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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Department of the Treasury
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation KINDER MORGAN FOUNDATION		A Employer identification number 84-1148161
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (303) 989-1740
370 VAN GORDON STREET		
City or town, state, and ZIP code LAKEWOOD, CO 80228		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 13,852,617		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<i>(Part I, column (d) must be on cash basis)</i>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	117	117		
	4 Dividends and interest from securities	319,289	319,289		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	380,008			
	b Gross sales price for all assets on line 6a 2,343,281				
	7 Capital gain net income (from Part IV, line 2)		380,008		
	8 Net short-term capital gain			12,769	
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	699,414	699,414	12,769		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 1	4,000			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 1	3,837			
	24 Total operating and administrative expenses. Add lines 13 through 23	7,837			
	25 Contributions, gifts, grants paid	1,991,376			1,991,376
26 Total expenses and disbursements. Add lines 24 and 25	1,999,213			1,991,376	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,299,799				
b Net investment income (if negative, enter -0-)		699,414			
c Adjusted net income (if negative, enter -0-)			12,769		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	32,996	656,138	656,138
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10	a Investments - U S and state government obligations (attach schedule) b Investments - corporate stock (attach schedule) c Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	12,954,242	11,328,539	13,196,479
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	12,987,238	11,984,677	13,852,617
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	295,814	593,052	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	295,814	593,052		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	12,691,424	11,391,625	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31. ▶				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	12,691,424	11,391,625		
31	Total liabilities and net assets/fund balances (see instructions)	12,987,238	11,984,677		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	12,691,424
2	Enter amount from Part I, line 27a	2	-1,299,799
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,391,625
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,391,625

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIONAL SHARES	P	VARIOUS	VARIOUS
b VANGUARD ASSET ALLOCATION FUND INVESTOR SHARES	P	VARIOUS	VARIOUS
c VANGUARD BALANCED INDEX FUND INVESTOR SHARES	P	VARIOUS	VARIOUS
d VANGUARD SMALL-CAP INDEX FUND SIGNAL SHARES	P	VARIOUS	VARIOUS
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 607,481		538,996	68,485
b 154,000		154,282	-282
c 600,300		563,844	36,456
d 981,500		706,151	275,349
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			68,485
b			-282
c			36,456
d			275,349
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	380,008
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	12,769

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,558,917	14,555,215	0.1071
2010	1,174,923	14,309,436	0.0821
2009	981,340	12,311,327	0.0797
2008	1,236,428	15,527,411	0.0796
2007	536,919	16,824,025	0.0319

2 Total of line 1, column (d)	2	0.3804
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0761
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,254,097
5 Multiply line 4 by line 3	5	780,337
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,994
7 Add lines 5 and 6	7	787,331
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,991,376

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6,994
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	6,994
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	6,994
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,977
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	11,977
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,983
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	4,983

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> COLORADO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>http://www.kindermorgan.com/community/km_foundation.cfm</u>	X		
14	The books are in care of <u>KINDER MORGAN KANSAS, INC.</u> Telephone no <u>(713) 369-9000</u> Located at <u>1001 LOUISIANA STREET, SUITE 1000</u> ZIP+4 <u>77002</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>		Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT 3				

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

- 1 THE FOUNDATION MAKES GRANTS TO QUALIFYING ORGANIZATIONS THAT ARE PRIMARILY LOCATED IN THE STATES WHICH KINDER MORGAN KANSAS, INC. OPERATES.
- 2 THE FOUNDATION PROVIDES A LIMITED MATCHING PROGRAM TO MATCH GIFTS MADE BY EMPLOYEES AND BOARD MEMBERS OF KINDER MORGAN KANSAS, INC. TO QUALIFYING ORGANIZATIONS.
- 3 -----
- 4 -----

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

- 1 -----
- 2 -----
- All other program-related investments See instructions
- 3 -----

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	10,456,045
b	Average of monthly cash balances	1b	-45,794
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	10,410,251
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	10,410,251
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	156,154
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,254,097
6	Minimum investment return. Enter 5% of line 5	6	512,705

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	512,705
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,994
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,994
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	505,711
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	505,711
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	505,711

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,991,376
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,991,376
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	6,994
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,984,382

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				505,711
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012.				
a From 2007	0			
b From 2008	470,969			
c From 2009	372,712			
d From 2010	451,578			
e From 2011	837,092			
f Total of lines 3a through e	2,132,351			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,991,376				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				505,711
e Remaining amount distributed out of corpus	1,485,665			
5 Excess distributions carryover applied to 2012 (if an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,618,016			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,618,016			
10 Analysis of line 9				
a Excess from 2008	470,969			
b Excess from 2009	372,712			
c Excess from 2010	451,578			
d Excess from 2011	837,092			
e Excess from 2012	1,485,665			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b. Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Pnor 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

MAUREEN BULKLEY, KINDER MORGAN KANSAS, INC., 370 VAN GORDON STREET, LAKEWOOD, CO 80228-8304, (303) 763-3471

b The form in which applications should be submitted and information and materials they should include

STATEMENT 4

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

STATEMENT 5

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> STATEMENT 6				
Total				▶ 3a
<i>b Approved for future payment</i>				
Total				▶ 3b

**Kinder Morgan Foundation
EIN: 84-1148161**

**Statement Attached To and Made Part of
The Federal and State Income Tax Returns
For The Year Ended 12/31/2012**

Statement 1

Part I, Line 18, Taxes:

Income Tax Estimates	-
Income Tax Estimates	4,000
Income Tax Estimates	-
Income Tax Estimates	-
Total	<u>4,000</u>

Part I, Line 23, Other Expenses:

Administrative Fee	3,837
Total	<u>3,837</u>

Kinder Morgan Foundation
EIN: 84-1148161

Statement Attached To and Made Part of
The Federal and State Income Tax Returns
For The Year Ended 12/31/2012

Statement 2

Part II, line 13, Investments - Other:

	<u>Book Beginning</u>	<u>Book Ending</u>	<u>FMV Ending</u>
Vanguard Prime Money Market Fund	200,037	200,022	200,022
Vanguard Total Bond Market Index Fund Institutional Shares	5,159,177	4,798,264	5,222,568
Vanguard Asset Allocation Fund Investor Shares	4,242,489	0	0
Vanguard Balanced Index Fund Inv	0	3,612,509	3,874,404
Vanguard Small-Cap Index Fund Investor Shares	<u>3,352,539</u>	<u>2,717,743</u>	<u>3,899,485</u>
Total Investments - Other	<u>12,954,242</u>	<u>11,328,539</u>	<u>13,196,479</u>

**Kinder Morgan Foundation
EIN: 84-1148161**

Statement 3

**Statement Attached To and Made Part of
The Federal and State Income Tax Returns
For The Year Ended 12/31/2012**

Part VIII, Line 1, List of all officers, directors, trustees, and foundation managers:

(a) Name and Address	(b) Title and average hours/week	(c) Contributions to EE benefit plans	(d) Expense account	(e) Compensation
Jeffrey R. Armstrong One Allen Center 500 Dallas Street, Suite 1000 Houston, TX 77002	Director Minimal Hrs/WK	None	None	None
Larry S. Pierce One Allen Center 500 Dallas Street, Suite 1000 Houston, TX 77002	Director Minimal Hrs/WK	None	None	None
C. Park Shaper One Allen Center 500 Dallas Street, Suite 1000 Houston, TX 77002	Director Minimal Hrs/WK	None	None	None
James E. Street One Allen Center 500 Dallas Street, Suite 1000 Houston, TX 77002	Director Minimal Hrs/WK	None	None	None
Maureen Bulkley 370 van Gordon Street Lakewood, CO 80228	Foundation Manager Minimal Hrs/WK	None	None	None

**Kinder Morgan Foundation
EIN: 84-1148161**

STATEMENT 4

**A STATEMENT ATTACHED TO AND MADE PART OF
THE FEDERAL AND STATE INCOME TAX RETURNS
FOR THE YEAR ENDED 12/31/2012**

Part XV, Line 2b, Supplementary Information:

The form in which applications should be submitted and the information and materials they should include:

Application should be made through a letter of request. Such letters should be typewritten and generally not more than three pages in length.

The letter should include.

1. A brief description of the requesting organization and its purposes.
2. A description of the particular cause or program for which funds are being sought.
3. A statement of rationale for the proposal including an indication of its goals, the need for such a program, any unique elements, and population benefited.
4. Total amount of moneys sought in the campaign.
5. What portion of the total goal is targeted for corporate support and from what source will remaining funds will be solicited.
6. A specific indication of how much is requested from the foundation and desired timing.
7. An indication of broad-based community and corporate support.
8. Project evaluation plans and methods of reporting such evaluations to donors.
9. An itemized budget for the program project involved.
10. A listing of officers and directors, as well as their principal affiliations
11. A detailed organizational budget for the current operating year covering both income and expenses.
12. A financial statement for the organization's most recent fiscal year, preferably audited

**Kinder Morgan Foundation
EIN: 84-1148161**

STATEMENT 5

**A STATEMENT ATTACHED TO AND MADE PART OF
THE FEDERAL AND STATE INCOME TAX RETURNS
FOR THE YEAR ENDED 12/31/2012**

Part XV, Line 2d, Supplementary Information:

Kinder Morgan Foundation funds 501(c)(3) organization that are for the purpose of youth and education, arts, culture or the environment in communities where Kinder Morgan has operations.

Kinder Morgan Foundation will not fund the following:

- Individuals
- Political causes, candidates or lobbying efforts
- Programs or organizations outside the United States or Canada
- Operating expenses
- Capital projects (except libraries)
- Projects of religious denominations
- Advertising
- Sponsorships
- Service clubs, fraternal organizations or third-party fundraisers
- Travel for individuals or groups
- Conventions, conferences, seminars or other special events

Kinder Morgan Foundation
EIN: 84-1148161

STATEMENT 6

**A STATEMENT ATTACHED TO AND MADE PART OF
THE FEDERAL AND STATE INCOME TAX RETURNS
FOR THE YEAR ENDED 12/31/2012**

Part XV, Line 3a, Supplementary Information.

