**Part I | Reporting Issuer**

<table>
<thead>
<tr>
<th>1. Issuer's name</th>
<th>2. Issuer's employer identification number (EIN)</th>
</tr>
</thead>
<tbody>
<tr>
<td>El Paso Corporation (formerly known as Sirius Holdings Merger Corporation)</td>
<td>45-3953811</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>3. Name of contact for additional information</th>
<th>4. Telephone No. of contact</th>
</tr>
</thead>
<tbody>
<tr>
<td>Investor Relations</td>
<td>713 369 9490</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>5. Email address of contact</th>
<th>6. Number and street (or P.O. box if mail is not delivered to street address) of contact</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stmt 1-A</td>
<td>P O Box 2511</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>7. City, town, or post office, state, and Zip code of contact</th>
<th>8. Date of action</th>
</tr>
</thead>
<tbody>
<tr>
<td>Houston, TX 77252-2511</td>
<td>May 25, 2012</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>9. Classification and description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
</tr>
</tbody>
</table>

**Part II | Organizational Action**

Attach additional statements if needed. See back of form for additional questions.

<table>
<thead>
<tr>
<th>10. CUSIP number</th>
<th>11. Serial number(s)</th>
<th>12. Ticker symbol</th>
<th>13. Account number(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>STMT 1-B</td>
<td></td>
<td>EP</td>
<td></td>
</tr>
</tbody>
</table>

Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action:

See STMT 1-C.1 and STMT 1-C.2

---

Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis:

See STMT 2

---

Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates:

The change in basis is based, in part, on the merger consideration election of the holder and the gain, if any, recognized by the holder as a result of the merger. Refer to Stmt 2 for a detailed explanation.

Considerations to be paid each holder are based on the valuations set forth in the Agreement and the Plan of Merger dated as of October 16, 2011 among Kinder Morgan, Inc., Sherpa Merger Sub, Inc., Sherpa Acquisition, LLC, Sirius Holdings Merger Corporation and El Paso Corporation.
Part II  Organizational Action (continued)

17  List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

See Stmt 3

18  Can any resulting loss be recognized? ▶

See Stmt 4

19  Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

See Stmt 5

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶

Date ▶

[Handwritten Signature]

[Date]

Print your name ▶

Jordan Mintz

Preparer's name ▶

Preparer's signature ▶

Date ▶

Check □ if self-employed

PTIN ▶

Firm's name ▶

Firm's address ▶

Firm's EIN ▶

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054
El Paso Corporation

Attachment to Form 8937

Shareholder Contact Information

Date of Action: May 25, 2012

**Part I - Question 5**

Email address of contact

- Post merger date: kmp_ir@kindermorgan.com

Also refer to links on primary public websites for additional contact information:

- Post merger date: Contact Us http://www.kindermorgan.com

**Part I - Question 10**

CUSIP Numbers

1. # 283695 87 2
2. # 283905 10 7
3. # 28336L 10 9
El Paso Corporation
Attachment to Form 8937
Date of Organizational Action: May 25, 2012
Merger of El Paso Corporation and Kinder Morgan Inc

Part II - Question 14

El Paso Corporation (formerly known as Sirius Holdings Merger Corporation), "New El Paso", was a party to two mergers (collectively referred to as the "Second Merger"). This Second Merger will be treated as a "reorganization" for U.S. federal income tax purposes within the meaning of IRC Section 368(a)(1)(A) and occurred on May 25, 2012.

Description of Second Merger (organizational action)

Sherpa Merger Sub, Inc., "Merger Sub Two", merged with and into New El Paso with New El Paso being the surviving corporation and becoming a wholly owned subsidiary of Kinder Morgan, Inc., "KMI". (See Step 1 on chart). Immediately thereafter, New El Paso merged with and into Sherpa Acquisition, LLC, "Merger Sub Three", with Merger Sub Three being the surviving company and remaining a wholly owned subsidiary of KMI. (See Step 2 on chart). The effect of these two mergers, taken together, is such that New El Paso was acquired by "KMI", and shares of New El Paso common stock are no longer publicly traded.

