

ENTERPRISE PRODUCTS PARTNERS L P

Form SC 13D/A

September 15, 2010

Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 13D/A**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. \*\*)\***  
**ENTERPRISE PRODUCTS PARTNERS L.P.**  
**(Name of Issuer)**  
**Common Units**  
**(Title of Class of Securities)**  
**293792-10-7**  
**(CUSIP Number)**  
**Richard H. Bachmann**  
**1100 Louisiana Street, 10th Floor**  
**Houston, Texas 77002**  
**(713) 381-6500**  
**(Name, Address and Telephone Number**  
**of Person Authorized to Receive Notices**  
**and Communications)**  
**September 3, 2010**  
**(Date of Event Which Requires Filing of This Statement)**

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

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

**\*\*This Schedule 13D includes amendments to prior Schedule 13Ds made by reporting persons as further explained in Item 1.**

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.

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**Table of Contents**

**SCHEDULE 13D**

CUSIP No. 293792-10-7

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
Randa Duncan Williams

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4** OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** United States of America

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY **8**

OWNED BY 198,107,432 (including 4,520,431 Class B Units)

EACH REPORTING PERSON      **9**      SOLE DISPOSITIVE POWER  
0

WITH      **10**      SHARED DISPOSITIVE POWER  
198,107,432 (including 4,520,431 Class B Units)

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
198,107,432 (including 4,520,431 Class B Units)

**12**      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)  
 N/A

**13**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
30.8%

**14**      TYPE OF REPORTING PERSON  
IN

**Table of Contents**

**SCHEDULE 13D**

CUSIP No. 293792-10-7

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
The Voting Trustees of the Dan Duncan LLC Voting Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4** OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** United States of America

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

**8**

SHARES BENEFICIALLY OWNED BY 24,663,177

EACH REPORTING PERSON      **9**      SOLE DISPOSITIVE POWER  
0

WITH      **10**      SHARED DISPOSITIVE POWER  
24,663,177

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
24,663,177

**12**      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)  
 N/A

**13**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.8%

**14**      TYPE OF REPORTING PERSON  
IN

**Table of Contents**

**SCHEDULE 13D**

CUSIP No. 293792-10-7

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
The Voting Trustees of the EPCO, Inc. Voting Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**  
OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**  
United States of America

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY **8**

OWNED BY 168,578,385 (including 4,520,431 Class B Units)

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
0

WITH      10      SHARED DISPOSITIVE POWER  
168,578,385 (including 4,520,431 Class B Units)

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
168,578,385 (including 4,520,431 Class B Units)

12      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)  
 N/A

13      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
26.2%

14      TYPE OF REPORTING PERSON  
IN



**Table of Contents**

**SCHEDULE 13D**

CUSIP No. 293792-10-7

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
The Estate of Dan L. Duncan, Deceased

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**  
OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**  
United States of America

SOLE VOTING POWER

**7**

NUMBER OF 1,723,184

SHARED VOTING POWER

**8**

SHARES BENEFICIALLY OWNED BY 16,269,598

EACH SOLE DISPOSITIVE POWER  
 REPORTING PERSON **9** 1,723,184

WITH SHARED DISPOSITIVE POWER  
**10** 16,269,598

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 17,992,782

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 (SEE INSTRUCTIONS)  
 o N/A

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 2.8%

**14** TYPE OF REPORTING PERSON

OO - estate

<sup>1</sup> Numbers reported on this page exclude all Common Units beneficially owned by the Dan Duncan LLC Voting Trust and the EPCO, Inc. Voting Trust. The Estate of Dan L. Duncan (the Estate ) disclaims beneficial ownership of such Common Units. Additionally, Dr. Ralph S. Cunningham and Richard H. Bachmann, each independent co-executors of the Estate, disclaim beneficial ownership of all interests held by the Estate.

**Table of Contents**

**SCHEDULE 13D**

CUSIP No. 293792-10-7

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
DFI Delaware General, LLC 54-2093698

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4** OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Delaware

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

135,550,939

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
0

WITH      10      SHARED DISPOSITIVE POWER  
135,550,939

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
135,550,939

12      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)  
 N/A

13      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
21.1%

14      TYPE OF REPORTING PERSON  
OO - limited liability company

**Table of Contents**

**SCHEDULE 13D**

CUSIP No. 293792-10-7

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
DFI Delaware Holdings L.P. (formerly Enterprise Products Delaware Holdings L.P.) 54-2093702

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**  
OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**  
Delaware

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

**8**

SHARES BENEFICIALLY OWNED BY 135,550,939

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
0

WITH      10      SHARED DISPOSITIVE POWER  
135,550,939

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
135,550,939

12      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)  
 N/A

13      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
21.1%

14      TYPE OF REPORTING PERSON  
PN

**Table of Contents**

**SCHEDULE 13D**

CUSIP No. 293792-10-7

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
Duncan Family Interests, Inc. (formerly EPC Partners II, Inc.) 51-0371329

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4** OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Delaware

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

**8**

SHARES BENEFICIALLY OWNED BY 146,847,209 (including 4,520,431 Class B Units)

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
0

WITH      10      SHARED DISPOSITIVE POWER  
146,847,209 (including 4,520,431 Class B Units)

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
146,847,209 (including 4,520,431 Class B Units)

12      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)  
 N/A

13      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
22.8%

14      TYPE OF REPORTING PERSON  
CO



**Table of Contents**

**SCHEDULE 13D**

CUSIP No. 293792-10-7

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
EPCO Holdings, Inc. 20-2936507

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**

OO, BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Delaware

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY **8**

OWNED BY 153,701,473 (including 4,520,431 Class B Units)

EACH REPORTING PERSON      **9**      SOLE DISPOSITIVE POWER  
0

WITH      **10**      SHARED DISPOSITIVE POWER  
153,701,473 (including 4,520,431 Class B Units)

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
153,701,473 (including 4,520,431 Class B Units)

**12**      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)  
 N/A

**13**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
23.9%

**14**      TYPE OF REPORTING PERSON  
CO

**Table of Contents**

**SCHEDULE 13D**

CUSIP No. 293792-10-7

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
EPCO/Fantome, LLC 74-1675622

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Delaware

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY **8**

OWNED BY 153,701,473 (including 4,520,431 Class B Units)

EACH REPORTING PERSON	<b>9</b>	SOLE DISPOSITIVE POWER  0
WITH	<b>10</b>	SHARED DISPOSITIVE POWER  153,701,473 (including 4,520,431 Class B Units)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
153,701,473 (including 4,520,431 Class B Units)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)  
  
 N/A

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
23.9%

**14** TYPE OF REPORTING PERSON  
  
OO - limited liability company

**Table of Contents**

CUSIP No. 293792-10-7

**SCHEDULE 13D**

NAME OF REPORTING PERSON

- 1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
Enterprise Products Company (formerly EPCO, Inc.) 74-1675622

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- 2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

- 4** OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

- 5**

CITIZENSHIP OR PLACE OF ORGANIZATION

- 6** Texas

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

**8** SHARES BENEFICIALLY OWNED BY

153,701,473 (including 4,520,431 Class B Units)

SOLE DISPOSITIVE POWER

**9** EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

153,701,473 (including 4,520,431 Class B Units)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

153,701,473 (including 4,520,431 Class B Units)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

12

o N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

23.9%

TYPE OF REPORTING PERSON

14

CO

**Table of Contents**

CUSIP No. 293792-10-7

**SCHEDULE 13D**

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
Dan Duncan LLC 76-0516773

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4** OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Texas

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

24,663,177

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

24,663,177

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

24,663,177

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

12

o N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.8%

TYPE OF REPORTING PERSON

14

OO - limited liability company



**Table of Contents**

CUSIP No. 293792-10-7

**SCHEDULE 13D**

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
DFI Holdings, LLC 20-2133514

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4** OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Delaware

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

3,100,000

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

3,100,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,100,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