Date	Amount	Check No	M/D	Organization
2/2/2012	(2,000 00)	10563	Donations	Annunciation Orthodox School
2/2/2012	(860 00)	10564	Donations	Assn. of Former Students, Texas A&M Unive
2/2/2012	(1,050 00)	10565	Donations	Association of Graduates, U S Military A
2/2/2012	(125 00)	10566	Donations	Atlanta Educational Telecommunications
2/2/2012	(100 00)	10567	Donations	Bishop Loughlin Memorial High School
2/2/2012	(2,050 00)	10568	Donations	Calvin College
2/2/2012	(1,000 00)	10569	Donations	Carleton College
2/2/2012	(250 00)	10570	Donations	Cedarhurst Center for the Arts
2/2/2012	(500 00)	10571	Donations	Chadron State Foundation
2/2/2012	(2,000 00)	10572	Donations	Chapman University
2/2/2012	(125 00)	10573	Donations	Christian Brothers University
2/2/2012	(200 00)	10574	Donations	Colorado School of Mines Foundation
2/2/2012	(120 00)	10575	Donations	Community Radio for Northern Colorado
2/2/2012	(150 00)	10576	Donations	Cooper Union
2/2/2012	(140 00)	10577	Donations	Denver Museum of Nature & Science
2/2/2012	(50 00)	10578	Donations	Duchesne Academy
2/2/2012	(250 00)	10579	Donations	Eastern Illinois University Foundation
2/2/2012	(1,000 00)	10580	Donations	Ensemble Theatre
2/2/2012	(100 00)	10581	Donations	Episcopal School of Dallas
2/2/2012	(150 00)	10582	Donations	Fort Hays State University
2/2/2012	(250 00)	10583	Donations	Georgia Tech Foundation
2/2/2012	(500 00)	10584	Donations	Greenfield Foundation for Educational Exc
2/2/2012	(500 00)	10585	Donations	Grove City College
2/2/2012	(250 00)	10586	Donations	Hippodrome Arts Centre
2/2/2012	(250 00)	10587	Donations	Hockaday School
2/2/2012	(500 00)	10588	Donations	Houston Civic Symphony Orchestra
2/2/2012	(4,000 00)	10589	Donations	Houston Grand Opera
2/2/2012	(500 00)	10590	Donations	Incarnate Word Academy
2/2/2012	(150 00)	10591	Donations	JUC Live!
2/2/2012	(125 77)	10592	Donations	Kansas University Endowment Association
2/2/2012	(650 00)	10593	Donations	Kinkaid School
2/2/2012	(340 00)	10594	Donations	KUVO Denver Educational Broadcasting
2/2/2012	(1,500 00)	10595	Donations	Lehman Catholic High School
2/2/2012	(500 00)	10596	Donations	Loyola University Chicago
2/2/2012	(500 00)	10597	Donations	Maur Hill - Mount Academy
2/2/2012	(500.00)	10598	Donations	Missouri University of Science & Technolo
2/2/2012	(65 00)	10599	Donations	Museum of Fine Arts, Houston
2/2/2012	(50 00)	10600	Donations	North Dakota State Univ Development Foun
2/2/2012	(250 00)	10601	Donations	Pacifica Foundation
2/2/2012	(350 00)	10602	Donations	Providence Christian School of Texas
2/2/2012	(170 00)	10603	Donations	Public Broadcasting of Colorado
2/2/2012	(2,000.00)	10604	Donations	Randolph County Historical Society
2/2/2012	(250 00)	10605	Donations	Regents of the University of Michigan
2/2/2012	(100 00)	10606	Donations	Rice University
2/2/2012	(50 00)	10607	Donations	Southern California Public Radio
2/2/2012	(100 00)	10608	Donations	Southern Methodist University

Date	Amount	Check No	M/D	Organization
2/2/2012	(50 00)	10609	Donations	St Agnes Academy - St Dominic School
2/2/2012	(50 00)	10610	Donations	St Francis Episcopal Day School
2/2/2012	(250 00)	10611	Donations	St. John's School
2/2/2012	(750 00)	10612	Donations	St. Mark's Episcopal School
2/2/2012	(430 00)	10613	Donations	St Martha Catholic School
2/2/2012	(500 00)	10614	Donations	St. Paul's School
2/2/2012	(1,010 00)	10615	Donations	St Thomas High School
2/2/2012	(450 00)	10616	Donations	Stanford University
2/2/2012	(500 00)	10617	Donations	Thiel College
2/2/2012	(2,000 00)	10618	Donations	United States Naval Academy Foundation
2/2/2012	(50 00)	10619	Donations	University of Chicago
2/2/2012	(100 00)	10620	Donations	University of Colorado Foundation
2/2/2012	(50 00)	10621	Donations	University of Florida Foundation
2/2/2012	(625 00)	10622	Donations	University of Houston
2/2/2012	(1,460 00)	10623	Donations	University of Illinois Foundation
2/2/2012	(75 00)	10624	Donations	University of Missouri - Rolla
2/2/2012	(300 00)	10625	Donations	University of Notre Dame
2/2/2012	(500 00)	10626	Donations	University of Texas at Austin
2/2/2012	(250 00)	10627	Donations	University of Wyoming Foundation
2/2/2012	(2,000 00)	10628	Donations	Vermilion Local School District
2/2/2012	(1,000 00)	10629	Donations	Washington University in St. Louis
2/6/2012	(5,000 00)	10630	Donations	Boy Scouts of America, Denver Area Council
2/6/2012	(1,000 00)	10631	Donations	Curious Theatre Company
2/6/2012	(5,000 00)	10632	Donations	Opera Colorado
2/6/2012	(5,000 00)	10633	Donations	North Carolina Museum of Natural Sciences
2/6/2012	(5,000 00)	10634	Donations	Winter Springs High School
2/6/2012	(2,000.00)	10635	Donations	Douglas County Libraries Foundation
2/6/2012	(5,000 00)	10636	Donations	South Carolina Aquarium
2/6/2012	(2,500 00)	10637	Donations	Southeastern Oklahoma State University
2/6/2012	(3,000 00)	10638	Donations	Community-Word Project
2/6/2012	(5,000.00)	10639	Donations	Mundy Road Elementary School
2/6/2012	(5,000 00)	10640	Donations	American Foundation/University of British
2/6/2012	(1,500 00)	10641	Donations	Bard on the Beach Theatre Society
2/6/2012	(5,000.00)	10642	Donations	Arizona Council on Economic Education
2/6/2012	(2,000 00)	10643	Donations	Valemount Museum
2/6/2012	(5,000 00)	10644	Donations	Main Street Theater
2/6/2012	(2,500 00)	10645	Donations	ASPIRA Association
2/6/2012	(3,500 00)	10646	Donations	Denver Young Artists Orchestra
2/6/2012	(5,000 00)	10647	Donations	Classroom Central
2/6/2012	(3,500 00)	10648	Donations	Urban Peak Denver
2/6/2012	(2,500 00)	10649	Donations	Epworth Village
2/6/2012	(1,500 00)	10650	Donations	TEPE Inc.
2/6/2012	(5,000 00)	10651	Donations	Whiz Kids Tutoring
2/6/2012	(5,000 00)	10652	Donations	Oceanographic Teaching Stations
2/6/2012	(5,000 00)	10653	Donations	Aquarium of the Pacific
2/6/2012	(4,000 00)	10654	Donations	Texas State University-San Marcos
2/6/2012	(2,500 00)	10655	Donations	University of Northern Colorado Foundatio
2/6/2012	(5,000.00)	10656	Donations	Alley Theatre
2/6/2012	(5,000 00)	10657	Donations	University of Texas Foundation
2/6/2012	(3,000 00)	10658	Donations	Tucson Symphony Orchestra
2/6/2012	(2,500 00)	10659	Donations	University of Houston Foundation
2/6/2012	(3,000 00)	10660	Donations	Chicago Youth Symphony Orchestras
2/6/2012	(4,000 00)	10661	Donations	Western Colorado Center for the Arts Inc
2/6/2012	(2,500 00)	10662	Donations	Teaching Responsible Earth Education
2/6/2012	(5,000 00)	10663	Donations	Junior Achievement of Greater St Louis
2/6/2012	(2,500 00)	10664	Donations	Association House of Chicago
2/6/2012	(5,000 00)	10665	Donations	Junior Achievement - Rocky Mountain, Inc
2/6/2012	(2,500 00)	10666	Donations	Riverside Educational Center
2/6/2012	(5,000 00)	10667	Donations	Children's Fund
2/6/2012	(5,000 00)	10668	Donations	Learning Through an Expanded Arts Program

Date	Amount	Check No	M/D	Organization
2/6/2012	(1,500 00)	10669	Donations	Free Arts for Abused Children of Arizona
2/6/2012	(5,000 00)	10670	Donations	Gladstone School District
2/6/2012	(3,000 00)	10671	Donations	Bronx Arts Ensemble
2/6/2012	(5,000 00)	10672	Donations	Free Library of Philadelphia
2/6/2012	(1,000 00)	10673	Donations	Heber Springs Middle School
2/6/2012	(5,000 00)	10674	Donations	Barnesville Elementary School
2/6/2012	(1,500 00)	10675	Donations	Center for Community Arts Partnerships
2/6/2012	(5,000 00)	10676	Donations	Mapleton Public Schools
2/6/2012	(4,000 00)	10677	Donations	South Bloomfield Elementary School
2/6/2012	(5,000 00)	10678	Donations	YWCA Central Carolinas
2/6/2012	(1,500 00)	10679	Donations	Colorado State University, Dolores County
2/6/2012	(1,300 00)	10680	Donations	United Way for the Greater New Orleans Ar
2/6/2012	(500 00)	10681	Donations	Mile High United Way
2/6/2012	(62,323 00)	10682	Donations	United Way of Greater Houston
2/6/2012	(25,000 00)	10683	Donations	United Way of Greater Houston
2/6/2012	(2,500 00)	10684	Donations	Center for the Performing Arts at The Woo
2/6/2012	(2,283 00)	10685	Donations	Grace Christian Academy
2/6/2012	(5,000 00)	10686	Donations	Solano Community Foundation
2/6/2012	(2,000 00)	10687	Donations	Downtown Aurora Visual Arts
2/6/2012	(5,000 00)	10688	Donations	Lyndhurst Elementary School
2/6/2012	(2,500 00)	10689	Donations	Calgary Centre for Performing Arts
2/6/2012	(2,500 00)	10690	Donations	Cool Girls, Inc.
2/6/2012	(1,000 00)	10691	Donations	Casper Planetarium
2/6/2012	(1,000 00)	10692	Donations	Clearwater Secondary School
2/6/2012	(3,326 07)	10693	Donations	United Way of Calgary and Area
2/6/2012	(267 00)	10694	Donations	United Way of the Alberta Capital Region
2/6/2012	(489 47)	10695	Donations	United Way of the Lower Mainland
4/20/2012	(1,000 00)	10698	Donations	4-H Clubs & Affiliated 4-H Organizations
4/20/2012	(3,000 00)	10700	Donations	Armorel Elementary School
4/20/2012	(3,000 00)	10701	Donations	Armorel High School
4/20/2012	(5,000 00)	10702	Donations	Auguston Traditional Elementary
4/20/2012	(2,500 00)	10703	Donations	Barriere Secondary School
4/20/2012	(1,500 00)	10704	Donations	Bluff Lake Nature Center
4/20/2012	(1,000 00)	10705	Donations	BodyVox, Inc
4/20/2012	(3,000 00)	10706	Donations	Boy Scouts of America, Chickasaw Council
4/20/2012	(1,000 00)	10707	Donations	Boy Scouts of America, Greater St Louis
4/20/2012	(3,000 00)	10708	Donations	Boy Scouts of America, Quapaw Area Council
4/20/2012	(1,000 00)	10709	Donations	Bud Finch Memorial Community Theatre Foun
4/20/2012	(2,500 00)	10710	Donations	Carrington City Library
4/20/2012	(3,000 00)	10711	Donations	Chicago Children's Choir
4/20/2012	(3,500 00)	10712	Donations	Chicago Children's Museum
4/20/2012	(1,500 00)	10713	Donations	Chicago Jazz Philharmonic
4/20/2012	(3,500 00)	10714	Donations	Chicago Symphony Orchestra Association
4/20/2012	(2,500 00)	10715	Donations	Children's Arts Umbrella Association
4/20/2012	(3,425 00)	10716	Donations	Dolores Elementary School
4/20/2012	(3,906 00)	10717	Donations	Dolores Rotary Club
4/20/2012	(5,000 00)	10718	Donations	Duncan Falls Elementary
4/20/2012	(1,500 00)	10719	Donations	East Bay Center for the Performing Arts
4/20/2012	(2,500 00)	10720	Donations	East Muskingum Middle School
4/20/2012	(2,000 00)	10721	Donations	Elementary Institute of Science
4/20/2012	(1,500 00)	10722	Donations	Eubie Blake School
4/20/2012	(1,500 00)	10723	Donations	Family Tree, Inc
4/20/2012	(2,500 00)	10724	Donations	Foothills Art Center
4/20/2012	(3,000 00)	10725	Donations	Friends of Cabrillo Marine Aquarium
4/20/2012	(2,500 00)	10726	Donations	Gardens Elementary
4/20/2012	(3,000 00)	10727	Donations	Gene Slay's Boys' Club of St Louis, Inc
4/20/2012	(5,000 00)	10728	Donations	Grace Yokley Middle School
4/20/2012	(2,500 00)	10729	Donations	Great Explorations, Inc
4/20/2012	(5,000 00)	10730	Donations	Greenwood Public Library, Friends of
4/20/2012	(2,500 00)	10731	Donations	Homewood-Flossmor Community High School

