

Rating: Sell
 S&P 500: 1310

Kinder Morgan (KMI, KMP, KMR) False Debt Promotion Unmasked

Symbol	KMI	KMP	KMR	KMx
Rating	Sell	Sell	Sell	
Price (US\$/sh)	91.29	48.64	44.19	
Pricing Date	4/19/06	04/19/06	04/19/06	
Publicly Held Shares (mm)	135	146	48	
Market Capitalization (US\$mm)	12,300	7,090	2,130	21,500
Debt (US\$mm)	13,600	2,740	910	17,300
Enterprise Value (EV) (US\$mm)	25,900	9,830	3,040	38,800
Present Value (PV) (US\$mm)	18,100	4,920	1,630	24,700
Net Present Value (US\$/share)	33	15	15	
Debt/Present Value	0.75	0.56	0.56	0.70
McDep Ratio - EV/PV	1.44	1.99	1.86	1.57
Ebitda Next Twelve Months ending 3/31/07 (US\$mm)	2,090	600	200	2,890
North American Natural Gas/Ebitda (%)	0	0	0	
Natural Gas and Oil Production/Ebitda (%)	7	17	17	
Adjusted Reserves/Production NTM	7.3	7.3	7.3	
EV/Ebitda	12.4	16.5	15.4	13.4
PV/Ebitda	8.6	8.3	8.3	8.5
Undeveloped Reserves (%)	42	42	42	
Natural Gas and Oil Ebitda (US\$/boe)	23.71	23.71	23.71	
Present Value Proven Reserves(US\$/boe)	18.27	18.27	18.26	
Present Value Proven Reserves(US\$/mcf)	3.04	3.04	3.04	
Earnings Next Twelve Months (US\$/sh)	5.81	1.69	1.69	
Price/Earnings Next Twelve Months	16	29	26	19
Indicated Annual Distribution (US\$/sh)	3.50	3.24	3.24	
Distribution Yield (%/yr)	3.8	6.7	7.3	5.1
Ebitda by Function				
Natural Gas Pipelines	1507	163	54	1724
Oil Products Pipelines	225	168	56	449
CO2 Pipelines	203	152	51	406
Terminals	155	116	39	310

Reported results may vary widely from estimates.

Estimated present value per share revised only infrequently.

Summary and Recommendation

Some of the false promotion that appears to contribute to the overpricing of the securities of sell-recommended **Kinder Morgan Inc. (KMI)**, **Kinder Morgan Energy Partners (KMP)**, and **Kinder Morgan Management LLC (KMR)** was unmasked as general partner KMI added the debt of limited partner KMP to KMI's balance sheet. As a result, KMI's reported liabilities

Please see disclosures on the final page.

increased almost \$10 billion or 57% by its own pro forma comparison in its disclosure of latest quarterly financial statistics. There has been no unmasking yet of a second source of false promotion, as we see it, overstatement of earnings. We also see regular evidence of a third source of false promotion when company and press reports extol dollar a year compensation for management with no mention that general partner KMI extracts the highest compensation in the energy industry from limited partner KMP. The unmasking of false debt promotion comes at a time when the company wants to raise new capital to fund its multi-billion dollar projects and make the cash distributions it has promised to owners. Should any difficulty in financing become evident, investors could see accelerated stock price impairment toward estimated net present value of \$33 a share for KMI and \$15 a unit for KMP and KMR.

Hidden Debt Exposed

In its financial statements for the first quarter of 2006, KMx complied partly with a proceeding last year by the Emerging Issues Task Force of the Financial Accounting Standards Board. EITF 04-5 concluded a general partner who controls a limited partnership should account for the partnership on a consolidated basis.

Our numbers did not change substantively because we have been estimating the impact of proportional consolidation. Our measure of debt approximates Total Assets minus a standard amount of Current Assets minus Equity minus Deferred Taxes. On that basis the consolidated ratio of debt to present value we calculate is 0.70, the composite of 0.75 for the general partner and 0.56 for the limited partners.

In simplest terms, KMx has been running a debt pyramid. Normal debt limits might be 0.5. KMx has been borrowing up to 0.5 in the general partner, fictionalizing the limited partnership as independent and then borrowing up to 0.5 again. The limited partnership, in turn, has further unconsolidated entities that borrow more and increase the size of the pyramid.

