



Office of the Secretary

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

November 8, 2012

Laura A. 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 is in reference to the Application For Approval of Proposed Divestiture filed by Kinder Morgan, Inc. ("Kinder Morgan") and received on September 28, 2012 ("Application"). Pursuant to the Decision and Order in Docket No. C-4355, Kinder Morgan requests prior Commission approval of its proposal to divest certain assets to Tallgrass Energy Partners LP ("Tallgrass").

After consideration of Kinder Morgan's Application and other available information, the Commission has determined to approve the proposed divestiture as set forth in the Application. In according its approval, the Commission has relied upon the information submitted and the representations made by Kinder Morgan and Tallgrass in connection with Kinder Morgan's Application and has assumed them to be accurate and complete.

By direction of the Commission, Commissioner Ramirez recused.

Donald S. Clark
Secretary