item 4 of Schedule 13D. The Reporting Persons reserve the right to formulate specific plans or proposals with respect to, or change their intentions regarding, any or all of the foregoing.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Statement is supplemented as follows:

(a) and (b) Knight Midco, Knight Holdco DE and Knight Holdco may be deemed to have indirect beneficial ownership of the 14,355,735 Common Units owned by their wholly-owned subsidiaries, representing, as of June 7, 2007, 8.8% of the outstanding Common Units. The persons listed on Appendix A disclaim any beneficial ownership of the Common Units owned by the Reporting Persons.

(c) Except as described herein, neither the Reporting Persons, nor, to the Reporting Persons' best knowledge, the persons listed on Appendix A, have effected any transactions in the Common Units in the past 60 days.

(d) Not applicable.

(e) Not applicable.

The information in Appendix A attached hereto is incorporated by reference into this Item 5.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Statement is supplemented as follows:

The information set forth, or incorporated by reference, in Items 3 through 5 is hereby incorporated herein by reference. To the best of the Reporting Person's knowledge, except as described in this Statement, there are

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at present no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Persons, the persons listed on Appendix A, and any other person with respect to the securities of the Issuer.

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Signatures

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, such person certifies that the information set forth in this Schedule 13D/A with respect to such person is true, complete and correct.

Dated: June 11, 2007

KINDER MORGAN, INC.

By: /s/ Joseph Listengart

Name: Joseph Listengart
Title: Vice President, General Counsel &
Secretary

KNIGHT MIDCO INC.

By: /s/ Joseph Listengart

Name: Joseph Listengart
Title: Vice President, General Counsel &
Secretary

KNIGHT HOLDCO DE INC.

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By: /s/ Joseph Listengart

Name: Joseph Listengart

Title: Vice President, General Counsel &
Secretary

KNIGHT HOLDCO LLC

By: /s/ Joseph Listengart

Name: Joseph Listengart

Title: Vice President, General Counsel &
Secretary

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APPENDIX A

INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS OF
KINDER MORGAN, INC.

Set forth below are the name, current business address, citizenship and the present principal occupation or employment of each director and executive officer of Kinder Morgan, Inc. ("KMI"). The principal address of each person listed below, unless otherwise indicated, is 500 Dallas Street, Suite 1000, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States.

NAME	PRESENT PRINCIPAL OCCUPATION AND POSITION	NUMBER OF COMMON UNITS BENEFICIALLY OWNED (PERCENTAGE OF COMMON UNITS OUTSTANDING) AS OF JUNE 7, 2007, UNLESS PROVIDED OTHERWISE
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Richard D. Kinder (1)	Mr. Kinder is a Director, Chairman of the Board of Directors and Chief Executive Officer of KMI. Mr. Kinder's present principal occupation is the foregoing and as Director, Chairman and Chief Executive Officer of Kinder Morgan G.P., Inc. ("KMGP") and Kinder Morgan Management, LLC ("KMR").	315,979 (less than 1%)
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C. Park Shaper	Mr. Shaper is a Director and President of KMI. Mr. Shaper's present principal occupation is the foregoing and as Director and President of KMGP and KMR.	4,000 (less than 1%)
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Kenneth Pontarelli Goldman, Sachs & Co. 85 Broad Street New York, NY 10004	Mr. Pontarelli is a Director of KMI. Mr. Pontarelli's present principal occupation is Managing Director of Goldman, Sachs & Co.	--
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Seven J. Kean	Mr. Kean is the Executive Vice President and Chief Operating Officer of KMI. Mr. Kean's present principal occupation is the foregoing and Executive Vice President and Chief Operating Officer of KMGP and KMR.	--
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Joseph Listengart	Mr. Listengart is the Vice President, General Counsel and Secretary of KMI. Mr. Listengart's present principal occupation is the foregoing and Vice President, General Counsel and Secretary of KMGP and KMR.	4,198 (less than 1%)
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Scott E. Parker	Mr. Parker is the Vice President (President, Natural Gas Pipelines) of KMI. Mr. Parker's present principal occupation is the foregoing and Vice President (President, Natural Gas Pipelines) of KMGP and KMR.	--
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David Kinder (2)	Mr. Kinder is the Vice President, Corporate Development and Treasurer of KMI. Mr. Kinder's present principal occupation is the foregoing and Vice President, Corporate Development and Treasurer	2,186 (less than 1%)
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of KMGP and KMR.

----- Kimberly Allen Dang	Ms. Dang is the CFO and Vice President, Investor Relations of KMI. Ms. Dang's present principal occupation is the foregoing and CFO and Vice President, Investor Relations, of KMGP and KMR.	121 (less than 1%)
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----- James Street	Mr. Street is the Vice President, Human Resources, Administration and Information Technology of KMI. Mr. Street's present principal occupation is the foregoing and Vice President, Human Resources, Administration and Information Technology of KMGP and KMR.	10,000 (less than 1%)
----- Ian Anderson	Mr. Anderson is the President of Kinder Morgan Canada. Mr. Anderson's present principal occupation is the foregoing and President, Kinder Morgan Canada of KMGP and KMR.	--

(1) Includes 7,879 Common Units owned by Mr. Kinder's spouse. Mr. Kinder disclaims any and all beneficial or pecuniary interest in these Common Units.

(2) Includes 1,211 Common Units owned by Mr. Kinder's spouse. Mr. Kinder disclaims any and all beneficial or pecuniary interest in these Common Units.

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INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS OF KNIGHT MIDCO INC.

Set forth below are the name, current business address, citizenship and

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the present principal occupation or employment of each director and executive officer of Knight Midco Inc. ("Knight Midco"). The principal address of each person listed below, unless otherwise indicated, is 500 Dallas Street, Suite 1000, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States.

NAME	PRESENT PRINCIPAL OCCUPATION AND POSITION	NUMBER OF COMMON UNITS BENEFICIALLY OWNED (PERCENTAGE OF COMMON UNITS OUTSTANDING) AS OF JUNE 7, 2007, UNLESS PROVIDED OTHERWISE
Richard D. Kinder (1)	Mr. Kinder is the sole Director and Chief Executive Officer of Knight Midco. Mr. Kinder's present principal occupation is as Director, Chairman and Chief Executive Officer of KMI, KMGP and KMR.	315,979 (less than 1%)
C. Park Shaper	Mr. Shaper is President of Knight Midco. Mr. Shaper's present principal occupation is as Director and President of KMI, KMGP and KMR.	4,000 (less than 1%)
Joseph Listengart	Mr. Listengart is the Vice President, General Counsel and Secretary of Knight Midco. Mr. Listengart's present principal occupation is Vice President, General Counsel and Secretary of KMI, KMGP and KMR.	4,198 (less than 1%)

(1) Includes 7,879 Common Units owned by Mr. Kinder's spouse. Mr. Kinder disclaims any and all beneficial or pecuniary interest in these Common Units.

INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS OF KNIGHT HOLDCO DE INC.

Set forth below are the name, current business address, citizenship and the present principal occupation or employment of each director and executive

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officer of Knight Holdco DE Inc. ("Knight Holdco DE"). The principal address of each person listed below, unless otherwise indicated, is 500 Dallas Street, Suite 1000, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States.

NAME	PRESENT PRINCIPAL OCCUPATION AND POSITION	NUMBER OF COMMON UNITS BENEFICIALLY OWNED (PERCENTAGE OF COMMON UNITS OUTSTANDING) AS OF JUNE 7, 2007, UNLESS PROVIDED OTHERWISE
Richard D. Kinder (1)	Mr. Kinder is the sole Director and Chief Executive Officer of Knight Holdco DE. Mr. Kinder's present principal occupation is as Director, Chairman and Chief Executive Officer of KMI, KMGP and KMR.	315,979 (less than 1%)
C. Park Shaper	Mr. Shaper is President of Knight Holdco DE. Mr. Shaper's present principal occupation is as Director and President of KMI, KMGP and KMR.	4,000 (less than 1%)
Joseph Listengart	Mr. Listengart is the Vice President, General Counsel and Secretary of Knight Holdco DE. Mr. Listengart's present principal occupation is Vice President, General Counsel and Secretary of KMI, KMGP and KMR.	4,198 (less than 1%)

(1) Includes 7,879 Common Units owned by Mr. Kinder's spouse. Mr. Kinder disclaims any and all beneficial or pecuniary interest in these Common Units.

INFORMATION CONCERNING THE MANAGERS AND EXECUTIVE OFFICERS OF KNIGHT HOLDCO LLC.

Set forth below are the name, current business address, citizenship and the present principal occupation or employment of each manager and executive

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officer of Knight Holdco LLC ("Knight Holdco"). The principal address of each person listed below, unless otherwise indicated, is 500 Dallas Street, Suite 1000, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States.

