

| |
|---|
| OMB APPROVAL |
| OMB Number: 3235-0145 |
| Expires: February 28, 2009 |
| Estimated average burden hours per response...15 |

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

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

TEPPCO Partners L.P.

(Name of Issuer)

Common Units
(Title of Class of Securities)

8723 84-10-2
(CUSIP Number)

Richard H. Bachmann
1100 Louisiana, Suite 1000
Houston, Texas 77002
(713) 381-6500

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

December 8, 2006
(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 §§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.

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 (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

| | | |
|--|--|---|
| 1 | NAMES OF REPORTING PERSONS: Dan L. Duncan I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): | |
| 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, BK | |
| 5 | CHECK 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: |
| | 8 | SHARED VOTING POWER: 16,591,275 |
| | 9 | SOLE DISPOSITIVE POWER: |
| | 10 | SHARED DISPOSITIVE POWER: 16,591,275 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 16,591,275 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="radio"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 18.5% | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): IN | |

| | | |
|--|---|--|
| 1 | NAMES OF REPORTING PERSONS: Dan Duncan LLC I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 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 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: 3,204,564 |
| | 9 | SOLE DISPOSITIVE POWER: 0 |
| | 10 | SHARED DISPOSITIVE POWER: 3,204,564 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 3,204,564 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="radio"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 3.6% | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN | |

| | | |
|--|---|--|
| 1 | NAMES OF REPORTING PERSONS: DFI Holdings LLC I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 20-2133514 | |
| 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 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: 2,500,000 |
| | 9 | SOLE DISPOSITIVE POWER: 0 |
| | 10 | SHARED DISPOSITIVE POWER: 2,500,000 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,500,000 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="radio"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.8% | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN | |

| | | |
|--|---|--|
| 1 | NAMES OF REPORTING PERSONS: DFI GP Holdings L.P. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 20-2133626 | |
| 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 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: 2,500,000 |
| | 9 | SOLE DISPOSITIVE POWER: 0 |
| | 10 | SHARED DISPOSITIVE POWER: 2,500,000 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,500,000 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="radio"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.8% | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN | |

| | | |
|-----------|---|---|
| 1 | NAMES OF REPORTING PERSONS: Duncan Family Interests, Inc. (formerly EPC Partners II, Inc.) I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 51-0371329 | |
| 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 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 | |
| 7 | NUMBER OF | SOLE VOTING POWER: 0 |
| 8 | SHARES | SHARED VOTING POWER: 13,386,711 |
| 9 | BENEFICIALLY | SOLE DISPOSITIVE POWER: 0 |
| 10 | OWNED BY | SHARED DISPOSITIVE POWER: 13,386,711 |
| 11 | EACH | |
| 12 | REPORTING | |
| 13 | PERSON | |
| 14 | WITH | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 13,386,711 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="radio"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 14.9% | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): CO | |

| | | |
|--|--|---|
| 1 | NAMES OF REPORTING PERSONS: EPCO Holdings, Inc. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 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, BK | |
| 5 | CHECK 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: 13,386,711 |
| | 9 | SOLE DISPOSITIVE POWER: 0 |
| | 10 | SHARED DISPOSITIVE POWER: 13,386,711 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 13,386,711 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="radio"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 14.9% | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): CO | |

| | | |
|--|--|---|
| 1 | NAMES OF REPORTING PERSONS: EPCO, Inc. (formerly Enterprise Products Company) I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 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, BK | |
| 5 | CHECK 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: 13,386,711 |
| | 9 | SOLE DISPOSITIVE POWER: 0 |
| | 10 | SHARED DISPOSITIVE POWER: 13,386,711 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 13,386,711 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="radio"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 14.9% | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): CO | |

TABLE OF CONTENTS

[Item 1. Security and Issuer](#)

[Item 2. Identity and Background](#)

[Item 3. Source and Amount of Funds or Other Consideration](#)

[Item 4. Purpose of the Transaction](#)

[Item 5. Interest in Securities of the Issuer](#)

[Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer](#)

[Item 7. Material to be Filed as Exhibits](#)

[SIGNATURES](#)

Item 1. Security and Issuer.

This Statement on Schedule 13D relates to the Limited Partner Units (the “Units”) representing limited partner interests in TEPPCO Partners L.P., a Delaware limited partnership (the “Issuer”), whose principal executive offices are located at 1100 Louisiana, 18th Floor, Houston, Texas 77002.

