

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

F O R M 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **June 30, 2011**  
or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number **1-16459**

**KINDER MORGAN MANAGEMENT, LLC**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**76-0669886**  
(I.R.S. Employer  
Identification No.)

**500 Dallas Street, Suite 1000, Houston, Texas 77002**  
(Address of principal executive offices) (zip code)  
Registrant's telephone number, including area code: **713-369-9000**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Large accelerated filer  Accelerated filer  Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding for each of the registrant's classes of common equity, as of July 29, 2011 was two voting shares and 95,105,690 listed shares.

**KINDER MORGAN MANAGEMENT, LLC AND SUBSIDIARY  
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## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements.

**KINDER MORGAN MANAGEMENT, LLC AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(In Millions Except Per Share Amounts)  
(Unaudited)

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Equity in earnings (loss) of Kinder Morgan Energy Partners, L.P.	\$ (19.9)	\$ 76.1	\$ (4.8)	\$ 67.2
Income tax (benefit) expense.....	(6.7)	27.7	(1.5)	24.4
Net Income (Loss).....	<u>\$ (13.2)</u>	<u>\$ 48.4</u>	<u>\$ (3.3)</u>	<u>\$ 42.8</u>
Earnings (Loss) per Share				
Basic.....	<u>\$ (0.14)</u>	<u>\$ 0.55</u>	<u>\$ (0.03)</u>	<u>\$ 0.49</u>
Diluted.....	<u>\$ (0.14)</u>	<u>\$ 0.55</u>	<u>\$ (0.03)</u>	<u>\$ 0.49</u>
Number of shares used in computing Earnings (Loss) per Share				
Basic.....	<u>94.4</u>	<u>87.9</u>	<u>93.6</u>	<u>87.2</u>
Diluted.....	<u>94.4</u>	<u>87.9</u>	<u>93.6</u>	<u>87.2</u>

The accompanying notes are an integral part of these consolidated financial statements.

**KINDER MORGAN MANAGEMENT, LLC AND SUBSIDIARY**  
**CONSOLIDATED BALANCE SHEETS**  
(In Millions Except Shares)

	<u>June 30, 2011</u>	<u>December 31, 2010</u>
	<u>(Unaudited)</u>	
<b>ASSETS</b>		
Current assets		
Accounts receivable, related party .....	\$ 13.9	\$ 10.1
Other current assets .....	0.7	0.4
Total current assets .....	<u>14.6</u>	<u>10.5</u>
Investment in Kinder Morgan Energy Partners, L.P.....	<u>2,683.0</u>	<u>2,673.3</u>
Total Assets .....	<u>\$ 2,697.6</u>	<u>\$ 2,683.8</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable .....	\$ 2.2	\$ 2.8
Accrued other current liabilities .....	12.3	7.6
Total current liabilities .....	<u>14.5</u>	<u>10.4</u>
Deferred income taxes .....	<u>205.4</u>	<u>201.7</u>
Shareholders' Equity		
Voting shares - unlimited authorized; 2 voting shares issued and outstanding ..	0.1	0.1
Listed shares - unlimited authorized; 95,105,690 and 91,907,985 listed shares issued and outstanding, respectively .....	3,544.0	3,339.7
Retained deficit .....	(1,056.2)	(848.6)
Accumulated other comprehensive loss .....	(10.2)	(19.5)
Total Shareholders' Equity.....	<u>2,477.7</u>	<u>2,471.7</u>
Total Liabilities and Shareholders' Equity .....	<u>\$ 2,697.6</u>	<u>\$ 2,683.8</u>

The accompanying notes are an integral part of these consolidated financial statements.

