

## **PROCEDURES OF KINDER MORGAN INTERSTATE PIPELINES:**

**Natural Gas Pipeline Company of America, LLC  
Horizon Pipeline, L.L.C.  
Kinder Morgan Illinois Pipeline, LLC  
TransColorado Gas Transmission Company, L.L.C.  
Kinder Morgan Louisiana Pipeline, LLC  
Midcontinent Express Pipeline, LLC  
Cheyenne Plains Gas Pipeline Company, L.L.C.  
Colorado Interstate Gas Company, L.L.C.  
El Paso Natural Gas Company, L.L.C.  
Mojave Pipeline Company, L.L.C.  
Ruby Pipeline, L.L.C.  
Southern Natural Gas Company, L.L.C.  
Tennessee Gas Pipeline Company, L.L.C.  
Wyoming Interstate Company, L.L.C.  
Southern LNG Company, L.L.C.  
Elba Express Company, L.L.C.  
Bear Creek Storage Company, L.L.C.  
Young Gas Storage Company, Ltd  
Sierrita Gas Pipeline, LLC**

**WRITTEN PROCEDURES**  
**OF**  
**THE KINDER MORGAN INTERSTATE PIPELINES FOR**  
**IMPLEMENTING THE STANDARDS OF CONDUCT**

Interstate natural gas transmission pipelines are required by 18 C.F.R. 358.7(d) to post current written procedures for implementing the Standards of Conduct. This document constitutes the written procedures (Compliance Procedures) currently in effect for the Kinder Morgan Interstate Pipelines, which include the following interstate pipelines:

Natural Gas Pipeline Company of America LLC (Natural)  
Horizon Pipeline, L.L.C.  
Kinder Morgan Illinois Pipeline, LLC  
TransColorado Gas Transmission Company, L.L.C.  
Kinder Morgan Louisiana Pipeline, LLC  
Midcontinent Express Pipeline, LLC  
Cheyenne Plains Gas Pipeline Company, L.L.C.  
Colorado Interstate Gas Company, L.L.C.  
El Paso Natural Gas Company, L.L.C.  
Mojave Pipeline Company, L.L.C.  
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Sierrita Gas Pipeline, LLC

Each of these pipelines falls under the definition of Transmission Providers, as set forth in Section 18 C.F.R. §358.3 (k). This document includes an Addendum for additional procedures applicable to certain marketing functions managed by affiliated Texas intrastate and Hinshaw entities of Kinder Morgan Interstate Pipelines. These Compliance Procedures will be updated on a timely basis consistent with Part 358, to reflect relevant changes in applicable rules, procedures, policies and circumstances.

## **I. INTRODUCTION**

Any questions regarding these Compliance Procedures should be directed to the Chief Compliance Officer (CCO) of the Kinder Morgan Interstate Pipelines. The CCO's contact information is posted on the applicable Kinder Morgan Interstate Pipeline's website. This web site is located at <http://pipeline.kindermorgan.com>. The CCO's contact information can be accessed by selecting Interstate Pipelines, the pipeline, Informational Postings, Standards of Conduct, Chief Compliance Officer.

## **II. GENERAL PRINCIPLES (358.2)**

The Standards of Conduct establish four general principles applicable to all Transmission Providers with Affiliates that employ Marketing function employees (hereinafter referred to as "Marketing Affiliates"). Those principles are set out at 18 C.F.R. §358.2. The Kinder Morgan Interstate Pipelines have adopted these principles as corporate policy applicable to their operations and activities, as follows:

1. The Kinder Morgan Interstate Pipelines will treat all transmission customers, affiliated and non-affiliated, on a not unduly discriminatory basis, and will not make or grant any undue preference or advantage to any person or subject any person to any undue prejudice or disadvantage with respect to any transportation or wholesale sale of natural gas in interstate commerce.
2. The Transmission function employees of each of the Kinder Morgan Interstate Pipelines will function independently of their respective Marketing function employees.
3. The Kinder Morgan Interstate Pipelines, including employees, contractors, consultants, and agents are prohibited from disclosing, or using a conduit to disclose, non- public transmission function information to the respective pipeline's Marketing

function employee.

4. The Kinder Morgan Interstate Pipelines will provide equal access to non-public transmission function information to the respective pipeline's transmission function customers, affiliated and non-affiliated, except in the case of confidential customer information or Critical Energy Infrastructure Information.

### **III. IDENTIFYING MARKETING AFFILIATES**

The name and address of the marketing affiliates of the Kinder Morgan Interstate Pipelines can be found in the Informational Postings Section of each pipeline's internet website under the heading Standards of Conduct, Subheading Affiliate Names and Addresses. New marketing affiliates and revisions to the current list of marketing affiliates will be posted within seven business days of the change. This web site is located at <http://pipeline.kindermorgan.com>. The Affiliate Names and Addresses can be accessed by selecting Interstate Pipelines, the pipeline, Informational Postings, and then selecting Standards of Conduct, Affiliate Names and Addresses.

