

KINDER MORGAN ENERGY PARTNERS L P
Form SC 13D/A
July 13, 2007

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

SCHEDULE 13D/A
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 4)

Kinder Morgan Energy Partners, L.P.

(NAME OF ISSUER)

Common Units

(TITLE OF CLASS OF SECURITIES)

494550 10 6

(CUSIP NUMBER)

Mr. Joseph Listengart
Kinder Morgan, Inc.
500 Dallas Street, Suite 1000
Houston, Texas 77002
Telephone: (713) 369-9000

with copies to:

Mr. Gary W. Orloff
Bracewell & Giuliani LLP
711 Louisiana Street, Suite 2300
Houston, Texas 77002
Telephone: (713) 221-2166

R. Jay Tabor, Esq.
Weil, Gotshal & Manges LLP
200 Crescent Court
Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS)

July 13, 2007

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other

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parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D/A

EXPLANATORY NOTES: This Amendment No. 4 (this "Amendment") amends and supplements the Statement on Schedule 13D originally filed on January 28, 2000, relating to the Common Units of Kinder Morgan Energy Partners, L.P. beneficially owned by Kinder Morgan, Inc., Knight Midco Inc., Knight Holdco DE Inc and Knight Holdco LLC (as amended and supplemented to date, the "Statement")

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 of the Statement is hereby supplemented as follows:

Information relating to certain affiliates of and investment funds associated with American International Group, Inc., as members Knight Holdco LLC, is contained in Appendix A attached hereto and is incorporated herein by reference. Such appendix amends and restates, as to such affiliates and investment funds, the information contained in Appendix A of Amendment No. 8 of the Statement dated June 11, 2007.

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Signatures

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, such person certifies that the information set forth in this Schedule 13D/A with respect to such person is true, complete and correct.

Dated: July 13, 2007

KINDER MORGAN, INC.

By: /S/ Joseph Listengart

Name: Joseph Listengart
Title: Vice President, General Counsel &
Secretary

KNIGHT MIDCO INC.

By: /S/ Joseph Listengart

Name: Joseph Listengart
Title: Vice President, General Counsel &
Secretary

KNIGHT HOLDCO DE INC.

By: /S/ Joseph Listengart

Name: Joseph Listengart
Title: Vice President, General Counsel &
Secretary

KNIGHT HOLDCO LLC

By: /S/ Joseph Listengart

Name: Joseph Listengart
Title: Vice President, General Counsel &
Secretary

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APPENDIX A

INFORMATION REGARDING AIG KNIGHT LLC, HIGHSTAR II KNIGHT ACQUISITION SUB, L.P.,

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HIGHSTAR III KNIGHT ACQUISITION SUB, L.P., AIG HIGHSTAR CAPITAL III, L.P., AND HIGHSTAR KNIGHT PARTNERS, L.P.

American International Group, Inc., a Delaware corporation ("AIG"), is a holding company which, through its subsidiaries, is primarily engaged in a broad range of insurance and insurance-related activities in the United States and abroad. AIG's primary activities include both general and life insurance and retirement services operations. Other significant activities include financial services and asset management. AIG Financial Products Corp., a Delaware corporation and wholly-owned subsidiary of AIG ("AIGFP"), engages as principal, directly and through its subsidiaries and other AIG-owned companies under its management, in standard and customized interest rate, currency, equity, commodity, energy and credit products with counterparties throughout the world and also raises funds through municipal reinvestment contracts and other private and public security offerings, investing the proceeds in a diversified portfolio of high grade securities and derivative transactions. AIG Knight LLC, a Delaware limited liability company and wholly-owned subsidiary of AIGFP ("AIG Knight"), was formed for the purpose of holding a portion of AIG's investment in Knight Holdco LLC (defined below). The principal executive offices of AIG are located at 70 Pine Street, New York, New York 10270; AIGFP and AIG Knight LLC are located at 50 Danbury Road, Wilton, Connecticut 06897.