**KINDER MORGAN MANAGEMENT, LLC AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In Millions)  
(Unaudited)

	<b>Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2011</b>	<b>2010</b>
<b>Cash Flows From Operating Activities</b>		
Net income (loss) .....	\$ (3.3)	\$ 42.8
Adjustments to reconcile net income to net cash flows from operating activities		
Deferred income taxes .....	(1.5)	24.4
Equity in loss (earnings) of Kinder Morgan Energy Partners, L.P.....	4.8	(67.2)
Changes in components of working capital		
Accounts receivable, related party .....	(3.8)	2.6
Other current assets .....	(0.3)	0.6
Accounts payable .....	(0.6)	(1.4)
Accrued other current liabilities .....	4.7	(1.8)
Net Cash Provided by Operating Activities .....	<u>-</u>	<u>-</u>
<b>Cash Flows From Investing Activities</b>		
Purchase of i-units of Kinder Morgan Energy Partners, L.P.....	-	-
Net Cash Used in Investing Activities.....	<u>-</u>	<u>-</u>
<b>Cash Flows From Financing Activities</b>		
Shares issued .....	-	-
Net Cash Provided by Financing Activities .....	<u>-</u>	<u>-</u>
Net Increase in Cash and Cash Equivalents .....	-	-
Cash and Cash Equivalents, beginning of period .....	-	-
Cash and Cash Equivalents, end of period .....	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these consolidated financial statements.

**KINDER MORGAN MANAGEMENT, LLC AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

## 1. General

### *Organization*

Kinder Morgan Management, LLC is a publicly traded Delaware limited liability company that was formed on February 14, 2001. Kinder Morgan G.P., Inc., of which Kinder Morgan, Inc. indirectly owns all of the outstanding common equity, is the general partner of Kinder Morgan Energy Partners, L.P. (KMP) and owns all of our voting shares. Kinder Morgan G.P., Inc., pursuant to a delegation of control agreement among us, Kinder Morgan G.P., Inc. and KMP, has delegated to us, to the fullest extent permitted under Delaware law and KMP's limited partnership agreement, all of its rights and powers to manage and control the business and affairs of KMP, subject to the general partner's right to approve specified actions. We are a limited partner in KMP through our ownership of its i-units, and manage and control its business and affairs pursuant to the delegation of control agreement. Our success is dependent upon our operation and management of KMP and its resulting performance. See Note 5 for summarized income statement information for KMP. Unless the context requires otherwise, references to "we," "us," "our" or the "Company" are intended to mean Kinder Morgan Management, LLC and its consolidated subsidiary, Kinder Morgan Services LLC.

On February 10, 2011, Kinder Morgan Holdco LLC converted from a Delaware limited liability company to a Delaware corporation. Kinder Morgan Holdco LLC was renamed Kinder Morgan, Inc., and its subsidiary formerly known as Kinder Morgan, Inc. was renamed Kinder Morgan Kansas, Inc., which are referred to in these financial statements as KMI and Kinder Morgan Kansas, Inc., respectively. On February 16, 2011, KMI completed an initial public offering of its common stock. Prior to the closing of the initial public offering, its outstanding units were converted into shares of its capital stock. All of the common stock that was sold in the offering was sold by its existing investors consisting of funds advised by or affiliated with Goldman Sachs & Co., Highstar Capital LP, The Carlyle Group and Riverstone Holdings LLC. No members of management sold shares in the offering, and KMI did not receive any proceeds from the offering.

We have prepared our accompanying unaudited consolidated financial statements under the rules and regulations of the United States Securities and Exchange Commission (SEC). These rules and regulations conform to the accounting principles contained in the Financial Accounting Standards Board's Accounting Standards Codification, the single source of generally accepted accounting principles in the United States of America (GAAP) and referred to in this report as the Codification. Under such rules and regulations, we have condensed or omitted certain information and notes normally included in financial statements prepared in conformity with the Codification. We believe, however, that our disclosures are adequate to make the information presented not misleading.

The consolidated financial statements reflect normal adjustments, and also recurring adjustments that are, in the opinion of management, necessary for a fair statement of our financial results for the interim periods. You should read these interim consolidated financial statements in conjunction with our consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2010 (2010 Form 10-K), KMP's Annual Report on Form 10-K for the year ended December 31, 2010 (KMP 2010 Form 10-K), KMP's Amended Annual Report on Form 10-K/A for the year ended December 31, 2010 (KMP 2010 Form 10-K/A) and KMP's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011.