NAME	PRESENT PRINCIPAL OCCUPATION AND POSITION	NUMBER OF COMMON UNITS BENEFICIALLY OWNED (PERCENTAGE OF COMMON UNITS OUTSTANDING) AS OF JUNE 7, 2007, UNLESS PROVIDED OTHERWISE
Richard D. Kinder (1)	Mr. Kinder is a member of the Board of Managers and Chief Manager of Knight Holdco. Mr. Kinder's present principal occupation is as Director, Chairman and Chief Executive Officer of KMI, KMGP and KMR.	315,979 (less than 1%)
C. Park Shaper	Mr. Shaper is a member of the Board of Managers and the President of Knight Holdco. Mr. Shaper's present principal occupation is as Director and President of KMI, KMGP and KMR.	4,000 (less than 1%)
Seven J. Kean	Mr. Kean is a member of the Board of Managers and the Executive Vice President and Chief Operating Officer of Knight Holdco. Mr. Kean's present principal occupation is Executive Vice President and Chief Operating Officer of KMI, KMGP and KMR.	--

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Michael C. Morgan 5 Post Oak Park 4400 Post Oak Parkway Suite 1450 Houston, Texas 77027	Mr. Morgan is a member of the Board of Managers of Knight Holdco. Mr. Morgan's present principal occupation is President and Chief Executive Officer of Portcullis Partners, LP, an entity engaged in investment management for its own	6,000 (less than 1%)
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account.

Fayez Sarofim (2) Fayez Sarofim & Co. Two Houston Center Suite 2907 Houston, Texas 77010	Mr. Sarofim is a member of the Board of Managers of Knight Holdco. Mr. Sarofim's present principal occupation is Chairman of the Board and President of Fayez, Sarofim & Co., an investment counseling firm.	7,036,553 (4.3%)
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Henry Cornell Goldman, Sachs & Co. 85 Broad Street New York, NY 10004	Mr. Cornell is a member of the Board of Managers of Knight Holdco. Mr. Cornell's present principal occupation is Managing Director of Goldman, Sachs & Co.	--
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Kenneth Pontarelli Goldman, Sachs & Co. 85 Broad Street New York, NY 10004	Mr. Pontarelli is a member of the Board of Managers of Knight Holdco. Mr. Pontarelli's present principal occupation is Managing Director of Goldman, Sachs & Co.	--
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James M. McGinnis c/o AIG Financial Products Corp. 50 Danbury Road Wilton, CT 06897	Mr. McGinnis is a member of the Board of Managers of Knight Holdco. Mr. McGinnis' present principal occupation is Managing Director (Energy Group) AIG Financial Products Corp.	--
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Michael Miller 599 Lexington Avenue 25th Fl. New York, NY 10022	Mr. Miller is a member of the Board of Managers of Knight Holdco. Mr. Miller's present principal occupation is Managing Director of AIG Global Investment Group.	--
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Glenn Youngkin The Carlyle Group 1001 Pennsylvania Ave., NW Washington, DC 20004	Mr. Youngkin is a member of the Board of Managers of Knight Holdco. Mr. Youngkin's present principal occupation is Managing Director of TCG Holdings, L.L.C.	--
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Pierre F. Lapeyre, Jr. Riverstone Holdings LLC 712 Fifth Ave., 51st Floor	Mr. Lapeyre is a member of the Board of Managers of Knight Holdco. Mr.	--
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New York, New York 10019

Lapeyre's present principal occupation is Senior Managing Director of Riverstone Holdings LLC.

Joseph Listengart

Mr. Listengart is the Vice President, General Counsel and Secretary of Knight Holdco. Mr. Listengart's present principal occupation is Vice President, General Counsel and Secretary of KMI, KMGP and KMR.

4,198 (less than 1%)

(1) Includes 7,879 Common Units owned by Mr. Kinder's spouse. Mr. Kinder disclaims any and all beneficial or pecuniary interest in these Common Units.

(2) Based on Schedule 13G filed by Mr. Sarofim on February 14, 2007. Includes 2,3000,000 Common Units over which Mr. Sarofim has sole voting and dispositive power, and 4,736,553 Common Units held in various investment advisory accounts management Fayez Sarofim & Co., Sarofim Trust Co. or Sarofim International Management Company, and with other trustees of trusts of which Mr. Sarofim is a trustee with respect to the securities held in such trusts.

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INFORMATION CONCERNING THE SPONSORS

INFORMATION REGARDING GS CAPITAL PARTNERS V FUND, L.P., GSCP V OFFSHORE KNIGHT HOLDINGS, L.P., GSCP V GERMANY KNIGHT HOLDINGS, L.P., GS CAPITAL PARTNERS V INSTITUTIONAL, L.P., GS CAPITAL PARTNERS VI FUND, L.P., GSCP VI OFFSHORE KNIGHT HOLDINGS, LP, GSCP VI GERMANY KNIGHT HOLDINGS, L.P., GS CAPITAL PARTNERS VI PARALLEL, L.P., GS INFRASTRUCTURE KNIGHT HOLDINGS, L.P., GS INSTITUTIONAL INFRASTRUCTURE PARTNERS I, L.P., GS GLOBAL INFRASTRUCTURE PARTNERS I, L.P., GOLDMAN SACHS KMI INVESTORS, L.P., GSCP KMI INVESTORS, L.P., AND GSCP KMI INVESTORS OFFSHORE, L.P.

Each of GS Capital Partners V Fund, L.P., a Delaware limited partnership; GS Capital Partners V Institutional, L.P., a Delaware limited partnership; GS Capital Partners VI Fund, L.P., a Delaware limited partnership; and GS Capital Partners VI Parallel, L.P., a Delaware limited partnership was formed for the purpose to invest in equity, equity-related and debt securities primarily acquired in privately-negotiated transactions, leveraged acquisitions, reorganizations and other equity transactions. GSCP V Advisors, L.L.C., a Delaware limited liability company, is the sole general partner of GS Capital Partners V Fund, L.P.; GS Advisors V, L.L.C., a Delaware limited liability company, is the sole general partner of GS Capital Partners V Institutional, L.P.; GSCP VI Advisors, L.L.C., a Delaware limited liability company, is the sole general partner of GS Capital Partners VI Fund, L.P.; and GS Advisors VI, L.L.C., a Delaware limited liability company, is the sole general partner of GS Capital Partners VI Parallel, L.P.

Each of GS Global Infrastructure Partners I, L.P., a Delaware limited

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partnership, and GS Institutional Infrastructure Partners I, L.P., a Delaware limited partnership was formed for the purpose to invest in equity, equity-related and debt securities in or relating to infrastructure assets or companies and infrastructure-related assets or companies. GS Infrastructure Advisors 2006, L.L.C., a Delaware limited liability company, is the sole general partner of each of GS Global Infrastructure Partners I Fund, L.P. and GS Institutional Infrastructure Partners I Fund, L.P.

Each of GSCP V Offshore Knight Holdings, L.P., a Delaware limited partnership; GSCP V Germany Knight Holdings, L.P., a Delaware limited partnership; GSCP VI Offshore Knight Holdings, L.P., a Delaware limited partnership; GSCP VI Germany Knight Holdings, L.P., a Delaware limited partnership; GS Infrastructure Knight Holdings, L.P., a Delaware limited partnership; Goldman Sachs KMI Investors, L.P., a Delaware limited partnership; GSCP KMI Investors, L.P., a Delaware limited partnership; and GSCP KMI Investors Offshore, L.P. a Cayman Islands exempted limited partnership was formed for the purpose to invest Knight Holdco.

GS Capital Partners V Offshore Fund, L.P., a Cayman Islands exempted limited partnership, is the sole general partner of GSCP V Offshore Knight Holdings, L.P. and GSCP V Offshore Advisors, L.L.C., a Delaware limited liability company, is the sole general partner of GS Capital Partners V Offshore Fund, L.P. GSCP V GmbH Knight Holdings, LP, a German limited partnership, is the sole general partner of GSCP V Germany Knight Holdings, L.P. GS Capital Partners VI Offshore Fund, L.P. a Cayman Islands exempted limited partnership, is the sole general partner of GSCP VI Offshore Knight Holdings, L.P., and GSCP VI Offshore Advisors, L.L.C., a Delaware limited liability company, is the sole general partner of GS Capital Partners VI Offshore Fund, L.P. GSCP VI GmbH Knight Holdings, LP, a German limited partnership, is the sole general partner of GSCP VI Germany Knight Holdings, L.P. GS International Infrastructure Partners I Fund, L.P., a Cayman Islands exempted limited partnership, is the sole general partner of GS Infrastructure Knight Holdings, L.P. and GS Infrastructure Advisors 2006, L.L.C., a Delaware limited liability company, is the sole general partner of GS International Infrastructure Partners I Fund, L.P. GSCP KMI Advisors, L.L.C., a Delaware limited liability company, is the sole general partner of GSCP KMI Investors, L.P., GSCP KMI Offshore Advisors, Inc., a Delaware limited liability company, is the sole general partner of GSCP KMI Investors Offshore, L.P., and Goldman Sachs KMI Advisors, L.L.C., a Delaware limited liability company, is the sole general partner of Goldman Sachs KMI Investors, L.P.

