

CODE OF BUSINESS CONDUCT AND ETHICS

(Effective 01/01/2000)

(Revised 04/16/2014)

Kinder Morgan's Values

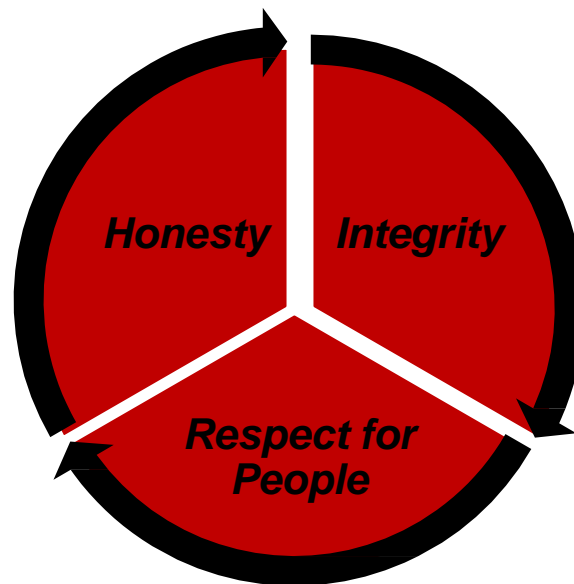


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Richard D. Kinder
Chairman and CEO

Dear employees,

Kinder Morgan's success depends on operating our assets in a safe, compliant and efficient manner, meeting our customers' needs and doing business the right way – every day. As a Kinder Morgan employee, we all have a responsibility to review and follow the company's Code of Business Conduct and Ethics (Code), which outlines our commitment to honesty, integrity and respect. At our company, compliance is not optional and is every employee's responsibility.

Kinder Morgan's Code explains many of the basic rules that apply to how we conduct our business and serves as a valuable resource guide to help ensure that your actions are representative of our expectations and values. It is important to understand that how we conduct our business is of the utmost importance and reflects on our corporate reputation. No one should ever compromise our Code in order to meet financial goals or objectives.

There may come a time when a situation you face is not covered in the Code, or you have a compliance or ethics question or concern – seek advice and get the help you need either from your supervisor, management or by calling the company's Ethics Hotline, EthicsPoint, at (866) 293-2402. The hotline is hosted by a third party to maintain confidentiality and anonymity when requested. There will be no action taken against anyone who in good faith reports an ethics or compliance concern.

As you continue in your everyday duties, remember, maintaining Kinder Morgan's good corporate reputation is paramount. We are judged by how we act and what we do. The company's strong reputation can only be maintained if each of us is dedicated to upholding our high standards for business conduct.

Sincerely,

Richard D. Kinder
Chairman and CEO



Code of Business Conduct and Ethics
(Effective 01/01/2000)
(Revised 05/25/2012)

This Code of Business Conduct and Ethics includes certain general business principles that govern how Kinder Morgan, Inc., Kinder Morgan Energy Partners, L.P., Kinder Morgan Management, LLC, El Paso Pipeline Partners, L.P. (individually, a "Company" and collectively, the "Companies") and their subsidiaries conduct their affairs, as well as certain specific policies and procedures.

Upholding the Companies' reputation is paramount. We are judged by how we act. Our reputation will be upheld if we act with honesty and integrity in all our dealings and we do what we think is right at all times within the legitimate role of business.

The Companies have as their core values **honesty, integrity and respect for people**. The Companies also firmly believe in the fundamental importance of the promotion of trust, openness, teamwork and professionalism, and pride in what we do.

The Companies recognize that maintaining the trust and confidence of security holders, employees, customers and other people with whom we do business, as well as the communities in which we work, is crucial to the Companies' continued growth and success.

We intend to merit this trust by conducting ourselves according to the standards set out in our values. These values have served the Companies well for many years. It is the responsibility of management to ensure that all employees are aware of these values and the importance of acting in accordance with the spirit as well as the letter of this Code.

To assist in accomplishing these goals, the Boards of Directors of the Companies have adopted this Code, which is designed, among other things, to:

- Deter wrongdoing;
- Promote honest and ethical conduct, including the ethical handling of business relationships and of actual or apparent conflicts of interest between personal and professional relationships;
- Promote full, fair, accurate, timely, and understandable disclosure in reports and documents that the Companies file with the Securities and Exchange Commission and in other public communications made by the Companies;
- Promote compliance with applicable governmental laws, rules and regulations;
- Promote the prompt internal reporting of violations of this Code to appropriate persons; and
- Promote accountability for adherence to this Code.