### *Accounting for Investments in KMP*

We use the equity method of accounting for our investment in KMP, a publicly traded limited partnership, and its common units are traded on the New York Stock Exchange under the symbol "KMP." We record, in the period in which it is earned, our share of the earnings of KMP attributable to the i-units we own. We receive distributions from KMP in the form of additional i-units, which increase the number of i-units we own. We issue additional shares (or fractions thereof) to our existing shareholders in an amount equal to the additional i-units received from KMP. At June 30, 2011, through our ownership of KMP i-units, we owned approximately 28.9% of all of KMP's outstanding limited partner interests.

## 2. Earnings per Share

Both basic and diluted earnings per share are computed based on the weighted-average number of shares outstanding during each period, adjusted for share splits. There are no securities outstanding that may be converted into or exercised for shares.

## 3. Share Distributions

Under the terms of our limited liability company agreement, except in connection with our liquidation, we do not pay distributions on our shares in cash but instead make distributions on our shares in additional shares or fractions of shares. At the same time KMP makes a distribution on its common units and i-units, we distribute on each of our shares that fraction of a share determined by dividing the amount of the cash distribution to be made by KMP on each common unit by the average closing market price of a share determined for the ten-trading day period ending on the trading day immediately prior to the ex-dividend date for our shares. The following table presents share distributions we have paid or declared in 2011.

Distribution Date	Share Distributions		
	Shares Distributed Per Outstanding Share	Equivalent Distribution Value Per Share <sup>(a)</sup>	Total Number of Additional Shares Distributed
February 14, 2011 .....	0.017393	\$ 1.13	1,598,556
May 13, 2011 .....	0.017102	\$ 1.14	1,599,149
August 12, 2011(b) .....	0.017895	\$ 1.15	1,701,916(c)

(a) This is the cash distribution paid to each common unit of KMP during the quarter indicated and is used to calculate our distribution of shares as discussed above. Because of this calculation, the market value of the shares distributed on the date of distribution may be less or more than the cash distribution per common unit of KMP.

(b) Distribution declared on July 20, 2011 and payable to shareholders of record as of August 1, 2011.

(c) Distribution determined by dividing \$1.15, the cash amount distributed per KMP common unit by \$64.265, the average of our shares' closing market prices from July 14-27, 2011, the ten consecutive trading days preceding the date on which our shares began to trade ex-dividend under the rules of the New York Stock Exchange.

## 4. Business Activities and Related Party Transactions

We do not receive a fee for our services under the delegation of control agreement, nor do we receive any margin or profit when we are reimbursed for expenses incurred. We incurred, on behalf of KMP, approximately \$71.4 million and \$143.9 million of expenses during the three and six months ended June 30, 2011, respectively, and approximately \$74.2 million and \$151.0 million of expenses during the three and six months ended June 30, 2010, respectively. The expense reimbursements by KMP to us are accounted for as a reduction to the expense incurred by us. At June 30, 2011 and December 31, 2010, \$13.9 million and \$10.1 million, respectively, primarily receivables from KMP, are recorded in the caption "Accounts receivable, related party" in the accompanying interim Consolidated Balance Sheets.

One of our affiliates provides, and incurs expense with respect to, payroll services to KMP. These expenses are reimbursed by KMP at cost. These expenses totaled approximately \$83.6 million and \$189.5 million during the three and six months ended June 30, 2011, respectively, and \$79.7 million and \$194.6 million during the three and six months ended June 30, 2010, respectively.

**5. Summarized Income Statement Information for KMP**

Following is summarized income statement information for KMP (in millions).

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Revenues .....	\$ 2,019.3	\$ 1,961.5	\$ 4,012.1	\$ 4,091.1
Operating costs, expenses and other(a)(b).....	1,729.1	1,517.9	3,312.8	3,359.6
Operating income .....	<u>\$ 290.2</u>	<u>\$ 443.6</u>	<u>\$ 699.3</u>	<u>\$ 731.5</u>
Net income .....	<u>\$ 231.9</u>	<u>\$ 365.1</u>	<u>\$ 572.8</u>	<u>\$ 592.5</u>
Net income attributable to KMP.....	<u>\$ 230.5</u>	<u>\$ 361.2</u>	<u>\$ 568.3</u>	<u>\$ 586.5</u>
General Partner's interest in net income(c) .....	<u>\$ 292.2</u>	<u>\$ 92.5</u>	<u>\$ 572.8</u>	<u>\$ 341.7</u>
Limited Partners' interest in net income(loss).....	<u>\$ (61.7)</u>	<u>\$ 268.7</u>	<u>\$ (4.5)</u>	<u>\$ 244.8</u>

