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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): November 9, 2010

**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 Street, 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:

- 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 2.02. Results of Operations and Financial Condition.**

On November 9, 2010, Enterprise GP Holdings L.P. issued a press release announcing its consolidated and parent-only financial results for the three and nine months ended September 30, 2010. A copy of the earnings press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K, which is incorporated by reference into this Item 2.02.

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

**(d) Exhibits.**

Exhibit No.    Description

99.1            Enterprise GP Holdings L.P. press release dated November 9, 2010.

**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,  
      as general partner

Date: November 9, 2010

By:              /s/ Michael J. Knesek            
Name: Michael J. Knesek  
Title: Senior Vice President, Controller and Principal  
      Accounting Officer of the general partner

## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Enterprise GP Holdings L.P. press release dated November 9, 2010.





P.O. Box 4323  
Houston, TX 77210  
(713) 381-6500

### Enterprise GP Holdings Reports Third Quarter 2010 Results

**Houston, Texas (Tuesday, November 9, 2010)** – Enterprise GP Holdings L.P. (NYSE: EPE) today announced its consolidated and parent-only financial results for the three and nine months ended September 30, 2010. Enterprise GP Holdings L.P., the Parent Company, reported distributable cash flow of \$78.1 million for the third quarter of 2010, compared to distributable cash flow of \$78.4 million reported for the third quarter of 2009. Distributable cash flow for the third quarter of 2010 was reduced by \$8.2 million for costs related to Enterprise GP Holdings’ pending merger with a subsidiary of Enterprise Products Partners L.P. (“Enterprise Products Partners”) and \$2.2 million of charges related to the liquidation of employee partnerships.

On October 14, 2010, the Board of Directors of Enterprise GP Holdings’ general partner approved an increase in the partnership’s quarterly cash distribution rate with respect to the third quarter of 2010 to \$0.575 per unit, or \$2.30 per unit on an annualized basis. This represents an 11.7 percent increase from the \$0.515 per unit that was paid with respect to the third quarter of 2009. Distributable cash flow provided 1.0 times coverage of the quarterly cash distribution which is scheduled to be paid today to unitholders of record as of the close of business on October 29, 2010. Distributable cash flow provided 1.1 times coverage of the quarterly cash distribution this quarter after excluding costs related to the pending merger and the employee partnership liquidations. Distributable cash flow is a non-generally accepted accounting principle (“non-GAAP”) financial measure that is defined and reconciled later in this press release to its most directly comparable U.S. generally accepted accounting principles (“GAAP”) measure, which is net cash flow provided by operating activities.

The Parent Company will receive \$101.7 million of cash distributions from its investments with respect to the third quarter of 2010. This represents a 12 percent increase from the \$90.7 million of cash distributions it received with respect to the third quarter of 2009. The increase in cash distributions is due to higher cash distributions received from Enterprise Products Partners and its general partner, “EPGP”. Cash distributions received from Enterprise Products Partners and EPGP with respect to the third quarter of 2010 reflect the common units issued to and other consideration received by the Parent Company in connection with the TEPPCO Merger on October 26, 2009.

#### Cash Distributions from Investees<sup>(1)</sup>

(Amounts in millions)

	3 <sup>rd</sup> Qtr 2010	3 <sup>rd</sup> Qtr 2009
Enterprise Products Partners & EPGP	\$ 80.5	\$ 69.7
Energy Transfer Equity & LE GP	21.2	21.0
Total	<u>\$ 101.7</u>	<u>\$ 90.7</u>

(1) See Exhibit A for detailed information regarding distributions from the Parent Company’s investments.

Consolidated net income attributable to Enterprise GP Holdings increased to \$37.0 million, or \$0.27 per unit on a fully diluted basis, for the third quarter of 2010 from \$25.3 million, or \$0.18 per unit on a fully diluted basis, for the third quarter of 2009.

Parent Company general and administrative expenses for the third quarter of 2010 increased to \$13.9 million from \$1.9 million in the third quarter of 2009, primarily due to costs related to the pending merger and the employee partnership liquidations.

Parent Company interest expense for the third quarter of 2010 increased to \$12.3 million from \$10.1 million recorded in the third quarter of 2009. Total Parent Company debt principal outstanding at September 30, 2010 was approximately \$1.1 billion.