The Goldman Sachs Group, Inc. is a Delaware corporation and holding company that (directly and indirectly through subsidiaries or affiliated companies or both) is a leading investment banking organization. Goldman, Sachs & Co., a New York limited partnership, is an investment banking firm and a member of the New York Stock Exchange and other national exchanges.

The principal business address of each entity listed above is 85 Broad Street, New York, NY 10004.

The name, position and present principal occupation of each executive officer of each of (i) GSCP V Advisors, L.L.C.; (ii) GSCP V Offshore Advisors, L.L.C.; (iii) GS Advisors V, L.L.C; (iv) GSCP VI Advisors, L.L.C.; (v) GSCP VI Offshore Advisors, L.L.C; and (vi) GS Advisors VI, L.L.C. are set forth below.

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The business address for all the executive officers listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, except as follows: The business address of Hughes B. Lepic, Robert R. Gheewalla, Joanna Dzuibak Hislop, Steven R. Sher, Sanjay H. Patel, Steffen J. Kastner, Bjorn P. Killmer, Sang Gyun Ahn and Martin Hintze is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England. The business address of Hsueh J. Sung, Stephanie M. Hui, Sang Gyun Ahn and Andrew Wolff is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of Joseph P. DiSabato is 555 California Street, San Francisco, CA 94104. The business address of Muneer A. Satter is 71 South Wacker Drive, Chicago, IL 60606. The business address of Ankur A. Sahu is Roppongi Hills, Mori Tower, Level 43-48, 10-1, Roppongi 6-chome, Minato-ku, Tokyo, 106-6147, Japan.

All executive officers listed below are United States citizens, except as follows: Hughes B. Lepic is a citizen of France; Adrian M. Jones is a citizen of Ireland; Bjorn P. Killmer, Steffen J. Kastner, Martin Hintze and Oliver Thym are citizens of Germany; Hsueh Sung is a citizen of Taiwan; Ankur A. Sahu is a citizen of India; Sang Gyun Ahn is a citizen of South Korea; Joanna Dzuibak Hislop, and Stephanie M. Hui, and Steven R. Sher are citizens of the United Kingdom.

NAME	POSITION	PRESENT PRINCIPAL OCCUPATION
Richard A. Friedman	President	Managing Director of Goldman, Sachs & Co.
Ben I. Adler	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Sang Gyun Ahn	Managing Director and Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
John E. Bowman	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Gerald J. Cardinale	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
John F.X. Daly	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Joseph P. DiSabato	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Katherine B. Enquist	Managing Director, Vice President and Secretary	Managing Director of Goldman, Sachs & Co
Robert R. Gheewalla	Managing Director and Vice President	Managing Director of Goldman Sachs International
Joseph H. Gleberman	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Philip W. Grovit	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.

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Melina E. Higgins	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Martin Hintze	Managing Director and Vice President	Managing Director of Goldman Sachs International
Joanna Dzuibak Hislop	Managing Director and Vice President	Managing Director of Goldman Sachs International
Stephanie M. Hui	Managing Director and Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
Adrian M. Jones	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Steffen J. Kastner	Managing Director and Vice President	Managing Director of Goldman Sachs International
Bjorn P. Killmer	Managing Director and Vice President	Managing Director of Goldman Sachs International
Michael E. Koester	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Hughes B. Lepic	Managing Director and Vice President	Managing Director of Goldman Sachs International
Sanjeev K. Mehra	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Sanjay H. Patel	Managing Director and Vice President	Managing Director of Goldman Sachs International

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NAME	POSITION	PRESENT PRINCIPAL OCCUPATION
Kenneth A. Pontarelli	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Ankur A. Sahu	Managing Director and Vice President	Managing Director of Goldman Sachs (Japan) L.L.C.
Muneer A. Satter	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Steven R. Sher	Managing Director and Vice President	Managing Director of Goldman Sachs International
Hsueh J. Sung	Managing Director and Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
Oliver Thym	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Andrew E. Wolff	Managing Director and Vice President	Managing Director of Goldman Sachs International

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Elizabeth C. Fascitelli	Treasurer	Managing Director of Goldman, Sachs & Co.
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The name, position and present principal occupation of each executive officer of each of (i) GSCP V GmbH Knight Holdings, LP and (ii) GSCP VI GmbH Knight Holdings, are set forth below.

The business address for all the executive officers listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004,

All executive officers listed below are United States citizens.

NAME	POSITION	PRESENT PRINCIPAL OCCUPATION
Kenneth A. Pontarelli	President	Managing Director of Goldman, Sachs & Co.
Richard A. Friedman	Vice President	Managing Director of Goldman, Sachs & Co.
John E. Bowman	Vice President and Treasurer	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Vice President	Managing Director of Goldman, Sachs & Co.
Katherine B. Enquist	Vice President and Secretary	Managing Director of Goldman, Sachs & Co.
Philip W. Grovit	Vice President	Managing Director of Goldman, Sachs & Co.

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The name and principal occupation of each member of the Principal Investment Area Investment Committee of Goldman, Sachs & Co., which exercises the authority of Goldman, Sachs & Co. in managing GSCP V Advisors, L.L.C., GSCP V Offshore Advisors, L.L.C., GS Advisors V, L.L.C., GS Capital Partners V Fund, L.P., GS Capital Partners V Offshore Fund, L.P., GSCP V Offshore Knight Holdings, LP, GSCP V GmbH Knight Holdings, LP, GSCP V Germany Knight Holdings, L.P., GS Capital Partners V Institutional, L.P., GSCP VI Advisors, L.L.C., GSCP VI Offshore Advisors, L.L.C., GS Advisors VI, L.L.C., GS Capital Partners VI Fund, L.P., GS Capital Partners VI Offshore Fund, L.P., GSCP VI Offshore Knight Holdings, LP, GSCP VI GmbH Knight Holdings, LP, GSCP VI Germany Knight Holdings, L.P., GS Capital Partners VI Parallel, L.P., GSCP KMI Advisors, L.L.C., GSCP KMI Investors, L.P., GSCP KMI Offshore Advisors, Inc., GSCP KMI Investors Offshore, L.P., Goldman Sachs KMI Advisors, L.L.C., and Goldman Sachs KMI Investors, L.P. are set forth below.

The business address for each member listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, except as follows: The business address of Robert R. Gheewalla, Hughes B. Lepic, Sanjay H. Patel and Yoel Daoui is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England. The business address of Muneer A. Satter and Byron D. Trott is 71 South Wacker Drive, Chicago, IL 60606. The business address of Hsueh J. Sung is 68/F Cheung Kong Centre, Hong Kong.

All members listed below are United States citizens, except as follows: Sarah E. Smith is a citizen of the United Kingdom; Hughes B. Lepic and Yoel Zaoui are citizens of France; Adrian M. Jones is a citizen of Ireland; and Hsueh Sung is a citizen of Taiwan.

NAME	PRESENT PRINCIPAL OCCUPATION
Richard A. Friedman	Managing Director of Goldman, Sachs & Co.
Joseph H. Gleberman	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Managing Director of Goldman, Sachs & Co.
Sanjeev K. Mehra	Managing Director of Goldman, Sachs & Co.

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Muneer A. Satter	Managing Director of Goldman, Sachs & Co.
Joe DiSabato	Managing Director of Goldman, Sachs & Co.
Adrian M. Jones	Managing Director of Goldman, Sachs & Co.
Melina E. Higgins	Managing Director of Goldman, Sachs & Co.
Hsueh J. Sung	Managing Director of Goldman Sachs (Asia) L.L.C.
Ben I. Adler	Managing Director of Goldman, Sachs & Co.
Elizabeth C. Fascitelli	Managing Director of Goldman, Sachs & Co.
Michael E. Koester	Managing Director of Goldman, Sachs & Co.
Kenneth A. Pontarelli	Managing Director of Goldman, Sachs & Co.
Ankur A. Sahu	Managing Director of Goldman Sachs (Japan) L.L.C.
Andrew E. Wolff	Managing Director of Goldman Sachs (Asia) L.L.C.
Sarah E. Smith	Managing Director of Goldman, Sachs & Co.
Robert R. Gheewalla	Managing Director of Goldman, Sachs International
Hughes B. Lepic	Managing Director of Goldman, Sachs International
Gerald J. Cardinale	Managing Director of Goldman, Sachs & Co.
Sanjay H. Patel	Managing Director of Goldman, Sachs International
Byron D. Trott	Managing Director of Goldman, Sachs & Co.
Yoel Zaoui	Managing Director of Goldman, Sachs International

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The name, position and present principal occupation of each executive officer of GS Infrastructure Advisors 2006, L.L.C. are set forth below.

