

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No.**)*

DUNCAN ENERGY PARTNERS L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

265026 10 4

(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)

September 7, 2011

(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:

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.

SCHEDULE 13D

CUSIP No.

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) <input type="radio"/> (b) <input type="radio"/>	
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) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	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	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

SCHEDULE 13D

CUSIP No.

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) <input type="radio"/> (b) <input type="radio"/>	
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) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	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	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

SCHEDULE 13D

CUSIP No. 265026 10 4

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) <input type="radio"/> (b) <input type="radio"/>	
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) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	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	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

SCHEDULE 13D

CUSIP No.

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) <input type="radio"/> (b) <input type="radio"/>	
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) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH ¹	7	SOLE VOTING POWER 0
	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	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON OO - estate	

¹ Numbers reported on this page exclude all Units and 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 Units and 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.

SCHEDULE 13D

CUSIP No.

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) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) PF, BK	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	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	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON OO - limited liability company	

SCHEDULE 13D

CUSIP No. 265026 10 4

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) <input type="radio"/> (b) <input type="radio"/>	
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) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	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	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON CO	

SCHEDULE 13D

CUSIP No. 265026 10 4

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) <input type="radio"/> (b) <input type="radio"/>	
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) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	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	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON OO - limited liability company	

SCHEDULE 13D

CUSIP No.

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) <input type="radio"/> (b) <input type="radio"/>	
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) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	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	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON CO	

SCHEDULE 13D

CUSIP No.

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) <input type="radio"/> (b) <input type="radio"/>	
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) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	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	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON OO - limited liability company	

SCHEDULE 13D

CUSIP No. 265026 10 4

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	Enterprise Products Holdings LLC (formerly named EPE Holdings, LLC) 13-4297068
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="radio"/> (b) <input type="radio"/>
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)	<input type="radio"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delawar
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	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
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	<input type="radio"/> N/A
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0%
14	TYPE OF REPORTING PERSON	OO - limited liability company

SCHEDULE 13D

CUSIP No. 265026 10 4

1		NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Enterprise Products Partners L.P. 76-0568219												
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input type="radio"/>												
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) <input type="radio"/>												
6		CITIZENSHIP OR PLACE OF ORGANIZATION Delaware												
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%; text-align: center; vertical-align: top;">7</td> <td style="width: 15%;"></td> <td style="width: 80%;"> SOLE VOTING POWER 0 </td> </tr> <tr> <td style="text-align: center; vertical-align: top;">8</td> <td></td> <td> SHARED VOTING POWER 0 </td> </tr> <tr> <td style="text-align: center; vertical-align: top;">9</td> <td></td> <td> SOLE DISPOSITIVE POWER 0 </td> </tr> <tr> <td style="text-align: center; vertical-align: top;">10</td> <td></td> <td> SHARED DISPOSITIVE POWER 0 </td> </tr> </table>	7		SOLE VOTING POWER 0	8		SHARED VOTING POWER 0	9		SOLE DISPOSITIVE POWER 0	10		SHARED DISPOSITIVE POWER 0
7		SOLE VOTING POWER 0												
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												
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A												
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%												
14		TYPE OF REPORTING PERSON PN												

SCHEDULE 13D

CUSIP No. 265026 10 4

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	Enterprise Products OLPGP, Inc. 83-0378402
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="radio"/> (b) <input type="radio"/>
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)	<input type="radio"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	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
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	<input type="radio"/> N/A
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0%
14	TYPE OF REPORTING PERSON	CO

SCHEDULE 13D

CUSIP No. 265026 10 4

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Enterprise Products Operating LLC 26-0430539	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input type="radio"/>	
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) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	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	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON OO - limited liability company	

SCHEDULE 13D

CUSIP No.

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Enterprise Products GTM, LLC 20-0534075	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input type="radio"/>	
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) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	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	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON OO - limited liability company	

SCHEDULE 13D

CUSIP No.

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Enterprise GTMGP, LLC 20-0269588	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input type="radio"/>	
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) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	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	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON OO - limited liability company	

SCHEDULE 13D

CUSIP No.

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Enterprise GTM Holdings L.P. 76-0568220	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input type="radio"/>	
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) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	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	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON PN	

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[EX-99.13](#)

Item 1. Security and Issuer.

This Schedule 13D relates to the common units representing limited partner interests (the “Common Units” or the “Units”) in Duncan Energy Partners L.P., a Delaware limited partnership (the “Issuer” or “DEP”), whose principal executive offices are located at 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

This Schedule 13D represents (i) Amendment No. 9 to the Schedule 13D originally filed by certain reporting persons with the Commission on February 16, 2007, as amended by Amendment No. 1 thereto, filed on February 29, 2008, Amendment No. 2 thereto, filed on December 18, 2008, Amendment No. 3 thereto, filed on April 30, 2009, Amendment No. 4 thereto, filed on June 19, 2009, Amendment No. 5 thereto, filed on July 15, 2009, Amendment No. 6 thereto, filed on May 19, 2010, Amendment No. 7 thereto, filed on February 24, 2011 and Amendment No. 8 thereto, filed on April 29, 2011 (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 February 24, 2011 and Amendment No. 3 thereto, filed on April 29, 2011 (the “Duncan Trustee 13D”).

Item 2. Identity and Background.