Each of AIG Highstar Capital III, L.P., a Delaware limited partnership, Highstar II Knight Acquisition Sub, L.P., a Delaware limited partnership, Highstar III Knight Acquisition Sub, L.P., a Delaware limited partnership, and Highstar Knight Partners, L.P., a Delaware limited partnership (collectively, the "Highstar Entities"), are investment fund vehicles. The principal executive office for each Highstar Entity is 599 Lexington Ave, 24th floor, NY, NY, 10022. Highstar II Knight Acquisition Sub, L.P. and Highstar III Knight Acquisition Sub, L.P. were formed for the purpose of holding a portion of AIG's investment in Knight Holdco LLC. Highstar II Knight Acquisition Sub is owned by AIG Highstar Capital II, L.P., a Delaware limited partnership, AIG Highstar Capital II Prism Fund, L.P., a Delaware limited partnership, and AIG Highstar Capital II, Overseas Investors Fund, L.P., a Delaware limited partnership. Highstar III Knight Acquisition Sub is owned by AIG Highstar Capital III Prism Fund, L.P., a Cayman limited partnership. Each of AIG Highstar Capital II, L.P., AIG Highstar Capital II Prism Fund, L.P., AIG Highstar Capital II, Overseas Investors Fund, L.P., AIG Highstar Capital III Prism Fund, L.P. AIG Highstar Capital III, L.P. and Highstar Knight Partners, L.P. are investment fund vehicles that are controlled by AIG Global Investment Corp., a New Jersey corporation and a wholly-owned subsidiary of AIG ("AIGGIC"). AIG Knight, AIG, AIGFP and the Highstar Entities are collectively referred to as the "AIG Entities".

Starr International Company, Inc., a Panamanian corporation ("SICO"), has the sole power to vote and direct the disposition of 281,638,405 shares of common stock, par value \$2.50 per share, of AIG ("AIG Shares") and the shared power to direct the disposition of 2,200,076 AIG Shares held by Universal Foundation, Inc., a Panamanian corporation ("Universal Foundation"). C.V. Starr & Co., Inc. a Delaware corporation ("Starr"), has the shared power to vote and direct the disposition of 30,923,499 AIG Shares (18,544,278 of which are held by the C.V. Starr & Co., Inc. Trust ("Starr Trust"), of which Starr is a beneficiary). Maurice R. Greenberg, a United States citizen, has the sole power to vote and direct the disposition of 2,695,797 AIG Shares, which may be acquired pursuant to stock options previously granted by AIG to Mr. Greenberg as a then officer and director of AIG. Mr. Greenberg has shared power to vote and direct the disposition of 67,816,338 AIG Shares, 9,310,328 of which are held as a tenant in common with Mr. Greenberg's wife, 111,004 of which are held in family trusts of which Mr. Greenberg is a trustee, 30,923,499 of which are held by Starr (18,544,278 shares of which are held by the Starr Trust, for which

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Starr is a beneficiary and Mr. Greenberg is a trustee), 371,507 of which are held by the Maurice R. and Corinne P. Greenberg Family Foundation, Inc., a New York not-for-profit corporation (the "Greenberg Foundation"), of which Mr. Greenberg, his wife and family members are directors and 27,100,000 of which are held by the Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC, a Florida limited liability company (the "Greenberg Joint Tenancy Company"), of which the Maurice R. and Corinne P. Greenberg Joint Tenancy Corporation, Inc. (the "Greenberg Joint Tenancy Corporation") is the sole and managing member. Mr. Greenberg owns 24.08% of the voting common stock of Starr directly. The Greenberg Foundation has the shared power to vote and direct the disposition of such 371,507 AIG Shares. The Greenberg Joint Tenancy Company has the shared power to vote and direct the disposition of such 27,100,000 AIG Shares. Edward E. Matthews, a United States citizen, has the sole power to vote and direct the disposition of 613,345 AIG Shares, 300,220 of which are held directly by Mr. Matthews and 313,125 of which may be acquired pursuant to stock options previously granted by AIG to Mr. Matthews as a then officer and director of AIG. Mr. Matthews has shared power to vote and direct the disposition of 18,567,578 AIG Shares, 23,300 of which are held by Mr. Matthews' wife and 18,544,278 of which are held by the Starr Trust, for which Starr is a beneficiary and Mr. Matthews is a trustee.