Each holder of New El Paso common stock issued and outstanding immediately prior to the effective time of the Second Merger received a combination of KMI Class P common stock, warrant(s) to purchase one KMI Class P common stock, and/or cash based on the election of the holder (but subject to proration) in exchange for each share of New El Paso stock surrendered, as set out in the United States Securities and Exchange Commission Form 8-K Current Report dated May 24, 2012 and filed on May 30, 2012.

1 Common stock issued and outstanding immediately prior to the effective time of the Second Merger excludes shares held by New El Paso in treasury, any shares held by KMI, Merger Sub Two or Merger Sub Three and any shares held by any other subsidiary of KMI or New El Paso and dissenting shares in accordance with Delaware law.

2 A copy of this Form 8-K is available on the Kinder Morgan public website under the Investor Relations / KMI tabs.
"Second Merger"

**LEGEND FOR SHAPES:**

- L.L.C. entity, treated as a disregarded entity for U.S. tax purposes
- Legal corporation, treated as a C corporation for U.S. tax reporting purposes

**Before**

- **Public**
  - Kinder Morgan, Inc.
    - "KMI"
    - #80-0682103
  - Sherpa Merger Sub, Inc.
    - "Merger Sub Two"

**Step 1**

- Sherpa Acquisition, LLC
  - "Merger Sub Three"
  - #45-5339403

**Step 2**

- El Paso LLC (converted LLC)
  - #76-0568816

**After**

- **Public**
  - Kinder Morgan, Inc.
    - "KMI"
    - #80-0682103
  - El Paso Corporation (FKA, Sirius Holdings Merger Corporation)
    - "New El Paso"
    - #45-3953911
  - El Paso Holdco LLC (FKA, Sherpa Acquisition, LLC)
    - "Merger Sub Three"
    - #45-5339403
  - El Paso LLC (converted LLC)
    - #76-0568816

3 Name change- Sherpa Acquisition, LLC changed its name to El Paso Holdco LLC effective May 25, 2012.
# Part II - Questions 15 & 16

Each share of New El Paso common stock outstanding immediately prior to the effective time of the Second Merger (Footnote 1) was converted into the right to receive, at the election of the holder but subject to proration with respect to the stock and cash portion, approximately 57% of the aggregate merger consideration (excluding the warrants) in cash and approximately 43% (excluding the warrants) in Kinder Morgan Inc Class P common stock. Footnote 2

Considerations to be paid each holder are based on the valuations set forth in the Agreement and Plan of Merger dated as of October 16, 2011 among Kinder Morgan, Inc., Sherpa Merger Sub, Inc., Sherpa Acquisition, LLC, Sirius Holdings Merger Corporation and El Paso Corporation.

## Tax Basis and Gain/Loss Calculation Information:

**Stock and Securities Conversion**

Each share of New El Paso was exchanged for .4231 of a share in KMI Class P common stock (which was valued at $13.59 if paid on May 25, 2012) plus 0.640 of a warrant to purchase one share of KMI Class P common stock (which was valued at $1.22 if paid on May 25, 2012) plus $14.53 in cash without interest. The KMI equity valuations are based on the average high and low trading prices of a KMI Class P common stock and a KMI warrant as of the merger consideration payment date; which for May 25, 2012 were $32.12 and $1.91, respectively.

**Quantitative Effect on Tax Basis of Shares and Other Securities**

The holder’s aggregate adjusted tax basis in the shares of KMI Class P common stock and warrants received in the transactions, including any fractional share or fractional warrant deemed received and sold as described below, will equal the aggregate adjusted tax basis in the New El Paso common stock surrendered, reduced by the amount of cash (excluding any cash received in lieu of a fractional share or fractional warrant) received and increased by the amount of gain, if any (determined as described in next column), recognized on the exchange (excluding any gain recognized with respect to cash received in lieu of a fractional share or fractional warrant); such aggregate adjusted tax basis will be allocated to the KMI Class P common stock and warrants received based on their relative fair market values as of the date that the merger consideration was paid. The allocation ratios based on the relative values at May 25, 2012 are 91.75% and 8.25% for KMI Class P common and KMI warrants, respectively. See Footnote 3. The aggregate adjusted tax basis is not impacted by cash received in lieu of a fractional share or fractional warrant, if any. See Stmt 6 for an example calculation.

