

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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 13(d)-2(a)  
(AMENDMENT NO. 3)

EL PASO ENERGY PARTNERS, L.P.  
(Name of Issuer)

COMMON UNITS  
(Title of Class of Securities)

28368B  
(CUSIP Number)

D. MARK LELAND  
SENIOR VICE PRESIDENT AND CONTROLLER  
4 EAST GREENWAY PLAZA  
HOUSTON, TEXAS 77046  
(832) 676-5332  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

OCTOBER 31, 2001, APRIL 8, 2002 AND APRIL 26, 2002  
(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)

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

WC

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 11,674,245

NUMBERS OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER 0

9 SOLE DISPOSITIVE POWER 11,674,245

10 SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,674,245 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)

26.5%

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

AF

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 8,852,902

NUMBERS OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER 0

9 SOLE DISPOSITIVE POWER 8,852,902

10 SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,852,902 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)

20.1%

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  
-----

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

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS

AF  
-----

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 8,852,902

NUMBERS OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER 0

9 SOLE DISPOSITIVE POWER 8,852,902

10 SHARED DISPOSITIVE POWER 0  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,852,902 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)

20.1%  
-----

14 TYPE OF REPORTING PERSON

HC, CO  
-----

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

AF

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 3,088,130

NUMBERS OF SHARES 8 SHARED VOTING POWER 0

BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER 3,088,130

EACH REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,088,130 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)

7.0%

14 TYPE OF REPORTING PERSON

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

AF

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 2,821,343

NUMBERS OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER 0

9 SOLE DISPOSITIVE POWER 2,821,343

10 SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,821,343 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)

6.4%

14 TYPE OF REPORTING PERSON

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

AF

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 2,821,343

NUMBERS OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER 0

9 SOLE DISPOSITIVE POWER 2,821,343

10 SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,821,343 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)

6.4%

14 TYPE OF REPORTING PERSON

CO

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

EPEC Deepwater Gathering Company

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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 2,661,870

NUMBERS OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER 0

9 SOLE DISPOSITIVE POWER 2,661,870

10 SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,661,870 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)

6.1%

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

AF

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 2,661,870

NUMBERS OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER 0

9 SOLE DISPOSITIVE POWER 2,661,870

10 SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,661,870 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)

6.1%

14 TYPE OF REPORTING PERSON

00

ITEM 1. SECURITY AND ISSUER.

This Amendment No. 3 amends our statement on Schedule 13D filed on June 11, 1999 relating to ownership of common units representing limited partner interests in El Paso Energy Partners, L.P., a Delaware limited partnership (the "Issuer"). The Issuer's principal executive offices are located at 1001 Louisiana Street, Houston, TX 77002.

ITEM 2. IDENTITY AND BACKGROUND.

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

Sabine River Investors I, L.L.C. ("Sabine I") is wholly owned by El Paso Energy Partners Company. Sabine I's only material assets are the common units it owns.

Sabine River Investors II, L.L.C. ("Sabine II") is wholly owned by EPEC Deepwater Gathering Company. Sabine II's only material assets are the common units it owns.

El Paso Energy Partners Company (the "General Partner") is wholly owned by DeepTech International, Inc. The General Partner's principal business is to serve as the Issuer's general partner.

DeepTech International Inc. ("DeepTech") is wholly owned by El Paso Corporation. DeepTech International Inc.'s principal business is to serve as the holding company of the General Partner.

EPEC Deepwater Gathering Company ("EPEC") is wholly owned by El Paso Field Services Holding Company. EPEC's principal business is to serve as the holding company of Sabine II.

El Paso Field Services Holding Company ("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. ("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 Corporation 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 Schedule 1 hereto and incorporated herein by reference is a list of all directors and executive officers of each Reporting Person.

(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.

El Paso Corporation paid the Issuer \$57,561,418 on the General Partner's behalf in connection with the General Partner's acquisition of the 1,477,070 common units acquired on October 31, 2001. The source of such funds was El Paso Corporation's working capital.

Pursuant to the Contribution Agreement dated April 1, 2002, EPFS Holding contributed assets to the Issuer in exchange for 159,473 common units acquired on April 8, 2002.

El Paso Corporation paid the Issuer \$41,037,893 on the General Partner's behalf in connection with the General Partner's acquisition of the 1,083,938 common units acquired on April 26, 2002. The source of such funds was El Paso Corporation's working capital.