- (a) Three and six month 2011 amounts include a \$165.0 million increase in expense associated with rate case liability adjustments. Six month 2010 amount includes a \$158.0 million increase in expense associated with rate case liability adjustments.
- (b) Six month 2011 amount includes \$87.1 million allocated to KMP from KMI related to a special bonus expense to non-senior management employees; however, KMP does not have any obligation, nor does KMP expect to pay any amounts related to this expense.
- (c) Three and six month 2010 amounts include a reduction of incentive of \$168.3 million from the ICT Distribution (see following).

Our net (loss) income for the three and six months ended June 30, 2011 was \$(13.2) million and \$(3.3) million, respectively, and \$48.4 million and \$42.8 million for the three and six months ended June 30, 2010, respectively.

Our net loss for the three and six months ended June 30, 2011 includes \$30.2 million, net of income tax, for our share of KMP's \$165.0 million increase in expense associated with rate case liability adjustments. Additionally, our net loss for the six months ended June 30, 2011 includes a reduction of \$15.2 million representing our share of KMP's \$87.1 million special bonus described in footnote (a) to the table above.

Our net income for the three and six months ended June 30, 2010 includes a \$30.8 million after-tax increase due to higher KMP limited partners net income as a result of the \$168.3 million decrease in the general partners incentive from an interim capital transaction (ICT Distribution). Under an ICT Distribution, KMP's general partner receives no incentive distribution. Please see Note 5 of the accompanying Notes to Consolidated Financial Statements in KMP's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 for a further description of this ICT Distribution. Additionally, our net income for the six months ended June 30, 2010 includes a reduction of \$29.0 million, representing our share of KMP's \$158.0 million expense associated with rate case liability adjustments, net of income taxes, as described in footnote (b) to the table above. This information should be read in conjunction with the KMP 2010 Form 10-K/A.

Notwithstanding the consolidation of KMP and its subsidiaries into KMI's financial statements, except as explicitly disclosed, KMI is not liable for, and its assets are not available to satisfy, the obligations of KMP and/or its subsidiaries and vice versa. Responsibility for settlements of obligations reflected in KMI's or KMP's financial statements are a legal determination based on the entity that incurs the liability.

## 6. Comprehensive Income

Our comprehensive income, which differs from our net income (loss) solely due to our equity in the other comprehensive income of KMP is as follows (in millions):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Net income (loss) .....	\$ (13.2)	\$ 48.4	\$ (3.3)	\$ 42.8
Other comprehensive income (loss), net of tax				
Change in fair value of derivatives utilized for hedging purposes (net of tax expense (benefit) of \$10.4, \$8.3, \$(5.6) and \$9.7, respectively) .....	17.6	14.7	(10.1)	17.1
Reclassification of change in fair value of derivatives to net income (net of tax expense of \$4.8, \$2.2, \$8.0 and \$4.8, respectively).....	8.8	4.0	14.4	8.6
Foreign currency translation adjustments (net of tax expense (benefit) of \$0.5, \$(5.0), \$3.6 and \$(1.7), respectively) .....	1.1	(8.9)	6.4	(3.0)
Adjustments to pension and other postretirement benefit plan liabilities (net of tax (benefit)of \$-, \$-, \$(0.8) and \$(0.1), respectively).....	-	-	(1.4)	(0.2)
Total other comprehensive income .....	<u>27.5</u>	<u>9.8</u>	<u>9.3</u>	<u>22.5</u>
Comprehensive income .....	<u>\$ 14.3</u>	<u>\$ 58.2</u>	<u>\$ 6.0</u>	<u>\$ 65.3</u>

## 7. Income Taxes

We are a limited liability company that has elected to be treated as a corporation for federal income tax purposes. Our income taxes consist solely of deferred income tax. Deferred income tax assets and liabilities are recognized for temporary differences between the basis of our assets and liabilities for financial and tax reporting purposes. We have excluded non-deductible goodwill associated with our investment in KMP. Changes in tax legislation are included in the relevant computations in the period in which such changes are effective. Currently, our only such temporary difference results from our investment in KMP.

