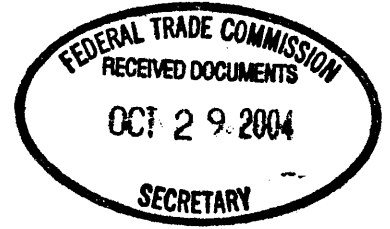


UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION



\_\_\_\_\_  
In the Matter of,  
ENTERPRISE PRODUCTS  
PARTNERS L.P.,  
  
a limited partnership,  
  
and  
  
DAN L. DUNCAN,  
  
a natural person.  
\_\_\_\_\_

DOCKET NO. C-041-0039

C4123

**PETITION OF ENTERPRISE PRODUCTS PARTNERS L.P. AND DAN L. DUNCAN  
FOR APPROVAL OF THE PROPOSED DIVESTITURE OF THE ENTERPRISE  
PROPANE STORAGE INTEREST TO ENBRIDGE**

Pursuant to Section 2.41(f) of the Federal Trade Commission (“Commission”) Rules of Practice and Procedure, 16 C.F.R. § 2.41(f)(2004), and Paragraphs III.A. and III.B. of the Decision and Order contained in the Agreement Containing Consent Orders (the “Agreement”), accepted for public comment in this matter, Enterprise Products Partners L.P. (“Enterprise”), which is controlled by Dan L. Duncan (“Mr. Duncan”), hereinafter sometimes collectively referred to as “Respondents,” hereby petition the Commission to approve (i) the divestiture of the Enterprise Propane Storage Interest<sup>1</sup> to Enbridge Midcoast Energy, L.P., a wholly-owned subsidiary of Enbridge Energy Partners, L.P. (“Enbridge”) and (ii) the related agreements, as required by Paragraph III.B. of the Decision and Order.

<sup>1</sup> As defined in the Decision and Order. All capitalized terms located but not otherwise defined herein shall have the meaning ascribed to such terms in the Decision and Order.

**BACKGROUND**

On September 16, 2004, Respondents and the Bureau of Competition (“Bureau”) of the Commission entered into an Agreement to settle the Commission’s allegations about the proposed merger between Respondents and GulfTerra Energy Partners, L.P. (“GulfTerra”) and GulfTerra Energy Company, L.L.C. (“GulfTerra GP”). The Agreement requires Respondents to abide by a proposed Decision and Order and an Order to Hold Separate and Maintain Assets, effective as of the date submitted for public comment (together, the “Order”). The Agreement and Order were accepted for public comment by the Commission on September 29, 2004, and the parties thereafter consummated the merger on September 30, 2004.

Paragraph III.A. of the Decision and Order requires Enterprise to divest the Enterprise Propane Storage Interest in good faith and at no minimum price by December 31, 2004. Paragraph III.B. also provides that the manner of divestiture and the Propane Acquirer are subject to Commission approval. Respondents desire to complete the proposed divestiture of the Enterprise Propane Storage Interest to Enbridge as soon as possible, following Commission approval. Prompt consummation of the proposed divestiture is in the interests of the public and the parties, as it will allow Enbridge to immediately implement its business plans for the Enterprise Propane Storage Interest in time before the start of next year’s propane season, will permit Respondents to expeditiously fulfill their obligations under the Agreement and Decision and Order, and will thereby promote the public good.

Respondents therefore hereby request that the Commission promptly commence the period of public comment under Section 2.41(f)(2) of the Commission’s Rules of Practice, 16 C.F.R. §2.41(f)(2)(2004), limit the extent of that period to the standard thirty days provided