This Code is applicable to the employees and directors of all of the Companies and their subsidiaries. "Employee" is defined broadly to mean any employee, full- or part-time or temporary, and any officer of any of the Companies or their subsidiaries. "Director" means any member of the board of directors, or persons performing similar functions, of any of the Companies or their subsidiaries. This Code therefore is applicable to the principal executive officer, the principal financial officer, and the principal accounting officer or controller of each of the Companies, and is intended to meet the requirements of Section 406 of the Sarbanes-Oxley Act of 2002, Item 406 of Regulation S-K promulgated by the SEC, and Section 303A of the New York Stock Exchange's Listed Company Manual.

In addition to the obligation to comply with this Code and promptly report suspected violations, all employees may be required to certify periodically that they have read and complied with this Code.

GENERAL BUSINESS PRINCIPLES

1. Responsibilities

The Companies recognize five areas of responsibility.

a. To shareholders and unitholders

To protect shareholders' and unitholders' investment, and work to enhance the return to the shareholders and unitholders within the spirit of our values.

b. To customers

To win and maintain customers by developing and providing products and services which offer value in terms of price, quality, safety and environmental impact, and which are supported by the requisite technological, environmental and commercial expertise.

c. To employees

To respect the human rights of our employees, to provide our employees with good and safe working conditions and good and competitive terms and conditions of service, to promote the development and best use of human talent and equal opportunity employment, to encourage the involvement of employees in the planning and direction of their work and in the application of these principles within our Companies.

d. To those with whom we do business

To seek mutually beneficial relationships with contractors, suppliers and joint venture partners, and to promote the application of these principles in so doing. The ability to promote these principles effectively will be an important factor in the decision to enter into or remain in such relationships.

e. To society

To conduct business as responsible business members of society, to observe the laws of the countries in which we operate, to express support for fundamental human rights in line with the legitimate role of business and to give proper regard to health, safety and the environment consistent with our commitment to contribute to sustainable development.

We see these five areas of responsibility as inseparable. Therefore it is the duty of management continuously to assess these principles and discharge its responsibilities as best it can on the basis of that assessment.

2. Economic Principles

Profitability is essential to discharging these responsibilities and staying in business. It is one measure both of efficiency and of the value that customers place on the Companies' products and services. Without profits and a strong financial foundation it would not be possible to fulfill the responsibilities outlined above.

3. Business Integrity

The Companies insist on honesty, integrity and fairness in all aspects of our business and expect the same in our relationships with all those with whom we do business. We expect all employees to conduct themselves in a manner which would not be detrimental to the best interests of the Companies and in a manner which would not bring to the employee financial gain derived from third parties as a direct consequence of his or her employment with the Companies. We will adhere to all laws and regulations applicable to our businesses. The direct or indirect offer, payment, solicitation and acceptance of bribes in any form are unacceptable practices. Employees and directors must avoid conflicts of interest between their private financial activities and their part in the conduct of the Companies' businesses. All business transactions on behalf of the Companies must be reflected accurately and fairly in the accounts of the Companies in accordance with established procedures and be subject to audit. All employees will cooperate with the Companies' accountants and internal and independent auditors to ensure that they have all relevant information necessary to record transactions appropriately on the Companies' books and records.

4. Political Activities

a. Of the Companies

The Companies act in a socially responsible manner within the laws of the countries in which we operate in pursuit of our legitimate commercial objectives. The Companies do not make payments to political parties, political organizations or their representatives or take any part in party politics. However, when dealing with governments, the Companies have the right and the responsibility to make our position known on any matter, including those which affect our employees, our customers, our security holders, or ourselves. We also have the right to make our position known on matters affecting the communities that we serve and in which we operate.

b. Of employees

The Companies encourage all employees to participate in the political process by registering and voting and keeping informed on political matters. Employees are free to contribute financially to or otherwise support the candidates or political parties of their choice. When participating in the political process, however, employees must make clear that they are doing so as private individuals, and not as representatives of the Companies. Employees should be aware that lobbying activities on behalf of organizations or businesses such as the Companies are subject to state and federal laws which must be strictly observed. If an individual wishes to stand for election to public office, he or she may do so if it does not in any way hinder the employee's job performance. Employees should notify their Human Resources representative before making plans to campaign for, or serve in, public office.

5. Health, Safety and the Environment

The Companies support health, safety and environmental management in their day-to-day business activities. Employees are required to comply with all Kinder Morgan policies and local, state, provincial, and federal health, safety and environmental laws and regulations.

6. The Community

The Companies believe employees should take a role in community affairs and support employees in those activities.

7. Communications

The Companies recognize that open communication is essential. The Companies are therefore committed to full, fair, accurate, timely and understandable disclosure in the reports they file with the SEC and in their public communications generally.