### **Parent Company Financial Information**

In order for the unitholders of Enterprise GP Holdings and others to more fully understand the Parent Company's business and financial statements on a standalone basis, our press release includes information devoted exclusively to the Parent Company apart from that of our consolidated Partnership. A key difference between the non-consolidated Parent Company financial information and those of our consolidated Partnership is that the Parent Company views each of its investments (i.e., Enterprise Products Partners and Energy Transfer Equity) as unconsolidated affiliates and records its share of the net income of each as equity earnings. In accordance with GAAP, we eliminate the equity earnings related to Enterprise Products Partners in the preparation of our consolidated financial statements.

### **Use of Non-GAAP Financial Measures**

The press release and accompanying schedules include the non-GAAP financial measure of distributable cash flow. Exhibit C provides a reconciliation of this non-GAAP financial measure to its most directly comparable financial measure calculated in accordance with GAAP. Distributable cash flow should not be considered an alternative to GAAP financial measures such as net income, net cash flow provided by operating activities or any other GAAP measure of liquidity or financial performance. We define distributable cash flow as follows:

- § Cash distributions received with respect to a given period from the Parent Company's investments in limited and general partner interests; less the sum of,
- § Parent Company general and administrative costs on a standalone basis, before non-cash amortization;
- § Parent Company interest expense on a standalone basis, before non-cash amortization; and
- § General and administrative costs, on a standalone basis, of EPGP.

Distributable cash flow is a significant liquidity metric used by senior management to compare net cash flow generated by the Parent Company's investments to the cash distributions the Parent Company is expected to pay its partners. Using this metric, senior management can compute the coverage ratio of estimated cash flow to planned cash distributions.

Distributable cash flow is an important non-GAAP financial measure for the Parent Company's unitholders since it indicates to investors whether or not the Parent Company's investments are generating cash flow at a level that can sustain or support an increase in quarterly cash distribution levels. Financial metrics such as distributable cash flow are quantitative standards used by the investment community because the value of a partnership unit is in part measured by its yield (which, in turn, is based on the amount of cash distributions a partnership pays to a unitholder).

### **Company Information and Forward-Looking Statements**

Enterprise GP Holdings L.P. is one of the largest publicly traded GP partnerships and it owns the general partner and certain limited partner interests in Enterprise Products Partners L.P. ( NYSE: EPD), as well as certain noncontrolling general partner and limited partner interests in Energy Transfer Equity, L.P. For more information on Enterprise GP Holdings L.P., visit its website at [www.enterprisegp.com](http://www.enterprisegp.com).

This press release contains various forward-looking statements and information that are based on Enterprise GP Holdings' beliefs and those of its general partner, as well as assumptions made by and information currently available to Enterprise GP Holdings. When used in this press release, words such as "anticipate," "project," "expect," "plan," "seek," "goal," "estimate," "forecast," "intend," "could,"

“should,” “will,” “believe,” “may,” “potential” and similar expressions and statements regarding the plans and objectives of Enterprise GP Holdings, Enterprise Products Partners, Energy Transfer Equity or Energy Transfer Partners (the “Related Companies”) for future operations, are intended to identify forward-looking statements. Although Enterprise GP Holdings and its general partner believe that such expectations reflected in such forward-looking statements are reasonable, neither Enterprise GP Holdings nor its general partner can give assurances that such expectations will prove to be correct. Such statements are subject to a variety of risks, uncertainties and assumptions. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, Enterprise GP Holdings’ actual results may vary materially from those it anticipated, estimated, projected or expected. Among the key risk factors that may have a direct bearing on the Related Companies’ and, in turn, Enterprise GP Holdings’ results of operations and financial condition are:

- § fluctuations in oil, natural gas and NGL prices and production due to weather and other natural and economic forces;
- § the effects of the Related Companies’ debt level on its future financial and operating flexibility;
- § a reduction in demand for the Related Companies’ products by the petrochemical, refining, heating or other industries;
- § a decline in the volumes delivered by the Related Companies’ facilities;
- § the failure of any of the Related Companies’ credit risk management efforts to adequately protect it against customer non-payment;
- § terrorist attacks aimed at the Related Companies’ facilities; and
- § the failure to successfully integrate the Related Companies’ operations with companies, if any, that they may acquire in the future.