Income taxes included in our interim consolidated statements of income are as follows (in millions, except percentages):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Income tax (benefit) expense .....	\$ (6.7)	\$ 27.7	\$ (1.5)	\$ 24.4
Effective tax rate .....	33.7%	36.4%	31.3%	36.3%

For the three and six months ended June 30, 2011, our effective tax rate was lower than the statutory federal rate of 35% primarily due to a decrease in our share of non-deductible goodwill associated with our investment in KMP, which was partially offset by state income taxes. For the three and six months ended June 30, 2010, our effective tax rate was higher than the statutory federal income tax rate of 35% primarily due to state income taxes and a decrease in our share of non-deductible goodwill associated with our investment in KMP.

## 8. Recent Accounting Pronouncements

### ASU No. 2011-05

On June 16, 2011, the FASB issued ASU No. 2011-05, "Presentation of Comprehensive Income." This ASU eliminates the current option to report other comprehensive income and its components in the statement of changes in equity. An entity can elect to present items of net income and other comprehensive income in one continuous statement or in two separate, but consecutive, statements. ASU No. 2011-05 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 (January 1, 2012 for us) and interim and annual periods thereafter. Early adoption is permitted, and full retrospective application is required. Since this ASU pertains to disclosure requirements only, the adoption of this ASU will not have a material impact on our consolidated financial statements.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

### General

We are a publicly traded Delaware limited liability company, formed on February 14, 2001, that has elected to be treated as a corporation for federal income tax purposes. Our voting shares are owned by Kinder Morgan G.P., Inc., of which KMI owns all the outstanding common equity. Kinder Morgan G.P., Inc. is the general partner of KMP.

### Business

Kinder Morgan G.P., Inc. has delegated to us, to the fullest extent permitted under Delaware law and KMP's limited partnership agreement, all of its rights and powers to manage and control the business and affairs of KMP, subject to the general partner's right to approve specified actions.

On February 10, 2011, Kinder Morgan Holdco LLC converted from a Delaware limited liability company to a Delaware corporation. Kinder Morgan Holdco LLC was renamed Kinder Morgan, Inc., and its subsidiary formerly known as Kinder Morgan, Inc. was renamed Kinder Morgan Kansas, Inc., which are referred to in these financial statements as KMI and Kinder Morgan Kansas, Inc., respectively. On February 16, 2011, KMI completed an initial public offering of its common stock. Prior to the closing of the initial public offering, its outstanding units were converted into shares of its capital stock. All of the common stock that was sold in the offering was sold by its existing investors consisting of funds advised by or affiliated with Goldman Sachs & Co., Highstar Capital LP, The Carlyle Group and Riverstone Holdings LLC. No members of management sold shares in the offering, and KMI did not receive any proceeds from the offering.

On May 30, 2007, KMI acquired Kinder Morgan Kansas, Inc. through a wholly owned subsidiary. See Note 2 of our consolidated financial statements in our 2010 Form 10-K. This transaction is referred to in this report as "KMI's Going Private transaction." At that time, the purchase price was "pushed-down" and allocated to the assets and liabilities of its subsidiaries, including us.

### Financial Condition

As indicated by the accompanying interim Consolidated Balance Sheets, there has been no material change in our financial condition during the current quarter.

### Results of Operations

Our results of operations consist of the offsetting expenses and receipts associated with our managing and controlling the business and affairs of KMP and our equity in the earnings of KMP attributable to the i-units we own. At June 30, 2011, through our ownership of i-units, we owned approximately 28.9% of all of KMP's outstanding limited partner interests. We use the equity method of accounting for our investment in KMP and record earnings as described below. Our percentage ownership in KMP changes over time upon the distribution of additional i-units to us or upon issuances of additional common units or other equity securities by KMP.

Our earnings, as reported in the accompanying interim Consolidated Statements of Income, represent equity in earnings of KMP attributable to the i-units we own, reduced by a deferred income tax provision and adjusted for the purchase method of accounting push-down effect on us from KMI's Going Private transaction. The deferred income tax provision is calculated based on the book/tax basis difference created by our recognition, under GAAP, of our share of the earnings of KMP. Our earnings per share (both basic and diluted) is our net income divided by our weighted-average number of outstanding shares during each period presented. There are no securities outstanding that may be converted into or exercised for our shares.

