

ENTERPRISE PRODUCTS PARTNERS L P

Form SC 13D/A

January 18, 2011

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**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)**  
**December 31, 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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**SCHEDULE 13D**

CUSIP No. 293792-10-7

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Randa Duncan Williams

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

- (a)
- (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

**7** SOLE VOTING POWER

NUMBER OF 0

**8** SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY

338,282,913 (including 4,520,431 Class B Units)

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
0

WITH      10      SHARED DISPOSITIVE POWER  
338,282,913 (including 4,520,431 Class B Units)

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

338,282,913 (including 4,520,431 Class B Units)

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)

39.9%

14      TYPE OF REPORTING PERSON

IN

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**SCHEDULE 13D**

CUSIP No. 293792-10-7

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

The Voting Trustees of the Dan Duncan LLC Voting Trust

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

- (a)
- (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

**7** SOLE VOTING POWER

NUMBER OF 0

SHARES SHARED VOTING POWER  
**8** BENEFICIALLY OWNED BY 40,865,087

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
0

WITH      10      SHARED DISPOSITIVE POWER  
40,865,087

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
40,865,087

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)  
4.8%

14      TYPE OF REPORTING PERSON  
IN

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**SCHEDULE 13D**

CUSIP No. 293792-10-7

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

The Voting Trustees of the EPCO, Inc. Voting Trust

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

- (a)
- (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

**7** SOLE VOTING POWER

NUMBER OF 0

**8** SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY

285,934,345 (including 4,520,431 Class B Units)

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
0

WITH      10      SHARED DISPOSITIVE POWER  
285,934,345 (including 4,520,431 Class B Units)

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
285,934,345 (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)  
33.7%

14      TYPE OF REPORTING PERSON  
IN



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**SCHEDULE 13D**

CUSIP No. 293792-10-7

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

The Estate of Dan L. Duncan, Deceased

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

- (a)
- (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

**7** SOLE VOTING POWER

NUMBER OF 2,609,785

SHARES SHARED VOTING POWER  
**8** BENEFICIALLY OWNED BY 7,011,196

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
 2,609,785

WITH<sup>1</sup>      10      SHARED DISPOSITIVE POWER  
 7,011,196

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 9,620,981

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)  
 1.1%

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.

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**SCHEDULE 13D**

CUSIP No. 293792-10-7

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
DFI Delaware General, LLC (predecessor-by-merger to Duncan Family Interests, Inc.) 54-2093698

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**7** SOLE VOTING POWER

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER  
0

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
0

WITH      10      SHARED DISPOSITIVE POWER  
0

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

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)  
0%

14      TYPE OF REPORTING PERSON  
OO    limited liability company

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**SCHEDULE 13D**

CUSIP No. 293792-10-7

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
DFI Delaware Holdings L.P. (predecessor-by-merger to Duncan Family Interests, Inc.) 54-2093702

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**7** SOLE VOTING POWER  
NUMBER OF 0

**8** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
0

WITH      10      SHARED DISPOSITIVE POWER  
0

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

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)  
0%

14      TYPE OF REPORTING PERSON  
PN

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**SCHEDULE 13D**

CUSIP No. 293792-10-7

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Duncan Family Interests, Inc. (formerly EPC Partners II, Inc.) 51-0371329

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

- (a)
- (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

NUMBER OF 0

**8** SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY

262,430,341 (including 4,520,431 Class B Units)

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

WITH      **10**      SHARED DISPOSITIVE POWER  
262,430,341 (including 4,520,431 Class B Units)

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
262,430,341 (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)  
30.9%

**14**      TYPE OF REPORTING PERSON  
CO



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**SCHEDULE 13D**

CUSIP No. 293792-10-7

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

EPCO Holdings, Inc. 20-2936507

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

- (a)
- (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO, BK

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

NUMBER OF 0

**8** SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY

270,169,522 (including 4,520,431 Class B Units)