12

o N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

Less than 1%

TYPE OF REPORTING PERSON

14

OO - limited liability company

**Table of Contents**

CUSIP No. 293792-10-7

**SCHEDULE 13D**

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
DFI GP Holdings L.P. 20-2133626

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**  
OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**  
Delaware

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

3,100,000

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

3,100,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,100,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

12

o N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

Less than 1%

TYPE OF REPORTING PERSON

14

PN

**Table of Contents**

CUSIP No. 293792-10-7

**SCHEDULE 13D**

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
EPE Holdings, LLC 13-4297068

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4** OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Delaware

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

21,563,177

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

21,563,177

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

21,563,177

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

12

o N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.4%

TYPE OF REPORTING PERSON

14

OO - limited liability company

**Table of Contents**

CUSIP No. 293792-10-7

**SCHEDULE 13D**

NAME OF REPORTING PERSON

- 1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
Enterprise GP Holdings L.P. 20-2133626

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- 2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Delaware

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

21,563,177

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

21,563,177

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

21,563,177

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

12

o N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.4%

TYPE OF REPORTING PERSON

14

PN



**Table of Contents**

CUSIP No. 293792-10-7

**SCHEDULE 13D**

NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
DD Securities LLC 26-1585743

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4** OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Texas

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

1,392,686

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

1,392,686

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,392,686

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

12

o N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

Less than 1%

TYPE OF REPORTING PERSON

14

OO - limited liability company

**TABLE OF CONTENTS**

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of the Transaction

Item 5. Interests in Securities of the Issuer

Item 6. Contracts, Arrangements; Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to be Filed as Exhibits

SIGNATURES

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**Table of Contents**

**Item 1. Security and Issuer.**

This Schedule 13D relates to the common units (the Common Units ) and Class B Units (the Class B Units, and together with the Common Units, the Units ) representing limited partner interests in Enterprise Products Partners L.P., a Delaware limited partnership (the Issuer or EPD ), whose principal offices are located at 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

This Schedule 13D represents (i) Amendment No. 13 to the Schedule 13D originally filed by certain reporting persons with the Commission on August 14, 2003, as amended by Amendment No. 1 thereto, filed September 15, 2003, Amendment No. 2 thereto, filed December 19, 2003, Amendment No. 3 thereto, filed June 2, 2004, Amendment No. 4 thereto, filed August 20, 2004, Amendment No. 5 thereto, filed on April 13, 2005, Amendment No. 6 thereto, filed on February 15, 2007, Amendment No. 7 thereto, filed on February 29, 2008, Amendment No. 8 thereto, filed on April 29, 2009, Amendment No. 9 thereto, filed on June 30, 2009, Amendment No. 10 thereto, filed on September 10, 2009, Amendment No. 11 thereto, filed on November 5, 2009 and Amendment No. 12 thereto, filed on May 19, 2010 (the Original Schedule 13D ) and (ii) Amendment No. 2 to the Schedule 13D originally filed by other reporting persons with the Commission on April 8, 2010 following the death of Dan L. Duncan on March 29, 2010, as amended by Amendment No. 1 thereto, filed May 19, 2010 (the Duncan Trustee Schedule 13D ), that included the initial filing on Schedule 13D by the Estate of Dan L. Duncan.

**Item 2. Identity and Background.**

Item 2 of the Original Schedule 13D and the Duncan Trustee Schedule 13D is hereby amended and restated to read in its entirety as follows:

This Schedule 13D is being filed by: (i) Randa Duncan Williams, a citizen of the United States of America residing in Houston, Texas ( Ms. Williams ); (ii) the voting trustees (the DD LLC Trustees ) of the Dan Duncan LLC Voting Trust (the DD LLC Voting Trust ) pursuant to the Dan Duncan LLC Voting Trust Agreement by and among Dan Duncan LLC, Dan L. Duncan as the sole member and Dan L. Duncan as the initial voting trustee (the DD Trust Agreement ); (iii) the voting trustees (the EPCO Trustees ) of the EPCO, Inc. Voting Trust (the EPCO Voting Trust ) pursuant to the EPCO, Inc. Voting Trust Agreement, by and among EPCO, Inc., Dan L. Duncan as the shareholder and Dan L. Duncan as the initial voting trustee (the EPCO Trust Agreement ); (iv) the estate of Dan L. Duncan (the Estate ) by the independent co-executors of the Estate (the Executors ); (v) DFI Delaware General, LLC, a Delaware limited liability company ( DFIDG ); (vi) DFI Delaware Holdings L.P. (formerly Enterprise Products Delaware Holdings L.P.), a Delaware limited partnership ( DFIDH ); (vii) Duncan Family Interests, Inc. (formerly EPC Partners II, Inc.), a Delaware corporation ( DFI ); (viii) EPCO Holdings, Inc., a Delaware corporation ( EPCO Holdings ); (ix) EPCO/Fantome, LLC, a Delaware limited liability company ( EPCO/Fantome ); (x) Enterprise Products Company (formerly EPCO, Inc.), a Texas corporation ( EPCO ); (xi) Dan Duncan LLC, a Texas limited liability company ( DD LLC ); (xii) DFI Holdings, LLC, a Delaware limited liability company ( DFI Holdings ); (xiii) DFI GP Holdings, L.P., a Delaware limited partnership ( DFI GP Holdings ); (xiv) EPE Holdings, LLC, a Delaware limited liability company ( EPE GP ); (xv) Enterprise GP Holdings L.P., a Delaware limited partnership ( GP Holdings ); and (xvi) DD Securities LLC, a Texas limited liability company ( DD Securities, and together with Ms. Williams, the DD LLC Trustees, the EPCO Trustees, the Estate, DFIDG, DFIDH, DFI, EPCO Holdings, EPCO/Fantome, EPCO, DD LLC, DFI Holdings, DFI GP Holdings, EPE GP and GP Holdings, the Reporting Persons ). Unless otherwise defined herein, capitalized terms used herein shall have the meanings set forth in the Original Schedule 13D or the Duncan Trustee Schedule 13D, as applicable.

Ms. Williams is a voting trustee of each of the DD LLC Voting Trust and the EPCO Voting Trust, an independent co-executor of the Estate and a beneficiary of the Estate. Ms. Williams is currently Chairman and a Director of EPCO. The business address of Ms. Williams is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

The DD LLC Trustees are voting trustees that collectively hold record ownership of the sole membership interest in DD LLC, on behalf of the Estate as the economic owner of the membership interests succeeding Dan L. Duncan. The voting trustees under the DD Trust Agreement consist of up to three trustees. The current DD LLC Trustees are: (1) Ms. Williams, a daughter of Dan L. Duncan; (2) Dr. Ralph S. Cunningham; and (3) Mr. Richard H.



**Table of Contents**

Bachmann. The DD LLC Trustees collectively obtained record ownership of the sole membership interest in DD LLC on March 29, 2010 as a result of the passing of Dan L. Duncan. The DD LLC Trustees serve in such capacity without compensation, but they are entitled to incur reasonable charges and expense deemed necessary and proper for administering the DD Trust Agreement and to reimbursement and indemnification. The DD Trust Agreement is governed by Texas law. The business address of the DD LLC Trustees is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

The EPCO Trustees are voting trustees that collectively hold record ownership of a majority of the outstanding shares of Class A Common Stock, the only class of capital stock with voting rights (the Class A Common Stock ), in EPCO, on behalf of the Estate as the economic owner succeeding Dan L. Duncan. The voting trustees under the EPCO Trust Agreement consist of up to three voting trustees. The current EPCO Trustees are: (1) Ms. Williams; (2) Dr. Cunningham; and (3) Mr. Bachmann. The EPCO Trustees collectively obtained record ownership of the Class A Common Stock of EPCO on March 29, 2010 as a result of the passing of Dan L. Duncan. The EPCO Trustees serve in such capacity without compensation, but they are entitled to incur reasonable charges and expense deemed necessary and proper for administering the EPCO Trust Agreement and to reimbursement and indemnification. The EPCO Trust Agreement is governed by Texas law. The business address of the EPCO Trustees is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

The independent co-executors of the Estate were appointed on April 27, 2010. The current independent co-executors of the Estate are: (1) Ms. Williams; (2) Dr. Cunningham; and (3) Mr. Bachmann. The business address of the Estate and the Executors is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

Dr. Cunningham is currently the President, Chief Executive Officer and a Director of EPE Holdings. Dr. Cunningham is also a Vice Chairman and a Director of EPCO, and Executive Vice President and a Manager of DD LLC. Dr. Cunningham is a U.S. citizen.

