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

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 1, 2008

**ENTERPRISE GP HOLDINGS L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1-32610**  
(Commission File Number)

**13-4297064**  
(I.R.S. Employer  
Identification No.)

**1100 Louisiana, 10th Floor**  
**Houston, Texas 77002**  
(Address of Principal Executive Offices, including Zip Code)

**(713) 381-6500**  
(Registrant's Telephone Number, including Area Code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) EPCO, Inc. (“EPCO”) formed EPE Unit L.P. (“EPE I”), EPE Unit II, L.P. (“EPE II”) and EPE Unit III, L.P. (“EPE III” and together with EPE I and EPE II, the “Employee Partnerships”) to serve as long-term incentive arrangements for certain employees of EPCO by providing “profit interests” in the underlying limited partnership units of Enterprise GP Holdings L.P. On July 1, 2008, each of the Employee Partnerships entered into a second amendment to agreement of limited partnership (each referred to herein as a “Second Amendment”). The Second Amendments for EPE I and EPE II provide for the reduction of the rate at which the Class A Limited Partner, Duncan Family Interests, Inc., earns a preferred return on its investment in EPE I and EPE II (“Class A Preference Return Rate”). The Class A Preference Return Rate in each of these two limited partnership agreements was reduced from 6.25% to a floating preference rate to be determined by EPCO, in its sole discretion, that will be between 4.50% and 5.725% per annum. The Second Amendment for EPE I and EPE II each further provides that the liquidation date for those partnerships be extended to November 9, 2012 and February 10, 2014, respectively. The Second Amendment for EPE III extends the liquidation date for that partnership to May 9, 2014.

Copies of the Second Amendment of EPE I, EPE II and EPE III are filed as Exhibit 10.1, Exhibit 10.2 and Exhibit 10.3, respectively, to this Current Report on Form 8-K, and each is incorporated by reference into this Item 5.02.

**Item 9.01. Financial Statements and Exhibits.**

*(c) Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
10.1	Second Amendment to Agreement of Limited Partnership of EPE Unit L.P. dated July 1, 2008.
10.2	Second Amendment to Agreement of Limited Partnership of EPE Unit II, L.P. dated July 1, 2008.
10.3	Second Amendment to Agreement of Limited Partnership of EPE Unit III, L.P. dated July 1, 2008.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

**ENTERPRISE GP HOLDINGS L.P.**

By: EPE Holdings, LLC,  
its general partner

Date: July 7, 2008

By: /s/ Michael J. Knesek  
Name: Michael J. Knesek  
Title: Senior Vice President, Controller and Principal  
Accounting Officer of EPE Holdings, LLC

## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Second Amendment to Agreement of Limited Partnership of EPE Unit L.P. dated July 1, 2008.
10.2	Second Amendment to Agreement of Limited Partnership of EPE Unit II, L.P. dated July 1, 2008.
10.3	Second Amendment to Agreement of Limited Partnership of EPE Unit III, L.P. dated July 1, 2008.

**SECOND AMENDMENT  
TO  
AGREEMENT OF LIMITED PARTNERSHIP  
OF  
EPE UNIT L.P.**

Dated as of  
July 1, 2008

This Second Amendment (this "Amendment") to the Agreement of Limited Partnership dated as of August 23, 2005 (as subsequently amended, the "Partnership Agreement") of EPE Unit L.P., a Delaware limited partnership (the "Partnership"), is made and entered into effective as of July 1, 2008, pursuant to the terms of the Partnership Agreement and in accordance with Section 12.05 thereof.

**Section 1. AMENDMENTS.**

(a) **Section 1.01.** Section 1.01 is hereby amended to amend and restate the following definitions:

"Class A Preference Return Rate" means (i) from August 23, 2005 until June 30, 2008, 6-1/4% per annum, and (ii) from July 1, 2008 and thereafter, a floating preference rate to be determined by the General Partner, in its sole discretion, not less than annually on or prior to the date on which any annual tax allocations are required to be determined in accordance with the Partnership Agreement, that will be no less than 4.5% and no greater than 5.725% per annum, in each case divided by 365 or 366 days, as the case may be during such calendar year.

(b) **Section 11.01.** Paragraph (b) of Section 11.01 is hereby amended and restated as follows:

(b) unless otherwise agreed to by the General Partner, the Class A Limited Partner and a Required Interest, November 9, 2012;

Section 2. **RATIFICATION OF PARTNERSHIP AGREEMENT.** Except as expressly modified and amended herein, all of the terms and conditions of the Partnership Agreement shall remain in full force and effect.

Section 3. **GOVERNING LAW.** THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE, EXCLUDING ANY CONFLICTS-OF-LAW RULE OR PRINCIPLE THAT MIGHT REFER THE GOVERNANCE OR CONSTRUCTION OF THIS AGREEMENT TO THE LAWS OF ANOTHER JURISDICTION.

*[Signature Page Follows]*

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IN WITNESS WHEREOF, the General Partner has executed this Agreement as of the date first set forth above.