Item 2. Identity and Background.

This Schedule 13D is being filed by Dan L. Duncan, an individual residing in Houston, Texas (“Dan Duncan”), Dan Duncan LLC, a Texas limited liability company (“DD LLC”), DFI Holdings, LLC, a Delaware limited liability company (“DFI Holdings”), DFI GP Holdings, L.P., a Delaware limited partnership (“DFI GP Holdings”), Duncan Family Interests, Inc., a Delaware corporation (“DFI”), EPCO Holdings, Inc., a Delaware corporation (“EPCO Holdings”), and EPCO, Inc., a Texas corporation (“EPCO”). Dan Duncan, DD LLC, DFI Holdings, DFI GP Holdings, DFI, EPCO Holdings and EPCO are collectively referred to herein as the “Reporting Persons.”

Dan Duncan’s business address is 1100 Louisiana, Suite 1000, Houston, Texas 77002. Dan Duncan is a Director and Chairman of EPE Holdings, LLC, a Delaware limited liability company and the sole general partner of the Enterprise GP Holdings L.P. Dan Duncan is also a Director and Chairman of Texas Eastern Products Pipeline Company, LLC (the “TEPPCO General Partner”). The TEPPCO General Partner’s principal business address and principal office address is 1100 Louisiana, Suite 1000, Houston, Texas 77002.

DD LLC is an entity controlled by Dan Duncan as sole member. Dan Duncan owns 100% of the membership interests in DD LLC. DD LLC owns 100% of the membership interests in DFI Holdings and a 4% limited partner interest in DFI GP Holdings. DD LLC has no independent operations, and its principal functions are to directly and indirectly hold equity interests in the Issuer, equity interests in Enterprise GP Holdings L.P. and other personal investments of Dan Duncan. DD LLC’s principal business address is 1100 Louisiana, Suite 1000, Houston, Texas 77002.

DFI Holdings owns a 1% general partner interest in DFI GP Holdings. DFI GP Holdings L.P. owns 100% of the membership interests in the TEPPCO General Partner. DFI Holdings and DFI GP Holdings have no independent operations, and their principal functions are to directly and indirectly hold equity interests in the Issuer. DFI Holdings’ and DFI GP Holdings principal business addresses are 1100 Louisiana, Suite 1000, Houston, Texas 77002.

EPCO is an entity controlled by Dan Duncan through Dan Duncan’s 50.4% ownership interest in the Class A Common Stock of EPCO. EPCO’s principal business is to provide employees and management and administrative services to the Issuer and the General Partner in its capacity as general partner of the Issuer. In addition, EPCO provides employees and management and administrative services to certain other entities, including Enterprise Products Partners L.P. and its general partner and Enterprise GP Holdings L.P. and its general partner. In addition, EPCO owns and operates a trucking business that provides transportation services to the NGL and petrochemical industry. EPCO’s principal business address and principal office address is 1100 Louisiana, Suite 1000, 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 address and principal office is 1100 Louisiana, Suite 1000, Houston, Texas 77002.

DFI is a wholly owned subsidiary of EPCO Holdings. DFI has no independent operations, and its principal function is to directly and indirectly hold EPCO’s and EPCO Holdings’ equity interests in the Issuer, in Enterprise Products Partners L.P. and in Enterprise GP Holdings L.P. DFI’s principal business address and principal office address is 300 Delaware Avenue, Ste. 900, Wilmington, Delaware 19801.

Appendix A hereto sets forth information with respect to the directors and executive officers of EPCO, EPCO Holdings and DFI, the managers and executive officers of DD LLC, and the member-manager of DFI Holdings. There are no directors, managers or executive officers for DFI GP Holdings.

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 Appendix A to this Schedule 13D in response to this Item, 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

[Table of Contents](#)

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.

On February 24, 2005, the TEPPCO General Partner was acquired by DFI GP Holdings for approximately \$1.1 billion. As a result of the transaction, DFI GP Holdings owned and controlled the 2% general partner interest in us and had the right to receive the incentive distribution rights associated with the general partner interest. Prior to February 24, 2005, the TEPPCO General Partner was an indirect wholly owned subsidiary of Duke Energy Field Services, LLC (“DEFS”), a joint venture between Duke Energy Corporation (“Duke Energy”) and ConocoPhillips. Duke Energy held an interest of approximately 70% in DEFS, and ConocoPhillips held the remaining interest of approximately 30%.