Mr. Bachmann is currently the Executive Vice President and Chief Legal Officer of Enterprise Products GP, LLC, a Delaware limited liability company and the sole general partner of the Issuer (the General Partner ). Mr. Bachmann is also currently Chief Executive Officer, President, Chief Legal Officer and a Director of EPCO, and Executive Vice President, Chief Legal Officer, Secretary and a Manager of DD LLC. Mr. Bachmann is also an Executive Vice President and a Director of EPE GP. Mr. Bachmann is a U.S. citizen.

EPCO is an entity, a portion of whose capital stock is owned by the Estate through its ownership interest in the Class A Common Stock of EPCO. However, EPCO is controlled by the EPCO Trustees, who collectively hold a majority of the Class A Common Stock of EPCO. EPCO's principal business is to provide employees and management and administrative services to the Issuer and its General Partner. In addition, EPCO provides employees and management and administrative services to certain other affiliate entities, including GP Holdings and its general partner, and Duncan Energy Partners L.P., a publicly traded Delaware limited partnership, and its general partner. In addition, EPCO owns and operates a trucking business that provides transportation services to the NGL and petrochemical industry. EPCO's principal business and office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

EPCO/Fantome is a wholly owned subsidiary of EPCO. EPCO/Fantome has no independent operations, and its principal function is to act as a financing subsidiary of EPCO in connection with certain real estate utilized by EPCO. EPCO/Fantome's principal business and office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

EPCO Holdings is a wholly owned subsidiary of EPCO. EPCO Holdings has no independent operations, and its principal function is to act as a financing subsidiary of EPCO. EPCO Holdings' principal business and office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

DFI is a wholly owned subsidiary of EPCO Holdings. DFI has no independent operations and its principal function is to directly and indirectly hold EPCO Holdings' equity interests in (i) the Issuer, (ii) GP Holdings and (iii) DFI GP Holdings. DFI's principal business and office address is 103 Foulk Road, Suite 200, Wilmington, Delaware 19803.

**Table of Contents**

DFIDG owns a 0.1% general partner interest in DFIDH. DFIDG has no independent operations, and its principal function is to hold general partner interests in DFIDH. DFIDG's principal business and office address is 103 Foulk Road, Suite 200, Wilmington, Delaware 19803.

DFIDH is an indirect, wholly owned subsidiary of DFI. DFIDH has no independent operations and its principal function is to hold DFI's indirect equity interest in the Issuer. The general partner of DFIDH is DFIDG, and the sole limited partner of DFIDH is DFI Delaware Limited, LLC, which are both wholly owned subsidiaries of DFI. DFIDH's principal business and office address is 103 Foulk Road, Suite 200, Wilmington, Delaware 19803.

DD LLC is an entity currently owned economically by the Estate. However, DD LLC is controlled by the DD LLC Trustees through their collective holding of the sole membership interest in DD LLC. DD LLC owns 100% of the membership interests in EPE GP, the sole general partner of GP Holdings. DD LLC also owns 100% of the membership interests in DFI Holdings, the sole general partner of DFI GP Holdings. DD LLC has no independent operations, and its principal functions are to directly and indirectly hold the membership interests in (i) EPE GP, (ii) GP Holdings, (iii) DFI Holdings, and (iv) other personal investments of Dan Duncan now owned economically by the Estate. DD LLC's principal business and office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

DFI Holdings owns a 1.0% general partner interest in DFI GP Holdings. DFI Holdings and DFI GP Holdings have no independent operations, and their principal functions are to directly hold equity interests in the Issuer. DFI Holdings and DFI GP Holdings' principal business addresses are 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

EPE GP owns a 0.01% general partner interest in GP Holdings. EPE GP has no independent operations, and its principal function is to directly and indirectly hold general partner interests in GP Holdings. EPE GP's principal business address and principal office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

As of September 3, 2010, GP Holdings is owned by its public unitholders (with a 23.4% limited partnership interest), DFI (with an 54.8% limited partner interest), DFI GP Holdings (with an 18.1% limited partner interest), DD Securities (with a 2.7% limited partner interest) and DD LLC with an indirect 0.01% general partner interest and the remainder by various affiliates of EPCO. The assets of GP Holdings include a 100% membership interest in the Issuer's General Partner and 21,563,177 Common Units of the Issuer, and membership interests in the general partner of Energy Transfer Equity, L.P. ( ETE ) and approximately 39 million ETE common units. GP Holdings' principal business and office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

DD Securities is an entity currently owned of record by the Estate, its sole member. DD Securities has no independent operations, and its principal function is to hold personal investments of Dan Duncan now owned by the Estate. DD Securities' principal business and office address is 1100 Louisiana Street, Suite 5200, Houston, Texas 77002.

Appendix A hereto sets forth information with respect to the directors and executive officers of EPCO, EPCO/Fantome, EPCO Holdings, DFI and EPE GP, the managers and executive officers of DD LLC and DD Securities and the managers of DFIDG and the general partner of DFIDH (collectively, the Listed Persons ). There are no directors, managers or executive officers for DFI Holdings, which is managed by its sole member, DD LLC.

During the last five years, no Reporting Person nor, to the best of their knowledge, any Listed Person has been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) 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.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of each of the Original Schedule 13D and the Duncan Trustee Schedule 13D is hereby amended to add each of the following paragraphs:

**Table of Contents**

Effective August 5, 2010, DFIDH acquired 451,048 Common Units in connection with the liquidation of EPCO Unit L.P., as more fully described below in Item 4. No consideration was paid by DFIDH in connection with the distribution of these Common Units.

Effective August 6, 2010, EPCO Holdings acquired 671,910 Common Units in connection with the liquidation of Enterprise Unit L.P., as more fully described below in Item 4. No consideration was paid by EPCO Holdings in connection with the distribution of these Common Units.

In May 2010, DFIDH acquired 1,519,789 Common Units from the Issuer pursuant to the Issuer's distribution reinvestment plan with cash distributed by the Issuer.

In August 2010, DFIDH acquired 1,406,181 Common Units from the Issuer pursuant to the Issuer's distribution reinvestment plan with cash distributed by the Issuer.

Pursuant to the Support Agreement, dated as of September 3, 2010 (the Holdings Support Agreement), by and among the Issuer, on the one hand, DD Securities, DFI GP Holdings, DD LLC, EPCO Holdings, DFI and DFIDH (the Holdings Affiliated Unitholders) on the other hand, described in Item 4 of this Schedule, the Holdings Affiliated Unitholders agreed to vote their units representing limited partner interests in GP Holdings (Holdings units) in favor of the Holdings MLP Merger described in Item 4 of this Schedule and certain transactions contemplated thereby. The Holdings Affiliated Unitholders entered into the Holdings Support Agreement as an inducement to the Issuer to enter into the Holdings MLP Merger Agreement and the Distribution Waiver Agreement described in Item 4 of this Schedule, and GP Holdings did not pay any additional consideration to the Holdings Affiliated Unitholders in connection with the voting rights set forth in the Holdings Support Agreement. The descriptions of the Holdings Support Agreement, the Holdings Mergers and the Holdings Merger Agreements in Item 4 of this Schedule are incorporated into this Item 3 by reference.

**Item 4. Purpose of the Transaction.**

Item 4 of each of the Original Schedule 13D and the Duncan Trustee Schedule 13D is hereby amended to add the paragraphs below:

Effective August 5, 2010, EPCO Unit L.P. was liquidated in accordance with its agreement of limited partnership. Immediately prior to EPCO Unit L.P.'s liquidation, DFIDH was the sole Class A limited partner in EPCO Unit L.P. In connection with EPCO Unit L.P.'s liquidation, DFIDH's Class A limited partner interest converted into the right to receive 451,048 Common Units and the remaining Common Units previously held directly by EPCO Unit L.P. were distributed to EPCO Unit L.P.'s Class B limited partners.