ITEM 4. PURPOSE OF TRANSACTION.

In order to maintain El Paso Corporation's approximate 26% limited partner interest in the Issuer, the General Partner elected to exercise its anti-dilution right under the Issuer's limited partnership agreement in connection with the offering and sale by the Issuer of 4,150,000 common units to the public on October 31, 2001.

In connection with its contribution of assets to the Issuer, EPFS Holding received 159,473 common units.

In order to maintain El Paso Corporation's approximate 26% limited partner interest in the Issuer, the General Partner elected to exercise its anti-dilution right under the Issuer's limited partnership agreement in connection with the offering and sale by the Issuer of 3,000,000 common units to the public on April 26, 2002.

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, although they reserve the right to formulate such plans or proposals in the future.

ITEM 5. INTEREST IN SECURITIES OF ISSUER.

(a) The following table describes the number of common units, including Common Units issuable upon exercise or conversion of derivative securities and the percent of outstanding common units owned by each person identified in Item 2. All percentages are based on the 43,984,885 Common Units issued and outstanding on April 29, 2002.

Total Derivative -- ----- ----- Holder Common Units Securities Number %(1) - ----- ----- ----- -----	El Paso Corporation(2) 11,674,245 -- 11,674,245 26.5% DeepTech International, Inc.(3) 8,852,902 -- 8,852,902 20.1% El Paso Energy Partners Company(3) 8,852,902 -- 8,852,902 20.1% El Paso Tennessee Pipeline Co. (4) 2,821,343 -- 2,821,343 6.4% El Paso Field Services Holding Company(4) 2,821,343 -- 2,821,343 6.4% EPEC Deepwater Gathering Company(5) 2,661,870 -- 2,661,870 6.1% Sabine River Investors I, L.L.C 3,088,130 --

3,088,130  
7.0% Sabine  
River  
Investors II,  
L.L.C  
2,661,870 --  
2,661,870  
6.1%

- - - - -

(1) In accordance with SEC regulations under Section 13(d) of the Securities Exchange Act of 1934, as amended, the percent shown in this column for each Common Unit holder represents the number of Common Units owned by such holder plus the derivative securities (on an as converted basis) owned by such holder divided by the number of Common Units outstanding plus the number of derivative securities (on an as converted basis) owned by such holder.

(2) Includes 3,088,130 common units owned directly by Sabine II, 2,661,870 common units owned directly by Sabine II, 5,754,772 common units owned directly by the General Partner, and 159,473 common units owned directly by EPFS Holding.

(3) Includes 3,088,130 common units owned directly by Sabine I and 5,754,772 common units owned directly by the General Partner.

(4) Includes 2,661,870 common units owned directly by Sabine II and 159,473 common units owned directly by EPFS Holding.

(5) Includes 2,661,870 common units owned directly by Sabine II.

(b) Each person identified in (a) above has the sole power to vote or direct the vote and the sole power to dispose or direct the disposition of the Common Units beneficially owned by such person.

(c) Except as otherwise described herein, none of the persons identified in (a) above have effected any transactions in Common Units during the past 60 days.

(d) Not applicable.

(e) Not applicable.

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

The General Partner serves as general partner of the Issuer in accordance with the Second Amended and Restated Agreement of Limited Partnership of the Issuer effective as of August 31, 2000, previously filed as Exhibit 3.8 to the Issuer's Current Report on Form 8-K dated March 6, 2001, and incorporated herein by reference.

Sabine I, which holds 3,088,130 common units, and Sabine II, which holds 2,661,870 common units, are party (together with other subsidiaries of El Paso Corporation) to a credit agreement with Trinity River Associates, L.L.C. The common units held by Sabine I and Sabine II are part of the collateral security for such credit agreement.

The General Partner has pledged its general partner interest in the Issuer pursuant to the Issuer's Fifth Amended and Restated Credit Agreement dated as of May 24, 2001, previously filed as Exhibit 10.2 to the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001, and incorporated herein by reference.