The business address for all the executive officers listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, except as follows: The business address of Julian C. Allen, Peter Lyneham, Sarah Mook and Paul Obey is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England.

All executive officers listed below are United States citizens, except as follows: Julian E. Allen, Sarah Mook and Paul Obey are citizens of the United Kingdom, Peter Lyneham is a citizen of Australia and Philippe L.H. Camu is a citizen of Belgium.

NAME	POSITION	PRESENT PRINCIPAL OCCUPATION
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Steven M. Feldman	President and Chairman	Managing Director of Goldman, Sachs & Co.
Julian C. Allen	Vice President, Secretary and Treasurer	Vice President of Goldman Sachs International
Philippe L. Camu	Vice President	Managing Director of Goldman Sachs International
Ben I. Adler	Vice President	Managing Director of Goldman, Sachs & Co.
Renee Beaumont	Vice President	Vice President of Goldman, Sachs & Co.
Benjamin Hellweg	Vice President	Vice President of Goldman, Sachs & Co.
Jonathan Hunt	Vice President	Vice President of Goldman, Sachs & Co.
Peter Lyneham	Vice President	Vice President of Goldman Sachs International
Sarah Mook	Vice President	Vice President of Goldman Sachs International
Josephine Mortelliti	Vice President	Managing Director of Goldman, Sachs & Co.
Paul Obey	Vice President	Vice President of Goldman Sachs International
William J. Young	Vice President	Managing Director of Goldman, Sachs & Co.

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The name and principal occupation of each member of the IIG Investment Committee of Goldman, Sachs & Co., which exercises the authority of Goldman, Sachs & Co. in managing GS Infrastructure Advisors 2006, L.L.C. are set forth below.

The business address for all the executive officers listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, except as follows: The business address of Jamal Dhanani, David Grounsell and Richard Powers is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England.

All executive officers listed below are United States citizens, except as follows: Jamal Dhanani and David Grounsell are citizens of the United Kingdom. Philippe L.H. Camu is a citizen of Belgium.

NAME	PRESENT PRINCIPAL OCCUPATION

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Steven M. Feldman	Managing Director of Goldman, Sachs & Co.
Philippe L. Camu	Managing Director of Goldman Sachs International
Ben I. Adler	Managing Director of Goldman, Sachs & Co.
Jamal Dhanani	Managing Director of Goldman Sachs International
Susanne Donohoe	Managing Director of Goldman, Sachs & Co.
Mark Florian	Managing Director of Goldman, Sachs & Co.
David Grounsell	Managing Director of Goldman Sachs International
Richard Powers	Managing Director of Goldman Sachs International
Stuart Rothenberg	Managing Director of Goldman, Sachs & Co.
Jonathan Sobel	Managing Director of Goldman, Sachs & Co.
Tracy Wolstencroft	Managing Director of Goldman, Sachs & Co.
William Young	Managing Director of Goldman, Sachs & Co.

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The name, position and present principal occupation of each executive officer of each of (i) GSCP KMI Advisors, L.L.C., and (ii) GSCP KMI Offshore Advisors, Inc. are set forth below.

The business address for all the executive officers listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004.

All executive officers listed below are United States citizens.

NAME	POSITION	PRESENT PRINCIPAL OCCUPATION
Richard A. Friedman	President	Managing Director of Goldman, Sachs & Co.
Ben I. Adler	Vice President	Managing Director of Goldman, Sachs & Co.
John E. Bowman	Vice President	Managing Director of Goldman, Sachs & Co.
Katherine B. Enquist	Vice President	Managing Director of Goldman,

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	and Secretary	Sachs & Co
Michael E. Koester	Vice President	Managing Director of Goldman, Sachs & Co.
Kenneth A. Pontarelli	Vice President	Managing Director of Goldman, Sachs & Co.
Elizabeth C. Fascitelli	Treasurer	Managing Director of Goldman, Sachs & Co.
Elizabeth Overbay	Vice President	Vice President of Goldman, Sachs & Co.
Scott Lebovitz	Vice President	Vice President of Goldman, Sachs & Co.

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The name, position and present principal occupation of each executive officer of Goldman Sachs KMI Advisors, L.L.C. are set forth below.

The business address for all the executive officers listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004.

All executive officers listed below are United States citizens.

NAME	POSITION	PRESENT PRINCIPAL OCCUPATION
Eric Lane	President	Managing Director of Goldman, Sachs & Co.
Richard A. Friedman	Vice President	Managing Director of Goldman, Sachs & Co.
Jennifer Barbetta	Vice President	Managing Director of Goldman, Sachs & Co.
John E. Bowman	Secretary	Managing Director of Goldman, Sachs & Co.
Katherine B. Enquist	Vice President	Managing Director of Goldman, Sachs & Co.
Kristin Olson	Vice President	Vice President of Goldman, Sachs & Co.
Paget MacColl	Vice President	Vice President of Goldman, Sachs & Co.
Ryan Boucher	Treasurer	Vice President of Goldman,

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During the past five years, none of the persons or entities described above (i) has been convicted in a criminal proceeding (excluding traffic violations and misdemeanors), or (ii) except as set forth below, was a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining such person from future violations of, or prohibiting activities subject to, federal or state laws, or a finding of a violation of federal or state securities laws.

In November 2002, the Securities and Exchange Commission ("SEC"), the National Association of Securities Dealers ("NASD") and the New York Stock Exchange, Inc. ("NYSE") alleged that five broker dealers, including Goldman Sachs, violated Section 17(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 17a-4 thereunder, NYSE Rules 440 and 342 and NASD Rules 3010 and 3110 by allegedly failing to preserve electronic mail communications for three years and/or to preserve electronic mail communications for the first two years in an accessible place, and by allegedly having inadequate supervisory systems and procedures in relation to the retention of electronic mail communications. Without admitting or denying the allegations, the five broker dealers, including Goldman, Sachs & Co. ("Goldman Sachs"), consented to censure by the SEC, NASD and NYSE and to the imposition of a cease-and-desist order by the SEC and Goldman Sachs paid a total fine of \$1,650,000 (\$550,000 each to the SEC, NASD and NYSE). Goldman Sachs also undertook to review its procedures regarding the preservation of electronic mail communications for compliance with the federal securities laws and regulations and the rules of the NASD and NYSE, and to confirm within a specified period of time that it has established systems and procedures reasonably designed to achieve compliance with those laws, regulations and rules.

On April 28, 2003, without admitting or denying liability, ten investment banking firms including Goldman Sachs, entered into global settlements with the SEC, the NYSE, the NASD and certain states to resolve the investigations relating to equity research analyst conflicts of interest. Goldman Sachs was charged with violating NYSE Rules 342, 401, 472 and 475, and NASD Conduct Rules 2110, 2210 and 3010. Goldman Sachs also agreed to a censure by the NYSE and the NASD and to pay a total of \$110,000,000 and to adopt a set of industry-wide reforms of its research and investment banking businesses and to adopt certain restrictions on the allocations of "hot" IPO shares. The terms of the global settlement were entered in an order by a federal court in the Southern District of New York on October 31, 2003 (Civil Action Number 03CV2944). On September 4, 2003, Goldman Sachs and the SEC settled administrative proceedings relating to certain trading in U.S. Treasury securities by Goldman Sachs on the morning of October 31, 2001. The Staff of the SEC alleged that Goldman Sachs violated (i) Section 15(c)(1) and Rule 15c1-2 of the Exchange Act as a result of certain trading in U.S. Treasury bonds over an eight minute period on October 31, 2001; and (ii) Section 15(f) of the Exchange Act by failing to maintain policies and procedures specifically addressed to the possible misuse of non-public information obtained from outside consultants. Under the Offer of Settlement submitted by Goldman Sachs and accepted by the SEC, without admitting or denying the SEC's allegations, Goldman Sachs consented to the entry of an Order that, among other things, (i) censured Goldman Sachs; (ii) directed Goldman Sachs to cease and desist from committing or causing any violations of Section

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15(c)(1)(A) & (C) and 15(f) and Rule 15c1-2 of the Exchange Act; (iii) ordered Goldman Sachs to pay disgorgement and prejudgment interest in the amount of \$1,742,642, and a civil monetary penalty of \$5 million; and (iv) directed Goldman Sachs to conduct a review its policies and procedures and to adopt, implement and maintain policies and procedures consistent with the Order and that review. Goldman Sachs also undertook to pay \$2,562,740 in disgorgement and interest relating to certain trading in U.S. Treasury bond futures during the same eight minute period.