**Gain/Loss Calculation**

The methodology for calculating the gain (but no loss) is the same methodology as described below for the Mixed Election. See Stmt 6 for an example calculation.

> **Mixed Election**

(Also holders that made no election received the Mixed Election.)

Each share in New El Paso was exchanged for 0.4187 of a share of KMI Class P common stock (which was valued at $13.45 if paid on May 25, 2012), plus $14.65 in cash without interest, plus 0.640 of a warrant to purchase one share of KMI Class P common stock (which was valued at $1.22 if paid on May 25, 2012). The KMI equity valuations are based on the average high and low trading prices of a KMI Class P common stock and a KMI warrant as of the merger consideration payment date; which for May 25, 2012 were $32.12 and $1.91, respectively.

The holder’s aggregate adjusted tax basis in the shares of KMI Class P common stock and warrants received in the transactions, including any fractional share or fractional warrant deemed received and sold as described below, will equal the aggregate adjusted tax basis in the New El Paso common stock surrendered, reduced by the amount of cash (excluding any cash received in lieu of a fractional share or fractional warrant) received and increased by the amount of gain, if any (determined as described in next column), recognized on the exchange (excluding any gain recognized with respect to cash received in lieu of a fractional share or fractional warrant); such aggregate adjusted tax basis will be allocated to the KMI Class P common stock and warrants received based on their relative fair market values as of the date that the merger consideration was paid. The allocation ratios based on the relative values at May 25, 2012 are 91.67% and 8.33% for KMI Class P common and KMI warrants, respectively. See Footnote 3. The aggregate adjusted tax basis is not impacted by cash received in lieu of a fractional share or fractional warrant, if any. See Stmt 7 for an example calculation.

Upon exchanging the holder’s New El Paso common stock for KMI Class P common stock, warrants and cash (other than cash in lieu of a fractional share or fractional warrant), gain (but no loss) will be recognized in an amount equal to the lesser of (i) the sum of the amount of cash (other than cash in lieu of a fractional share or fractional warrant) and the fair market value of the KMI Class P common stock and warrants received, minus the adjusted tax basis of the New El Paso common stock surrendered in exchange therefor, and (ii) the amount of cash (other than cash in lieu of a fractional share or fractional warrant) received. See Stmt 7 for an example calculation.
Each share in New El Paso was exchanged for $25.91 in cash without interest plus 0.640 of a warrant to purchase one share of KMI Class P common stock (which has a value of $1.22 if paid on May 25, 2012).

The holder’s aggregate adjusted tax basis in the warrants received in the transactions, including any fractional warrant deemed received and sold as described below, will equal the fair market value thereof as of the merger consideration payment date.

Upon exchanging the holder’s New El Paso common stock for cash (other than cash in lieu of a fractional share or fractional warrant) and warrants, gain or loss will be recognized in an amount equal to the sum of the amount of cash (other than cash in lieu of a fractional share or fractional warrant) and the fair market value of the warrants received, minus the adjusted tax basis of the New El Paso common stock surrendered in the exchange.

Cash instead of a fractional share of KMI Class P common stock or fractional warrant may have been issued to the holder. The receipt of this cash (if any) will be treated as having received the fractional share of KMI Class P common stock or fractional warrant pursuant to the transactions and then as having sold that fractional share of KMI Class P common stock or fractional warrant for cash.

Gain or loss, if any, will be recognized equal to the difference between the amount of cash received and the basis in the holder’s fractional share of KMI Class P common stock or fractional warrant as set forth above. See Stmt 6 (stock election) and Stmt 7 (mixed election) for example calculations of gain or loss on cash received in lieu of a fractional share or fractional warrant.

