Kinder Morgan Holdco LLC
Form S-1/A
February 03, 2011

Use these links to rapidly review the document
TABLE OF CONTENTS
INDEX TO FINANCIAL STATEMENTS

Table of Contents

As filed with the Securities and Exchange Commission on February 3, 2011

Registration No. 333-170773

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 5
TO

FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Kinder Morgan Holdco LLC

to be converted as described herein
into a corporation named

Kinder Morgan, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**4922**	**26-0238387**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code number)	(I.R.S. Employer Identification Number)

500 Dallas Street, Suite 1000 **Houston, Texas 77002** **(713) 369-9000** (Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)	**Joseph Listengart** **500 Dallas Street, Suite 1000** **Houston, Texas 77002** **(713) 369-9000** (Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Gary W. Orloff **Bracewell & Giuliani LLP** **711 Louisiana Street,** **Suite 2300** **Houston, Texas 77002** **(713) 221-1306 (Telephone)** **(713) 221-2166 (Facsimile)**	**Alexander D. Lynch** **Weil, Gotshal &** **Manges LLP** **767 Fifth Avenue** **New York, New York 10153** **(212) 310-8000 (Telephone)** **(212) 310-8007 (Facsimile)**	**Igor Kirman** **Wachtell, Lipton, Rosen &** **Katz** **51 West 52nd Street** **New York, New York 10019** **(212) 403-1000 (Telephone)** **(212) 403-2000 (Facsimile)**	**G. Michael O'Leary** **Andrews Kurth LLP** **600 Travis, Suite 4200** **Houston, Texas 77002** **(713) 220-4360 (Telephone)** **(713) 238-7130 (Facsimile)**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company:

Large accelerated filer o Accelerated filer o Non-accelerated filer ý Smaller reporting company o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Class P common stock, $0.01 par value per share	92,000,000	$29.00	$2,668,000,000	$309,755

(1) Includes shares subject to an option to purchase additional shares granted to the underwriters.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(a) of the Securities Act of 1933.

(3) An aggregate of $106,950 of this amount was previously paid in connection with the November 23, 2010 filing of this Registration Statement on Form S-1.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to such Section 8(a), may determine.

Table of Contents

EXPLANATORY NOTE

Prior to the consummation of this offering, Kinder Morgan Holdco LLC, a Delaware limited liability company, will be converted into a Delaware corporation named Kinder Morgan, Inc. and the unitholders of Kinder Morgan Holdco LLC will become stockholders of Kinder Morgan, Inc. See "The Transactions The Conversion Transactions" in the accompanying prospectus. Shares of the Class P common stock of Kinder Morgan, Inc. are being offered by the prospectus. Except as disclosed in the accompanying prospectus, the consolidated financial statements and selected historical consolidated financial data and other historical financial information included in this registration statement are those of Kinder Morgan Holdco LLC or its predecessor and their respective subsidiaries and do not give effect to the conversion.

Kinder Morgan, Inc., a Kansas corporation and wholly owned subsidiary of Kinder Morgan Holdco LLC, is not the registrant under this registration statement. Prior to the consummation of this offering, its name will be changed to Kinder Morgan Kansas, Inc.

Table of Contents

The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.

Subject to completion, dated February 3, 2011.

PRELIMINARY PROSPECTUS

80,000,000 Shares

Kinder Morgan, Inc.

Common Stock

This is the initial public offering of our common stock. The selling stockholders identified in this prospectus, including an affiliate of an underwriter, are selling all of the shares in this offering. We will not receive any of the proceeds from this offering.

Prior to this offering there has been no public market for our common stock. It is currently estimated that the public offering price per share will be between $26.00 and $29.00. We have been approved to list our common stock on the New York Stock Exchange under the symbol "KMI."

Upon completion of this offering, our current investors will own all of our investor retained stock, which will be convertible into a fixed aggregate of 627,000,000 shares of our common stock, or 88.7% of our common stock on a fully-converted basis. Accordingly, following this offering, our current investors will be able to exercise control over all matters requiring stockholder approval. See "Description of Our Capital Stock" beginning on page 241.

	Per Share	Total
Initial public offering price	$	$
Underwriting discount	$	$
Proceeds to the selling stockholders (before expenses)	$	$

To the extent that the underwriters sell more than 80,000,000 shares, the underwriters have the option to purchase up to an additional 12,000,000 shares of common stock from the selling stockholders at the initial public offering price less the underwriting discount.

Investing in our common stock involves risks. See "Risk Factors" beginning on page 21.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock against payment in New York, New York on , 2011.

Goldman, Sachs & Co. **Barclays Capital**

BofA Merrill Lynch **Citi** **Credit Suisse**

Deutsche Bank Securities **J.P. Morgan** **Wells Fargo Securities**

Madison Williams and Company Morgan Keegan Raymond James

RBC Capital Markets Simmons & Company International

The date of this prospectus is , 2011.

Table of Contents

Table of Contents

TABLE OF CONTENTS

You should rely only on the information contained in this document and any free writing prospectus prepared by us or on our behalf. We and the selling stockholders have not, and the underwriters have not, authorized anyone to provide you with any additional information or information that is different. This document may only be used where it is legal to sell these securities. The information in this document is only accurate as of the date of this document.

Dealer Prospectus Delivery Obligation

Through and including , 2011 (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer's obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

Table of Contents

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. It does not contain all of the information that you should consider before making an investment decision. We urge you to read the entire prospectus carefully, including the historical financial statements and the notes to those financial statements included in this prospectus. Please read the sections entitled "Risk Factors" and "Information Regarding Forward-Looking Statements" for more information about important risks that you should consider before investing in our common stock. Prior to the consummation of this offering, Kinder Morgan Holdco LLC, a Delaware limited liability company, will be converted into a Delaware corporation named Kinder Morgan, Inc., the issuer of the common stock offered by this prospectus, and the unitholders of Kinder Morgan Holdco LLC will become stockholders of Kinder Morgan, Inc. See "The Transactions The Conversion Transactions." Unless the context otherwise requires, (1) "we," "us," and "our" refer to Kinder Morgan Holdco LLC and its subsidiaries prior to the conversion and Kinder Morgan, Inc. and its subsidiaries after the conversion, (2) references to "Kinder Morgan Kansas, Inc." and "Kinder Morgan Energy Partners, L.P." include their respective subsidiaries, (3) information presented in this prospectus, other than historical financial information, gives effect to the consummation of the Conversion Transactions and to our certificate of incorporation and bylaws, which will be in effect upon the consummation of this offering, and (4) information presented in this prospectus assumes that the underwriters do not exercise their option to purchase additional shares.

Our Business

We own the general partner and approximately 11% of the limited partner interests of Kinder Morgan Energy Partners, L.P., referred to in this prospectus as the "Partnership" or "KMP." The Partnership is a publicly traded pipeline limited partnership whose limited partner units are traded on the New York Stock Exchange under the ticker symbol "KMP." Additionally, the shares of our subsidiary that manages the Partnership, Kinder Morgan Management, LLC, referred to in this prospectus as "Kinder Morgan Management" or "KMR," are traded on the New York Stock Exchange under the ticker symbol "KMR." The Partnership was formed in Delaware in August 1992 and is one of the largest energy transportation and storage companies in North America in terms of market capitalization.

We generate substantial cash to pay dividends and are able to grow that cash with little incremental capital required above the Partnership level. KMP is our primary source of cash and drives our potential future dividend growth. Our general partner interest in KMP entitles us to receive incentive distributions that give us an increasing share of KMP's cash flow as the distributions to its limited partners increase. From 1996, the year before Richard D. Kinder and William V. Morgan acquired the general partner, through 2011 (as estimated by the Partnership), the distributions we will have received from the Partnership will have increased by a compound annual growth rate of 52%. See " Annual Cash Distributions Received from the Partnership." Approximately 95% of the distributions we received from our subsidiaries for both the nine months ended September 30, 2010 and the year ended December 31, 2009 were attributable to KMP. In 2011, we expect to receive an aggregate of $1.3 billion in distributions from KMP. See "Dividend Policy."

As of December 31, 2010, our interests in the Partnership and its affiliates consisted of the following:

- the general partner interest, which entitles us to receive incentive distributions;

- 21.7 million of the 224.2 million outstanding KMP units, representing an approximately 7% limited partner interest; and

- 13.1 million of the Partnership's 91.9 million outstanding i-units, representing an approximately 4% limited partner interest, through our ownership of 13.1 million KMR shares (i-units are a

Table of Contents

class of the Partnership's limited partner interests that receive distributions in the form of additional i-units instead of cash).

We also own a 20% equity interest in NGPL PipeCo LLC, the owner of Natural Gas Pipeline Company of America and certain affiliates, collectively referred to in this prospectus as "NGPL." NGPL is a major interstate natural gas pipeline and storage system that we operate.

Through our subsidiaries, including the Partnership, we operate or own an interest in approximately 37,000 miles of pipelines and approximately 180 terminals. These pipelines transport natural gas, gasoline, crude oil, carbon dioxide and other products, and these terminals store petroleum products and chemicals and handle bulk materials like coal and petroleum coke.

Our Business Objective and Our Dividend Policy

Our business objective is to increase dividends to our stockholders principally through our ownership of the general partner of the Partnership and KMR's management of the Partnership's operations. By supporting the Partnership in executing its business strategy and assisting the Partnership in identifying acquisition and development opportunities that expand its business and operations, we expect to be able to help grow the Partnership's distributable cash flow. From time to time, we may facilitate the Partnership's growth through various forms of financial support, such as waiving our right to receive incentive distributions in respect of common units issued by KMP in conjunction with attractive acquisitions.