On July 1, 2004, Goldman Sachs and the SEC settled administrative proceedings relating to communications from Goldman Sachs sales traders on its Asian Shares Sales Desk to certain institutional customers and news media concerning four international public securities offerings during the period between October 1999 and March 2000. The SEC alleged (i) that certain of these communications by Goldman Sachs employees were made after the registration statements pertaining to those offerings were filed, but not yet declared effective by the SEC, in violation of Section 5(b) of the Securities Act and (ii) that certain comments to the news media by Goldman Sachs with respect to one of the offerings constituted an offer to sell securities in violation of Section 5(c) of the Securities Act. The SEC also alleged that Goldman Sachs failed to adequately supervise the Asian Shares Sales Desk traders, as required by Section 15(b)(4)(E) of the Exchange Act. Under the Offer of Settlement submitted by Goldman Sachs and accepted by the SEC, without admitting or denying the SEC's allegations, Goldman Sachs consented to the entry of an Order that, among other things, directed Goldman Sachs to cease and desist from committing

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or causing any violations of Sections 5(b) and 5(c) of the Securities Act., and ordered Goldman Sachs to pay a civil monetary penalty of \$2 million.

On January 24, 2005, the SEC filed an action in the U.S. District Court for the Southern District of New York alleging that Goldman Sachs violated Rule 101 of Regulation M under the Exchange Act by attempting to induce, or inducing certain investors to make, aftermarket purchases of certain initial public offerings underwritten by Goldman Sachs during 2000. On February 4, 2005, without admitting or denying the allegations of the complaint, a final judgment was entered against Goldman Sachs, with the consent of Goldman Sachs, under which Goldman Sachs was permanently restrained and enjoined from violating Rule 101 of Regulation M and required to pay a \$40 million civil penalty, which was paid on March 31, 2005. In May 2006, the SEC alleged that fourteen investment banking firms, including Goldman Sachs, violated Section 17(a)(2) of the Securities Act of 1933, by engaging in one or more practices relating to auctions of auction rate securities during the period from January 1, 2003 through June 30, 2004 as described in the cease-and-desist order entered by the SEC. Goldman Sachs has agreed to provide certain disclosures about its material auction practices and procedures to auction participants and to certify to the SEC that it has implemented certain procedures relating to the auction process. As part of a multi-firm settlement, Goldman Sachs submitted an Offer of Settlement which was accepted by the SEC on May 31, 2006. Without admitting or denying the allegations, Goldman Sachs consented to a censure and cease-and-desist order and payment of \$1,500,000 civil money penalty.

As of the date hereof, both GS Group and Goldman Sachs, or another wholly-owned broker or dealer subsidiary of GS Group, may be deemed to beneficially own 3,550 Common Units, which were acquired in ordinary course trading activities. In addition, both GS Group and Goldman Sachs, or another wholly-owned subsidiary of GS Group, may be deemed to beneficially own 2,454,018

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Common Units that are held in managed accounts on behalf of clients, for which both GS Group and Goldman Sachs, or such other subsidiary, or their respective employees, have investment discretion. Accordingly, as of the date hereof, both GS Group and Goldman Sachs may each be deemed to beneficially own an aggregate of 2,457,568 Common Units, over all of which units they share dispositive power and over 3,550 of such units they share voting power. Such 2,457,568 Common Units constitute 1.51% of the outstanding Common Units, based on the reported units outstanding. GS Group and Goldman Sachs disclaim beneficial ownership of Common Units held in managed accounts.

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INFORMATION REGARDING CARLYLE PARTNERS IV KNIGHT, L.P. AND CP IV COINVEST, L.P.

Carlyle Partners IV Knight, L.P. and CP IV Coinvest, L.P. are owners of Class A Units of Knight Holdco LLC. TC Group IV, L.P. is the general partner of Carlyle Partners IV Knight, L.P. and CP IV Coinvest, L.P.; TC Group IV, L.L.C. is the general partner of TC Group IV, L.P.; TC Group, L.L.C. is the managing member of TC Group IV, L.L.C.; and TCG Holdings, L.L.C. is the managing member of TC Group, L.L.C. TCG Holdings, L.L.C. is managed by a three-person managing board, which is comprised of William E. Conway, Jr., Daniel A. D'Aniello and David Rubenstein.

During the last five years, none of the foregoing entities or natural persons have been (1) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (2) a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining such person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws.

Each of the entities listed above were organized in the State of Delaware. The business address for each of the entities and natural persons listed above is c/o The Carlyle Group, 1001 Pennsylvania Avenue, NW, Washington, DC 20004-2505.

INFORMATION REGARDING CARLYLE/RIVERSTONE KNIGHT INVESTMENT PARTNERSHIP, L.P., C/R ENERGY III KNIGHT NON-U.S. PARTNERSHIP, L.P., C/R KNIGHT PARTNERS, L.P. AND C/R ENERGY COINVESTMENT III, L.P.

Carlyle/Riverstone Knight Investment Partnership, L.P., C/R Energy III Knight Non-U.S. Partnership, L.P., C/R Knight Partners, L.P. and C/R Energy Coinvestment III, L.P. are owners of Class A Units of Knight Holdco LLC. Carlyle/Riverstone Energy Partners III, L.P. is the general partner of Carlyle/Riverstone Knight Investment Partnership, L.P., C/R Energy III Knight Non-U.S. Partnership, L.P., C/R Knight Partners, L.P. and C/R Energy Coinvestment III, L.P. C/R Energy GP III, LLC is the general partner of Carlyle/Riverstone Energy Partners III, L.P. Riverstone Investment Services LLC and Carlyle Investment Management, L.L.C. each have a 50% voting interest in C/R Energy GP III, LLC. TC Group, L.L.C. is the managing member of Carlyle Investment Management, L.L.C. TCG Holdings, L.L.C. is the managing member of TC Group, L.L.C.. TCG Holdings, L.L.C. is managed by a three-person managing board, comprised of William E. Conway, Jr., Daniel A. D'Aniello and David Rubenstein. Riverstone Holdings LLC controls Riverstone Investment Services LLC. Riverstone Holdings LLC is managed by a two-person managing board, comprised of David M. Leuschen and Pierre F. Lapeyre, Jr.

During the last five years, none of the foregoing entities or natural persons has been (1) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (2) a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining such person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws.

The business address for each of Carlyle/Riverstone Knight Investment Partnership, L.P., C/R Energy III Knight Non-U.S. Partnership, L.P., C/R Knight Partners, L.P., C/R Energy Coinvestment III, L.P., Carlyle/Riverstone Energy Partners III, L.P., C/R Energy GP III, LLC, Riverstone Investment Services LLC, Riverstone Holdings LLC, David M. Leuschen and Pierre F. Lapeyre, Jr. is c/o Riverstone Holdings LLC, 712 Fifth Avenue, 51st Floor, New York, NY 10019. Each of the entities listed above was organized in the State of Delaware.

The business address for each of Carlyle Investment Management, L.L.C., TC Group, L.L.C., TCG Holdings, L.L.C., William E. Conway, Jr., Daniel A. D'Aniello and David Rubenstein is c/o The Carlyle Group, 1001 Pennsylvania Avenue, NW, Washington, DC 20004-2505. Each of the entities listed above was organized in the State of Delaware.

INFORMATION REGARDING AIG KNIGHT LLC, HIGHSTAR II KNIGHT ACQUISITION SUB, L.P., HIGHSTAR III KNIGHT ACQUISITION SUB, L.P., AIG HIGHSTAR CAPITAL III, L.P., AND HIGHSTAR KNIGHT PARTNERS, L.P.

American International Group, Inc., a Delaware corporation ("AIG"), is a holding company which, through its subsidiaries, is primarily engaged in a broad range of insurance and insurance-related activities in the United States and abroad. AIG's primary activities include both general and life insurance and retirement services operations. Other significant activities include financial services and asset management. AIG Financial Products Corp., a Delaware corporation and wholly-owned subsidiary of AIG ("AIGFP"), engages as principal, directly and through its subsidiaries and other AIG-owned companies under its management, in standard and customized interest rate, currency, equity, commodity, energy and credit products with counterparties throughout the world and also raises funds through municipal reinvestment contracts and other private and public security offerings, investing the proceeds in a diversified portfolio of high grade securities and derivative transactions. AIG Knight LLC, a Delaware limited liability company and wholly-owned subsidiary of AIGFP ("AIG Knight"), was formed for the purpose of holding a portion of AIG's investment in Knight Holdco LLC (defined below). The principal executive offices of AIG are located at 70 Pine Street, New York, New York 10270; AIGFP and AIG Knight LLC are located at 50 Danbury Road, Wilton, Connecticut 06897.