Item 2 of the Original Schedule 13D and the Duncan Trustee 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 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) DD Securities LLC, a Texas limited liability company (“DD Securities”);
- (vi) Enterprise Products Company (formerly EPCO, Inc.), a Texas corporation (“EPCO”);
- (vii) EPCO/Fantome, LLC, a Delaware limited liability company (“Fantome”),
- (viii) EPCO Holdings, Inc., a Delaware corporation (“EPCO Holdings”);
- (ix) Dan Duncan LLC, a Texas limited liability company (“DD LLC”);
- (x) Enterprise Products Holdings LLC (formerly named EPE Holdings, LLC), a Delaware limited liability company (“EPD GP”);
- (xi) Enterprise Products Partners L.P., a Delaware limited partnership (“EPD”);

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- (xii) Enterprise Products OLPGP, Inc., a Delaware corporation (“OLPGP”);
- (xiii) Enterprise Products Operating LLC, a Texas limited liability company (successor to Enterprise Products Operating L.P.) (“EPO”);
- (xiv) Enterprise Products GTM, LLC, a Delaware limited liability company (“GTM LLC”);
- (xv) Enterprise GTMGP, LLC, a Delaware limited liability company (“GTMGP”); and
- (xvi) Enterprise GTM Holdings L.P., a Delaware limited partnership (“Enterprise GTM,” and together with Ms. Williams, the DD LLC Trustees, the EPCO Trustees, the Estate, DD Securities, EPCO, Fantome, EPCO Holdings, DD LLC, EPD GP, EPD, OLPGP, EPO, GTM LLC and GTMGP, the “Reporting Persons”).

Unless otherwise defined herein, capitalized terms used herein shall have the meaning set forth in the Original Schedule 13D or the Duncan Trustee 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 and a Director of EPCO and a Director of EPD GP, the sole general partner of EPD. 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 expenses 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 of the Board of Directors and a Director of EPD 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.

Mr. Bachmann is currently a Director of EPD GP, Chief Executive Officer, President and a Director of EPCO, and President, Chief Executive Officer and a Manager of DD LLC. Mr. Bachmann is a U.S. citizen.

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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 Estate. DD Securities' principal business address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

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 record ownership of a majority of the Class A Common Stock of EPCO. EPCO's principal business is to provide employees and management and administrative services to EPD (a publicly traded Delaware limited partnership) and EPD GP in its capacity as general partner of EPD. In addition, EPCO provides employees and management and administrative services to certain other affiliate entities, including the Issuer and its general partner, DEP Holdings, LLC, a Delaware limited liability company ("DEP Holdings"). EPCO's principal business and office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

Fantome is a wholly owned subsidiary of EPCO. Fantome has no independent operations, and its principal function is to act as financing subsidiary of EPCO in connection with certain real estate utilized by EPCO. Fantome's 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.

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 EPD GP. DD LLC has no independent operations, and its principal functions are to directly and indirectly hold the membership interests in (i) EPD GP, (ii) DFI Holdings, LLC, a Delaware limited liability company ("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.

EPD GP currently owns a non-economic general partner interest in EPD. EPD GP has no independent operations and its principal business and office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

EPD owns 100% of the equity interests in OLPGP and 99.999% of the membership interests in EPO. EPD has no independent operations, and its principal functions are to directly and indirectly hold membership interests in EPO. EPD's principal business and office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

OLPGP owns 0.001% of the membership interests in EPO. OLPGP has no independent operations, and its principal functions are to directly and indirectly hold membership interests in EPO and other affiliates of EPD. OLPGP's principal address and office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

EPO is an indirect wholly owned subsidiary of EPD and owns 100% of the membership interests in GTM LLC. EPO's principal business includes: natural gas gathering, processing, transportation and storage; NGL fractionation (or separation), transportation, storage and import and export terminaling; crude oil transportation; offshore production platform services; and other investments. EPO also directly holds ownership interests in GTM LLC and DEP Holdings. EPO's principal business and office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

GTM LLC owns 100% of the membership interests in GTMGP. GTM LLC has no independent operations, and its principal functions are to directly hold membership interests in GTMGP. GTM LLC's principal business and office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

GTMGP owns a 1.0% general partner interest in Enterprise GTM. GTMGP acts as the general partner of Enterprise GTM. GTMGP's principal business and office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

Enterprise GTM is an indirect wholly owned subsidiary of EPO. Enterprise GTM has no independent operations, and its principal functions are to directly hold the limited partner interests in the Issuer and certain equity

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interests of other affiliates of EPO. Enterprise GTM's principal business and office address is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

Appendix A hereto sets forth information with respect to the directors and executive officers of EPCO, Fantome, EPCO Holdings, and OLPGP, and the managers and executive officers of DD Securities, DD LLC, EPD GP, EPO, GTM LLC and GTMGP (collectively, the "Listed Persons").

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 13D is hereby amended and supplemented by adding the following thereto:

As discussed below in Item 4 of this Schedule 13D, the consideration by Enterprise Products Partners L.P. ("EPD") in the Merger (as defined below) consists exclusively of equity interests of EPD in exchange for the outstanding limited partner interests of DEP.

The information set forth under Item 4 and the agreements set forth on Exhibits 99.11 and 99.12 are incorporated in this Item 3 by reference.

Item 4. Purpose of the Transaction.

Item 4 of each of the Original Schedule 13D and the Duncan Trustee 13D is hereby amended and supplemented by adding the following thereto:

On September 7, 2011, EPD MergerCo LLC, a Delaware limited liability company and a wholly owned subsidiary of EPD ("MergerCo"), merged with DEP, with DEP surviving the merger as a wholly owned subsidiary of EPD (the "Merger"), pursuant to the Agreement and Plan of Merger, dated as of April 28, 2011 (the "Merger Agreement"), by and among EPD, EPD GP, MergerCo, DEP and DEP GP. Under the terms of the Merger Agreement, all outstanding DEP common units were cancelled and converted into the right to receive EPD common units based on an exchange rate of 1.01 EPD common units per DEP common unit. No fractional EPD common units will be issued in the Merger, and DEP common unitholders will, instead, receive cash in lieu of fractional EPD common units, if any. A copy of the Merger Agreement is incorporated herein by reference as Exhibit 99.11 hereto and the description of the Merger Agreement contained herein is qualified in its entirety by reference to Exhibit 99.11.