Effective August 6, 2010, Enterprise Unit L.P. was liquidated in accordance with its agreement of limited partnership. Immediately prior to Enterprise Unit L.P.'s liquidation, EPCO Holdings was the sole Class A limited partner in Enterprise Unit L.P. In connection with Enterprise Unit L.P.'s liquidation, EPCO Holdings' Class A limited partner interest converted into the right to receive 671,910 Common Units and the remaining Common Units previously held directly by Enterprise Unit L.P. were distributed to Enterprise Unit L.P.'s Class B limited partners.

On September 3, 2010, the Issuer, the General Partner, Enterprise ETE LLC, a Delaware limited liability company and a wholly owned subsidiary of the Issuer (MergerCo), GP Holdings and EPE GP entered into an Agreement and Plan of Merger (the Holdings MLP Merger Agreement). Pursuant to the Holdings MLP Merger Agreement and immediately prior to the effective time of the Holdings MLP Merger (as defined below), GP Holdings' existing partnership agreement will be amended to provide for the transformation of the approximate 0.01% economic interest of the general partner in GP Holdings owned by EPE GP into 13,921 Holdings units representing an approximate 0.01% limited partner interest in GP Holdings and a non-economic general partner interest in GP Holdings (the transformation) in accordance with a Fourth Amendment to the First Amended and Restated Agreement of Limited Partnership of GP Holdings substantially in the form attached as Annex A to the Holdings MLP Merger Agreement.

Subject to the conditions set forth in the Holdings MLP Merger Agreement, immediately following the transformation and pursuant to the Holdings MLP Merger Agreement and an Agreement and Plan of Merger, dated as of September 3, 2010 (the Holdings GP Merger Agreement and, together with the Holdings MLP Merger Agreement, the Holdings Merger Agreements), by and among the General Partner, GP Holdings and EPE GP, the



**Table of Contents**

General Partner (a wholly owned subsidiary of GP Holdings) will merge with and into GP Holdings with GP Holdings surviving such merger, thus becoming the general partner of the Issuer (the Holdings GP Merger ).

Subject to the conditions set forth in the Holdings MLP Merger Agreement, immediately following the Holdings GP Merger, at the effective time of the Holdings MLP Merger, GP Holdings will merge with and into MergerCo, with MergerCo surviving the merger as a wholly owned subsidiary of the Issuer (the Holdings MLP Merger and, together with the Holdings GP Merger, the Holdings Mergers ). As a result of the Holdings MLP Merger and pursuant to the Holdings MLP Merger Agreement, EPE GP will become the non-economic general partner of the Issuer and all outstanding Holdings units (other than Holdings units held by GP Holdings, the Issuer or their respective subsidiaries) will be converted into the right to receive Common Units. The 21,563,177 Common Units currently owned by GP Holdings will become treasury units and cancelled by the Issuer immediately after the Holdings MLP Merger.

Under the terms of the Holdings MLP Merger Agreement, all outstanding Holdings units (other than Holdings units held by GP Holdings, the Issuer or their respective subsidiaries) will be cancelled and converted into the right to receive Common Units based on an exchange ratio of 1.5 Common Units per Holdings unit. No fractional Common Units will be issued in the Holdings MLP Merger, and Holdings unitholders will, instead, receive cash in lieu of fractional Common Units, if any.

Under the terms of the Holdings MLP Merger Agreement and a related Sixth Amended and Restated Agreement of Limited Partnership of the Issuer (substantially in the form attached as Annex C to the Holdings MLP Merger Agreement) to be executed at the closing of the Holdings MLP Merger, the current 2% economic general partner interest and the incentive distribution rights in the Issuer held by GP Holdings will be cancelled, and the non-economic general partner interest in GP Holdings held by EPE GP will be cancelled and converted into the right to receive the non-economic general partner interest in the Issuer.

The Holdings MLP Merger Agreement contains customary representations and warranties and covenants by each of the parties. Completion of the Holdings MLP Merger is conditioned upon, among other things: (1) approval of the Holdings MLP Merger Agreement by Holdings unitholders that own at least a majority of the outstanding Holdings units; (2) applicable regulatory approvals; (3) the absence of certain legal injunctions or impediments prohibiting the transactions; (4) the effectiveness of a registration statement on Form S-4 with respect to the issuance by the Issuer of the Common Units in connection with the Holdings MLP Merger; (5) the receipt of certain tax opinions; (6) approval for the listing of the Common Units on the New York Stock Exchange; (7) the effectiveness of the Holdings GP Merger; (8) the execution of the Sixth Amended and Restated Agreement of Limited Partnership of the Issuer substantially in the form attached as Annex C to the Holdings MLP Merger Agreement; and (9) the execution of a Distribution Waiver Agreement by certain affiliates of EPCO substantially in the form attached as Annex D to the Holdings MLP Merger Agreement.

The Holdings MLP Merger Agreement contains provisions granting both the Issuer and GP Holdings the right to terminate the Holdings MLP Merger Agreement for certain reasons, including, among others, if the Holdings MLP Merger does not occur on or before December 31, 2010.

The Holdings GP Merger Agreement contains customary representations and warranties and covenants by each of the parties. Completion of the Holdings GP Merger is conditioned upon, among other things: (1) the absence of certain legal impediments prohibiting the transactions; (2) applicable regulatory approvals; and (3) the conditions precedent contained in the Holdings MLP Merger Agreement having been satisfied.

The Holdings GP Merger Agreement contains provisions granting both the General Partner and GP Holdings the right to terminate the Holdings GP Merger Agreement for certain reasons, including, among others, if the Holdings GP Merger does not occur on or before December 31, 2010.

In connection with the Holdings MLP Merger Agreement, the Issuer entered into the Holdings Support Agreement. Pursuant to the Holdings Support Agreement, the Holdings Affiliated Unitholders, who directly own 105,739,220 Holdings units (representing approximately 76% of the outstanding Holdings units and a sufficient vote for approval of the Holdings MLP Merger Agreement if voted in favor therefor), agreed to vote their Holdings units in

**Table of Contents**

favor of the adoption of the Holdings MLP Merger Agreement at any meeting of Holdings unitholders. In addition, EPCO Holdings and DFIDH have agreed to execute a Distribution Waiver Agreement substantially in the form attached as Annex D to the Holdings MLP Merger Agreement at the closing of the Holdings MLP Merger. Under the Distribution Waiver Agreement, DFIDH will agree to designate and waive its rights to quarterly distributions of

Available Cash with respect to a specified number of Common Units over a five-year period: 30,610,000 Common Units during the first four quarters following the closing of the merger; 26,130,000 Common Units during the four quarters thereafter; 23,700,000 Common Units during the four quarters thereafter; 22,560,000 Common Units during the four quarters thereafter; and 17,690,000 Common Units during the four quarters thereafter. EPCO Holdings will agree under the Distribution Waiver Agreement to perform certain obligations in the event DFIDH breaches its obligations under the agreement.

The Holdings Support Agreement will terminate at 11:59 p.m. (Eastern time) on December 31, 2010 or upon the termination of the Holdings MLP Merger Agreement. In addition, the Holdings Affiliated Unitholders may terminate their obligations under the Holdings Support Agreement, including their obligations to execute and deliver the Distribution Waiver Agreement, (1) after any change in recommendation by the GP Holdings Audit, Conflicts and Governance Committee permitted under the Holdings MLP Merger Agreement, (2) any change in, or a failure to maintain, the GP Holdings Audit, Conflicts and Governance Committee's Special Approval in accordance with the GP Holdings partnership agreement and (3) after the occurrence of certain specified changes in U.S. federal income tax law prior to the closing of the Holdings MLP Merger.

