

Hiland Partners, LP
Form SC 13E3/A
November 09, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13E-3**

**Rule 13e-3 Transaction Statement under Section 13(e) of the
Securities and Exchange Act of 1934
(Amendment No. 7)**

HILAND PARTNERS, LP
(Name of Issuer)

**HILAND PARTNERS, LP
HILAND PARTNERS GP, LLC
HILAND HOLDINGS GP, LP
HILAND PARTNERS GP HOLDINGS, LLC
HLND MERGERCO, LLC
HH GP HOLDING, LLC
HAROLD HAMM DST TRUST
HAROLD HAMM HJ TRUST
HAROLD HAMM
JOSEPH L. GRIFFIN
MATTHEW S. HARRISON
BERT MACKIE**

(Names of Person(s) Filing Statement)

COMMON UNITS REPRESENTING LIMITED PARTNER INTERESTS OF HILAND PARTNERS, LP
(Title of Class of Securities)

431291103

(CUSIP Number of Class of Securities)

Matthew S. Harrison
205 West Maple, Suite 1100
Enid, Oklahoma 73701
Telephone: (580) 242-6040

(Name, address and telephone number of person authorized to receive notices and
communications on behalf of filing persons)

Copies to:

Douglas E. McWilliams
Vinson & Elkins LLP
1001 Fannin Street, Suite 2500
Houston, Texas 77002
Telephone: (713) 758-2222

Joshua Davidson
Paul F. Perea
Baker Botts L.L.P.
910 Louisiana Street
Houston, Texas 77002
Telephone: (713) 229-1234

This statement is filed in connection with (check the appropriate box):

- p a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- o b. The filing of a registration statement under the Securities Act of 1933.

- ☐ c. A tender offer.
- ☐ d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies: ☐

Check the following box if the filing is a final amendment reporting the results of the transaction ☐.

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$39,874,030	\$2,225

- * As of November 5, 2009, there were (i) 3,979,403 common units of Hiland Partners, LP outstanding that were owned by unitholders other than Hiland Holdings GP, LP and (ii) 8,000 restricted common units of Hiland Partners, LP outstanding that were owned by non-employee directors of the general partner of Hiland Partners, LP, which restricted common units will become fully vested as common units immediately prior to the closing of the merger.

Total consideration of \$39,874,030 was determined based upon the product of (i) 3,987,403, the aggregate number of common units proposed to be converted into the right to receive merger consideration and (ii) the merger consideration per common unit of \$10.00.

In accordance with Section 14(g) of the Securities Exchange Act of 1934, as amended, and Rule 0-11(c)(1) promulgated thereunder, the filing fee was determined by multiplying 0.00005580 by the total consideration.

- ☐ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid:	\$2,861
Filing Party:	Hiland Partners, LP and Hiland Holdings GP, LP
Form or registration No.:	Schedule 14A
Date Filed:	July 1, 2009

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INTRODUCTION

This Amendment No. 7 to the Transaction Statement on Schedule 13E-3, together with exhibits hereto (this Schedule 13E-3), is being filed by Hiland Partners, LP, a Delaware limited partnership (Hiland Partners), Hiland Partners GP, LLC, a Delaware limited liability company and the general partner of Hiland Partners (Hiland GP), Hiland Holdings GP, LP, a Delaware limited partnership (Hiland Holdings) and together with Hiland Partners, the Hiland Companies), Hiland Partners GP Holdings, LLC, a Delaware limited liability company and the general partner of Hiland Holdings (Holdings GP), HH GP Holding, LLC, an Oklahoma limited liability company and affiliate of Harold Hamm (Parent), HLND MergerCo, LLC, a Delaware limited liability company and wholly-owned subsidiary of Parent (HLND Merger Sub), the Harold Hamm DST Trust, the Harold Hamm HJ Trust, Harold Hamm, Chairman of the Hiland Companies, Joseph L. Griffin, Chief Executive Officer and President of the Hiland Companies, Matthew S. Harrison, Chief Financial Officer and Vice President Finance and Secretary of the Hiland Companies, and Bert Mackie, trustee of the Hamm family trusts, in connection with the Agreement and Plan of Merger, dated June 1, 2009, among Hiland Partners, Hiland GP, Parent and HLND Merger Sub (the Hiland Partners original merger agreement, and the transactions set forth therein, the Hiland Partners merger).

On October 26, 2009, the parties to the Hiland Partners original merger agreement entered into the first amendment to the Hiland Partners original merger agreement, which changed the end date under the agreement from November 1, 2009 to November 6, 2009. On November 3, 2009, the parties to the Hiland Partners merger agreement entered into the second amendment to the Hiland Partners merger agreement, which, among other things, increased the merger consideration per common unit from \$7.75 to \$10.00 and changed the end date from November 6, 2009 to December 11, 2009 (the Hiland Partners original merger agreement, as amended by the first and second amendments thereto, is herein referred to as the Hiland Partners amended merger agreement).

If the Hiland Partners amended merger agreement and the Hiland Partners merger are approved by the affirmative vote of (a) the holders of a majority of the outstanding common units of Hiland Partners, not held by Hiland GP or its affiliates (including Hiland Holdings) voting as a class and (b) the holders of a majority of the outstanding subordinated units of Hiland Partners voting as a class, then HLND Merger Sub will merge with and into Hiland Partners with Hiland Partners continuing as the surviving entity.

In the Hiland Partners merger, each outstanding common unit of Hiland Partners (other than common units held by Hiland Holdings), will be converted into the right to receive merger consideration of \$10.00 per common unit in cash, without interest (the Hiland Partners merger consideration). Each restricted common unit held by non-employee members of the Board of Directors of Hiland GP will fully vest as a common unit immediately prior to the closing of the Hiland Partners merger and automatically convert into the right to receive the Hiland Partners merger consideration. All other restricted common units, phantom units and unit option awards issued pursuant to the Hiland Partners, LP Long-Term Incentive Plan which are outstanding as of the effective time of the Hiland Partners merger will remain outstanding in accordance with their respective terms as equity awards in the surviving entity.