Date	Amount	Check No	M/D	Organization
4/20/2012	(5,000 00)	10732	Donations	Houston Museum of Natural Science
4/20/2012	(5,000 00)	10733	Donations	Houston TSCPA Foundation
4/20/2012	(1,000 00)	10734	Donations	Indiana Elementary School
4/20/2012	(2,500 00)	10735	Donations	Invent Now, Inc
4/20/2012	(2,500.00)	10736	Donations	John Glenn High School
4/20/2012	(2,000 00)	10737	Donations	John Mashaka Foundation
4/20/2012	(3,000 00)	10738	Donations	Josephinum Academy
4/20/2012	(2,500 00)	10739	Donations	Joslin Elementary School
4/20/2012	(2,500 00)	10740	Donations	Junior Achievement of Greater Baton Rouge
4/20/2012	(3,000 00)	10741	Donations	Junior Achievement of Northern Indiana
4/20/2012	(3,500 00)	10742	Donations	Keystone Center
4/20/2012	(5,000.00)	10743	Donations	Kids in Need Foundation
4/20/2012	(1,000 00)	10744	Donations	L'ecole Aubrey Elementary School
4/20/2012	(2,500 00)	10745	Donations	Lawrence Hall Youth Services
4/20/2012	(1,500 00)	10746	Donations	Los Compadres de Escuela Longfellow
4/20/2012	(1,500 00)	10747	Donations	Lost and Found
4/20/2012	(1,500 00)	10748	Donations	Menil Foundation
4/20/2012	(2,500 00)	10749	Donations	Metro State College of Denver Foundation
4/20/2012	(2,500 00)	10750	Donations	Metropolitan Youth Symphony
4/20/2012	(4,845 00)	10751	Donations	Morales Elementary School
4/20/2012	(1,000.00)	10752	Donations	Morrison Natural History Museum Foundatio
4/20/2012	(1,000 00)	10753	Donations	Mountain Middle School
4/20/2012	(1,000.00)	10754	Donations	Museo de las Americas
4/20/2012	(3,000 00)	10755	Donations	National Aquarium
4/20/2012	(2,500 00)	10756	Donations	New Orleans College Preparatory Academies
4/20/2012	(5,000 00)	10757	Donations	Northwest Assistance Ministries
4/20/2012	(3,000 00)	10758	Donations	OpenWorld Learning
4/20/2012	(2,500 00)	10759	Donations	Palmer Elementary School
4/20/2012	(2,000 00)	10760	Donations	Park Avenue Youth and Family Services
4/20/2012	(1,500 00)	10761	Donations	PlayWrite
4/20/2012	(5,000 00)	10762	Donations	Reading is FUNdamental Pittsburgh
4/20/2012	(5,000 00)	10763	Donations	ReNEW-Reinventing Education
4/20/2012	(5,000 00)	10764	Donations	San Miguel of Tucson Corporation
4/20/2012	(1,000 00)	10765	Donations	Sierra Nevada Journeys
4/20/2012	(1,971 00)	10766	Donations	Sts Joachim and Ann Catholic School
4/20/2012	(2,500 00)	10767	Donations	Sunnyside Unified School District Foundat
4/20/2012	(1,500 00)	10768	Donations	Tech Museum of Innovation
4/20/2012	(1,000 00)	10769	Donations	University Medical Center Foundation
4/20/2012	(2,500 00)	10770	Donations	Vancouver International Writers Festival
4/20/2012	(2,500 00)	10771	Donations	Virginia Home for Boys and Girls
4/20/2012	(2,500 00)	10772	Donations	YMCA of the Triangle Area
4/20/2012	(5,000 00)	10773	Donations	Young Americans Center for Financial Educ
5/7/2012	(500 00)	10774	Donations	Arapahoe Community College Foundation
5/7/2012	(250 00)	10775	Donations	Assn of Former Students, Texas A&M Unive
5/7/2012	(1,300 00)	10776	Donations	Association of Graduates, U S. Military A
5/7/2012	(300 00)	10777	Donations	Barnard College
5/7/2012	(1,100 00)	10778	Donations	Carleton College
5/7/2012	(100 00)	10779	Donations	Colorado State University Foundtion
5/7/2012	(60 00)	10780	Donations	Denver Museum of Nature & Science
5/7/2012	(100 00)	10781	Donations	Duchesne Academy
5/7/2012	(100 00)	10782	Donations	Duke University
5/7/2012	(500 00)	10783	Donations	Evans Scholars Foundation
5/7/2012	(250 00)	10784	Donations	Foundation for Indiana University of Penn
5/7/2012	(1,300 00)	10785	Donations	Georgia Tech Foundation
5/7/2012	(125 00)	10786	Donations	Harvard University
5/7/2012	(100 00)	10787	Donations	Indiana University Foundation
5/7/2012	(250 00)	10788	Donations	Kansas State University Foundation
5/7/2012	(1,000 00)	10789	Donations	Kansas University Endowment Association
5/7/2012	(2,000 00)	10790	Donations	Kappa Sigma Endowment Fund
5/7/2012	(700 00)	10791	Donations	Kennesaw State University

Date	Amount	Check No	M/D	Organization
5/7/2012	(100 00)	10792	Donations	Kenyon College
5/7/2012	(500 00)	10793	Donations	Kinkaid School
5/7/2012	(500 00)	10794	Donations	Post Oak School
5/7/2012	(375 00)	10795	Donations	Public Broadcasting of Colorado
5/7/2012	(500 00)	10796	Donations	Red Rocks Community College Foundation
5/7/2012	(150 00)	10797	Donations	Regents of the University of Michigan
5/7/2012	(250 00)	10798	Donations	Rice University
5/7/2012	(500 00)	10799	Donations	St Mary School
5/7/2012	(695 00)	10800	Donations	Texas A&M University, 12th Man Foundation
5/7/2012	(250.00)	10801	Donations	Texas Aggies Corps of Cadets Association
5/7/2012	(612 00)	10802	Donations	University of Alabama
5/7/2012	(320 00)	10803	Donations	University of Colorado Foundation
5/7/2012	(500 00)	10804	Donations	University of Nebraska Foundation
5/7/2012	(900 00)	10805	Donations	University of Texas at Austin
5/7/2012	(500 00)	10806	Donations	University of Wyoming Foundation
5/7/2012	(350 00)	10807	Donations	West Virginia University Foundation
6/18/2012	(1,500 00)	10808	Donations	Arizona Opera
6/18/2012	(1,000 00)	10809	Donations	The Arts Club of Vancouver Theatre Societ
6/18/2012	(1,000 00)	10810	Donations	Balch Springs Visual and Performing Arts
6/18/2012	(2,000 00)	10811	Donations	Balko Independent School District
6/18/2012	(1,000 00)	10812	Donations	Ballet Nouveau Colorado
6/18/2012	(2,500 00)	10813	Donations	Beyond Basics
6/18/2012	(1,000 00)	10814	Donations	Bridges of Silence
6/18/2012	(2,500 00)	10815	Donations	Cainhoy Elementary/Middle School
6/18/2012	(1,000 00)	10816	Donations	Calgary International Children's Festival
6/18/2012	(1,000 00)	10817	Donations	Carteret Public Schools
6/18/2012	(1,000 00)	10818	Donations	Change Happens!
6/18/2012	(2,500 00)	10819	Donations	Cherokee Elementary School
6/18/2012	(1,500 00)	10820	Donations	Chicano Humanities & Arts Council
6/18/2012	(1,000 00)	10821	Donations	Colorado Ballet Company
6/18/2012	(4,000.00)	10822	Donations	Crow Canyon Archaeological Center
6/18/2012	(3,000 00)	10823	Donations	Cuero ISD Education Foundation
6/18/2012	(1,000 00)	10824	Donations	Daniel A. Grout Elementary School
6/18/2012	(2,000 00)	10825	Donations	Denver Academy
6/18/2012	(1,000 00)	10826	Donations	Environmental Learning for Kids
6/18/2012	(1,000 00)	10827	Donations	Escuela de Guadalupe
6/18/2012	(3,000 00)	10828	Donations	Faith Inc All-In-Vision
6/18/2012	(4,000.00)	10829	Donations	For Love of Children
6/18/2012	(2,630 00)	10830	Donations	Forest Heights Academy of Excellence
6/18/2012	(1,500 00)	10831	Donations	Franciscan Community Center
6/18/2012	(2,500 00)	10832	Donations	Franklin Local Community School
6/18/2012	(1,000 00)	10833	Donations	Girls 4 Science
6/18/2012	(1,000 00)	10834	Donations	Global Health Connections
6/18/2012	(1,500 00)	10835	Donations	Great Arizona Puppet Theater
6/18/2012	(3,000 00)	10836	Donations	Green Grove Public Library
6/18/2012	(2,500 00)	10837	Donations	Guntersville City Schools
6/18/2012	(2,500 00)	10838	Donations	Hope & District Arts Council
6/18/2012	(4,000 00)	10839	Donations	Houston Grand Opera
6/18/2012	(2,500 00)	10840	Donations	International Printing Museum
6/18/2012	(1,000 00)	10841	Donations	The International School of Louisiana
6/18/2012	(1,000 00)	10842	Donations	Jack S Blanton Museum of Art
6/18/2012	(4,000 00)	10843	Donations	Jeffco Action Center
6/18/2012	(1,500 00)	10844	Donations	Jefferson Youth Foundation, Inc
6/18/2012	(4,000 00)	10845	Donations	Junior Achievement of Chicago
6/18/2012	(2,000 00)	10846	Donations	Kohl Education Foundation
6/18/2012	(2,000 00)	10847	Donations	Lighthouse Writers Workshop
6/18/2012	(3,000 00)	10848	Donations	Lindsay Wildlife Museum
6/18/2012	(1,500 00)	10849	Donations	Lyric Opera of Chicago
6/18/2012	(3,000 00)	10850	Donations	Manchester Avenue Elementary School
6/18/2012	(1,000 00)	10851	Donations	Mercy Housing

