

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(a)
(AMENDMENT NO. 8)

GULFTERRA ENERGY PARTNERS, L.P.
(Name of Issuer)

COMMON UNITS
(Title of Class of Securities)

28368B
(CUSIP Number)

ROBERT G. PHILLIPS
CHIEF EXECUTIVE OFFICER
4 GREENWAY PLAZA
HOUSTON, TEXAS 77046
(832) 676-6152
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

SEPTEMBER 30, 2004
(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) OR 13d-1(g), check the following box [].

(Continued on the following pages)

(Page 1 of 8 Pages)

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

El Paso Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	0
NUMBERS OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-----	-----	-----
	8	SHARED VOTING POWER	0
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Common Units

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

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

0%

14 TYPE OF REPORTING PERSON

HC, CO

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

DeepTech International Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER 0

NUMBERS OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER 0

9 SOLE DISPOSITIVE POWER 0

10 SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Common Units

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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

0%

14 TYPE OF REPORTING PERSON

HC, CO

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

El Paso Energy Partners Company, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	0
NUMBERS OF SHARES	8	SHARED VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Common Units

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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

0%

14 TYPE OF REPORTING PERSON

HC, 00

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sabine River Investors I, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	0
NUMBERS OF SHARES	8	SHARED VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	0

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0%

14 TYPE OF REPORTING PERSON

HC, 00

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

El Paso Tennessee Pipeline Co.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	0
NUMBERS OF SHARES	8	SHARED VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	0

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0 Common Units

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

0%

14 TYPE OF REPORTING PERSON

HC, CO

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

El Paso Field Services Holding Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER 0

NUMBERS OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER 0

9 SOLE DISPOSITIVE POWER 0

10 SHARED DISPOSITIVE POWER 0

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0 Common Units

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

0%

14 TYPE OF REPORTING PERSON

CO

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sabine River Investors II, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER 0

NUMBERS OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER 0

9 SOLE DISPOSITIVE POWER 0

10 SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Common Units

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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

0%

14 TYPE OF REPORTING PERSON

HC, 00

ITEM 1. SECURITY AND ISSUER.

This Amendment No. 8 (this "Amendment") amends our statement on Schedule 13D filed on June 11, 1999 (as amended prior to this Amendment, the "Schedule 13D") relating to ownership of common units representing limited partner interests in GulfTerra Energy Partners, L.P., a Delaware limited partnership (the "Issuer"). This Amendment is being filed in connection with the sale and exchange of Issuer common units made in connection with the closing of the merger between the Issuer and Enterprise Products Partners L.P., a Delaware limited partnership ("Enterprise") pursuant to the terms and conditions of the (x) Merger Agreement dated as of December 15, 2003, as amended by Amendment No. 1 thereto dated as of August 31, 2004, among the Issuer, GulfTerra Energy Company, L.L.C., a Delaware limited liability company, Enterprise, Enterprise Products GP, LLC, a Delaware limited liability company ("Enterprise GP"), and Enterprise Products Management LLC and (y) Parent Company Agreement dated as of December 15, 2003, as amended by Amendment No. 1 thereto dated as of April 19, 2004, among Enterprise, Enterprise GP, Enterprise Products GTM, LLC, a Delaware limited liability company, Sabine River Investors I, a Delaware limited liability company ("Sabine I"), Sabine River Investors II, a Delaware limited liability company ("Sabine II"), El Paso EPN Investments, L.L.C., a Delaware limited liability company ("El Paso EPN"), El Paso Corporation, a Delaware corporation ("El Paso"), and GulfTerra GP Holding Company, a Delaware corporation. This merger and the related sale and exchange of Issuer common units are discussed in more detail in Enterprise's Current Report on Form 8-K dated September 30, 2004. This Amendment is being filed to reflect the change in the beneficial ownership of those entities listed in this Amendment as a result of that sale and exchange. On September 30, 2004, the Issuer's principal executive offices are located at 4 Greenway Plaza, Houston, Texas 77046.

ITEM 2. IDENTITY AND BACKGROUND.

This Amendment is being filed by El Paso, DeepTech International Inc., El Paso Energy Partners Company, L.L.C., El Paso Tennessee Pipeline Co., El Paso Field Services Holding Company, Sabine I and Sabine II, each being referred to herein as a "Reporting Person."

Sabine I is wholly owned by El Paso Energy Partners Company, L.L.C. Sabine I's only material assets were the common units it owns. Sabine I's principal business is to serve as the holder of some of the Issuer's common units.