On February 24, 2005, DFI GP Holdings also entered into an LP Unit Purchase and Sale Agreement with Duke Energy and purchased 2,500,000 Units for \$104.0 million. These Units are successor interests to 2,500,000 Deferred Participation Interests (“DPIs”) that the TEPPCO General Partner received in connection with the formation of the Issuer. Effective April 1, 1994, the DPIs were converted to Units, but they have not been listed for trading on the New York Stock Exchange. These Units were assigned to Duke Energy when ownership of the TEPPCO General Partner was transferred from Duke Energy to DEFS in 2000. None of these Units have been sold by DFI GP Holdings as of the date of this report. These Units represented less than 5% of our outstanding Units at this time.

On December 8, 2006, the Issuer received approval by its unitholders of a Fourth Amended and Restated Agreement of Limited Partnership of the Issuer (the “Restated Partnership Agreement”). In connection with and pursuant to the amendments to the Restated Partnership Agreement, the Issuer issued on December 8, 2006 an aggregate of 14,091,275 Units representing limited partner interests of the Issuer to the TEPPCO General Partner in exchange for certain amendments contained in the Restated Partnership Agreement, including amendments to reduce the incentive distribution rights associated with the general partner interest. There was no additional consideration paid by the TEPPCO General Partner for these Units.

Immediately after receipt of the 14,091,275 Units issued in connection with the Restated Partnership Agreement, the TEPPCO General Partner distributed the Units to its sole member, DFI GP Holdings, L.P. Immediately after its receipt of these Units, DFI GP Holdings, L.P. distributed the Units to its partners in accordance with their percentage interests as follows: 13,386,711 Units to DFI, 563,651 Units to DD LLC and 140,913 Units to DFI Holdings. Immediately after its receipt of the Units from DFI GP Holdings, DFI Holdings distributed its 140,913 Units to DD LLC, its sole member.

Item 4. Purpose of the Transaction.

The purpose of the Reporting Persons’ acquisition of the Units on December 8, 2006 was to exchange and eliminate interests in the Issuer that were previously owned by the Reporting Persons or their affiliate. The purpose of DFI GP Holdings’ initial acquisition of the 2,500,000 Units in 2005 was to hold such Units for investment purposes.

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 the Issuer.

After giving effect to the transactions and distributions on December 8, 2006 described above:

(a) DD LLC holds directly 704,564 Units, representing less than 1% of the outstanding Units of the Issuer. DD LLC is the sole member of DFI Holdings, which is the 1% general partner of DFI GP Holdings, and owns a 4% limited partner interest in DFI GP Holdings. Therefore, DD LLC has shared voting and dispositive power over all of the 2,500,000 Units owned directly by DFI GP Holdings. Dan Duncan is the sole member of DD LLC. Therefore, Dan Duncan has an indirect beneficial ownership interest in the 704,564 Units held directly and the 2,500,000 beneficially owned indirectly by DD LLC.

DFI Holdings holds no Units directly, but it is the 1% general partner of DFI GP Holdings, and as such has voting and dispositive power over the 2,500,000 Units owned directly by DFI GP Holdings.

DFI GP Holdings holds directly 2,500,000 Units, representing approximately 2.8% of the outstanding Units of the Issuer.

Table of Contents

DFI holds directly 13,386,711 Units, representing approximately 14.9% of the outstanding Units of the Issuer. DFI is a wholly owned subsidiary of EPCO Holdings, and EPCO Holdings is a wholly owned subsidiary of EPCO. Therefore, EPCO and EPCO Holdings each have an indirect beneficial ownership interest in the 13,386,711 Units held by DFI. Dan Duncan owns approximately 50.4% of the voting stock of EPCO and, accordingly, exercises shared voting and dispositive power with respect to the 13,386,711 Units beneficially owned by EPCO, representing approximately 14.9% of the outstanding Units of the Issuer. The remaining shares of EPCO's capital stock are owned primarily by trusts established for the benefit of Dan Duncan's family.

(b) As set forth herein, Dan Duncan has shared voting and dispositive power over the 13,386,711 Units beneficially owned by EPCO and the 3,204,564 Units beneficially owned by DD LLC.