Enterprise GP Holdings has no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

*Contacts: Randy Burkhalter, Investor Relations (713) 381-6812 or (866) 230-0745  
Rick Rainey, Media Relations (713) 381-3635*

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**Enterprise GP Holdings L.P. – Parent Company**  
**Selected Financial Data – UNAUDITED**  
**For the Three and Nine Months Ended September 30, 2010 and 2009**  
*(Amounts in millions)*

The following table presents distributable cash flow, summarized income statement data and selected balance sheet information for the Parent Company with respect to the periods shown and at the dates indicated:

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
<b>Cash distributions from investees: (1)</b>				
<i>Enterprise Products Partners and EPGP: (2)</i>				
From common units of Enterprise Products Partners	\$ 12.6	\$ 11.5	\$ 37.2	\$ 26.3
From 2% general partner interest and related IDRs	67.9	58.2	198.3	142.9
<i>TEPPCO and TEPPCO GP: (3,4)</i>				
From units of TEPPCO	n/a	n/a	n/a	6.4
From 2% general partner interest and related IDRs	n/a	n/a	n/a	31.0
<i>Energy Transfer Equity and LE GP:</i>				
From common units of Energy Transfer Equity	21.1	20.9	63.2	62.2
From member interest in LE GP	0.1	0.1	0.4	0.4
Total cash distributions from investees	<u>101.7</u>	<u>90.7</u>	<u>299.1</u>	<u>269.2</u>
<b>Cash expenses, primarily Parent Company</b>	<u>(23.6)</u>	<u>(12.3)</u>	<u>(46.9)</u>	<u>(43.4)</u>
<b>Distributable cash flow</b>	<u>\$ 78.1</u>	<u>\$ 78.4</u>	<u>\$ 252.2</u>	<u>\$ 225.8</u>
<b>Distributions by Parent Company</b>	<u>\$ 80.0</u>	<u>\$ 71.7</u>	<u>\$ 233.8</u>	<u>\$ 208.8</u>
<b>Coverage ratio</b>	<u>1.0x</u>	<u>1.1x</u>	<u>1.1x</u>	<u>1.1x</u>
<b>Parent Company summarized income statement data:</b>				
Equity in income of investees (5)	\$ 63.2	\$ 37.3	\$ 212.0	\$ 172.3
General and administrative costs	13.9	1.9	18.8	8.7
Operating income	49.3	35.4	193.2	163.6
Interest expense, net	(12.3)	(10.1)	(32.2)	(36.3)
Net income attributable to Enterprise GP Holdings L.P.	<u>\$ 37.0</u>	<u>\$ 25.3</u>	<u>\$ 161.0</u>	<u>\$ 127.3</u>
<b>Parent Company debt principal outstanding at end of period</b>	<u>\$ 1,085.3</u>	<u>\$ 1,078.5</u>	<u>\$ 1,085.3</u>	<u>\$ 1,078.5</u>

- (1) Represents cash distributions received with respect to such quarter, including incentive distribution rights (“IDRs”). For the third quarter of 2010, we received the cash distributions shown for Enterprise Products Partners and its general partner on November 8, 2010. The declared distribution from Energy Transfer Equity and its general partner for the third quarter of 2010 is scheduled to be paid on November 19, 2010.
- (2) Cash distributions from Enterprise Products Partners and EPGP with respect to the three and nine months ended September 30, 2010 reflect common units issued to and other consideration received by the Parent Company in connection with the mergers of TEPPCO and TEPPCO GP with Enterprise Products Partners on October 26, 2009 (see notes 3 and 4 below).
- (3) Under the terms of the merger agreement, each of TEPPCO’s unitholders (including the Parent Company) received 1.24 common units of Enterprise Products Partners for each TEPPCO unit owned immediately prior to the merger. As a result, the Parent Company received 5,456,000 common units of Enterprise Products Partners in exchange for the 4,400,000 TEPPCO units that it owned immediately prior to the merger.
- (4) Immediately prior to and as a condition to the TEPPCO merger, TEPPCO GP merged with a wholly owned subsidiary of Enterprise Products Partners. In connection with this merger, the Parent Company, as owner of TEPPCO GP and EPGP, received an additional 1,331,681 common units of Enterprise Products Partners and an increase in the capital account of EPGP sufficient to maintain EPGP’s 2% general partner interest in Enterprise Products Partners.
- (5) Represents the Parent Company’s share of net income of Enterprise Products Partners, TEPPCO (prior to the merger), Energy Transfer Equity and their respective general partners.