Sabine II is wholly owned by EPFS Holding. Sabine II's only material assets were the common units it owns. Sabine II's principal business is to serve as the holder of some of the Issuer's common units.

El Paso Energy Partners Company, L.L.C., a Delaware limited liability company ("EPEPC"), is wholly owned by DeepTech International Inc. EPEPC's principal business is to serve as the holding company of Sabine I.

DeepTech International Inc., a Delaware corporation ("DeepTech"), is wholly owned by El Paso Corporation. DeepTech International Inc.'s principal business is to serve as the holding company of EPEPC.

El Paso Field Services Holding Company, a Delaware corporation ("EPFS Holding"), is wholly owned by El Paso Tennessee Pipeline. EPFS Holding's principal business is to own, operate, acquire and construct natural gas gathering, processing and other related facilities.

El Paso Tennessee Pipeline Co., a Delaware corporation ("El Paso Tennessee"), is wholly owned by El Paso Corporation. El Paso Tennessee's principal business is to serve as the holding company of EPFS Holding.

El Paso is a global energy company with operations that range from energy production and extraction to power generation.

The principal business and office address of each of the Reporting Persons is 1001 Louisiana Street, Houston, Texas 77002.

Attached as Exhibit 2 hereto and incorporated herein by reference is a list of all directors and executive officers of each Reporting Person. Each director and executive officer of each Reporting Person is a citizen of the United States.

(d), (e) During the last five years, no Reporting Person nor, to the best of their knowledge, any entity or person with respect to whom information is provided in response to this Item has, during the last five years, been (i) convicted in a criminal proceeding (excluding traffic violations and 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 law.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Not applicable for this Amendment.

(b) Not applicable.

(c) Not applicable.

(d) Not applicable.

(e) Each Reporting Person ceased to be the beneficial owner of more than five (5) percent of the Issuer common units on September 30, 2004.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

On September 30, 2004, the Issuer and Enterprise completed the merger of the Issuer into a wholly-owned subsidiary of Enterprise (the "Merger"). In connection with the Merger, Enterprise paid \$500,000,000 to El Paso in exchange for all of the outstanding Issuer Series C Units and 2,876,620 Issuer Common Units. Immediately prior to the closing of the Merger, Sabine I transferred 2,876,620 Issuer Common Units to Enterprise for \$104,118,829 and El Paso EPN transferred 10,937,500 Issuer Series C Units for \$395,881,171. Immediately following these transactions, Sabine I and Sabine II owned 7,433,425 Issuer common units, which were converted into 13,454,499 Enterprise common units at the closing of the Merger. For a description of the Merger, please see the Issuer's Current Reports on Form 8-K filed on December 15, 2003, April 19, 2004 and September 7, 2004 and Enterprise's Current Report on Form 8-K filed on September 30, 2004.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- Exhibit 1: Joint Filing Agreement among El Paso, DeepTech, EPEPC, El Paso Tennessee, EPFS Holding, Sabine I and Sabine II (filed as Exhibit 1 to the Schedule 13D/A of GulfTerra Energy Partners, L.P. filed January 15, 2004).
- Exhibit 2: List of all directors and executive officers of each of El Paso, DeepTech, EPEPC, El Paso Tennessee, EPFS Holding, Sabine I and Sabine II.
- Exhibit 3: Parent Company Agreement dated as of December 15, 2003 as amended by Amendment No. 1 thereto dated as of April 19, 2004 by and among Enterprise, Enterprise GP, Enterprise Products GTM, LLC, El Paso, Sabine I, Sabine II, El Paso EPN and GulfTerra GP Holding Company (filed as Exhibit 2.2 to El Paso's Current Report on Form 8-K dated December 15, 2003).
- Exhibit 4: Amendment No. 1 thereto dated as of April 19, 2004 by and among Enterprise, Enterprise GP, Enterprise Products GTM, LLC, El Paso, Sabine I, Sabine II, El Paso EPN and GulfTerra GP Holding Company (filed as Exhibit 2.1 to El Paso's Current Report on Form 8-K dated April 21, 2004).

SIGNATURE

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

Dated: October 13, 2004 El Paso Energy Partners Company, L.L.C.
By: /s/ David L. Siddall

Name: David L. Siddall
Title: Vice President

Dated: October 13, 2004 DeepTech International Inc.
By: /s/ David L. Siddall

Name: David L. Siddall
Title: Vice President

Dated: October 13, 2004 El Paso Corporation
By: /s/ David L. Siddall

Name: David L. Siddall
Title: Vice President

Dated: October 13, 2004 El Paso Field Services Holding Company
By: /s/ David L. Siddall

Name: David L. Siddall
Title: Vice President

Dated: October 13, 2004 El Paso Tennessee Pipeline Co.
By: /s/ David L. Siddall

Name: David L. Siddall
Title: Vice President

Dated: October 13, 2004

Sabine River Investors I, L.L.C.