We believe investors in our common stock should focus on our dividends and the expected growth of those dividends over time. Our dividend policy provides that, subject to applicable law, we will pay quarterly cash dividends generally representing the cash we receive from our subsidiaries less any cash disbursements and reserves established by our board of directors. Our ability to pay dividends is driven by the distributions we receive from KMP and NGPL, less our general and administrative expenses, interest and cash taxes. In 2009 and 2010, we distributed an aggregate of $650 million and $700 million, respectively, to our current investors. In 2011, we expect to pay aggregate dividends of $820 million. We expect to pay an initial quarterly dividend of $0.29 per share. We anticipate that the first dividend on the common stock offered by this prospectus will be paid in May 2011 and that such dividend will be prorated for the portion of the quarter of 2011 that we are first public. See "Dividend Policy."

Partnership Distributions

KMP's partnership agreement requires KMP to distribute all available cash, as defined in its partnership agreement and described under the caption "Dividend Policy Distributions of Cash Under KMP's Partnership Agreement," after the end of each calendar quarter. KMP's limited partner interests consist of common units, Class B units and i-units. KMR is the sole owner of KMP's i-units. Under KMP's partnership agreement, the general partner and owners of its common units and Class B units receive distributions in cash, while KMR receives distributions in additional i-units. KMP does not distribute cash on i-units but instead retains that cash for use in its business. The cash equivalent of distributions of i-units is treated as if it had actually been distributed for purposes of determining the distributions (including the incentive distributions) to KMP's general partner, in which we indirectly own all of the common equity. When we refer to distributions to us from KMP in this Prospectus Summary, we include the value of KMR shares received as distributions on the KMR shares we own. On January 19, 2011, KMP announced distributions of $1.13 per common unit for the fourth quarter of 2010, resulting in total distributions of $4.40 per common unit for 2010.

Table of Contents

Our general partner interest entitles us to receive the following distributions from the Partnership when it makes distributions of cash from operations:

2% of all cash distributed in a quarter until the owners of all classes of Partnership units have received a total of $0.15125 per unit in cash or equivalent i-units for such quarter;

15% of all remaining cash distributed in a quarter until the owners of all classes of Partnership units have received a total of $0.17875 per unit in cash or equivalent i-units for such quarter;

25% of all remaining cash distributed in a quarter until the owners of all classes of Partnership units have received a total of $0.23375 per unit in cash or equivalent i-units for such quarter; and

50% of any available cash then remaining after $0.23375 per Partnership unit in cash or equivalent i-units has been distributed for such quarter.

The impact on us of changes in the Partnership's distribution levels will vary depending on several factors, including the Partnership's total outstanding partnership interests on the record date for the distribution, the aggregate cash distributions made by the Partnership and the interests in the Partnership owned by us. Generally, the distributions we receive in respect of our general partner interest increase when the distributions per limited partner interest increase and when the Partnership has additional limited partner interests outstanding. If the Partnership increases its distributions, we would expect to increase dividends to our stockholders, although the timing and amount of such increased dividends, if any, will not necessarily be comparable to the timing and amount of the increase in distributions made by the Partnership.

The graph below sets forth hypothetical distributions of cash payable to us in respect of our interests in the Partnership across an illustrative range of annualized distributions per common unit, including the distributions of $4.40 per common unit declared for 2010 and KMP's intended distribution of $4.60 per unit for 2011. This information excludes any cash distributions we receive from our equity interest in NGPL and is based upon the following assumptions:

the Partnership has an average of approximately 307 million units outstanding for the period; and

we own (1) the general partner interest in the Partnership, (2) an average of 21.7 million KMP units for the period and (3) an average of 12.6 million KMR shares for the period.

The graph below also illustrates the impact on those distributions at the $4.60 per common unit distribution rate if the Partnership had an additional 14 million common units outstanding at the beginning of the fiscal year. Additional outstanding common units of the Partnership would have proportionately similar effects at higher or lower distribution rates. This information is presented for illustrative purposes only; it is not intended to be a prediction of future performance and does not attempt to illustrate changes over time or the impact that changes in our or the Partnership's business, including differences that may result from changes in interest rates, energy prices or general economic conditions, or from any future acquisitions or expansion projects, divestitures or the issuance of additional debt or equity securities, will have on our or the Partnership's results of operations.

Table of Contents

Hypothetical Partnership Distributions of Cash from Operations Received

Note:

At each quarterly distribution, KMR receives a distribution of i-units and distributes an equivalent number of KMR shares to its shareholders, including us. After this offering, we expect to periodically sell the KMR shares we receive as distributions to generate cash. This table assumes that the net proceeds to us from the sale of such KMR shares equals the price used to calculate the number of KMR shares to be received in quarterly distributions.

(1)

A 4.5% increase in the hypothetical annualized distribution per unit of cash from operations from $4.40 to $4.60, with a 14 million unit increase in the total number of units outstanding, from approximately 307 million units to approximately 321 million units, results in an increase of 9.7%, or $121 million, in total hypothetical distributions to us.

(2)

The Partnership generally pays its distribution for a given quarter approximately 45 days after the quarter ends. $4.40 represents the distributions the Partnership paid in the last three quarters of 2010 and will pay in the first quarter of 2011 based on operations in 2010. Distributions actually paid in calendar 2010 were $4.32 per unit. $4.60 represents the distributions the Partnership expects to pay in the last three quarters of 2011 and the first quarter of 2012 based on operations in 2011. The Partnership expects to pay distributions of $4.57 per unit in 2011.

Table of Contents

Annual Cash Distributions by the Partnership to its Limited Partners and General Partner

From 1996 through 2011 (as estimated by the Partnership), the Partnership's annual distribution to its limited partners and general partner will have increased by a compound annual growth rate of 40%. The historical and estimated cash distributions (including the cash equivalent of i-unit distributions) to the limited partners and the general partner are shown in the graph set forth below:

(1) Total distributions paid to the general partner in 2010 were $884 million. These distributions to the general partner would have been $170 million greater in 2010 ($1,054 million) if all distributions paid in August 2010 had been cash from operations, rather than a portion being a distribution to the limited partners of cash from interim capital transactions. For more information, see "Dividend Policy Distributions of Cash Under KMP's Partnership Agreement Allocation of Distributions from Operations" and " Allocation of Distributions from Interim Capital Transactions."

(2) The Partnership generally pays its distribution for a given quarter approximately 45 days after the quarter ends. Partnership distributions are shown for the year in which they are paid rather than for the year in which the cash was generated. For example, for 2010, the Partnership will pay distributions of $4.40 per unit based on cash generated in 2010, while it paid distributions of $4.32 per unit in 2010. For 2011, the Partnership expects to pay distributions of $4.60 per unit based on cash generated in 2011, while it expects to pay distributions of $4.57 per unit in 2011.

Table of Contents

Annual Cash Distributions Received from the Partnership

From 1996 through 2011 (as estimated by the Partnership), the distributions we receive from the Partnership will have increased by a compound annual growth rate of 52%. The historical and estimated cash distributions we receive from the Partnership, including distributions received on KMP limited partner units and KMR shares owned by us, are shown in the graph set forth below:

(1) See footnote (1) to the previous graph.

(2) See footnote (2) to the previous graph.

Table of Contents

Our general and administrative expenses, interest and cash taxes incurred above the Partnership level reduce the amount of cash we have available to pay dividends from the amounts we receive from the Partnership. The distributions we receive from NGPL increase the amount we have available. For example, while we estimate we will receive $1,330 million in distributions from the Partnership in 2011, we estimate we will have $820 million available to pay dividends in that year. See "Dividend Policy."

The Partnership's Businesses

The Partnership focuses on providing fee-based services to customers, generally avoiding commodity price risks to the extent possible. KMP's operations are conducted through its subsidiaries and are grouped into the following five business segments:

Products Pipelines Consists of approximately 8,400 miles of refined petroleum products pipelines that deliver gasoline, diesel fuel, jet fuel and natural gas liquids to various markets; plus approximately 60 associated product terminals and petroleum pipeline transmix processing facilities serving customers across the United States;

Natural Gas Pipelines Consists of approximately 15,000 miles of natural gas transmission pipelines and gathering lines, plus natural gas storage, treating and processing facilities, through which natural gas is gathered, transported, stored, treated, processed and sold;

CO_2 Produces, markets and transports, through approximately 1,400 miles of pipelines, carbon dioxide, commonly called "CO_2," to oil fields that use carbon dioxide to increase production of oil; owns interests in and/or operates eight oil fields in West Texas; and owns and operates a 450-mile crude oil pipeline system in West Texas;

Terminals Consists of approximately 120 owned or operated liquids and bulk terminal facilities and more than 30 rail transloading and materials handling facilities located throughout the United States and portions of Canada, which together transload, store and deliver a wide variety of bulk, petroleum, petrochemical and other liquids products for customers across the United States and Canada; and

Kinder Morgan Canada Transports crude oil and refined petroleum products through over 2,500 miles of pipelines from Alberta, Canada to marketing terminals and refineries in British Columbia, the State of Washington and the Rocky Mountains and Central regions of the United States.

The Partnership's Competitive Strengths

Large and well-diversified operating asset base. KMP's diversified asset base reduces its exposure to sector specific risks and provides a substantial platform for accretive growth opportunities. The Partnership is one of the largest energy transportation and storage companies in North America in terms of market capitalization. In the United States, we believe KMP is:

- the largest independent transporter of petroleum products (by barrels of petroleum products transported);
- the second largest transporter of natural gas (together with NGPL) (by miles of natural gas transmission pipeline);
- the largest provider of contracted natural gas treating services (by gallons per minute of natural gas treating capacity);

the largest transporter of CO_2 (by cubic feet per day of CO_2 transportation capacity);

the second largest crude oil producer in Texas (by gross barrels of crude oil produced); and the largest independent liquids terminal operator (by barrels of liquids terminaling capacity).

Strategically positioned asset base. The Partnership's transportation and storage assets are an important part of the energy infrastructure of the United States and Canada, and their geographic diversity gives the Partnership opportunities to participate in most significant developments across the United States energy industry. This positioning leads to accretive investment and acquisition opportunities. The Partnership's products pipelines and associated terminals are strategically located with origins in refinery centers and/or ports and terminuses in population centers. KMP's and its joint ventures' natural gas operations are positioned in many of the most important domestic natural gas basins and supply points, including the Barnett, Eagle Ford, Fayetteville and Haynesville shale gas formations and the Rocky Mountains area of the United States. The Partnership's terminals are strategically located on three coasts and on inland waterways to serve their customers. The Partnership's Canadian pipelines are well positioned to take advantage of growth in production from the Canadian oil sands.

