

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CUNNINGHAM RALPH S</u>  (Last) (First) (Middle) 1100 LOUISIANA STREET SUITE 1000  (Street) HOUSTON TX 77002  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/01/2007	3. Issuer Name and Ticker or Trading Symbol <u>Enterprise GP Holdings L.P. [ EPE ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO	5. If Amendment, Date of Original Filed (Month/Day/Year) 08/08/2007  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Class B Limited Partnership Interest in EPE Unit II L.P.	(1)(2)	(2)	Units	0 <sup>(2)</sup>	0.00	D
Class B Limited Partnership Interest in EPE Unit III L.P.	(3)(4)	(4)	Units	0 <sup>(4)</sup>	0.00	D <sup>(5)</sup>

**Explanation of Responses:**

- The reporting person is an owner of a Class B limited partner interest in EPE Unit II, L.P. ("EPE Unit II"). EPE Unit II owns directly 40,725 Units of Enterprise GP Holdings L.P. ("EPE"). EPE Unit II is a Delaware limited partnership established for the benefit of certain EPCO, Inc. ("EPCO") employees who are its Class B limited partners. Duncan Family Interests, Inc. ("DFI") is the sole Class A limited partner and EPCO is the general partner of EPE Unit II. The reporting person acquired these Class B limited partner interests in EPE Unit II from a grant of such interests by EPCO, in its capacity as general partner of EPE Unit II.
- Unless extended, within 30 days of December 5, 2011 (or an earlier Vesting Date), EPE Unit II will be liquidated and will distribute to the Class B limited partners a total number of Units equal to: (1) (a) the aggregate fair market value (as defined) of the Units acquired by EPE Unit II (calculated as of the Vesting Date), minus (b) the sum of (i) the aggregate contributions of cash or cash equivalents made by the Class A limited partner plus (ii) any undistributed preferred return, divided by (2) the fair market value per Unit calculated as of the Vesting Date. The remaining Units will be distributed to DFI as the Class A limited partner. The Class B limited partner interest is subject to forfeiture.
- The reporting person is an owner of a Class B limited partner interest in EPE Unit III, L.P. ("EPE Unit III"). EPE Unit III owns directly 4,421,326 Units of Enterprise GP Holdings L.P. ("EPE"). EPE Unit III is a Delaware limited partnership established for the benefit of certain EPCO, Inc. ("EPCO") employees who are its Class B limited partners. Duncan Family Interests, Inc. ("DFI") is the sole Class A limited partner and EPCO is the general partner of EPE Unit III. The reporting person acquired these Class B limited partner interests in EPE Unit III from a grant of such interests by EPCO, in its capacity as general partner of EPE Unit III.
- Unless extended, within 30 days of May 7, 2012 (or an earlier Vesting Date), EPE Unit III will be liquidated and will distribute to the Class B limited partners a total number of Units equal to: (1) (a) the aggregate fair market value (as defined) of the Units acquired by EPE Unit III (calculated as of the Vesting Date), minus (b) the sum of (i) the aggregate contributions of cash or cash equivalents made by the Class A limited partner plus (ii) any undistributed preferred return, divided by (2) the fair market value per Unit calculated as of the Vesting Date. The remaining Units will be distributed to DFI as the Class A limited partner. The Class B limited partner interest is subject to forfeiture.
- The power of attorney under which this form was signed is attached.

**Remarks:**

/s/Wendi S. Bickett, Attorney-in-fact on behalf of Ralph S. Cunningham 08/10/2010

\*\* 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 5 (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.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THIS DOCUMENT: That Ralph S. Cunningham, has made, constituted, and appointed, and by this document does make, constitute, and appoint RICHARD H. BACHMANN, STEPHANIE C. HILDEBRANDT, CHRISTOPHER S. WADE, and WENDI S. BICKETT, of the County of Harris, State of Texas, whose signatures are:

/s/ Richard H. Bachmann

Richard H. Bachmann, Attorney-in-Fact

/s/ Stephanie C. Hildebrandt

Stephanie C. Hildebrandt, Attorney-in-Fact

/s/ Christopher S. Wade

Christopher S. Wade, Attorney-in-Fact

/s/ Wendi S. Bickett

Wendi S. Bickett, Attorney-in-Fact

or any of them, signing singly, its true and lawful attorney-in-fact, and in its name, place, and stead to:

1. Execute, deliver and file on behalf of the undersigned, in the undersigned's capacity as an officer of EPE Holdings, LLC, the sole general partner of Enterprise GP Holdings L.P., (the "Company") any U.S. Securities and Exchange Commission Form 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder with respect to holdings of or trading in securities issued by the Company;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form or any amendment thereto with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. Take any other action of any type whatsoever in connection with or in furtherance of the matters described in paragraphs 1 and 2 above which in the opinion of its attorney-in-fact may be of benefit to, and in the best interest of, or legally required by, the undersigned.

Giving and granting to each such attorney-in-fact full power and authority to do and perform every act necessary and proper to be done in the exercise of the foregoing powers as fully as it might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of August, 2009.

/s/ Ralph S. Cunningham

Ralph S. Cunningham