LEGAL AND ETHICAL OBLIGATIONS UNDER THE CODE OF BUSINESS CONDUCT AND ETHICS

These obligations are simply stated:

- Comply fully with all applicable laws;
- Foster an affirmative attitude concerning fair dealing and compliance with the law among those reporting to you and among your colleagues;
- Demand and exhibit conduct consistent with the expectations of the communities in which we operate and necessary to maintain the good reputation of the Companies for fair, honest and ethical conduct; and
- Report any violation of this Code or applicable laws or regulations or any threat to human health, safety, the environment or assets of the Companies that you have a good faith reason to believe has occurred or exists to your supervisor, your Human Resources representative, the Companies' Legal Department or through the Companies' Ethics hotline.

COMPANY COMPLIANCE POLICIES

In addition to this Code, the Companies have compliance policies covering many of the topics discussed below that are generally applicable to all employees and may be obtained from your Human Resources representative. Other policies are adapted specifically to certain work areas or to employees dealing in the areas covered by those policies. It is the responsibility of every employee to know which policies apply to his or her job performance, to be familiar with all relevant policies and to conduct his or her job in strict compliance with those policies. Questions concerning all policies may be addressed to your immediate supervisor, your Human Resources representative or the Company's Legal Department.

The Companies also conduct ongoing educational programs and training on certain compliance issues for employees. Because written policies and training programs cannot anticipate every possible factual situation, there is logically a burden on you to seek clarification and advice whenever a question concerning compliance with this Code or our other policies arises.

1. ***Fraud***

All employees have a responsibility to prevent or detect fraud. Fraud is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury. Each member of the management team will be familiar with the types of improprieties that might occur within his or her area of responsibility, and be alert for any indication of irregularity. Any fraud, misconduct, or dishonesty that is detected or suspected must be reported immediately to the employee's supervisor or Human Resource representative. The supervisor or Human Resource representative then has the responsibility to see that the Vice President of Human Resources and the General Counsel, as appropriate, are informed; however, the Vice President of Internal Audit should be informed in all instances. In the event the party is not comfortable with communicating the concern to their supervisor or Human Resource representative, then the Vice President of Human Resources, the General Counsel, and the Vice President of Internal Audit are available for reporting of any concerns.

In addition, to facilitate reporting of suspected violations, especially in those situations where the reporting individual wishes to remain anonymous, the company has established an Ethics Point hotline or Integrity hotline that can be accessed via telephone or the internet. The Companies' Ethics Hotline is available twenty-four (24) hours a day, seven (7) days a week. The Companies' Ethics' Hotline telephone number is 1-866-293-2402 and the website address is: <https://secure.ethicspoint.com/domain/media/en/gui/6874/index.html>.

Ethics banners have been sent out to all locations and corporate offices. The banners are to be prominently displayed in areas where employees, vendors, and contractors will see them. Any reprisal against an employee or other reporting individual because that individual, in good faith, reported a violation is strictly forbidden. Please see the fraud policy on the "Ethics Hotline/ Corporate Governance" link on the KMonline home page or

http://kmonline.kindermorgan.com/finance/CorporateGovernance/Code%20and%20Policies/KM_Fraud_Policy.pdf

2. Accuracy of Records and Reporting

The Companies are committed to full, fair, accurate, timely and understandable disclosure in the reports they file with the SEC and in their public communications generally. This is not possible if the Companies do not have complete and accurate records, information and data. The Companies' books, records and accounts will be maintained in reasonable detail to accurately and fairly reflect transactions and dispositions of assets of the Companies and will be kept in accordance with applicable laws and accounting practices. No fund, asset, liability, revenue or expense of the Companies shall be concealed or incompletely or incorrectly recorded. Each employee shall cooperate with the Companies' accountants and internal and independent auditors to ensure that they have all relevant information necessary to record transactions appropriately on the Companies' books and records. No employee or director shall make any materially false or misleading statement or omission to the Companies' accountants or internal or independent auditors in connection with the audit or review of the Companies' financial statements or the preparation or filing of any document or report to be filed with the SEC. No employee or director shall take any action to coerce, manipulate, mislead, or fraudulently influence the Companies' independent auditors in the performance of an audit or review of the Companies' financial statements.

You should use common sense and observe standards of good taste regarding content and language in your records and documents. Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork and inappropriate characterizations of people and entities that can be misunderstood. This applies equally to e-mail, internal memos and formal communications. You should keep in mind that in the future, the Companies or a third party may rely on or interpret a document or communication with the benefit of hindsight or the disadvantage of imperfect recollections. Records should always be retained or destroyed according to the Companies' record retention policies.