EPFS Holding acquired 159,473 common units pursuant to a Contribution Agreement dated April 1, 2002 with the Issuer, previously filed as Exhibit 10.0 to the Issuer's Current Report on Form 8-K dated April 22, 2002 and incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- Exhibit 1: Joint Filing Agreement among El Paso Corporation, DeepTech International Inc., El Paso Energy Partners Company, El Paso Tennessee Pipeline Company, El Paso Field Services Holding Company, EPEC Deepwater Gathering Company, Sabine River Investors I, L.L.C. and Sabine River Investors II, L.L.C.
- Exhibit 2: List of all directors and executive officers of each of El Paso Corporation, DeepTech International Inc., El Paso Energy Partners Company, El Paso Tennessee Pipeline Company, El Paso Field Services Holding Company, EPEC Deepwater Gathering Company, Sabine River Investors I, L.L.C. and Sabine River Investors II, L.L.C.
- Exhibit 3: A copy of the Second Amended and Restated Partnership Agreement of the Issuer was previously filed as Exhibit 3.8 to the Issuer's Current Report on Form 8-K dated March 6, 2001, and is incorporated herein by reference.
- Exhibit 4: A copy of the Issuer's Fifth Amended and Restated Credit Agreement was previously filed as Exhibit 10.2 to the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001.
- Exhibit 5: A copy of the Contribution Agreement between EPFS Holding and the Issuer was previously filed as Exhibit 10.0 to the Issuer's Current Report on Form 8-K dated April 22, 2002, and is incorporated herein by reference.

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: May 9, 2002 El Paso Energy Partners Company

By: /s/ D. MARK LELAND  
-----  
Name: D. Mark LeLand  
Title: Senior Vice President and Controller

Dated: May 9, 2002 DeepTech International Inc.

By: /s/ D. MARK LELAND  
-----  
Name: D. Mark LeLand  
Title: Senior Vice President and Controller

Dated: May 9, 2002 El Paso Corporation

By: /s/ JEFFREY I. BEASON  
-----  
Name: Jeffrey I. Beason  
Title: Senior Vice President and Controller

Dated: May 9, 2002 El Paso Field Services Holding Company

By: /s/ D. MARK LELAND  
-----  
Name: D. Mark Leland  
Title: Senior Vice President and Chief  
Financial Officer

Dated: May 9, 2002 El Paso Tennessee Pipeline Co.

By: /s/ JEFFREY I. BEASON  
-----  
Name: Jeffrey I. Beason  
Title: Senior Vice President and Controller



Dated: May 9, 2002

EPEC Deepwater Gathering Company

By: /s/ D. MARK LELAND  
-----

Name: D. Mark Leland  
Title: Senior Vice President and  
Chief Financial Officer

Dated: May 9, 2002

Sabine River Investors I, L.L.C.  
by its sole member,  
El Paso Energy Partners Company

By: /s/ D. MARK LELAND  
-----

Name: D. Mark Leland  
Title: Senior Vice President and  
Controller

Dated: May 9, 2002

Sabine River Investors II, L.L.C.  
by its sole member,  
EPEC Deepwater Gathering Company

By: /s/ D. MARK LELAND  
-----

Name: D. Mark Leland  
Title: Senior Vice President and  
Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT NUMBER - - - - -	DESCRIPTION - - - - -
1.*	Joint Filing Agreement among El Paso Corporation, DeepTech International Inc., El Paso Energy Partners Company, El Paso Tennessee Pipeline Co., El Paso Field Services Holding Company, EPEC Deepwater Gathering Company, Sabine River Investors I, L.L.C. and Sabine River Investors II, L.L.C.
2.*	List of all directors and executive officers of each of El Paso Corporation, DeepTech International Inc., El Paso Energy Partners Company, El Paso Tennessee Pipeline Company, El Paso Field Services Holding Company, EPEC Deepwater Gathering Company, Sabine River Investors I, L.L.C. and Sabine River Investors II, L.L.C.
3.	A copy of the Second Amended and Restated Partnership Agreement of the Issuer was previously filed as Exhibit 3.8 to the Issuer's Current Report on Form 8-K dated March 6, 2001, and is incorporated herein by reference.
4.	A copy of the Issuer's Fifth Amended and Restated Credit Agreement was previously filed as Exhibit 10.2 to the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001.
5.	A copy of the Contribution Agreement between EPFS Holding and the Issuer was previously filed as Exhibit 10.0 to the Issuer's Current Report on Form 8-K dated April 22, 2002, and is incorporated herein by reference.

- - - - -  
\* Filed herewith.

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) of Regulation 13D of the Securities Exchange Act of 1934, as amended, the persons or entities below agree to the joint filing on behalf of each of them of this Statement on Schedule 13D (including any and all amendments thereto) with respect to the Common Units of El Paso Energy Partners, L.P., and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof the undersigned, being duly authorized, hereby execute this Agreement as of the 9th day of May, 2002.

