



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE KINDER MORGAN ENERGY) CONSOLIDATED
PARTNERS, L.P. CAPEX LITIGATION) C.A. No. 9318-VCL
)

[PROPOSED] ADMINISTRATIVE ORDER

Co-Lead Counsel for Court-appointed Lead Plaintiff Jon Slotoroff, on notice to Defendants' Counsel, moved this Court for entry of an Administrative Order pursuant to the terms of the Stipulation and Agreement of Settlement, dated August 14, 2015 (the "Stipulation"), and the Final Order and Judgment dated December 22, 2015, and the Court having considered all the materials and arguments submitted in support of this motion, including the Affidavit of Deborah A. Elman In Support Of Lead Plaintiff's Motion for Administrative Order (the "Elman Affidavit") and the Affidavit of Steven J. Straub In Support Of Lead Plaintiff's Motion for Administrative Order (hereinafter, the "Straub Affidavit"), submitted therewith;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation and the Straub Affidavit and all terms used herein shall have the same meanings as set forth in the Stipulation and the Straub Affidavit.
2. This Court has jurisdiction over the subject matter of the Action and over all parties to the Action, including all Class Members.

3. The administrative recommendations of the Court-approved Settlement Administrator, A.B. Data (“A. B. Data”), (i) to use the November 26, 2014 DTC Records and the Transfer Agent Records, irrespective of the anomalies cited in the Straub Affidavit, for purposes of calculating the distribution of the Net Settlement Fund to all Authorized Class Members (“Award Recipients”), and (ii) to make payment now to all Award Recipients whose Authorized Unit records were included in the DTC Records regardless of whether a final confirmation of the Award Recipient’s unitholdings was received from the Nominee in response to A.B. Data’s outreach program, are adopted.

4. A.B. Data is directed to distribute 100% of the available balance of the Net Settlement Fund, after deducting payments previously allowed and the outstanding amounts described in the Elman Affidavit, and after payment of the costs of preparing appropriate tax returns, to Award Recipients on a *pro rata* basis (the “Initial Distribution”).

5. In the event that any portion of the Net Settlement Fund is undeliverable or a check is not cashed by the stale date, A.B. Data shall use reasonable efforts to locate Award Recipients and re-attempt distribution of any payments A.B. Data issued directly.

6. To the extent any monies remain in the fund nine (9) months after the Initial Distribution because of uncashed or returned payments, then upon

consultation with Co-Lead Counsel that it is determined to be cost-effective to do so, A.B. Data shall conduct a re-distribution of the funds remaining after payment of any unpaid fees and expenses incurred in administering the Settlement, including for such redistribution, to those Award Recipients whose initial distributions were cashed/deposited. Additional re-distributions to Award Recipients whose initial distributions were cashed/deposited may occur thereafter if, in consultation with Co-Lead Counsel, it is determined that additional redistributions, after the deduction of any additional fees and expenses incurred in administering the Settlement, including for such re-distributions, would be cost effective. At such time as it is determined that the re-distribution of funds remaining in the Net Settlement Fund is not cost-effective, the remaining balance shall escheat to the State of Delaware.

7. All persons involved in any aspect of the administration of the Settlement or taxation of the Settlement Fund, are hereby released and discharged from any and all claims arising out of such involvement, and all Class Members, whether or not they receive payment from the Net Settlement Fund, are hereby barred from making any further claims against the Net Settlement Fund, Lead Plaintiff, Co-Lead Counsel, the Claims Administrator, the Escrow Agent or any other agent retained by Lead Plaintiff or Co-Lead Counsel in connection with the

administration of the Settlement or taxation of the Settlement Fund beyond the amount allocated to Award Recipients.

8. All documentation received by A.B. Data in connection with the administration of the Settlement may be destroyed one year after the final distribution of the Net Settlement Fund, and electronic copies of the same may be destroyed three years after the final distribution.

9. This Court retains jurisdiction to consider any further applications concerning the administration of the Settlement, and such other and further relief as this Court deems appropriate.

IT IS SO ORDERED this _____ day of _____, 2017.

Vice Chancellor J. Travis Laster

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: J Travis Laster

File & Serve

Transaction ID: 60338322

Current Date: Mar 16, 2017

Case Number: 9318-VCL

Case Name: CLOSED CONF ORD ON DISC - CONS W 9479-VCL IN RE KINDER MORGAN
ENERGY PARTNERS LP CAPEX LITIGATION

/s/ **Judge Laster, J Travis**