Growing distributions. The nature of KMP's assets and the opportunities that arise from them have allowed it to consistently grow annual distributions. From 1996 through 2011 (as estimated by the Partnership), the Partnership's total distributions will have grown by a compound annual growth rate of 40%. During the same period, the distributions we receive from the Partnership will have grown by a compound annual growth rate of 52%. The Partnership focuses on providing fee-based services to customers, while generally avoiding commodity price risks. Management is committed to substantially hedging commodity price risk and maintaining an acquisition strategy focused on fee-based assets.

Financial flexibility. The Partnership has successfully raised capital throughout different financial cycles. Since 1997, KMP has raised approximately $21.4 billion in new public capital, including approximately $10.5 billion in equity. Ready access to capital, due in part to its investment grade credit ratings, provides the Partnership with financial flexibility to pursue its growth strategy.

Experienced and proven management team. KMP has a well-regarded management team with extensive experience in the pipeline and terminals sectors. KMP's management has a proven track record of identifying and executing on attractive growth projects and of delivering equity returns in a variety of competitive and regulatory environments. The management team is led by one of our founders, Richard D. Kinder, who serves as Chairman and Chief Executive Officer. Mr. Kinder has 30 years of experience in the midstream energy industry. Neither Mr. Kinder nor any member of the senior management team is selling shares in this offering, and they will continue to hold a significant ownership stake in us immediately following this offering.

The Partnership's Strategy

The Partnership's strategy is to:

Focus on fee-based energy transportation and storage assets that are central to the energy infrastructure of growing markets within North America;

Increase utilization of its existing assets while controlling costs, operating safely and employing environmentally sound operating practices by:

focusing on traditional fixed cost businesses with little variable costs; and

improving productivity to drop top-line growth to the bottom line;

Leverage economies of scale from incremental acquisitions and expansions of assets that fit within the Partnership's strategy and are accretive to cash flow by:

Table of Contents

- reducing redundant overhead; and
- applying best practices to acquired operations; and

Maximize the benefits of the Partnership's financial structure to create and return value to the Partnership's unitholders by:

- owning assets in the most tax efficient structure, enabling increasing distributions from high cash flow businesses; and
- maintaining a strong balance sheet to provide flexibility when raising capital for acquisitions and expansions.

The Partnership's Growth Drivers

We believe the Partnership's growth will be driven by a combination of organic growth, expansion opportunities and acquisition opportunities. This is supported by the Partnership's historical record and the continued demand for energy infrastructure in the areas it serves.

Organic Growth

We believe the Partnership will continue to realize organic growth in cash flows, including from the following sources:

- Tariffs on KMP's products pipelines and terminals that increase as a function of inflation-based indexes, such as the Producer Price Index, or by contractually agreed amounts;
- Rates on KMP's terminals and natural gas pipelines that increase as contracts expire and are renegotiated, driven by demand for terminaling capacity and for natural gas;
- Increased utilization of KMP's existing assets;
- Impact of higher oil prices on our production and on demand for CO_2; and
- Increases in KMP's crude oil hedge prices over time. Currently, KMP's average hedge prices increase from $59 per barrel in 2010 to $69 per barrel in 2011 to $84 per barrel in 2012.

Expansion Opportunities

From 1998 through 2010, the Partnership has invested approximately $12 billion in expansion projects. We believe there will be continued opportunity to expand the Partnership's businesses in the future due to the dynamic nature of the energy industry, including the following identified trends:

- Natural gas is a logical fuel of choice to meet the United States' energy needs. It is cheap, abundant domestically (largely due to the shale discoveries, including the Haynesville, Eagle Ford, Fayetteville, Barnett and Marcellus formations) and cleaner than many other fuel sources;

The proliferation of petroleum product specifications which require dedicated facilities to satisfy the Partnership's customers' desire for optionality;

The U.S. Environmental Protection Agency's Renewable Fuel Standard, which requires an increase in the supply of renewable fuels, much of which is required to be blended into conventional fuels, from 9 billion gallons in 2008 to 36 billion gallons by 2022;

The continued demand for transportation of Canadian crude oil and refined products to the West coast; and

Increased demand for CO_2 for enhanced oil recovery driven by higher oil prices.

Table of Contents

In addition, we believe that the significant amount of oil remaining in the Yates and SACROC fields, as well as continuing technology improvements, will lead to additional opportunities to invest capital in KMP's CO_2 segment to produce additional oil.

Acquisition Opportunities

From 1998 through 2010, the Partnership completed approximately $10 billion in acquisitions, including approximately $1.3 billion in 2010. We believe that sales by exploration and production companies of their midstream assets in order to deploy capital into their core businesses, the fragmented nature of the bulk terminals industry, and asset sales by major oil and gas companies will present attractive acquisition opportunities in the future.

The Partnership's Challenges

The Partnership faces a number of challenges in implementing its business strategy. For example:

Regulatory. New regulations, rulemaking and oversight, as well as changes in regulations by agencies having jurisdiction over the Partnership's pipelines, storage facilities and operations, affect almost every part of its business. These matters could adversely affect its operations and financial condition.

Crude Oil Production Volumes. The Partnership's oil development and production operations depend in part on its ability to produce expected volumes and to develop additional reserves that are economically recoverable. In 2011, it expects to produce approximately 29,400 barrels per day of crude oil at the SACROC field and 22,500 barrels per day (11,250 barrels per day attributable to KMP's 50% share) at the Yates field. In 2011, at budgeted prices, every 1,000 barrel per day change at SACROC and Yates impacts the CO_2 segment's cash flows by approximately $25 million and $13 million, respectively.

Crude Oil Prices. The Partnership is exposed to fluctuations in crude oil prices in its CO_2 segment. The Partnership's 2011 budget assumes an $89 per barrel realized price on unhedged barrels, and it estimates that every $1 change in the average West Texas Intermediate crude oil price per barrel would impact its CO_2 segment cash flows by approximately $5.5 million.

Economically Sensitive Businesses. The Partnership transports, handles and stores some products, such as steel and gasoline, which can be sensitive to economic conditions. In weaker economic environments, the Partnership's cash flows may be negatively impacted compared to its expectations as a result of lower volumes from these products.

Acquisitions. Any inability to access capital markets at the time an acquisition opportunity becomes available will impair the Partnership's ability to execute acquisitions and expansion opportunities. Further, operations acquired may underperform expectations and prove difficult to integrate into existing Partnership operations. Our certificate of incorporation and shareholders agreement provide that the Sponsor Investors identified in this prospectus and their affiliates may pursue for their own account acquisition opportunities that may be complementary to our business. As a result, those acquisition opportunities may not be available to us.

Environmental. Laws and regulations relating to the protection of the environment, natural resources and human health and safety affect many aspects of the Partnership's operations, and compliance with such laws and regulations requires significant expenditures. Liability under environmental laws and regulations may be incurred without regard to fault.

Terrorism. Public warnings have been issued that indicate that pipelines and other energy assets might be specific targets of terrorist organizations. In light of these circumstances, our

Table of Contents

operations could require increased security measures, and there is no assurance that adequate sabotage and terrorism insurance will be available at rates we believe are reasonable.

Interest Rates. Approximately 50% of the Partnership's debt is floating rate debt. The Partnership estimates that a full-year impact of a 100 basis point increase in rates for 2011 would equate to an approximately $60 million increase in the Partnership's interest expense.

For a further discussion of these and other challenges the Partnership faces, please read "Risk Factors" and "Information Regarding Forward-Looking Statements."

Background and Investors

The Partnership was formed in 1992, and its general partner was acquired by Richard D. Kinder and William V. Morgan in 1997. We were formed in 2006 in connection with a transaction we refer to as the "Going Private Transaction," and are currently owned by individuals and entities we refer to collectively as the "Investors." The Investors are:

- Richard D. Kinder, our Chairman and Chief Executive Officer;
- investment funds advised by, or affiliated with, Goldman, Sachs & Co. (which funds we refer to as "Goldman Sachs"), Highstar Capital LP, The Carlyle Group and Riverstone Holdings LLC, which we refer to collectively as the "Sponsor Investors;"
- Fayez Sarofim, one of our directors, and investment entities affiliated with him, and an investment entity affiliated with Michael C. Morgan, another of our directors, and William V. Morgan, one of our founders, whom we refer to collectively as the "Original Stockholders;" and
- a number of other members of our management, whom we refer to collectively as "Other Management."

Prior to the closing of this offering, Kinder Morgan Holdco LLC will be converted from a Delaware limited liability company to a Delaware corporation to be named Kinder Morgan, Inc., and its outstanding units will be converted into shares of our capital stock. These conversion transactions are referred to in this prospectus as the "Conversion Transactions." See "The Transactions."

Our Capital Stock

Following the Conversion Transactions, our capital stock will consist of common stock, Class A shares, Class B shares and Class C shares. The Class A shares, Class B shares and Class C shares are owned by the Investors and are collectively referred to as "investor retained stock." Following the completion of this offering, shares of our investor retained stock will be convertible into a fixed aggregate of 627,000,000 shares of our common stock. As a result, we will have 707,000,000 shares of common stock outstanding following this offering on a fully-converted basis. In the aggregate, our investor retained stock is entitled to receive a dividend per share on a fully-converted basis equal to the dividend per share on our common stock. The conversion of shares of investor retained stock into shares of common stock will not increase our total fully-converted shares outstanding, impact the aggregate dividends we pay or the dividends we pay per share on our common stock. As a result, the holders of our common stock will not be diluted by the conversion of the investor retained stock into shares of our common stock.