By: /s/ David L. Siddall

Name: David L. Siddall
Title: Vice President

Dated: October 13, 2004

Sabine River Investors II, L.L.C.

By: /s/ David L. Siddall

Name: David L. Siddall
Title: Vice President

INDEX TO EXHIBITS

EXHIBIT NUMBER - - - - -	DESCRIPTION -----
1.	Joint Filing Agreement among El Paso Corporation, DeepTech, EPEPC, El Paso Tennessee, EPFS Holding, Sabine I and Sabine II (filed as Exhibit 1 to the Schedule 13D/A of GulfTerra Energy Partners, L.P. filed January 15, 2004).
2.*	List of all directors and executive officers of each of El Paso Corporation, DeepTech, EPEPC, El Paso Tennessee, EPFS Holding, Sabine I and Sabine II.
3.	Parent Company Agreement dated as of December 15, 2003 as amended April 19, 2004, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Products GTM, LLC, El Paso Corporation, Sabine River Investors I, L.L.C., Sabine River Investors II, L.L.C., El Paso EPN Investments, L.L.C. and GulfTerra GP Holding Company (filed as Exhibit 2.1 to El Paso Corporation's Current Report on Form 8-K dated April 21, 2004).
4.	Amendment No. 1 thereto dated as of April 19, 2004 by and among Enterprise, Enterprise GP, Enterprise Products GTM, LLC, El Paso, Sabine I, Sabine II, El Paso EPN and GulfTerra GP Holding Company (filed as Exhibit 2.1 to El Paso's Current Report on Form 8-K dated April 21, 2004).

- - - - -
* Filed herewith.

DIRECTORS, MANAGERS, EXECUTIVE OFFICERS
OR CONTROLLING PERSONS

The name, business address, present principal occupation or employment and the name, principal business address of any corporation or other organization in which such employment is conducted, of each of the executive officers and directors of (i) El Paso Energy Partners Company, L.L.C., (ii) DeepTech International Inc., (iii) El Paso Field Services Holding Company, (iv) El Paso Tennessee Pipeline Co., (v) El Paso Corporation and (vi) Sabine River Investors II, L.L.C.

All information provided below for the directors and executive officers is as of October 1, 2004

(i) EL PASO ENERGY PARTNERS COMPANY, L.L.C.

NAME AND BUSINESS ADDRESS -----	CAPACITY IN WHICH SERVES -----	PRINCIPAL OCCUPATION -----	NAME, PRINCIPAL BUSINESS ADDRESS OF ORGANIZATION IN WHICH PRINCIPAL OCCUPATION IS CONDUCTED -----
Lisa A. Stewart 1001 Louisiana Street Houston, Texas 77002	President	President of El Paso Production Company	El Paso Production Company 1001 Louisiana Street Houston, Texas 77002
D. Mark Leland 1001 Louisiana Street Houston, Texas 77002	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer of El Paso Production Company	El Paso Production Company 1001 Louisiana Street Houston, Texas 77002
Gene T. Waguespack 1001 Louisiana Street Houston, Texas 77002	Senior Vice President, Treasurer and Controller	Senior Vice President, Treasurer and Controller of El Paso Production Company	El Paso Production Company 1001 Louisiana Street Houston, Texas 77002

(ii) DEEPTTECH INTERNATIONAL INC.

NAME AND BUSINESS ADDRESS -----	CAPACITY IN WHICH SERVES -----	PRINCIPAL OCCUPATION -----	NAME, PRINCIPAL BUSINESS ADDRESS OF ORGANIZATION IN WHICH PRINCIPAL OCCUPATION IS CONDUCTED -----
Lisa A. Stewart 1001 Louisiana Street Houston, Texas 77002	Director and President	President of El Paso Production Company	El Paso Production Company 1001 Louisiana Street Houston, Texas 77002
D. Mark Leland 1001 Louisiana Street Houston, Texas 77002	Director, Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer of El Paso Production Company	El Paso Production Company 1001 Louisiana Street Houston, Texas 77002
Gene T. Waguespack 1001 Louisiana Street Houston, Texas 77002	Senior Vice President Treasurer and Controller	Senior Vice President, Treasurer and Controller of El Paso Production Company	El Paso Production Company 1001 Louisiana Street Houston, Texas 77002