3. Anti-Boycott Laws

Federal law prohibits persons from taking or agreeing to take certain actions in connection with any unsanctioned foreign boycott directed against any country friendly to the United States. This prohibition applies to persons located in the United States (including individuals and companies), United States citizens and permanent residents anywhere in the world, and most activities of U.S. subsidiaries abroad.

In general, these laws prohibit the following actions (and agreements to take such actions) that could further any boycott not approved by the United States: (a) refusing to do business with other persons or companies (because of their nationality, for example); (b) discriminating in employment practices; (c) furnishing information on the race, religion, gender or national origin of any U.S. person; (d) furnishing information about any person's affiliations or business relationships with a boycotted country or with any person believed to be blacklisted by a boycotted country; or (e) utilizing letters of credit that contain prohibited boycott provisions. Boycott related requests may be subtle or indirect, coming in a request in a bid invitation, purchase order, contract, letter of credit, orally in connection with a transaction or in other ways. If you receive such a request, you should contact your supervisor or the Companies' Legal Department. Violations of these laws carry both civil and criminal penalties.

4. Antitrust Laws

The Companies' intention is to conduct operations in strict compliance with all applicable Federal, state and foreign antitrust laws. The antitrust laws, which are sometimes known as monopoly, fair trade, competition or cartel laws, are designed to ensure a fair and competitive market system and protect consumers from unfair business arrangements and practices. These laws generally prohibit business activities that constitute unreasonable restraints of trade. Among other things, they also prohibit certain conduct between competitors, such as price fixing agreements. Severe criminal and civil penalties, both corporate and individual, exist for violations of the antitrust laws.

5. Confidential Information

Employees and directors must maintain the confidentiality of sensitive or proprietary information entrusted to them by the Companies and their customers and business partners, except when disclosure is required by law or regulations or authorized by the Legal Department. Employees and directors should assume that such information includes all non-public information that might be of use to competitors or harmful to the Companies or their customers if disclosed, and that it includes information entrusted to the Companies by suppliers and customers. Employees must preserve the confidentiality of such information even after they cease employment with the Companies. Equally important, employees and directors must not use such information for their personal benefit.

Certain Kinder Morgan entities are considered to be a common carrier under the Personal Information Protection and Electronic Documents Act, as well as the provisions of the Interstate Commerce Act which specifically prohibits the disclosure of specific shipper volumes and information pertaining to shipments to parties outside Kinder Morgan. Employees should consult with the Kinder Morgan Legal Services Department before divulging shipper information to a third party.

6. Conflicts of Interest

A "conflict of interest" occurs when an individual's private interest interferes with the interests of the Companies. Employees and directors must avoid such conflicts of interest. Further, employees and directors must continually bear in mind that even the appearance of a conflict of interest can be detrimental to the Companies. A conflict situation can arise when an employee or director takes actions or has interests that make it difficult to perform his or her Company work or duties objectively and effectively. We are entitled to expect of every person loyalty to the best interests of the Companies and the application of their skill, talent and education to the discharge of job responsibilities, without any reservations whatsoever. Conflicts of interest may arise when an employee or director, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Companies. Loans to, or guarantees of obligations of, such persons or their families may create conflicts of interest, and most loans to or guarantees of obligations of officers and directors of the Companies are prohibited by law. Because it is impossible to describe every possible conflict between personal and professional relationships, the Companies rely on the commitment of each employee and director to exercise sound judgment, to seek guidance when appropriate and to adhere to the highest ethical standards.

For any business relationship or proposed business transaction involving any of the Companies or one of its affiliated companies and in which an employee or an immediate family member has a direct or indirect interest, or from which they or an immediate family member may derive a personal benefit (a "Related Party Transaction"), the employee must obtain prior authorization from the appropriate Business Unit President of the relevant Company (using the online request/approval form) or head of corporate function.

Immediate family member includes a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, nieces and nephews, and anyone residing in such person's home (other than a tenant or employee).

An employee must not approve payments to be made pursuant to an approved Related Party Transaction involving such employee or any of his or her immediate family members; rather, these payments must be approved by the employee's supervisor. Further, any Related Party Transactions that would bring the total value of such transactions in terms of payments, revenue, expense or otherwise to greater than \$250,000 in any calendar year must also be approved by the Office of the Chairman. Any Related Party Transaction that would bring the total value of such transactions in a calendar year to greater than \$1,000,000 shall, in addition, be referred to the Audit Committee of the appropriate Board of Directors for approval or to determine the procedure for approval.

Any Related Party Transaction involving a Director, a Business Unit President, an executive officer, a head of a corporate function or any of the foregoing's immediate family members must be approved by the Audit Committee (or the non-interested members of the Audit Committee, as applicable) of the appropriate Board of Directors.