Except as stated above, no Reporting Person has any plans or proposals of the type referred to in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 of each of the Original Schedule 13D and the Duncan Trustee 13D is hereby amended and supplemented by adding the following thereto:

At the closing of the Merger on September 7, 2011, all of the then-outstanding DEP common units were cancelled and converted into the right to receive applicable units representing limited partnership interests of EPD in accordance with the Merger Agreement. Accordingly, the Reporting Persons owned no Units. Therefore, the Reporting Persons ceased to be the beneficial owners of more than 5% of the Units.

Subsequent to the closing of the Merger, on September 7, 2011, the DEP partnership agreement was amended, and pursuant to an Exchange and Contribution Agreement (the "Exchange Agreement") dated as of

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September 7, 2011, by and among EPD, Enterprise Products Operating LLC, Enterprise Products OLPGP, Inc., Enterprise Products GTM, LLC, Enterprise GTMGP, LLC and Enterprise GTM Holdings L.P., all of the limited partner interests of DEP were contributed to a wholly owned subsidiary of Enterprise Products Partners L.P. A copy of the Exchange Agreement is incorporated herein by reference as Exhibit 99.13 hereto and the description of the Exchange Agreement contained herein is qualified in its entirety by reference to Exhibit 99.13.

Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect to Securities of the Issuer.

Item 6 of each of the Original Schedule 13D and the Duncan Trustee 13D is hereby amended to add the following paragraph:

The information set forth under Items 3, 4 and 5 and in Exhibit 99.13 is incorporated by reference into this Item 6.

Item 7. Material to be Filed as Exhibits.

Item 7 of each of the Original Schedule 13D and the Duncan Trustee 13D is hereby amended and restated in its entirety as follows:

- 99.1 Purchase and Sale Agreement dated as of December 8, 2008 by and among (a) Enterprise Products Operating LLC and Enterprise GTM Holdings L.P. as the Seller Parties and (b) Duncan Energy Partners L.P., DEP Holdings, LLC, DEP Operating Partnership, L.P. and DEP OLP GP, LLC as the Buyer Parties (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Duncan on December 8, 2008).
- 99.2 Unit Purchase Agreement, dated as of December 8, 2008, by and between Duncan Energy Partners L.P. and Enterprise Products Operating LLC (incorporated by reference to Exhibit 10.9 to the Form 8-K filed by Duncan on December 8, 2008).
- 99.3 Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P., dated February 5, 2007 (incorporated by reference to Exhibit 3.1 to Form 8-K filed by Duncan on February 5, 2007).
- 99.4 Amendment No. 1 to the Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P. dated December 27, 2007 (incorporated by reference to Exhibit 3.1 to Form 8-K/A filed by Duncan on January 3, 2008).
- 99.5 Amendment No. 2 to the Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P. dated November 6, 2008 (incorporated by reference to Exhibit 3.4 to Form 10-Q filed by Duncan on November 10, 2008).
- 99.6 Third Amendment to Amended and Restated Partnership Agreement of Duncan Energy Partners L.P. dated as of December 8, 2008 (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by Duncan on December 8, 2008).
- 99.7 Fourth Amendment to the Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P. dated June 15, 2009 (incorporated by reference to Exhibit 3.1 to Form 8-K filed by Duncan on June 15, 2009).
- 99.8 Common Unit Purchase Agreement dated as of June 15, 2009 by and among Enterprise Products Operating LLC and Enterprise GTM Holdings L.P. as the Sellers and Duncan Energy Partners L.P. as the Buyer (incorporated by reference to Exhibit 1.2 to the Form 8-K filed by Duncan on June 18, 2009).
- 99.9 Joint Filing Agreement among Reporting Persons dated May 18, 2010 (incorporated by reference to Schedule 13D/A filed on May 19, 2010).
- 99.10 Proposal Letter from Enterprise Products Partners L.P. to the Chairman of the Audit, Conflicts and Governance Committee of Duncan Energy Partners L.P., dated February 22, 2011 (incorporated by reference to Exhibit 99.10 to Schedule 13D/A filed on February 24, 2011).

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- 99.11 Agreement and Plan of Merger, dated as of April 28, 2011, by and among Enterprise Products Partners L.P., Enterprise Products Holdings LLC, EPD MergerCo LLC, Duncan Energy Partners L.P. and DEP Holdings, LLC (incorporated by reference to Exhibit 2.1 to the Form 8-K filed by Duncan on April 29, 2011).
- 99.12 Voting Agreement, dated as of April 28, 2011, by and among Duncan Energy Partners L.P. and Enterprise GTM Holdings L.P. (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Duncan on April 29, 2011).
- 99.13# Exchange and Contribution Agreement, dated as of September 7, 2011, by and among Enterprise Products Partners L.P., Enterprise Products Operating LLC, Enterprise Products OLPGP, Inc., Enterprise Products GTM, LLC, Enterprise GTMGP, LLC and Enterprise GTM Holdings L.P.
- 99.14 Second Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P., dated effective as of September 7, 2011 (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by Duncan on September 8, 2011).
- 99.15 Third Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P., dated effective as of September 7, 2011 (incorporated by reference to Exhibit 3.3 to the Form 8-K filed by Duncan on September 8, 2011).

Filed herewith

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: September 15, 2011

RANDA DUNCAN WILLIAMS

By: (1)

Dated: September 15, 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: September 15, 2011

ENTERPRISE PRODUCTS COMPANY

DAN DUNCAN LLC

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; 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.

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(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 Dan Duncan LLC.

Dated: September 15, 2011

EPCO HOLDINGS, INC.

EPCO/FANTOME, LLC

DD SECURITIES LLC

By: /s/ W. Randall Fowler

W. Randall Fowler
Executive Vice President and Chief Financial
Officer of EPCO Holdings, Inc.,
EPCO/Fantome, LLC and DD Securities LLC

Dated: September 15, 2011

ENTERPRISE PRODUCTS HOLDINGS LLC

ENTERPRISE PRODUCTS PARTNERS L.P.

