FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington,	D.C. 20549

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Common Units Representing Limited Partnership Interests Common Units R						or S	Sectio	n 30(h)) of the	Investme	ent Co	ompany Act	of 1940						
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City		•	*	,			` ' '						X		w)	below			
2. Transaction (Month/Day/Year) Proceeding Limited Partnership Interests Common Units Representing Limited	,					4. If	Ame	ndmen	t, Date o	of Origin	al File	ed (Month/Da	ay/Year)		Line)	Forr Forr	n filed by One n filed by Mor	e Reporting Per	son
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						Code	v	(A)	(D)		able		Title	or Num of	ber				

(Last)	(First)	(Middle)	
1100 LOUISIAI	NA STREET; SUI	TE 1000	
,			
(Street)			
HOUSTON	TX	77002	
,			
(City)	(State)	(Zip)	

(Last)	(First)	(Middle)
2707 NORTH LOC	OP WEST	
(Street)	TV	77000
HOUSTON	TX	77008
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person*	
DUNCAN FAN	MILY INTERES	<u>ΓS, INC.</u>
(Last)	(First)	(Middle)
103 FOULK ROA		(Middle)
	D, 5011L 200	
(Street)		
WILMINGTON	DE	19803
(City)	(State)	(Zip)
		(Δ.Ρ)
1. Name and Address of		I I C
DFI DELAWA	RE GENERAL,	<u>LLC</u>
(Last)	(First)	(Middle)
103 FOULK ROA	D, SUITE 200	
-		
(Street)		
WILMINGTON	DE	19803
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person*	
	RE HOLDINGS	<u>L.P.</u>
(Last)	(First)	(Middle)
103 FOULK ROA	D, SUITE 200	
(Ctra-at)		
(Street) WILMINGTON	DE	19803
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Explanation of Responses:

- $1.\ These\ Common\ Units\ are\ owned\ by\ DFI\ Delaware\ Holdings\ L.P.\ ("DFIDH"),\ an\ indirect,\ wholly-owned\ subsidiary\ of\ EPCO,\ Inc.\ ("EPCO").\ Dan\ L.\ Duncan\ owns\ 50.427\%\ of\ the\ voting\ stock\ of\ EPCO.$
- 2. DFIDH is an indirect, wholly-owned subsidiary of Duncan Family Interests, Inc. ("DFI"), which is an indirect, wholly-owned subsidiary of EPCO. The general partner of DFIDH, DFI Delaware General, LLC, and the sole limited partner of DFIDH, DFI Delaware Limited, LLC, are both wholly-owned subsidiaries of DFI.
- 3. EPCO is the grantor of the Duncan Family 1998 Trust (the "1998 Trust"); and EPCO is the grantor of the Duncan Family 2000 Trust (the "2000 Trust"). These trusts were established to acquire and hold Common Units of the issuer.
- Common Units of the issuer.

 4. These Common Units are owned by Enterprise GP Holdings L.P. ("EGPH"), an 81.49% limited partnership interest in which is owned by DFI and a 4.27% limited partnership interest in which is owned by Dan Duncan LLC ("Duncan LLC"). The 0.01% general partner of EGPH is EPE Holdings, LLC, a wholly-owned subisidary of Duncan LLC. Dan L. Duncan is the sole member of Duncan LLC.
- 5. These Common Units are owned by EPCO. Dan L. Duncan owns 50.427% of the voting stock of EPCO.
- 6. These Common Units are directly owned by Duncan LLC.
- 7. The powers of attorney under which this form was signed are on file with the Commission

Remarks:

William L. Soula, Attorney-in-Fact on behalf of Dan L.

Duncan, Duncan Family
Interests, Inc., DFI Delaware
General, LLC, and DFI
Delaware Holdings L.P. and
Assistant Secretary of EPCO,
Inc.

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.