The broker may have listed a transaction date other than May 25, 2012 on the Form 1099-B if the merger consideration payment date of record by the broker differs from May 25, 2012. If the Form 1099-B merger consideration payment date is other than May 25, 2012, determine the allocation ratios based on the relative fair market values for the KMI Class P common stock and the KMI warrants as of that transaction date. The two securities are publicly traded under the ticker symbols of KMI and KMI/WS.
El Paso Corporation
Attachment to Form 8937
Date of Organizational Action: May 25, 2012

El Paso Corporation
FEIN # 45-3953911

Part II - Question 17

The Second Merger (being Steps 1 and Step 2, taken together) as outlined in Stmt 1-C.1 and Stmt 1-C.2, is treated as a "reorganization" for U.S. federal income tax purposes within the meaning of IRC Section 368(a)(1)(A).

Effect on shareholders (and holders of other securities, such as warrants) -
A. IRC Section 354(a) - Exchanges of stock and securities in certain reorganizations
B. IRC Section 356 - Receipt of additional consideration
C. IRC Section 358 - Basis to distributees
D. IRC Section 302 - Distributions in redemption of stock
E. IRC Section 1001 - Determination of amount of and recognition of gain or loss

Part II - Question 18

Mixed Election and Stock Election
No loss can be recognized in conjunction with this organizational action with the exception of the loss, if any, recognized relative to the receipt of cash instead of a fractional share or fractional warrant.
See Stmt 2  Cash Instead of a Fractional Share or Fractional Warrant

Cash Election
In this case, as the transaction is taxable, any loss realized on the exchange can be recognized for holders that made the Cash Election. See Stmt 2.

Part II - Question 19

The stock basis adjustment and any gain or loss will be taken into account in the tax year of the shareholder during which the exchange occurred (e.g., 2012 for calendar year taxpayers).

Individual taxpayers may be required to file Form 8949, Sales and Other Dispositions of Capital Assets, with their tax return (Form 1040).

This information does not constitute tax advice, nor does it purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Shareholders are urged to consult their own legal, financial or tax advisor with respect to their individual tax consequences relating to this organizational action.
I. PER SHARE DATA:
Common Information: Merger consideration received (other than cash in lieu of a fractional share or fractional warrant) -
In exchange for the surrender of each share of New El Paso common stock, the holder that chose the stock consideration election received the following merger consideration:

<table>
<thead>
<tr>
<th>Per share merger consideration (common to each holder)</th>
<th>- Units Received-</th>
<th>5/25/2012 per Unit Value 1</th>
<th>Consideration Received</th>
<th>FMV Allocation Ratios of Securities Received</th>
</tr>
</thead>
<tbody>
<tr>
<td>A. Cash (without interest)</td>
<td></td>
<td>$14.53</td>
<td>$14.53</td>
<td></td>
</tr>
<tr>
<td>B. KMI Class P common stock</td>
<td>KMI 0.4231</td>
<td>$32.12</td>
<td>$13.59</td>
<td>91.75%</td>
</tr>
<tr>
<td>C. Warrant to purchase one share of KMI Class P common stock</td>
<td>KMI/WS 0.6400</td>
<td>$1.91</td>
<td>$1.22</td>
<td>8.25%</td>
</tr>
<tr>
<td>D. Total consideration received in exchange for the surrender of one share of New El Paso</td>
<td></td>
<td></td>
<td></td>
<td>$29.34</td>
</tr>
</tbody>
</table>

1 Per Unit Value is the average high and low trading prices for the day of the Second Merger, May 25, 2012.

II. EXAMPLE- STOCK CONSIDERATION ELECTION
A. Information specific to the holder of New El Paso stock (information provided for purposes of illustrating an example only)

Sample Data
- Number of New El Paso common shares held prior to merge and surrendered
  110 shares
- Basis in shares
  $20.00 per share