Employees and directors have a duty to avoid situations that might be adverse to the Company's interest. Accepting business gifts and entertainment is commonplace and may only represent a desire on the part of the giver to build goodwill and sound working relationships, but employees and directors may not accept gifts that might influence their judgment when representing the Companies' interests.

You must not make personal investments that would affect your ability to make unbiased decisions on behalf of the Companies. If you made such an investment before joining the Companies, or if your position with the Companies changes in such a way that a previous investment would affect your decision-making, you must report the facts to your supervisor or Human Resources representative. Investments subject to this prohibition could include investments in a public or private company that is a vendor to the Companies, a customer or competitor of the Companies, or otherwise does business with the Companies. This policy does not prohibit per se investments of less than 1% of the outstanding equity or debt securities of a public company.

As reflected in Section 17 below, the Companies ensure efficient application of their human resource talent when the employees of one Company perform services for another Company. However, employees may not simultaneously work for a competitor, customer or supplier of any of the Companies. Employees and directors are prohibited from taking personal opportunities that are discovered through the use of Company property, information or position. Employees and directors may not use Company property, information or position for improper personal gain.

Directors of the Companies should inform the General Counsel prior to joining the board of directors or advisory board of any other business enterprise so that any relevant disclosure requirements and conflict of interest issues can be analyzed and discussed.

7. Drug and Alcohol Abuse

The Companies strive to provide employees with a workplace free from substance abuse (i.e., the illegal or illicit use of drugs and the abuse of alcohol) and a workplace where all individuals are able to perform their assigned responsibilities in a safe and productive manner. Accordingly, employees may not (a) use, possess, sell or distribute illegal or unauthorized drugs on Company property, while operating any Company vehicle or equipment, or while conducting Company business; (b) use, possess, sell or distribute alcohol on Company property, while operating any Company vehicle or equipment, or while conducting Company business (except the use and possession of alcohol during Company sponsored business or social functions where the use of alcohol remains moderate); (c) use any drug, including prescribed drugs, while operating Company vehicles or equipment if it is unsafe to use the drug in that circumstance; (d) possess, sell or distribute paraphernalia and equipment related to illegal or unauthorized drug use on Company property, while operating any Company vehicle or equipment, or while conducting Company business; or (e) refuse to test for drug or alcohol use in any testable situation.

All employees taking a prescription or over-the-counter medication that could adversely affect performance or job-related functions or pose a direct threat to the health and safety of the employee or others in the workplace are responsible for notifying their supervisor. It is not the intent of the Companies to interfere with the use of drugs legitimately prescribed by a physician.

Employees must realize that the use of alcohol or drugs on their own time or away from Company property may nevertheless affect their on-the-job performance or the safety of their co-workers. The Companies therefore have a "Zero Tolerance" policy with respect to drugs and alcohol – if an employee tests positive for drugs or alcohol, as defined in the Companies' policies, the resulting disciplinary action may be termination of employment or as otherwise set out in the Companies Drug and Alcohol policies. Employees must conduct themselves in compliance with the Companies' policies on drug and alcohol use and with any applicable Department of Transportation policies, rules and regulations.

8. Equal Opportunity

The Companies are fully committed to a workplace that is founded on diversity and equal opportunity and is free from discriminatory action. In support of this commitment, the Companies prohibit discrimination on the basis of race, color, religion, sex, sexual orientation, national origin, age, marital status, physical or mental handicap or other disability, status as a special disabled veteran or veteran of the Vietnam era, military or veteran status, citizenship of individuals legally authorized to work in the United States or other legally protected status. Either without reasonable accommodation or with reasonable accommodations as required by law, disabled persons must in any case be able to perform the essential functions of a job. In Canada, these rights are protected in provincial and federal Human Rights Acts and under the Canadian Charter of Rights and Freedoms.

The Companies are also committed to a workplace free from harassment or discrimination based on race, sex, sexual orientation, color, religion, national origin, age, military or veteran status or disability. Such harassment or discrimination is prohibited by the Companies.

Any person who feels that he or she has been or is being harassed or discriminated against in violation of the Companies' policy should bring such actions to the attention of their supervisor, their Human Resources representative, or the Vice President of Human Resources or call the Companies' Ethics hotline. The employee should choose the person with whom he or she is most comfortable in discussing the details of the incident or conduct. If you feel you cannot for any reason report an incident to any of these individuals, the Companies' Ethics hotline is available. Supervisors must notify the appropriate Human Resources representative with any reports of harassment.

9. Export Control

Exports of commodities and technical data are regulated under federal law. These laws may impose licensing and reporting requirements, or in some cases prohibitions, relating to exports. For example, in the case of many countries these restrictions prevent the export or re-export of U.S.-origin goods or technical data that have the potential to be used in a manner detrimental to the United States. Violations of export control regulations can result in serious criminal penalties to the Companies and to individuals. For a summary of the export control laws and regulations, contact the Companies' Legal Department.