Concurrently with the filing of this Schedule 13E-3, Hiland Partners and Hiland Holdings are filing jointly a Proxy Supplement (the Proxy Supplement) under Section 14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act) to supplement the joint definitive proxy statement filed on September 11, 2009 under Section 14(a) of the Exchange Act (the Definitive Proxy Statement) and together with the Proxy Supplement, the Proxy Statement), pursuant to which the Boards of Directors of the general partner of each of Hiland Partners and Hiland Holdings are soliciting proxies from unitholders of Hiland Partners and Hiland Holdings in connection with the mergers of both Hiland Companies. The information set forth in the Proxy Statement, including all annexes thereto, is hereby incorporated herein by this reference, and the responses to each item in this Schedule 13E-3 are qualified in their entirety by the information contained in the Proxy Statement and the annexes thereto, in each case to the extent related to Hiland Partners, the Hiland Partners merger agreement or the Hiland Partners merger.

All information in, or incorporated by reference in, this Schedule 13E-3 and/or the Proxy Statement other than information concerning Parent and its affiliates (other than Hiland GP, Hiland Partners, Holdings GP and Hiland Holdings) has been supplied by Hiland Partners and Hiland Holdings. All information in, or incorporated by reference in, this Schedule 13E-3 by reference to the Proxy Statement is hereby incorporated by reference to the extent related to, in each case, Hiland Partners, the Hiland Partners merger agreement and the Hiland Partners merger.

Item 1. Summary Term Sheet

Regulation M-A Item 1001

Summary Term Sheet. The information set forth under the captions *Summary Term Sheet* in the Definitive Proxy Statement is incorporated herein by reference.

The information set forth under the caption *Update to Summary Term Sheet* in the Proxy Supplement is incorporated herein by reference.

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Item 2. Subject Company Information

Regulation M-A Item 1002

- (a) ***Name and Address.*** The name of the subject company is Hiland Partners, LP, a Delaware limited partnership with principal executive offices at 205 West Maple, Suite 1100, Enid, Oklahoma 73701. Its telephone number is (580) 242-6040.
- (b) ***Securities.*** The class of securities to which this Schedule 13E-3 relates is common units representing limited partner interests of Hiland Partners of which 6,300,624 were issued and outstanding as of November 5, 2009.
- (c) (d) ***Trading Market and Price; Dividends.*** The information set forth under the caption Common Stock Market Price and Dividend Information in the Definitive Proxy Statement is incorporated herein by reference.

The information set forth under the caption Updated Information Concerning the Hiland Companies Hiland Partners Distribution and Common Unit Price Information in the Proxy Supplement is incorporated herein by reference.

- (e) ***Prior Public Offerings.*** There have been no underwritten public offerings of common units representing limited partner interests of Hiland Partners in the last three years.
- (f) ***Prior Stock Purchases.*** The information set forth under the caption Certain Purchases and Sales of Hiland Companies Common Units in the Definitive Proxy Statement is incorporated herein by reference.

Item 3. Identity and Background of Filing Person

Regulation M-A Item 1003

- (a) (b) ***Name and Address; Business and Background of Entities.*** The information set forth under the captions Directors and Executive Officers of the Hiland Companies, Information Concerning, Harold Hamm, Parent and Merger Subs and Directors and Executive Officers of Parent and Merger Subs in the Definitive Proxy Statement is incorporated herein by reference.

Harold Hamm DST Trust, an irrevocable trust formed by Harold Hamm under Oklahoma law, with Bert Mackie acting as trustee.

c/o Bert Mackie, Trustee
Hamm Financial Group
302 North Independence
Enid, Oklahoma 73701
(580) 548-5200

Harold Hamm HJ Trust, an irrevocable trust formed by Harold Hamm under Oklahoma law, with Bert Mackie acting as trustee.

c/o Bert Mackie, Trustee
Hamm Financial Group
302 North Independence
Enid, Oklahoma 73701
(580) 548-5200

None of the entities named above has been convicted in a criminal proceeding during the past five years (excluding traffic violations or similar misdemeanors). None of the entities named above has been party to any judicial or administrative proceeding during the past five years (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining it from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws.

Harold Hamm
302 North Independence
Enid, Oklahoma 73701

(580) 233-8955

Chief Executive Officer and Chairman of the Board of Directors of Continental Resources, Inc.; Chairman of the Board of Directors of each of Holdings GP and Hiland GP.

Joseph L. Griffin

205 West Maple, Suite 1100

Enid, Oklahoma 73701

(580) 242-6040

Chief Executive Officer, President and Director of each of Holdings GP and Hiland GP.

Matthew S. Harrison

205 West Maple, Suite 1100

Enid, Oklahoma 73701

(580) 242-6040

Chief Financial Officer, Vice President Finance, Secretary and Director of each of Holdings GP and Hiland GP.

Bert Mackie

Hamm Financial Group

302 North Independence

Enid, Oklahoma 73701

(580) 548-5200

Personal Asset Manager

- (c) ***Business and Background of Natural Persons.*** The information set forth under the caption Directors and Executive Officers of the Hiland Companies in the Definitive Proxy Statement is incorporated herein by reference. Set forth below are the names, the present principal occupations or employment and the name, principal business and address of any corporation or other organization in which such occupation or employment is conducted and the five-year employment history of each filing party that is a natural person. During the past five years, none of the persons or entities described have been (i)

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convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws or a finding of any violation of federal or state securities laws. Each person identified is a United States citizen.

