

Rating: Sell
 S&P 500: 1189

Kinder Morgan Management LLC Wheel and Deal

Symbol	KMI	KMP	KMR	KMx Terasen	KMx/TER
Rating	Sell	Sell	Sell		
Price (US\$/sh)	88.99	52.27	47.87	29.59	
Pricing Date	10/19/05	10/19/05	10/19/05		
Publicly Held Shares (mm)	123	139	43	106	
Market Capitalization (US\$m)	10,900	7,290	2,080	20,300	3100
Debt (US\$m)	7,700	2,580	810	11,100	2400
Enterprise Value (EV) (US\$m)	18,600	9,870	2,890	31,400	5500
Present Value (PV) (US\$m)	10,200	4,680	1,460	16,300	5500
Net Present Value (US\$/share)	20	15	15		
Debt/Present Value	0.76	0.55	0.55	0.68	0.44
McDep Ratio - EV/PV	1.84	2.11	1.98	1.92	1.00
Ebitda Next Twelve Months ending 9/30/06 (US\$m)	1,350	600	184	2,130	490
North American Natural Gas/Ebitda (%)	0	0	0		
Natural Gas and Oil Production/Ebitda (%)	10	17	17		
Adjusted Reserves/Production NTM	6.4	6.4	6.4		
EV/Ebitda	13.8	16.7	15.6	14.7	11.2
PV/Ebitda	7.5	7.9	7.9	7.7	11.2
Undeveloped Reserves (%)	42	42	42		
Natural Gas and Oil Ebitda (US\$/boe)	20.37	20.37	20.37		
Present Value Proven Reserves(US\$/boe)	17.48	17.48	17.49		
Present Value Proven Reserves(US\$/mcf)	2.91	2.91	2.91		
Earnings Next Twelve Months (US\$/sh)	4.82	2.21	2.21		1.36
Price/Earnings Next Twelve Months	18	24	22	20	22
Indicated Annual Distribution (US\$/sh)	3.00	3.16	3.16		0.74
Distribution Yield (%/yr)	3.4	6.0	6.6	4.7	2.5
Ebitda by Function					
Natural Gas Pipelines	764	169	52	984	
Oil Products Pipelines	221	162	50	433	
CO2 Pipelines	218	160	49	427	
Terminals	148	109	33	291	

Reported results may vary widely from estimates.
 Estimated present value per share revised only infrequently.

Summary and Recommendation

Sell-recommended **Kinder Morgan Inc. (KMI)**, **Kinder Morgan Energy Partners (KMP)**, and **Kinder Morgan Management LLC (KMR)** have embarked on a flurry of initiatives to be the transporter of new oil from the sands of Alberta, new natural gas from the Rocky Mountains and gasified liquid from new import terminals. Amid the frantic activity, KM overstates its financial situation as we see it. Ignored by adulatory analysts and journalists, the company's tactics are similar to those of early issuers of convertible securities and stock options before the accounting rules were more properly applied. A regulatory proceeding underway in British Columbia has the potential to bring more reality to the valuation of KM securities. Taking account of latest rosy results we continue to estimate potential stock price depreciation of 50% or more. To mitigate the risk that depreciation is postponed we recommend that investors after selling KM own an amount of a buy-recommended stock about equal in present value.

Please see disclosures on the final page.

Rocky Mountain Pipeline Would Tap Municipal Finance

Just as KM recognizes a developing strategic opportunity in Canada, it sees a valid need for new pipeline capacity to move natural gas from growing supplies in the Rocky Mountains to eastern markets. KM would be a 70% partner in a \$3 billion project. Applying the creativity it applies to accounting, KM has the idea that the state of Wyoming could issue tax-exempt financing to help the pipeline. The state would be moving some of its own royalty gas through the line.

Louisiana Pipeline Would Handle Gasified Liquid Imports

If there is new pipeline business, KM is interested. Why not a line to handle growing volumes from regasifying of imported liquefied natural gas? That is the avowed purpose of another half billion dollar proposed project.

Disguised Equity in General Partner Compensation

Some of the most extreme stock options schemes contributed to the stock market collapse in 2002. Today, the abuse of stock options seems considerably diminished in the wake of an adverse public and regulatory reaction.