Date	Amount	Check No	M/D	Organization
6/18/2012	(2,000.00)	10852	Donations	Mi Casa Resource Center
6/18/2012	(4,000.00)	10853	Donations	Mississippi County Library System
6/18/2012	(4,000.00)	10854	Donations	Nature Discovery Center
6/18/2012	(2,500.00)	10855	Donations	New Concord Elementary School
6/18/2012	(1,000.00)	10856	Donations	New Orleans Film and Video Festival, Inc
6/18/2012	(2,500.00)	10857	Donations	North Clackamas Education Foundation
6/18/2012	(1,000.00)	10858	Donations	Parent Pathways
6/18/2012	(2,500.00)	10859	Donations	Perry Elementary School
6/18/2012	(2,500.00)	10860	Donations	Philo High School
6/18/2012	(2,500.00)	10861	Donations	Philo Junior High School
6/18/2012	(2,500.00)	10862	Donations	Pike Elementary School
6/18/2012	(2,000.00)	10863	Donations	Ponderosa Elementary School
6/18/2012	(1,000.00)	10864	Donations	RedLine
6/18/2012	(2,500.00)	10865	Donations	Roseville Elementary School
6/18/2012	(2,500.00)	10866	Donations	San Diego Youth Symphony and Conservatory
6/18/2012	(2,500.00)	10867	Donations	Sartartia Middle School
6/18/2012	(2,000.00)	10868	Donations	SEWEE Association
6/18/2012	(1,000.00)	10869	Donations	Stage to Stage
6/18/2012	(1,000.00)	10870	Donations	Stories on Stage
6/18/2012	(1,000.00)	10871	Donations	Tenn-Tom Moving Youth, Inc
6/18/2012	(2,000.00)	10872	Donations	Theatre Action Project
6/18/2012	(2,500.00)	10873	Donations	Theatre West
6/18/2012	(4,000.00)	10874	Donations	Thorne Ecological Institute
6/18/2012	(1,000.00)	10875	Donations	Trine University
6/18/2012	(2,000.00)	10876	Donations	Union Settlement Association
6/18/2012	(15,131.00)	10877	Donations	United Way of Calgary and Area
6/18/2012	(340.00)	10878	Donations	United Way of the Alberta Capital Region
6/18/2012	(1,859.00)	10879	Donations	United Way of the Lower Mainland
6/18/2012	(1,500.00)	10880	Donations	We Teach Science Foundation
6/18/2012	(2,500.00)	10881	Donations	Workshop Houston
6/18/2012	(2,500.00)	10882	Donations	Wyman Center, Inc
6/18/2012	(4,000.00)	10883	Donations	Yolo Basin Foundation
6/18/2012	(4,000.00)	10884	Donations	YouthBiz
6/27/2012	(25,000.00)	10885	Donations	American Red Cross - Pikes Peak Chapter
8/21/2012	(2,500.00)	10886	Donations	92nd Street Y
8/21/2012	(1,000.00)	10887	Donations	A Childs Song Inc
8/21/2012	(2,500.00)	10888	Donations	Academy of Urban Learning
8/21/2012	(1,000.00)	10889	Donations	AlWood Middle School
8/21/2012	(1,500.00)	10890	Donations	Ashburn Lutheran School
8/21/2012	(1,000.00)	10891	Donations	Baton Rouge Ballet Theatre
8/21/2012	(1,500.00)	10892	Donations	Big Sisters of BC Lower Mainland
8/21/2012	(1,500.00)	10893	Donations	Brooklyn Music School
8/21/2012	(1,000.00)	10894	Donations	Buntport Theater Company
8/21/2012	(3,500.00)	10895	Donations	The Catalyst Schools
8/21/2012	(1,500.00)	10896	Donations	Center for Visual Artists
8/21/2012	(2,500.00)	10897	Donations	Children's Literacy Center
8/21/2012	(3,000.00)	10898	Donations	Chinquapin Preparatory School
8/21/2012	(2,500.00)	10899	Donations	College Students for Enrichment in Sec S
8/21/2012	(1,500.00)	10900	Donations	Colorado Photographic Arts Center
8/21/2012	(1,000.00)	10901	Donations	Community Youth Coalition
8/21/2012	(3,500.00)	10902	Donations	Contemporary Arts Museum Houston
8/21/2012	(4,000.00)	10903	Donations	Denver Zoological Foundation
8/21/2012	(5,000.00)	10904	Donations	Dolores County Schools
8/21/2012	(1,500.00)	10905	Donations	Eastbrook Academy
8/21/2012	(1,500.00)	10906	Donations	Emily Griffith Foundation, Inc
8/21/2012	(1,500.00)	10907	Donations	Friends of Rancho San Pedro
8/21/2012	(5,000.00)	10908	Donations	Friends of Washoe County Library
8/21/2012	(1,000.00)	10909	Donations	GENaustin
8/21/2012	(2,500.00)	10910	Donations	Girl Scouts of Southern Arizona – Sahuaro
8/21/2012	(2,500.00)	10911	Donations	Girl Scouts, Hornets' Nest Council

Date	Amount	Check No	M/D	Organization
8/21/2012	(5,000 00)	10912	Donations	Guntersville Elementary School
8/21/2012	(2,500 00)	10913	Donations	Hammond Urban Academy Inc
8/21/2012	(3,500 00)	10914	Donations	Hastings College Foundation
8/21/2012	(3,500 00)	10915	Donations	The Hobby Center Foundation
8/21/2012	(5,000 00)	10916	Donations	Hope Stone
8/21/2012	(2,500 00)	10917	Donations	Houston Ballet Foundation
8/21/2012	(4,000.00)	10918	Donations	Houston Symphony Society
8/21/2012	(3,000 00)	10919	Donations	Houston Zoo, Inc
8/21/2012	(1,000 00)	10920	Donations	Humanitarian Outreach Development Group
8/21/2012	(1,500 00)	10921	Donations	Imagination Makers Unlimited
8/21/2012	(3,500 00)	10922	Donations	Junior Achievement of Oregon and SW Washi
8/21/2012	(1,500 00)	10923	Donations	Junior Symphony Guild
8/21/2012	(1,000 00)	10924	Donations	Kearney Area Children's Museum
8/21/2012	(5,000 00)	10925	Donations	Kilgore College
8/21/2012	(5,000 00)	10926	Donations	Larry W. Miller Intermediate School
8/21/2012	(4,000 00)	10927	Donations	Literary Arts, Inc
8/21/2012	(2,500.00)	10928	Donations	Madisonville Junior High School
8/21/2012	(1,000.00)	10929	Donations	Mercy Center, Inc
8/21/2012	(1,000.00)	10930	Donations	National Jewish Medical and Research Cent
8/21/2012	(131,725 00)	10931	Donations	National Merit Scholarship Corporation
8/21/2012	(1,500.00)	10932	Donations	Nevada Museum of Art
8/21/2012	(3,500.00)	10933	Donations	Pennsylvania Council on Economic Educatio
8/21/2012	(4,000 00)	10934	Donations	Philadelphia Reads
8/21/2012	(1,500.00)	10935	Donations	Pittsburgh Arsenal PreK-5
8/21/2012	(3,000.00)	10936	Donations	Pittsburgh Public Theater
8/21/2012	(2,000.00)	10937	Donations	Pleasant View Christian School
8/21/2012	(2,000 00)	10938	Donations	Public Education & Business Coalition
8/21/2012	(5,000 00)	10939	Donations	Rockingham County Public Libraries
8/21/2012	(2,500 00)	10940	Donations	Rosie's House A Music Academy for Children
8/21/2012	(2,500 00)	10941	Donations	Sacramento Museum of History, Science & T
8/21/2012	(2,000 00)	10942	Donations	Saint John Catholic School
8/21/2012	(2,000 00)	10943	Donations	San Ysidro High School
8/21/2012	(1,500 00)	10944	Donations	Science Zone
8/21/2012	(1,000 00)	10945	Donations	South Union Community Development Inc
8/21/2012	(1,000 00)	10946	Donations	Spark Program Inc
8/21/2012	(5,000 00)	10947	Donations	Springboro Junior High School
8/21/2012	(1,500 00)	10948	Donations	St Anthony of Padua Catholic School
8/21/2012	(5,000 00)	10949	Donations	Starks High School
8/21/2012	(3,000 00)	10950	Donations	Swallow Hill Music Association
8/21/2012	(2,000 00)	10951	Donations	Taller Puertorriqueno, Inc
8/21/2012	(2,000 00)	10952	Donations	Tampa Bay Performing Arts Center
8/21/2012	(5,000 00)	10953	Donations	Texas A&M International University
8/21/2012	(1,000 00)	10954	Donations	Toledo Cultural Arts Center
8/21/2012	(1,000 00)	10955	Donations	United Way of Fayette County
8/21/2012	(3,000 00)	10956	Donations	University of Denver
8/21/2012	(2,500.00)	10957	Donations	Vanguard Classical School Inc
8/21/2012	(1,000 00)	10958	Donations	VSA Arts of Colorado
8/21/2012	(4,000.00)	10959	Donations	Warren Easton Sr. High School Foundation
8/21/2012	(2,000.00)	10960	Donations	Wildlife Experience
8/21/2012	(3,000 00)	10961	Donations	Women's Resource of Greater Houston
8/21/2012	(2,500 00)	10962	Donations	WordFest Banff-Calgary Intn'l Wnters Festival
8/21/2012	(1,000 00)	10963	Donations	YMCA of Midland
8/21/2012	(2,500 00)	10964	Donations	Young Audiences of San Diego
8/21/2012	(1,000 00)	10965	Donations	Young Philanthropists Foundation
9/6/2012	(25,000 00)	10966	Donations	American Red Cross - Southeast Louisiana
9/6/2012	(500 00)	10967	Donations	Association of Graduates, U S Military A
9/6/2012	(100 00)	10968	Donations	Bishop Loughlin Memorial High School
9/6/2012	(4,000 00)	10969	Donations	Chapman University
9/6/2012	(100 00)	10970	Donations	Christchurch School
9/6/2012	(500 00)	10971	Donations	Class Act Productions