B. Calculation example based on sample data above
1. Calculation of merger consideration received:

<table>
<thead>
<tr>
<th>New El Paso Shares Held prior to Second Merger</th>
<th>- Units Received incl. fractional-</th>
<th>5/25/2012 per Unit Value 1</th>
<th>Consideration Received</th>
<th>FMV Allocation Ratios of Securities Received</th>
</tr>
</thead>
<tbody>
<tr>
<td>a. Cash (without interest)</td>
<td>110</td>
<td>$14.53</td>
<td>$1,598.30</td>
<td></td>
</tr>
<tr>
<td>b. KMI Class P common stock</td>
<td>110 46.541</td>
<td>$32.12</td>
<td>1,494.90</td>
<td>91.75%</td>
</tr>
<tr>
<td>c. Warrant to purchase one share of KMI Class P common stock</td>
<td>110 70.4000</td>
<td>$1.91</td>
<td>134.46</td>
<td>8.25%</td>
</tr>
<tr>
<td>d. Total consideration received in exchange for the surrender of one share of New El Paso</td>
<td></td>
<td></td>
<td>116.941</td>
<td>$1,629.36</td>
</tr>
</tbody>
</table>

   $1,629.36 = 100.00% 116 0.9410

2. Calculation of gain, if any, (but not loss) to recognize: Example continued based on factors above.

   Lesser of a & b: Amount Lesser of:
   a. Gain, if any, is the net amount of the following components:
   i. Cash (other than cash in lieu of a fractional share or fractional warrant) received $1,598.30
   ii. Plus fair market value of the Kinder Morgan Class P common stock and warrants received
   - KMI common stock 46.541 $32.12 $1,494.90
   - KMI warrants 70.400 $1.91 134.46
   116.941 $1,629.36
   b. Cash (other than cash in lieu of a fractional share or fractional warrant) received $1,598.30
   c. Recognize gain (but not loss) equal to the lesser of:

This example is based on a May 25, 2012 merger consideration payment date and thus the KMI stock and warrant valuations are based on values for May 25, 2012. See Stmt 2 (including Footnote 3) for instructions regarding different payment dates.
3. Example calculation of tax basis in KMI common stock and warrants received (including any fractional share or fractional warrant deemed received and sold): Example continued, based on factors above.

   a. Aggregate basis in stock and warrants received is equal to the net amount of the following components:
      i. Aggregate adjusted tax basis in the New El Paso common stock surrendered (see above) $2,200.00
      ii. Minus cash (other than cash in lieu of a fractional share or fractional warrant) received (1,598.30)
      iii. Plus amount of gain, if any, recognized on the exchange (excluding any gain recognized with respect to cash received in lieu of a fractional share or fractional warrant) 1,027.66
      iv. Aggregate basis in KMI stock and KMI warrants received (including any fractional share or fractional warrant deemed received and sold) $1,629.36*

   b. Aggregate tax basis is then allocated to the KMI Class P common stock and warrants based on their relative market values:

<table>
<thead>
<tr>
<th>Tax Basis Total Units</th>
<th>Tax Basis Total Units</th>
</tr>
</thead>
<tbody>
<tr>
<td>KMI Class P common stock</td>
<td>$1,629.36 x 91.75% = $1,477.56 46</td>
</tr>
<tr>
<td>KMI warrants</td>
<td>$1,629.36 x 8.25% = $133.66 70</td>
</tr>
<tr>
<td>Total tax basis in KMI common stock and warrants received</td>
<td>$1,611.22 116</td>
</tr>
</tbody>
</table>

   c. Summary of aggregated tax basis

<table>
<thead>
<tr>
<th>Units</th>
<th>Tax Basis Summary</th>
</tr>
</thead>
<tbody>
<tr>
<td>KMI Class P common stock, received</td>
<td>46</td>
</tr>
<tr>
<td>KMI warrants, received</td>
<td>70</td>
</tr>
<tr>
<td>KMI Class P fractional unit of common stock, deemed received and deemed sold</td>
<td>0.5410</td>
</tr>
<tr>
<td>KMI fractional stock warrant, deemed received and deemed sold</td>
<td>0.4000</td>
</tr>
<tr>
<td>Rounding difference (to include in one of the components above)</td>
<td>-</td>
</tr>
<tr>
<td>Total aggregated tax basis, calculated above</td>
<td></td>
</tr>
</tbody>
</table>