By: ENTERPRISE PRODUCTS HOLDINGS LLC,
its general partner

ENTERPRISE PRODUCTS OLPGP, INC.

ENTERPRISE PRODUCTS OPERATING LLC

By: ENTERPRISE PRODUCTS OPGP, INC.,
its sole manager

ENTERPRISE GTMGP, LLC

ENTERPRISE GTM HOLDINGS, L.P.

By: ENTERPRISE GTMGP, LLC,
its general partner

By: /s/ Michael A. Creel

Michael A. Creel
President and Chief Executive
Officer of Enterprise Products
Holdings LLC, Enterprise
Products OLPGP, Inc. and Enterprise
GTMGP, LLC

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Dated: September 15, 2011

ENTERPRISE PRODUCTS GTM, LLC

By: /s/ Darryl E. Smith
Darryl E. Smith
Manager

Duncan Energy Partners LP Schedule 13D Signature Page

APPENDIX A
INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS
ENTERPRISE PRODUCTS OLPGP, INC.

Directors and Executive Officers of Enterprise Products OLPGP, Inc. (“**OLPGP**”). Set forth below is the name, current business address, citizenship and the present principal occupation or employment of each director and executive officer of OLPGP. 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.

Name	Position with OLPGP; Other Present Principal Occupation
Michael A. Creel	President, Chief Executive Officer and Director President, Chief Executive Officer and Director of Enterprise Products Holdings LLC; President, Chief Executive Officer and Director of Enterprise GTMGP, LLC
W. Randall Fowler	Executive Vice President, Chief Financial Officer and Director Executive Vice President and Chief Financial Officer of Enterprise Products Holdings LLC; Executive Vice President and Chief Financial Officer of Dan Duncan LLC and DD Securities LLC; Executive Vice President and Chief Financial Officer of Enterprise GTMGP, LLC
A. J. Teague	Executive Vice President and Chief Operating Officer Executive Vice President, Chief Operating Officer and Director of Enterprise Products Holdings LLC; Executive Vice President and Chief Operating Officer of Enterprise GTMGP, LLC
William Ordemann	Executive Vice President Executive Vice President of Enterprise Products Holdings LLC; Executive Vice President of Enterprise GTMGP, LLC

**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.

Name	Position with DD LLC; Other Present Principal Occupation
Randa Duncan Williams	Chairman and Manager Chairman and Director of Enterprise Products Company and EPCO Holdings, Inc.; Director of Enterprise Products Holdings LLC
Richard H. Bachmann	President, Chief Executive Officer and Manager President, Chief Executive Officer and Director of EPCO Holdings, Inc.; Director of Enterprise Products Holdings LLC; President, Chief Executive Officer and Manager of DD Securities LLC; President, Chief Executive Officer and Director of Enterprise Products Company
Dr. Ralph S. Cunningham	Executive Vice President and Manager Executive Vice President and Manager of DD Securities LLC; Chairman of the Board of Directors of Enterprise Products Holdings LLC; Vice Chairman and Director of Enterprise Products Company
W. Randall Fowler	Executive Vice President and Chief Financial Officer Executive Vice President and Chief Financial Officer of DD Securities LLC; Executive Vice President and Chief Financial Officer of Enterprise Products Holdings LLC; Vice Chairman and Chief Financial Officer of Enterprise Products Company; Executive Vice President and Chief Financial Officer of EPCO Holdings, Inc.

**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.

Name	Position with DD Securities LLC; Other Present Principal Occupation
Randa Duncan Williams	Chairman and Manager Chairman and Director of Enterprise Products Company and EPCO Holdings, Inc.; Director of Enterprise Products Holdings LLC
Richard H. Bachmann	President, Chief Executive Officer and Manager President, Chief Executive Officer and Director of EPCO Holdings, Inc.; Director of Enterprise Products Holdings LLC; President, Chief Executive Officer and Manager of Dan Duncan LLC; President, Chief Executive Officer and Director of Enterprise Products Company
Dr. Ralph S. Cunningham	Executive Vice President and Manager Executive Vice President and Manager of Dan Duncan LLC; Chairman of the Board of Directors of Enterprise Products Holdings LLC; Vice Chairman and Director of Enterprise Products Company
W. Randall Fowler	Executive Vice President and Chief Financial Officer Executive Vice President and Chief Financial Officer of Dan Duncan LLC; Executive Vice President and Chief Financial Officer of Enterprise Products Holdings LLC; Vice Chairman and Chief Financial Officer of Enterprise Products Company; Executive Vice President and Chief Financial Officer of EPCO Holdings, Inc.

**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.

Name	Position with EPCO, Other Present Principal Occupation
Randa Duncan Williams	Chairman and Director Chairman and Director of EPCO Holdings, Inc.; Director of Enterprise Products Holdings LLC
Richard H. Bachmann	Chief Executive Officer, President and Director President, Chief Executive Officer and Director of EPCO Holdings, Inc.; Director of Enterprise Products Holdings LLC; President, Chief Executive Officer and Manager of Dan Duncan LLC and DD Securities LLC
Dr. Ralph S. Cunningham	Vice Chairman and Director Executive Vice President and Manager of Dan Duncan LLC and DD Securities LLC; Chairman of the Board of Directors of Enterprise Products Holdings LLC
W. Randall Fowler	Vice Chairman and Chief Financial Officer Executive Vice President and Chief Financial Officer of EPCO Holdings, Inc.; Executive Vice President and Chief Financial Officer of Dan Duncan LLC and DD Securities LLC; Executive Vice President and Chief Financial Officer of Enterprise Products Holdings LLC
Patricia A. Totten	Vice President, General Counsel and Secretary