The Sponsor Investors are the selling stockholders in this offering and will convert some of their investor retained stock into the common stock they sell. In the event the underwriters exercise their option to purchase additional shares of common stock in connection with this offering, an additional portion of the shares of investor retained stock held by the Sponsor Investors will be converted into shares of common stock to be sold in this offering, and there will be a corresponding decrease in the aggregate number of shares of common stock underlying the investor retained stock.

Table of Contents

The Class A shares represent the total capital contributed by our Investors at the time of the Going Private Transaction. The Class B shares and Class C shares represent incentive compensation that will be held by members of management, including Mr. Kinder only in the case of the Class B shares. Holders of our common stock will not bear any of the direct economic cost of this incentive compensation arrangement and will not be diluted as a result. See "Management Executive Compensation Compensation Discussion and Analysis Compensation Related to the Going Private Transaction."

The following table sets forth the percentage of our common stock on a fully-converted basis represented by the investor retained stock held by the Investors and the percentage represented by the shares of common stock owned by the public, both immediately before and immediately after this offering:

	Immediately before this offering	Immediately after this offering (assuming no exercise of the underwriters' option)	Immediately after this offering (assuming exercise of the underwriters' option in full)
Richard D. Kinder	30.6%	30.6%	30.6%
Funds affiliated with Goldman Sachs	25.2	20.8	20.1
Funds affiliated with Highstar Capital LP	16.0	13.1	12.7
Funds affiliated with The Carlyle Group	11.2	9.2	8.9
Funds affiliated with Riverstone Holdings LLC	11.2	9.2	8.9
Original Stockholders	5.2	5.2	5.2
Other Management	0.6	0.6	0.6
Total held by the Investors	100.0	88.7	87.0
Public		11.3	13.0
Total	100.0%	100.0%	100.0%

Note:

Amounts in the table assume the outstanding Class A shares are fully converted into all the shares of common stock underlying the investor retained stock and that the Class B and Class C shares are converted into zero shares of common stock. Our Class A shares, Class B shares and Class C shares will be convertible into a fixed aggregate number of shares of our common stock after the completion of this offering. Our Class A shares initially will be convertible into shares of common stock on a one-for-one basis, and our Class B shares and Class C shares initially will not be convertible into any shares of common stock. Under circumstances specified in our certificate of incorporation as described in "Description of Our Capital Stock Classes of Common Stock General," our Class B shares and Class C shares may convert into shares of common stock, and each share of common stock issued upon conversion of the Class B shares or Class C shares will decrease on a share-for-share basis the number of shares of common stock into which our Class A shares would be able to convert.

After the expiration of lock-up agreements entered into in connection with this offering, the Sponsor Investors will be able to convert their shares of investor retained stock and sell shares of common stock. In addition, subject to certain additional restrictions, Richard D. Kinder and the Original Stockholders may convert their shares of investor retained stock and sell shares of common stock. See "Description of Our Capital Stock Voluntary Conversion" and "Certain Relationships and Related Party Transactions Shareholders Agreement Registration Rights" and " Transfer Restrictions."

For more information about our classes of capital stock and the ownership of our capital stock, see "Description of Our Capital Stock" and "Principal and Selling Stockholders."

Table of Contents

Governance Matters

Our shareholders agreement with the Investors governs, among other things, the selection of nominees for our board of directors. See "Certain Relationships and Related Party Transactions Shareholders Agreement."

After the offering, our board of directors will consist of thirteen members:

- six directors nominated by the Sponsor Investors;
- five directors nominated by Richard D. Kinder; and
- two additional independent directors.

The number of directors each Sponsor Investor has the right to nominate is based on its level of ownership in us. Each of the Sponsor Investors has the right to nominate one director as long as it owns at least 2.5% of the voting power entitled to vote for the election of directors. Each group of funds affiliated with Goldman Sachs and Highstar Capital LP has the right to nominate an additional director so long as it owns at least 5.0% of the voting power entitled to vote for the election of directors.

Substantially all actions brought before our board of directors while the Sponsor Investors collectively have the right to appoint at least five nominees will require supermajority board approval, which is initially eight directors.

For more information about our governance, see "Certain Relationships and Related Party Transactions Shareholders Agreement" and "Description of Our Capital Stock."

Table of Contents

Our Organizational Structure

The following diagram depicts in a simplified form our organizational structure immediately following the consummation of the Conversion Transactions and this offering:

(1) Immediately after the completion of this offering, Richard D. Kinder, the Original Stockholders and Other Management will own Class A shares and members of management, including Mr. Kinder only in the case of Class B shares, will own Class B shares and Class C shares. Class A shares initially

will be convertible into shares of common stock on a one-for-one basis, and the Class B shares and Class C shares initially will not be convertible into any shares of common stock. Assuming the outstanding Class A shares are fully converted into all the shares of common stock underlying the investor retained stock and that the Class B shares and Class C shares are converted into zero shares of common stock, Mr. Kinder, the Original Stockholders and Other Management will hold approximately 30.6%, 5.2% and 0.6%, respectively, of our common stock on a fully-converted basis after the completion of this offering.

Table of Contents

(2) Immediately after the completion of this offering, the Sponsor Investors will own Class A shares. Assuming the outstanding Class A shares are fully converted into all the shares of common stock underlying the investor retained stock and that the Class B shares and Class C shares are converted into zero shares of common stock, the Sponsor Investors will hold approximately 52.3% of our common stock on a fully-converted basis after the completion of this offering.

(3) Immediately after the completion of this offering, purchasers of shares in this offering will own approximately 11.3% of our common stock on a fully-converted basis. This ownership percentage will not be impacted by the conversion of Class A, Class B, or Class C shares into common stock since our investor retained stock is convertible into a fixed number of shares of common stock.

(4) With respect to matters other than the election of directors, each holder of Class A shares will be entitled to one vote for each Class A share and holders of Class B shares and holders of Class C shares will not be entitled to vote. With respect to the election of directors, each holder of Class A shares will be entitled to one vote for each Class A share, each holder of Class B shares will be entitled to $^{1}/_{10}$ of one vote for each Class B share and each holder of Class C shares will be entitled to $^{1}/_{10}$ of one vote for each Class C share.

(5) Each holder of common stock will be entitled to one vote for each share of common stock on all matters.

Offices

The address of our principal executive offices is 500 Dallas Street, Suite 1000, Houston, Texas 77002, and our telephone number at this address is (713) 369-9000.

Table of Contents

The Offering

Common stock offered by the selling stockholders	80,000,000 shares.
Option to purchase additional shares of common stock	The selling stockholders have granted the underwriters an option for a period of 30 days from the date of this prospectus to purchase up to 12,000,000 additional shares of common stock.
Common stock to be outstanding immediately after this offering	80,000,000 shares (92,000,000 shares if the option to purchase additional shares is exercised in full).
Common stock into which outstanding shares of investor retained stock will be convertible immediately after this offering	627,000,000 shares (615,000,000 shares if the option to purchase additional shares is exercised in full).
Common stock to be outstanding immediately after this offering on a fully-converted basis	707,000,000 shares.
Use of proceeds	We will not receive any of the proceeds from the sale of shares in this offering.
Dividend policy	Our dividend policy provides that, subject to applicable law, we will pay quarterly cash dividends generally representing the cash we receive from our subsidiaries less any cash disbursements and reserves established by our board of directors, including for general and administrative expenses, interest and cash taxes. We expect to pay an initial quarterly dividend of $0.29 per share. We anticipate that the first dividend on the common stock offered by this prospectus will be paid in May 2011 and that such dividend will be prorated for the portion of the quarter of 2011 that we are first public. However, the actual amount of dividends will depend on many factors. See "Dividend Policy."
Voting rights	Holders of common stock will be entitled to one vote per share. As to the investor retained stock, holders of Class A shares will be entitled to one vote per share, and holders of Class B shares and Class C shares will be entitled to 1/10th of a vote per share on the election of directors. Upon completion of this offering, the investor retained stock will represent approximately 88.8% of the voting power of all of our outstanding capital stock with respect to the election of directors. See "Description of Our Capital Stock."

Table of Contents

	If the underwriters exercise in full their option to purchase additional shares of common stock, the aggregate voting power with respect to the election of directors of holders of our common stock purchased in this offering will increase from 11.2% to 12.8%, and the aggregate voting power of the investor retained stock will decrease correspondingly.
New York Stock Exchange symbol	KMI
Risk factors	An investment in our common stock involves risks. See "Risk Factors" and "Information Regarding Forward-Looking Statements" in this prospectus. Realization of any of those risks or adverse results from the listed matters could have a material adverse effect on our business, financial condition, cash flows and results of operations.
Conflicts of interest	Affiliates of Goldman, Sachs & Co., one of the underwriters in this offering, beneficially own more than 10% of our capital stock. Goldman, Sachs & Co. is therefore considered by the Financial Industry Regulatory Authority, or FINRA, to have a conflict of interest with us in regards to this offering. Accordingly, Barclays Capital Inc. is acting as a "qualified independent underwriter" in this offering. See "Underwriting Relationships and Conflicts of Interest."

Unless otherwise indicated, references in this prospectus to the number of shares of common stock to be outstanding immediately after this offering exclude 17,750,000 shares of common stock issuable in the future under our equity compensation plans, consisting of 15,000,000, 2,500,000 and 250,000 shares of common stock reserved for issuance under our Stock Incentive Plan, Employees Stock Purchase Plan and Stock Compensation Plan for Non-Employee Directors, respectively.

Table of Contents

Summary Financial Data

You should read the following summary financial data of Kinder Morgan Holdco LLC and Kinder Morgan Kansas, Inc. together with "The Transactions," "Selected Historical Consolidated Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the historical financial statements and related notes of Kinder Morgan Holdco LLC and Kinder Morgan Kansas, Inc. included elsewhere in this prospectus. For accounting purposes, Kinder Morgan Kansas, Inc. is considered our predecessor for all periods ended on or before May 31, 2007, the date of closing of the Going Private Transaction.