The principal executive offices of SICO are located at Baarestrasse 101, CH-6300 Zug, Switzerland and it also maintains an office at Mercury House, 101 Front Street, Hamilton HM12, Bermuda. The principal executive offices of Starr and the Greenberg Foundation are located at 399 Park Avenue, 17th Floor, New York, New York 10022. The principal executive offices of Universal Foundation are located at Mercury House, 101 Front Street, Hamilton HM 12, Bermuda. The principal executive offices of the Greenberg Joint Tenancy Company are located at 35 Ocean Reef Drive, Key Largo, Florida 33037. The names of the directors and executive officers ("Covered Persons") of the AIG Entities, SICO, Starr, Universal Foundation, the Greenberg Foundation and the Greenberg Joint Tenancy Company, their business addresses and principal occupations, including the business addresses and principal occupations of Messrs. Greenberg and Matthews, are set forth in Exhibit A attached hereto, which is incorporated herein by reference in its entirety. The business address indicated for Messrs. Greenberg and Matthews and each other Covered Person is also the address of the principal employer of such person. Each of the Covered Persons is a citizen of the United States, except for Messrs. Sullivan, Tse and Walsh, who are British Subjects, Mr. Marshall A. Cohen, who is a Canadian citizen, Dr. Jacob A. Frenkel, who is a citizen of the State of Israel and the Republic of Poland, Messrs. Bridgwater, Forster, Johnson, Pentland and Osborne and Ms. Barclay and Ms. Barnes, who are citizens of the United Kingdom, Messrs. Zalamea and Colayco and Ms. Fernando, who are citizens of the Republic of the Philippines, Mr. Gabriele, who is a citizen of the Republic of Italy, and Mr. Micottis, who is a citizen of the Republic of France.

All information provided in this Schedule 13D with respect to Messrs. Greenberg and Matthews, SICO, Starr, Universal Foundation, the Greenberg Foundation, and the Greenberg Joint Tenancy Company and their respective directors and executive officers is provided based solely on the information set forth in the most recent amendment to Schedule 13D relating to AIG Shares filed on March 20, 2007 on behalf of Messrs. Greenberg and Matthews, SICO, Starr, Universal Foundation, the Greenberg Foundation and the Greenberg Joint Tenancy Company. This information has not been updated to reflect changes in the ownership by such parties of AIG Shares that are disclosed in filings made by one or more of such parties under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In each case, such information may not be accurate or complete and AIG takes no responsibility therefor and makes no

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representation to its accuracy or completeness as of the date hereof or any subsequent date.

2006 Regulatory Settlements

In February 2006, AIG reached a final settlement with the Securities and Exchange Commission ("SEC"), the United States Department of Justice ("DOJ"), the Office of the New York Attorney General ("NYAG") and the New York State

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Department of Insurance ("DOI"). The settlements resolved outstanding litigation filed by the SEC, NYAG and DOI against AIG and concluded negotiations with these authorities and the DOJ in connection with the accounting, financial reporting and insurance brokerage practices of AIG and its subsidiaries, as well as claims relating to the underpayment of certain workers compensation premium taxes and other assessments.

AIG, without admitting or denying the allegations in the SEC complaint, consented to the issuance of a final judgment on February 9, 2006: (a) permanently restraining and enjoining AIG from violating Section 17(a) of the Securities Act of 1933, as amended ("Securities Act"), and Sections 10(b), 13(a), 13(b)(2) and 13(b)(5) and Rules 10b-5, 12b-20, 13a-1, 13a-13 and 13b2-1 of the Exchange Act; (b) ordering AIG to pay disgorgement in the amount of \$700 million; and (c) ordering AIG to pay a civil penalty in the amount of \$100 million. These amounts have been paid into a fund under the supervision of the SEC to be available to resolve claims asserted in various civil proceedings, including shareholder lawsuits.