**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.

Name	Position with Fantome; Other Present Principal Occupation
Randa Duncan Williams	Chairman and Director Chairman and Director of Enterprise Products Company; Chairman and Director of EPCO Holdings, Inc.; Director of Enterprise Products Holdings LLC
Richard H. Bachmann	President, Chief Executive Officer and Director Chief Executive Officer, President and Director of Enterprise Products Company; President, Chief Executive Officer and Director of EPCO Holdings, Inc.; Director of Enterprise Products Holdings LLC; President, Chief Executive Officer and Manager of Dan Duncan LLC and DD Securities LLC
Dr. Ralph S. Cunningham	Director Vice Chairman and Director of Enterprise Products Company; Executive Vice President and Director of EPCO Holdings, Inc.; Director of Enterprise Products Holdings LLC
W. Randall Fowler	Executive Vice President and Chief Financial Officer Vice Chairman and Chief Financial Officer of Enterprise Products Company; Executive Vice President and Chief Financial Officer of EPCO Holdings, Inc.; Executive Vice President and Chief Financial Officer of Dan Duncan LLC and DD Securities LLC; Executive Vice President and Chief Financial Officer of Enterprise Products Holdings LLC

**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.

Name	Position with EPCO Holdings, Other Present Principal Occupation
Randa Duncan Williams	Chairman and Director Director of Enterprise Products Holdings LLC; Chairman and Director of Enterprise Products Company
Richard H. Bachmann	President, Chief Executive Officer and Director Director of Enterprise Products Holdings LLC; Chief Executive Officer, President and Director of Enterprise Products Company; President, Chief Executive Officer and Manager of Dan Duncan LLC and DD Securities LLC
Dr. Ralph S. Cunningham	Executive Vice President and Director Vice Chairman and Director of Enterprise Products Company; Director of Enterprise Products Holdings LLC
W. Randall Fowler	Executive Vice President and Chief Financial Officer Executive Vice President and Chief Financial Officer of Dan Duncan LLC and DD Securities LLC; Executive Vice President and Chief Financial Officer of Enterprise Products Holdings LLC; Vice Chairman and Chief Financial Officer of Enterprise Products Company

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

Directors and Executive Officers of Enterprise Products Holdings LLC ("EPD GP"). Set forth below is the name, current business address, citizenship, position with EPD GP and the present principal occupation or employment of each director and executive officer of EPD 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.

Name	Position with EPD GP; Other Present Principal Occupation
Randa Duncan Williams	Director Chairman and Director of Enterprise Products Company; Chairman of EPCO Holdings, Inc.
Dr. Ralph S. Cunningham	Director Executive Vice President and Manager of Dan Duncan LLC and DD Securities LLC; Vice Chairman and Director of Enterprise Products Company
Michael A. Creel	President, Chief Executive Officer and Director President, Chief Executive Officer and Director of Enterprise Products OLPGP, Inc.; President, Chief Executive Officer and Director of Enterprise GTMGP, LLC
Richard H. Bachmann	Director President, Chief Executive Officer and Director of Enterprise Products Company; President, Chief Executive Officer and Manager of Dan Duncan LLC and DD Securities LLC
W. Randall Fowler	Executive Vice President and Chief Financial Officer Executive Vice President, Chief Financial Officer and Director of Enterprise Products OLPGP, Inc.; Executive Vice President and Chief Financial Officer of Dan Duncan LLC and DD Securities LLC; Executive Vice President and Chief Financial Officer of Enterprise GTMGP, LLC
A. James Teague	Executive Vice President, Chief Operating Officer and Director Executive Vice President and Chief Operating Officer of Enterprise Products OLPGP, Inc. and Enterprise GTMGP, LLC
William Ordemann	Executive Vice President Executive Vice President of Enterprise Products OLPGP, Inc.; Executive Vice President of Enterprise GTMGP, LLC

**INFORMATION CONCERNING THE MANAGERS AND EXECUTIVE OFFICERS
ENTERPRISE PRODUCTS OPERATING LLC**

Managers and Executive Officers of Enterprise Products OLPGP, Inc. (“OLPGP”), the sole manager of Enterprise Products Operating LLC (“EPO”). Set forth below is the name, current business address, citizenship, position with EPO and the present principal occupation or employment of each manager and executive officer of EPO. 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.

Name	Position with OLPGP (sole manager of EPO); Other Present Principal Occupation
Michael A. Creel	President, Chief Executive Officer and Director President, Chief Executive Officer and Director of Enterprise Products Holdings LLC; President, Chief Executive Officer and Director of Enterprise GTMGP, LLC
W. Randall Fowler	Executive Vice President, Chief Financial Officer and Director Executive Vice President and Chief Financial Officer of Enterprise Products Holdings LLC; Executive Vice President and Chief Financial Officer of Dan Duncan LLC and DD Securities LLC; Executive Vice President and Chief Financial Officer of Enterprise GTMGP, LLC
A. J. Teague	Executive Vice President and Chief Operating Officer Executive Vice President, Chief Operating Officer and Director of Enterprise Products Holdings LLC; Executive Vice President and Chief Operating Officer of Enterprise GTMGP, LLC
William Ordemann	Executive Vice President Executive Vice President of Enterprise Products Holdings LLC; Executive Vice President of Enterprise GTMGP, LLC

**INFORMATION CONCERNING THE MANAGERS AND EXECUTIVE OFFICERS
ENTERPRISE PRODUCTS GTM, LLC**

Managers and Executive Officers of Enterprise Products GTM, LLC ("GTM LLC"). Set forth below is the name, current business address, citizenship, position with GTM LLC and the present principal occupation or employment of each manager and executive officer of GTM 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.

Name	Position with GTM LLC; Other Present Principal Occupation
Brian T. Harrison	Manager
Harold F. Kalbach, Jr.	Manager
Darryl E. Smith	Manager

**INFORMATION CONCERNING THE MANAGERS AND EXECUTIVE OFFICERS
ENTERPRISE GTMGP, LLC**

Managers and Executive Officers of Enterprise GTMGP, LLC ("GTMGP"). Set forth below is the name, current business address, citizenship, position with GTMGP and the present principal occupation or employment of each manager and executive officer of GTMGP. 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.