Date	Amount	Check No	M/D	Organization
9/6/2012	(300 00)	10972	Donations	Colonial Williamsburg Foundation
9/6/2012	(100 00)	10973	Donations	Colorado School of Mines Foundation
9/6/2012	(25 00)	10974	Donations	Colorado State University Foundtion
9/6/2012	(50 00)	10975	Donations	De Paul University
9/6/2012	(125 00)	10976	Donations	Denver Art Museum
9/6/2012	(56 00)	10977	Donations	Denver Zoological Foundation
9/6/2012	(500.00)	10978	Donations	Georgia Tech Foundation
9/6/2012	(100 00)	10979	Donations	Indiana University Foundation
9/6/2012	(50 00)	10980	Donations	Jefferson County Library Cooperative, Inc
9/6/2012	(530 80)	10981	Donations	Kansas State University Foundation
9/6/2012	(2,000.00)	10982	Donations	Kansas University Endowment Association
9/6/2012	(100 00)	10983	Donations	Kinkaid School
9/6/2012	(65 00)	10984	Donations	Lambda Chi Alpha Educational Foundation
9/6/2012	(1,600 00)	10985	Donations	Logos Academy
9/6/2012	(300.00)	10986	Donations	Marian Catholic High School
9/6/2012	(400 00)	10987	Donations	Mount Holyoke College
9/6/2012	(500 00)	10988	Donations	Norfolk Academy
9/6/2012	(100 00)	10989	Donations	North Carolina State University Foundatio
9/6/2012	(200 00)	10990	Donations	Pittsburg State University
9/6/2012	(50 00)	10991	Donations	Pittsburgh Public Theater
9/6/2012	(2,750 00)	10992	Donations	Post Oak School
9/6/2012	(300 00)	10993	Donations	Public Broadcasting of Colorado
9/6/2012	(100 00)	10994	Donations	Rice University
9/6/2012	(200 00)	10995	Donations	Rocky Mountain Public Broadcasting Networ
9/6/2012	(750 00)	10996	Donations	St Cecilia Catholic School
9/6/2012	(3,000 00)	10997	Donations	St John's School
9/6/2012	(2,000 00)	10998	Donations	University of Alabama
9/6/2012	(1,000 00)	10999	Donations	University of Alaska Foundation
9/6/2012	(25 00)	11000	Donations	University of Colorado Foundation
9/6/2012	(50 00)	11001	Donations	University of Florida Foundation
9/6/2012	(450 00)	11002	Donations	University of Houston
9/6/2012	(1,000 00)	11003	Donations	University of Massachusetts Amherst
9/6/2012	(375 00)	11004	Donations	The Unversity of Georgia Foundation
9/6/2012	(100 00)	11005	Donations	West Virginia University Foundation
10/8/2012	(5,000 00)	11006	Donations	Arlington ISD Education Foundation
10/8/2012	(5,000 00)	11007	Donations	Arrupe Jesuit High School
10/8/2012	(3,000 00)	11008	Donations	Art Students League of Denver
10/8/2012	(5,000 00)	11009	Donations	Aviation Academy
10/8/2012	(1,500 00)	11010	Donations	Aycock Drumline & Dance Team Booster Club
10/8/2012	(2,000 00)	11011	Donations	Beechwood Independent School District
10/8/2012	(3,000 00)	11012	Donations	Bennie E. Goodwin After School Academic P
10/8/2012	(1,000 00)	11013	Donations	Bnos Yisroel of Baltimore
10/8/2012	(2,000 00)	11014	Donations	Boy Scouts of America, Louisiana Purchase
10/8/2012	(5,000 00)	11015	Donations	Centreville Academy
10/8/2012	(2,500 00)	11016	Donations	Chicago Lights
10/8/2012	(3,500 00)	11017	Donations	Children's Museum of Pittsburgh
10/8/2012	(1,500 00)	11018	Donations	City Ballet of Houston
10/8/2012	(4,375 00)	11019	Donations	Clear Creek Education Foundation
10/8/2012	(2,000 00)	11020	Donations	Colorado Humanities
10/8/2012	(2,000 00)	11021	Donations	Colorado Symphony Association
10/8/2012	(1,000 00)	11022	Donations	Denver Brass
10/8/2012	(2,500 00)	11023	Donations	Denver Museum of Nature & Science
10/8/2012	(5,000 00)	11024	Donations	Denver Public Schools Foundation
10/8/2012	(1,500 00)	11025	Donations	Discalced Inc.
10/8/2012	(5,000 00)	11026	Donations	Education Foundation of Harris County
10/8/2012	(4,000 00)	11027	Donations	Elizabeth River Project
10/8/2012	(2,000 00)	11028	Donations	Facets Multi-Media, Inc
10/8/2012	(2,500 00)	11029	Donations	Family Resource Center of South Florida,
10/8/2012	(1,500 00)	11030	Donations	Financial Education and Economic Transfor
10/8/2012	(2,000 00)	11031	Donations	Fredericksburg Area Museum and Cultural C

Date	Amount	Check No	M/D	Organization
10/8/2012	(1,000 00)	11032	Donations	FRIENDS Association for Children
10/8/2012	(1,000 00)	11033	Donations	Friends of the Rouge
10/8/2012	(5,000 00)	11034	Donations	Genesys Works
10/8/2012	(3,500 00)	11035	Donations	George Washington Foundation
10/8/2012	(2,500 00)	11036	Donations	Girl Scouts of North-Central Alabama
10/8/2012	(5,000 00)	11037	Donations	Girl Scouts of San Jacinto Council
10/8/2012	(5,000 00)	11038	Donations	Gladstone High School
10/8/2012	(5,000.00)	11039	Donations	Good Shepherd Catholic School
10/8/2012	(2,000 00)	11040	Donations	Good Shepherd School
10/8/2012	(1,500 00)	11041	Donations	Greater Vancouver International Film Fest
10/8/2012	(1,500 00)	11042	Donations	Highlander Charter School
10/8/2012	(1,500 00)	11043	Donations	Historic Denver, Inc.
10/8/2012	(1,500 00)	11044	Donations	Jefferson Symphony Association
10/8/2012	(3,000 00)	11045	Donations	Junior Achievement of Brazoria County
10/8/2012	(2,000 00)	11046	Donations	Junior Achievement of East Tennessee
10/8/2012	(5,000 00)	11047	Donations	Junior Achievement of New Jersey
10/8/2012	(5,000 00)	11048	Donations	Junior Achievement of Northern California
10/8/2012	(5,000 00)	11049	Donations	Junior Achievement of Southeast Texas
10/8/2012	(5,000 00)	11050	Donations	Junior Achievement of West Central Flord
10/8/2012	(1,000 00)	11051	Donations	Lantana Elementary School
10/8/2012	(2,500 00)	11052	Donations	Loyola University Museum of Art
10/8/2012	(2,500 00)	11053	Donations	McLean Project for the Arts
10/8/2012	(1,000 00)	11054	Donations	Mt. Whitney High School Band Boosters
10/8/2012	(1,250 00)	11055	Donations	Nesbit Elementary School
10/8/2012	(2,000 00)	11056	Donations	New Page Human Services Society
10/8/2012	(2,500 00)	11057	Donations	Ocean Knoll Elementary School
10/8/2012	(3,000 00)	11058	Donations	Omaha Symphony Association
10/8/2012	(2,500 00)	11059	Donations	Omosaze Inc
10/8/2012	(2,250 00)	11060	Donations	Orchard Farms Elementary School
10/8/2012	(1,000 00)	11061	Donations	Pacific Youth Choir
10/8/2012	(5,000 00)	11062	Donations	Palomar Elementary School
10/8/2012	(1,500 00)	11063	Donations	Pendulum Aerial Arts
10/8/2012	(2,500 00)	11064	Donations	Piney Woods Fine Arts Association
10/8/2012	(2,500 00)	11065	Donations	Please Touch Museum
10/8/2012	(2,500 00)	11066	Donations	Portland Children's Museum
10/8/2012	(72,951 90)	11067	Donations	Project GRAD Houston
10/8/2012	(2,500 00)	11068	Donations	Providence St. Mel School
10/8/2012	(2,000 00)	11069	Donations	Rocky Mountain Butterfly Consortium
10/8/2012	(2,000 00)	11070	Donations	San Diego Symphony Orchestra Association
10/8/2012	(4,995 00)	11071	Donations	San Diego Unified School District
10/8/2012	(5,000 00)	11072	Donations	Sayre Public School Foundation
10/8/2012	(5,000 00)	11073	Donations	Seminary Elementary School
10/8/2012	(5,000 00)	11074	Donations	Seminary High School
10/8/2012	(1,000 00)	11075	Donations	St Martin's Chamber Choir
10/8/2012	(5,000 00)	11076	Donations	Start Making A Reader Today
10/8/2012	(1,500 00)	11077	Donations	Sundog Theatre, Inc
10/8/2012	(2,000 00)	11078	Donations	Teatro de la Luna
10/8/2012	(3,000 00)	11079	Donations	Theatre Under The Stars
10/8/2012	(2,767.15)	11080	Donations	United Way of Calgary and Area
10/8/2012	(240 00)	11081	Donations	United Way of the Alberta Capital Region
10/8/2012	(841 35)	11082	Donations	United Way of the Lower Mainland
10/8/2012	(1,500 00)	11083	Donations	Vancouver Maritime Museum
10/8/2012	(5,000 00)	11084	Donations	Walton County Public Schools
10/8/2012	(4,144 00)	11085	Donations	West Vancouver Youth Band
10/8/2012	(2,000 00)	11086	Donations	Wings Over The Rockies Air and Space Muse
10/8/2012	(2,500 00)	11087	Donations	Young Audiences of Oregon, Inc
11/1/2012	(25,000 00)	11088	Donations	American Red Cross in Greater New York
11/1/2012	(25,000 00)	11089	Donations	American Red Cross in Central New Jersey
11/1/2012	(50,000 00)	11090	Donations	The Salvation Army
11/15/2012	76,320 00		Donations	Deposit - National Merit Scholarship