Name	Business Address	Employment History
Harold Hamm	302 North Independence Enid, Oklahoma 73701 Telephone: (580) 233-8955	Chairman of the board of directors of Hiland Partners GP, LLC since October 2004 and serves as chairman of the compensation committee of the board of directors. Chairman of the board of directors of Hiland Partners GP Holdings, LLC since May 2006 and serves as chairman of the compensation committee of the board of directors. Mr. Hamm served as President and Chief Executive Officer and as a director of Continental Gas, Inc. since December 1994 and then served as Chief Executive Officer and a director to 2004. Since its inception in 1967 until October 2005, Mr. Hamm served as President and Chief Executive Officer and a director of Continental Resources, Inc. and currently serves as its Chief Executive Officer and Chairman of its board of directors. Mr. Hamm is also immediate past President of the National Stripper Well Association, a member of the executive board of the Oklahoma Independent Petroleum Association and a member of the executive board of the Oklahoma Energy Explorers. In addition, Mr. Hamm is a director of Complete Production Services, Inc., a publicly traded oilfield service company.
Joseph L. Griffin	205 West Maple, Suite 1100 Enid, Oklahoma 73701 Telephone: (580) 242-6040	Chief Executive Officer, President and a director of Hiland Partners GP, LLC since June 2007. Chief Executive Officer, President and a director of Hiland Partners GP Holdings, LLC since June 2007. Mr. Griffin has more than 20 years of experience in the midstream natural gas industry. From 2004 to June 2007, Mr. Griffin served as executive vice president over multiple facets of the business of Lumen Midstream Partnership, a subsidiary of the Southern Ute Indian Tribe, in Tulsa, Oklahoma. In 1989, Mr. Griffin co-founded Lumen Midstream, held various senior level management positions and served as a director until Lumen was sold in 2004 to the Southern

Ute Indian Tribe.

Matthew S.
Harrison

205 West Maple, Suite 1100
Enid, Oklahoma 73701
Telephone: (580) 242-6040

Chief Financial Officer, Vice
President Finance, Secretary and director of
Hiland Partners GP, LLC since April 2008.
Chief Financial Officer, Vice
President Finance, Secretary and director of
Hiland Partners GP Holdings, LLC since
April 2008. Mr. Harrison joined Hiland as
Vice President of Business Development in
February 2008 from Wachovia Securities
where he most recently was a director for its
Energy & Power Mergers & Acquisitions
Group. Prior to joining Wachovia in 2007,
Mr. Harrison spent eight years with A.G.
Edwards Capital Markets Mergers &
Acquisitions Group, most recently leading its
energy mergers & acquisitions effort. Prior to
joining A.G. Edwards, Mr. Harrison spent five
years with Price Waterhouse as a senior
accountant.

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Name	Business Address	Employment History
Bert Mackie	Hamm Financial Group 302 North Independence Enid, Oklahoma 73701 Telephone: (580) 548-5200	Personal Asset Manager of Hamm Financial Group since January 2007. Mr. Mackie was also President from 1962 to December 2008, has served as director for over thirty years and currently serves as Vice Chairman of the board of directors of Security National Bank. In addition, Mr. Mackie is a director of ONEOK, Inc., a publicly traded diversified energy company.

Item 4. Terms of the Transaction

Regulation M-A Item 1004

- (a) ***Material Terms.*** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet

Questions and Answers about the Mergers and the Special Meetings

Special Factors

Information about the Special Meetings and Voting

The Hiland Partners Merger Agreement and

Annex A: Hiland Partners Merger Agreement

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Summary Term Sheet

Questions and Answers about the Amendments and the Adjourned Special Meetings

Update to Special Factors

Information about the Special Meetings and Voting

Summary of Amendments to the Hiland Partners Merger Agreement

Annex A Amendment No. 2 to the Hiland Partners Merger Agreement

- (c) ***Different Terms.*** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet

Questions and Answers about the Mergers and the Special Meetings

Special Factors Effects of the Mergers

Special Factors Interests of Certain Persons in the Mergers

Special Factors Structure and Steps of the Mergers

Special Factors Provisions for Unaffiliated Security Holders

The Hiland Partners Merger Agreement Effect of the Merger on the Common Units and Certain Other Securities of Hiland Partners and Merger Sub and

The Hiland Partners Merger Agreement Other Covenants and Agreements Indemnification and Insurance

The information set forth under the following captions in the Proxy Supplement is incorporated

Update to Summary Term Sheet

Update to Special Factors Update to Effects of the Mergers

Update to Special Factors Updates to Interests of Certain Persons in the Mergers and Financing of the Mergers

- (d) **Appraisal Rights.** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet No Appraisal Rights and

Special Factors No Appraisal Rights

- (e) **Provisions for Unaffiliated Security Holders.** The information set forth under the caption Special Factors Provisions for Unaffiliated Security Holders in the Definitive Proxy Statement is incorporated herein by reference.

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(f) ***Eligibility for Listing or Trading.*** Not applicable.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

Regulation M-A Item 1005

(a) ***Transactions.*** None.

(b) ***Significant Corporate Events.*** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet

Special Factors Background of the Mergers

Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Special Factors Reasons of Combined Schedule 13E-3 Filing Persons for the Mergers

Special Factors Effects of the Mergers

Special Factors Interests of Certain Persons in the Mergers

Special Factors Structure and Steps of the Mergers

The Hiland Partners Merger Agreement and

Annex A: Hiland Partners Merger Agreement

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Special Factors Background of the Mergers

(c) ***Negotiations or Contacts.*** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet

Special Factors Background of the Mergers

Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Special Factors Reasons of Combined Schedule 13E-3 Filing Persons for the Mergers

Special Factors Effects of the Mergers

Special Factors Interests of Certain Persons in the Mergers

Special Factors Structure and Steps of the Mergers

The Hiland Partners Merger Agreement and

Annex A: Hiland Partners Merger Agreement

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Special Factors Background of the Mergers

- (e) ***Agreements Involving the Subject Company's Securities.*** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet Effects of the Mergers Continued Investment by Harold Hamm, certain of his Affiliates and the Hamm family trusts

Summary Term Sheet The Special Meetings Required Unitholder Votes; Support Agreements

Special Factors Interests of Certain Persons in the Mergers

Special Factors Structure and Steps of the Mergers The Hiland Partners Support Agreement

Special Factors Financing of the Mergers

The Hiland Partners Merger Agreement

Security Ownership of Certain Beneficial Owners and Management and

Annex B: Support Agreement (related to Hiland Partners Merger)

Annex A: Hiland Partners Merger Agreement

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Summary Term Sheet Amendments to the Merger Agreements

Update to Summary Term Sheet Interests of Certain Persons in the Mergers and Financing of the Mergers