Name	Position with GTMGP; Other Present Principal Occupation
Michael A. Creel	President, Chief Executive Officer and Director President, Chief Executive Officer and Director of Enterprise Products OLPGP, Inc. and Enterprise Products Holdings LLC
A. James Teague	Executive Vice President and Chief Operating Officer Executive Vice President, Chief Operating Officer and Director of Enterprise Products Holdings LLC; Executive Vice President and Chief Operating Officer of Enterprise Products OLPGP, Inc.
W. Randall Fowler	Executive Vice President and Chief Financial Officer Executive Vice President and Chief Financial Officer of Enterprise Products Holdings LLC and Enterprise Products OLPGP, Inc.; Executive Vice President and Chief Financial Officer of Dan Duncan LLC and DD Securities LLC
William Ordemann	Executive Vice President Executive Vice President of Enterprise Products Holdings LLC and Enterprise Products OLPGP, Inc.

EXCHANGE AND CONTRIBUTION AGREEMENT

BY AND AMONG

ENTERPRISE PRODUCTS PARTNERS L.P.,

ENTERPRISE PRODUCTS OLPGP, INC.

ENTERPRISE PRODUCTS OPERATING LLC

ENTERPRISE PRODUCTS GTM, LLC

ENTERPRISE GTMGP LLC

AND

ENTERPRISE GTM HOLDINGS L.P.

DATED AS OF SEPTEMBER 7, 2011

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Exhibits

Exhibit A — Third Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P.

EXCHANGE AND CONTRIBUTION AGREEMENT

THIS EXCHANGE AND CONTRIBUTION AGREEMENT (this "Agreement") dated as of September 7, 2011, is made and entered into by and among Enterprise Products Partners L.P., a Delaware limited partnership ("EPD"), Enterprise Products Operating LLC, a Texas limited liability company ("EPO"), Enterprise Products OLPGP, Inc., a Delaware corporation ("OLPGP"), Enterprise Products GTM, LLC, a Delaware limited liability company ("Enterprise GTM"), Enterprise GTMGP, LLC, a Delaware limited liability company ("GTMGP"), and Enterprise GTM Holdings L.P., a Delaware limited partnership ("GTM"). The above-named entities are sometimes referred to in this Agreement each as a "Party" and collectively as the "Parties." Certain capitalized terms used are defined in Article I hereof.

RECITALS

WHEREAS, GTM owns 33,783,587 common units ("Common Units") representing limited partner interests of Duncan Energy Partners L.P., a Delaware limited partnership ("Duncan"), which 33,783,587 Common Units will be converted into the right to receive common units representing limited partner interests in EPD ("EPD Common Units") as merger consideration (the "Merger Consideration") pursuant to an Agreement and Plan of Merger, dated as of April 28, 2011, by and among EPD, Enterprise Products Holdings LLC, EPD MergerCo LLC, Duncan and DEP Holdings, LLC (the "Merger Agreement").

WHEREAS, pursuant to the Merger Agreement, in connection with the merger contemplated thereby at the effective time of such merger (the "Merger"), EPD will initially acquire all of the limited partner interests of Duncan.

WHEREAS, (i) EPD owns all of the outstanding stock of OLPGP and a 99.999% membership interest in EPO, (ii) OLPGP owns a 0.001% membership interest in EPO, (iii) EPO owns all of the membership interest in Enterprise GTM and a 99.0% limited partner interest in GTM, (iv) Enterprise GTM owns all of the membership interests in GTMGP, and (v) GTMGP owns a 1.0% general partner interest in GTM.

WHEREAS, EPD and GTM desire (i) to exchange all of GTM's right to receive the Merger Consideration under the Merger Agreement for the assignment by EPD of a limited partner interest in Duncan immediately following the Merger equal to the number of Common Units owned by GTM immediately prior to the Effective Time (as defined in the Merger Agreement) of the Merger divided by a denominator equal to the Exchange Ratio (as defined in the Merger Agreement) multiplied by the number of Common Units outstanding immediately prior to the effective time of the merger pursuant to the Merger Agreement (the "Exchanged Duncan LP Interest"); and (ii) for EPD to contribute or cause to be contributed to OLPGP and/or GTM a limited partner interest in Duncan equivalent to the interest previously held by holders of Common Units other than GTM that EPD owns immediately following the Merger (the "Contributed Duncan LP Interest"), with such Exchanged Duncan LP Interest and Contributed Duncan LP Interest owned by EPD and resulting contributed interests to be as set forth in the amended and restated agreement of limited partnership of Duncan described below and attached as an Exhibit to this Agreement.

WHEREAS, concurrently with the consummation of the transactions contemplated hereby (the "Closing"), each of the following matters shall occur:

1. GTM will exchange all of its right to receive the Merger Consideration under the Merger Agreement for the assignment to GTM by EPD of the Exchanged Duncan LP Interest.

2. EPD will contribute or cause to be contributed all of the Contributed Duncan LP Interest as follows: (a) a contribution of a 0.001% Duncan LP Interest to OLPGP, (b) an initial contribution of the remaining Contributed Duncan LP Interest to EPO (a portion of such interests in conveyed by EPD on behalf of OLPGP for a continuation of OLPGP's 0.001% general partner interest in EPO) and (c) a subsequent contribution by EPO of all of that remaining Contributed Duncan LP Interest to GTM (a portion of such interests is conveyed by EPO on behalf of Enterprise GTM and GTMGP for a continuation of GTMGP's 1.0% general partner interest in GTM).

3. The Duncan partnership agreement will be amended and restated to the extent necessary to reflect the applicable matters set forth above and as contained in the Merger Agreement and this Agreement.