Date	Amount	Check No	M/D	Organization
12/13/2012	(1,500 00)	11091	Donations	9 Dots Community Learning Center
12/13/2012	(2,000 00)	11092	Donations	American River Natural History Associatio
12/13/2012	(2,500.00)	11093	Donations	Annunciation Catholic School
12/13/2012	(3,000.00)	11094	Donations	Art League of Houston
12/13/2012	(2,000 00)	11095	Donations	Arvada Council for the Arts and Humanitie
12/13/2012	(1,500 00)	11096	Donations	Augustana Arts, Inc
12/13/2012	(4,000 00)	11097	Donations	Belle Aire School
12/13/2012	(2,500.00)	11098	Donations	Blytheville Charter School
12/13/2012	(5,000 00)	11099	Donations	Blytheville High School
12/13/2012	(2,500 00)	11100	Donations	Blytheville Kindergarten Center
12/13/2012	(1,000.00)	11101	Donations	Boys & Girls Club of Carbon County
12/13/2012	(1,000.00)	11102	Donations	Boys & Girls Club of the Timber Ridge, In
12/13/2012	(3,000 00)	11103	Donations	Boys & Girls Clubs of South Alabama, Inc.
12/13/2012	(1,500 00)	11104	Donations	Boys Hope Girls Hope
12/13/2012	(1,500 00)	11105	Donations	Burlingame School District
12/13/2012	(1,000 00)	11106	Donations	Cabrini High School
12/13/2012	(1,500 00)	11107	Donations	Center for Arts Education
12/13/2012	(2,500 00)	11108	Donations	Chandler Cultural Foundation
12/13/2012	(5,000 00)	11109	Donations	Children's Museum of Denver
12/13/2012	(5,000.00)	11110	Donations	Children's Museum of Houston
12/13/2012	(2,500 00)	11111	Donations	Children's Museum of Phoenix
12/13/2012	(2,500 00)	11112	Donations	Children's Museum of the Lowcountry
12/13/2012	(1,500 00)	11113	Donations	Choice Foundation
12/13/2012	(2,000 00)	11114	Donations	Circle in the Square Theatre School
12/13/2012	(2,000 00)	11115	Donations	Clay Studio
12/13/2012	(1,500 00)	11116	Donations	Colorado Assn of Black Professional Engin
12/13/2012	(3,600 00)	11117	Donations	Colorado Springs Charter Academy
12/13/2012	(3,000 00)	11118	Donations	Colorado Springs Philharmonic Orchestra
12/13/2012	(5,000 00)	11119	Donations	Communities In Schools of the Charleston
12/13/2012	(5,000 00)	11120	Donations	Cristo Rey Jesuit
12/13/2012	(5,000.00)	11121	Donations	Da Camera of Houston
12/13/2012	(5,000 00)	11122	Donations	Davis Bridge Educational Foundation
12/13/2012	(2,500 00)	11123	Donations	Denver Center for the Performing Arts
12/13/2012	(2,500 00)	11124	Donations	Douglas Middle School
12/13/2012	(5,000 00)	11125	Donations	DuPage Children's Museum
12/13/2012	(2,500 00)	11126	Donations	Durango Nature Studies
12/13/2012	(5,000 00)	11127	Donations	Easter Seals of Greater Houston
12/13/2012	(5,000 00)	11128	Donations	Ethos Music Center
12/13/2012	(3,000 00)	11129	Donations	Express Children's Theatre
12/13/2012	(2,500 00)	11130	Donations	Falcon School District 49
12/13/2012	(5,000 00)	11131	Donations	Friends of the Nassau Library, Inc
12/13/2012	(5,000 00)	11132	Donations	Gosnell Public School District
12/13/2012	(1,000 00)	11133	Donations	Greater San Diego Science and Engineering
12/13/2012	(1,500 00)	11134	Donations	Green Thumb Players Society
12/13/2012	(5,000 00)	11135	Donations	Guadalupe Regional Middle School
12/13/2012	(5,000 00)	11136	Donations	Guntersville High School
12/13/2012	(1,000 00)	11137	Donations	Halethorpe Elementary School
12/13/2012	(2,500 00)	11138	Donations	Heart House Austin
12/13/2012	(4,700 00)	11139	Donations	Holy Trinity School
12/13/2012	(2,500 00)	11140	Donations	Hope Secondary School
12/13/2012	(82,500 00)	11141	Donations	Houston Food Bank
12/13/2012	(3,000 00)	11142	Donations	Houston Metropolitan Dance Center
12/13/2012	(5,000 00)	11143	Donations	Junior Achievement of Central North Carol
12/13/2012	(3,000 00)	11144	Donations	Junior Achievment of Delaware Valley
12/13/2012	(1,000 00)	11145	Donations	The KidSafe Project Society
12/13/2012	(2,500 00)	11146	Donations	KIPP Delta Public Schools
12/13/2012	(3,000 00)	11147	Donations	Literature for All of Us
12/13/2012	(1,500 00)	11148	Donations	Little Mountain Neighbourhood House Socie
12/13/2012	(3,700 00)	11149	Donations	Ludlow Independent School District
12/13/2012	(2,500 00)	11150	Donations	MacPhail Center for Music

Date	Amount	Check No	M/D	Organization
12/13/2012	(2,500 00)	11151	Donations	Mercury Baroque
12/13/2012	(2,500 00)	11152	Donations	Music in Catholic Schools
12/13/2012	(1,000 00)	11153	Donations	Northview Elementary School
12/13/2012	(2,500 00)	11154	Donations	Northwestern University Settlement Associ
12/13/2012	(2,500 00)	11155	Donations	Nucla High School
12/13/2012	(5,000 00)	11156	Donations	Oasis Center, Inc
12/13/2012	(5,000 00)	11157	Donations	Olympic View Elementary School
12/13/2012	(5,000 00)	11158	Donations	O'Neill Middle School
12/13/2012	(3,000 00)	11159	Donations	Oregon Symphony
12/13/2012	(1,500 00)	11160	Donations	Our Savior Lutheran Church and School
12/13/2012	(3,000 00)	11161	Donations	Polk Education Foundation & Business Part
12/13/2012	(1,000.00)	11162	Donations	The Portland Ballet
12/13/2012	(2,500.00)	11163	Donations	Presentation House Cultural Society
12/13/2012	(5,000.00)	11164	Donations	Project H O M E
12/13/2012	(3,000.00)	11165	Donations	Raven Theatre
12/13/2012	(2,500.00)	11166	Donations	San Juan Board of Cooperative Educational
12/13/2012	(3,000 00)	11167	Donations	Sarah Heinz House Association
12/13/2012	(5,000.00)	11168	Donations	Science Center of Pinellas County, Inc.
12/13/2012	(3,500.00)	11169	Donations	Seattle Youth Symphony Orchestras
12/13/2012	(1,000 00)	11170	Donations	Sewall Child Development Center
12/13/2012	(1,500.00)	11171	Donations	Sheyenne James Resource Cons & Dev. Coun
12/13/2012	(3,000 00)	11172	Donations	Skills Canada BC
12/13/2012	(2,500.00)	11173	Donations	Smalls Institute for Music and Youth Lead
12/13/2012	(5,000 00)	11174	Donations	Society for the Performing Arts
12/13/2012	(5,000 00)	11175	Donations	Soowahile First Nation
12/13/2012	(2,500 00)	11176	Donations	South of Broadway Theatre Company
12/13/2012	(2,000 00)	11177	Donations	St Christopher Catholic School
12/13/2012	(3,000 00)	11178	Donations	Stony Plain Public Liabrary
12/13/2012	(1,000 00)	11179	Donations	Tesoro Foundation
12/13/2012	(3,000 00)	11180	Donations	The Time In Children's Arts Initiative
12/13/2012	(3,000 00)	11181	Donations	The Western Wind Vocal Ensemble, Inc
12/13/2012	(2,500 00)	11182	Donations	Together in Dance
12/13/2012	(1,000 00)	11183	Donations	Underworld Production Opera Ensemble
12/13/2012	(2,410 02)	11184	Donations	United Way of Calgary and Area
12/13/2012	(100,000 00)	11185	Donations	United Way of Greater Houston
12/13/2012	(240 00)	11186	Donations	United Way of the Alberta Capital Region
12/13/2012	(841 35)	11187	Donations	United Way of the Lower Mainland
12/13/2012	(5,000 00)	11188	Donations	University Highlands Elementary School
12/13/2012	(5,000 00)	11189	Donations	University of Houston-Clear Lake
12/13/2012	(1,000 00)	11190	Donations	Urban Gateways
12/13/2012	(2,500 00)	11191	Donations	Valemount Arts and Cultural Society
12/13/2012	(2,500 00)	11192	Donations	Weather Research Center
12/13/2012	(1,500 00)	11193	Donations	Western Plains Arts Association
12/13/2012	(2,500 00)	11194	Donations	Wray Area Foundation
12/13/2012	(5,000 00)	11195	Donations	Writers in the Schools
12/13/2012	(5,000 00)	11196	Donations	Yellowstone Academy
12/13/2012	(4,000 00)	11197	Donations	Young Audiences of Houston
12/13/2012	(3,000 00)	11198	Donations	Youth Organization Umbrella Inc
12/26/2012	(1,500 00)	11199	Donations	Alcott Elementary (re-issue)
12/28/2012	(1,750 00)	11200	Donations	Annunciation Orthodox School
12/28/2012	(115 00)	11201	Donations	Assn of Former Students, Texas A&M Unive
12/28/2012	(500 00)	11202	Donations	Association of Graduates, U S Military A
12/28/2012	(125.00)	11203	Donations	Atlanta Educational Telecommunications
12/28/2012	(900 00)	11204	Donations	Carleton College
12/28/2012	(50 00)	11205	Donations	Cathedral High School
12/28/2012	(2,000 00)	11206	Donations	Cinco Ranch High School
12/28/2012	(500 00)	11207	Donations	Cook Middle School
12/28/2012	(350 00)	11208	Donations	Cooper Union