10. Fair Dealing

Each employee and director should endeavor to deal fairly with the Companies' customers, suppliers, competitors and employees. In the course of their employment or duties with the Companies, no employee or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. This Code and these provisions with respect to fair dealing do not, however, alter existing legal rights and obligations of the Companies and their employees, such as "at will" employment arrangements.

11. Government Contracts

The federal government imposes additional obligations on companies with which it does business. The Companies and their employees and directors will observe all laws, rules and regulations which govern the acquisition of goods and services by the government.

Violations of applicable requirements can result in substantial penalties, the loss of future government contracts or subcontracts, and even criminal prosecution for the individuals involved and the Companies. Although no one is expected to know every detail of the many laws and regulations, it is important to know enough to determine when to seek advice from supervisors, managers, officers or other KM personnel. In appropriate circumstances, applicable government contract requirements should be included in agreements with KM vendors, suppliers, subcontractors, consultants, agents and representatives.

KM personnel are encouraged to contact the Companies' Legal Department when in doubt about the best course of action in a particular situation. All KM directors, officers, and employees should report any illegal or unethical behavior and any perceived violations of laws and regulations or this Code using any one of the reporting channels within KM. KM may be required to disclose actual or suspected violations of law to the government.

12. Health, Safety and the Environment

Every employee is expected to share the Companies' commitment to pursue the goal of not harming people, protecting the environment, using material and energy efficiently and promoting best practices, thereby earning the confidence of customers, security holders and society at large, being a good neighbor and contributing to sustainable development. The Companies' policy is to comply with all health, safety and environmental laws, rules and regulations, not just because it is legally required, but also because we believe it is the responsible way to conduct our business. The Companies have a systematic approach to health, safety, and environmental management designed to ensure compliance with the law and to achieve continuous performance improvement. In addition to the Companies, contractors are required, and joint ventures under the Companies' operational control are expected, to apply this policy.

13. Insider Trading

Employees and directors may not seek to benefit personally by buying or selling securities while in possession of material non-public information learned as a result of their relationship with the Companies. This rule applies to trading in the common stock, units, shares, debt securities, warrants or options of any of the Companies, and also applies to trading in the securities of other companies you learn something about in the course of your employment or relationship with the Companies. It can be difficult to know when information is "material." The determination is not just formalistic. Generally, information is "material" if a reasonable investor would consider it important in determining whether to buy or sell a security. If the information makes you want to buy or sell a security, it likely is material. Information need not be certain to be material. Information that something is likely to happen, may happen or is being considered may be material. "Nonpublic" information is any information that is not reasonably accessible to the investing public. Once the Companies release information through public channels (for instance, a press release or an SEC filing), it may take additional time for it to become broadly disseminated.

Besides their obligation to refrain from trading while in the possession of material non-public information, employees and directors also are prohibited from "tipping" others. The concept of unlawfully tipping includes passing on information to family, friends or others under circumstances where you know or reasonably suspect that the person receiving the information will misuse it by trading in securities or passing the information along further. Both the "tipper" and the "tippee" may be held liable, even if the tipper did not trade and receives no monetary benefit from the tippee, and this liability may extend to those to whom the tippee in turn provides the information. Trading on inside information is a crime. In addition to exposing the Companies and their controlling persons and supervisory personnel to liability, penalties for insider trading include criminal fines of up to \$1 million (no matter how small the profit) and up to 10 years in jail for individuals. Under some circumstances, people who trade on inside information may be subjected to civil liability in private lawsuits.

Special rules on this subject apply to members of the board of directors of a Company and certain of its executive officers, and those individuals have received separate additional advice from the Companies' Legal Department.

More detailed information is contained in the Company's Securities Trading and Handling of Non-Public Information Policy. You should contact the Companies' General Counsel whenever you have a question about any contemplated securities transaction or the interpretation of the Companies' policy.