Each of AIG Highstar Capital III, L.P., a Delaware limited partnership, Highstar II Knight Acquisition Sub, L.P., a Delaware limited partnership, Highstar III Knight Acquisition Sub, L.P., a Delaware limited partnership, and Highstar Knight Partners, L.P., a Delaware limited partnership (collectively, the "Highstar Entities"), are investment fund vehicles. The principal executive office for each Highstar Entity is 599 Lexington Ave, 24th floor, NY, NY, 10022. Highstar II Knight Acquisition Sub, L.P. and Highstar III Knight Acquisition Sub, L.P. were formed for the purpose of holding a portion of AIG's investment in Knight Holdco LLC. Highstar II Knight Acquisition Sub is owned by AIG Highstar Capital II, L.P., a Delaware limited partnership, AIG Highstar Capital II Prism Fund, L.P., a Delaware limited partnership, and AIG Highstar Capital II, Overseas Investors Fund, L.P., a Delaware limited partnership. Highstar III Knight Acquisition Sub is owned by AIG Highstar Capital III Prism Fund, L.P., a Cayman limited partnership. Each of AIG Highstar Capital II, L.P., AIG Highstar Capital II Prism Fund, L.P., AIG Highstar Capital II, Overseas Investors Fund, L.P., AIG Highstar Capital III Prism Fund, L.P. AIG Highstar Capital III, L.P. and Highstar Knight Partners, L.P. are investment fund vehicles that are controlled by AIG Global Investment Corp., a New Jersey corporation and a wholly-owned subsidiary of AIG ("AIGGIC"). AIG Knight, AIG, AIGFP and the Highstar Entities are collectively referred to as the "AIG Entities".

Starr International Company, Inc., a Panamanian corporation ("SICO"), has the sole power to vote and direct the disposition of 281,638,405 shares of common stock, par value \$2.50 per share, of AIG ("AIG Shares") and the shared power to direct the disposition of 2,200,076 AIG Shares held by Universal Foundation, Inc., a Panamanian corporation ("Universal Foundation"). C.V. Starr & Co., Inc. a Delaware corporation ("Starr"), has the shared power to vote and direct the disposition of 40,923,499 AIG Shares (18,544,278 of which are held by the C.V. Starr & Co., Inc. Trust ("Starr Trust"), of which Starr is a beneficiary). Maurice R. Greenberg, a United States citizen, has the sole power to vote and direct the disposition of 2,695,797 AIG Shares, which may be

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acquired pursuant to stock options previously granted by AIG to Mr. Greenberg as a then officer and director of AIG. Mr. Greenberg has shared power to vote and direct the disposition of 67,816,338 AIG Shares, 9,310,328 of which are held as a tenant in common with Mr. Greenberg's wife, 111,004 of which are held in family trusts of which Mr. Greenberg is a trustee, 30,923,499 of which are held by Starr (18,544,278 shares of which are held by the Starr Trust, for which Starr is a beneficiary and Mr. Greenberg is a trustee), 371,507 of which are held by the Maurice R. and Corinne P. Greenberg Family Foundation, Inc., a New York not-for-profit corporation (the "Greenberg Foundation"), of which Mr. Greenberg, his wife and family members are directors and 27,100,000 of which are held by the Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC, a Florida limited liability company (the "Greenberg Joint Tenancy Company"), of which the Maurice R. and Corinne P. Greenberg Joint Tenancy Corporation, Inc. (the "Greenberg Joint Tenancy Corporation") is the sole and managing member. Mr. Greenberg owns 24.08% of the voting common stock of Starr directly. The Greenberg Foundation has the shared power to vote and direct the disposition of such 371,507 AIG Shares. The Greenberg Joint Tenancy Company has the shared power to vote and direct the disposition of such 27,100,000 AIG Shares. Edward E. Matthews, a United States citizen, has the sole power to vote and direct the disposition of 613,345 AIG Shares, 300,220 of which are held directly by Mr. Matthews and 313,125 of which may be acquired pursuant to stock options previously granted by AIG to Mr. Matthews as a then officer and director of AIG. Mr. Matthews has shared power to vote and direct the disposition of 18,567,578 AIG Shares, 23,300 of which are held by Mr. Matthews' wife and 18,544,278 of which are held by the Starr Trust, for which Starr is a beneficiary and Mr. Matthews is a trustee.

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The principal executive offices of SICO are located at Baarestrasse 101, CH-6300 Zug, Switzerland and it also maintains an office at Mercury House, 101 Front Street, Hamilton HM12, Bermuda. The principal executive offices of Starr and the Greenberg Foundation are located at 399 Park Avenue, 17th Floor, New York, New York 10022. The principal executive offices of Universal Foundation are located at Mercury House, 101 Front Street, Hamilton HM 12, Bermuda. The principal executive offices of the Greenberg Joint Tenancy Company are located at 35 Ocean Reef Drive, Key Largo, Florida 33037. The names of the directors and executive officers ("Covered Persons") of the AIG Entities, SICO, Starr, Universal Foundation, the Greenberg Foundation and the Greenberg Joint Tenancy Company, their business addresses and principal occupations, including the business addresses and principal occupations of Messrs. Greenberg and Matthews, are set forth in Exhibit A attached hereto, which is incorporated herein by reference in its entirety. The business address indicated for Messrs. Greenberg and Matthews and each other Covered Person is also the address of the principal employer of such person. Each of the Covered Persons is a citizen of the United States, except for Messrs. Sullivan, Tse and Walsh, who are British Subjects, Mr. Marshall A. Cohen, who is a Canadian citizen, Dr. Jacob A. Frenkel, who is a citizen of the State of Israel and the Republic of Poland, Messrs. Bridgwater, Forster, Johnson, Pentland and Osborne and Ms. Barclay and Ms. Barnes, who are citizens of the United Kingdom, Messrs. Zalamea and Colayco and Ms. Fernando, who are citizens of the Republic of the Philippines, Mr. Gabriele, who is a citizen of the Republic of Italy, and Mr. Micottis, who is a citizen of the Republic of France.

All information provided in this Schedule 13D with respect to Messrs. Greenberg and Matthews, SICO, Starr, Universal Foundation, the Greenberg Foundation, and the Greenberg Joint Tenancy Company and their respective

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directors and executive officers is provided based solely on the information set forth in the most recent amendment to Schedule 13D relating to AIG Shares filed on March 20, 2007 on behalf of Messrs. Greenberg and Matthews, SICO, Starr, Universal Foundation, the Greenberg Foundation and the Greenberg Joint Tenancy Company. This information has not been updated to reflect changes in the ownership by such parties of AIG Shares that are disclosed in filings made by one or more of such parties under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In each case, such information may not be accurate or complete and AIG takes no responsibility therefor and makes no representation to its accuracy or completeness as of the date hereof or any subsequent date.

2006 Regulatory Settlements

In February 2006, AIG reached a final settlement with the Securities and Exchange Commission ("SEC"), the United States Department of Justice ("DOJ"), the Office of the New York Attorney General ("NYAG") and the New York State Department of Insurance ("DOI"). The settlements resolved outstanding litigation filed by the SEC, NYAG and DOI against AIG and concluded negotiations with these authorities and the DOJ in connection with the accounting, financial reporting and insurance brokerage practices of AIG and its subsidiaries, as well as claims relating to the underpayment of certain workers compensation premium taxes and other assessments.

AIG, without admitting or denying the allegations in the SEC complaint, consented to the issuance of a final judgment on February 9, 2006: (a) permanently restraining and enjoining AIG from violating Section 17(a) of the Securities Act of 1933, as amended ("Securities Act"), and Sections 10(b), 13(a), 13(b)(2) and 13(b)(5) and Rules 10b-5, 12b-20, 13a-1, 13a-13 and 13b2-1 of the Exchange Act; (b) ordering AIG to pay disgorgement in the amount of \$700 million; and (c) ordering AIG to pay a civil penalty in the amount of \$100 million. These amounts have been paid into a fund under the supervision of the SEC to be available to resolve claims asserted in various civil proceedings, including shareholder lawsuits.

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In February 2006, AIG and the DOJ entered into a letter agreement. In the letter agreement, the DOJ notified AIG that in its view, AIG, acting through some of its employees, violated federal criminal law in connection with misstatements in periodic financial reports that AIG filed with the SEC between 2000 and 2004 relating to certain transactions. The settlement with the DOJ consists of, among other things, AIG's cooperating with the DOJ in the DOJ's ongoing criminal investigation, accepting responsibility for certain of its actions and those of its employees relating to these transactions and paying \$25 million.