NOW, THEREFORE, in consideration of their mutual undertakings and agreements hereunder, the Parties undertake and agree as follows:

ARTICLE I DEFINITIONS; RECORDATION

1.1 Definitions. Capitalized terms used herein and not defined elsewhere in this Agreement shall have the meanings given such terms as is set forth below.

"affiliate" means, with respect to a specified person, any other person controlling, controlled by or under common control with that first person. As used in this definition, the term "control" includes (i) with respect to any person having voting securities or the equivalent and elected directors, managers or persons performing similar functions, the ownership of or power to vote, directly or indirectly, voting securities or the equivalent representing 50% or more of the power to vote in the election of directors, managers or persons performing similar functions, (ii) ownership of 50% or more of the equity or equivalent interest in any person and (iii) the ability to direct the business and affairs of any person by acting as a general partner, manager or otherwise.

"Agreement" has the meaning assigned to such term in the first paragraph of this Agreement.

"Amended and Restated Agreement" means the Third Amended and Restated Agreement of Limited Partnership of Duncan as executed on the date hereof in substantially the same form as attached hereto as Exhibit A.

"Closing" has the meaning assigned to such term in the recitals.

“Common Units” has the meaning assigned to such term in the recitals.

“Contributed Duncan LP Interest” has the meaning assigned to such term in the recitals.

“Duncan LP Interests” mean the Contributed Duncan LP Interest and the Exchanged Duncan LP Interest, collectively, representing all of the limited partner interests of Duncan after giving effect to the Merger.

“Effective Date” means September 7, 2011.

“Enterprise GTM” has the meaning assigned to such term in the first paragraph of this Agreement

“EPD” has the meaning assigned to such term in the first paragraph of this Agreement.

“EPD Common Units” has the meaning assigned to such term in the recitals.

“EPO” has the meaning assigned to such term in the first paragraph of this Agreement.

“Exchanged Duncan LP Interest” has the meaning assigned to such term in the recitals.

“GTM” has the meaning assigned to such term in the first paragraph of this Agreement.

“GTMGP” has the meaning assigned to such term in the first paragraph of this Agreement.

“Laws” means any and all laws, statutes, ordinances, rules or regulations promulgated by a governmental authority, orders of a governmental authority, judicial decisions, decisions of arbitrators or determinations of any governmental authority or court.

“Merger” has the meaning assigned to such term in the recitals.

“Merger Agreement” has the meaning assigned to such term in the recitals.

“Merger Consideration” has the meaning assigned to such term in the recitals.

“OLPGP” has the meaning assigned to such term in the first paragraph of this Agreement.

“Party” and “Parties” have the meanings assigned to such terms in the first paragraph of this Agreement.

ARTICLE II THE EXCHANGE AND CONTRIBUTIONS

2.1 Exchange by EPD and GTM of the Exchanged Duncan LP Interest and GTM’s Right to Receive Merger Consideration. GTM hereby agrees to exchange all of the EPD Common Units it is entitled to receive as Merger Consideration under the Merger

Agreement as consideration for the conveyance by EPD of the Exchanged Duncan LP Interest as set forth below effective immediately following the Merger.

In exchange for GTM's exchange of all the EPD Common Units it is entitled to receive as Merger Consideration under the Merger Agreement, effective immediately following the Merger EPD hereby transfers, assigns and conveys to GTM, its successors and assigns, for its own use forever, all of its rights, title and interest in and to the Exchanged Duncan LP Interest, and GTM hereby accepts the Exchanged Duncan LP Interest and assumes the obligations as a limited partner of Duncan under the Amended and Restated Agreement.

TO HAVE AND TO HOLD the Exchanged Duncan LP Interest unto GTM, its successors and assigns, together with all and singular the rights and appurtenances thereto in anywise belonging, subject, however, to the terms and conditions stated in this Agreement, forever.

2.2 Conveyance and Contribution by EPD (including on behalf of OLPGP, EPO, Enterprise GTM and GTMGP as noted below) to GTM of the Contributed Duncan LP Interest. EPD hereby (including on behalf of OLPGP, EPO, Enterprise GTM and GTMGP as noted below, each of which also hereby, to the extent applicable) grants, contributes, transfers, assigns and conveys as follows: (a) a contribution to OLPGP of a 0.001% Duncan LP Interest, (b) an initial contribution of the remaining Contributed Duncan LP Interest (a 99.299% Duncan LP Interest) to EPO (a portion of such interests is conveyed by EPD on behalf of OLPGP for a continuation of OLPGP's 0.001% general partner interest in EPO) and (c) a subsequent contribution by EPO as assignee of all of the remaining Contributed Duncan LP Interests to GTM (a portion of such interests is conveyed by EPO on behalf of Enterprise GTM and GTMGP for a continuation of GTMGP's 1.0% general partner interest in GTM), its successors and assigns, for its and their own use forever, all of its and their rights, title and interest in and to the Contributed Duncan LP Interest, and each of OLPGP and GTM hereby accepts the Contributed Duncan LP Interest, as a capital contribution and assumes the obligations as a limited partner of Duncan under the Amended and Restated Agreement.

TO HAVE AND TO HOLD the Contributed Duncan LP Interest unto OLPGP and GTM, its and their successors and assigns, together with all and singular the rights and appurtenances thereto in anywise belonging, subject, however, to the terms and conditions stated in this Agreement, forever.

2.3 Third Amended and Restated Partnership Agreement of Duncan. OLPGP and GTM shall enter into the Amended and Restated Agreement in the form set forth as Exhibit A hereto to, among other matters, reflect the exchanges and contributions required by this Agreement.