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

WITH      **10**      SHARED DISPOSITIVE POWER  
270,169,522 (including 4,520,431 Class B Units)

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
270,169,522 (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)  
31.9%

**14**      TYPE OF REPORTING PERSON  
CO

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**SCHEDULE 13D**

CUSIP No. 293792-10-7

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

EPCO/Fantome, LLC 74-1675622

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

- (a)
- (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

NUMBER OF 0

**8** SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER  
270,169,522 (including 4,520,431 Class B Units)

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
0

WITH      10      SHARED DISPOSITIVE POWER  
270,169,522 (including 4,520,431 Class B Units)

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
270,169,522 (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)  
31.9%

14      TYPE OF REPORTING PERSON  
 limited liability company

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**SCHEDULE 13D**

CUSIP No. 293792-10-7

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
EPCO Investments, LLC 27-4465702

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**7** SOLE VOTING POWER

NUMBER OF 0

**8** SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY 15,241,517

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
0

WITH      10      SHARED DISPOSITIVE POWER  
15,241,517

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
15,241,517

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)  
1.8%

14      TYPE OF REPORTING PERSON  
OO    limited liability company

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**SCHEDULE 13D**

CUSIP No. 293792-10-7

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Enterprise Products Company (formerly EPCO, Inc.) 74-1675622

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

- (a)
- (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

**7** SOLE VOTING POWER

NUMBER OF 0

**8** SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY

285,934,345 (including 4,520,431 Class B Units)

EACH REPORTING PERSON	<b>9</b>	SOLE DISPOSITIVE POWER  0
WITH	<b>10</b>	SHARED DISPOSITIVE POWER  285,934,345 (including 4,520,431 Class B Units)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
285,934,345 (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)  
  
33.7%

**14** TYPE OF REPORTING PERSON  
  
CO



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**SCHEDULE 13D**

CUSIP No. 293792-10-7

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Dan Duncan LLC 76-0516773

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

- (a)
- (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

**7** SOLE VOTING POWER

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER  
40,865,087

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
0

WITH      10      SHARED DISPOSITIVE POWER  
40,865,087

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
40,865,087

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)  
4.8%

14      TYPE OF REPORTING PERSON  
OO    limited liability company

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**SCHEDULE 13D**

CUSIP No. 293792-10-7

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

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**7** SOLE VOTING POWER

NUMBER OF 0

SHARES SHARED VOTING POWER  
BENEFICIALLY **8**  
OWNED BY 40,844,206

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
0

WITH      10      SHARED DISPOSITIVE POWER  
40,844,206

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
40,844,206

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)  
4.8%

14      TYPE OF REPORTING PERSON  
OO    limited liability company

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**SCHEDULE 13D**

CUSIP No. 293792-10-7

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

DFI GP Holdings L.P. 20-2133626

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

- (a)
- (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

NUMBER OF 0

SHARES SHARED VOTING POWER  
**8** BENEFICIALLY OWNED BY 40,844,206

EACH REPORTING PERSON      9      SOLE DISPOSITIVE POWER  
0

WITH      10      SHARED DISPOSITIVE POWER  
40,844,206

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
40,844,206

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)  
4.8%

14      TYPE OF REPORTING PERSON  
PN

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**SCHEDULE 13D**

CUSIP No. 293792-10-7

NAME OF REPORTING PERSON

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

Enterprise Products Holdings LLC (formerly named 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