**Enterprise GP Holdings L.P.**  
**Condensed Statements of Consolidated Operations – UNAUDITED**  
**For the Three and Nine Months Ended September 30, 2010 and 2009**  
*(Amounts in millions, except per unit amounts)*

The Parent Company owns the general partner of (and therefore controls) Enterprise Products Partners; thus, our consolidated financial statements include the consolidated financial results of Enterprise Products Partners. The net income of Enterprise Products Partners allocated to limited partner interests not owned by the Parent Company is attributed to noncontrolling interests in our consolidated financial statements. The following table presents summarized consolidated income statement data for the Partnership for the periods indicated:

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
<b>Revenues</b>	\$ 8,067.8	\$ 6,789.4	\$ 24,155.7	\$ 17,110.6
<b>Costs and expenses:</b>				
Operating costs and expenses	7,460.1	6,395.8	22,406.2	15,796.9
General and administrative costs	70.1	54.3	150.9	142.0
Total costs and expenses	7,530.2	6,450.1	22,557.1	15,938.9
<b>Equity in income of unconsolidated affiliates</b>	5.6	14.1	43.2	57.7
<b>Operating income</b>	543.2	353.4	1,641.8	1,229.4
<b>Other income (expense):</b>				
Interest expense	(192.0)	(170.9)	(529.1)	(508.2)
Other, net	1.3	0.1	1.8	2.2
Total other expense	(190.7)	(170.8)	(527.3)	(506.0)
<b>Income before provision for income taxes</b>	352.5	182.6	1,114.5	723.4
Provision for income taxes	(4.9)	(7.7)	(20.1)	(26.8)
<b>Net income</b>	347.6	174.9	1,094.4	696.6
Net income attributable to noncontrolling interests	(310.6)	(149.6)	(933.4)	(569.3)
<b>Net income attributable to Enterprise GP Holdings L.P.</b>	\$ 37.0	\$ 25.3	\$ 161.0	\$ 127.3
<b>Allocation of net income attributable to Enterprise GP Holdings L.P.:</b>				
Limited partners	\$ 37.0	\$ 25.3	\$ 161.0	\$ 127.3
General partner	\$ *	\$ *	\$ *	\$ *
<b>Earnings per Unit, basic and fully diluted:</b>				
Net income per Unit	\$ 0.27	\$ 0.18	\$ 1.16	\$ 0.93
Average LP Units outstanding	139.2	139.2	139.2	137.4

\* Amount is negligible

**Enterprise GP Holdings L.P. – Parent Company**  
**Non-GAAP Reconciliations – UNAUDITED**  
**For the Three and Nine Months Ended September 30, 2010 and 2009**  
*(Amounts in millions)*

The following table presents a reconciliation of the Parent Company's non-GAAP distributable cash flow amounts to GAAP net cash flow provided by operating activities:

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
<b>Distributable Cash Flow (Exhibit A)</b>	\$ 78.1	\$ 78.4	\$ 252.2	\$ 225.8
<i>Adjustments to derive net cash flow provided by operating activities:</i>				
Distributions to be received from investees with respect to period indicated (Exhibit A) (1)	(101.7)	(90.7)	(299.1)	(269.2)
Distributions received from investees during period	99.7	90.3	291.5	264.6
Expenses of EPGP	0.2	0.1	0.6	0.1
Net effect of changes in operating accounts	10.9	(5.6)	11.4	(3.5)
<b>Net cash flow provided by operating activities</b>	<b>\$ 87.2</b>	<b>\$ 72.5</b>	<b>\$ 256.6</b>	<b>\$ 217.8</b>

(1) Represents cash distributions collected subsequent to the end of each reporting period.