The foregoing descriptions of the Holdings MLP Merger Agreement, the Holdings GP Merger Agreement, the Holdings Support Agreement and the Distribution Waiver Agreement are qualified in their entirety by reference to the full text of the agreements (including the annexes thereto), which are attached hereto as Exhibits 99.18, 99.19, 99.20 and Annex D to 99.18, respectively, and incorporated herein by reference.

Other than described above, none of the Reporting Persons has any plans or proposals of the type referred to in clauses (a) through (j) of Item 4 of Schedule 13D, although they reserve the right to formulate such plans or proposals in the future.

**Item 5. Interests in Securities of the Issuer.**

Item 5 of the Original Schedule 13D and the Duncan Trustee Schedule 13D are hereby amended and restated in their entirety as follows:

(a) and (b) As set forth herein, Randa Duncan Williams may be deemed to have beneficial ownership of 198,107,432 Units (including 4,520,431 Class B Units), representing approximately 30.8% of the outstanding Units, including Units deemed beneficially owned through her indirect influence as one of three voting trustees controlling EPCO and DD LLC or as one of three independent co-executors of the Estate. Ms. Williams has shared voting and dispositive power over 198,107,432 Units (including 4,520,431 Class B Units) consisting of (i) the 24,663,177 Units beneficially owned by DD LLC, by virtue of her status as one of the DD LLC Trustees (ii) the 153,701,473 Units beneficially owned by EPCO (including 4,520,431 Class B Units), by virtue of her status as one of the EPCO Trustees, (iii) 437,500 Common Units owned directly by a family trust for which Ms. Williams serves as a trustee, (iv) 1,312,500 Common Units owned directly by three family trusts for which Ms. Williams serves as a trustee but in which she has no pecuniary interest, (v) the 17,992,782 Common Units beneficially owned by the Estate, by virtue of her status as one of the independent co-executors of the Estate and, with respect to the 6,314,632 Common Units owned directly by the 1998 Trust and the 8,562,280 Common Units owned directly by the 2000 Trust, also by virtue of her status as one of the EPCO Trustees. Ms. Williams disclaims beneficial ownership of the Units beneficially owned by the EPCO Trustees, the DD LLC Trustees and the Estate except to the extent of her voting and dispositive interests in such Units.

As set forth herein, pursuant to the DD LLC Trust Agreement, the DD LLC Trustees have shared voting and dispositive power over the 24,663,177 Units beneficially owned by DD LLC, representing approximately 3.8% of the outstanding Units. DD LLC is the sole member of DFI Holdings, which is the sole general partner of DFI GP Holdings, which owns directly 3,100,000 Common Units. DD LLC also owns the general partner of GP Holdings, which owns directly 21,563,177 Units. Except as set forth in the DD LLC Trust Agreement, voting with respect to



**Table of Contents**

membership interests of DD LLC by the DD LLC Trustees is by majority vote. As set forth herein, the DD LLC Trustees and DD LLC have shared voting and dispositive power over the Common Units held by DD LLC.

As set forth herein, the EPCO Trustees have shared voting and dispositive power over (i) the 153,701,473 Units beneficially owned by EPCO (including 4,520,431 Class B Units), (ii) the 6,314,632 Common Units owned directly by the 1998 Trust and (iii) the 8,562,280 Common Units owned directly by the 2000 Trust, representing approximately 26.2% of the outstanding Units. The Units beneficially owned by EPCO include: (i) 135,550,939 Common Units owned directly by DFIDH; (ii) 11,296,270 Units (including 4,520,431 Class B Units) owned directly by DFI; and (iii) 6,854,264 Common Units owned directly by EPCO Holdings. EPCO Holdings is a wholly owned subsidiary of EPCO. DFI is a wholly owned subsidiary of EPCO Holdings. Except as set forth in the EPCO Trust Agreement, voting with respect to Class A Common Stock by the EPCO Trustees is by majority vote.

As set forth herein, the Estate and the Executors collectively have beneficial ownership over 17,992,782 Common Units beneficially owned by the Estate, representing approximately 2.8% of the outstanding Common Units. The Common Units beneficially owned and voting and dispositive power related to these Common Units consists of (i) sole voting and dispositive power over the 1,723,184 Common Units owned directly by the Estate and (ii) shared voting and dispositive power over the (A) 1,392,686 Common Units owned directly by DD Securities, (B) the 6,314,632 Common Units owned directly by the 1998 Trust, and (C) the 8,562,280 Common Units owned directly by the 2000 Trust.

DD LLC owns 100% of the membership interests in, and is the sole member of EPE GP, the sole general partner of EPE. DD LLC also owns 100% of the membership interests in, and a 4% limited partner interest in DFI GP Holdings.

DFIDH holds directly 135,550,939 Common Units. DFIDG controls DFIDH with its 0.1% general partner interest in DFIDH. Therefore, DFIDG is the beneficial owner of the 135,550,939 Common Units held by DFIDH. DFIDH is an indirect wholly owned subsidiary of DFI. As set forth herein, DFIDG and DFIDH have shared voting and dispositive power over the 135,550,939 Common Units held directly by DFIDH.

DFI holds directly 6,775,839 Common Units and 4,520,431 Class B Units, and thus beneficial ownership of an aggregate 11,296,270 Units. DFI also has an indirect beneficial ownership interest in the 135,550,939 Common Units owned by DFIDH. DFI is a wholly owned subsidiary of EPCO Holdings. As set forth herein, DFI (a wholly owned subsidiary of EPCO Holdings) has shared voting and dispositive power over the 6,775,839 Common Units and 4,520,431 Class B Units held directly by DFI, and the 135,550,939 Common Units owned directly by DFIDH, its indirect, wholly owned subsidiary.

EPCO Holdings holds directly 6,854,264 Common Units. EPCO Holdings also has an indirect beneficial ownership interest in the 146,847,209 Units (including 4,520,431 Class B Units) beneficially owned by DFI. EPCO Holdings is a wholly owned subsidiary of EPCO/Fantome. As set forth herein, EPCO Holdings has shared voting and dispositive power over the 6,854,264 Common Units owned directly by it and the 146,847,209 Common Units beneficially owned by DFI (a wholly owned subsidiary of EPCO Holdings).

EPCO/Fantome holds no Units directly, but EPCO/Fantome has an indirect beneficial ownership interest in the 153,701,473 Units (including 4,520,431 Class B Units) beneficially owned by EPCO Holdings. EPCO/Fantome is a wholly owned subsidiary of EPCO. As set forth herein, EPCO/Fantome has shared voting and dispositive power over the 153,701,473 Units (including 4,520,431 Class B Units) beneficially owned by EPCO Holdings (a wholly owned subsidiary of EPCO/Fantome).

As set forth herein, EPCO has shared voting and dispositive power over the 153,701,473 Units (including 4,520,431 Class B Units) beneficially owned by EPCO/Fantome (a wholly owned subsidiary of EPCO).

DFI GP Holdings holds directly 3,100,000 Common Units. DD LLC controls DFI GP Holdings with its indirect 1.0% general partner interest owned by DFI Holdings. DFI and DD LLC hold 95.0% and 4.0% limited partner interests, respectively, in DFI GP Holdings. As set forth herein, the DD LLC Trustees, DD LLC, DFI

**Table of Contents**

Holdings and DFI GP Holdings have shared voting and dispositive power over the 3,100,000 Common Units held by DFI GP Holdings.

GP Holdings holds directly 21,563,177 Common Units. DD LLC controls GP Holdings with its indirect 0.01% general partner interest owned by EPE GP. DFI and DD LLC hold 54.8% and 18.1% limited partner interests, respectively, in GP Holdings. Although the Estate beneficially owns a 100% membership interest in DD LLC, it does not control either voting or dispositive power of the membership interests in DD LLC. Accordingly, each of the DD LLC Trustees, DD LLC, EPE GP and GP Holdings have shared voting and dispositive power over and are the beneficial owners of the 21,563,177 Common Units held by GP Holdings.

DD Securities holds directly 1,392,686 Common Units. As set forth herein, DD Securities, the Estate and Ms. Williams have shared voting and dispositive power over the 1,392,686 Common Units held by DD Securities.