The statement of operations and statement of cash flows data for the years ended December 31, 2009 and 2008 and the seven months ended December 31, 2007 and the balance sheet data as of December 31, 2009, 2008 and 2007 have been derived from the audited consolidated financial statements of Kinder Morgan Holdco LLC included elsewhere in this prospectus. The statement of operations and statement of cash flows data for the five months ended May 31, 2007 have been derived from the audited consolidated financial statements of Kinder Morgan Kansas, Inc. included elsewhere in this prospectus. The statement of operations and statement of cash flows data for the nine months ended September 30, 2010 and 2009 and the balance sheet data as of September 30, 2010 have been derived from the unaudited consolidated financial statements of Kinder Morgan Holdco LLC included elsewhere in this prospectus. The unaudited interim consolidated financial statements include all adjustments (consisting of normal, recurring adjustments) that are, in the opinion of management, necessary for a fair presentation of our financial position and results of operations for the periods presented. The interim results of operations are not necessarily indicative of operations for a full fiscal year.

The summary historical financial information is not indicative of our expected future operating results. Further, the summary historical financial information

- for periods prior to February 15, 2008, does not reflect our sale of 80% of NGPL and the application of the approximately $5.9 billion of proceeds from that sale;

- for periods prior to May 31, 2007, does not reflect the Going Private Transaction which was accounted for as a business combination, requiring that we record the assets acquired and liabilities assumed at their values as of the date of the Going Private Transaction, resulting in a new basis of accounting. The SEC's "push down" accounting rules required our new accounting basis in Kinder Morgan Kansas, Inc.'s assets and liabilities to be reflected in Kinder Morgan Kansas, Inc.'s financial statements effective with the closing of the Going Private Transaction; and

- for periods subsequent to December 31, 2005, consolidates the accounts, balances and results of operations of the Partnership into our financial statements.

Table of Contents

	Kinder Morgan Holdco LLC(1)					Kinder Morgan Kansas, Inc.
	Nine Months Ended September 30,		Year Ended December 31,		Seven Months Ended December 31,	Five Months Ended May 31,
	2010	2009	2009	2008	2007	2007
	(Unaudited)	(Unaudited)				
	(In millions, except per share amounts)					
Statement of operations data:						
Revenues	$ 6,236.7	$ 5,234.5	$ 7,185.2	$ 12,094.8	$ 6,394.7	$ 4,165.1
Operating income (loss)(2)(3)(4)(5)	830.9	1,047.8	1,407.2	(2,472.1)	1,042.8	204.8
Earnings (loss) from equity investments(6)	(256.1)	164.2	221.9	201.1	56.8	40.7
Income (loss) from continuing operations	133.4	583.0	772.8	(3,202.3)	286.6	(142.0)
Income (loss) from discontinued operations, net of tax(7)	(0.4)	0.4	0.3	(0.9)	(1.5)	298.6
Net income (loss)	133.0	583.4	773.1	(3,203.2)	285.1	156.6
Net income attributable to noncontrolling interests(8)	(237.3)	(215.5)	(278.1)	(396.1)	(37.6)	(90.7)
Net income (loss) attributable to Kinder Morgan Holdco LLC/Kinder Morgan Kansas, Inc.(9)	(104.3)	367.9	495.0	(3,599.3)	247.5	65.9
Unaudited pro forma net income (loss) per share of common stock (basic and diluted)(10)	(0.15)	0.52	0.70	(5.09)	0.35	
Statement of cash flows data:						
Capital expenditures(11):						
Kinder Morgan Holdco LLC/Kinder Morgan Kansas, Inc.	4.7	1.0	0.5	12.3	170.9	77.3
KMP and its subsidiaries(12)	722.1	1,075.4	1,323.8	2,533.0	1,116.1	575.5
Cash dividends/distributions to members	500.0	300.0	650.0		83.7	234.9
Balance sheet data (end of period):						
Net property, plant and equipment	16,947.9		16,803.5	16,109.8	14,803.9	
Total assets	28,748.8		27,581.0	25,444.9	36,195.8	
Long-term debt:						
Kinder Morgan Holdco LLC/Kinder Morgan Kansas, Inc. and its subsidiaries (excluding KMP and its subsidiaries)(13)	2,127.6		2,882.0	2,880.9	8,641.8	
KMP and its subsidiaries(14)	10,278.6		9,997.7	8,274.9	6,455.9	

(1) Includes significant impacts resulting from Kinder Morgan Kansas, Inc.'s Going Private Transaction. See note 2 to Kinder Morgan Kansas, Inc.'s annual consolidated financial statements for additional information.

(2) Includes non-cash goodwill impairment charges of $4,033.3 million in the year ended December 31, 2008.

(3) Includes a goodwill impairment charge of $377.1 million in the five months ended May 31, 2007 relating to the Partnership's acquisition of Trans Mountain Pipeline from Kinder Morgan Kansas, Inc. effective April 30, 2007. See note 7 to Kinder Morgan Kansas, Inc.'s annual consolidated financial statements for additional information.

(4) Includes a $158.0 million litigation reserve in the nine months ended September 30, 2010 related to KMP's West Coast pipeline rate case.

(5) Includes a $200.0 million litigation reserve in the nine months ended September 30, 2010 related to the Going Private Transaction litigation settlement. See note 11 to our interim consolidated financial statements included elsewhere in this prospectus.

(6) Includes an impairment charge of $430.0 million in the nine months ended September 30, 2010 to reduce the carrying value of our investment in NGPL.

(7) In the five months ended May 31, 2007, primarily relates to the Canada-based and U.S. retail gas distribution businesses and the Corridor Pipeline System that we owned.

(8) Includes application of new accounting policies for noncontrolling interests adopted in 2009 in accordance with Accounting Standards Codification 810, "Consolidation," and applied to all years presented. See note 2 to our annual consolidated financial statements for additional information.

Table of Contents

(9)
Includes an approximately $106.6 million reduction in the income we recognized for our general partner interest in KMP due to a KMP distribution of cash from interim capital transactions in the nine months ended September 30, 2010. See note 11 to our interim consolidated financial statements included elsewhere in this prospectus.

(10)
Unaudited pro forma net income (loss) per share of common stock is calculated using the two-class method, and our Class A, Class B and Class C shares are participating securities. In the computation of net income (loss) per share, net income is allocated to common stock and participating securities to the extent that each security shares in earnings, which for the investor retained stock is in direct proportion to the maximum number of shares of common stock into which it can convert. For the basic per share computation, the total net income attributable to the common stock is divided by the 80,000,000 shares that will be sold by the selling stockholders in this offering. For the diluted per share computation, total net income attributable to us is divided by 707,000,000 shares, which includes the 80,000,000 shares of common stock to be sold in this offering and the 627,000,000 shares of common stock into which the investor retained stock is then convertible. The number of shares of common stock on a fully-converted basis is the same before and after any conversion of our investor retained stock. Each time one share of common stock is issued upon conversion of investor retained stock, the number of shares of common stock goes up by one, and the number of shares of common stock into which the investor retained stock is convertible goes down by one. Accordingly, there is no difference between basic and diluted pro forma net income (loss) per share because the conversion of Class A, Class B, and Class C shares into shares of common stock does not impact the number of shares of common stock on a fully-converted basis.

(11)
Capital expenditures shown are for continuing operations only.

(12)
Includes capital expenditures of Trans Mountain Pipeline, which KMP acquired from Kinder Morgan Kansas, Inc. effective April 30, 2007. In accordance with applicable accounting standards, amounts for both 2007 periods reflect capital expenditures as though the transfer of Trans Mountain to KMP had occurred on January 1, 2006.

(13)
Excludes value of interest rate swaps. Increases to long-term debt for value of interest rate swaps for Kinder Morgan Kansas, Inc. and its subsidiaries (excluding KMP and its subsidiaries) totaled $76.6 million, $28.5 million, $19.7 million and $47.5 million as of September 30, 2010 and December 31, 2009, 2008 and 2007, respectively.

(14)
Excludes value of interest rate swaps. Increases to long-term debt for value of interest rate swaps for KMP and its subsidiaries totaled $952.7 million, $332.5 million, $951.3 million and $152.2 million as of September 30, 2010 and December 31, 2009, 2008 and 2007, respectively.

Table of Contents

RISK FACTORS

Investing in our common stock involves risks. You should carefully consider the risks described below, in addition to the other information contained in this prospectus, before investing in our common stock. Realization of any of the following risks, or adverse results from any matter listed under "Information Regarding Forward-Looking Statements," could have a material adverse effect on our business, financial condition, cash flows and results of operations and could result in a decline in the trading price of our common stock. You might lose all or part of your investment. This prospectus also contains forward-looking statements, estimates and projections that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements, estimates and projections as a result of specific factors, including the risks described below.

Risks Related to Our Business

All of our operations are conducted by our subsidiaries, including the Partnership and its subsidiaries and joint ventures, and our equity investees, particularly NGPL. To the extent that a risk described below relates to both the Partnership's and NGPL's businesses, we use the terms "we," "us" and "our" to refer to those entities' businesses. Where the risk described is particular to the Partnership's business or to NGPL's business, the risk factor refers specifically to that entity.

We are dependent on cash distributions received from the Partnership.

Approximately 95% of the distributions we received from our subsidiaries for both the nine months ended September 30, 2010 and the year ended December 31, 2009 were attributable to the Partnership. A decline in the Partnership's revenues or increases in its general and administrative expenses, principal and interest payments under existing and future debt instruments, expenditures for taxes, working capital requirements or other cash needs will limit the amount of cash the Partnership can distribute to us, which would reduce the amount of cash available for distribution to our stockholders, which could be material.

New regulations, rulemaking and oversight, as well as changes in regulations, by regulatory agencies having jurisdiction over our operations could adversely impact our income and operations.