#### 1. Investor-Owner Marketing Companies

Certain companies are or may be Marketing Affiliates of the Kinder Morgan Interstate Pipelines (as posted under the pipeline's list of Affiliate Names and Addresses) because of their relationship with an entity owning (10% or more) equity in Kinder Morgan Inc.<sup>1</sup> If the investor owner owns a controlling interest in the marketing company, and such company engages in transportation transactions on the Kinder Morgan Interstate Pipelines, and also engages in marketing functions, then it is a Marketing Affiliate. As the Kinder Morgan, Inc. investor owners acquire or divest of entities covered by the Standards of Conduct, the Kinder Morgan Interstate Pipelines will modify the list of Affiliate Names

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<sup>1</sup> Kinder Morgan Inc. indirectly owns a 50% interest in Natural and is the operator of Natural. Brookfield Infrastructure Partners L.P. ("Brookfield") indirectly owns the other 50% interest. Kinder Morgan Inc. indirectly owns a 50% interest in Southern Natural Gas Company, L.L.C. (SNG) through its subsidiary, Kinder Morgan SNG Operator LLC., which is also the operator of SNG. The other 50% interest of SNG is owned by Evergreen Enterprise Holdings LLC, a subsidiary of the Southern Company.

and Addresses posted on its websites, accordingly.

## 2. Pipeline Sales

For purposes of the Kinder Morgan Interstate Pipelines and their Marketing Affiliates, marketing functions are defined in the Standards of Conduct to mean a sale for resale (or the submission of offers to sell) in interstate commerce, but does not include incidental purchases or sales of natural gas to operate interstate natural gas pipeline transmission facilities. See 18 C.F.R. §358.3(c) (2) (ii). The Kinder Morgan *Interstate* Pipelines do not have any Marketing function employees. Certain employees of the Kinder Morgan Texas *Intrastate* Pipelines who engage in gas commodity sales, purchases and/or the purchase of interstate pipeline capacity are designated as the Commodity Unit and are considered Marketing Function Employees. These marketing function employees serve both the Texas Intrastate pipes and the marketing functions acquired in the El Paso merger.

### **IV. NON DISCRIMINATION REQUIREMENTS (358.4)**

#### A. Tariff Administration

The Kinder Morgan Interstate Pipelines have adopted and implemented the following policy and procedure with respect to administration of the respective Kinder Morgan Interstate Pipeline's tariff.

(1) The Kinder Morgan Interstate Pipelines strictly enforce all tariff provisions relating to the sale or purchase of open access transmission service, if these tariff provisions do not permit the use of discretion.

(2) The Kinder Morgan Interstate Pipelines apply all tariff provisions relating to the sale or purchase of open access transmission service in a fair and impartial manner that treats all transmission customers in a non-discriminatory manner, if these tariff provisions permit the use of discretion. Any such exercise of discretion shall be determined on a case-by-case basis, under the supervision of the manager or director

for the relevant business area.

(3) The Kinder Morgan Interstate Pipelines do not, through tariffs or otherwise, give any undue preference to any person in matters relating to the sale or purchase of transmission service (including, but not limited to, issues of price, curtailments, scheduling, priority, ancillary services, or balancing).

(4) The Kinder Morgan Interstate Pipelines process all similar requests for transmission in the same manner and within the same period of time.

## **V. INDEPENDENT FUNCTIONING (358.5)**

Under the Standards of Conduct, a Transmission Provider's transmission function employees must function independently of its marketing function employees, 18 C.F.R. §358.5. The Kinder Morgan Interstate Pipelines have adopted and implemented procedures and policies, including those involving separation of employees and workspaces and restricted access to files and databases, in compliance with this requirement.

### **A. General Requirements**

The Kinder Morgan Interstate Pipelines have identified the Transmission function employees of each of its pipelines as well as the Marketing function employees of the respective pipeline's marketing affiliates in light of Order No. 717, and have determined that each pipeline's Transmission function employees function independently of the Marketing function employees of the respective pipeline's marketing affiliates. In addition, Transmission function employees do not share facilities or equipment with any marketing function employees of the respective pipeline's marketing affiliates, as further discussed in Section B hereof. The job titles and job descriptions of the Transmission function employees of the Kinder Morgan Interstate Pipelines are posted on each pipeline's internet website. This web site is located at <http://pipeline.kindermorgan.com>. The Job Titles &

Descriptions can be accessed by selecting Interstate Pipelines, the pipeline, Informational Postings, and then selecting Standards of Conduct, Job Titles & Descriptions.