4. Example calculation of gain or loss recognized on cash received instead of a fractional share or fractional warrant:

   a. Gain or Loss Calculation:

<table>
<thead>
<tr>
<th>Cash in Lieu</th>
<th>Less Tax Basis ²</th>
<th>Gain (Loss)</th>
</tr>
</thead>
<tbody>
<tr>
<td>KMI Class P fractional unit of common stock, deemed received and deemed sold</td>
<td>$17.38</td>
<td>($17.38)</td>
</tr>
<tr>
<td>KMI fractional stock warrant, deemed received and deemed sold</td>
<td>$0.76</td>
<td>(0.76)</td>
</tr>
<tr>
<td>Net gain (Loss)</td>
<td><strong>$18.14</strong></td>
<td>$(18.14)</td>
</tr>
</tbody>
</table>

² Tax basis on fractional shares and fractional warrants, deemed received and sold, is calculated above.
May 25, 2012

Example Calculation based on "as if" data in a Mixed Consideration Election Scenario

Legend: Legal Name Reference
Kinder Morgan, Inc. "KMI"
El Paso Corporation (f/k/a Sirius Holdings Merger Corporation) "New El Paso"

I. PER SHARE DATA:

Common Information: Merger consideration received (other than cash in lieu of a fractional share or fractional warrant)

- Units Received incl. fractional -
  - Units 5/25/2012 per Unit Value 1 Consideration Received FMV Allocation Ratios of Securities Received
A. Cash (without interest) 110 $14.65 $14.65
B. KMI Class P common stock (KMI Ticker) 0.4187 $32.12 $13.45 91.67%
C. Warrant to purchase one share of KMI Class P common stock (KMI/WS Ticker) 0.6400 $1.91 $1.22 8.33%
D. Total consideration received in exchange for the surrender of one share of New El Paso

1 Per Unit Value is the average high and low trading prices for the day of the Second Merger, May 25, 2012.

II. EXAMPLE- MIXED CONSIDERATION ELECTION

A. Information specific to the holder of New El Paso stock (information provided for purposes of illustrating an example only)

Sample Data
- Number of New El Paso common shares held prior to merge and surrendered:
  110 shares
- Basis in shares:
  $20.00 tax basis/share

B. Calculation example based on sample data above

1. Calculation of merger consideration received:

<table>
<thead>
<tr>
<th>Per share merger consideration (common to each holder)</th>
<th>Units Received incl. fractional-</th>
<th>5/25/2012 per Unit Value 1</th>
<th>Consideration Received</th>
<th>FMV Allocation Ratios of Securities Received</th>
<th>Whole Shares &amp; Warrants Recvd</th>
<th>Fractional Shares &amp; Warrants</th>
</tr>
</thead>
<tbody>
<tr>
<td>A. Cash (without interest)</td>
<td>110</td>
<td>$14.65</td>
<td>$14.65</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>B. KMI Class P common stock</td>
<td>0.4187</td>
<td>$32.12</td>
<td>$13.45</td>
<td>91.67%</td>
<td>46</td>
<td></td>
</tr>
<tr>
<td>C. Warrant to purchase one share of KMI Class P common stock</td>
<td>0.6400</td>
<td>$1.91</td>
<td>$1.22</td>
<td>8.33%</td>
<td>70</td>
<td></td>
</tr>
<tr>
<td>D. Total consideration received in exchange for the surrender of one share of New El Paso</td>
<td></td>
<td></td>
<td></td>
<td>100.00%</td>
<td></td>
<td>116</td>
</tr>
</tbody>
</table>

2. Example calculation of gain, if any, (but not loss) to recognize: Example continued based on factors above.

Lesser of a & b: Amount Lesser of:

- Units Received - Units FMV/unit FMV of KMI Units
  - KMI common stock
    46.057 $32.12 $1,479.35
  - KMI warrants
    70.400 $1.91 134.46
| 110.457 | $1,613.81 |

This example is based on a May 25, 2012 merger consideration payment date and thus the KMI stock and warrant valuations are based on values for May 25, 2012. See Stmt 2 (including Footnote 3) for instructions regarding different payment dates.