Summary of Amendments to the Hiland Partners Merger Agreement

Annex A: Amendment No. 2 to the Hiland Partners Merger Agreement

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Item 6. Purpose of the Transaction and Plans or Proposals

Regulation M-A Item 1006

- (b) *Use of Securities Acquired.* The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet Effects of the Mergers Going Private Transaction

Special Factors Effects of the Mergers

Special Factors Primary Benefits and Detriments of the Mergers

Special Factors Interests of Certain Persons in the Mergers Harold Hamm and the other Hamm Continuing Investors

Special Factors Structure and Steps of the Mergers and

Annex A: Hiland Partners Merger Agreement

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Special Factors Update to Effects of the Mergers

- (c)(1) *Plans.* The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet

Special Factors Background of the Mergers

Special Factors Reasons of Combined Schedule 13E-3 Filing Persons for the Mergers

Special Factors Effects of the Mergers

Special Factors Primary Benefits and Detriments of the Mergers

Special Factors Interests of Certain Persons in the Mergers

Special Factors Structure and Steps of the Mergers

Special Factors Financing of the Mergers

The Hiland Partners Merger Agreement and

Annex A: Hiland Partners Merger Agreement

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Special Factors Background of the Mergers

Update to Special Factors Update to Effects of the Mergers

Item 7. Purposes, Alternatives, Reasons and Effects

Regulation M-A Item 1013

- (a) **Purposes.** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet Effects of the Mergers Going Private Transaction

Summary Term Sheet Effects of the Mergers Continued Investment by Harold Hamm, certain of his Affiliates and the Hamm family trusts

Special Factors Background of the Mergers

Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Special Factors Reasons of Combined Schedule 13E-3 Filing Persons for the Mergers

Special Factors Effects of the Mergers and

Special Factors Interests of Certain Persons in the Mergers

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Summary Term Sheet Recommendations of the Hiland Companies Board of Directors and Conflicts Committees

Update to Special Factors Background of the Mergers

Update to Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Update to Special Factors Update to Effects of the Mergers

- (b) **Alternatives.** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet The Mergers

Summary Term Sheet Effects of the Mergers Going Private Transaction

Summary Term Sheet Interests of Certain Persons in the Mergers

Special Factors Background of the Mergers

Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Special Factors Opinion of Financial Advisor of Hiland Partners

Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Special Factors Summary of Analyses of Wells Fargo Securities Summary of Strategic

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Alternatives Analysis

Special Factors Reasons of Combined Schedule 13E-3 Filing Persons for the Mergers

Special Factors Effects of the Mergers and

Special Factors Interests of Certain Persons in the Mergers

(c) **Reasons.** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet Effects of the Mergers Going Private Transaction

Summary Term Sheet Effects of the Mergers Continued Investment by Harold Hamm, certain of his Affiliates and the Hamm family trusts

Special Factors Background of the Mergers

Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Special Factors Opinion of Financial Advisor of Hiland Partners

Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Special Factors Summary of Analyses of Wells Fargo Securities

Special Factors Reasons of Combined Schedule 13E-3 Filing Persons for the Mergers

Special Factors Effects of the Mergers and

Special Factors Interests of Certain Persons in the Mergers Harold Hamm and the other Hamm Continuing Investors

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Special Factors Background of the Mergers

Update to Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland partners Board of Directors; Reasons for Recommending Approval of the Merger

Update to Special Factors Opinion of Financial Advisor of Hiland Partners

Update to Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Update to Special Factors Update to Effects of the Mergers

(d) **Effects.** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet The Mergers

Summary Term Sheet Effects of the Mergers Going Private Transaction

Summary Term Sheet Material United States Federal Income Tax Considerations

Special Factors Background of the Mergers

Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Special Factors Reasons of Combined Schedule 13E-3 Filing Persons for the Mergers

Special Factors Effects of the Mergers

Special Factors Primary Benefits and Detriments of the Mergers

Special Factors Interests of Certain Persons in the Mergers Harold Hamm and the other Hamm Continuing Investors

Special Factors Material United States Federal Income Tax Considerations

Special Factors Tax Consequences of the Hiland Partners Merger

Special Factors Structure and Steps of the Mergers

The Hiland Partners Merger Agreement and

Annex A: Hiland Partners Merger Agreement

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Summary Term Sheet

Update to Special Factors Effects of the Mergers

Update to Special Factors Interests of Certain Persons in the Mergers

Summary of Amendments to the Hiland Partners Merger Agreement

Annex A: Amendment No. 1 to the Hiland Partners Merger Agreement

Annex B: Amendment No. 2 to the Hiland Partners Merger Agreement

Item 8. Fairness of the Transaction

Regulation M-A Item 1014

(a) (b) ***Fairness; Factors Considered in Determining Fairness.*** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet Recommendations of the Hiland Companies Boards of Directors and Conflicts Committees

Summary Term Sheet Opinion of Financial Advisors

Special Factors Background of the Mergers

Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Special Factors Opinion of Financial Advisor of Hiland Partners

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Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Special Factors Summary of Analyses of Wells Fargo Securities

Special Factors Reasons of Combined Schedule 13E-3 Filing Persons for the Mergers

Special Factors Effects of the Mergers

Special Factors Interests of Certain Persons in the Mergers and

Annex B: Opinion of Jefferies & Company, Inc.

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Summary Term Sheet Recommendations of the Hiland Companies Board of Directors and Conflicts Committees

Update to Summary Term Sheet Opinions of Financial Advisors

Update to Special Factors Background of the Mergers

Update to Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Update to Special Factors Opinion of Financial Advisor of the Hiland Partners Conflicts Committee

Update to Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Annex B: Opinion of Jefferies & Company, Inc.

