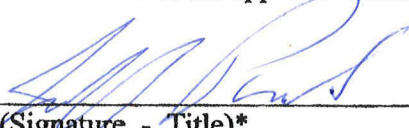


ACCEPTANCE

December 8, 2011

Auditor of the City of Portland
City Hall Room 140
1221 SW 4th Avenue
Portland, Oregon 97204

This is to advise the City of Portland, Oregon that Kinder Morgan Cochin LLC hereby accepts the terms and provisions of Ordinance No. 185048, passed by the Portland City Council on December 7, 2011, **Extend term of Kinder Morgan Cochin LLC franchise (amend Ordinance No. 164747)** and in consideration of the benefits received thereunder by the corporation, Kinder Morgan Cochin LLC hereby agrees to abide by and perform each and all of the applicable terms and provisions thereof.


(Signature - Title)* Jeff Reynolds
Manager - Lands & ROW

Kinder Morgan Cochin LLC
Jeff Reynolds
Manager Right-of-Way
Kinder Morgan Energy Partners
1100 Town & Country Rd
Orange, CA 92868

Tel.: 714-560-4748

Fax: 714-560-6596

Email: reynoldsj@kindermorgan.com

Approved as to form: APPROVED AS TO FORM


CITY ATTORNEY

*When an acceptance is signed by an officer of a firm or corporation, his or her official title must be stated.