El Paso Energy Partners Company

By: /s/ D. MARK LELAND

-----  
Name: D. Mark Leland  
Title: Senior Vice President and  
Controller

DeepTech International Inc.

By: /s/ D. MARK LELAND

-----  
Name: D. Mark Leland  
Title: Senior Vice President and  
Controller

El Paso Corporation

By: /s/ JEFFREY I. BEASON

-----  
Name: Jeffrey I. Beason  
Title: Senior Vice President and  
Controller

El Paso Field Services Holding Company

By: /s/ D. MARK LELAND

-----  
Name: D. Mark Leland  
Title: Senior Vice President and Chief  
Financial Officer

El Paso Tennessee Pipeline Co.

By: /s/ JEFFREY I. BEASON

-----  
Name: Jeffrey I. Beason  
Title: Senior Vice President and  
Controller

EPEC Deepwater Gathering Company

By: /s/ D. MARK LELAND

-----  
Name: D. Mark LeLand  
Title: Senior Vice President and Chief  
Financial Officer

Sabine River Investors I, L.L.C.  
by its sole member,  
El Paso Energy Partners Company

By: /s/ D. MARK LELAND

-----  
Name: D. Mark LeLand  
Title: Senior Vice President and  
Controller

Sabine River Investors II, L.L.C.  
by its sole member,  
EPEC Deepwater Gathering Company

By: /s/ D. MARK LELAND

-----  
Name: D. Mark LeLand  
Title: Senior Vice President and  
Chief Financial Officer

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, (ii) Deeptech International Inc., (iii) El Paso Field Services Holding Company, (iv) EPEC Deepwater Gathering Company, (v) El Paso Tennessee Pipeline Co. and (vi) El Paso Corporation.

(i) EL PASO ENERGY PARTNERS COMPANY.

NAME AND BUSINESS ADDRESS -----	CAPACITY IN WHICH SERVES -----	PRINCIPAL OCCUPATION -----	NAME, PRINCIPAL BUSINESS ADDRESS OF ORGANIZATION IN WHICH PRINCIPAL OCCUPATION IS CONDUCTED -----
William A. Wise 1001 Louisiana Street Houston, Texas 77002	Director and Chairman of the Board	Director, Chairman of the Board, President, and Chief Executive Officer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
Robert G. Phillips 4 Greenway Plaza Houston, Texas 77046	Director and Chief Executive Officer	President of El Paso Field Services Holding Company	El Paso Field Services Holding Company 4 Greenway Plaza Houston, Texas 77046
H. Brent Austin 1001 Louisiana Street Houston, Texas 77002	Director and Executive Vice President	Executive Vice President and Chief Financial Officer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
James H. Lytal 4 Greenway Plaza Houston, Texas 77046	Director and President	President of El Paso Energy Partners Company	El Paso Energy Partners Company 4 Greenway Plaza Houston, Texas 77046
Keith B. Forman 4 Greenway Plaza Houston, Texas 77046	Vice President and Chief Financial Officer	Vice President and Chief Financial Officer of El Paso Energy Partners Company	El Paso Energy Partners Company 4 Greenway Plaza Houston, Texas 77046
D. Mark Leland 4 Greenway Plaza Houston, Texas 77046	Senior Vice President and Controller	Senior Vice President and Chief Financial Officer of El Paso Field Services Holding Company	El Paso Field Services Holding Company 4 Greenway Plaza Houston, Texas 77046
Michael B. Bracy 1001 Louisiana Street Houston, Texas 77002	Director	Retired	1001 Louisiana Street Houston, Texas 77002
H. Douglas Church 1001 Louisiana Street Houston, Texas 77002	Director	Retired	1001 Louisiana Street Houston, Texas 77002
Kenneth L. Smalley 1001 Louisiana Street Houston, Texas 77002	Director	Retired	1001 Louisiana Street Houston, Texas 77002
Malcolm Wallop 1001 Louisiana Street Houston, Texas 77002	Director	Chairman, Frontiers of Freedom Foundation	Frontiers of Freedom Foundation 12011 Lee Jackson Memorial Hwy. Fairfax, VA 22033

(ii) DEEPTECH INTERNATIONAL INC.