B. Separation of Functions

The Kinder Morgan Interstate Pipelines will not permit the Marketing function employees of its Marketing Affiliates to:

- (i) Conduct transmission functions; and
- (ii) Have access to the system control center or similar facilities used for transmission operations that differs in any way from the access available to other transmission customers.

In addition, the Kinder Morgan Interstate Pipelines will not permit any Transmission function employees to conduct marketing functions for its Marketing Affiliates.

(1) Exclusion for Certain Information Exchanges. Notwithstanding the requirements in 18 C.F.R. §358.5 (a) and 358.6, the Transmission function employees of the Kinder Morgan Interstate Pipelines and Marketing function employees of the respective pipeline's Marketing Affiliates may exchange information pertaining to compliance with Reliability Standards approved by the Commission, and information necessary to maintain or restore operation of the transmission system. The Kinder Morgan Interstate Pipelines will make and retain a contemporaneous record of all such exchanges, except in emergency situations, in which case the record will be made of the exchange as soon as practicable after the fact. The Chief Compliance Officer of the respective Kinder Morgan Interstate Pipeline, or his or her designee, shall be responsible for creating and maintaining the record(s). Such records shall be retained for a period of five (5) years.

(2) Policy on Employee and Facility Separation

In order to assure that the Transmission function employees of the Kinder Morgan

Interstate Pipelines function independently of the Marketing function employees of its Marketing Affiliates, the Kinder Morgan Interstate Pipelines have implemented the following procedures to carry out the separation of covered employees and employee workspaces and govern the location of employees.

(a) If any Transmission function employee of a Kinder Morgan Interstate Pipeline is in the same building as any officer, director or employee of its respective Marketing Affiliate(s), then the Transmission function employees and the Marketing function employees of the Marketing Affiliate are either on different floors, with access to the floors with Transmission function employees restricted by key cards or locks, or if a Transmission function employee of a Kinder Morgan Interstate Pipeline and a Marketing function employee of its Marketing Affiliate(s) are on the same floor in any building, there is a physical barrier comprised of walls and doors to separate the workspaces of the two employee groups, with access to the Transmission function employees of a Kinder Morgan interstate Pipeline limited through the use of key cards or locks. Limitations on access are posted clearly and prominently on signs located at entrances to any facility at which any Transmission function employee of the Kinder Morgan Interstate Pipeline is located.

(b) In the event that Transmission function employees of a Kinder Morgan Interstate Pipeline or any Marketing function employees of its Marketing Affiliates are to be relocated off their floor, plans for such relocations shall be prepared by the Facilities Management department and reviewed by the Chief Compliance Officer or his/her designee for consistency with these Compliance Procedures.

(c) The Facilities Management department maintains floor plans and updates such floor plans as changes occur. The floor plans show the location of employee groups, and specifically the location of Transmission function employees and Marketing function



employees of a Marketing Affiliate. The Human Resources department maintains a list of each employee in each location. Such floor plans and revisions to floor plans shall be reviewed by the Chief Compliance Officer or his/her designee jointly with the Facilities Management and Human Resources departments for consistency with this policy. All floor plans will be retained for three years.

(d) All meetings between Transmission function employees of a Kinder Morgan Interstate Pipeline and Marketing function employees of any of Kinder Morgan Interstate Pipeline's Marketing Affiliates will be scheduled at a location outside the regular work spaces of such pipeline's Transmission function employees.

(3) Access to Facilities

Marketing function employees of the Kinder Morgan Interstate Pipeline's Marketing Affiliates do not have access: (a) to the respective Kinder Morgan Interstate Pipeline's facilities used to conduct transmission operations or reliability functions; or (b) to the system control center or similar facilities used for transmission operations or reliability functions.

C. Marketing Affiliate Compliance

Kinder Morgan Interstate Pipelines compliance with the independent functioning requirement vis a vis its Marketing Affiliates is discussed in Addendum A hereto.

**VI. NO CONDUIT RULE – 358.6**

Under 18 C.F.R. §358.6, The Kinder Morgan Interstate Pipelines are prohibited from using anyone as a conduit for the disclosure of non-public transmission function information to the Marketing function employees of its Marketing Affiliates. The prohibition on disclosure of non-public transmission information to Marketing function employees of its Marketing Affiliates extends to employees, contractors, or agents of the respective Kinder Morgan Interstate Pipeline. To ensure compliance with this Standard, the Kinder

Morgan Interstate Pipelines require that individuals subject to the No Conduit Rule provide certification of their training electronically or in writing. These individuals include all employees in any support role who do work for a Kinder Morgan Interstate Pipeline and any of its Marketing Affiliates and all employees who are likely to become privy to non-public transmission information, including shared senior management personnel (officers and directors), and including non-Marketing function employees of any Marketing Affiliates.