14. Kickbacks, Bribery and other Improper Payments: Foreign Corrupt Practices Act

Bribery laws generally prohibit companies from directly or indirectly promising, offering or paying money or anything of value to anyone (including a government official, an agent or employee of a political party, labor organization, business entity, or a political candidate) with the intent to induce favorable business treatment or to improperly affect business or government decisions. In addition to laws that apply domestically, the United States Foreign Corrupt Practices Act generally makes it a crime for companies, as well as their officers, directors, employees and agents, corruptly to pay, promise, offer or authorize the payment of money or anything of value to foreign officials, foreign political parties or their officials, candidates for foreign political office or officials of public international organizations for the purpose of obtaining or retaining business. That act also generally prohibits such payments, promises, offers or authorizations to any person while knowing that all or a portion of the money or thing of value will be given to a prohibited person for the purpose of obtaining or retaining business. The Foreign Corrupt Practices Act also requires covered entities to maintain accurate books, records and accounts, and to devise a system of internal accounting controls sufficient to provide reasonable assurance that, among other things, the entity's books and records fairly reflect, in reasonable detail, its transactions and dispositions of its assets. In particular, agreements with consultants, agents or sales representatives must be in writing and must state the services to be performed, the fee basis and the amounts to be paid and other material terms and conditions, and the form and content must be approved by the Legal Department of the applicable Company. Payments must bear a reasonable relationship to the value of the services rendered, must be completely documented and recorded, and must not violate the provisions of the Foreign Corrupt Practices Act. Payments to government employees or any other persons as a commercial bribe, influence payment or kickback are prohibited, as is the use of Company funds or assets for any unlawful or improper purpose.

As a policy, the Companies do not make payments with their funds to political parties or candidates for public office. This does not mean, however, that the Companies will not participate in public debate. The Companies have the right and responsibility, in the pursuit of their legitimate commercial objectives, to make their position known on any matter that affects the Companies, their employees or customers. The Companies also have the right to make their position known on matters affecting the community if they have the expertise and can make a significant contribution to the Companies and society.

The Companies encourage employees to participate in the political and governmental process. Employees and directors are free with their own funds to contribute financially to or otherwise support the candidates or political parties of their choice. When participating in the political process, however, employees and directors must make clear that they are doing so as private individuals, and not as representatives of the Companies. Further, such activities must not hinder an employee's job performance.

15. Product Quality and Safety

Federal laws require the reporting of suspect chemical hazards and/or defects in consumer products to the proper authorities. Failure to report can result in substantial civil and criminal penalties for the company and for individuals aware of the hazard.

16. Protection of Assets

The Companies have a large variety of assets, including extremely valuable proprietary information and physical assets. Proprietary information includes the Companies' intellectual property, such as trade secrets, patents, trademarks and copyrights, as well as business and marketing plans, engineering ideas, designs, databases, computer programs, records, salary information, and unpublished financial information and reports, and also the confidential data entrusted to employees in connection with their jobs. All employees should endeavor to protect the Companies' assets and ensure their efficient use. Theft or misappropriation of Company funds or property will not be tolerated. Carelessness or waste with respect to assets of the Companies has a direct impact on the Companies' profitability. Protection of Company and third party confidential information properly in the Companies' possession is the personal responsibility of each employee.

Company property or equipment may not be removed from the premises without advance authorization from the employee's supervisor. Personal use of Company tools or equipment is prohibited except in case of prior supervisory approval.

The Companies' telephone, e-mail, voice-mail and other computer or communications systems are primarily for business purposes. You may not use these systems in a manner that could be harmful or embarrassing to the Companies. Personal communications using these systems should be kept to a minimum. The Companies reserve the right to monitor any and all aspects of the computer, network, telephone and communications systems, including e-mail. Similarly, our security systems are capable of recording (for each and every user) each world wide web site visit, each chat, newsgroup or e-mail message and each file transfer into or out of our internal networks, and we reserve the right to do so at any time. We also reserve the right to inspect all files stored in private areas of our networks to ensure compliance with our policies. Users of our systems should have no expectation of privacy with respect to anything they create, send, receive or store on their computer or our other systems and networks.

Further details concerning these obligations can be obtained by contacting the Companies' Human Resources Department.

17. Relationships Among the Companies

From time to time, one of the Companies (or its subsidiaries or entities in which it owns an interest) may desire to enter into transactions, either within or outside the ordinary course of business, with (or desire for its employees to work for or provide services to) one of the other Companies (or a subsidiary of or such other Company or an entity in which such other Company owns an interest). The boards of directors of the Companies may from time to time adopt procedures setting forth the approvals required therefor or policies in accordance with which such transactions, work or services may be undertaken.

PROCEDURES FOR OBTAINING GUIDANCE

When you have a concern or are called upon to evaluate the legal or ethical correctness of a course of action as a result of your employment or relationship with the Companies:

- Seek out the appropriate policy statements and training manuals and ask your supervisor for clarification when needed.
- Don't debate alone. Seek the advice of Legal or Human Resources and other administrative organizations that can be of assistance.
- As a guide in making your decision, consider whether if all the facts surrounding your decision were published in the local newspaper, you would have any regrets or concerns.
- Understand that the Companies' best interests can never be served by illegal or unethical conduct and that the Companies will never condone it.