The aforementioned ownership amounts of Common Units (including Class B Units) by the Reporting Persons are as of September 3, 2010, our most recent practicable date for this filing on Schedule 13D. The percentage ownership amounts are based on the 638,733,319 Common Units and 4,520,431 Class B units outstanding as of August 31, 2010 based on information provided by the Issuer.

(c) Except as otherwise set forth herein or below, none of the Reporting Persons has effected any transactions in Units in the past 60 days.

(d) No person other than as set forth in the response to this Item 5 has the right to receive or the power to direct the receipt of distributions or dividends from, or the proceeds from the transfer of, the Common Units beneficially owned by the Reporting Persons.

(e) Not applicable.

**Item 6. Contracts, Arrangements; Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Original Schedule 13D and the Duncan Trustee Schedule 13D are hereby amended and supplemented by adding the following thereto:

The information set forth under Items 3, 4 and 5, and the agreements set forth as Exhibits 99.18, 99.19 and 99.20, including any annexes, are incorporated by reference into this Item 6.

**Table of Contents**

**Item 7. Material to be Filed as Exhibits.**

Item 7 of the Original Schedule 13D and the Duncan Trustee Schedule 13D are hereby amended and restated in their entirety as follows:

- 99.1 Fifth Amended and Restated Agreement of Limited Partnership of Enterprise Products Partners L.P., dated effective as of August 8, 2005 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by Enterprise on August 10, 2005).
- 99.2 First Amendment to the Fifth Amended and Restated Partnership Agreement of Enterprise Products Partners L.P. dated as of December 27, 2007 (incorporated by reference to Exhibit 3.1 to Form 8-K/A filed by Enterprise on January 3, 2008).
- 99.3 Second Amendment to the Fifth Amended and Restated Partnership Agreement of Enterprise Products Partners L.P. dated as of April 14, 2008 (incorporated by reference to Exhibit 10.1 to Form 8-K filed by Enterprise on April 16, 2008).
- 99.4 Third Amendment to the Fifth Amended and Restated Partnership Agreement of Enterprise Products Partners L.P. dated as of November 6, 2008 (incorporated by reference to Exhibit 3.5 to Form 10-Q filed by Enterprise on November 10, 2008).
- 99.5 Fourth Amendment to the Fifth Amended and Restated Partnership Agreement of Enterprise Products Partners L.P. dated as of October 26, 2009 (incorporated by reference to Exhibit 3.1 to Form 8-K filed by Enterprise on October 28, 2009).
- 99.6 Agreement of Limited Partnership of Enterprise Unit L.P. dated February 20, 2008 (incorporated by reference to Exhibit 10.1 to Form 8-K filed February 26, 2008).
- 99.7 First Amendment to Agreement of Limited Partnership of Enterprise Unit L.P. dated December 2, 2009 (incorporated by reference to Exhibit 10.4 to Form 8-K filed by Enterprise GP Holdings L.P. on December 8, 2009)
- 99.8 Agreement of Limited Partnership of EPCO Unit L.P. dated November 13, 2008 (incorporated by reference to Exhibit 10.5 to Form 8-K filed November 18, 2008)
- 99.9 First Amendment to Agreement of Limited Partnership of EPCO Unit L.P. dated December 2, 2009 (incorporated by reference to Exhibit 10.5 to Form 8-K filed by Enterprise GP Holdings L.P. on December 8, 2009).
- 99.10 Second Amended and Restated Credit Agreement, dated as of August 24, 2007, by and among EPCO Holdings, Inc., as borrower, the lenders party thereto, Citicorp North America, Inc., as Administrative Agent, Lehman Commercial Paper Inc., as Syndicate Agent, Citibank, N.A., as Issuing Bank and the Bank of Nova Scotia, Suntrust Bank and Mizuho Corporate Bank, Ltd. as Co-Documentation Agents, Citigroup Global Markets, Inc. and Lehman Brothers Inc. as Co-Arrangers and Joint Bookrunners (incorporated by reference to Exhibit 99.2 to the Schedule 13D/A with respect to Common Units of TEPPCO Partners, L.P. filed with the Commission on February 28, 2008 by Dan L. Duncan and other reporting persons).
- 99.11 Third Amended and Restated Credit Agreement dated as of August 24, 2007, among Enterprise GP Holdings L.P., the Lenders party thereto, Citicorp North American, Inc., as Administrative Agent, and

Citibank, N.A., as Issuing Bank (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by Enterprise GP Holdings L.P. on August 30, 2007).

**Table of Contents**

- 99.12 First Amendment to Third Amended and Restated Credit Agreement dated as of November 8, 2007, among Enterprise GP Holdings L.P., the Term Loan B Lenders party thereto, Citicorp North American, Inc. as Administrative Agent, and Citigroup Global Markets, Inc. and Lehman Brothers Inc. as Co-Arrangers and Joint Bookrunners (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Enterprise GP Holdings L.P. on November 14, 2007).
- 99.13 Support Agreement dated as of June 28, 2009 by and among Enterprise Products Partners L.P., Enterprise GP Holdings L.P., DD Securities LLC, DFI GP Holdings, L.P., Duncan Family Interests Inc., Duncan Family 2000 Trust and Dan L. Duncan (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Enterprise on June 29, 2009).
- 99.14 Common Unit Purchase Agreement, dated September 3, 2009, between Enterprise Products Partners L.P. and EPCO Holdings, Inc (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Enterprise on September 4, 2009).
- 99.15 Agreement and Plan of Merger dated as of June 28, 2009 by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Sub B LLC, TEPPCO Partners, L.P. and Texas Eastern Products Pipeline Company, LLC (incorporated by reference to Exhibit 2.1 to Form 8-K filed by Enterprise on June 29, 2009).
- 99.16 Agreement and Plan of Merger dated as of June 28, 2009 by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Sub A LLC, TEPPCO Partners, L.P. and Texas Eastern Products Pipeline Company, LLC (incorporated by reference to Exhibit 2.2 to the Form 8-K filed by Enterprise on June 29, 2009).
- 99.17 Joint Filing Agreement among the Reporting Persons dated May 18, 2010 (incorporated by reference to Exhibit 99.17 to the Schedule 13D filed by the Reporting Persons on May 18, 2010).
- 99.18 Agreement and Plan of Merger, dated as of September 3, 2010, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise ETE LLC, Enterprise GP Holdings L.P. and EPE Holdings LLC (incorporated by reference to Exhibit 2.1 to the Form 8-K filed by Enterprise on September 6, 2010).
- 99.19 Agreement and Plan of Merger, dated as of September 3, 2010, by and among Enterprise Products GP, LLC, Enterprise GP Holdings L.P. and EPE Holdings, LLC (incorporated by reference to Exhibit 2.2 to the Form 8-K filed by Enterprise on September 6, 2010).
- 99.20 Support Agreement, dated as of September 3, 2010, by and among Enterprise Products Partners L.P., DD Securities LLC, DFI GP Holdings, L.P. EPCO Holdings, Inc. Duncan Family Interests, Inc. Dan Duncan LLC and DFI Delaware Holdings L.P. (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Enterprise on September 6, 2010).



**Table of Contents**

**SIGNATURES**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: September 15, 2010

RANDA DUNCAN WILLIAMS

By: (1)

Dated: September 15, 2010

The DD LLC TRUSTEES  
pursuant to the Dan Duncan LLC  
Voting Trust Agreement

The EPCO TRUSTEES pursuant  
to the EPCO, Inc.  
Voting Trust Agreement

The ESTATE of DAN L.  
DUNCAN

By: (1)(2)(3)

Dated: September 15, 2010

ENTERPRISE PRODUCTS  
COMPANY

DAN DUNCAN LLC

DFI HOLDINGS, LLC  
By: DAN DUNCAN LLC, its  
sole member

DFI GP HOLDINGS, L.P.  
By: DFI HOLDINGS, LLC, its  
general partner  
By: DAN DUNCAN LLC,  
its sole member

EPE HOLDINGS, LLC  
By: DAN DUNCAN LLC, its  
sole member

ENTERPRISE GP HOLDINGS  
L.P.  
By: EPE HOLDINGS, LLC,  
its general partner  
By: DAN DUNCAN LLC,  
its sole member

By: (3)

(1) /s/ Randa Duncan Williams

Randa Duncan Williams, individually and in the capacities set forth below, as applicable for the reporting persons noted above:

Trustee of the Dan Duncan LLC Voting Trust Agreement;  
Trustee of the EPCO, Inc. Voting Trust Agreement; and  
Independent Co-Executor of the Estate of Dan L. Duncan.