**8**

SHARES BENEFICIALLY OWNED BY 20,881

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

WITH      **10**      SHARED DISPOSITIVE POWER  
20,881

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
20,881

**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)  
Less than 1%

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



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**SCHEDULE 13D**

CUSIP No. 293792-10-7

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

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Texas

**7** SOLE VOTING POWER

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER  
7,011,196

EACH REPORTING PERSON	<b>9</b>	SOLE DISPOSITIVE POWER  0
WITH	<b>10</b>	SHARED DISPOSITIVE POWER  7,011,196

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,011,196

**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)

Less than 1%

**14** TYPE OF REPORTING PERSON

OO limited liability company

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**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. 15 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 on September 15, 2003, Amendment No. 2 thereto, filed on December 19, 2003, Amendment No. 3 thereto, filed on June 2, 2004, Amendment No. 4 thereto, filed on 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, Amendment No. 12 thereto filed on May 19, 2010, Amendment No. 13 thereto, filed on September 15, 2010 and Amendment No. 14 thereto filed on December 2, 2010 (the Original Schedule 13D ) and (ii) Amendment No. 4 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 on May 19, 2010, Amendment No. 2 thereto, filed on September 15, 2010 and Amendment No. 3 thereto, filed on December 2, 2010 (the Duncan Trustee Schedule 13D ).

**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 (predecessor-by-merger to Duncan Family Interests, Inc.) (DFIDG );
- (vi) DFI Delaware Holdings L.P. (predecessor-by-merger to Duncan Family Interests, Inc.), 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 );

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- (x) EPCO Investments, LLC, a Delaware limited liability company (EPCO Investments );
- (xi) Enterprise Products Company (formerly EPCO, Inc.), a Texas corporation (EPCO );
- (xii) Dan Duncan LLC, a Texas limited liability company (DD LLC );
- (xiii) DFI Holdings, LLC, a Delaware limited liability company (DFI Holdings );
- (xiv) DFI GP Holdings, L.P., a Delaware limited partnership (DFI GP Holdings );
- (xv) Enterprise Products Holdings LLC (formerly named EPE Holdings, LLC), a Delaware limited liability company (EPE GP );
- (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 Investments, EPCO, DD LLC, DFI Holdings, DFI GP Holdings, and EPE GP, 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, a Director of EPCO and a Director of EPE GP (the sole general partner of the Issuer). 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. 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 Chairman and a Director of EPE GP. 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.

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Mr. Bachmann is currently Chief Executive Officer, President and a Director of EPCO, and Executive Vice President, Secretary and a Manager of DD LLC. Mr. Bachmann is also 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 Duncan Energy Partners L.P., a publicly traded Delaware limited partnership, and its general partner. 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 Investments is a wholly owned subsidiary of EPCO. EPCO Investments has no independent operations and its principal function is to hold equity securities in the Issuer. EPCO Investments' 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 the Issuer and DFI GP Holdings. DFI's principal business and office address is 103 Foulk Road, Suite 200, Wilmington, Delaware 19803.

Prior to the DFI Mergers (as defined in Item 4 below), DFIDG was a wholly owned subsidiary of DFI and owned a 0.1% general partner interest in DFIDH. On December 31, 2010, DFIDG merged with and into DFI and ceased to exist.

Prior to the DFI Mergers, DFIDH was an indirect, wholly owned subsidiary of DFI. On December 31, 2010, DFIDH merged with and into DFI and ceased to exist.

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. 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) DFI Holdings, and (iii) 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 is the former general partner of Enterprise GP Holdings L.P., a Delaware limited partnership, and, effective November 22, 2010, holds a non-economic general partner interest in the Issuer. EPE GP has no independent operations, and its principal function is to directly and indirectly hold general partner interests in the Issuer. EPE GP's principal business address and principal 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

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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 and the managers and executive officers of DD LLC, DD Securities and EPCO Investments (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:

In connection with the Trust Transactions (as defined in Item 4 below), all of which were effective as of December 31, 2010, 8,741,517 Common Units previously owned by the 1998 Trust (as defined in Item 4 below), and 6,500,000 Common Units previously owned by the 2000 Trust (as defined in Item 4 below), totaling 15,241,517 Common Units, were ultimately transferred to EPCO Investments. The description of the Trust Transactions set forth in Item 4 below is hereby incorporated by reference in its entirety into this Item 3.