Our pipelines and storage facilities are subject to regulation and oversight by federal, state and local regulatory authorities, such as the Federal Energy Regulatory Commission, referred to as the "FERC," the California Public Utilities Commission, referred to as the "CPUC," and Canada's National Energy Board. Regulatory actions taken by these agencies have the potential to adversely affect our profitability. Regulation affects almost every part of our business and extends to such matters as:

- rates (which include reservation, commodity, surcharges, fuel and gas lost and unaccounted for), operating terms and conditions of service;
- the types of services we may offer to our customers;
- the contracts for service entered into with our customers;
- the certification and construction of new facilities;
- the integrity, safety and security of facilities and operations;
- the acquisition of other businesses;
- the acquisition, extension, disposition or abandonment of services or facilities;

reporting and information posting requirements;

Table of Contents

- the maintenance of accounts and records; and

- relationships with affiliated companies involved in various aspects of the natural gas and energy businesses.

Should we fail to comply with any applicable statutes, rules, regulations, and orders of such regulatory authorities, we could be subject to substantial penalties and fines.

New regulations sometimes arise from unexpected sources. For example, the Department of Homeland Security Appropriation Act of 2007 required the Department of Homeland Security to issue regulations establishing risk-based performance standards for the security of chemical and industrial facilities, including oil and gas facilities that are deemed to present "high levels of security risk."

New laws or regulations or different interpretations of existing laws or regulations, including unexpected policy changes, applicable to us or our assets could have a material adverse impact on our business, financial condition and results of operations. See "Description of Business Regulatory and Compliance Matters."

Pending FERC and CPUC proceedings seek substantial refunds and reductions in tariff rates on some of the Partnership's pipelines. If the proceedings are determined adversely to the Partnership, they could have a material adverse impact on us.

Regulators and shippers on our pipelines have rights to challenge, and have challenged, the rates we charge under certain circumstances prescribed by applicable regulations. Some shippers on various KMP pipelines have filed complaints with the FERC and the CPUC that seek substantial refunds for alleged overcharges during the years in question and prospective reductions in the tariff rates on the Partnership's Pacific operations' pipeline system. Further, the FERC has initiated an investigation to determine whether some interstate natural gas pipelines, including KMP's Kinder Morgan Interstate Gas Transmission pipeline, have over-collected on rates charged to shippers. NGPL recently settled a proceeding brought by the FERC with respect to the rates charged by Natural Gas Pipeline Company of America. This settlement will result in a reduction in the rates it may charge in the future. We may face challenges, similar to those described in notes 11 and 12 to our interim consolidated financial statements included elsewhere in this prospectus, to the rates we charge on our pipelines. Any successful challenge could materially adversely affect our future earnings, cash flows and financial condition.

Energy commodity transportation and storage activities involve numerous risks that may result in accidents or otherwise adversely affect our operations.

There are a variety of hazards and operating risks inherent to natural gas transmission and storage activities and refined petroleum products and carbon dioxide transportation activities such as leaks, explosions and mechanical problems that could result in substantial financial losses. In addition, these risks could result in serious injury and loss of human life, significant damage to property and natural resources, environmental pollution and impairment of operations, any of which also could result in substantial financial losses. For pipeline and storage assets located near populated areas, including residential areas, commercial business centers, industrial sites and other public gathering areas, the level of damage resulting from these risks could be greater. Incidents that cause an interruption of service, such as when unrelated third party construction damages a pipeline or a newly completed expansion experiences a weld failure, may negatively impact our revenues and earnings while the affected asset is temporarily out of service. In addition, if losses in excess of our insurance coverage were to occur, they could have a material adverse effect on our business, financial condition and results of operations.

Table of Contents

Increased regulatory requirements relating to the integrity of our pipelines will require us to spend additional money to comply with these requirements.

Through our regulated pipeline subsidiaries, we are subject to extensive laws and regulations related to pipeline integrity. There are, for example, federal guidelines for the U.S. Department of Transportation and pipeline companies in the areas of testing, education, training and communication. The U.S. Department of Transportation issued final rules (effective February 2004 with respect to natural gas pipelines) requiring pipeline operators to develop integrity management programs to comprehensively evaluate their pipelines and take measures to protect pipeline segments located in what the rules refer to as "High Consequence Areas." The ultimate costs of compliance with the integrity management rules are difficult to predict. The majority of the costs to comply with the rules are associated with pipeline integrity testing and the repairs found to be necessary. Changes such as advances of in-line inspection tools, identification of additional threats to a pipeline's integrity and changes to the amount of pipeline determined to be located in "High Consequence Areas" can have a significant impact on the costs to perform integrity testing and repairs. We plan to continue our pipeline integrity testing programs to assess and maintain the integrity of our existing and future pipelines as required by the U.S. Department of Transportation rules. The results of these tests could cause us to incur significant and unanticipated capital and operating expenditures for repairs or upgrades deemed necessary to ensure the continued safe and reliable operation of our pipelines.

Further, additional laws and regulations that may be enacted in the future or a new interpretation of existing laws and regulations could significantly increase the amount of these expenditures. There can be no assurance as to the amount or timing of future expenditures for pipeline integrity regulation, and actual future expenditures may be different from the amounts we currently anticipate. Revised or additional regulations that result in increased compliance costs or additional operating restrictions, particularly if those costs are not deemed by regulators to be fully recoverable from our customers, could have a material adverse effect on our business, financial position, results of operations and prospects.

We may face competition from competing pipelines and other forms of transportation into the markets we serve as well as with respect to the supply for our pipeline systems.

Any current or future pipeline system or other form of transportation that delivers petroleum products or natural gas into the markets that our pipelines serve could offer transportation services that are more desirable to shippers than those we provide because of price, location, facilities or other factors. To the extent that an excess of supply into these market areas is created and persists, our ability to recontract for expiring transportation capacity at favorable rates or otherwise to retain existing customers could be impaired. We also could experience competition for the supply of petroleum products or natural gas from both existing and proposed pipeline systems. Several pipelines access many of the same areas of supply as our pipeline systems and transport to markets not served by us.

Cost overruns and delays on the Partnership's expansion and new build projects could adversely affect its business.

The Partnership has recently completed several major expansion and new build projects, including the joint venture projects Rockies Express Pipeline, Midcontinent Express Pipeline and Fayetteville Express Pipeline. The Partnership also is conducting what are referred to as "open seasons" to evaluate the potential for new construction, alone or with others, in some areas of shale gas formations. A variety of factors outside the Partnership's control, such as weather, natural disasters and difficulties in obtaining permits and rights-of-way or other regulatory approvals, as well as performance by third-party contractors, has resulted in, and may continue to result in, increased costs or delays in construction. Significant cost overruns or delays in completing a project could have a material adverse effect on the Partnership's return on investment, results of operations and cash flows.

Table of Contents

We must either obtain the right from landowners or exercise the power of eminent domain in order to use most of the land on which our pipelines are constructed, and we are subject to the possibility of increased costs to retain necessary land use.

We obtain the right to construct and operate pipelines on other owners' land for a period of time. If we were to lose these rights or be required to relocate our pipelines, our business could be affected negatively. In addition, we are subject to the possibility of increased costs under our rental agreements with landowners, primarily through rental increases and renewals of expired agreements. See note 16 to our annual consolidated financial statements included elsewhere in this prospectus.

Whether we have the power of eminent domain for our pipelines, other than interstate natural gas pipelines, varies from state to state depending upon the type of pipeline petroleum liquids, natural gas or carbon dioxide and the laws of the particular state. Our interstate natural gas pipelines have federal eminent domain authority. In either case, we must compensate landowners for the use of their property and, in eminent domain actions, such compensation may be determined by a court. Our inability to exercise the power of eminent domain could negatively affect our business if we were to lose the right to use or occupy the property on which our pipelines are located.

The Partnership's acquisition strategy and expansion programs require access to new capital. Tightened capital markets or more expensive capital would impair its ability to grow.

Consistent with the terms of its partnership agreement, KMP has distributed most of the cash generated by its operations. As a result, it has relied on external financing sources, including commercial borrowings and issuances of debt and equity securities, to fund its acquisition and growth capital expenditures. However, to the extent KMP is unable to continue to finance growth externally, its cash distribution policy will significantly impair its ability to grow. The Partnership may need new capital to finance these activities. Limitations on the Partnership's access to capital will impair its ability to execute this strategy. The Partnership historically has funded most of these activities with short-term debt and repaid such debt through the subsequent issuance of equity and long-term debt. An inability to access the capital markets, particularly the equity markets, will impair the Partnership's ability to execute this strategy and have a detrimental impact on its credit profile.

The Partnership's rapid growth may cause difficulties integrating and constructing new operations, and it may not be able to achieve the expected benefits from any future acquisitions.

Part of the Partnership's business strategy includes acquiring additional businesses, expanding existing assets and constructing new facilities. If KMP does not successfully integrate acquisitions, expansions or newly constructed facilities, it may not realize anticipated operating advantages and cost savings. The integration of companies that have previously operated separately involves a number of risks, including:

- demands on management related to the increase in the Partnership's size after an acquisition, expansion or completed construction project;
- the diversion of management's attention from the management of daily operations;
- difficulties in implementing or unanticipated costs of accounting, estimating, reporting and other systems;
- difficulties in the assimilation and retention of necessary employees; and
- potential adverse effects on operating results.

The Partnership may not be able to maintain the levels of operating efficiency that acquired companies have achieved or might achieve separately. Successful integration of each acquisition, expansion or construction project will depend upon KMP's ability to manage those operations and to

Table of Contents

eliminate redundant and excess costs. Because of difficulties in combining and expanding operations, the Partnership may not be able to achieve the cost savings and other size-related benefits that it hoped to achieve after these acquisitions, which would harm its financial condition and results of operations.

Environmental, health and safety laws and regulations could expose us to significant costs and liabilities.

