

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/29/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Kinder Morgan Kansas, Inc.		02/29/2012
			Entity Type
			CORPORATION: KANSAS
RECEIVING PARTY DATA			
Name:	Kinder Morgan Holdco DE Inc.		
Street Address:	500 Dallas St.		
Internal Address:	Suite 1000		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77002		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 8			
	Property Type	Number	Word Mark
	Registration Number:	2481968	HUBAMERICA
	Registration Number:	2816418	KINDER MORGAN
	Registration Number:	2819082	
	Registration Number:	2819083	KINDER MORGAN
	Registration Number:	3810140	KINDER MORGAN
	Registration Number:	3810141	
	Registration Number:	3810142	KINDER MORGAN
	Serial Number:	85188673	KMAP
CORRESPONDENCE DATA			
Fax Number:	(713)221-2141		
Phone:	713-223-2300		
Email:	docketing@bglp.com		

OP \$215.00 2481968

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

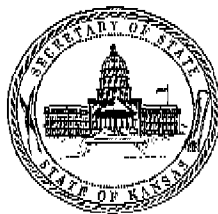
Correspondent Name: Jeffrey S. Whittle
Address Line 1: Bracewell & Giuliani LLP
Address Line 2: P.O. Box 61389
Address Line 4: Houston, TEXAS 77208-1389

ATTORNEY DOCKET NUMBER:	046613.000178
NAME OF SUBMITTER:	Chris Drymalla
Signature:	/Chris Drymalla/
Date:	03/28/2012

Total Attachments: 9

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KRIS W. KOBACH
Secretary of State



Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

February 29, 2012

KRISTA ALI
CAPITOL SERVICES, INC.
PO BOX 1831
AUSTIN TX 78767

RE: KINDER MORGAN KANSAS, INC.

ID #: 06-652-2

To the Corporation

A certified copy of a merger that was recently filed in the Corporations Division of our office is enclosed.

Every corporation in Kansas is assigned an identification number. Use of this number in any correspondence with our office will give us immediate access to your file and enable us to offer you faster, more efficient service. Your identification number is at the top of this letter.

jc


Business Services: (785) 296-4564
Fax: (785) 296-4570

Web site: www.sos.ks.gov
E-mail: kssos@sos.ks.gov

Elections: (785) 296-4561
Fax: (785) 291-3051

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VALIDATION COVER PAGE

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006522
NP (S)**CERTIFICATE OF OWNERSHIP AND MERGER****MERGING****KINDER MORGAN KANSAS, INC.****INTO****KINDER MORGAN HOLDCO DE INC.**

Pursuant to Section 17-6703 of the Kansas Statutes Annotated

Kinder Morgan Holdco DE Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: The Corporation owns 100% of the outstanding shares of capital stock of Kinder Morgan Kansas, Inc., a Kansas corporation ("KMKI");

SECOND: The Corporation, by the following resolutions of its sole director, duly adopted by consent of the sole director pursuant to the Delaware General Corporation Law on February 22, 2012, authorized and approved the merger of, and hereby does merge, KMKI with and into the Corporation, with the Corporation being the surviving corporation on the terms and conditions set forth in such resolutions:

WHEREAS, the Corporation owns 100% of the outstanding shares of capital stock of *Kinder Morgan Kansas, Inc., a Kansas corporation ("KMKI"); and*

WHEREAS, the sole director has determined that it is advisable and in the best interests of the Corporation and the sole stockholder of the Corporation that, pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), the Corporation consummate a merger of KMKI with and into the Corporation, with the Corporation surviving (the "First Merger"), and to otherwise take actions in furtherance thereof;

NOW, THEREFORE BE IT RESOLVED, that the consummation of the First Merger by the Corporation, pursuant to which KMKI shall merge with and into the Corporation with the Corporation surviving the First Merger pursuant to Section 253 of the DGCL and assuming all of KMKI's liabilities and obligations and being possessed of all of the estate, property, rights, privileges and franchises of KMKI, be and hereby is approved by the sole director; and further

RESOLVED, that each officer of the Corporation (an "Authorized Officer") be and hereby is, individually, authorized, for and in the name and on behalf of the Corporation, to prepare or cause to be prepared, and to execute and file or cause to be filed with the Secretary of State of the State of Kansas and the Secretary of State of the State of Delaware a certificate of ownership and merger, substantially in the form presented to and reviewed by the sole director and attached hereto as Annex A (the "First Merger");

#3992212.1

Certificate"), for the purpose of effecting the First Merger, and to take all other actions as such officers may consider necessary or advisable to carry out and effectuate the purpose and intent of these resolutions; and further

RESOLVED, that, by virtue of the First Merger and without any action on the part of the holder thereof, each issued and outstanding share of capital stock of KMKI owned by the Corporation automatically shall be cancelled and retired and cease to exist without any consideration paid to the Corporation; and further

RESOLVED, that all lawful actions heretofore taken by any officer of the Corporation related to or in connection with the transactions contemplated by these resolutions, including, without limitation, the execution and delivery of any instruments or other documents as any such officer shall have deemed necessary, proper, or advisable, are hereby adopted, ratified, confirmed and approved in all respects; and further

RESOLVED, that the proper officers of the Corporation, and its counsel be, and each of them hereby is, authorized and empowered (any one of them acting alone) to take any and all such further action, to amend, execute and deliver all such further instruments and documents, for and in the name and on behalf of the Corporation, and to pay all such expenses as in their discretion may appear to be necessary, proper or advisable to carry into effect the purposes and intentions of this and each of the foregoing resolutions.