In connection with the DFI Mergers, the 136,772,874 Common Units previously owned directly by DFIDH and beneficially by DFIDG became directly owned by DFI, successor-by-merger to each of DFIDH and DFIDG, by operation of law.

**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:

In connection with the series of private transactions described below among the Duncan Family 1998 Trust (the 1998 Trust ), the Duncan Family 2000 Trust (the 2000 Trust ) and EPCO, all of which were effective as of December 31, 2010, 8,741,517 Common Units previously owned by the 1998 Trust, and 6,500,000 Common Units previously owned by the 2000 Trust, totaling 15,241,517 Common Units, were ultimately transferred to EPCO Investments (as more fully described below, such transactions being referred to herein as the Trust Transactions ).

On December 31, 2010, EPCO transferred its grantor interests in each of the 1998 Trust and the 2000 Trust to EPCO Investments as a capital contribution. Immediately thereafter, (a) 1,635,358 Common Units were transferred from the 1998 Trust to EPCO and (b) 3,052,472 Common Units were transferred from the 2000 Trust to EPCO (the Common Units described in clauses (a) and (b) above being hereinafter referred to as the Debt Repayment Units ), as repayment in full of certain loans outstanding in favor of EPCO in the respective amounts of \$68,047,210.52 (in the case of the 1998 Trust) and \$127,013,341.84 (in the case of the 2000 Trust). Immediately after the transfer of the Debt Repayment Units in satisfaction of the outstanding loans, (i) EPCO contributed the Debt Repayment Units to EPCO Investments as a capital contribution, (ii) the beneficiaries of the 1998 Trust and the 2000 Trust (who are also shareholders of EPCO) contributed their beneficiary interests in each of the 1998 Trust and the 2000 Trust to EPCO as a capital contribution, (iii) EPCO contributed such beneficiary interests to EPCO Investments as a capital contribution, and (iv) the 1998 Trust and the 2000 Trust were terminated, thereby leaving EPCO Investments as the direct owner of the remaining 7,106,159 and 3,447,528 Common Units previously held by the 1998 Trust and the 2000 Trust, respectively.

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Prior to the Trust Transactions, the Common Units held by each of the 1998 Trust and the 2000 Trust were beneficially owned by the Estate. As a result of the Trust Transactions, the Common Units beneficially owned by the Estate and the Executors collectively, and the voting and dispositive power related to those Common Units, decreased by 15,241,517 Common Units, or 1.8%. Likewise, the Common Units beneficially owned by EPCO, and the voting and dispositive power related to those Common Units, increased by 15,241,517 Common Units, or 1.8%.

Following the Trust Transactions, EPCO Investments acquired direct ownership of, and shared voting and dispositive power over, its 15,241,517 Common Units.

Effective December 31, 2010, each of DFIDG and DFIDH merged with and into DFI (the DFI Mergers), pursuant to that certain Agreement and Plan of Merger dated December 31, 2010, by and among DFI, as Parent, and DFI Delaware Management, LLC, a Delaware limited liability company and wholly owned subsidiary of DFI, DFI Delaware Limited, LLC, a Delaware limited liability company, wholly owned subsidiary of DFI and sole limited partner of DFIDH, DFIDG, a wholly owned subsidiary of DFI and the sole general partner of DFIDH, and DFIDH, as Subsidiaries. As a result of the DFI Mergers, the 136,772,874 Common Units previously owned directly by DFIDH and beneficially by DFIDG became directly owned by DFI by operation of law and each of DFIDH and DFIDG ceased to exist. The beneficial ownership and shared voting and dispositive power of DFI did not change.