NAME AND BUSINESS ADDRESS -----	CAPACITY IN WHICH SERVES -----	PRINCIPAL OCCUPATION -----	NAME, PRINCIPAL BUSINESS ADDRESS OF ORGANIZATION IN WHICH PRINCIPAL OCCUPATION IS CONDUCTED -----
---------------------------------------	--------------------------------------	----------------------------------	---

<p>William A. Wise 1001 Louisiana Street Houston, Texas 77002</p>	<p>Director and Chairman of the Board</p>	<p>Director, Chairman of the Board, President, and Chief Executive Officer of El Paso Corporation</p>	<p>El Paso Corporation 1001 Louisiana Street Houston, Texas 77002</p>
<p>Robert G. Phillips 4 Greenway Plaza Houston, Texas 77046</p>	<p>Director and Chief Executive Officer</p>	<p>President of El Paso Field Services, L.P.</p>	<p>El Paso Field Services Holding Company 4 Greenway Plaza Houston, Texas 77046</p>
<p>H. Brent Austin 1001 Louisiana Street Houston, Texas 77002</p>	<p>Director and Executive Vice President</p>	<p>Executive Vice President and Chief Financial Officer of El Paso Corporation</p>	<p>El Paso Corporation 1001 Louisiana Street Houston, Texas 77002</p>
<p>James H. Lytal 4 Greenway Plaza Houston, Texas 77046</p>	<p>Director and President</p>	<p>President of El Paso Energy Partners Company</p>	<p>El Paso Energy Partners Company 4 Greenway Plaza Houston, Texas 77046</p>
<p>Keith B. Forman 4 Greenway Plaza Houston, Texas 77046</p>	<p>Vice President and Chief Financial Officer</p>	<p>Vice President and Chief Financial Officer of El Paso Energy Partners Company</p>	<p>El Paso Energy Partners Company 4 Greenway Plaza Houston, Texas 77046</p>
<p>D. Mark Leland 4 Greenway Plaza Houston, Texas 77046</p>	<p>Senior Vice President and Controller</p>	<p>Senior Vice President and Chief Financial Officer of El Paso Field Services Holding Company</p>	<p>El Paso Field Services Holding Company 4 Greenway Plaza Houston, Texas 77046</p>

(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
William A. Wise 1001 Louisiana Street Houston, Texas 77002	Director	Director, Chairman of the Board, President, and Chief Executive Officer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
Robert G. Phillips 4 Greenway Plaza Houston, Texas 77046	Director and President	President of El Paso Field Services Holding Company	El Paso Field Services Holding Company 4 Greenway Plaza Houston, Texas 77046
H. Brent Austin 1001 Louisiana Street Houston, Texas 77002	Director and Executive Vice President	Executive Vice President and Chief Financial Officer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
D. Mark Leland 4 Greenway Plaza Houston, Texas 77046	Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer of El Paso Field Services Holding Company	El Paso Field Services Holding Company 4 Greenway Plaza Houston, Texas 77046

(iv) EPEC DEEPWATER GATHERING COMPANY

NAME AND BUSINESS ADDRESS	CAPACITY IN WHICH SERVES	PRINCIPAL OCCUPATION	NAME, PRINCIPAL BUSINESS ADDRESS OF ORGANIZATION IN WHICH PRINCIPAL OCCUPATION IS CONDUCTED
William A. Wise 1001 Louisiana Street Houston, Texas 77002	Director	Director, Chairman of the Board, President, and Chief Executive Officer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
Robert G. Phillips 4 Greenway Plaza Houston, Texas 77046	Director and President	President of El Paso Field Services Holding Company	El Paso Field Services Holding Company 4 Greenway Plaza Houston, Texas 77046
H. Brent Austin 1001 Louisiana Street Houston, Texas 77002	Director and Executive Vice President	Executive Vice President and Chief Financial Officer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
D. Mark Leland 4 Greenway Plaza Houston, Texas 77046	Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer for El Paso Field Services Holding Company	El Paso Field Services Holding Company 4 Greenway Plaza Houston, Texas 77046

(v) 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
William A. Wise 1001 Louisiana Street Houston, Texas 77002	Director, Chairman of the Board, President, Chief Executive Officer	Director, Chairman of the Board, President, and Chief Executive Officer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
H. Brent Austin 1001 Louisiana Street Houston, Texas 77002	Director and Executive Vice President and Chief	Executive Vice President and Chief Financial Officer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002

