

GULFTERRA MANAGEMENT, L.L.C.
1001 Louisiana Street
Houston, Texas 77002

GulfTerra Energy Partners, L.P.
4 Greenway Plaza
Houston, Texas 77046

February 19, 2004

Via EDGAR

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549
Attn: Michael Pressman

Re: Withdrawal of El Paso Energy Management, L.L.C.
and El Paso Energy Partners, L.P. Joint
Registration Statement on Forms S-1 and S-3
(Registration No. 333-97963)

Dear Mr. Pressman:

GulfTerra Management, L.L.C. ("Management"), a Delaware limited liability company, was formerly known as El Paso Energy Management, L.L.C. GulfTerra Energy Partners, L.P., a Delaware limited partnership ("GTM") was formerly known as El Paso Energy Partners, L.P. Management and GTM refer to the Joint Registration Statements on Forms S-1 and S-3 (Registration No. 333-97963) (the "Registration Statement") filed by El Paso Energy Management, L.L.C. and El Paso Energy Partners, L.P. on August 12, 2002. No securities have been offered or sold under the Registration Statement. Management and GTM obtained the funding contemplated by the Registration Statement by alternative means. In addition, Management and GTM have decided that the transactions contemplated by the Registration Statement are no longer feasible due to current market conditions.

As a result, the undersigned hereby respectfully request that the Registration Statement be withdrawn in accordance with Rules 477(a) and (c) under the Securities Act of 1933, as amended.

Very truly yours,

GULFTERRA MANAGEMENT, L.L.C.

By: /s/ David L. Siddall

Name: David L. Siddall
Title: Vice President, Associate
General Counsel and
Corporate Secretary

GULFTERRA ENERGY PARTNERS, L.P.

By: /s/ David L. Siddall

Name: David L. Siddall
Title: Vice President, Associate
General Counsel and
Corporate Secretary