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 338,282,913 Units (including 4,520,431 Class B Units), representing approximately 39.9% 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 338,282,913 Units (including 4,520,431 Class B Units) consisting of (i) the 40,865,087 Units beneficially owned by DD LLC, by virtue of her status as one of the DD LLC Trustees, (ii) the 285,934,345 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) 112,500 Common Units owned directly by Alkek and Williams, Ltd., an affiliate of Ms. Williams and (vi) the 9,620,981 Common Units beneficially owned by the Estate, by virtue of her status as one of the independent co-executors of the Estate. 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 40,865,087 Units beneficially owned by DD LLC, representing approximately 4.8% 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 40,844,206 Common Units. DD LLC also owns our general partner, which owns directly 20,881 Units. Except as set forth in the DD LLC Trust Agreement, voting with respect to 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 the 285,934,345 Units beneficially owned by EPCO (including 4,520,431 Class B Units), representing approximately 33.7% of the outstanding Units. The Units beneficially owned by EPCO include: (i) 523,306 Common Units owned directly by EPCO; (ii) 262,430,341 Units (including 4,520,431 Class B Units) owned directly by DFI; (iii) 15,241,517 Common Units owned directly by EPCO Investments, LLC; and (iv) 7,739,181 Common Units owned directly by EPCO Holdings. Each of EPCO Holdings and EPCO Investments is a wholly owned subsidiary of EPCO. DFI is a wholly





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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 9,620,981 Common Units beneficially owned by the Estate, representing approximately 1.1% 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 2,609,785 Common Units owned directly by the Estate and (ii) shared voting and dispositive power over the 7,011,196 Common Units owned directly by DD Securities.

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

DFI holds directly 257,909,910 Common Units and 4,520,431 Class B Units. As set forth herein, DFI (a wholly owned subsidiary of EPCO Holdings) has shared voting and dispositive power over the 257,909,910 Common Units and 4,520,431 Class B Units held directly by it.

EPCO Holdings holds directly 7,739,181 Common Units. EPCO Holdings also has an indirect beneficial ownership interest in the 262,430,341 Units (including 4,520,431 Class B Units) directly 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 7,739,181 Common Units owned directly by it and the 262,430,341 Common Units directly 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 270,169,522 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 270,169,522 Units (including 4,520,431 Class B Units) beneficially owned by EPCO Holdings (a wholly owned subsidiary of EPCO/Fantome).

EPCO Investments holds 15,241,517 Common Units directly. As set forth herein, EPCO Investments (a wholly owned subsidiary of EPCO) has shared voting and dispositive power over the 15,241,517 Common Units owned directly by it.

As set forth herein, EPCO directly owns 523,306 Units and has shared voting and dispositive power over the 270,169,522 Units (including 4,520,431 Class B Units) beneficially owned by EPCO/Fantome (a wholly owned subsidiary of EPCO) and the 15,241,517 Common Units owned directly by EPCO Investments (a wholly owned subsidiary of EPCO).

DFI GP Holdings holds directly 40,844,206 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 Holdings and DFI GP Holdings have shared voting and dispositive power over the 40,844,206 Common Units held by DFI GP Holdings.

EPE GP holds directly 20,881 Common Units. DD LLC controls EPE GP. 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 and EPE GP have shared voting and dispositive power over and are the beneficial owners of the 20,881 Common Units held by EPE GP.

DD Securities holds directly 7,011,196 Common Units. As set forth herein, DD Securities, the Estate and Ms. Williams have shared voting and dispositive power over the 7,011,196 Common Units held by DD Securities.

The aforementioned ownership amounts of Common Units (including Class B Units) by the Reporting Persons are as of December 31, 2010, our most recent practicable date for this filing on Schedule 13D. The percentage ownership amounts are based on the 843,674,707 Common Units and 4,520,431 Class B units outstanding as of December 1, 2010 based on information provided by the Issuer.

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(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, is incorporated by reference into this Item 6.

**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 Sixth Amended and Restated Agreement of Limited Partnership of Enterprise Products Partners L.P., dated effective as of November 22, 2010 (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed by Enterprise on November 23, 2010).
- 99.2 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).
- 99.3 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)
- 99.4 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)
- 99.5 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).
- 99.6 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

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- 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).
- 99.7 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).
- 99.8 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).
- 99.9 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).
- 99.10 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).
- 99.11 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).
- 99.12 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).
- 99.13 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).