Date	Amount	Check No	M/D	Organization
12/28/2012	(75 00)	11209	Donations	De Paul University
12/28/2012	(50 00)	11210	Donations	Duchesne Academy
12/28/2012	(1,000 00)	11211	Donations	Ensemble Theatre
12/28/2012	(2,000 00)	11212	Donations	Epiphany Lutheran School
12/28/2012	(1,000 00)	11213	Donations	Eureka College
12/28/2012	(50 00)	11214	Donations	Ferris State University
12/28/2012	(500 00)	11215	Donations	Greenfield Foundation for Educational Exc
12/28/2012	(500 00)	11216	Donations	Hippodrome Arts Centre
12/28/2012	(250 00)	11217	Donations	Hockaday School
12/28/2012	(500 00)	11218	Donations	Hope Stone
12/28/2012	(2,000 00)	11219	Donations	Houghton College
12/28/2012	(1,000 00)	11220	Donations	Houston Christian High School
12/28/2012	(4,000 00)	11221	Donations	Houston Grand Opera
12/28/2012	(100 00)	11222	Donations	Indiana University Foundation
12/28/2012	(200 00)	11223	Donations	JUC Live!
12/28/2012	(800 00)	11224	Donations	Kansas University Endowment Association
12/28/2012	(750 00)	11225	Donations	KSBJ Educational Foundation
12/28/2012	(500 00)	11226	Donations	Loyola University Chicago
12/28/2012	(500 00)	11227	Donations	Maur Hill - Mount Academy
12/28/2012	(50 00)	11228	Donations	Normandy Elementary School
12/28/2012	(500 00)	11229	Donations	Pacifica Foundation
12/28/2012	(750 00)	11230	Donations	Por Vida Academy Charter School
12/28/2012	(500 00)	11231	Donations	Presbyterian School
12/28/2012	(400 00)	11232	Donations	Purdue Foundation
12/28/2012	(100 00)	11233	Donations	Rice University
12/28/2012	(100 00)	11234	Donations	Rocky Mountain Public Broadcasting Networ
12/28/2012	(25 00)	11235	Donations	Sam Houston State University
12/28/2012	(150 00)	11236	Donations	St Anthony's School
12/28/2012	(500 00)	11237	Donations	St Cecilia Catholic School
12/28/2012	(50 00)	11238	Donations	St Francis Episcopal Day School
12/28/2012	(1,000 00)	11239	Donations	St John's School
12/28/2012	(2,000 00)	11240	Donations	St. Mary Magdalene Catholic School
12/28/2012	(750 00)	11241	Donations	St Thomas High School
12/28/2012	(100 00)	11242	Donations	Texas Tech Foundation
12/28/2012	(120.00)	11243	Donations	Garden School The
12/28/2012	(250 00)	11244	Donations	Trad Stage, Inc.
12/28/2012	(100 00)	11245	Donations	University of Alabama at Birmingham
12/28/2012	(500 00)	11246	Donations	University of Houston
12/28/2012	(500 00)	11247	Donations	University of Nebraska Foundation
12/28/2012	(300 00)	11248	Donations	University of Notre Dame
12/28/2012	(1,000 00)	11249	Donations	Valparaiso University
12/28/2012	(2,000 00)	11250	Donations	Vermilion Local School District
12/28/2012	(250 00)	11251	Donations	Villages Dollars for Scholars
12/28/2012	(1,000 00)	11252	Donations	Washington University in St Louis
Total	<u>(1,991,375.88)</u>			

**Kinder Morgan Foundation
EIN 84-1148161**

STATEMENT 7

**A STATEMENT ATTACHED TO AND MADE PART OF THE FEDERAL AND STATE INCOME
TAX RETURNS FOR THE YEAR ENDED 12/31/2012**

**SCHEDULE VII-A
Statements Regarding Activities**

3. Has the foundation made any changes, not previously report to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments?

Kinder Morgan, Inc. acquired the El Paso Corporation on May 24th, 2012. The El Paso Corporate Foundation, a Texas nonprofit corporation, merged with and into the Kinder Morgan Foundation, a Colorado nonprofit corporation, effective December 31, 2012.

Kinder Morgan Foundation, 370 Van Gordon Street, Lakewood, CO 80228 is the recipient of all El Paso Corporate Foundation assets. El Paso Corporate Foundation's only asset was a commercial checking account at The Bank of New York Mellon. The balance was \$393,650.82 on December 31, 2012. The funds were transferred to the Kinder Morgan Foundation bank account on January 25, 2013 and the El Paso Corporate Foundation account was closed.

Attachment:

Evidence of filing in Colorado

Evidence of filing in Texas

Executed Consents, Plan of Merger, Forms and Certificate of Merger as filed with CO and TX

CERTIFICATE OF MERGER
MERGING
EL PASO CORPORATE FOUNDATION
WITH AND INTO
KINDER MORGAN FOUNDATION

Pursuant to the provisions of Chapter 10 of the Texas Nonprofit Corporation Law, the undersigned do hereby certify the following in connection with the merger (the "Merger") of El Paso Corporate Foundation, a Texas nonprofit corporation ("EPCF"), with and into Kinder Morgan Foundation, a Colorado nonprofit corporation ("KMF"):

1. The name, organizational form and jurisdiction of incorporation of each domestic entity or non-code organization that is a party to the Merger are:

<u>Name</u>	<u>Organizational Form</u>	<u>Jurisdiction of Incorporation</u>
El Paso Corporate Foundation	nonprofit corporation	Texas
Kinder Morgan Foundation	nonprofit corporation	Colorado

2. The name of the surviving corporation (the "Surviving Corporation") is Kinder Morgan Foundation, a Colorado nonprofit corporation.

3. A Plan of Merger (the "Plan of Merger"), has been approved as required by the laws of the jurisdiction of formation and governing documents of each of EPCF and KMF.

4. A signed Plan of Merger is on file at the principal place of business of the Surviving Corporation at 1001 Louisiana Street, Houston, Texas 77002, and a copy of the Plan of Merger will be on written request furnished without cost by the Surviving Corporation to any owner or member of EPCF or KMF.

5. The effective time of the merger shall be 11:59 p.m., Central Standard Time, on December 31, 2012.

* * * * *

Dated: December 26, 2012.

KINDER MORGAN FOUNDATION

By: 

Name: Joseph Listengart

Title: Director, Vice President

EL PASO CORPORATE FOUNDATION

By: 

Name: Joseph Listengart

Title: Director, Vice President

**PLAN OF MERGER
MERCING
EL PASO CORPORATE FOUNDATION
a Texas nonprofit corporation
WITH AND INTO
KINDER MORGAN FOUNDATION
a Colorado nonprofit corporation**

This PLAN OF MERGER, dated as of December 26, 2012, is by and between El Paso Corporate Foundation, a Texas nonprofit corporation (the "Merging Corporation"), and Kinder Morgan Foundation, a Colorado nonprofit corporation (the "Surviving Corporation").

WHEREAS, the Board of Directors and the Member of the Merging Corporation has approved the merger of the Merging Corporation with and into the Surviving Corporation (the "Merger") in accordance with the provisions of the Texas Nonprofit Corporation Law (the "TBOC") and the governing documents of the Merging Corporation;

WHEREAS, the Board of Directors of the Surviving Corporation has approved the Merger in accordance with the provisions of the Colorado Revised Nonprofit Corporation Act (the "CRNCA") and the governing documents of the Surviving Corporation;

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the Merging Corporation and the Surviving Corporation agree as follows:

1. Merger. Upon the terms and subject to the conditions hereof, and in accordance with the provisions of this Plan of Merger, the TBOC and the CRNCA, effective at the Effective Time (as defined below), the Merging Corporation shall be merged with and into the Surviving Corporation, upon which the Surviving Corporation shall continue to exist as the surviving corporation of the Merger, and the separate existence of the Merging Corporation shall cease.
2. Effective Time. The Merger shall become effective as of the effective time as set forth in the Certificate of Merger filed pursuant to the TBOC and the Statement of Merger filed pursuant to the CRNCA.
3. Effects of Merger. The merger shall have the effects set forth herein and in the TBOC and the CRNCA.
4. Terms of Merger; Effect on Interests. Inasmuch as the Surviving Corporation is a nonprofit corporation without members, any and all interests of El Paso LLC as a Member of the Merging Corporation shall cease and terminate in all respects in the Merger and the Surviving Corporation shall continue as a nonprofit corporation without members after the Merger.
5. Governing Documents of the Surviving Corporation. The Articles of Incorporation and Bylaws of the Surviving Corporation, in force and effect as of the Effective Time, shall continue to be the Articles of Incorporation and Bylaws, respectively, of the surviving corporation of the Merger until amended as therein provided and in the manner prescribed by the provisions of the CRNCA.

6. Further Assurances. The proper officers of the Surviving Corporation and the Merging Corporation are hereby authorized, empowered and directed to do any and all lawful acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger provided for herein.

* * * * *

IN WITNESS WHEREOF, the parties have executed this Plan of Merger, as of the 26
day of December, 2012.

EL PASO CORPORATE FOUNDATION

By: 

Name: Joseph Listengart

Title: Director

KINDER MORGAN FOUNDATION

By: 

Name: Joseph Listengart

Title: Director

December 31, 2012

**Colorado Secretary of State
Corporate Division
Corporations Section
1700 Broadway, Suite 200
Denver, Colorado 80290**

To Whom this May Concern:

This letter is to inform you to retract the merger document filed 12/26/2012, document number 20121710331 and rendering it null and for El Paso Corporate Foundation because the filing didn't include the effective date of 12/31/2012.

Please file the correction and the merger documents today (12/31/2012) so it will have the effective date of 12/31/2012.

Please let me know if you have any questions.

Document processing fee:
If document is filed on paper \$150.00
If document is filed electronically Currently Not Available

Fees & forms/cover sheets are subject to change.
To file electronically, access instructions for this form/cover sheet and other information or print copies of filed documents, visit www.sos.state.co.us and select Business.

Paper documents must be typewritten or machine printed.

20121724218
\$300.00
SECRETARY OF STATE
12/31/2012 11:39:15

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Merger
(Surviving Entity is a Domestic Entity)
filed pursuant to § 7-90-203.7 of the Colorado Revised Statutes (C.R.S.)

1. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number _____
(Colorado Secretary of State ID number)

Entity name or true name El Paso Corporate Foundation

Form of entity nonprofit corporation

Jurisdiction Texas

Street address 1001 Louisiana Street
(Street number and name)

Houston TX 77002
(City) (State) (ZIP/Postal Code)

USA
(Province - if applicable) (Country)

Mailing address _____
(leave blank if same as street address) (Street number and name or Post Office Box information)

_____ (City) (State) (ZIP/Postal Code)

_____ (Province - if applicable) (Country)

ID Number _____
(Colorado Secretary of State ID number)

Entity name or true name _____

Form of entity _____

Jurisdiction _____

Street address

(Street number and name)

(City) *(State)* *(ZIP/Postal Code)*

(Province - if applicable) *(Country)*

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) *(State)* *(ZIP/Postal Code)*

(Province - if applicable) *(Country)*

ID Number

(Colorado Secretary of State ID number)

Entity name or true name

Form of entity

Jurisdiction

Street address

(Street number and name)

(City) *(State)* *(ZIP/Postal Code)*

(Province - if applicable) *(Country)*

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) *(State)* *(ZIP/Postal Code)*

(Province - if applicable) *(Country)*

- (If the following statement applies, adopt the statement by marking the box and include an attachment)*
- There are more than three merging entities and the ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and the principal address of each additional merging entity is stated in an attachment.