For the three and six months ended June 30, 2011, KMP reported limited partners' interest in net income (loss) of \$(61.7) million and \$(4.5) million, respectively, and of \$268.7 million and \$244.8 million for the three and six months ended June 30, 2010, respectively. Our net income (loss) for the three and six months ended June 30, 2011 was \$(13.2) million and \$(3.3) million, respectively, and \$48.4 million and \$42.8 million for the three and six months ended June 30, 2010, respectively. Following is summarized income statement information and segment earnings contribution by business segment for KMP. This information should be read in conjunction with the KMP 2010 Form 10-K, the KMP 2010 Form 10-K/A and the KMP Quarterly Report on Form 10-Q for the quarter ended June 30, 2011.

**KMP**

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
	(In millions)			
Segment earnings before depreciation, depletion, amortization and amortization of excess cost of equity investments(a)				
Products Pipelines(b).....	\$ 20.7	\$ 165.2	\$ 201.2	\$ 171.6
Natural Gas Pipelines .....	181.3	185.0	403.9	405.6
CO <sub>2</sub> .....	266.4	249.4	528.4	502.6
Terminals .....	170.3	165.5	344.7	316.0
Kinder Morgan Canada .....	53.6	43.9	101.5	88.9
Total segment earnings before DD&A .....	692.3	809.0	1,579.7	1,484.7
Total segment depreciation, depletion and amortization .....	(229.4)	(223.2)	(451.2)	(450.5)
Total segment amortization of excess cost of investments .....	(1.6)	(1.5)	(3.1)	(2.9)
General and administrative expenses(c) .....	(97.4)	(93.4)	(286.6)	(194.5)
Unallocable interest expenses, net of interest income ..	(129.6)	(123.8)	(261.3)	(240.1)
Unallocable income tax expense .....	(2.4)	(2.0)	(4.7)	(4.2)
Net income .....	\$ 231.9	\$ 365.1	\$ 572.8	\$ 592.5
Net income attributable to noncontrolling interests.....	(1.4)	(3.9)	(4.5)	(6.0)
Net income attributable to KMP.....	\$ 230.5	\$ 361.2	\$ 568.3	\$ 586.5
General Partner's interest in net income(d) .....	\$ 292.2	\$ 92.5	\$ 572.8	\$ 341.7
Limited Partners' interest in net income (loss).....	\$ (61.7)	\$ 268.7	\$ (4.5)	\$ 244.8

- (a) Includes revenues, earnings from equity investments, allocable interest income and other, net, less operating expenses, allocable income taxes and other expense (income).
- (b) Three and six month 2011 amounts include \$165.0 million increase in expense associated with rate case liability adjustments. Six month 2010 amount includes a \$158.0 million increase in expense associated with rate case liability adjustments.
- (c) Six month 2011 amount includes \$87.1 million allocated to KMP from KMI related to a special bonus expense to non-senior management employees; however, KMP does not have any obligation, nor does KMP expect to pay any amounts related to this expense.
- (d) Three and six month 2010 amounts include a reduction of the incentive of \$168.3 million from the ICT Distribution (see Note 5 of the accompanying Notes to Consolidated Financial Statements).

**Liquidity and Capital Resources**

Our authorized capital structure consists of two classes of interests: (1) our listed shares and (2) our voting shares, collectively referred to in this document as our "shares." Additional classes of interests may be approved by our board and holders of a majority of our shares, excluding shares held by KMI and its affiliates. The number of our shares outstanding will at all times equal the number of i-units of KMP, all of which we own. Under the terms of our limited liability company agreement, except in connection with our liquidation, we do not pay distributions on our shares in cash but we make distributions on our shares in additional shares or fractions of shares. At the same time KMP makes a distribution on its common units and i-units, we distribute on each of our shares that fraction of a share determined by dividing the amount of the cash distribution to be made by KMP on each common unit by the average closing market price of a share determined for a ten-trading day period ending on the trading day immediately prior to the ex-dividend date for our shares. See Note 3 of the accompanying Notes to Consolidated Financial Statements for further discussion of our share distribution activity.