This also includes any contractors or agents of the respective Kinder Morgan Interstate Pipeline who are likely to become privy to non-public transmission system information. An explanation of the No Conduit rule is included in the training materials distributed electronically to each such employee. Compliance with this requirement is monitored electronically and a record of certification is maintained for all relevant employees. If any employee fails to certify in accordance with the training requirements, the Chief Compliance Officer or his/her designee follows up to rectify the omission. The Human Resources department is responsible for administering this requirement, in conjunction with the Chief Compliance Officer or his/her designee. Failure to complete the required training could result in disciplinary action.

#### A. Information Access

1. Access to Files. Employees of the respective Kinder Morgan Interstate Pipeline's Marketing Affiliates do not have access to any non-public files or records of such pipeline. To ensure compliance with this policy, access to physical files of the Kinder Morgan Interstate Pipelines is limited to authorized pipeline employees or support employees who have responsibilities on behalf of interstate gas transmission pipelines. This procedure precludes access to interstate gas transmission pipeline files by employees of the respective Kinder Morgan Interstate Pipeline's Marketing Affiliates. Any

personnel who may have access to such files are subject to the “No Conduit” procedure as discussed herein.

B. Limitations on Computer Access

The Standards of Conduct require that the Kinder Morgan Interstate Pipelines must restrict access by Marketing function employees of its Marketing Affiliates to non-public transmission function information and transmission customer information, and not disclose such information to Marketing function employees of the respective Kinder Morgan Interstate Pipeline’s Marketing Affiliates. The Kinder Morgan Interstate Pipelines have implemented the following procedures restricting computer access:

(1) Marketing function employees of the respective Kinder Morgan interstate Pipeline’s Marketing Affiliates do not have access to any non-public transmission or transmission customer information of such pipeline.

(2) This procedure for restricting access involves creating logical separation protocols to block access by Marketing function employees of the respective Kinder Morgan Interstate Pipeline’s Marketing Affiliates to non-public transmission information and transmission customer information. Access to computer network facilities is controlled at several levels, including: the company level, the departmental level, the work group level, and the individual level. Access is limited to individuals who have been approved for, and granted access privileges to, the company’s computer network facilities, and to each particular type of data. Logon ID and password verification is required to log on to the company network. Standard licensed software is installed to enforce this requirement. Databases and servers are also secured via the use of NT, UNIX, database and application security. Access to these resources is restricted, consistent with paragraph (1) above.

(3) Each Kinder Morgan Interstate Pipeline has a security administrator who is responsible for reviewing all requests for access and for application of security with respect to its Interactive Website system. The Interactive Website systems used by the Kinder Morgan Interstate Pipelines are used for accumulating, accessing and displaying shipper information, both internally and externally. Access to these systems will not be permitted unless the individual requesting access has work responsibility which warrants such access. The security administrator or the Information Technology department has corresponding responsibility as to other data systems used internally by the Kinder Morgan Interstate Pipelines.

(4) The Security Administrator or the Information Technology department, as applicable, consults with the Chief Compliance Officer or his/her designee upon the receipt of a request from an employee for access to non-public transmission or transmission customer information in any existing database. Marketing function employees will not be granted access to the respective Kinder Morgan Interstate Pipeline's non-public transmission or transmission customer information.

(5) The Security Administrator or the Information Technology department, as applicable, will be notified in the event a new database is created or an existing database is modified. Prior to granting any person access to non-public transmission or transmission customer information in the new or modified database, the Security Administrator or the Information Technology department, as applicable, will consult with the Chief Compliance Officer or his/her designee.

## **VII. TRANSPARENCY REQUIREMENTS - (358.7)**

### **A. Contemporaneous Disclosure Requirements**

The Kinder Morgan Interstate Pipelines maintain protections to ensure that the

Marketing function employees of its Marketing Affiliates do not have access to any non-affiliated shipper information or transportation information that has not been contemporaneously disclosed to all transmission customers of the respective Kinder Morgan Interstate Pipeline, under the requirements of 18 C.F.R. §358.7.

If a Kinder Morgan Interstate Pipeline discloses non-public transmission information, in a manner contrary to the requirements of Section 358.6, the respective Kinder Morgan Interstate Pipeline must immediately post the information that was disclosed on its internet website. To the extent a Kinder Morgan Interstate Pipeline provides non-public transmission information to a Marketing function employee of its Marketing Affiliates, the respective Kinder Morgan Interstate Pipeline will contemporaneously provide such information to all customers, whether affiliated or unaffiliated, via its Internet website.

This web site is located at <http://pipeline.kindermorgan.com>. Information Disclosures can be accessed by selecting Interstate Pipelines, the pipeline, Informational Postings, and then selecting Standards of Conduct, Information Disclosure.