Effective February 9, 2006, AIG entered into agreements with the NYAG and the DOI, settling claims under New York's Martin Act and insurance laws, among other provisions, which were originally brought by the NYAG and the DOI in a civil complaint filed on May 26, 2005. Under the agreements, \$375 million was paid into a fund under the supervision of the NYAG and the DOI to be available principally to pay certain AIG insureds who purchased excess casualty policies through Marsh & McLennan Companies, Inc. or Marsh Inc. In addition, approximately \$343 million will be used to compensate participating state funds in connection with the underpayment of certain workers compensation premium taxes and other assessments. In addition, AIG paid a \$100 million fine to the

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State of New York.

As part of these settlements, AIG has agreed to retain for a period of three years an independent consultant who will conduct a review that will include the adequacy of AIG's internal controls over financial reporting and the remediation plan that AIG has implemented as a result of its own internal review.

PNC Settlement

In November 2004, AIG and AIGFP, a subsidiary of AIG, reached a final settlement with the SEC, the Fraud Section of the DOJ and the United States Attorney for the Southern District of Indiana with respect to issues arising from certain structured transactions entered into with Brightpoint, Inc. and The PNC Financial Services Group, Inc. ("PNC"), the marketing of transactions similar to the PNC transactions and related matters.

As part of the settlement, the SEC filed against AIG a civil complaint, based on the conduct of AIG primarily through AIGFP, alleging violations of certain antifraud provisions of the federal securities laws and for aiding and abetting violations of reporting and record keeping provisions of those laws. AIG, without admitting or denying the allegations in the SEC complaint, consented to the issuance of a final judgment permanently enjoining it and its employees and related persons from violating certain provisions of the Exchange Act, Exchange Act rules and the Securities Act, ordering disgorgement of fees it received from the PNC transactions and providing for AIG to establish a transaction review committee to review the appropriateness of certain future transactions and to retain an independent consultant to examine certain transactions entered into between 2000 and 2004 and review the policies and procedures of the transaction review committee.

The DOJ filed against AIGFP PAGIC Equity Holding Corp. ("AIGFP PAGIC"), a wholly-owned subsidiary of AIGFP, a criminal complaint alleging that AIGFP PAGIC violated federal securities laws by aiding and abetting securities law violations by PNC, in connection with a transaction entered into in 2001 with PNC that was intended to enable PNC to remove certain assets from its balance sheet. The settlement with the DOJ consists of separate agreements with AIG and AIGFP and a complaint filed against, and deferred prosecution agreement with, AIGFP PAGIC. Under the terms of the settlement, AIGFP paid a monetary penalty of \$80 million. On January 17, 2006, the court approved an order dismissing the complaint with prejudice and AIGFP PAGIC has since been dissolved. The obligations of AIG, AIGFP and AIGFP PAGIC under the DOJ agreements relate principally to cooperating with the DOJ and other federal agencies in connection

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with their related investigations. Except as set forth above, during the last five years, none of the AIG Entities, nor, to the knowledge of each of the AIG Entities, any of the executive officers and directors of the AIG Entities, (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

Each of the AIG Entities and, to the best of their knowledge, the executive

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officers and directors of the AIG Entities (as listed in Exhibit A) have not engaged in any transactions in the Common Units of the Issuer during the past sixty days. None of the AIG Entities has any available information regarding transactions in the Common Units of the Issuer by Messrs. Greenberg and Matthews, SICO, Starr, Universal Foundation, the Greenberg Foundation and the Greenberg Joint Tenancy Company or their respective directors and executive officers.

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EXHIBIT A

DIRECTORS AND EXECUTIVE OFFICERS OF AMERICAN INTERNATIONAL GROUP, INC.

Marshall A. Cohen	Director	Counsel, Cassels, Brock & Blackwell	Cassels, Brock & Blackwell King Street West, 20th Floor Toronto, Ontario M5H 3C2
Martin S. Feldstein	Director	Professor of Economics, Harvard University; President and CEO, National Bureau of Economic Research	National Bureau of Economic Research, Inc., 1050 Massachusetts Avenue, Cambridge, Massachusetts
Ellen V. Futter	Director	President, American Museum of Natural History	American Museum of Natural History, Central Park West, 79th Street, New York, New York 10024
Steven L. Hammerman	Director	Retired; Former Deputy Commissioner for Legal Matters for the New York Police Department and Vice Chairman, Merrill Lynch & Co., Inc.	c/o 70 Pine Street, New York, New York 10270
Richard C. Holbrooke	Director	Vice Chairman, Perseus LLC	Perseus LLC, 1235 Avenue of the Americas, New York, New York, 10019
Fred H. Langhammer	Director	Chairman, Global Affairs and Former Chief Executive Officer, The Estee Lauder Companies Inc.	767 Fifth Avenue, New York, New York 10153
George L. Miles	Director	President and Chief Executive Officer, WQED Multimedia	4802 Fifth Avenue, Pittsburgh, Pennsylvania 15213
James F. Orr III	Director	Chairman of the Board of	420 Fifth Avenue, New York, New York 10017

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		Trustees, The Rockefeller Foundation	New York 10018
Morris W. Offit	Director	Co-Chief Executive Officer, Offit Hall Capital Management LLC	65 East 55th Street, New York 10022
Virginia M. Rometty	Director	Senior Vice President-Global Business Services, International Business Machines Corporation	Route 100, Mail Drop 227 Building 2, Somers, New York 10589
Martin J. Sullivan	Director and Executive Officer	President and Chief Executive Officer	70 Pine Street, New York York 10270
Michael H. Sutton	Director	Consultant; Former Chief Accountant of the United States Securities and Exchange Commission	c/o 70 Pine Street, New York 10270
Edmund S.W. Tse	Director and Executive Officer	Senior Vice Chairman - Life Insurance	American International Assurance Co., Ltd., 1 S Road, Hong Kong
Robert B. Willumstad	Director	Former President and Chief Operating Officer, Citigroup Inc.	9 West 57th Street, New York 10019
Frank G. Zarb	Director	Chairman, Frank Zarb Associates, LLC; Senior Advisor, Hellman & Friedman LLC	375 Park Avenue, New York York 10152

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Dr. Jacob A. Frenkel	Executive Officer	Vice Chairman - Global Economic Strategies	70 Pine Street, New York York 10270
Frank G. Wisner	Executive Officer	Vice Chairman - External Affairs	70 Pine Street, New York York 10270
Steven J. Bensinger	Executive Officer	Executive Vice President & Chief Financial Officer	70 Pine Street, New York York 10270
Anastasia D. Kelly	Executive Officer	Executive Vice President, General Counsel and Senior Regulatory and Compliance Officer	70 Pine Street, New York York 10270
Rodney O. Martin, Jr.	Executive Officer	Executive Vice President - Life Insurance	2929 Allen Parkway, Houston Texas 77019
Kristian P. Moor	Executive Officer	Executive Vice President - Domestic General Insurance	70 Pine Street, New York York 10270

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Win J. Neuger	Executive Officer	Executive Vice President & Chief Investment Officer	70 Pine Street, New York York 10270
Robert B. Sandler	Executive Officer	Executive Vice President - Domestic Personal Lines	70 Pine Street, New York York 10270
Nicholas C. Walsh	Executive Officer	Executive Vice President - Foreign General Insurance	70 Pine Street, New York York 10270
Jay S. Wintrob	Executive Officer	Executive Vice President - Retirement Services	AIG Retirement Services, 1999 Avenue of the Stars Angeles, California 9006
William N. Dooley	Executive Director	Senior Vice President - Financial Services	70 Pine Street, New York York 10270
David L. Herzog	Executive Officer	Senior Vice President & Comptroller	70 Pine Street, New York York 10270
Andrew J. Kaslow	Executive Officer	Senior Vice President & Chief Human Resources Officer	70 Pine Street, New York York 10270
Robert E. Lewis	Executive Officer	Senior Vice President & Chief Risk Officer	70 Pine Street, New York York 10270
Brian T. Schreiber	Executive Officer	Senior Vice President - Strategic Planning	70 Pine Street, New York York 10270

DIRECTORS AND EXECUTIVE OFFICERS OF AIG FINANCIAL PRODUCTS CORP.