In February 2006, AIG and the DOJ entered into a letter agreement. In the letter agreement, the DOJ notified AIG that in its view, AIG, acting through some of its employees, violated federal criminal law in connection with misstatements in periodic financial reports that AIG filed with the SEC between 2000 and 2004 relating to certain transactions. The settlement with the DOJ consists of, among other things, AIG's cooperating with the DOJ in the DOJ's ongoing criminal investigation, accepting responsibility for certain of its actions and those of its employees relating to these transactions and paying \$25 million.

Effective February 9, 2006, AIG entered into agreements with the NYAG and the DOI, settling claims under New York's Martin Act and insurance laws, among other provisions, which were originally brought by the NYAG and the DOI in a civil complaint filed on May 26, 2005. Under the agreements, \$375 million was paid into a fund under the supervision of the NYAG and the DOI to be available principally to pay certain AIG insureds who purchased excess casualty policies through Marsh & McLennan Companies, Inc. or Marsh Inc. In addition, approximately \$343 million will be used to compensate participating state funds in connection with the underpayment of certain workers compensation premium taxes and other assessments. In addition, AIG paid a \$100 million fine to the State of New York.

As part of these settlements, AIG has agreed to retain for a period of three years an independent consultant who will conduct a review that will include the adequacy of AIG's internal controls over financial reporting and the remediation plan that AIG has implemented as a result of its own internal review.

PNC Settlement

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In November 2004, AIG and AIGFP, a subsidiary of AIG, reached a final settlement with the SEC, the Fraud Section of the DOJ and the United States Attorney for the Southern District of Indiana with respect to issues arising from certain structured transactions entered into with Brightpoint, Inc. and The PNC Financial Services Group, Inc. ("PNC"), the marketing of transactions similar to the PNC transactions and related matters.

As part of the settlement, the SEC filed against AIG a civil complaint, based on the conduct of AIG primarily through AIGFP, alleging violations of certain antifraud provisions of the federal securities laws and for aiding and abetting violations of reporting and record keeping provisions of those laws. AIG, without admitting or denying the allegations in the SEC complaint, consented to the issuance of a final judgment permanently enjoining it and its employees and related persons from violating certain provisions of the Exchange Act, Exchange Act rules and the Securities Act, ordering disgorgement of fees it received from the PNC transactions and providing for AIG to establish a

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transaction review committee to review the appropriateness of certain future transactions and to retain an independent consultant to examine certain transactions entered into between 2000 and 2004 and review the policies and procedures of the transaction review committee.

The DOJ filed against AIGFP PAGIC Equity Holding Corp. ("AIGFP PAGIC"), a wholly-owned subsidiary of AIGFP, a criminal complaint alleging that AIGFP PAGIC violated federal securities laws by aiding and abetting securities law violations by PNC, in connection with a transaction entered into in 2001 with PNC that was intended to enable PNC to remove certain assets from its balance sheet. The settlement with the DOJ consists of separate agreements with AIG and AIGFP and a complaint filed against, and deferred prosecution agreement with, AIGFP PAGIC. Under the terms of the settlement, AIGFP paid a monetary penalty of \$80 million. On January 17, 2006, the court approved an order dismissing the complaint with prejudice and AIGFP PAGIC has since been dissolved. The obligations of AIG, AIGFP and AIGFP PAGIC under the DOJ agreements relate principally to cooperating with the DOJ and other federal agencies in connection with their related investigations. Except as set forth above, during the last five years, none of the AIG Entities, nor, to the knowledge of each of the AIG Entities, any of the executive officers and directors of the AIG Entities, (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

Each of the AIG Entities and, to the best of their knowledge, the executive officers and directors of the AIG Entities (as listed in Exhibit A) have not engaged in any transactions in the Common Units of the Issuer during the past sixty days. None of the AIG Entities has any available information regarding transactions in the Common Units of the Issuer by Messrs. Greenberg and Matthews, SICO, Starr, Universal Foundation, the Greenberg Foundation and the Greenberg Joint Tenancy Company or their respective directors and executive officers.