THIRD: The Corporation agrees that it may be served with process in the State of Kansas in any proceeding for enforcement of any obligation of the Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of K.S.A. 17-6712, and amendments thereto. The Corporation hereby irrevocably appoints the Secretary of State of the State of Kansas as its agent to accept service of process in any such suit or other proceedings. A copy of such process shall be mailed by the Secretary of State of the State of Kansas to the Corporation at the following address:

Kinder Morgan Holdco DE Inc.
500 Dallas St., Suite 1000
Houston, TX 77002

FOURTH: The Merger shall be effective at 1:00 p.m., Eastern Standard Time, 12:00 p.m. Central Standard Time, on February 29, 2012.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 21st day of February 2012.

KINDER MORGAN HOLDCO-DE INC.

By: 

Name:

Joseph Listengart

Title:

Vice President

#38922121

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"KINDER MORGAN KANSAS, INC.", A KANSAS CORPORATION, WITH AND INTO "KINDER MORGAN HOLDCO DE INC." UNDER THE NAME OF "KINDER MORGAN HOLDCO DE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2012, AT 10:05 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2012, AT 1 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4357448 8100M

120248936



You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9398201

DATE: 02-29-12

TRADEMARK
REEL: 004744 FRAME: 0377

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

KINDER MORGAN KANSAS, INC.

INTO

KINDER MORGAN HOLDCO DE INC.

Pursuant to Section 253 of the Delaware General Corporation Law

Kinder Morgan Holdco DE Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: The Corporation owns 100% of the outstanding shares of capital stock of Kinder Morgan Kansas, Inc., a Kansas corporation ("KMKI");

SECOND: The Corporation, by the following resolutions of its sole director, duly adopted by consent of the sole director pursuant to the Delaware General Corporation Law on February 22, 2012, authorized and approved the merger of, and hereby does merge, KMKI with and into the Corporation, with the Corporation being the surviving corporation on the terms and conditions set forth in such resolutions:

WHEREAS, the Corporation owns 100% of the outstanding shares of capital stock of Kinder Morgan Kansas, Inc., a Kansas corporation ("KMKI"); and

WHEREAS, the sole director has determined that it is advisable and in the best interests of the Corporation and the sole stockholder of the Corporation that, pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), the Corporation consummate a merger of KMKI with and into the Corporation, with the Corporation surviving (the "First Merger"), and to otherwise take actions in furtherance thereof;

NOW, THEREFORE BE IT RESOLVED, that the consummation of the First Merger by the Corporation, pursuant to which KMKI shall merge with and into the Corporation with the Corporation surviving the First Merger pursuant to Section 253 of the DGCL and assuming all of KMKI's liabilities and obligations and being possessed of all of the estate, property, rights, privileges and franchises of KMKI, be and hereby is approved by the sole director; and further

RESOLVED, that each officer of the Corporation (an "Authorized Officer") be and hereby is, individually, authorized, for and in the name and on behalf of the Corporation, to prepare or cause to be prepared, and to execute and file or cause to be filed with the Secretary of State of the State of Kansas and the Secretary of State of the State of Delaware a certificate of ownership and merger, substantially in the form presented to and reviewed by the sole director and attached hereto as Annex A (the "First Merger");

Certificate”), for the purpose of effecting the First Merger, and to take all other actions as such officers may consider necessary or advisable to carry out and effectuate the purpose and intent of these resolutions; and further

RESOLVED, that, by virtue of the First Merger and without any action on the part of the holder thereof, each issued and outstanding share of capital stock of KMKI owned by the Corporation automatically shall be cancelled and retired and cease to exist without any consideration paid to the Corporation; and further

RESOLVED, that all lawful actions heretofore taken by any officer of the Corporation related to or in connection with the transactions contemplated by these resolutions, including, without limitation, the execution and delivery of any instruments or other documents as any such officer shall have deemed necessary, proper, or advisable, are hereby adopted, ratified, confirmed and approved in all respects; and further

RESOLVED, that the proper officers of the Corporation, and its counsel be, and each of them hereby is, authorized and empowered (any one of them acting alone) to take any and all such further action, to amend, execute and deliver all such further instruments and documents, for and in the name and on behalf of the Corporation, and to pay all such expenses as in their discretion may appear to be necessary, proper or advisable to carry into effect the purposes and intentions of this and each of the foregoing resolutions.

THIRD: The Merger shall be effective at 1:00 p.m., Eastern Standard Time, 12:00 p.m. Central Standard Time, on February 29, 2012.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 29th day of February 2012.

KINDER MORGAN HOLDCO DE INC.

By: _____

Name:

Title:


Joseph Listengart
Vice President

#3992213.1

RECORDED: 03/28/2012

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