We expect that our expenditures associated with managing and controlling the business and affairs of KMP and the reimbursement for these expenditures received by us from KMP will continue to be equal. As stated above, the distributions we expect to receive on the i-units we own will be in the form of additional i-units. Therefore, we expect neither to generate nor to require significant amounts of cash in ongoing operations. We currently have no debt and have no plans to incur any debt. Any cash received from the sale of additional shares will immediately be used to purchase additional i-units. Accordingly, we do not anticipate any other sources or needs for additional liquidity.

## Recent Accounting Pronouncements

Please refer to Note 8 “Recent Accounting Pronouncements” to our consolidated financial statements included elsewhere in this report for information concerning recent accounting pronouncements.

## Information Regarding Forward-Looking Statements

This report includes forward-looking statements. These forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. They use words such as “anticipate,” “believe,” “intend,” “plan,” “projection,” “forecast,” “strategy,” “position,” “continue,” “estimate,” “expect,” “may,” or the negative of those terms or other variations of them or comparable terminology. In particular, statements, express or implied, concerning future actions, conditions or events, future operating results or the ability to generate sales, income or cash flow, or to pay dividends or to make distributions are forward-looking statements. Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. Future actions, conditions or events and future results of our operations and those of KMP may differ materially from those expressed in these forward-looking statements. Please see “Information Regarding Forward-Looking Statements” for KMP included in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2011. Many of the factors that will determine these results are beyond our ability to control or predict. Specific factors that could cause actual results to differ from those in the forward-looking statements include:

- price trends and overall demand for natural gas liquids, refined petroleum products, oil, carbon dioxide, natural gas, electricity, coal, steel and other bulk materials and chemicals in North America;
- economic activity, weather, alternative energy sources, conservation and technological advances that may affect price trends and demand;
- changes in tariff rates charged by KMP’s pipeline subsidiaries implemented by the Federal Energy Regulatory Commission, California Public Utilities Commission, Canada’s National Energy Board or another regulatory agency;
- KMP’s ability to acquire new businesses and assets and integrate those operations into its existing operations, as well as the ability to expand its facilities;
- difficulties or delays experienced by railroads, barges, trucks, ships or pipelines in delivering products to or from KMP’s terminals or pipelines;
- KMP’s ability to successfully identify and close acquisitions and make cost-saving changes in operations;
- shut-downs or cutbacks at major refineries, petrochemical or chemical plants, ports, utilities, military bases or other businesses that use KMP’s services or provide services or products to it;
- changes in crude oil and natural gas production from exploration and production areas that KMP serves, such as the Permian Basin area of West Texas, the U.S. Rocky Mountains, areas of shale gas formation and the Alberta oil sands;
- changes in laws or regulations, third-party relations and approvals and decisions of courts, regulators and governmental bodies that may adversely affect KMP’s business or its ability to compete;
- changes in accounting standards that impact the measurement of KMP’s or our results of operations, the timing of when such measurements are to be made and recorded, and the disclosures surrounding these activities;
- our ability to offer and sell equity securities, and KMP’s ability to offer and sell equity securities and debt securities or obtain debt financing in sufficient amounts to implement that portion of KMP’s business plan that contemplates growth through acquisitions of operating businesses and assets and expansions of its facilities;
- KMP’s indebtedness, which could make it vulnerable to general adverse economic and industry conditions, limit its ability to borrow additional funds and/or place it at competitive disadvantages compared to its competitors that have less debt or have other adverse consequences;
- interruptions of electric power supply to KMP’s facilities due to natural disasters, power shortages, strikes, riots, terrorism, war or other causes;