If a Kinder Morgan Interstate Pipeline discloses, in a manner contrary to the requirements of Section 358.6, non-public transmission customer information, critical energy infrastructure information (CEII), or any other information that the Commission by law has determined to be subject to limited dissemination, the respective Kinder Morgan Interstate Pipeline will post notice on its website that the information was disclosed.

To ensure compliance with this Standard of Conduct, Transmission function Employees and any other employees that are likely to become privy to non-public transmission customer information receive training with respect to the requirements of

the applicable Standards of Conduct and are given copies of these written Implementation Procedures. The CCO will also distribute information, including updates and revisions, regarding the Standards of Conduct to employees periodically each year.

If an employee discloses information in a manner contrary to the requirements regarding non-public transmission information and non-public customer information/CEII information described above, the manager or director of the business area in which the improper disclosure occurs is responsible for advising GT&S Services and the Chief Compliance Officer, so that immediate posting of the improperly disclosed information can occur. The respective Kinder Morgan Interstate Pipeline will immediately post such information under the heading Information Disclosure under Informational Postings. The Kinder Morgan Interstate Pipelines will ensure compliance with this standard through its training program and posting of written procedures to implement the Standards of Conduct.

B. Exclusion for Specific Transaction Information

Transmission function employees of the respective Kinder Morgan Interstate Pipeline may discuss with Marketing function employees of its Marketing Affiliates specific requests for transmission service submitted by a Marketing function employee, including potential interconnects with or expansions for any such Marketing Affiliates. Such transaction specific information is not required to be contemporaneously disclosed on the respective Kinder Morgan Interstate Pipeline's website. In addition, Transmission function employees are permitted to share information with Marketing function employees of its Marketing Affiliates as necessary to maintain the operations of the transmission system, as further discussed in Section V. B (1) hereof.

C. Voluntary Consent Provision

A non-affiliated transmission customer may voluntarily consent, in writing, to allow

the respective Kinder Morgan Interstate Pipeline to share the customer's own non-public information with the respective Kinder Morgan Interstate Pipeline's Marketing function employees. If the transmission customer authorizes such disclosure, the respective Kinder Morgan Interstate Pipeline will post a notice on its internet website of that consent, under the heading Standards of Conduct, Subheading – Voluntary Consent, together with a statement that it did not grant any preference, either operational or rate related in exchange for that consent. This web site is located at the following link: <http://pipeline.kindermorgan.com>. Voluntary Consents can be accessed by selecting Interstate Pipelines, the pipeline, Informational Postings, and then selecting Standards of Conduct, Voluntary Consent.

D. Written Procedures

The Kinder Morgan Interstate Pipelines have posted the current written procedures implementing the Standards of Conduct on the Informational Postings section of their internet websites.

E. Affiliate Information

The Kinder Morgan Interstate Pipelines have posted the following information on the Informational Postings portion of their internet websites:

- (1) The names and addresses of the respective Kinder Morgan Interstate Pipeline's Marketing Affiliates.
- (2) A complete list of the employee-staffed facilities shared by the respective Kinder Morgan Interstate Pipeline Transmission function employees and Marketing function employees.
- (3) Potential merger partners as affiliates that may employ or retain Marketing function employees, within seven days after the potential merger is announced.

F. Employee Information

(1) Job Titles & Descriptions of its Transmission function employees.

Job titles and job descriptions of Transmission function employees must be posted on the respective Kinder Morgan Interstate Pipeline's Internet website. The Chief Compliance Officer or his/her designee should be notified of any changes in Transmission function employees' job titles or descriptions. The posted listings of Job Titles and Descriptions are periodically reviewed to ensure they are accurate. Contractors are included, where applicable, and receive the FERC Standards of Conduct training.

(2) Employee Transfers.

Any transfer of a Transmission function employees to a position as a Marketing function employee, or any transfer of a Marketing function employee to a position as a Transmission function employee must be posted on the respective Kinder Morgan Interstate Pipeline's Internet website. The information posted under this section must remain on the Internet for ninety (90) days. Job transfers between Transmission function employees of the respective Kinder Morgan Interstate Pipeline and Marketing function employees of its Marketing Affiliates are not precluded as long as such a transfer is not used as a means to circumvent the Standards of Conduct, such as through "cycling" of employees.

The information to be posted includes the following:

- (a) Name of the transferring employee,
- (b) The respective titles held while performing each function (i.e., as a Transmission function employee and as a Marketing function employee), and
- (c) The effective date of the transfer.

Such information shall remain on the respective Kinder Morgan Interstate Pipeline's



website for 90 days.

To implement the requirement of 18 C.F.R. §358.7(f)(2), the Kinder Morgan Interstate Pipelines have adopted the following procedure.