ARTICLE III FURTHER ASSURANCES

3.1 Further Assurances. From time to time after the date hereof, and without any further consideration, the Parties agree to execute, acknowledge and deliver all such additional deeds, assignments, bills of sale, conveyances, instruments, notices, releases, acquittances and other documents, and will do all such other acts and things, all in accordance with applicable

Law, as may be necessary or appropriate (a) more fully to assure that the applicable Parties own all of the properties, rights, titles, interests, estates, remedies, powers and privileges granted by this Agreement, or which are intended to be so granted, (b) more fully and effectively to vest in the applicable Parties and their respective successors and assigns beneficial and record title to the interests contributed and assigned by this Agreement or intended so to be and (c) to more fully and effectively carry out the purposes and intent of this Agreement.

3.2 Other Assurances. From time to time after the date hereof, and without any further consideration, each of the Parties shall execute, acknowledge and deliver all such additional instruments, notices and other documents, and will do all such other acts and things, all in accordance with applicable Law, as may be necessary or appropriate to more fully and effectively carry out the purposes and intent of this Agreement. It is the express intent of the Parties that OLPGP and GTM own all of the Duncan LP Interests that are identified in this Agreement.

ARTICLE IV MISCELLANEOUS

4.1 Order of Completion of Transactions. The transactions provided for in Article II of this Agreement shall be completed on the Effective Date in the order set forth therein.

4.2 Headings; References; Interpretation. All Article and Section headings in this Agreement are for convenience only and shall not be deemed to control or affect the meaning or construction of any of the provisions hereof. The words “hereof,” “herein” and “hereunder” and words of similar import, when used in this Agreement, shall refer to this Agreement as a whole and not to any particular provision of this Agreement. All references herein to Articles and Sections shall, unless the context requires a different construction, be deemed to be references to the Articles and Sections of this Agreement, respectively. All personal pronouns used in this Agreement, whether used in the masculine, feminine or neuter gender, shall include all other genders, and the singular shall include the plural and vice versa. The use herein of the word “including” following any general statement, term or matter shall not be construed to limit such statement, term or matter to the specific items or matters set forth immediately following such word or to similar items or matters, whether or not non-limiting language (such as “without limitation,” “but not limited to,” or words of similar import) is used with reference thereto, but rather shall be deemed to refer to all other items or matters that could reasonably fall within the broadest possible scope of such general statement, term or matter.

4.3 Successors and Assigns. The Agreement shall be binding upon and inure to the benefit of the Parties signatory hereto and their respective successors and assigns.

4.4 No Third Party Rights. Except as provided herein, nothing in this Agreement is intended to or shall confer upon any person other than the Parties, and their respective successors and permitted assigns, any rights, benefits, or remedies of any nature whatsoever under or by reason of this Agreement and no person is or is intended to be a third party beneficiary of any of the provisions of this Agreement.

4.5 Counterparts. This Agreement may be executed in any number of counterparts, all of which together shall constitute one agreement binding on the parties hereto.

4.6 Governing Law. This Agreement shall be governed by, and construed in accordance with, the Laws of the State of Texas applicable to contracts made and to be performed wholly within such state without giving effect to conflict of law principles thereof, except to the extent that it is mandatory that the Law of some other jurisdiction, wherein the interests are located, shall apply.

4.7 Assignment of Agreement. Neither this Agreement nor any of the rights, interests, or obligations hereunder may be assigned by any Party without the prior written consent of each of the Parties.

4.8 Amendment or Modification. This Agreement may be amended or modified from time to time only by the written agreement of all the Parties hereto and affected thereby.

4.9 Director and Officer Liability. Except to the extent that they are a party hereto, the directors, managers, officers, partners and securityholders of the Parties and their respective affiliates shall not have any personal liability or obligation arising under this Agreement (including any claims that another party may assert).

4.10 Severability. If any term or other provision of this Agreement is invalid, illegal, or incapable of being enforced under applicable Law or public policy, all other conditions and provisions of this Agreement shall nevertheless remain in full force and effect so long as the economic or legal substance of the transactions contemplated herein are not affected in any manner adverse to any Party. Upon such determination that any term or other provision of this Agreement is invalid, illegal, or incapable of being enforced, the Parties shall negotiate in good faith to modify this Agreement so as to effect the original intent of the Parties as closely as possible in a mutually acceptable manner in order that the transactions contemplated herein are consummated as originally contemplated to the fullest extent possible.

4.11 Integration. This Agreement and the instruments referenced herein supersede any and all previous understandings or agreements among the Parties, whether oral or written, with respect to their subject matter. This Agreement and such instruments contain the entire understanding of the Parties with respect to the subject matter hereof and thereof. No understanding, representation, promise or agreement, whether oral or written, is intended to be or shall be included in or form part of this Agreement or any such instrument unless it is contained in a written amendment hereto or thereto and executed by the Parties hereto or thereto after the date of this Agreement or such instrument.

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IN WITNESS WHEREOF, this Agreement has been duly executed by the parties hereto as of the date first above written.

ENTERPRISE PRODUCTS PARTNERS L.P.

By: Enterprise Products Holdings LLC, its
general partner

By: /s/ Michael A. Creel
Michael A. Creel
President and Chief Executive Officer

ENTERPRISE PRODUCTS OLPGP, INC.

By: /s/ Michael A. Creel
Michael A. Creel
President and Chief Executive Officer

ENTERPRISE PRODUCTS OPERATING LLC

By: Enterprise Products OLPGP, Inc., its sole
manager

By: /s/ Michael A. Creel
Michael A. Creel
President and Chief Executive Officer

ENTERPRISE PRODUCTS GTM, LLC

By: /s/ Michael A. Creel
Michael A. Creel
President and Chief Executive Officer

ENTERPRISE GTMGP LLC

By: /s/ Michael A. Creel
Michael A. Creel
President and Chief Executive Officer

Signature Page to Exchange and Contribution Agreement

ENTERPRISE GTM HOLDINGS LP

By: Enterprise GTMGP LLC, its general partner

By: /s/ Michael A. Creel

Michael A. Creel

President and Chief Executive Officer

Signature Page to Exchange and Contribution Agreement