EXHIBIT A

DIRECTORS AND EXECUTIVE OFFICERS OF AMERICAN INTERNATIONAL GROUP, INC.

| | | | |
|----------------------|-----------------------------------|--|----------------------------------|
| Marshall A. Cohen | Director | Counsel, Cassels, Brock & Blackwell | Cassels, West, 20 |
| Martin S. Feldstein | Director | Professor of Economics, Harvard University; President and CEO, National Bureau of Economic Research | National 1050 Mas Massachu |
| Ellen V. Futter | Director | President, American Museum of Natural History | American Park Wes New York |
| Steven L. Hammerman | Director | Retired; Former Deputy Commissioner for Legal Matters for the New York Police Department and Vice Chairman, Merrill Lynch & Co., Inc. | c/o 70 P 10270 |
| Richard C. Holbrooke | Director | Vice Chairman, Perseus LLC | Perseus New York |
| Fred H. Langhammer | Director | Chairman, Global Affairs and Former Chief Executive Officer, The Estee Lauder Companies Inc. | 767 Fift |
| George L. Miles | Director | President and Chief Executive Officer, WQED Multimedia | 4802 Fif 15213 |
| James F. Orr III | Director | Chairman of the Board of Trustees, The Rockefeller Foundation | 420 Fift |
| Morris W. Offit | Director | Co-Chief Executive Officer, Offit Hall Capital Management LLC | 65 East 10022 |
| Virginia M. Rometty | Director | Senior Vice President-Global Business Services, International Business Machines Corporation | Route 10 Somers, |
| Martin J. Sullivan | Director and Executive Officer | President and Chief Executive Officer | 70 Pine |
| Michael H. Sutton | Director | Consultant; Former Chief Accountant of the United States Securities and Exchange Commission | c/o 70 P 10270 |
| Edmund S.W. Tse | Director and Executive Officer | Senior Vice Chairman - Life Insurance | American 1 Stubbs |

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|-------------------------|----------|---|-------------------|
| Robert B. Willumstad(1) | Director | Former President and Chief Operating Officer, Citigroup Inc. | 9 West 5 10019 |
| Frank G. Zarb | Director | Chairman, Frank Zarb Associates, LLC; Senior Advisor, Hellman & Friedman LLC | 375 Park |

 (1) Mr. Willumstad owns a de minimis limited partnership interest in an investment fund affiliated with Goldman Sachs & Co. that may have investments in the equity of the Issuer.

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|-----------------------|--------------------|--|----------------------|
| Dr. Jacob A. Frenkel | Executive Officer | Vice Chairman - Global Economic Strategies | 70 Pine |
| Frank G. Wisner | Executive Officer | Vice Chairman - External Affairs | 70 Pine |
| Steven J. Bensinger | Executive Officer | Executive Vice President & Chief Financial Officer | 70 Pine |
| Anastasia D. Kelly | Executive Officer | Executive Vice President, General Counsel and Senior Regulatory and Compliance Officer | 70 Pine |
| Rodney O. Martin, Jr. | Executive Officer | Executive Vice President - Life Insurance | 2929 All |
| Kristian P. Moor | Executive Officer | Executive Vice President - Domestic General Insurance | 70 Pine |
| Win J. Neuger | Executive Officer | Executive Vice President & Chief Investment Officer | 70 Pine |
| Robert B. Sandler | Executive Officer | Executive Vice President - Domestic Personal Lines | 70 Pine |
| Nicholas C. Walsh | Executive Officer | Executive Vice President - Foreign General Insurance | 70 Pine |
| Jay S. Wintrob | Executive Officer | Executive Vice President - Retirement Services | AIG Reti of the S |
| William N. Dooley | Executive Director | Senior Vice President - Financial Services | 70 Pine |
| David L. Herzog | Executive Officer | Senior Vice President & Comptroller | 70 Pine |
| Andrew J. Kaslow | Executive Officer | Senior Vice President & Chief Human Resources Officer | 70 Pine |
| Robert E. Lewis | Executive Officer | Senior Vice President & Chief Risk Officer | 70 Pine |
| Brian T. Schreiber | Executive Officer | Senior Vice President - Strategic Planning | 70 Pine |

DIRECTORS AND EXECUTIVE OFFICERS OF AIG FINANCIAL PRODUCTS CORP.