(1) The respective Kinder Morgan Interstate Pipeline provides a briefing regarding the Standards of Conduct to any Transmission function employee transferred from the respective Kinder Morgan Interstate Pipeline to a position as a Marketing function employee or from a Marketing function employee of its Marketing Affiliates to a position as a Transmission function employee of the respective Kinder Morgan Interstate Pipeline. Briefing will be done by the CCO or his/her designee, in cooperation with Human Resources. In the briefing session, confidentiality issues regarding non-public transmission and transmission customer information will be discussed. The briefing will include training that the use of such non-public information in the employee's new function at the new position is strictly prohibited.

(2) Responsibilities of the Transmission function employee transferred to a position as a Marketing function employee of its Marketing Affiliates must not include working on transportation accounts of those customers previously handled at the respective Kinder Morgan Interstate Pipeline, until after a cooling-off period such that the customer information has lost its commercial value. Regardless of the types of contracts the employee worked on prior to the transfer, a transferred Transmission function employee may not work on any contract or transaction in which the employee could make use of non- public transportation information that the employee received while working for the respective Kinder Morgan Interstate Pipeline until after a cooling off period such that such information has lost its commercial value.

(3) Due to the volatile market conditions in the natural gas industry, the time frame in which information loses its commercial value varies. Therefore, the

determination of the loss of commercial value will be made on a case-by-case basis and is dependent, at least in part, on an evaluation of the following factors: (a) the type of position the Transmission function employee is leaving; (b) the type of position to which the Transmission function employee is transferring; (c) the type and duration of the contracts the Transmission function employee handled while at his or her former position; and (d) the nature and extent of non-public transmission information and transmission customer information the Transmission function employee had received.

(4) Based on this evaluation in paragraph (3), the Chief Compliance Officer or his/her designee will work with the supervisor of the transferring Transmission function employee to establish the appropriate cooling off period during which the employee will not be permitted to work on the accounts or contracts of the non-affiliated shippers he or she handled at the respective Kinder Morgan Interstate Pipeline or may not engage in certain other activities where he or she could make use of non-public transmission information and non-public transmission customer information.

(5) The Chief Compliance Officer or his/her designee will prepare a memo stating the "cooling off" period applicable to the transferring Transmission function employee, the activities affected and the reasons for the selection of the duration and scope of the "cooling off" period. The Human Resources area retains each "cooling off" memo as part of the employee's file for at least three years from the effective date of the employee's transfer.

(6) Access to computer and paper files containing non-public transmission and non-public transmission customer information will be immediately suspended and withdrawn if the employee transfers to a position as a Marketing function employee. The suspension and withdrawal will take place on the day the employee transfers. The transferring employee going to a marketing function position with a Marketing Affiliate of

the respective Kinder Morgan Interstate Pipeline may not retain any files with non-public transmission information and transmission customer information.

(7) The Human Resources department is responsible for administering these procedures governing employee transfers and for complying with the posting requirements of 18 C.F.R. §385.7(f) (2), in consultation with the Chief Compliance Officer or his/her designee.

G. Timing and General Requirements of Postings

The respective Kinder Morgan Interstate Pipeline will update the information required by Part 358, as set forth in this Section VII, on its internet website within seven business days of any change, and post the date on which the information was updated. In the event of an emergency, such as an earthquake, flood, fire or hurricane, that severely disrupts a Kinder Morgan Interstate Pipeline's normal business operations, the posting requirements may be suspended by the respective Kinder Morgan Interstate Pipeline. If the disruption lasts longer than one month, the respective Kinder Morgan Interstate Pipeline shall notify the Commission and seek an exemption from the posting requirements.

All of these internet website postings comply with the applicable requirements of 18C.F.R. §284.12(a) and (b)(3)(v), including the requirement that all information displayed must be maintained and recoverable for a period of three (3) years, unless the applicable regulation provides for a longer maintenance period, e.g., five (5) years, and are sufficiently prominent to be readily accessible.

H. Waivers

Notice of each waiver of a tariff provision that the respective Kinder Morgan Interstate Pipeline grants in favor of an affiliate, unless such waiver has been approved by the Commission, will be posted on the respective pipeline's website. The posting shall be

made within one business day of the act of waiver. In addition, the respective Kinder Morgan Interstate Pipeline will maintain a log of the acts of waiver and make it available to the Commission upon request. This record must be kept for a period of five years from the date of each act of waiver.

## **VIII. IMPLEMENTATION REQUIREMENTS - (358.8)**

### **A. Chief Compliance Officer**

The name and contact information for the Chief Compliance Officer (CCO) for the Kinder Morgan Interstate Pipelines is posted on the internet website of each Kinder Morgan Interstate Pipeline. The CCO is responsible for supervising the following: the implementation of Standards of Conduct requirements; the monitoring of ongoing compliance; and the establishment, effectuation and maintenance of the training program described below. The CCO is also responsible for providing guidance and direction to, and for answering questions regarding the Standards of Conduct from, all areas of the company.