2. For the surviving entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number 19901074680
(Colorado Secretary of State ID number)

Entity name or true name Kinder Morgan Foundation

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing this document to be delivered for filing are

Mendoza	Gloria	-	-
(Last)	(First)	(Middle)	(Suffix)
1001 Louisiana St			
(Street number and name or Post Office Box information)			
Houston TX 47002			
(City)	(State)	(ZIP/Postal Code)	
USA			
(Province - if applicable)		(Country)	

(If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

Document processing fee
If document is filed on paper \$150.00
If document is filed electronically Currently Not Available

Fees & forms/cover sheets
are subject to change.
To file electronically, access instructions
for this form/cover sheet and other
information or print copies of filed
documents, visit www.sos.state.co.us
and select Business Center.

Paper documents must be typewritten or machine printed.

20121724174
\$300.00
SECRETARY OF STATE
12/31/2012 11:34:00

ABOVE SPACE FOR OFFICE USE ONLY

**Statement of Correction Correcting Information Other Than Principal Office Address
or Registered Agent Information**
filed pursuant to §7-90-305 of the Colorado Revised Statutes (C.R.S.)

Document number (of filed document to be corrected) 20121710331

ID number 19901074680

1. Entity name Kinder Morgan Foundation

2. True name (if different from the entity name) _____

The corrected statement(s) below correct(s) the corresponding incorrect statement(s) that is/are contained in the filed document identified by the document number above.

Complete the following sections as applicable. Leave the section blank if it does not apply. You must complete section 15.

3. Corrections made below are intended to update the entity's current information

OR

Corrections made below are intended for historical purposes only, and not to update the entity's current information .

4. Correction of entity name of record _____

5. Correction of true name of record _____

6. Correction of entity form of record _____

7. Correction of jurisdiction of formation of record _____

8. Correction of delayed effective

date of record

(only for filed documents that have not become effective)

_____ (mm/dd/yyyy)

9. Correction of period of duration of record

If the entity's period of duration as corrected is perpetual, mark this box

OR

If period of duration is less than perpetual, state the date on which the period of duration expires:

_____ (mm/dd/yyyy)

10. If other information contained in the filed document is being corrected, mark this box and include an attachment stating the information to be corrected and each such correction.

11. Correction regarding unauthorized filed document (if the filed document should not have been filed, mark this box and include an attachment stating each incorrect statement that is corrected by the statement of correction). (only for filed documents that have become effective)

12. If this statement of correction affects another record in the records of the Secretary of State, mark this box and include an attachment stating the entity name, true name, trade name, or trademark and the identification number of that record.

13. If this statement of correction affects this record's status, mark this box .

14. (If this statement of correction revokes a filed document that states a delayed effective date but has not yet become effective, adopt the following statement by marking the box.)

The filed document is revoked.

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

15. The true name and mailing address of the individual causing this document to be delivered for filing are

<u>Mendoza</u>	<u>Gloria</u>		
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
<u>1001 Louisiana Street</u>			
<i>(Street number and name or Post Office Box information)</i>			
<u>Houston</u>	<u>TX</u>	<u>77002</u>	
<i>(City)</i>	<i>(State)</i>	<i>(ZIP/Postal Code)</i>	
<u></u>	<u></u>		
<i>(Province - if applicable)</i>	<i>(Country)</i>		

(If applicable, adopt the following statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



John Steen
Secretary of State

Office of the Secretary of State

December 28, 2012

CT Corporation System
701 Brazos, Ste. 720
Austin, TX 78701 USA

RE:
Kinder Morgan Foundation (File Number: Not Applicable)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure

Phone: (512) 463-5555
Prepared by: Lisa Sartin

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709
TID: 10339

Dial: 7-1-1 for Relay Services
Document: 458875980002



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

EL PASO CORPORATE FOUNDATION
Domestic Nonprofit Corporation
[File Number: 122862501]

Into

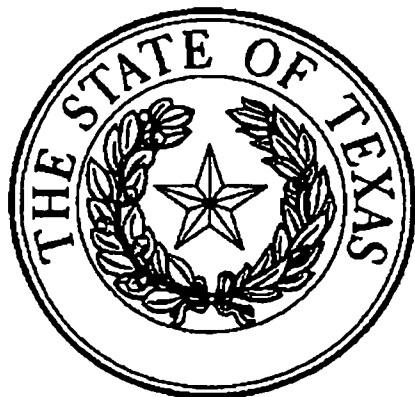
Kinder Morgan Foundation
Foreign Nonprofit Corporation
Colorado, USA
[Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 12/27/2012

Effective: 12/31/2012



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State

Form 624
(Revised 05/11)
Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: see instructions



Certificate of Merger
for Nonprofit Corporations

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
DEC 27 2012

Corporations Section

Parties to the Merger

Pursuant to chapter 10 and Title 2 of the Texas Business Organizations Code, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1

El Paso Corporate Foundation

Name of Organization

The organization is a nonprofit corporation. It is organized under the laws of:

Texas USA The file number, if any, is 1228625
State Country Texas Secretary of State file number

Its principal place of business is 1001 Louisiana Street Houston TX
Address City State

The organization will survive the merger. The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 2

Kinder Morgan Foundation

Name of Organization

The organization is a nonprofit corporation. It is organized under the laws of:

Colorado USA The file number, if any, is 19901074680
State Country Texas Secretary of State file number

Its principal place of business is 1001 Louisiana Street Houston TX
Address City State

The organization will survive the merger. The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 3

Name of Organization

The organization is a nonprofit corporation. It is organized under the laws of:

The file number, if any, is _____
State Country Texas Secretary of State file number

Its principal place of business is _____
Address City State

- The organization will survive the merger. The organization will not survive the merger.
 The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Plan of Merger

- The plan of merger is attached.

If the plan of merger is not attached, the following statements must be completed.

Alternative Statements

By checking the following boxes, each domestic nonprofit corporation certifies that:

- A signed plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic or foreign nonprofit corporation that is named in this form as a party to the merger or an organization created by the merger.
 On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic or foreign nonprofit corporation to any member of any domestic nonprofit corporation that is a party to or created by the plan of merger.

If a filing entity is to survive the merger, complete either A or B. If B is selected, provide relevant information in the space provided.

Amendments

- A. No amendments to the certificate of formation of any domestic nonprofit corporation that is a party to the merger are effected by the merger.
 B. The plan of merger effected changes or amendments to the certificate of formation of

Name of filing entity effecting amendments

The changes or amendments to the filing entity's certificate of formation, other than any name change noted previously, are stated below.

Amendment Text Area

[Empty text area for amendments]

Organizations Created by Merger

The name, jurisdiction of formation, principal place of business address, and entity description of each domestic or foreign nonprofit corporation to be created pursuant to the plan of merger are set forth.

below. The certificate of formation of each new domestic nonprofit corporation to be created is being filed with this certificate of merger.

NEW ORGANIZATION 1			
			Nonprofit corporation
<i>Name</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	
<i>Principal Place of Business Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

NEW ORGANIZATION 2			
			Nonprofit corporation
<i>Name</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	
<i>Principal Place of Business Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

NEW ORGANIZATION 3			
			Nonprofit corporation
<i>Name</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	
<i>Principal Place of Business Address</i>	<i>City</i>	<i>State</i>	<i>Zip</i>

Approval of the Plan of Merger

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

The approval of the members of _____ *Name of domestic nonprofit corporation* was not required by the provisions of the BOC.

Effectiveness of Filing (check one, A, B, or C)

- A. This document becomes effective when the document is accepted and filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: 12/31/2012
- C. This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 12/26/2012

El Paso Corporate Foundation
Merging Entity Name

[Signature] Director
Signature and title of authorized person

Merging Entity Name

Signature and title of authorized person

Merging Entity Name

Signature and title of authorized person

**PLAN OF MERGER
MERCING
EL PASO CORPORATE FOUNDATION
a Texas nonprofit corporation
WITH AND INTO
KINDER MORGAN FOUNDATION
a Colorado nonprofit corporation**

This PLAN OF MERGER, dated as of December 26, 2012, is by and between El Paso Corporate Foundation, a Texas nonprofit corporation (the "Merging Corporation"), and Kinder Morgan Foundation, a Colorado nonprofit corporation (the "Surviving Corporation").

WHEREAS, the Board of Directors and the Member of the Merging Corporation has approved the merger of the Merging Corporation with and into the Surviving Corporation (the "Merger") in accordance with the provisions of the Texas Nonprofit Corporation Law (the "TBOC") and the governing documents of the Merging Corporation;

WHEREAS, the Board of Directors of the Surviving Corporation has approved the Merger in accordance with the provisions of the Colorado Revised Nonprofit Corporation Act (the "CRNCA") and the governing documents of the Surviving Corporation;

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the Merging Corporation and the Surviving Corporation agree as follows:

1. Merger. Upon the terms and subject to the conditions hereof, and in accordance with the provisions of this Plan of Merger, the TBOC and the CRNCA, effective at the Effective Time (as defined below), the Merging Corporation shall be merged with and into the Surviving Corporation, upon which the Surviving Corporation shall continue to exist as the surviving corporation of the Merger, and the separate existence of the Merging Corporation shall cease.

2. Effective Time. The Merger shall become effective as of the effective time as set forth in the Certificate of Merger filed pursuant to the TBOC and the Statement of Merger filed pursuant to the CRNCA.

3. Effects of Merger. The merger shall have the effects set forth herein and in the TBOC and the CRNCA.

4. Terms of Merger: Effect on Interests. Inasmuch as the Surviving Corporation is a nonprofit corporation without members, any and all interests of El Paso LLC as a Member of the Merging Corporation shall cease and terminate in all respects in the Merger and the Surviving Corporation shall continue as a nonprofit corporation without members after the Merger.

5. Governing Documents of the Surviving Corporation. The Articles of Incorporation and Bylaws of the Surviving Corporation, in force and effect as of the Effective Time, shall continue to be the Articles of Incorporation and Bylaws, respectively, of the surviving corporation of the Merger until amended as therein provided and in the manner prescribed by the provisions of the CRNCA.

6. Further Assurances. The proper officers of the Surviving Corporation and the Merging Corporation are hereby authorized, empowered and directed to do any and all lawful acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger provided for herein.

* * * * *