(c) ***Approval of Security Holders.*** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference

Summary Term Sheet The Special Meetings Required Unitholder Votes; Support Agreements

Questions and Answers about the Mergers and the Special Meetings

Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Information about the Special Meetings and Voting Record Date and Quorum Requirement and

Information about the Special Meetings and Voting Vote Required at Hiland Partners Special Meeting; How Units are Voted

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Summary Term Sheet The Special Meetings; Time, Date and Place

Questions and Answers about the Amendments and the Adjourned Special Meetings

Update to Summary Term Sheet Recommendations of the Hiland Companies Board of Directors and Conflicts Committees

Information about the Special Meetings and Voting Vote Required at the Hiland Partners Special Meeting; How Units are Voted

Update to Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland partners Board of Directors; Reasons for Recommending Approval of the Merger

Information about the Special Meetings and Voting Record Date and Quorum Requirement

(d) ***Unaffiliated Representative.*** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Edgar Filing: Hiland Partners, LP - Form SC 13E3/A

Summary Term Sheet Recommendations of the Hiland Companies Boards of Directors and Conflicts Committees

Summary Term Sheet Opinion of Financial Advisors

Special Factors Background of the Mergers

Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Special Factors Opinion of Financial Advisor of Hiland Partners

Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Special Factors Reasons of Combined Schedule 13E-3 Filing Persons for the Mergers

Special Factors Effects of the Mergers

Special Factors Interests of Certain Persons in the Mergers and

Annex B: Opinion of Jefferies & Company, Inc.

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Summary Term Sheet Recommendations of the Hiland Companies Board of Directors and Conflicts Committees

Update to Summary Term Sheet Opinions of Financial Advisors

Update to Special Factors Background of the Mergers

Update to Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Update to Special Factors Opinion of Financial Advisor of the Hiland Partners Conflicts Committee

Update to Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Annex B: Opinion of Jefferies & Company, Inc.

(e) **Approval of Directors.** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet Recommendations of the Hiland Companies Boards of Directors and Conflicts Committees

Special Factors Background of the Mergers

Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Special Factors Reasons of Combined Schedule 13E-3 Filing Persons for the Mergers and

Special Factors Interests of Certain Persons in the Mergers

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Summary Term Sheet Recommendations of the Hiland Companies Board of Directors and Conflicts Committees

Update to Special Factors Background of the Mergers

Update to Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Update to Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

(f) **Other Offers.** The information set forth under the caption Special Factors Background of the Mergers in the Definitive Proxy Statement is incorporated herein by reference.

Item 9. Reports, Opinions, Appraisals and Certain Negotiations

Regulation M-A Item 1015

(a) (b)**Report, Opinion or Appraisal; Preparer and Summary of the Report, Opinion or Appraisal.** The discussion materials prepared by Barclays Capital Inc. and provided to Harold Hamm and his representatives, dated November 17, 2008 and November 20, 2008, are set forth as Exhibits (c)(2) and

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(c)(3) hereto and are incorporated herein by reference. The presentation materials prepared by Wells Fargo Securities, LLC and provided to Harold Hamm and his affiliates, dated December 18, 2008, January 5, 2008 (presented on January 5, 2009), January 8, 2009, January 9, 2009, January 21, 2009, March 3, 2009, March 3, 2009, March 13, 2009, March 16, 2009, March 16, 2009 March 17, 2009, March 17, 2009 and April 16, 2009 are set forth as Exhibits (c)(4) (c)(16), respectively, hereto and are incorporated herein by reference. The presentation of Jefferies & Company, Inc. to the Conflicts Committee of the Board of Directors of Hiland Partners, dated June 1, 2009, is attached hereto as Exhibit (c)(17) and is incorporated herein by reference. The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet Opinion of Financial Advisors

Special Factors Background of the Mergers

Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Special Factors Opinion of Financial Advisor of Hiland Partners

Special Factors Summary of Analyses of Wells Fargo Securities

Special Factors Effects of the Mergers

Special Factors Estimated Fees and Expenses

Other Matters and

Annex B: Opinion of Jefferies & Company, Inc.

The written opinion of Jefferies & Company, Inc. is attached to the Definitive Proxy Statement as Annex C and is incorporated herein by reference

The presentation of Jefferies & Company, Inc. to the Conflicts Committee of the Board of Directors of Hiland Partners, dated November 3, 2009, is attached hereto as Exhibit (c)(18) and is incorporated herein by reference. The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Summary Term Sheet Opinions of Financial Advisors

Update to Special Factors Background of the Mergers

Update to Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Update to Special Factors Opinion of Financial Advisor of the Hiland Partners Conflicts Committee

Update to Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Annex B: Opinion of Jefferies & Company, Inc.

(c) ***Availability of Documents.*** The reports, opinions or appraisals referenced in this Item 9 are filed herewith and will be made available for inspection and copying at the principal executive offices of Hiland Partners during its regular business hours by any interested unitholder of Hiland Partners.

Item 10. Source and Amount of Funds or Other Consideration

Regulation M-A Item 1007

(a) (b)***Source of Funds; Conditions.*** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet Conditions to Completion of the Mergers

Summary Term Sheet Fees and Expenses; Remedies

Summary Term Sheet Financing of the Mergers

Special Factors Background of the Mergers

Special Factors Interests of Certain Persons in the Mergers and

Special Factors Financing of the Mergers

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Summary Term Sheet Fees and Expenses; Remedies

Update to Summary Term Sheet Interests of Certain Persons in the Mergers and Financing of the Mergers

Update to Special Factors Background of the Mergers

Update to Special Factors Updates to Interests of Certain Persons in the Mergers and Financing of the Mergers

(c) **Expenses.** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet Fees and Expenses; Remedies

Summary Term Sheet Financing of the Mergers

Special Factors Background of the Mergers

Special Factors Financing of the Mergers

Special Factors Estimated Fees and Expenses and

The Hiland Partners Merger Agreement Reimbursement of Certain Expenses

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Summary Term Sheet Fees and Expenses; Remedies

Update to Summary Term Sheet Updates to Interests of Certain Persons in the Mergers and Financing of the Mergers

Update to Special Factors Background of the Mergers

Update to Special Factors Updates to Interests of Certain Persons in the Mergers and Financing of the Mergers

(d) **Borrowed Funds.** Not applicable.