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- 99.14 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).
- 99.15 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).
- 99.16 Distribution Waiver Agreement, dated as of November 22, 2010, by and among Enterprise Products Partners L.P., EPCO Holdings, Inc. and the EPD Unitholder named therein (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Enterprise on November 22, 2010).
- 99.17 Joint Filing Agreement among the Reporting Persons dated January 18, 2011.

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**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: January 18, 2011

RANDA DUNCAN WILLIAMS

By: (1)

Dated: January 18, 2011

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: January 18, 2011

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

ENTERPRISE PRODUCTS HOLDINGS LLC

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;

Enterprise Products Partners LP Schedule 13D Signature Page

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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 and Secretary of Dan Duncan LLC.

Dated: January 18, 2011

DUNCAN FAMILY INTERESTS, INC.

By: /s/ Darryl E. Smith

Treasurer

Dated: January 18, 2011

EPCO HOLDINGS, INC

EPCO/FANTOME, LLC

EPCO INVESTMENTS, LLC

DD SECURITIES LLC

By: /s/ W. Randall Fowler

President and Chief Executive Officer of EPCO  
Holdings, Inc., EPCO/Fantome, LLC and  
EPCO Investments, LLC  
Executive Vice President, Chief Financial Officer  
and  
Treasurer of DD Securities LLC

Enterprise Products Partners LP Schedule 13D Signature Page

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**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 Enterprise Products Holdings LLC
Richard H. Bachmann	Chief Executive Officer, President, and Director  Executive Vice President, Secretary and Director of EPCO Holdings, Inc., Director of Enterprise Products Holdings LLC; Executive Vice President, 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; Chairman of Enterprise Products Holdings LLC
Michael A. Creel	Vice Chairman and Director  Executive Vice President, Chief Financial Officer, and Director of EPCO Holdings, Inc.; President, Chief Executive Officer and Director of Enterprise Products Holdings LLC
W. Randall Fowler	Vice Chairman, 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 Holdings LLC

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<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., and Executive Vice President of Enterprise Products Holdings LLC
Patricia A. Totten	Vice President, General Counsel and Secretary Appendix A - 2

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**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 Enterprise Products Holdings LLC
Richard H. Bachmann	Executive Vice President, Secretary and Director  Chief Executive Officer, President, and Director of EPCO, Executive Vice President, Secretary, and Director of EPCO Holdings; Director of Enterprise Products Holdings LLC, Executive Vice President, Secretary, and Manager of Dan Duncan LLC and DD Securities LLC
Michael A. Creel	Executive Vice President, Chief Financial Officer, and Director  Vice Chairman and Director of EPCO, Executive Vice President, Chief Financial Officer, and Director of EPCO Holdings, Director, President and CEO of Enterprise Products Holdings LLC
W. Randall Fowler	President, Chief Executive Officer, and Director  Vice Chairman, 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 Holdings LLC

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**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  Director of Enterprise Products Holdings LLC; Chairman and Director of EPCO
Richard H. Bachmann	Executive Vice President, Secretary and Director  Director of Enterprise Products Holdings LLC; Chief Executive Officer, President, and Director of EPCO; Executive Vice President, Secretary and Manager of Dan Duncan LLC and DD Securities LLC
Michael A. Creel	Executive Vice President, Chief Financial Officer, and Director  Vice Chairman and Director of EPCO; President, Chief Executive Officer and Director of Enterprise Products Holdings 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 Holdings LLC; Vice Chairman, Chief Financial Officer and Director of EPCO
William Ordemann	Executive Vice President and Chief Operating Officer  Executive Vice President of Enterprise Products Holdings LLC; Executive Vice President and Chief Operating Officer of EPCO