(iii) EL PASO FIELD SERVICES HOLDING COMPANY

NAME AND BUSINESS ADDRESS -----	CAPACITY IN WHICH SERVES -----	PRINCIPAL OCCUPATION -----	NAME, PRINCIPAL BUSINESS ADDRESS OF ORGANIZATION IN WHICH PRINCIPAL OCCUPATION IS CONDUCTED -----
Andrew T. Panaccione 103 Foulk Road, Suite 200 Wilmington, Delaware 19810	Director and President	Accountant	Equity Services Group, LLC 103 Foulk Road, Suite 200 Wilmington, Delaware 19810
Suzanne M. Hay 103 Foulk Road, Suite 200 Wilmington, Delaware 19810	Director, Vice President and Treasurer	Accountant	Equity Services Group, LLC 103 Foulk Road, Suite 200 Wilmington, Delaware 19810
Karen T. Severino 103 Foulk Road, Suite 200 Wilmington, Delaware 19810	Director, Vice President and Treasurer	Accountant	Equity Services Group, LLC 103 Foulk Road, Suite 200 Wilmington, Delaware 19810

(iv) EL PASO TENNESSEE PIPELINE CO.

NAME AND BUSINESS ADDRESS -----	CAPACITY IN WHICH SERVES -----	PRINCIPAL OCCUPATION -----	NAME, PRINCIPAL BUSINESS ADDRESS OF ORGANIZATION IN WHICH PRINCIPAL OCCUPATION IS CONDUCTED -----
Douglas L. Foshee 1001 Louisiana Street Houston, Texas 77002	Director, Chairman of the Board, President and Chief Executive Officer	President and Chief Executive Officer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
D. Dwight Scott 1001 Louisiana Street Houston, Texas 77002	Director, Executive Vice President and Chief Financial Officer	Executive Vice President Chief Financial Officer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
Jeffrey I. Beason 1001 Louisiana Street Houston, Texas 77002	Director, Senior Vice President and Controller	Senior Vice President and Controller of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
David L. Siddall 1001 Louisiana Street Houston, Texas 77002	Director, Vice President Associate General Counsel and Corporate Secretary	Vice President, Chief Governance Officer and Corporate Secretary of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
Robert W. Baker 1001 Louisiana Street Houston, Texas 77002	Director, Executive Vice President and General Counsel	Executive Vice President and General Counsel of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
Joe B. Wyatt Vanderbilt University 2525 West End Ave., Ste. 1430 Nashville, Tennessee 37203	Director	Chancellor Emeritus of Vanderbilt University	Vanderbilt University 2525 West End Ave., Ste. 1430 Nashville, Tennessee 37203

(v) EL PASO CORPORATION:

NAME AND BUSINESS ADDRESS -----	CAPACITY IN WHICH SERVES -----	PRINCIPAL OCCUPATION -----	NAME, PRINCIPAL BUSINESS ADDRESS OF ORGANIZATION IN WHICH PRINCIPAL OCCUPATION IS CONDUCTED -----
Ronald L. Kuehn, Jr. 1001 Louisiana Street Houston, Texas 77002	Chairman of the Board and Director	Chairman of the Board and Director of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
Douglas L. Foshee 1001 Louisiana Street Houston, Texas 77002	Director, President and Chief Executive Officer	President and Chief Executive Officer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
D. Dwight Scott 1001 Louisiana Street Houston, Texas 77002	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
Robert W. Baker 1001 Louisiana Street Houston, Texas 77002	Executive Vice President and General Counsel	Executive Vice President and General Counsel of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
John W. Somerhalder II 1001 Louisiana Street Houston, Texas 77002	Executive Vice President	Executive Vice President of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
Jeffrey I. Beason 1001 Louisiana Street Houston, Texas 77002	Senior Vice President and Controller	Senior Vice President and Controller of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
John M. Bissell 2345 Walker Ave., N.W. Grand Rapids, MI 49501	Director	Chairman of the Board of Bissell Inc.	Bissell Inc. 2345 Walker Ave., N.W. Grand Rapids, MI 49544
Juan Carlos Braniff Ruben Dario No. 17-502 Col. Polanco Mexico, D.F. 11560	Director	Business Consultant	Ruben Dario No. 17-502 Col. Polanco Mexico, D.F. 11560

James L. Dunlap
1659 North Boulevard
Houston, Texas 77006

Director

Business Consultant

1659 North Boulevard
Houston, Texas 77006

Robert W. Goldman
13 DuPont Circle
Sugar Land, TX 77479

Director

Business Consultant

13 DuPont Circle
Sugar Land, Texas 77479

J. Michael Talbert
Chairman of the Board
Transocean Inc.
4 Greenway Plaza
Houston, Texas 77046

Director

Chairman of
the Board,
Transocean Inc.