As set forth herein, DD LLC has shared voting and dispositive power over the 2,500,000 Units beneficially owned by DFI Holdings, including the 2,500,000 Units beneficially owned by DFI GP Holdings.

As set forth herein, EPCO has shared voting and dispositive power over the 13,386,711 Units beneficially owned by DFI.

As set forth herein, EPCO Holdings has shared voting and dispositive power over the 13,386,711 Units beneficially owned by DFI.

(c) Except as otherwise set forth herein, none of the Reporting Persons has effected any transactions in Units in the past 60 days.

(d) No person other than as set forth in the response to this Item 5 has the right to receive or the power to direct the receipt of distributions or dividends from, or the proceeds from the transfer of, the Units beneficially owned by the Reporting Persons.

(e) Not applicable.

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

13,386,711 Units beneficially owned by EPCO are pledged to the lenders under the EPCO Holdings Facility as security. The EPCO Holdings Facility contains customary and other events of default.

To the best of each Reporting Person's knowledge, except as otherwise described in this Schedule 13D, there are at present no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 or between such persons and any other person with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

99.1 Fourth Amended and Restated Agreement of Limited Partnership of TEPPCO Partners L.P., dated as of December 8, 2006 (incorporated by reference to Exhibit 3.1 to the Issuer's Current Report on Form 8-K filed with the Commission on December 8, 2006).

99.2 Credit Agreement, dated as of August 18, 2005, by and among EPCO Holdings, Inc., the lenders party thereto, Citicorp North America, Inc., as Bank Agent, Lehman Commercial Paper Inc., as Institutional Agent, and Citigroup Global Markets, Inc. and Lehman Brothers Ins. as Co-Arrangers and Joint Bookrunners. (incorporated by reference to Exhibit 99.4 to the Reporting Persons' Schedule 13D with respect to Enterprise GP Holdings L.P. filed with the Commission on September 9, 2005)

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: December 18, 2006

/s/ Dan L. Duncan
Dan L. Duncan

Dated: December 18, 2006

DAN DUNCAN LLC
By: /s/ Richard H. Bachmann
Richard H. Bachmann
Executive Vice President

Dated: December 18, 2006

DFI HOLDINGS LLC
By: /s/ Richard H. Bachmann
Richard H. Bachmann
Executive Vice President

Dated: December 18, 2006

DFI GP HOLDINGS L.P.
By: DFI Holdings LLC, its general partner
By: /s/ Richard H. Bachmann
Richard H. Bachmann
Executive Vice President

Dated: December 18, 2006

DUNCAN FAMILY INTERESTS, INC.
By: /s/ Michael G. Morgan
Michael G. Morgan
President

Dated: December 18, 2006

EPCO, INC.
By: /s/ Richard H. Bachmann
Richard H. Bachmann
Executive Vice President

Dated: December 18, 2006

EPCO HOLDINGS, INC.
By: /s/ Richard H. Bachmann
Richard H. Bachmann
Executive Vice President

APPENDIX A
INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS
OF
EPCO, INC.

Directors and Executive Officers of EPCO, Inc. (“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, Suite 1000, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States of America.

| <u>Name</u> | <u>Position with EPCO; Other Present Principal Occupation</u> |
|-----------------------|--|
| Dan L. Duncan | Chairman and Director; Chairman and Director of EPCO Holdings, Enterprise Products GP, LLC and EPE Holdings, LLC and President and Manager of DD LLC |
| Randa Duncan Williams | President, Chief Executive Officer and Director; President and Chief Executive Officer of EPCO Holdings and Executive Vice President and Manager of DD LLC |
| Richard H. Bachmann | Executive Vice President, Secretary, Chief Legal Officer and Director; Executive Vice President, Chief Legal Officer and Secretary of EPCO Holdings, Enterprise Products GP, LLC and EPE Holdings, LLC and Executive Vice President and Manager of DD LLC |
| Michael A. Creel | Executive Vice President and Chief Operating Officer; Executive Vice President and Chief Financial Officer of EPCO Holdings, Enterprise Products GP, LLC and President, Chief Executive Officer and Director of EPE Holdings, LLC |
| Dannine Duncan Avara | Vice President of Investment Division and Director |
| Gregory W. Watkins | Vice President, Corporate Risk |
| Scott D. Duncan | Vice President of Investment Division |
| W. Randall Fowler | Senior Vice President, Chief Financial Officer and Treasurer; Senior Vice President and Treasurer of EPCO Holdings and Enterprise Products GP, LLC and Senior Vice President and Chief Financial Officer of EPE Holdings, LLC |
| Milane Duncan Frantz | Vice President of Investment Division and Director |
| Michael J. Knesek | Senior Vice President, Controller and Principal Accounting Officer; Senior Vice President, Controller and Principal Accounting Officer of EPCO Holdings, Enterprise Products GP, LLC and EPE Holdings, LLC |
| Jesse J. Radvansky | Vice President; Executive Vice President of Transportation Division |
| Robert M. Stark | Vice President; President of Transportation Division |
| Thomas M. Zulim | Senior Vice President; |