- our or KMP's ability to obtain insurance coverage without significant levels of self-retention of risk;
- acts of nature, accidents, sabotage, terrorism or other similar acts causing damage greater than KMP's insurance coverage limits;
- capital and credit markets conditions, inflation and interest rates;
- the political and economic stability of the oil producing nations of the world;
- national, international, regional and local economic, competitive and regulatory conditions and developments;
- KMP's ability to achieve cost savings and revenue growth;
- foreign exchange fluctuations;
- the timing and extent of changes in commodity prices for oil, natural gas, electricity and certain agricultural products;
- the extent of KMP's success in discovering, developing and producing oil and gas reserves, including the risks inherent in exploration and development drilling, well completion and other development activities;
- engineering and mechanical or technological difficulties that KMP may experience with operational equipment, in well completions and workovers, and in drilling new wells;
- the uncertainty inherent in estimating future oil and natural gas production or reserves that KMP may experience;
- KMP's ability to complete expansion projects on time and on budget;
- the timing and success of KMP's business development efforts; and
- unfavorable results of litigation and the fruition of contingencies referred to in KMP's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011.

The foregoing list should not be construed to be exhaustive. We believe the forward-looking statements in this report are reasonable. However, there is no assurance that any of the actions, events or results of the forward-looking statements will occur, or if any of them do, what impact they will have on our results of operations or financial condition. Because of these uncertainties, you should not put undue reliance on any forward-looking statements.

See Item 1A "Risk Factors" of our 2010 Form 10-K for a more detailed description of these and other factors that may affect the forward-looking statements. When considering forward-looking statements, one should keep in mind the risk factors described in our 2010 Form 10-K and the KMP 2010 Form 10-K. The risk factors could cause our actual results to differ materially from those contained in any forward-looking statement. We disclaim any obligation, other than as required by applicable law, to update the above list or to announce publicly the result of any revisions to any of the forward-looking statements to reflect future events or developments.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

The nature of our business and operations is such that no activities or transactions of the type requiring discussion under this item are conducted or entered into.

### **Item 4. Controls and Procedures.**

As of June 30, 2011, our management, including our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon and as of the date of the evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that the design and operation of our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the reports we file and submit

under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported as and when required, and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. There has been no change in our internal control over financial reporting during the quarter ended June 30, 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

We are not a party to any litigation.

### **Item 1A. Risk Factors.**

There have been no material changes in or additions to the risk factors disclosed in Part I, Item 1A "Risk Factors" in our 2010 Form 10-K.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

None.

### **Item 3. Defaults Upon Senior Securities.**

None.

### **Item 4. (Removed and Reserved)**

### **Item 5. Other Information.**

On July 20, 2011, C. Berdon Lawrence resigned from our and Kinder Morgan G.P., Inc.'s boards of directors. Mr. Lawrence resigned because of an investment he made in a small family business that transacts certain terminal-related business with KMP. On the same date, Mr. Ted A. Gardner was elected as a director of our and Kinder Morgan G.P., Inc.'s boards to fill the vacancy left by Mr. Lawrence. Mr. Gardner also was appointed to serve on the audit committee, compensation committee, and nomination and governance committee of our and Kinder Morgan G.P., Inc.'s boards. Since 2005, Mr. Gardner has been a managing partner of Silverhawk Capital Partners in Charlotte, North Carolina. Formerly, he was a director of Kinder Morgan, Inc. from 1999 to 2007, and was a director of Encore Acquisition Company from 2001 to 2010. Mr. Gardner is currently a director of Summit Materials Holdings and Spartan Energy Partners.

There are no arrangements between Mr. Gardner and any other persons pursuant to which Mr. Gardner was appointed as a director. Mr. Gardner has no family relationship with any of our directors or executive officers or the directors or executive officers of KMP or Kinder Morgan G.P., Inc. Mr. Gardner has no direct or indirect material interest in any transaction or proposed transaction required to be reported under Section 404(a) of Regulation S-K. Mr. Gardner will receive compensation for his service as a director consistent with the compensation policy for our and Kinder Morgan G.P., Inc.'s non-management directors. Non-management director annual compensation is \$180,000, which the directors may elect to receive in either cash, KMP common units or a combination thereof.

**Item 6. Exhibits.**

- 31.1 — Certification by CEO pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 — Certification by CFO pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 — Certification by CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 — Certification by CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

KINDER MORGAN MANAGEMENT, LLC  
(Registrant)

August 1, 2011

/s/ Kimberly A. Dang  
Kimberly A. Dang  
Vice President and Chief Financial Officer  
(principal financial and accounting officer)