GENERAL PARTNER:

**EPCO, INC.**

By:     /s/ W. Randall Fowler      
W. Randall Fowler  
*President and Chief Executive Officer*

CLASS A LIMITED PARTNER:

**DUNCAN FAMILY INTERESTS, INC.**

By:     /s/ Michael G. Morgan      
Michael G. Morgan  
*President*

CLASS B LIMITED PARTNERS:

Representing a majority of Class B Limited Partners of the Partnership, pursuant to Powers of Attorney executed in favor of, and granted and delivered to the General Partner

By: EPCO, INC.  
(As attorney-in-fact for the Class B Limited Partners pursuant to powers of attorney)

By:     /s/ W. Randall Fowler      
W. Randall Fowler  
*President and Chief Executive Officer*

*Second Amendment to Agreement of Limited Partnership of EPE Unit L.P.*

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**SECOND AMENDMENT  
TO  
AGREEMENT OF LIMITED PARTNERSHIP  
OF  
EPE UNIT II, L.P.**

Dated as of  
July 1, 2008

This Second Amendment (this "Amendment") to the Agreement of Limited Partnership dated as of December 5, 2006 (as previously amended, the "Partnership Agreement") of EPE Unit II, L.P., a Delaware limited partnership (the "Partnership"), is made and entered into effective as of July 1, 2008, pursuant to the terms of the Partnership Agreement and in accordance with Section 12.05 thereof.

Section 1. **AMENDMENTS.**

(a) **Section 1.01.** Section 1.01 is hereby amended to amend and restate the following definitions:

"Class A Preference Return Rate" means (i) from December 5, 2006 until June 30, 2008, 6-1/4% per annum, and (ii) from July 1, 2008 and thereafter, a floating preference rate to be determined by the General Partner, in its sole discretion, not less than annually on or prior to the date on which any annual tax allocations are required to be determined in accordance with the Partnership Agreement, that will be no less than 4.5% and no greater than 5.725% per annum, in each case divided by 365 or 366 days, as the case may be during such calendar year.

(b) **Section 11.01.** Paragraph (b) of Section 11.01 is hereby amended and restated as follows:

(b) unless otherwise agreed to by the General Partner, the Class A Limited Partner and a Required Interest, February 10, 2014;

Section 2. **RATIFICATION OF PARTNERSHIP AGREEMENT.** Except as expressly modified and amended herein, all of the terms and conditions of the Partnership Agreement shall remain in full force and effect.

Section 3. **GOVERNING LAW.** THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE, EXCLUDING ANY CONFLICTS-OF-LAW RULE OR PRINCIPLE THAT MIGHT REFER THE GOVERNANCE OR CONSTRUCTION OF THIS AGREEMENT TO THE LAWS OF ANOTHER JURISDICTION.

*[Signature Page Follows]*

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IN WITNESS WHEREOF, the General Partner has executed this Agreement as of the date first set forth above.

GENERAL PARTNER:

**EPCO, INC.**

By:     /s/ W. Randall Fowler      
W. Randall Fowler  
*President and Chief Executive Officer*

CLASS A LIMITED PARTNER:

**DUNCAN FAMILY INTERESTS, INC.**

By:     /s/ Michael G. Morgan      
Michael G. Morgan  
*President*

CLASS B LIMITED PARTNER:

Representing the Class B Limited Partner of the Partnership, pursuant to a Power of Attorney executed in favor of, and granted and delivered to the General Partner

By: EPCO, INC.  
(As attorney-in-fact for the Class B Limited  
Partner pursuant to powers of attorney)

By:     /s/ W. Randall Fowler      
W. Randall Fowler  
*President and Chief Executive Officer*

*Second Amendment to Agreement of Limited Partnership of EPE Unit II, L.P.*

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**SECOND AMENDMENT  
TO  
AGREEMENT OF LIMITED PARTNERSHIP  
OF  
EPE UNIT III, L.P.**

Dated as of  
July 1, 2008

This Second Amendment (this "Amendment") to the Agreement of Limited Partnership dated as of May 7, 2007 (as subsequently amended, the "Partnership Agreement") of EPE Unit III, L.P., a Delaware limited partnership (the "Partnership"), is made and entered into effective as of July 1, 2008, pursuant to the terms of the Partnership Agreement and in accordance with Section 12.05 thereof.

**Section 1. AMENDMENTS.**

(a) **Section 11.01.** Paragraph (b) of Section 11.01 is hereby amended and restated as follows:

(b) unless otherwise agreed to by the General Partner, the Class A Limited Partner and a Required Interest, May 9, 2014;

Section 2. **RATIFICATION OF PARTNERSHIP AGREEMENT.** Except as expressly modified and amended herein, all of the terms and conditions of the Partnership Agreement shall remain in full force and effect.

Section 3. **GOVERNING LAW.** THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE, EXCLUDING ANY CONFLICTS-OF-LAW RULE OR PRINCIPLE THAT MIGHT REFER THE GOVERNANCE OR CONSTRUCTION OF THIS AGREEMENT TO THE LAWS OF ANOTHER JURISDICTION.

*[Signature Page Follows]*

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IN WITNESS WHEREOF, the General Partner has executed this Agreement as of the date first set forth above.

GENERAL PARTNER:

**EPCO, INC.**

By:     /s/ W. Randall Fowler      
W. Randall Fowler  
*President and Chief Executive Officer*

CLASS A LIMITED PARTNER:

**DUNCAN FAMILY INTERESTS, INC.**

By:     /s/ Michael G. Morgan      
Michael G. Morgan  
*President*

CLASS B LIMITED PARTNERS:

Representing a majority of Class B Limited Partners of the Partnership, pursuant to Powers of Attorney executed in favor of, and granted and delivered to the General Partner

By: EPCO, INC.  
(As attorney-in-fact for the Class B Limited Partners pursuant to powers of attorney)

By:     /s/ W. Randall Fowler      
W. Randall Fowler  
*President and Chief Executive Officer*

*Second Amendment to Agreement of Limited Partnership of EPE Unit III, L.P.*

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