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Item 11. Interest in Securities of the Subject Company

Regulation M-A Item 1008

(a)-(b) ***Securities Ownership; Securities Transactions.*** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet The Parties The Hiland Companies

Summary Term Sheet The Parties Harold Hamm, Parent and Merger Subs

Summary Term Sheet Effects of the Mergers Continued Investment by Harold Hamm, certain of his Affiliates and the Hamm family trusts

Special Factors Interests of Certain Persons in the Mergers

Security Ownership of Certain Beneficial Owners and Management Beneficial Ownership of Hiland Partners and

Certain Purchases and Sales of Hiland Companies Common Units Hiland Partners

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Special Factors Updates to Interests of Certain Persons in the Mergers and Financing of the Mergers

Item 12. The Solicitation or Recommendation

Regulation M-A Item 1012

(d)-(e) ***Intent to Tender or Vote in a Going-Private Transaction; Recommendations of Others.*** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:

Summary Term Sheet Recommendations of Hiland Companies Boards of Directors and Conflicts Committees

Summary Term Sheet The Special Meetings Required Unitholder Votes; Support Agreements

Special Factors Background of the Mergers

Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Special Factors Reasons of Combined Schedule 13E-3 Filing Persons for the Mergers

Special Factors Interests of Certain Persons in the Mergers

Special Factors Structure and Steps of the Mergers The Hiland Partners Support Agreement

Information about the Special Meetings and Voting Vote Required at Hiland Partners Special Meeting; How Units are Voted and

The Hiland Partners Merger Agreement Recommendation

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Update to Summary Term Sheet Recommendations of the Hiland Companies Board of Directors and Conflicts Committees

Update to Special Factors Background of the Mergers

Update to Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland partners Board of Directors; Reasons for Recommending Approval of the Merger

Update to Special Factors Position of HLND Schedule 13E-3 Filing Persons as to the Fairness of the Hiland Partners Merger

Update to Special Factors Updates to Interests of Certain Persons in the Mergers and Financing of the Mergers
Information about the Special Meetings and Voting Vote Required at Hiland Partners Special Meeting; How Units are Voted

Item 13. Financial Statements

Regulation M-A Item 1010

(a) **Financial Information.** The information set forth under the caption Selected Historical Consolidated Financial Data Hiland Partners, in the Definitive Proxy Statement is incorporated herein by reference. Hiland Partners Annual Report on Form 10-K for the years ended December 31, 2008 and December 31, 2007 as well as its quarterly report on Form 10-Q for the quarter ended March 31, 2009 are incorporated herein by reference. The information set forth in Annex E of the Proxy Supplement is incorporated herein by reference.

(b) **Pro Forma Information.** Not applicable.

Item 14. Persons/Assets, Retained, Employed, Compensated or Used

Regulation M-A Item 1009

(a)-(b) **Solicitations or Recommendations; Employees and Corporate Assets.** The information set forth under the following captions in the Definitive Proxy Statement is incorporated herein by reference:
Summary Term Sheet

Questions and Answers about the Mergers and the Special Meetings Who can help answer my questions

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Special Factors Background of the Mergers

Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Special Factors Opinion of Financial Advisor of Hiland Partners

Special Factors Interests of Certain Persons in the Mergers

Special Factors Estimated Fees and Expenses

Information about the Special Meetings and Voting Who to Call for Assistance and

Information about the Special Meetings and Voting Proxy Solicitation

The information set forth under the following captions in the Proxy Supplement is incorporated herein by reference:

Questions and Answers about the Amendments and the Adjourned Special Meetings Who can help answer my questions?

Update to Special Factors Recommendation of the Hiland Partners Conflicts Committee and Hiland Partners Board of Directors; Reasons for Recommending Approval of the Merger

Update to Special Factors Updates to Interests of Certain Persons in the Mergers and Financing of the Mergers

Information about the Special Meetings and Voting Who to Call for Assistance

Information about the Special Meetings and Voting Proxy Solicitation

Item 15. Additional Information

Regulation M-A Item 1011

(b) The information set forth in the Definitive Proxy Statement and annexes thereto is incorporated herein by reference.

The information set forth in the Proxy Supplement and annexes thereto is incorporated herein by reference.

Item 16. Exhibits

Regulation M-A Item 1016

Exhibit No.	Description
*(a)(1)	Definitive Proxy Statement of Hiland Holdings GP, LP and Hiland Partners, LP (incorporated by reference to the Hiland Holdings GP, LP and Hiland Partners, LP Joint Definitive Proxy Statement filed with the Securities and Exchange Commission on September 11, 2009).
*(a)(2)	Form of Proxy Card for Hiland Partners, LP unitholders (attached to the Definitive Proxy Statement filed herewith as Exhibit (a)(1)).
*(a)(3)	Joint press release issued by Hiland Holdings GP, LP and Hiland Partners, LP, dated June 1, 2009 (incorporated by reference to Exhibit 99.1 to Hiland Partners GP, LP's Form 8-K, dated June 1, 2009 and filed June 1, 2009).
*(a)(4)	Joint Press Release issued by Hiland Partners, LP and Hiland Holdings GP, LP, dated October 20, 2009 (incorporated by reference to the materials filed under cover of Schedule 14A filed on October 20, 2009).
*(a)(5)	Joint Press Release issued by Hiland Partners, LP and Hiland Holdings GP, LP, dated October 26, 2009 (incorporated by reference to the materials filed under cover of Schedule 14A filed on October 26, 2009).