Any question concerning legal compliance that cannot be answered promptly and clearly should be referred to the Companies' Legal Department for approval and continuing review. Legal and other appropriate administrative organizations, working with the Companies' General Counsel or Vice President of Human Resources or his or her designee, will seek to explain in a practical and readily understandable manner what is required of employees in order to comply with the law and with the Companies' ethical requirements. When an employee feels it is necessary or advisable to do so, calls seeking clarification regarding compliance with this Code may be addressed to the Companies' Ethics hotline.

REPORTING COMPLIANCE ISSUES

Every employee must promptly report if he or she has a good faith reason to believe that:

- Any violation of this Code has occurred or is occurring;
- Any violation of applicable law or governmental rule or regulation has occurred or is occurring; or
- Any threat to human health, safety, the environment or the Companies' assets has arisen or exists in or as the result of conduct in the workplace.

Every employee should also promptly report any good faith:

- Complaints regarding accounting, internal accounting controls or auditing matters; or
- Concerns regarding questionable accounting or auditing matters.

Reporting to your supervisor or your Human Resources representative generally discharges this obligation. Those parties have the responsibility to see that the Vice President of Human Resources, the Vice President of Internal Audit, or the General Counsel, as appropriate, or his or her designee and, when compliance with law issues are raised, that the appropriate representatives of the Companies' Legal Department are promptly informed. Reports may also be made directly to the Vice President of Human Resources or General Counsel or by calling the Companies' Ethics hotline.

If you feel you cannot for any reason report a suspected violation of this Code, any other policy or any of the other matters described above to any of these individuals, the Companies' Ethics hotline is available to receive such calls twenty-four (24) hours a day, seven days a week. The Companies' Ethics hotline telephone number is 1-866-293-2402. If requested, calls to this hotline will remain anonymous and the Companies will not be informed of the identity of the caller. Any caller so requesting will be informed that the matter has been investigated and appropriate action taken.

The Pipeline Safety Improvement Act of 2002 prohibits employers from discriminating by discharge or other employment action regarding any employee that provides to the employer or the federal government any violation of any order, regulation or standard of the Federal law regarding pipeline safety. The Sarbanes-Oxley Act of 2002 prohibits public companies from discriminating by various employment actions against any employee who lawfully provides information or assists in an investigation by their supervisors, a federal regulatory authority or law enforcement agency or member or committee of Congress, regarding conduct the employee reasonably believes violates any Federal law relating to fraud against shareholders, any rule of the SEC and certain other laws. Various other laws have similar provisions. *No employee will be subject to such retaliation because of a good faith report of a complaint or concern about a violation of this Code, other policies of the Companies, accounting issues, laws or the other matters described above. We are committed to this principle.*

INVESTIGATING SUSPECTED VIOLATIONS OF OUR CODE

When non-compliance with this Code, laws, or any of the other matters described above is reported or otherwise suspected, the Vice President of Human Resources, the Vice President of Internal Audit, or the General Counsel, as appropriate, or his or her designee and the appropriate members of the Companies' Legal Department, in the case of an alleged violation of law, will be informed.

A prompt investigation will follow. Upon request, all employees must fully cooperate with any investigation conducted by or on behalf of the Companies. Failure to cooperate in an investigation is grounds for discipline up to and including termination of employment. In the event that the investigation results in a finding of a violation of this Code or applicable law, the Companies will make every effort to stop the violations and will take appropriate actions.

Employees must promptly give notice to the Legal Department if they receive notice of any governmental investigation of the Companies' business activities or financial affairs or otherwise directed at the Companies. Prompt action shall be taken upon notice of any such investigation to preserve documents believed to be relevant. It will be a serious violation of the Companies' policy to conceal an offense or to alter or destroy evidence.

DISCIPLINE

The Companies will consistently and appropriately enforce this Code and their policies. Discipline will be determined by the appropriate officer, the Vice President of Human Resources or their designees in appropriate cases. Intentional non-compliance will constitute grounds for dismissal or other serious discipline. In appropriate cases or when required by law, law enforcement officials will be informed of facts discovered by any investigation concerning non-compliance with the law.

INTERPRETATION AND WAIVERS

Questions regarding this Code should be referred to the Human Resources Department or the Legal Department. Waivers of this Code may be made only by the board of directors of the relevant Company or a duly authorized committee of its board, and will be disclosed as and to the extent required by applicable law and regulation.

This Code is a statement of the fundamental principles and policies that govern the Companies' operations. This Code is not intended to and does not constitute or imply a contract between or among the Companies and their employees or an assurance of continued employment. This Code creates no rights in any employee, director, supplier, customer, competitor, security holder or other person or entity. The Companies may amend this Code at any time and for any reason without prior notice, and such amendment will be disclosed as and to the extent required by applicable law or regulation.