Twenty eight years earlier a popular technique of investor abuse was the issuance of convertible securities. Sure they might be disclosed in footnotes somewhere, but often no mention was made in reported earnings. Today we take it for granted that reported earnings are “fully diluted” to take account of surprise issuance of new shares.

We see a parallel situation with KM’s deceptive reporting of its general partner “incentive compensation” interest. That interest is just as much of an equity interest as are stock options or convertible securities. KM gets away with it because there are not many imitators as advanced as KM in hiding debt and overstating earnings. Presumably the day will come when KM has to come clean. Hopefully it will be sooner rather than later.

Overstated Earnings

As general partner, KMI takes 42% of the cash distributions of KMP, the limited partnership, plus an additional 10% for the units it owns in KMP. The GP is entitled to its 42% share of all future distributions at the current rate. That dilution is not reported as the effective reduction of limited partner equity. Instead limited partner unitholders regularly see an overstatement of the value of their ownership.

The general partner further overstates earnings when it transfers assets to the partnership. Before the transfer, the general partner would report depreciation as a reduction of earnings. After the transfer, the limited partnership distributes most of the depreciation in cash. The general partner reports cash received as earnings. Unless curtailed, KM could keep the game going a long time as there is a backlog of assets owned by the general partner that may be transferred.

Understated Debt

A debt ratio of 0.50 is a normal maximum in the energy industry. The combined KMx entities have a debt ratio of 0.68. Yet investors don’t see that as both the general partner, KMI, and the

Please see disclosures on the final page.

limited partnership, KMP, report leverage near the normal maximum. The explanation is that KMI reports none of the KMP debt on KMI's balance sheet despite the fact that KMI has effective ownership of the partnership of more than 50%. While KMI hides debt in the KMP partnership, management represents its capital structure as "conservative".

A glowing tribute to KM on Bloomberg on October 19 demurred that KM's debt was near the lowest investment grade and on negative credit watch. In our opinion, the credit raters, paid by the companies they rate, have a conflict that unavoidably makes them party to the KM debt ruse. We think the raters should not allow KM to hide debt to gain a higher rating than would otherwise be the case.

British Columbia Utilities Commission Weighing KM-Terasen Deal

KM offers \$4.5 billion of cash and securities to buy Canada's Terasen (see *McDep Stock Idea*, Kinder Morgan, Canada May Block KM-Terasen Deal). There is no public indication yet on whether the BCUC will approve the transaction to change the ownership of the public utility that distributes natural gas in British Columbia. Apparently more than 5000 letters have been sent opposing the transaction and final submissions were received last week from interveners who also oppose by about 9 to 2. There is a reasonable case to be made that the commissioners should allow more time for the issues to be discussed in public hearings. That would give stockholders of Terasen plenty of time to sell at the inflated price tied to the artificial price of KM securities.

Pipeline Safety Questioned

Some courageous regulators at the U.S. Department of Transportation have challenged the safety record of politically well-connected Kinder Morgan. The Department has ordered the company to address an increasing series of incidents on its oil products pipeline apparently including failures in Arizona and California.

Capital expenditures apparently have increased to meet higher operating standards. The general partner's unwarranted compensation creates too much incentive, in our view, to skimp on maintenance and distribute excessive amounts of cash. Earnings and cash flow may be overstated as they exclude payments made this year to settle lawsuits.

Cash Flow Looks Good, but Valuation High

Recently reported cash flow and earnings look better than projected previously. As a result we boost our projections for the Next Twelve Months offset somewhat by more units and debt (see tables [Next Twelve Months Financial Results](#)). Some of the improved industry conditions may be benefiting KM and some of the gains are from acquisitions that we include in our projections on a lagged basis. Investors can participate in industry conditions in stocks with lower valuation. Acquisitions depend on high stock price boosted by apparently false accounting. Some of the extra earnings in KMI come from the mere transfer of an asset from the General Partner to the Limited Partner. When that happens depreciation becomes earnings for the GP and debt disappears from the GP balance sheet magically.