Our operations are subject to federal, state, provincial and local laws, regulations and potential liabilities arising under or relating to the protection or preservation of the environment, natural resources and human health and safety. Such laws and regulations affect many aspects of our present and future operations, and generally require us to obtain and comply with various environmental registrations, licenses, permits, inspections and other approvals. Liability under such laws and regulations may be incurred without regard to fault under the Comprehensive Environmental Response, Compensation, and Liability Act, commonly known as CERCLA or Superfund, the Resource Conservation and Recovery Act, the Federal Clean Water Act or analogous state laws for the remediation of contaminated areas. Private parties, including the owners of properties through which our pipelines pass, also may have the right to pursue legal actions to enforce compliance as well as to seek damages for non-compliance with such laws and regulations or for personal injury or property damage. Our insurance may not cover all environmental risks and costs and/or may not provide sufficient coverage in the event an environmental claim is made against us.

Failure to comply with these laws and regulations also may expose us to civil, criminal and administrative fines, penalties and/or interruptions in our operations that could influence our business, financial position, results of operations and prospects. For example, if an accidental leak, release or spill of liquid petroleum products, chemicals or other hazardous substances occurs at or from our pipelines or our storage or other facilities, we may experience significant operational disruptions and we may have to pay a significant amount to clean up the leak, release or spill, pay for government penalties, address natural resource damage, compensate for human exposure or property damage, install costly pollution control equipment or undertake a combination of these and other measures. The resulting costs and liabilities could materially and negatively affect our level of earnings and cash flows. In addition, emission controls required under the Federal Clean Air Act and other similar federal, state and provincial laws could require significant capital expenditures at our facilities.

We own and/or operate numerous properties that have been used for many years in connection with our business activities. While we have utilized operating and disposal practices that were standard in the industry at the time, hydrocarbons or other hazardous substances may have been released at or from properties owned, operated or used by us or our predecessors, or at or from properties where our or our predecessors' wastes have been taken for disposal. In addition, many of these properties have been owned and/or operated by third parties whose management, handling and disposal of hydrocarbons or other hazardous substances were not under our control. These properties and the hazardous substances released and wastes disposed on them may be subject to laws in the United States such as CERCLA, which impose joint and several liability without regard to fault or the legality of the original conduct. Under the regulatory schemes of the various Canadian provinces, such as British Columbia's Environmental Management Act, Canada has similar laws with respect to properties owned, operated or used by us or our predecessors. Under such laws and implementing regulations, we could be required to remove or remediate previously disposed wastes or property contamination, including contamination caused by prior owners or operators. Imposition of such liability schemes could have a material adverse impact on our operations and financial position.

In addition, our oil and gas development and production activities are subject to numerous federal, state and local laws and regulations relating to environmental quality and pollution control. These laws and regulations increase the costs of these activities and may prevent or delay the commencement or continuance of a given operation. Specifically, these activities are subject to laws and regulations regarding the acquisition of permits before drilling, restrictions on drilling activities in restricted areas, emissions into the environment, water discharges, and storage and disposition of wastes. In addition, legislation has been enacted that requires well and facility sites to be abandoned and reclaimed to the satisfaction of state authorities.

Further, we cannot ensure that such existing laws and regulations will not be revised or that new laws or regulations will not be adopted or become applicable to us. There can be no assurance as to the amount or timing of future expenditures for environmental compliance or remediation, and actual future expenditures may be different from the amounts we currently anticipate. Revised or additional regulations that result in increased compliance costs or additional operating restrictions, particularly if those costs are not fully recoverable from our customers, could have a material adverse effect on our business, financial position, results of operations and prospects. For more information, see "Description of Business Environmental Matters."

Climate change regulation at the federal, state, provincial or regional levels could result in increased operating and capital costs for us.

Methane, a primary component of natural gas, and carbon dioxide, a byproduct of the burning of natural gas, are examples of greenhouse gases. The U.S. Congress is considering legislation to reduce emissions of greenhouse gases. The U.S. Environmental Protection Agency began regulating the greenhouse gas emissions of certain stationary sources on January 2, 2011, and has issued a final rule requiring the reporting of greenhouse gas emissions in the United States beginning in 2011 for emissions occurring in 2010 from specified large greenhouse gas emission sources, fractionated natural gas liquids, and the production of naturally occurring carbon dioxide, like the Partnership's McElmo Dome carbon dioxide field, even when such production is not emitted to the atmosphere.

Because our operations, including our compressor stations and natural gas processing plants in the Natural Gas Pipelines and NGPL segments, emit various types of greenhouse gases, primarily methane and carbon dioxide, such new legislation or regulation could increase our costs related to operating and maintaining our facilities and require us to install new emission controls on our facilities, acquire allowances for our greenhouse gas emissions, pay taxes related to our greenhouse gas emissions and administer and manage a greenhouse gas emissions program. We are not able at this time to estimate such increased costs; however, they could be significant. Recovery of such increased costs from our customers is uncertain in all cases and may depend on events beyond our control, including the outcome of future rate proceedings before the FERC and the provisions of any final legislation or other regulations. Any of the foregoing could have adverse effects on our business, financial position, results of operations and prospects. For more information about climate change regulation, see "Description of Business Environmental Matters Climate Change."

Increased regulation of exploration and production activities, including hydraulic fracturing, could result in reductions or delays in drilling and completing new oil and natural gas wells, which could adversely impact the Partnership's revenues by decreasing the volumes of natural gas transported on the Partnership's or its joint ventures' natural gas pipelines.

The natural gas industry is increasingly relying on natural gas supplies from unconventional sources, such as shale, tight sands and coal bed methane. Natural gas extracted from these sources frequently requires hydraulic fracturing. Hydraulic fracturing involves the pressurized injection of water, sand, and chemicals into the geologic formation to stimulate gas production and is a commonly used stimulation process employed by oil and gas exploration and production operators in the completion of certain oil and gas wells. Recently, there have been initiatives at the federal and state levels to regulate or otherwise restrict the use of hydraulic fracturing. Adoption of legislation or regulations placing restrictions on hydraulic fracturing activities could impose operational delays, increased operating costs and additional regulatory burdens on exploration and production operators, which could reduce their production of natural gas and, in turn, adversely affect the Partnership's revenues and results of

Table of Contents

operations by decreasing the volumes of natural gas transported on its or its joint ventures' natural gas pipelines, several of which gather gas from areas in which the use of hydraulic fracturing is prevalent.

The Partnership's substantial debt could adversely affect its financial health and make it more vulnerable to adverse economic conditions.

As of September 30, 2010, the Partnership and its subsidiaries had outstanding approximately $11.7 billion of debt (excluding the fair value of interest rate swaps). This level of debt could have important consequences, such as:

- limiting the Partnership's ability to obtain additional financing to fund its working capital, capital expenditures, debt service requirements or potential growth or for other purposes;

- limiting the Partnership's ability to use operating cash flow in other areas of its business or to pay distributions because it must dedicate a substantial portion of these funds to make payments on its debt;

- placing the Partnership at a competitive disadvantage compared to competitors with less debt; and

- increasing the Partnership's vulnerability to adverse economic and industry conditions.

The Partnership's ability to service its debt will depend upon, among other things, its future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, many of which are beyond the Partnership's control. If its operating results are not sufficient to service its indebtedness, or any future indebtedness that it incurs, the Partnership will be forced to take actions such as reducing distributions, reducing or delaying its business activities, acquisitions, investments or capital expenditures, selling assets or seeking additional equity capital. The Partnership may not be able to effect any of these actions on satisfactory terms or at all. For more information about the Partnership's debt, see "Description of Certain Indebtedness."

The Partnership's large amount of variable rate debt makes it vulnerable to increases in interest rates.

As of September 30, 2010, the Partnership had outstanding approximately $11.7 billion of consolidated debt (excluding the fair value of interest rate swaps). Of this amount, approximately 52% was subject to variable interest rates, either as short-term or long-term debt of variable rate credit facilities or as long-term fixed-rate debt converted to variable rates through the use of interest rate swaps. Should interest rates increase, the amount of cash required to service this debt would increase and the Partnership's earnings could be adversely affected. For more information about the Partnership's interest rate risk, see "Management's Discussion and Analysis of Financial Condition and Results of Operations Quantitative and Qualitative Disclosures About Market Risk Interest Rate Risk."

We do not have an investment grade credit rating, which may limit our financial flexibility and increase our financing costs.

Since the Going Private Transaction, Kinder Morgan Kansas, Inc.'s credit ratings have been below investment grade. As a result, we have not had access to the commercial paper market and have utilized Kinder Morgan Kansas, Inc.'s $1.0 billion revolving credit facility for our short-term borrowing needs. Non-investment grade credit ratings limit our access to the debt markets and increase our cost of capital. The instruments governing any future debt may contain more restrictive covenants than if we had investment grade credit ratings. Our ability to respond to changes in business and economic conditions and to obtain additional financing, if needed, may be restricted by these covenants. A downgrade in one or more of the Partnership's credit ratings would similarly affect the Partnership.

Table of Contents

There is the potential for a change of control of the general partner of the Partnership if Kinder Morgan Kansas, Inc. or we default on debt.

Kinder Morgan Kansas, Inc., our wholly owned subsidiary, owns all of the common equity of Kinder Morgan G.P., Inc., the general partner of the Partnership. If Kinder Morgan Kansas, Inc. or we default on debt, then the lenders under such debt, in exercising their rights as lenders, could acquire control of Kinder Morgan G.P., Inc. or otherwise influence Kinder Morgan G.P., Inc. through their control of Kinder Morgan Kansas, Inc. or us. A change of control of Kinder Morgan G.P., Inc. could materially adversely affect the distributions we receive from the Partnership, which could have a material adverse impact on us or our cash available for distribution to our stockholders.

Current or future distressed financial conditions of our customers could have an adverse impact on us in the event these customers are unable to pay us for the products or services we provide.

Some of our customers are experiencing, or may experience in the future, severe financial problems that have had or may have a significant impact on their creditworthiness. We cannot provide assurance that one or more of our financially distressed customers will not default on their obligations to us or that such a default or defaults will not have a material adverse effect on our business, financial position, future results of operations or future cash flows. Furthermore, the bankruptcy of one or more of our customers, or some other similar proceeding or liquidity constraint, might make it unlikely that we would be able to collect all or a significant portion of amounts owed by the distressed entity or entities. In addition, such events might force such customers to reduce or curtail their future use of our products and services, which could have a material adverse effect on our results of operations and financial condition.

