



United States of America
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

October 28, 2013

Laura Wilkinson, Esq.
Weil, Gotshal & Manges LLP
1300 "I" Street NW, Suite 900
Washington, D.C. 20005

Re: *In the Matter of Kinder Morgan, Inc., Docket No. C-4355*

Dear Ms. Wilkinson:

This letter responds to the Request for Prior Approval and to Reopen Proceedings and Modify the Decision and Order (“Request”) filed by Kinder Morgan, Inc. (“Kinder Morgan”), on August 7, 2013. The Request was placed on the public record for comments until September 13, 2013, and no comments were received. In its Order Reopening and Modifying Order, issued on October 28, 2013, the Commission has determined to reopen the Decision and Order (“Order”) in this matter and modify it as requested by Kinder Morgan.

Kinder Morgan has also requested that, pursuant to Section 2.41 of the Federal Trade Commission’s Rules of Practice and Procedure, 16 C.F.R. § 2.41 (2013), the Commission approve the modification to the Transitions Services Agreement (“TSA Modification”) described in the Request. After consideration of the TSA Modification as set forth in the Request and supplemental documents, as well as other available information, and consistent with the Order as modified by the Order Reopening and Modifying Order, the Commission has determined to approve the TSA Modification. In according its approval, the Commission has relied upon the information submitted and representations made in connection with Kinder Morgan’s Request, and has assumed them to be accurate and complete.

By direction of the Commission, Chairwoman Ramirez not participating, and Commissioner Wright abstaining.

Donald S. Clark
Secretary