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| | | | |
|---------------------|-----------------------------------|---|-----------------------|
| M. Bernard Aidinoff | Director | Retired Partner, Sullivan & Cromwell | Sullivan York, NY |
| Steven J. Bensinger | Director | Executive Vice President and Chief Financial Officer, American International Group, Inc. | 70 Pine |
| Joseph J. Cassano | Director and Executive Officer | President and Chief Executive Officer | Banque A 5th Floor |
| William N. Dooley | Director and Executive Officer | Senior Vice President - Financial Services, American International Group, Inc.; Chairman, AIG Financial Products Corp. | 70 Pine |

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|---------------------|-------------------|---|----------------------------------|
| Martin S. Feldstein | Director | Professor of Economics, Harvard University; President and CEO, National Bureau of Economic Research | National 1050 Mas Massachu |
| John M. Foster | Director | Consultant | c/o AIG 50 Danbu 06897-44 |
| Morris W. Offit | Director | Co-Chief Executive Officer, Offit Hall Capital Management LLC | 65 East 10022 |
| Martin J. Sullivan | Director | President and Chief Executive Officer, American International Group, Inc. | 70 Pine |
| Michael H. Sutton | Director | Consultant; Former Chief Accountant of the United States Securities and Exchange Commission | c/o 70 P 10270 |
| Douglas L. Poling | Executive Officer | Executive Vice President, Transaction Development and Energy Groups | 50 Danbu 06897-44 |
| Mark S. Balfan | Executive Officer | Chief Financial Officer and Treasurer | 50 Danbu 06897-44 |
| James Bridgwater | Executive Officer | Executive Vice President - Quantitative Solutions | Banque A 5th Floor |
| Andrew Forster | Executive Officer | Executive Vice President - Asset Trading and Credit Products | Banque A 5th Floor |
| Mauro Gabriele | Executive Officer | Executive Vice President - European Marketing | Banque A 75008 Fr |
| William Kolbert | Executive Officer | Executive Vice President - Systems | 50 Danbu |
| Pierre Micottis | Executive Officer | Executive Vice President - Market Risk | Banque A 75008 Fr |
| Nigel Pentland | Executive Officer | Executive Vice President - Asian Marketing | Banque A Urbannet 2 Chome, |

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| William S. Shirley | Executive Officer | Managing Director, General Counsel and Secretary | 50 Danbu |
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EXECUTIVE OFFICERS OF AIG KNIGHT LLC

| | | | |
|-------------------|-------------------|---|-----------------------|
| Joseph J. Cassano | Executive Officer | President and Chief Executive Officer, AIG Financial Products Corp. | Banque A 5th Floor |
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| Mark S. Balfan | Executive Officer | Chief Financial Officer and Treasurer, AIG Financial Products Corp. | 50 Danbu 06897-44 |
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| William S. Shirley | Executive Officer | Managing Director, General Counsel and Secretary | 50 Dan |
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DIRECTORS AND EXECUTIVE OFFICERS OF STARR INTERNATIONAL COMPANY, INC

| | | | |
|----------------------|------------------------------------|---|----------------------|
| Maurice R. Greenberg | Chairman of the Board and Director | Chairman of the Board and director, Starr International Company, Inc. and C.V. Starr & Co., Inc.; Chief Executive Officer, C.V. Starr & Co., Inc.; trustee of C.V. Starr & Co., Inc. Trust; member, director and Chairman of the Board, The Starr Foundation. | 399 Park New York |
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| Joseph C.H. Johnson | President and Director | President and Director | 101 Firs |
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| Edward E. Matthews | Managing Director | Managing Director and director, Starr International Company, Inc.; director and President, C.V. Starr & Co., Inc.; trustee, C.V. Starr & Co., Inc. Trust; member and director, The Starr Foundation. | 399 Park New York |
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| Houghton Freeman | Director | President, Freeman Foundation | 499 Tabe |
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| Lawrence S. Greenberg | Director | Private Equity Investor | 399 Park 10022 |
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| Bertil P-H Lundquist | Director | (see above) | (see abo |
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| R. Kendall Nottingham | Director | Retired | 435 Seas |
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| Howard I. Smith | Director | Vice Chairman-Finance and Secretary, C.V. Starr & Co., Inc. | 399 Park 10022 |
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| John J. Roberts | Director | Senior Advisor, American International Group, Inc. | Concordi 21601 |
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| Ernest Stempel | Director | Senior Advisor and Honorary Director, American International Group, Inc. | 70 Pine |
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| Cesar Zalamea | Director | President and Chief Executive Officer, Starr International Company (Asia), Limited | Suite 14 Connaugh |
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DIRECTORS AND EXECUTIVE OFFICERS OF C.V. STARR & CO., INC.