M. Bernard Aidinoff	Director	Retired Partner, Sullivan & Cromwell	Sullivan & Cromwell, 125 Street, New York, NY 100
Steven J. Bensinger	Director	Executive Vice President and Chief Financial Officer, American International Group, Inc.	70 Pine Street, New York York 10270
Joseph J. Cassano	Director and Executive Officer	President and Chief Executive Officer	Banque AIG, London Branch Curzon Street, 5th Floor London, U.K. W1J5RT
William N. Dooley	Director and Executive Officer	Senior Vice President - Financial Services, American International Group, Inc.; Chairman, AIG Financial Products Corp.	70 Pine Street, New York York 10270

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Martin S. Feldstein	Director	Professor of Economics, Harvard University; President and CEO, National Bureau of Economic Research	National Bureau of Economic Research, Inc., 1050 Massachusetts Avenue, Cambridge, Massachusetts
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John M. Foster	Director	Consultant	c/o AIG Financial Products Corp., 50 Danbury Road, Wilton, Connecticut, 06897-4444
Morris W. Offit	Director	Co-Chief Executive Officer, Offit Hall Capital Management LLC	65 East 55th Street, New York, New York 10022
Martin J. Sullivan	Director	President and Chief Executive Officer, American International Group, Inc.	70 Pine Street, New York, New York 10270
Michael H. Sutton	Director	Consultant; Former Chief Accountant of the United States Securities and Exchange Commission	c/o 70 Pine Street, New York, New York 10270
Douglas L. Poling (1)	Executive Officer	Executive Vice President, Transaction Development and Energy Groups	50 Danbury Road, Wilton, Connecticut, 06897-4444
Mark S. Balfan	Executive Officer	Chief Financial Officer and Treasurer	50 Danbury Road, Wilton, Connecticut, 06897-4444
James Bridgwater	Executive Officer	Executive Vice President - Quantitative Solutions	Banque AIG, London Branch, Curzon Street, 5th Floor, London, U.K. W1J5RT
Andrew Forster	Executive Officer	Executive Vice President - Asset Trading and Credit Products	Banque AIG, London Branch, Curzon Street, 5th Floor, London, U.K. W1J5RT
Mauro Gabriele	Executive Officer	Executive Vice President - European Marketing	Banque AIG, 44-46 rue de Bassano, Paris, 75008 France
William Kolbert	Executive Officer	Executive Vice President - Systems	50 Danbury Road, Wilton, Connecticut, 06897-4444
Pierre Micottis	Executive Officer	Executive Vice President - Market Risk	Banque AIG, 44-46 rue de Bassano, Paris, 75008 France
Nigel Pentland	Executive Officer	Executive Vice President - Asian Marketing	Banque AIG, Tokyo Branch, Flr, Urbannet Otemachi Building, 2-2 Otemachi 2 Chome, Chiyoda-ku, Tokyo 100-0004 Japan
William S. Shirley	Executive Officer	Managing Director, General Counsel and Secretary	50 Danbury Road, Wilton, Connecticut, 06897-4444

EXECUTIVE OFFICERS OF AIG KNIGHT LLC

Joseph J. Cassano	Executive Officer	President and Chief Executive Officer, AIG Financial Products Corp.	Banque AIG, London Branch, Curzon Street, 5th Floor, London, U.K. W1J5RT
Mark S. Balfan	Executive Officer	Chief Financial Officer and Treasurer, AIG Financial Products Corp.	50 Danbury Road, Wilton, Connecticut, 06897-4444

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(1) Mr. Poling's spouse holds 3,795 Common Units in a revocable trust in her name.

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William S. Shirley	Executive Officer	Managing Director, General Counsel and Secretary	50 Danbury Road, Wilton, 06897-4444
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DIRECTORS AND EXECUTIVE OFFICERS OF STARR INTERNATIONAL COMPANY, INC.

Maurice R. Greenberg	Chairman of the Board and Director	Chairman of the Board and director, Starr International Company, Inc. and C.V. Starr & Co., Inc.; Chief Executive Officer, C.V. Starr & Co., Inc.; trustee of C.V. Starr & Co., Inc. Trust; member, director and Chairman of the Board, The Starr Foundation.	399 Park Avenue, 17th Fl New York, New York 10022
Joseph C.H. Johnson	President and Director	President and Director	101 First Street, Hamilt Bermuda HM 12
Edward E. Matthews	Managing Director	Managing Director and director, Starr International Company, Inc.; director and President, C.V. Starr & Co., Inc.; trustee, C.V. Starr & Co., Inc. Trust; member and director, The Starr Foundation.	399 Park Avenue, 17th Fl New York, New York 10022
Houghton Freeman	Director	President, Freeman Foundation	499 Taber Hill Road, Sto VT 05672
Lawrence S. Greenberg	Director	Private Equity Investor	399 Park Avenue, 17th Fl New York, NY 10022
Bertil P-H Lundquist	Director	Executive Vice President and General Counsel, C.V. Starr & Co., Inc.	399 Park Avenue, 17th Fl New York, NY 10022
R. Kendall	Director	Retired	435 Seaspray Avenue, Palm Nottingham Beach, F
Howard I. Smith	Director	Vice Chairman-Finance and Secretary, C.V. Starr & Co., Inc.	399 Park A venue, 17t New York, NY 10022
John J. Roberts	Director	Senior Advisor, American International Group, Inc.	Concordia Farms P.O. Box 703, Easton, MD 21601
Ernest Stempel	Director	Senior Advisor and Honorary Director, American International Group, Inc.	70 Pine Street, New York 10270

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Cesar Zalamea	Director	President and Chief Executive Officer, Starr International Company (Asia), Limited	Suite 1405-7, Two Exchange Square, 8 Connaught Place Central, Hong Kong
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DIRECTORS AND EXECUTIVE OFFICERS OF C.V. STARR & CO., INC.

Maurice R. Greenberg	Chairman of the Board, director and Chief Executive Officer	(See above)	(See above)
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Howard I. Smith	Vice Chairman-Finance and Secretary and Director	(See above)	(See above)
Edward E. Matthews	President and Director	(See above)	(See above)
Houghton Freeman	Director	(See above)	(See above)
John J. Roberts	Director	(See above)	(See above)
Bertil P-H Lundquist	Director	(See above)	(See above)
Lawrence S. Greenberg	Director	(See above)	(See above)

DIRECTORS AND EXECUTIVE OFFICERS OF UNIVERSAL FOUNDATION, INC.

Stuart Osborne	President and Director	President of Universal Foundation	Mercury House 101 Front Street Hamilton HM 12, Bermuda
Eligia G. Fernando	Director	Retired	Mercury House 101 Front Street Hamilton HM 12, Bermuda
Cesar C. Zalamea	Director	(See above)	(See above)
Aloysius B. Colayco	Director	Managing Director, Argosy Partners	Argosy Partners 8th Floor, Pacific Star Building Makati City, Philippines
Jennifer Barclay	Secretary	Secretary of Universal Foundation	Mercury House 101 Front Street Hamilton HM 12, Bermuda
Margaret Barnes	Treasurer	Treasurer of Universal Foundation	Fitzwilliam Hall Fitzwilliam Place Dublin 2, Ireland

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DIRECTORS AND EXECUTIVE OFFICERS OF THE MAURICE R. AND CORRINE P. GREENBERG FAMILY FOUNDATION, INC.

Maurice R. Greenberg	Chairman and Director	(See above)	(See above)
Corrine P. Greenberg	President and Director	President and Director, Greenberg Foundation	399 Park Avenue, 17th Fl New York, New York 10022
Jeffrey W. Greenberg	Vice President and Director	Vice President and Director, Greenberg Foundation	399 Park Avenue, 17th Fl New York, New York 10022
Evan G. Greenberg	Vice President and Director	President and Chief Executive Officer, ACE Limited	399 Park Avenue, 17th Fl New York, New York 10022

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Lawrence S. Greenberg	Vice President and Director	(See above)	(See above)
Shake Nahapetian	Treasurer	Administrative Assistant, CV Starr	399 Park Avenue, 17th Fl New York, New York 10022

DIRECTOR AND EXECUTIVE OFFICER OF THE MAURICE R. AND CORRINE P. GREENBERG JOINT TENANCY CORPORATION, INC.

Maurice R. Greenberg	Chairman, CEO, President, Treasurer, Secretary and Director	(See above)	(See above)
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DIRECTORS AND EXECUTIVE OFFICERS OF AIG GLOBAL INVESTMENT CORP.

Win Jay Neuger	Director	(See above)	(See above)
Richard Waldo Scott	Director	Senior Managing Director	599 Lexington Ave, 25th NY, NY, 10022
Hans Karl-Erik Danielson	Director	Senior Managing Director	599 Lexington Ave, 25th NY, NY, 10022
Robert Thompson	Executive Officer	Senior Managing Director	599 Lexington Ave, 25th NY, NY, 10022
Jeffrey Hurd	Executive Officer	Senior Managing Director	599 Lexington Ave, 25th NY, NY, 10022