Financial Officer

Joel Richards III 1001 Louisiana Street Houston, Texas 77002	Director and Executive Vice President	Executive Vice President, Human Resources and Administration of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
Peggy A. Heeg 1001 Louisiana Street Houston, Texas 77002	Director and Executive Vice President, Law	Executive Vice President and General Counsel 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
C. Dana Rice 1001 Louisiana Street Houston, Texas 77002	Senior Vice President and Treasurer	Senior Vice President and Treasurer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
Kenneth L. Smalley 1001 Louisiana Street Houston, Texas 77002	Director	Retired	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002



## (vi) 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 -----
William A. Wise 1001 Louisiana Street Houston, Texas 77002	Chairman of the Board, President, Chief Executive Officer, and Director	Director, Chairman of the Board, President, and Chief Executive Officer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
H. Brent Austin 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
Ralph Eads 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
Joel Richards III 1001 Louisiana Street Houston, Texas 77002	Executive Vice President	Executive Vice President, Human Resources and Administration of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
William A. Smith 1001 Louisiana Street Houston, Texas 77002	Executive Vice President	Executive Vice President, Business Development 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	President, Pipeline Group of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
Peggy A. Heeg 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
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
C. Dana Rice 1001 Louisiana Street Houston, Texas 77002	Senior Vice President and Treasurer	Senior Vice President and Treasurer of El Paso Corporation	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
Greg G. Jenkins 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
Robert G. Phillips 1001 Louisiana Street Houston, Texas 77002	President of El Paso Field Services Holding Company	President of El Paso Field Services Holding Company	El Paso Field Services Holding Company 1001 Louisiana Street Houston, Texas 77002
Rodney Erskine 1001 Louisiana Street Houston, Texas 77002	President, El Paso Production Company	President of El Paso Production Company	El Paso Production Company 1001 Louisiana Street Houston, Texas 77002
Clark C. Smith 1001 Louisiana Street Houston, TX 77002	President El Paso Energy North America Company	President El Paso Energy North America Company	El Paso Energy North America Company 1001 Louisiana Street Houston, TX 77002
Byron Allumbaugh 610 Newport Center Drive, Suite 210 Newport Beach, CA 92660	Director	Retired Chairman, Ralphs Grocery Company	610 Newport Center Drive Suite 210 Newport Beach, CA 92660
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 Universidad 1200, Col. XOCO Mexico, D.F.C.P. 03339	Director	Vice Chairman, Grupo Financiero Bancomer	Universidad 1200, Col. XOCO Mexico, D.F.C.P. 03339
James F. Gibbons Stanford University Paul G. Allen Center for Integrated Systems	Director	Professor at Stanford University School of Engineering	Stanford University Paul G. Allen Center for Integrated Systems Room 201 (Mail Stop 4075)

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Anthony W. Hall, Jr. 900 Bagby, 4th Floor Houston, Texas 77002	Director	City Attorney, City of Houston	Attorney, City of Houston 900 Bagby, 4th Floor Houston, Texas 77002
Ronald L. Kuehn, Jr. 1001 Louisiana Street Houston, Texas 77002	Director	Business Consultant	El Paso Corporation 1001 Louisiana Street Houston, Texas 77002
J. Carleton MacNeil Jr 3421 Spanish Trail Building 227D Delray Beach, FL 33483	Director	Securities Consultant	3421 Spanish Trail Building 227D Delray Beach, FL 33483
Thomas R. McDade Two Houston Center 909 Fannin, Suite 1200 Houston, Texas 77010	Director	Senior Partner, McDade, Fogler, Marnes, L.L.P.	McDade, Fogler, Maines, L.L.P. Two Houston Center 909 Fannin, Suite 1200 Houston, Texas 77010
Malcolm Wallop Western Strategy Group 1100 Wilson Blvd., Suite 1400 Arlington, VA 22209	Director	Chairman, Frontiers of Freedom Foundation	Frontiers of Freedom Foundation 12011 Lee Jackson Memorial Hwy. Fairfax, VA 22033
Joe B. Wyatt Vanderbilt University 211 Kirkland Mall Nashville, TN 37240	Director	Chancellor Emeritus, Vanderbilt University	Vanderbilt University 211 Kirkland Mall Nashville, TN 37240

(vii) Neither Sabine River Investors I, L.L.C. nor Sabine River Investors II, L.L.C. have any directors, managers or executive officers. Each is managed by their sole members, El Paso Energy Partners Company and EPEC Deepwater Gathering Company, respectively.