(2) /s/ Ralph S. Cunningham

Dr. Ralph S. Cunningham, in the capacities set forth below as applicable for the reporting persons noted above:

Trustee of the Dan Duncan LLC Voting Trust Agreement;  
Trustee of the EPCO, Inc. Voting Trust Agreement; and  
Independent Co-Executor of the Estate of Dan L. Duncan.

(3) /s/ Richard H. Bachmann

Richard H. Bachmann, in the capacities set forth below as applicable for the reporting persons noted above:

Trustee of the Dan Duncan LLC Voting Trust Agreement;  
Trustee of the EPCO, Inc. Voting Trust Agreement;  
Independent Co-Executor of the Estate of Dan L. Duncan;  
President and Chief Executive Officer of Enterprise Products Company; and  
Executive Vice President, Chief Legal Officer and Secretary of Dan Duncan LLC.

Enterprise Products Partners LP Schedule 13D/A Signature Page

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**Table of Contents**

Dated: September 15, 2010

DFI DELAWARE GENERAL, LLC

DFI DELAWARE HOLDINGS L.P.

By: DFI DELAWARE GENERAL, LLC, its general partner

DUNCAN FAMILY INTERESTS, INC.

By: /s/ Darryl E. Smith

Manager of DFI Delaware General, LLC  
Treasurer of Duncan Family Interest, Inc.

Dated: September 15, 2010

EPCO HOLDINGS, INC

EPCO/FANTOME, LLC

DD SECURITIES LLC

By: /s/ W. Randall Fowler

President and Chief Executive Officer of EPCO  
Holdings, Inc.

President and Chief Executive Officer of  
EPCO/Fantome, LLC

Executive Vice President, Chief Financial Officer  
and Treasurer of DD Securities LLC

Enterprise Products Partners LP Schedule 13D/A Signature Page

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**Table of Contents**

**APPENDIX A**  
**INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS**  
**OF**  
**ENTERPRISE PRODUCTS COMPANY**

Directors and Executive Officers of Enterprise Products Company ( EPCO ). Set forth below is the name, current business address, citizenship and the present principal occupation or employment of each director and executive officer of EPCO. Unless otherwise indicated below, the current business address for each of the individuals listed below is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States of America.

<b>Name</b>	<b>Position with EPCO, Other Present Principal Occupation</b>
Randa Duncan Williams	Chairman and Director;  Co-Chairman of EPCO Holdings, Inc, and Director of EPE Holdings, LLC
Richard H. Bachmann	Chief Executive Officer, President, Chief Legal Officer, and Director;  Executive Vice President, Chief Legal Officer, Secretary and Director of EPCO Holdings, Inc., Executive Vice President and Director of EPE Holdings, LLC; Executive Vice President, Chief Legal Officer and Secretary of Enterprise Products GP, LLC; Executive Vice President, Chief Legal Officer, Secretary and Manager of Dan Duncan LLC and DD Securities LLC
Ralph S. Cunningham	Vice Chairman and Director;  Executive Vice President and Manager of Dan Duncan LLC and DD Securities LLC; President, Chief Executive Officer and Director of EPE Holdings, LLC
Michael A. Creel	Director;  Executive Vice President, Chief Financial Officer, and Director of EPCO Holdings, Inc.; President, Chief Executive Officer and Director of Enterprise Products GP, LLC
W. Randall Fowler	Chief Financial Officer and Director;  President, Chief Executive Officer and Director of EPCO Holdings, Inc.; Executive Vice President, Chief Financial Officer, Treasurer, and Manager of Dan Duncan LLC and DD Securities LLC; Executive Vice President and Chief Financial Officer of Enterprise Products GP, LLC and EPE Holdings, LLC

Appendix A 1

**Table of Contents**

<b>Name</b>	<b>Position with EPCO, Other Present Principal Occupation</b>
William Ordemann	Executive Vice President and Chief Operating Officer;  Executive Vice President and Chief Operating Officer of EPCO Holdings, Inc., Enterprise Products GP, LLC, and EPE Holdings, LLC
Patricia A. Totten	Vice President, General Counsel and Secretary Appendix A 2

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**Table of Contents**

**INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS  
OF  
EPCO/FANTOME, LLC**

Directors and Executive Officers of EPCO/Fantome, LLC ( Fantome ). Set forth below is the name, current business address, citizenship and the present principal occupation or employment of each director and executive officer of Fantome. Unless otherwise indicated below, the current business address for each of the individuals listed below is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States of America.

<b>Name</b>	<b>Position with Fantome; Other Present Principal Occupation</b>
Randa Duncan Williams	Co-Chairman;  Chairman and Director of EPCO, Co-Chairman of EPCO Holdings, and Director of EPE Holdings, LLC
Richard H. Bachmann	Executive Vice President, Chief Legal Officer, Secretary and Director;  Chief Executive Officer, President, Chief Legal Officer, and Director of EPCO, Executive Vice President, Chief Legal Officer, Secretary, and Director of EPCO Holdings; Executive Vice President and Director of EPE Holdings, LLC, Executive Vice President, Chief Legal Officer and Secretary of Enterprise Products GP, LLC and Executive Vice President, Chief Legal Officer, Secretary, and Manager of Dan Duncan LLC and DD Securities LLC
Michael A. Creel	Executive Vice President, Chief Financial Officer, and Director;  Director of EPCO, Executive Vice President, Chief Financial Officer, and Director of EPCO Holdings, President and CEO and Director of Enterprise Products GP, LLC,
W. Randall Fowler	President, Chief Executive Officer, and Director;  Chief Financial Officer and Director of EPCO, President, Chief Executive Officer and Director of EPCO Holdings, Executive Vice President, Chief Financial Officer, Treasurer, and Manager of Dan Duncan LLC and DD Securities LLC, Executive Vice President and Chief Financial Officer of Enterprise Products GP, LLC and EPE Holdings, LLC

Appendix A 3

**Table of Contents**

**INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS  
OF  
EPCO HOLDINGS, INC.**

Directors and Executive Officers of EPCO Holdings, Inc. ( EPCO Holdings ). Set forth below is the name, current business address, citizenship and the present principal occupation or employment of each director and executive officer of EPCO Holdings. Unless otherwise indicated below, the current business address for each of the individuals listed below is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States of America.

<b>Name</b>	<b>Position with EPCO Holdings, Other Present Principal Occupation</b>
Randa Duncan Williams	Co-Chairman;
Richard H. Bachmann	Director of EPE Holdings, LLC; Chairman and Director of EPCO; Executive Vice President, Chief Legal Officer, Secretary and Director  Executive Vice President, Chief Legal Officer and Secretary of Enterprise Products GP, LLC; Executive Vice President of EPE Holdings, LLC; Director of EPE Holdings, LLC; Chief Executive Officer, President, Chief Legal Officer and Director of EPCO; Executive Vice President, Chief Legal Officer, Secretary and Manager of Dan Duncan LLC and DD Securities LLC
Michael A. Creel	Executive Vice President, Chief Financial Officer, and Director;  Director of EPCO; President, Chief Executive Officer and Director of Enterprise Products GP, LLC;
W. Randall Fowler	President, Chief Executive Officer and Director;  Executive Vice President, Chief Financial Officer, Treasurer, and Manager of Dan Duncan LLC and DD Securities LLC; Executive Vice President and Chief Financial Officer of Enterprise Products GP, LLC and EPE Holdings, LLC; Chief Financial Officer and Director of EPCO;
William Ordemann	Executive Vice President and Chief Operating Officer;  Executive Vice President and Chief Operating Officer of Enterprise Products GP, LLC, EPE Holdings, LLC and EPCO.