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**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  Director Passive Investment 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

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**INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS  
OF  
ENTERPRISE PRODUCTS HOLDINGS LLC**

Directors and Officers of Enterprise Products 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
Ralph S. Cunningham	Chairman  Executive Vice President and Manager of DD LLC; Executive Vice President and Manager of DD Securities LLC; Vice Chairman and Director of EPCO
Michael A. Creel	Director, President and Chief Executive Officer  Executive Vice President, Chief Financial Officer, and Director of EPCO Holdings; Director and Vice Chairman of EPCO
Richard H. Bachmann	Director  Executive Vice President, Secretary and Manager of Dan Duncan LLC and DD Securities LLC; Director and Executive Vice President, and Secretary of EPCO Holdings, Inc.; President, Chief Executive Officer, and Director of EPCO
W. Randall Fowler	Executive Vice President and Chief Financial Officer  Executive Vice President, Chief Financial Officer, Treasurer and Manager of Dan Duncan LLC and DD Securities LLC; Vice Chairman, Chief Financial Officer and Director of EPCO, President, Chief Executive Officer and Director of EPCO Holdings, Inc.
Thurman Andress	Director
Charles E. McMahan	Director

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<b>Name</b>	<b>Position with EPE GP; Other Present Principal Occupation</b>
Edwin E. Smith	Director
Charles M. Rampacek	Director
Rex C. Ross	Director
A. James Teague	Director, Executive Vice President and Chief Operating Officer
William Ordemann	Executive Vice President Executive Vice President of DEP Holdings, LLC; Executive Vice President and Chief Operating Officer of EPCO Holdings, Inc., and EPCO

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**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, Secretary and Manager  Executive Vice President, Secretary and Director of EPCO Holdings; Director of Enterprise Products Holdings LLC; Executive Vice President, Secretary and Manager of DD Securities LLC; President, Chief Executive Officer, and Director of EPCO
Ralph S. Cunningham	Executive Vice President and Manager  Executive Vice President and Manager of DD Securities LLC; Chairman of Enterprise Products 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 Holdings LLC; Vice Chairman, Chief Financial Officer and Director of EPCO; President, Chief Executive Officer and Director of EPCO Holdings

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**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, Secretary and Manager  Executive Vice President, Secretary and Director of EPCO Holdings; Director of Enterprise Products Holdings LLC; Executive Vice President, Secretary and Manager of Dan Duncan LLC; President, Chief Executive Officer, and Director of EPCO
Ralph S. Cunningham	Executive Vice President and Manager  Executive Vice President and Manager of Dan Duncan LLC; President and Chairman of Enterprise Products 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 of Enterprise Products Holdings LLC; Vice Chairman, Chief Financial Officer and Director of EPCO and President, Chief Executive Officer and Director of EPCO Holdings

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**INFORMATION CONCERNING THE MANAGERS AND EXECUTIVE OFFICERS  
OF  
EPCO INVESTMENTS, LLC**

Managers and Executive Officers of EPCO Investments, LLC ( EPCO Investments ). Set forth below is the name, current business address, citizenship, position with EPCO Investments and the present principal occupation or employment of each manager and executive officer of EPCO Investments. 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 Investments; Other Present Principal Occupation</b>
Richard H. Bachmann	Executive Vice President, Secretary and Manager  Executive Vice President, Secretary and Director of EPCO Holdings; Director of Enterprise Products Holdings LLC; Executive Vice President, Secretary and Manager of Dan Duncan LLC; President, Chief Executive Officer, and Director of EPCO
Ralph S. Cunningham	Executive Vice President and Manager  Executive Vice President and Manager of Dan Duncan LLC; President and Chairman of Enterprise Products 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 of Enterprise Products Holdings LLC; Vice Chairman, Chief Financial Officer and Director of EPCO and President, Chief Executive Officer and Director of EPCO Holdings

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**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.

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