- Units Received - Units FMV/unit FMV of KMI Units

This information does not constitute tax advice, nor does it purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Shareholders are urged to consult their own legal, financial or tax advisor with respect to their individual tax consequences relating to this organizational action. For additional information regarding the U.S. income tax consequences resulting from the merger consideration received in the Second Merger, refer to the Kinder Morgan/El Paso Information Statement/Proxy Statement/Prospectus - Proposed Merger dated January 31, 2012.

For additional information regarding the U.S. income tax consequences resulting from the merger consideration received in the Second Merger, refer to the Kinder Morgan/El Paso Information Statement/Proxy Statement/Prospectus - Proposed Merger dated January 31, 2012.
3. Example calculation of tax basis in KMI common stock and warrants received (including any fractional share or fractional warrant deemed received and sold): Example continued, based on factors above.

a. Aggregate basis in stock and warrants received is equal to the net amount of the following components:

   i. Aggregate adjusted tax basis in the New El Paso common stock surrendered (see above) $2,200.00
   ii. Minus cash (other than cash in lieu of a fractional share or fractional warrant) received (1,611.50)
   iii. Plus amount of gain, if any, recognized on the exchange (excluding any gain recognized with respect to cash received in lieu of a fractional share or fractional warrant) 1,025.31
   iv. Aggregate basis in KMI stock and KMI warrants received (including any fractional share or fractional warrant deemed received and sold) $1,613.81*

b. Aggregate tax basis is then allocated to the KMI Class P common stock and warrants based on their relative market values:

<table>
<thead>
<tr>
<th>Units Received</th>
<th>Tax Basis</th>
<th>Total Units</th>
<th>Tax Basis</th>
<th>Total Units</th>
</tr>
</thead>
<tbody>
<tr>
<td>i. KMI Class P common stock</td>
<td>$1,613.81</td>
<td>x 91.67%</td>
<td>=</td>
<td>$1,477.55</td>
</tr>
<tr>
<td>ii. KMI warrants</td>
<td>$1,613.81</td>
<td>x 8.33%</td>
<td>=</td>
<td>$133.67</td>
</tr>
<tr>
<td>iii. Total tax basis in KMI common stock and warrants received</td>
<td>116</td>
<td>$2.59</td>
<td>0.4570</td>
<td></td>
</tr>
</tbody>
</table>

   i. KMI Class P fractional unit of common stock, deemed received and deemed sold $1.83
   ii. KMI fractional stock warrant, deemed received and deemed sold $0.76
   iii. Rounding difference (to include in one of the components above) -
   iv. Total aggregated tax basis, calculated above $1,613.81*

4. Example calculation of gain or loss recognized on cash received instead of a fractional share or fractional warrant:

<table>
<thead>
<tr>
<th>Fractional Unit</th>
<th>Sample Data</th>
</tr>
</thead>
<tbody>
<tr>
<td>i. KMI Class P common stock, received</td>
<td>$1.83</td>
</tr>
<tr>
<td>ii. KMI warrants, received</td>
<td>0.4000</td>
</tr>
<tr>
<td>iii. Total tax basis in KMI common stock and warrants received</td>
<td>0.76</td>
</tr>
</tbody>
</table>

   a. Gain or Loss Calculation:

<table>
<thead>
<tr>
<th>Cash in Lieu</th>
<th>Less Tax Basis ²</th>
<th>Gain (Loss)</th>
</tr>
</thead>
<tbody>
<tr>
<td>i. KMI Class P fractional unit of common stock, deemed received and deemed sold</td>
<td>$1.83</td>
<td>($1.83)</td>
</tr>
<tr>
<td>ii. KMI fractional stock warrant, deemed received and deemed sold</td>
<td>$0.76</td>
<td>($0.76)</td>
</tr>
<tr>
<td>iii. Net gain (Loss)</td>
<td>$2.59</td>
<td>($2.59)</td>
</tr>
</tbody>
</table>

² Tax basis on fractional shares and fractional warrants, deemed received and sold, is calculated above.