Appendix A 4

**Table of Contents**

**INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS  
OF  
DUNCAN FAMILY INTERESTS, INC.**

Directors and Executive Officers of Duncan Family Interests, Inc. ( DFI ). Set forth below is the name, current business address, citizenship, position with DFI and the present principal occupation or employment of each director and executive officer of DFI. Unless otherwise indicated below, the current business address for each of the individuals listed below is 103 Foulk Road, Suite 200, Wilmington, Delaware 19803. Unless otherwise indicated, each such person is a citizen of the United States of America.

<b>Name</b>	<b>Position with DFI, Other Present Principal Occupation</b>
Andrew T. Panaccione	Director;  President of CSC Entity Services, LLC
Kari L. Johnson	Secretary;  Vice President Client Services of CSC Entity Services, LLC
Mary Stawikey	President and Director;  Vice President Client Services of CSC Entity Services, LLC
Darryl E. Smith	Treasurer and Director;  Vice President Client Services of CSC Entity Services, LLC

Appendix A 5



**Table of Contents**

**INFORMATION CONCERNING THE MANAGERS  
OF  
DFI DELAWARE GENERAL, LLC**

Managers of DFI Delaware General, LLC ( DFIDG ). Set forth below is the name, current business address, citizenship, position with DFIDG and the present principal occupation or employment of each manager of DFIDG. Unless otherwise indicated below, the current business address for each of the individuals listed below is 103 Foulk Road, Suite 200, Wilmington, Delaware 19803. Unless otherwise indicated, each such person is a citizen of the United States of America.

<b>Name</b>	<b>Position with DFIDG, Other Present Principal Occupation</b>
Brian T. Harrison	Manager
Kari L. Johnson	Manager
Darryl E. Smith	Manager

Appendix A 6

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**Table of Contents**

**INFORMATION CONCERNING THE MANAGERS AND EXECUTIVE OFFICERS  
OF  
DAN DUNCAN LLC**

Managers and Executive Officers of Dan Duncan LLC ( DD LLC ). Set forth below is the name, current business address, citizenship, position with DD LLC and the present principal occupation or employment of each manager and executive officer of DD LLC. Unless otherwise indicated below, the current business address for each of the individuals listed below is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States of America.

<b>Name</b>	<b>Position with DD LLC; Other Present Principal Occupation</b>
Richard H. Bachmann	Executive Vice President, Chief Legal Officer, Secretary and Manager;  Executive Vice President, Chief Legal Officer, Secretary and Director of EPCO Holdings; Executive Vice President and Director of EPE Holdings, LLC; Executive Vice President, Chief Legal Officer and Secretary of Enterprise Products GP, LLC; Executive Vice President, Chief Legal Officer, Secretary and Manager of DD Securities LLC; President, Chief Executive Officer, Chief Legal Officer and Director of EPCO;
Ralph S. Cunningham	Executive Vice President and Manager;  Executive Vice President and Manager of DD Securities LLC; President, Chief Executive Officer and Director of EPE Holdings, LLC; Vice Chairman and Director of EPCO;
W. Randall Fowler	Executive Vice President, Chief Financial Officer, Treasurer, and Manager;  Executive Vice President, Chief Financial Officer, Treasurer, and Manager of DD Securities LLC; Executive Vice President and Chief Financial Officer of Enterprise Products GP, LLC and EPE Holdings, LLC; Chief Financial Officer and Director of EPCO; President, Chief Executive Officer and Director of EPCO Holdings;

Appendix A 7

**Table of Contents**

**INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS  
OF  
EPE HOLDINGS, LLC**

Directors and Officers of EPE Holdings, LLC ( EPE GP ). Set forth below is the name, current business address, citizenship, position with EPE GP and the present principal occupation or employment of each manager and executive officer of EPE GP. Unless otherwise indicated below, the current business address for each of the individuals listed below is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States of America.

<b>Name</b>	<b>Position with EPE GP; Other Present Principal Occupation</b>
Randa Duncan Williams	Director;  Co-Chairman of EPCO Holdings, Inc.; Director and Chairman of EPCO;
Richard H. Bachmann	Director and Executive Vice President  Executive Vice President, Chief Legal Officer, Secretary and Manager of Dan Duncan LLC and DD Securities LLC; Director and Executive Vice President, Chief Legal Officer and Secretary of EPCO Holdings, Inc.; President, Chief Executive Officer, Chief Legal Officer and Director of EPCO;
W. Randall Fowler	Executive Vice President and Chief Financial Officer;  Manager and Executive Vice President, Chief Financial Officer and Treasurer of Dan Duncan LLC and DD Securities LLC; Director, Executive Vice President and Chief Financial Officer of Enterprise Products GP, LLC; Chief Financial Officer and Director of EPCO, President, Chief Executive Officer and Director of EPCO Holdings, Inc.
Ralph S. Cunningham	Director, President and Chief Executive Officer;  Manager and Executive Vice President of DD Securities LLC and Dan Duncan LLC; Director and Vice Chairman of EPCO
O.S. Andras	Director
Thurman Andress	Director
Charles E. McMahan	Director
Edwin E. Smith	Director
William Ordemann	Executive Vice President and Chief Operating Officer;  Executive Vice President of DEP Holdings, LLC; Executive Vice President and Chief Operating Officer of Enterprise Products GP, LLC, EPCO Holdings, Inc., and EPCO
B.W. Waycaster	Director



**Table of Contents**

**INFORMATION CONCERNING THE MANAGERS AND EXECUTIVE OFFICERS  
OF  
DD SECURITIES LLC**

Managers and Executive Officers of DD Securities LLC. Set forth below is the name, current business address, citizenship, position with DD Securities LLC and the present principal occupation or employment of each manager and executive officer of DD Securities LLC. Unless otherwise indicated below, the current business address for each of the individuals listed below is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States of America.

<b>Name</b>	<b>Position with DD Securities LLC; Other Present Principal Occupation</b>
Richard H. Bachmann	Executive Vice President, Chief Legal Officer, Secretary and Manager;  Executive Vice President, Chief Legal Officer, Secretary and Director of EPCO Holdings; Executive Vice President and Director of EPE Holdings, LLC; Executive Vice President, Chief Legal Officer and Secretary of Enterprise Products GP, LLC; Executive Vice President, Chief Legal Officer, Secretary and Manager of Dan Duncan LLC; President, Chief Executive Officer, Chief Legal Officer and Director of EPCO;
Ralph S. Cunningham	Executive Vice President and Manager;  Executive Vice President and Manager of Dan Duncan LLC; President, Chief Executive Officer and Director of EPE Holdings, LLC; Vice Chairman and Director of EPCO;
W. Randall Fowler	Executive Vice President, Chief Financial Officer, Treasurer, and Manager;  Executive Vice President, Chief Financial Officer, Treasurer and Manager of Dan Duncan LLC; Executive Vice President and Chief Financial Officer Enterprise Products GP, LLC and EPE Holdings, LLC; Chief Financial Officer and Director of EPCO and President, Chief Executive Officer and Director of EPCO Holdings;

Appendix A 9

**Table of Contents**

**INFORMATION CONCERNING THE MANAGERS AND EXECUTIVE OFFICERS  
OF  
DFI HOLDINGS, LLC**

DFI Holdings, LLC, a Delaware limited liability company ( "DFI Holdings" ), has no separate officers and is managed by its sole member, Dan Duncan LLC. DFI Holdings is the general partner of DFI GP Holdings L.P. ( "DFI GP Holdings" ). DFI Holdings is a wholly owned subsidiary of DD LLC. DFI Holdings' principal business purpose, as general partner of DFI GP Holdings, is to manage the business and operations of DFI GP Holdings. DFI Holdings' principal business and office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

Appendix A 10