Terrorist attacks, or the threat of them, may adversely affect our business.

The U.S. government has issued public warnings that indicate that pipelines and other energy assets might be specific targets of terrorist organizations. These potential targets might include our pipeline systems or storage facilities. Our operations could become subject to increased governmental scrutiny that would require increased security measures. There is no assurance that adequate sabotage and terrorism insurance will be available at rates we believe are reasonable in the near future. These developments may subject our operations to increased risks, as well as increased costs, and, depending on their ultimate magnitude, could have a material adverse effect on our business, results of operations and financial condition.

Future business development of our pipelines is dependent on the supply of and demand for the commodities transported by our pipelines.

Our pipelines depend on production of natural gas, oil and other products in the areas served by our pipelines. Without reserve additions, production will decline over time as reserves are depleted and production costs may rise. Producers may shut down production at lower product prices or higher production costs, especially where the existing cost of production exceeds other extraction methodologies, such as in the Alberta oil sands. Producers in areas served by us may not be successful in exploring for and developing additional reserves, and our gas plants and pipelines may not be able to maintain existing volumes of throughput. Commodity prices and tax incentives may not remain at a level that encourages producers to explore for and develop additional reserves, produce existing marginal reserves or renew transportation contracts as they expire.

Changes in the business environment, such as a decline in crude oil or natural gas prices, an increase in production costs from higher feedstock prices, supply disruptions, or higher development costs, could result in a slowing of supply from oil and natural gas producing areas. In addition, with respect to the CO_2 business segment, changes in the regulatory environment or governmental policies may have an impact on the supply of crude oil. Each of these factors impact our customers shipping through our pipelines, which in turn could impact the prospects of new transportation contracts or renewals of existing contracts.

Throughput on the Partnership's products pipelines also may decline as a result of changes in business conditions. Over the long term, business will depend, in part, on the level of demand for oil and natural gas in the geographic areas in which deliveries are made by pipelines and the ability and willingness of shippers having access or rights to utilize the pipelines to supply such demand.

The implementation of new regulations or the modification of existing regulations affecting the oil and gas industry could reduce demand for natural gas and crude oil, increase our costs and may have a material adverse effect on our results of operations and financial condition. We cannot predict the impact of future economic conditions, fuel conservation measures, alternative fuel requirements, governmental regulation or technological advances in fuel economy and energy generation devices, all of which could reduce the demand for natural gas and oil.

The future success of the Partnership's oil and gas development and production operations depends in part upon its ability to develop additional oil and gas reserves that are economically recoverable.

The rate of production from oil and natural gas properties declines as reserves are depleted. Without successful development activities, the reserves and revenues of the oil producing assets within the CO_2 business segment will decline. The Partnership may not be able to develop or acquire additional reserves at an acceptable cost or have necessary financing for these activities in the future. Additionally, if the Partnership does not realize production volumes greater than, or equal to, its hedged volumes, it may suffer financial losses not offset by physical transactions.

The Partnership's development of oil and gas properties involves risks that may result in a total loss of investment.

The business of developing and operating oil and gas properties involves a high degree of business and financial risk that even a combination of experience, knowledge and careful evaluation may not be able to overcome. Acquisition and development decisions generally are based on subjective judgments and assumptions that, while they may be reasonable, are by their nature speculative. It is impossible to predict with certainty the production potential of a particular property or well. Furthermore, the successful completion of a well does not ensure a profitable return on the investment. A variety of geological, operational and market-related factors, including, but not limited to, unusual or unexpected geological formations, pressures, equipment failures or accidents, fires, explosions, blowouts, cratering, pollution and other environmental risks, shortages or delays in the availability of drilling rigs and the delivery of equipment, loss of circulation of drilling fluids or other conditions, may substantially delay or prevent completion of any well or otherwise prevent a property or well from being profitable. A productive well may become uneconomic in the event water or other deleterious substances are encountered, which impair or prevent the production of oil and/or gas from the well. In addition, production from any well may be unmarketable if it is contaminated with water or other deleterious substances.

The volatility of natural gas and oil prices could have a material adverse effect on the Partnership's business.

The revenues, profitability and future growth of the CO_2 business segment and the carrying value of its oil, natural gas liquids and natural gas properties depend to a large degree on prevailing oil and gas prices. For 2011, KMP estimates that every $1 change in the average West Texas Intermediate crude oil price per barrel would impact the CO_2 segment's cash flows by approximately $5.5 million. Prices for oil, natural gas liquids and natural gas are subject to large fluctuations in response to relatively minor changes in the supply and demand for oil, natural gas liquids and natural gas,

Table of Contents

uncertainties within the market and a variety of other factors beyond the Partnership's control. These factors include, among other things:

- weather conditions and events such as hurricanes in the United States;
- the condition of the United States economy;
- the activities of the Organization of Petroleum Exporting Countries;
- governmental regulation;
- political stability in the Middle East and elsewhere;
- the foreign supply of and demand for oil and natural gas;
- the price of foreign imports; and
- the availability of alternative fuel sources.

A sharp decline in the price of natural gas, natural gas liquids or oil would result in a commensurate reduction in the Partnership's revenues, income and cash flows from the production of oil and natural gas and could have a material adverse effect on the carrying value of its proved reserves. In the event prices fall substantially, the Partnership may not be able to realize a profit from its production and would operate at a loss. In recent decades, there have been periods of both worldwide overproduction and underproduction of hydrocarbons and periods of both increased and relaxed energy conservation efforts. Such conditions have resulted in periods of excess supply of, and reduced demand for, crude oil on a worldwide basis and for natural gas on a domestic basis. These periods have been followed by periods of short supply of, and increased demand for, crude oil and natural gas. The excess or short supply of crude oil or natural gas has placed pressures on prices and has resulted in dramatic price fluctuations even during relatively short periods of seasonal market demand. These fluctuations impact the accuracy of assumptions used in the Partnership's budgeting process. For more information about the Partnership's energy and commodity market risk, see "Management's Discussion and Analysis of Financial Condition and Results of Operations Quantitative and Qualitative Disclosures About Market Risk Energy Commodity Market Risk."

Our use of hedging arrangements could result in financial losses or reduce our income.

We engage in hedging arrangements to reduce our exposure to fluctuations in the prices of oil and natural gas. These hedging arrangements expose us to risk of financial loss in some circumstances, including when production is less than expected, when the counterparty to the hedging contract defaults on its contract obligations, or when there is a change in the expected differential between the underlying price in the hedging agreement and the actual price received. In addition, these hedging arrangements may limit the benefit we would otherwise receive from increases in prices for oil and natural gas.

The accounting standards regarding hedge accounting are very complex, and even when we engage in hedging transactions (for example, to mitigate our exposure to fluctuations in commodity prices or currency exchange rates or to balance our exposure to fixed and variable interest rates) that are effective economically, these transactions may not be considered effective for accounting purposes. Accordingly, our consolidated financial statements may reflect some volatility due to these hedges, even when there is no underlying economic impact at the dates of those statements. In addition, it is not always possible for us to engage in hedging transactions that completely mitigate our exposure to commodity prices. Our consolidated financial statements may reflect a gain or loss arising from an exposure to commodity prices for which we are unable to enter into a completely effective hedge. For more information about our hedging activities, see "Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates Hedging Activities."

30

Table of Contents

The recent adoption of derivatives legislation by the U.S. Congress could have an adverse effect on our ability to hedge risks associated with our business.

The U.S. Congress recently adopted comprehensive financial reform legislation, known as the Dodd-Frank Act, that establishes federal oversight and regulation of the over-the-counter derivatives market and entities that participate in that market. The Dodd-Frank Act was signed into law by the President on July 21, 2010, and requires the Commodities Futures Trading Commission, or CFTC, and the SEC to promulgate rules and regulations implementing the new legislation within 360 days from the date of enactment. The act also requires the CFTC to institute broad new position limits for futures and options traded on regulated exchanges. As the law favors exchange trading and clearing, the Dodd-Frank Act also may require us to move certain derivatives transactions to exchanges where no trade credit is provided and also comply with margin requirements in connection with our derivatives activities that are not exchange traded, although the application of those provisions to us is uncertain at this time. The Dodd-Frank Act also requires many counterparties to our derivatives instruments to spin off some of their derivatives activities to a separate entity, which may not be as creditworthy as the current counterparty, or cause the entity to comply with the capital requirements, which could result in increased costs to counterparties such as us. The Dodd-Frank Act and any new regulations could

- significantly increase the cost of derivative contracts, including those requirements to post collateral which could adversely affect our available liquidity,
- reduce the availability of derivatives to protect against risks we encounter, and
- reduce the liquidity of energy related derivatives.

If we reduce our use of derivatives as a result of the legislation and regulations, our results of operations may become more volatile and our cash flows may be less predictable, which could adversely affect our ability to plan for and fund capital expenditures. Increased volatility may make us less attractive to certain types of investors. Finally, the Dodd-Frank Act was intended, in part, to reduce the volatility of oil and natural gas prices, which some legislators attributed to speculative trading in derivatives and commodity instruments related to oil and natural gas. Our revenues could therefore be adversely affected if a consequence of the legislation and regulations is to lower commodity prices. Any of these consequences could have a material adverse effect on our financial condition and results of operations.

The Kinder Morgan Canada segment is subject to U.S. dollar/Canadian dollar exchange rate fluctuations.

We are a U.S. dollar reporting company. As a result of the operations of the Kinder Morgan Canada segment, a portion of our consolidated assets, liabilities, revenues and expenses are denominated in Canadian dollars. Fluctuations in the exchange rate between United States and Canadian dollars could expose us to reductions in the U.S. dollar value of our earnings and cash flows and a reduction in our stockholders' equity under applicable accounting rules. For more information about our foreign currency risk, see "Management's Discussion and Analysis of Financial Condition and Results of Operations Quantitative and Qualitative Disclosures About Market Ri