- * (a)(6) Amendment No. 1, dated October 26, 2009, to the Agreement and Plan of Merger, dated as of June 1, 2009, by and between Hiland Partners, LP, Hiland Partners GP, LLC, HH GP Holding, LLC and HLND MergerCo, LLC (incorporated by reference to Exhibit 2.1 of the materials filed under cover of Schedule 14A filed on October 27, 2009).
- * (a)(7) Joint Press Release issued by Hiland Partners, LP and Hiland Holdings GP, LP on October 27, 2009 (incorporated by reference to Exhibit 99.1 of the materials filed under cover of Schedule 14A filed on October 27, 2009).
- * (a)(8) Joint Press Release issued by Hiland Partners, LP and Hiland Holdings GP, LP, dated November 3, 2009 (incorporated by reference to the materials filed under cover of Schedule 14A on November 4, 2009).
- * (c)(1) Opinion of Jefferies & Company, Inc. to the conflicts committee of the board of directors of Hiland Partners GP, LLC, dated June 1, 2009 (included as Annex C of the Definitive Proxy Statement filed herewith as Exhibit (a)(1)).
- * (c)(2) Discussion materials prepared by Barclays Capital Inc., dated November 17, 2008.
- * (c)(3) Discussion materials prepared by Barclays Capital Inc., dated November 20, 2008.
- * (c)(4) Presentation materials prepared by Wells Fargo Securities, LLC, dated December 18, 2008.
- * (c)(5) Presentation materials prepared by Wells Fargo Securities, LLC, dated January 5, 2008.
- * (c)(6) Presentation materials prepared by Wells Fargo Securities, LLC, dated January 8, 2009.
- * (c)(7) Presentation materials prepared by Wells Fargo Securities, LLC, dated January 9, 2009.
- * (c)(8) Presentation materials prepared by Wells Fargo Securities, LLC, dated January 21, 2009.
- * (c)(9) Presentation materials prepared by Wells Fargo Securities, LLC, dated March 3, 2009.
- * (c)(10) Presentation materials prepared by Wells Fargo Securities, LLC, dated March 3, 2009.
- * (c)(11) Presentation materials prepared by Wells Fargo Securities, LLC, dated March 13, 2009.

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Exhibit No. Description

- * (c)(12) Presentation materials prepared by Wells Fargo Securities, LLC, dated March 16, 2009.
- * (c)(13) Presentation materials prepared by Wells Fargo Securities, LLC, dated March 16, 2009.
- * (c)(14) Presentation materials prepared by Wells Fargo Securities, LLC, dated March 17, 2009.
- * (c)(15) Presentation materials prepared by Wells Fargo Securities, LLC, dated March 17, 2009.
- * (c)(16) Presentation materials prepared by Wells Fargo Securities, LLC, dated April 16, 2009.
- * (c)(17) Materials presented by Jefferies & Company, Inc. to the conflicts committee of the board of directors of Hiland Partners GP, LLC on June 1, 2009.
- (c)(18) Materials presented by Jefferies & Company, Inc. to the conflicts committee of the board of directors of Hiland Partners GP, LLC on November 3, 2009.
- * (d)(1) Agreement and Plan of Merger, dated as of June 1, 2009, by and between HH GP Holding, LLC, HLND MergerCo, LLC, Hiland Partners GP, LLC and Hiland Partners, LP (included as Annex A of the Definitive Proxy Statement filed herewith as Exhibit (a)(1)).
- * (d)(2) Hiland Partners funding commitment letter, dated as of June 1, 2009, by and between Harold Hamm and HH GP Holding, LLC (incorporated by reference to Exhibit 2.2 of the Current Report on Form 8-K filed by Hiland Partners, LP on June 1, 2009).
- * (d)(3) Hiland Partners Support Agreement, dated as of June 1, 2009, by and between Hiland Partners, LP, Hiland Partners GP, LLC, Hiland Holdings GP, LP, Hiland Partners GP Holdings, LLC, HH GP Holding, LLC and HLND MergerCo, LLC (incorporated by reference to Exhibit 2.3 of the Current Report on Form 8-K filed by Hiland Partners, LP on June 1, 2009).
- * (d)(4) Amendment No. 2, dated November 3, 2009, to the Agreement and Plan of Merger, dated as of June 1, 2009, by and between Hiland Partners, LP, Hiland Partners GP, LLC, HH GP Holding, LLC and HLND MergerCo, LLC (incorporated by reference to Exhibit 2.1 to Hiland Partners, LP's Current Report on Form 8-K filed on November 4, 2009).
- * (d)(5) Amendment No. 1, dated November 3, 2009, to the funding commitment letter, dated as of June 1, 2009, by and between Harold Hamm and HH GP Holding, LLC (related to the Hiland Partners, LP merger)(incorporated by reference to Exhibit 2.2 to Hiland Partners, LP's Current Report on Form 8-K filed on November 4, 2009).
- (f) None.
- (g) None.
- * Previously filed.

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SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 9, 2009

HILAND PARTNERS, LP

By: Hiland Partners GP, LLC,
its general partner

By: /s/ Matthew S. Harrison

Name:

Matthew S. Harrison

Title: Chief Financial Officer, Vice President
Finance and Secretary

Dated: November 9, 2009

HILAND PARTNERS GP, LLC

By: /s/ Matthew S. Harrison

Name: Matthew S. Harrison

Title: Chief Financial Officer, Vice President
Finance and Secretary

Dated: November 9, 2009

HILAND HOLDINGS GP, LP

By: Hiland Partners GP Holdings, LLC,
its general partner

By: /s/ Matthew S. Harrison

Name: Matthew S. Harrison

Title: Chief Financial Officer, Vice President
Finance and Secretary

Dated: November 9, 2009

HILAND PARTNERS GP HOLDINGS, LLC

By: /s/ Matthew S. Harrison

Name: Matthew S. Harrison

Title: Chief Financial Officer, Vice President
Finance and Secretary

Dated: November 9, 2009

HLND MERGERCO, LLC

By: /s/ Harold Hamm

Name: Harold Hamm

Title: President

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Dated: November 9, 2009

HH GP HOLDING, LLC

By: /s/ Harold Hamm

Name:

Harold Hamm

Title: Sole Member

Dated: November 9, 2009

HAROLD HAMM DST TRUST

By: /s/ Bert Mackie

Name:

Bert Mackie

Title: Trustee

Dated: November 9, 2009

HAROLD HAMM HJ TRUST

By: /s/ Bert Mackie

Name:

Bert Mackie

Title: Trustee

Dated: November 9, 2009

HAROLD HAMM

/s/ Harold Hamm

Harold Hamm

Dated: November 9, 2009

JOSEPH L. GRIFFIN

/s/ Joseph L. Griffin

Joseph L. Griffin

Dated: November 9, 2009

MATTHEW S. HARRISON

/s/ Matthew S. Harrison

Matthew S. Harrison

Dated: November 9, 2009

BERT MACKIE

/s/ Bert Mackie

Bert Mackie

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EXHIBIT INDEX

Exhibit No.	Description
*(a)(1)	Definitive Proxy Statement of Hiland Holdings GP, LP and Hiland Partners, LP (incorporated by reference to the Hiland Holdings GP, LP and Hiland Partners, LP Joint Definitive Proxy Statement filed with the Securities and Exchange Commission on September 11, 2009).
*(a)(2)	Form of Proxy Card for Hiland Partners, LP unitholders (attached to the Definitive Proxy Statement filed herewith as Exhibit (a)(1)).
*(a)(3)	Joint press release issued by Hiland Holdings GP, LP and Hiland Partners, LP, dated June 1, 2009 (incorporated by reference to Exhibit 99.1 to Hiland Partners GP, LP's Form 8-K, dated June 1, 2009 and filed June 1, 2009).
*(a)(4)	Joint Press Release issued by Hiland Partners, LP and Hiland Holdings GP, LP, dated October 20, 2009 (incorporated by reference to the materials filed under cover of Schedule 14A filed on October 20, 2009).
*(a)(5)	Joint Press Release issued by Hiland Partners, LP and Hiland Holdings GP, LP, dated October 26, 2009 (incorporated by reference to the materials filed under cover of Schedule 14A filed on October 26, 2009).
*(a)(6)	Amendment No. 1, dated October 26, 2009, to the Agreement and Plan of Merger, dated as of June 1, 2009, by and between Hiland Partners, LP, Hiland Partners GP, LLC, HH GP Holding, LLC and HLND MergerCo, LLC (incorporated by reference to Exhibit 2.1 of the materials filed under cover of Schedule 14A filed on October 27, 2009).
*(a)(7)	Joint Press Release issued by Hiland Partners, LP and Hiland Holdings GP, LP on October 27, 2009 (incorporated by reference to Exhibit 99.1 of the materials filed under cover of Schedule 14A filed on October 27, 2009).
*(a)(8)	Joint Press Release issued by Hiland Partners, LP and Hiland Holdings GP, LP, dated November 3, 2009 (incorporated by reference to the materials filed under cover of Schedule 14A on November 4, 2009).
*(c)(1)	Opinion of Jefferies & Company, Inc. to the conflicts committee of the board of directors of Hiland Partners GP, LLC, dated June 1, 2009 (included as Annex C of the Definitive Proxy Statement filed herewith as Exhibit (a)(1)).
*(c)(2)	Discussion materials prepared by Barclays Capital Inc., dated November 17, 2008.
*(c)(3)	Discussion materials prepared by Barclays Capital Inc., dated November 20, 2008.
*(c)(4)	Presentation materials prepared by Wells Fargo Securities, LLC, dated December 18, 2008.
*(c)(5)	Presentation materials prepared by Wells Fargo Securities, LLC, dated January 5, 2008.
*(c)(6)	Presentation materials prepared by Wells Fargo Securities, LLC, dated January 8, 2009.

- * (c)(7) Presentation materials prepared by Wells Fargo Securities, LLC, dated January 9, 2009.
- * (c)(8) Presentation materials prepared by Wells Fargo Securities, LLC, dated January 21, 2009.
- * (c)(9) Presentation materials prepared by Wells Fargo Securities, LLC, dated March 3, 2009.
- * (c)(10) Presentation materials prepared by Wells Fargo Securities, LLC, dated March 3, 2009.
- * (c)(11) Presentation materials prepared by Wells Fargo Securities, LLC, dated March 13, 2009.
- * (c)(12) Presentation materials prepared by Wells Fargo Securities, LLC, dated March 16, 2009.
- * (c)(13) Presentation materials prepared by Wells Fargo Securities, LLC, dated March 16, 2009.
- * (c)(14) Presentation materials prepared by Wells Fargo Securities, LLC, dated March 17, 2009.
- * (c)(15) Presentation materials prepared by Wells Fargo Securities, LLC, dated March 17, 2009.
- * (c)(16) Presentation materials prepared by Wells Fargo Securities, LLC, dated April 16, 2009.
- * (c)(17) Materials presented by Jefferies & Company, Inc. to the conflicts committee of the board of directors of Hiland Partners GP, LLC on June 1, 2009.
- (c)(18) Materials presented by Jefferies & Company, Inc. to the conflicts committee of the board of directors of Hiland Partners GP, LLC on November 3, 2009.
- * (d)(1) Agreement and Plan of Merger, dated as of June 1, 2009, by and between HH GP Holding, LLC, HLND MergerCo, LLC, Hiland Partners GP, LLC and Hiland Partners, LP (included as Annex A of the Definitive Proxy Statement filed herewith as Exhibit (a)(1)).

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Exhibit No.	Description
*(d)(2)	Hiland Partners funding commitment letter, dated as of June 1, 2009, by and between Harold Hamm and HH GP Holding, LLC (incorporated by reference to Exhibit 2.2 of the Current Report on Form 8-K filed by Hiland Partners, LP on June 1, 2009).
*(d)(3)	Hiland Partners Support Agreement, dated as of June 1, 2009, by and between Hiland Partners, LP, Hiland Partners GP, LLC, Hiland Holdings GP, LP, Hiland Partners GP Holdings, LLC, HH GP Holding, LLC and HLND MergerCo, LLC (incorporated by reference to Exhibit 2.3 of the Current Report on Form 8-K filed by Hiland Partners, LP on June 1, 2009).
*(d)(4)	Amendment No. 2, dated November 3, 2009, to the Agreement and Plan of Merger, dated as of June 1, 2009, by and between Hiland Partners, LP, Hiland Partners GP, LLC, HH GP Holding, LLC and HLND MergerCo, LLC (incorporated by reference to Exhibit 2.1 to Hiland Partners, LP's Current Report on Form 8-K filed on November 4, 2009).
*(d)(5)	Amendment No. 1, dated November 3, 2009, to the funding commitment letter, dated as of June 1, 2009, by and between Harold Hamm and HH GP Holding, LLC (related to the Hiland Partners, LP merger)(incorporated by reference to Exhibit 2.2 to Hiland Partners, LP's Current Report on Form 8-K filed on November 4, 2009).
(f)	None.
(g)	None.
* Previously filed.	