[Table of Contents](#)

Senior Vice President of Enterprise Products GP, LLC

Stephanie Hildebrandt

Assistant Secretary;

Vice President and Assistant Secretary of Enterprise Products GP, LLC and Assistant Secretary of EPE Holdings, LLC

William Soula

Assistant Secretary;

Assistant Secretary of Enterprise Products GP, LLC and EPE 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, Suite 1000, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States of America.

| <u>Name</u> | <u>Position with EPCO Holdings; Other Present Principal Occupation</u> |
|-----------------------|---|
| Dan L. Duncan | Chairman and Director; Chairman and Director of Enterprise Products GP, LLC and EPE Holdings, LLC and President and Manager of DD LLC |
| Randa Duncan Williams | President, Chief Executive Officer and Director; Executive Vice President and Manager of DD LLC |
| Richard H. Bachmann | Executive Vice President, Secretary, Chief Legal Officer and Director; Executive Vice President, Chief Legal Officer and Secretary of Enterprise Products GP, LLC and EPE Holdings, LLC and Executive Vice President and Manager of DD LLC |
| Michael A. Creel | Executive Vice President and Chief Financial Officer; Executive Vice President and Chief Financial Officer of Enterprise Products GP, LLC and President, Chief Executive Officer and Director of EPE Holdings, LLC |
| W. Randall Fowler | Senior Vice President and Treasurer; Senior Vice President, Chief Financial Officer and Treasurer of EPCO and EPE Holdings, LLC and Senior Vice President and Treasurer of Enterprise Products GP, LLC |
| Michael J. Knesek | Senior Vice President, Controller and Principal Accounting Officer; Senior Vice President, Controller and Principal Accounting Officer of EPCO, Enterprise Products GP, LLC and EPE Holdings, LLC |

**INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS
OF
DUNCAN FAMILY INTERESTS, INC.**

Directors and Executive Officers of Duncan Family Interests, Inc. ("DFI"). Set forth below is the name, current business address, citizenship, position with DFI and the present principal occupation or employment of each director and executive officer of DFI. Unless otherwise indicated below, the current business address for each of the individuals listed below is 103 Foulk Road, Suite 200, Wilmington, Delaware 19803. Unless otherwise indicated, each such person is a citizen of the United States of America.

| <u>Name</u> | <u>Position with DFI; Other Present Principal Occupation</u> |
|----------------------|---|
| Andrew T. Panaccione | Director; President of CSC Entity Services, LLC |
| Michael G. Morgan | President and Director; Vice President – Client Services of CSC Entity Services, LLC |
| Mary Stawikey | Secretary; Vice President – Client Services of CSC Entity Services, LLC |
| Darryl E. Smith | Treasurer and Director; Vice President – Client Services of CSC Services, 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, Suite 1000, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States of America.

| <u>Name</u> | <u>Position with DD LLC; Other Present Principal Occupation</u> |
|-----------------------|--|
| Dan L. Duncan | President and Manager; Chairman and Director of EPCO, Enterprise Products GP, LLC and EPE Holdings, LLC |
| Richard H. Bachmann | Executive Vice President, Secretary and Manager; Executive Vice President, Secretary and Chief Legal Officer of EPCO, Enterprise Products GP, LLC and EPE Holdings, LLC |
| Randa Duncan Williams | Executive Vice President and Manager; President and Chief Executive Officer and Director of EPCO |

**INFORMATION CONCERNING THE MANAGERS AND EXECUTIVE OFFICERS
OF
DFI HOLDINGS LLC**

DFI Holdings LLC (“DFI Holdings”) has no separate officers and is managed by its sole member, DD LLC.