| | | | |
|----------------------|--|-------------|-------------|
| Maurice R. Greenberg | Chairman of the Board, director and Chief Executive Officer | (See above) | (See above) |
| Howard I. Smith | Vice Chairman- Finance and Secretary and Director | (See above) | (See above) |

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|-----------------------|---------------------------|---|----------------------|
| Edward E. Matthews | President and Director | (See above) | (See above) |
| Houghton Freeman | Director | (See above) | (See above) |
| John J. Roberts | Director | (See above) | (See above) |
| Bertil P-H Lundquist | Director | Executive Vice President and General Counsel, C.V. Stair & Co., Inc. | 399 Park York, NY |
| Lawrence S. Greenberg | Director | (See above) | (See above) |

DIRECTORS AND EXECUTIVE OFFICERS OF UNIVERSAL FOUNDATION, INC.

| | | | |
|---------------------|---------------------------|------------------------------------|----------------------------------|
| Stuart Osborne | President and Director | President of Universal Foundation | Mercury 101 Fron Hamilton |
| Eligia G. Fernando | Director | Retired | Mercury 101 Fron Hamilton |
| Cesar C. Zalamea | Director | (See above) | (see above) |
| Aloysius B. Colayco | Director | Managing Director, Argosy Partners | Argosy P 8th Floo Makati C |
| Jennifer Barclay | Secretary | Secretary of Universal Foundation | Mercury 101 Fron Hamilton |
| Margaret Barnes | Treasurer | Treasurer of Universal Foundation | Fitzwill Fitzwill Dublin 2 |

DIRECTORS AND EXECUTIVE OFFICERS OF THE MAURICE R. AND CORRINE P. GREENBERG FAMIL

| | | | |
|----------------------|--------------------------|-------------|-------------|
| Maurice R. Greenberg | Chairman and Director | (See above) | (See above) |
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|-----------------------|-----------------------------|--|-------------------|
| Corrine P. Greenberg | President and Director | President and Director, Greenberg Foundation | 399 Park New York |
| Jeffrey W. Greenberg | Vice President and Director | Vice President and Director, Greenberg Foundation | 399 Park New York |
| Evan G. Greenberg | Vice President and Director | President and Chief Executive Officer, ACE Limited | 399 Park New York |
| Lawrence S. Greenberg | Vice President and Director | (See above) | (See above) |

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|------------------|-----------|------------------------------------|-------------------|
| Shake Nahapetian | Treasurer | Administrative Assistant, CV Starr | 399 Park New York |
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DIRECTOR AND EXECUTIVE OFFICER OF THE MAURICE R. AND CORRINE P. GREENBERG JOINT TEN

| | | | |
|----------------------|---|-------------|-------------|
| Maurice R. Greenberg | Chairman, CEO, President, Treasurer, Secretary and Director | (See above) | (See above) |
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DIRECTORS AND EXECUTIVE OFFICERS OF AIG GLOBAL INVESTMENT CORP.

| | | | |
|--------------------------|-------------------|--------------------------|----------------|
| Win Jay Neuger | Director | (See above) | (See above) |
| Richard Waldo Scott | Director | Senior Managing Director | 599 Lexi 10022 |
| Hans Karl-Erik Danielson | Director | Senior Managing Director | 599 Lexi 10022 |
| Robert Thompson | Executive Officer | Senior Managing Director | 599 Lexi 10022 |
| Jeffrey Hurd | Executive Officer | Senior Managing Director | 599 Lexi 10022 |

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