Valuation remains extraordinary. The market cash flow multiple is about 16 times at the partnership. Producer income stocks are a quarter to a half that level (see table Rank by EV/Ebitda).

Please see disclosures on the final page.

Kinder Morgan, Inc.
Next Twelve Months Financial Results

	<i>Q4</i>	<i>Year</i>	<i>Q1</i>	<i>Q2</i>	<i>Q3</i>	<i>Q4E</i>	<i>Year</i>	<i>Q1E</i>	<i>Q2E</i>	<i>Q3E</i>	<i>Next Twelve Months</i>
	<i>12/31/04</i>	<i>2004</i>	<i>3/31/05</i>	<i>6/30/05</i>	<i>9/30/05</i>	<i>12/31/05</i>	<i>2005E</i>	<i>3/31/06</i>	<i>6/30/06</i>	<i>9/30/06</i>	<i>9/30/06</i>
Ebitda											
Natural Gas Pipelines	201	529	139	97	97	201	534	139	97	97	534
Kinder Morgan Energy Partners	184	674	189	193	204	204	789	204	204	204	815
Total Ebitda	385	1,203	328	290	301	405	1,323	343	301	301	1,349
Deprec., Deplet., & Amort.	30	119	29	30	30	30	119	30	30	30	120
Kinder Morgan Energy Partners	31	115	35	36	35	34	140	34	34	34	137
Ebit	324	969	264	224	236	340	1,064	279	237	237	1,093
Interest	39	154	41	44	45	45	175	45	45	45	180
Ebt	285	815	223	180	191	295	889	234	192	192	913
Income Tax	100	285	78	63	67	103	311	82	67	67	319
Net Income (\$mm)	185	530	145	117	124	192	578	152	124	125	593
Shares (millions)	125	125	124	123	123	123	123	123	123	123	123
Per Share (\$)	1.48	4.24	1.17	0.95	1.01	1.56	4.69	1.24	1.01	1.01	4.82
Tax Rate	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%

Kinder Morgan Energy Partners, L.P.
Next Twelve Months Financial Results

	<i>Q4</i>	<i>Year</i>	<i>Q1</i>	<i>Q2</i>	<i>Q3</i>	<i>Q4E</i>	<i>Year</i>	<i>Q1E</i>	<i>Q2E</i>	<i>Q3E</i>	<i>Next Twelve Months</i>
	<i>12/31/04</i>	<i>2004</i>	<i>3/31/05</i>	<i>6/30/05</i>	<i>9/30/05</i>	<i>12/31/05</i>	<i>2005E</i>	<i>3/31/06</i>	<i>6/30/06</i>	<i>9/30/06</i>	<i>9/30/06</i>
Oil Volume											
Oil (mmb)	4.0		4.0	4.0	3.9	3.9	16	3.8	3.8	3.9	15
Oil (mbd)	43		45	44	42	42	43	42	42	42	42
Oil Price (\$/bbl)											
WTI Cushing	48.31		49.65	53.05	62.52	63.90	57.28	63.41	63.49	63.36	63.54
Partnership	28.12		29.73	28.80	28.98	29.14	29.17	29.09	29.10	29.08	29.10
Oil Revenue (\$mm)	112		120	114	112	112	458	110	111	112	445
Ebitda											
Products Pipelines	122	475	126	123	127	127	503	127	127	127	508
Natural Gas Pipelines	107	410	124	115	122	122	483	122	122	122	488
CO2 Pipelines	114	354	123	115	120	120	478	120	120	120	481
Terminals	67	263	74	78	82	82	316	82	82	82	328
Overhead	(51)	(184)	(79)	(54)	(53)	(53)	(240)	(53)	(53)	(53)	(213)
Total Ebitda	359	1,318	368	377	398	398	1,541	398	398	398	1,592
Deprec., Deplet., & Amort.	79	291	85	88	85	85	343	85	85	85	340
Ebit	280	1,027	283	289	313	313	1,198	313	313	313	1,252
Interest	54	196	59	67	68	68	262	68	68	68	272
Ebt	226	831	224	222	245	245	936	245	245	245	980
General Partner	107	395	112	117	123	125	477	125	126	126	503
Net Income (\$mm)	119	436	112	105	122	120	459	120	119	118	477
Units (mm)	203	197	208	210	214	214	211	215	216	217	216
Net Income Per Unit (\$/un)	0.59	2.21	0.54	0.50	0.57	0.56	2.17	0.56	0.55	0.54	2.21
Distribution Per L.P. Unit	0.73	2.81	0.74	0.76	0.78	0.79	3.07	0.79	0.79	0.79	3.16
Distribution (\$mm)	254	944	265	275	289	294	1,123	296	297	298	1,185
General Partner	106	390	111	116	122	125	474	125	126	126	503
Limited Partner	148	554	154	159	167	169	649	170	171	172	682
General Partner Share											
Earnings	47%	48%	50%	53%	50%	51%	51%	51%	51%	52%	51%
Distribution	42%	41%	42%	42%	42%	42%	42%	42%	42%	42%	42%