Transocean Inc.
4 Greenway Plaza
Houston, Texas 77046

NAME AND BUSINESS ADDRESS	CAPACITY IN WHICH SERVES	PRINCIPAL OCCUPATION	NAME, PRINCIPAL BUSINESS ADDRESS OF ORGANIZATION IN WHICH PRINCIPAL OCCUPATION IS CONDUCTED
John Whitmire Consol Energy, Inc. 1800 Washington Road Pittsburgh, PA 15241	Director	Chairman of the Board, CONSOL Energy, Inc.	CONSOL Energy, Inc. 1800 Washington Road Pittsburgh, PA 15241
Anthony W. Hall, Jr. 901 Bagby, 4th Floor Houston, Texas 77002	Director	Chief Administrative Officer, City of Houston	Attorney, City of Houston 901 Bagby, 4th Floor Houston, Texas 77002
J. Carleton MacNeil Jr 3421 Spanish Trail Building 227D Delray Beach, Florida 33483	Director	Financial Consultant	3421 Spanish Trail Building 227D Delray Beach, FL 33483
Malcolm Wallop Frontiers of Freedom Foundation 12011 Lee Jackson Memorial Hwy. Fairfax, VA 22033	Director	President, Frontiers of Freedom Foundation	Frontiers of Freedom Foundation 12011 Lee Jackson Memorial Hwy. Fairfax, VA 22033
Joe B. Wyatt Vanderbilt University 2525 West End Ave. Ste. 1430 Nashville, Tennessee 37203	Director	Chancellor Emeritus, Vanderbilt University	Vanderbilt University 2525 West End Ave. Ste. 1430 Nashville, TN 37203
Thomas R. Hix One Wexford Court Houston, Texas 77024	Director	Business Consultant	One Wexford Court Houston, Texas 77024
William H. Joyce Nalco Company 1601 W. Diehl Road Naperville, Illinois 60563	Director	Chairman and Chief Executive Officer of Nalco Company	Nalco Company 1601 W. Diehl Road Naperville, Illinois 60563

(vi) SABINE RIVER INVESTORS I, L.L.C.

NAME AND BUSINESS ADDRESS	CAPACITY IN WHICH SERVES	PRINCIPAL OCCUPATION	NAME, PRINCIPAL BUSINESS ADDRESS OF ORGANIZATION IN WHICH PRINCIPAL OCCUPATION IS CONDUCTED
Lisa A. Stewart 1001 Louisiana Street Houston, Texas 77002	President	President of El Paso Production Company	El Paso Production Company 1001 Louisiana Street Houston, Texas 77002
D. Mark Leland 1001 Louisiana Street Houston, Texas 77002	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer of El Paso Production Company	El Paso Production Company 1001 Louisiana Street Houston, Texas 77002
Gene T. Waguespack 1001 Louisiana Street Houston, Texas 77002	Senior Vice President, Treasurer and Controller	Senior Vice President, Treasurer and Controller of El Paso Production Company	El Paso Production Company 1001 Louisiana Street Houston, Texas 77002

(vi) SABINE RIVER INVESTORS II, L.L.C.

NAME AND BUSINESS ADDRESS	CAPACITY IN WHICH SERVES	PRINCIPAL OCCUPATION	NAME, PRINCIPAL BUSINESS ADDRESS OF ORGANIZATION IN WHICH PRINCIPAL OCCUPATION IS CONDUCTED
Lisa A. Stewart 1001 Louisiana Street Houston, Texas 77002	President	President of El Paso Production Company	El Paso Production Company 1001 Louisiana Street Houston, Texas 77002
D. Mark Leland 1001 Louisiana Street Houston, Texas 77002	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer of El Paso Production Company	El Paso Production Company 1001 Louisiana Street Houston, Texas 77002

Gene T. Waguespack
1001 Louisiana Street
Houston, Texas 77002

Senior Vice President
Treasurer and Controller

Senior Vice President,
Treasurer and Controller of
of El Paso Production Company

El Paso Production Company
1001 Louisiana Street
Houston, Texas 77002