Kurt H. Wulff, CFA

Kinder Morgan, Inc.									
Next Twelve Months Financial Results									
	<i>Q1</i>	<i>Q4</i>	<i>Year</i>	<i>Q1</i>	<i>Q2E</i>	<i>Q3E</i>	<i>Q4E</i>	<i>Year</i>	<i>Next Twelve Months</i>
	<i>3/31/05</i>	<i>12/31/05</i>	<i>2005</i>	<i>3/31/06</i>	<i>6/30/06</i>	<i>9/30/06</i>	<i>12/31/06</i>	<i>2006E</i>	<i>3/31/07</i>
Ebitda									
Natural Gas Pipelines	139	238	571	349	299	299	359	1,304	1,290
Kinder Morgan Energy Partners	185	208	782	209	191	197	203	800	800
Total Ebitda	324	446	1,353	558	489	495	561	2,104	2,089
Deprec., Deplet., & Amort.	29	42	131	156	156	156	156	624	534
Kinder Morgan Energy Partners	31	83	177	(85)	(85)	(85)	(85)	(338)	(338)
Ebit	264	321	1,045	486	418	424	490	1,818	1,893
Interest	41	69	199	189	189	189	189	756	687
Ebt	223	252	846	297	229	235	301	1,062	1,206
Income Tax	78	88	296	104	80	82	105	372	422
Net Income (\$mm)	145	164	550	193	149	153	196	690	784
Shares (millions)	124	127	124	135	135	135	135	135	135
Per Share (\$)	1.17	1.29	4.42	1.43	1.10	1.13	1.45	5.11	5.81
Tax Rate	35%	35%	35%	35%	35%	35%	35%	35%	35%

Please see disclosures on the final page.

Kinder Morgan Energy Partners, L.P.
Next Twelve Months Financial Results

	<i>Q1</i>	<i>Q4</i>	<i>Year</i>	<i>Q1</i>	<i>Q2E</i>	<i>Q3E</i>	<i>Q4E</i>	<i>Year</i>	<i>Next</i>
	<i>3/31/05</i>	<i>12/31/05</i>	<i>2005</i>	<i>3/31/06</i>	<i>6/30/06</i>	<i>9/30/06</i>	<i>12/31/06</i>	<i>2006E</i>	<i>Months</i>
									<i>3/31/07</i>
Oil Volume									
Oil (mmb)	3.5	3.4	14	3.3	3.4	3.4	3.4	13	13
Oil (mbd)	39	37	37	37	37	37	37	37	37
Oil Price (\$/bbl)									
WTI Cushing	49.65	60.02	56.31	63.33	70.45	73.34	73.89	70.25	72.89
Partnership	29.85	30.62	29.70	32.66	33.57	33.92	33.98	33.54	33.86
Oil Revenue (\$mm)	104	104	405	109	113	115	116	453	457
Ebitda									
Products Pipelines	126	127	503	126	126	126	126	504	504
Natural Gas Pipelines	124	140	501	144	115	122	140	521	521
CO2 Pipelines	123	114	472	122	115	120	114	471	471
Terminals	74	85	319	90	90	90	90	360	360
Overhead	(79)	(52)	(238)	(66)	(66)	(66)	(66)	(263)	(263)
Total Ebitda	368	414	1,557	416	380	392	404	1,593	1,593
Deprec., Deplet., & Amort.	85	91	349	93	93	93	93	372	372
Ebit	283	323	1,208	323	287	299	311	1,221	1,221
Interest	59	68	262	76	76	76	76	304	304
Ebt	224	255	946	247	211	223	235	917	917
General Partner	112	126	478	130	134	134	135	533	538
Net Income (\$mm)	112	129	468	117	77	89	100	384	378
Units (mm)	208	219	213	221	222	223	224	222	223
Net Income Per Unit (\$/un)	0.54	0.59	2.20	0.53	0.35	0.40	0.45	1.73	1.69
Distribution Per L.P. Unit	0.74	0.79	3.07	0.80	0.81	0.81	0.81	3.23	3.24
Distribution (\$mm)	265	301	1,129	308	313	315	316	1,252	1,261
General Partner	111	128	476	131	134	134	135	534	538
Limited Partner	154	173	653	177	180	180	181	718	723
General Partner Share									
Earnings	50%	49%	51%	53%	63%	60%	57%	58%	59%
Distribution	42%	42%	42%	43%	43%	43%	43%	43%	43%

Please see disclosures on the final page.

Disclaimer: This analysis was prepared by Kurt Wulff doing business as McDep Associates. The firm used sources and data believed to be reliable, but makes no representation as to their accuracy or completeness. This analysis is intended for informational purposes and is not a solicitation to buy or sell a security. Past performance is no guarantee of future results.

McDep does no investment banking business. McDep is not paid by covered companies including revenue from advertising, trading, consulting, subscriptions or research service. McDep shall not own more than 1% of outstanding stock in a covered company. No one at McDep is on the Board of Directors at a covered company nor is anyone at a covered company on the Board of Directors of McDep.

McDep or its employees may take positions in stocks the firm covers for research purposes. No trades in a subject stock shall be made within a week before or after a change in recommendation.

Certification: I, Kurt H. Wulff, certify that the views expressed in this research analysis accurately reflect my personal views about the subject securities and issuers. No part of my compensation was, is, or will be directly or indirectly related to the specific recommendations or views contained in this research analysis.

Research Methodology/Ratings Description: McDep Associates is an independent research originator focused on oil and gas stocks exclusively. The firm applies the thirty years of experience of its analyst to estimate a present value of the oil and gas resources and other businesses of covered companies. That value is compared with a company's stock market capitalization and debt. Stocks with low market cap and debt relative to present value tend to outperform stocks with high market cap and debt relative to present value. Buy recommendations are expected to deliver a total return better than 7% per year above inflation. Hold recommendations assume the attributes of the underlying business are reflected in the current price of the stock. Sell recommendations are expected to deliver a total return less than inflation.