Please see disclosures on the final page.

Oil and Gas Producers

Rank by EV/Ebitda: Enterprise Value to Earnings Before Interest, Tax, Deprec.

				<i>Price</i> <i>(\$/sh)</i>	<i>Adjstd</i> <i>Resrvs/</i>	<i>PV/</i>	<i>EV/</i>	<i>Divd or</i>	
	<i>Symbol/</i>		<i>19-Oct</i>	<i>Prod</i>	<i>Ebitda</i>	<i>Ebitda</i>	<i>P/E</i>	<i>Distrib</i>	
	<i>Rating</i>		<i>2005</i>	<i>NTM</i>	<i>NTM</i>	<i>NTM</i>	<i>NTM</i>	<i>NTM</i>	<i>(%)</i>
Income									
Kinder Morgan Energy Partners, L.P.	KMP	S3	52.27		7.9	16.7	24	6.0	
Kinder Morgan Management, LLC	KMR	S3	47.87		7.9	15.6	22	6.6	
San Juan Basin Royalty Trust	SJT		42.98	12.0	7.7	8.2	9	11.3	
Canadian Oil Sands Trust (US\$)	COSWF	B	93.15	20.0	10.4	7.5	8	1.8	
Pengrowth Energy Trust	PGH		22.32	7.6	5.1	5.6	8	10.5	
Enerplus Resources Fund	ERF		43.77	9.8	5.1	5.3	7	9.8	
Penn West Energy Trust	PWTFF	B	27.22	8.0	4.1	4.0	6	11.6	
	<i>Median</i>			<i>9.8</i>	<i>7.7</i>	<i>7.5</i>	<i>8</i>	<i>9.8</i>	

Kurt H. Wulff, CFA

Disclaimer: This analysis was prepared by Kurt Wulff doing business as McDep Associates. The firm used sources and data believed to be reliable, but makes no representation as to their accuracy or completeness. This analysis is intended for informational purposes and is not a solicitation to buy or sell a security. Past performance is no guarantee of future results.

McDep does no investment banking business. McDep is not paid by covered companies including revenue from advertising, trading, consulting, subscriptions or research service. McDep shall not own more than 1% of outstanding stock in a covered company. No one at McDep is on the Board of Directors at a covered company nor is anyone at a covered company on the Board of Directors of McDep.

McDep or its employees may take positions in stocks the firm covers for research purposes. No trades in a subject stock shall be made within a week before or after a change in recommendation.

Certification: I, Kurt H. Wulff, certify that the views expressed in this research analysis accurately reflect my personal views about the subject securities and issuers. No part of my compensation was, is, or will be directly or indirectly related to the specific recommendations or views contained in this research analysis.

Research Methodology/Ratings Description: McDep Associates is an independent research originator focused on oil and gas stocks exclusively. The firm applies the thirty years of experience of its analyst to estimate a present value of the oil and gas resources and other businesses of covered companies. That value is compared with a company's stock market capitalization and debt. Stocks with low market cap and debt relative to present value tend to outperform stocks with high market cap and debt relative to present value. Buy recommendations are expected to deliver a total return better than 7% per year above inflation. Hold recommendations assume the attributes of the underlying business are reflected in the current price of the stock. Sell recommendations are expected to deliver a total return less than inflation.

Please see disclosures on the final page.