### **B. Training**

Kinder Morgan has an annual training program that requires Transmission Function Employees, Marketing Function Employees, officers, directors, supervisory employees and any other employees or contractors who are privy or likely to become privy to Transmission Function Information to receive training. New employees and contractors who are privy or likely to become privy to Transmission Function Information must also receive training within the first 30 days of their employment. All employees and contractors required to take the Standards of Conduct training are also required to certify that they have been trained.

Such training is maintained through an intranet presentation which can be accessed by each employee through his or her computer or via paper training. The

presentation includes an electronic certification available at the conclusion of the training session which the employee can execute, signifying that he or she has completed training. Supplements to this basic training will be provided via the intranet and/or e-mail, reflecting any significant updates. Additional training has already been provided to facilitate compliance with the new requirements under the Standards of Conduct. Further training will be provided, as needed. Any new employee required to receive such training will receive such training and provide certification of training, within thirty (30) days after commencing employment with the respective Kinder Morgan Interstate Pipeline.

In addition to posting these Compliance Procedures on the internet website for each Kinder Morgan Interstate Pipeline, these Implementation Procedures are distributed electronically to all individuals required to be trained. Any subsequent revisions to these procedures will be made available to employees electronically via the intranet.

Specifically, the Chief Compliance Officer arranges for these Implementation Procedures and the Standards of Conduct, and any changes in either, to be distributed via e-mail and/or the intranet to all employees who are provided training regarding the Standards of Conduct. See 18 C.F.R. §358.8(b)(2).

Completion of training by employees is monitored electronically. A record of the certifications from those employees receiving training is compiled and is available to the Chief Compliance Officer.

#### C. Books and Records

Under Section 358.8(d), each Kinder Morgan Interstate Pipeline must maintain its books of accounts and records (as prescribed under 18 C.F.R. Parts 101, 125, 201 and 225) separately from those of its affiliates that retain marketing function employees (i.e., Marketing Affiliates) and these books and records must be available for Commission inspection. The respective Kinder Morgan Interstate Pipeline currently maintains its

books and records separate from any of its Marketing Affiliates and will continue to maintain separate books and records so long as is required by the Standards of Conduct.

## Addendum A

### **Natural Gas Pipeline Company of America LLC**

#### **Interstate Commodity Unit**

In Docket No. TS04-249-000, the Commission granted the Kinder Morgan Interstate Pipelines an exemption with respect to affiliated Texas intrastate and Hinshaw entities in an order issued on September 20, 2004, 108 FERC ¶61,243 (2004) (Exemption Order). The Exemption Order required the filing of compliance plans, which were approved by the Commission in orders issued April 19, 2005 and July 26, 2006. (Compliance Orders). The purposes of the exemption request was to retain certain efficiencies given that certain transmission functions essential to their core businesses were shared between the Kinder Morgan Interstate Pipelines and their intrastate natural gas pipeline affiliates, including gas control, storage management and system design, project management, engineering, and operations.

In the Exemption Order, the Commission approved the Kinder Morgan Interstate Pipelines' proposal to separate intrastate pipeline employees engaged in commodity purchases and sales or in the purchase of interstate pipeline capacity (collectively the "Commodity Unit") into a discrete unit within the intrastate pipelines. For purposes of compliance, only the Commodity Unit was to be treated as an Energy Affiliate, now Marketing Affiliate. In addition, the Commodity Unit is functionally separated from employees of the Kinder Morgan Interstate Pipelines and from operational employees of the intrastate pipelines that are shared with the Kinder Morgan Interstate Pipelines, and its employees do not have access to the Kinder Morgan Interstate Pipelines' gas control rooms and any offices of shared transmission function employees. The compliance plan also permitted the continued sharing of the remaining intrastate pipeline employees who

perform shared transportation functions with the Kinder Morgan Interstate Pipelines and also permitted the shared transportation function personnel who support the core businesses of the intrastate pipelines to meet with the Commodity Unit personnel to the extent necessary to support and execute *intrastate* pipeline business but that such meetings are for the sole purpose of discussing only information or events relating to intrastate pipeline business. Under the compliance plan, the shared transportation function personnel receive training to underscore that prohibited transmission function information cannot be discussed at these meetings and the meetings are held on floors that do not house Kinder Morgan Interstate Pipeline personnel or shared transportation function personnel. For purposes of Order No. 717, the Commodity Unit personnel of the Texas Intrastate Pipelines and Hinshaw pipeline affiliates that conduct transmission transactions on any affiliated interstate pipelines are Marketing function employees. Pursuant to Paragraphs 31 and 32 of Order No. 717, the previously granted waiver requests relating to the Standards of Conduct may continue in full force in effect. Accordingly, the Kinder Morgan Interstate Pipelines continue to share certain Transmission function employees with their intrastate affiliates and meet with Commodity Unit personnel as set forth in the Compliance Plan, subject to the following safeguards:

1. Marketing Function Employees of the Commodity Unit - The intrastate pipeline employees responsible for gas commodity purchases and sales, for acquiring gas transmission capacity for risk management functions to support intrastate gas commodity purchases and sales have been designated as the Commodity Unit within the intrastate pipeline group, and are Marketing function employees. The Commodity Unit is identified as a Marketing Affiliate on appropriate pipeline internet websites. All non-Commodity Unit intrastate employees and Transmission function employees are expected to know which



employees/positions are assigned to the Commodity Unit (i.e., Marketing function employees), and which employees/positions are considered Transmission function employees.

2. Training –The Standards of Conduct Training will be in accordance with Order No.717, as outlined in Section VIII B.

- Marketing function employees of the Commodity Unit have been instructed that they cannot ask questions about the interstate gas pipelines if they come in contact with Transmission function employees. In addition, Transmission function employees have been instructed that they are prohibited from communicating non-public transmission function information, non-public transmission customer information, or critical energy infrastructure information (CEII) to Marketing function employees of the Commodity Unit that is not covered by the exclusions listed under 18 C.F.R. §358.7(b) and (c). Such exclusions include transaction specific information and customer information which a third-party customer has voluntarily consented to disclose. Failure to respect this prohibition may result in disciplinary action, including termination of employment.
- Training on the No-conduit rule specifically addresses the need to report any inadvertent disclosure to the Chief Compliance Officer, so that any such disclosure can be remedied by prompt posting of the information on the internet website in accordance with 18 C.F.R. §358.7(a) (1) and (2).
- Employees are required to take Standards of Conduct training annually. In addition, all training modules are available at all times on the corporate intranet system, and all employees will be encouraged to refresh their training periodically, in addition to the mandatory intervals. Employees will

also be advised when training materials are revised to reflect changes in Commission rules, regulations or interpretive precedent of general applicability.

3. Independent Functioning – Pipeline Transmission function employees and Marketing function employees of the Commodity Unit are located in the same building in Houston, Texas. The Marketing function employees of the Commodity Unit are located on a different floor from Transmission function employees and the gas control rooms. The address and extent of facilities shared is posted on applicable pipeline’s website, under the heading Shared Facilities. The Marketing function employees of the Commodity Unit operate independently of Transmission function employees, except to the extent permitted by the exemption, and Marketing function employees do not have access to gas control rooms.
4. Signs - Signs are posted outside the entrance to all facilities where Transmission function employees are located. These signs state that access is restricted to authorized employees of the Interstate Pipelines and that access by Marketing Affiliate personnel (i.e., Marketing function employees) is prohibited.
5. Information Exchanges–Transmission function employees may exchange certain non-public transmission information with a Marketing function employee of the Commodity Unit. Such information is limited to information necessary to maintain or restore operation of an interstate or any of the Texas intrastate pipelines’ transmission systems. The Chief Compliance Officer or his/her designee shall make and retain a contemporaneous record of any such exchange, except in the case of an emergency, whereby the record of the

exchange shall be made as soon as practicable after the fact.

6. Information Access –Safeguards to restrict access by the Marketing function employees of the Commodity Unit to non-public transmission and non-public transmission customer information will be maintained. These safeguards include password protection to prevent Marketing function employees from obtaining unauthorized access to pipeline data. In addition, only authorized personnel have keycard access to workspace areas that contain hardcopy files with such information. The Standards of Conduct implementation procedures of the Kinder Morgan Interstate Pipelines, which have been posted and distributed to all Interstate Pipeline and intrastate pipeline personnel, including the Marketing function employees of the Commodity Unit, instruct employees that non-public transmission information and non-public transmission customer information may not be shared with Marketing function employees.
7. Other Standards of Conduct Provisions - Other provisions applicable to Marketing function employees of Marketing Affiliates (posting of employee transfers, nondiscrimination in tariff implementation, etc.) apply to the Commodity Unit.
8. Contracts Acquired in the El Paso Merger – After the El Paso merger, Kinder Morgan’s intrastate pipelines acquired contracts and agreements relating to marketing functions previously managed by El Paso (El Paso Legacy Contracts). The El Paso Legacy Marketing Functions will be conducted separately from the Commodity Unit’s marketing activities, as part of the marketing activities of El Paso Marketing Company, L.L.C. The intrastate pipeline employee(s) responsible for the day-to-day management and oversight of the El Paso Legacy Contracts will be subject to requirements set forth in

FERC Order 717.