

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

COMMISSIONERS: Deborah Platt Majoras, Chairman
Pamela Jones Harbour
Jon Leibowitz
William E. Kovacic
J. Thomas Rosch

In the Matter of)	
)	
DAN L. DUNCAN,)	
a natural person,)	
)	
EPCO, INC.,)	
a corporation,)	Docket No. C-
)	
TEXAS EASTERN PRODUCTS PIPELINE)	
COMPANY, LLC,)	
a limited liability company,)	
)	
and)	
)	
TEPPCO PARTNERS, L.P.,)	
a limited partnership.)	

COMPLAINT

The Federal Trade Commission (“FTC” or “Commission”), having reason to believe that Dan L. Duncan, through EPCO, Inc. and Enterprise Products Partners L.P., acquired a controlling interest in Texas Eastern Products Pipeline Company, LLC and limited partnership interests in TEPPCO Partners, L.P. in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45, and that a proceeding in respect thereof would be in the public interest, hereby issues its complaint, stating its charges as follows:

I. THE PARTIES

A. Respondents Dan L. Duncan and EPCO, Inc.

1. Dan L. Duncan is a natural person whose office and principal place of business is located at 1100 Louisiana Street, Suite 1800, Houston, Texas 77002.
2. EPCO, Inc. (“EPCO”) is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Texas, with its office and principal place of business at 1100 Louisiana Street, Suite 1800, Houston, Texas 77002.
3. Dan L. Duncan is the ultimate parent entity of EPCO. Dan L. Duncan controls EPCO.
4. Dan L. Duncan and EPCO control, and at all times relevant herein have controlled, the general partner of Enterprise Products Partners, L.P. (“Enterprise”).
5. Enterprise is, and at all times relevant herein has been, engaged in the midstream energy business, including the transportation, fractionation, and storage of natural gas liquids.
6. As part of its midstream operations Enterprise owns and operates salt dome storage for natural gas liquids in Mont Belvieu, Texas.
7. Dan L. Duncan and EPCO are, and at all times relevant herein have been, engaged in or affecting commerce as “commerce” is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. § 12, and in Section 4 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 44.

B. Respondents Texas Eastern Products Pipeline Company, LLC and TEPPCO Partners, L.P.

8. Texas Eastern Products Pipeline Company, LLC (“Texas Eastern”) is a limited liability company organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 1100 Louisiana Street, Suite 1300, Houston, Texas 77002.
9. TEPPCO Partners, L.P. (“TEPPCO”) is a limited partnership organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 1100 Louisiana Street, Suite 1300, Houston, Texas 77002.
10. Texas Eastern is, and at all times relevant herein has been, the general partner of TEPPCO.

11. TEPPCO is, and at all times relevant herein has been, engaged in the midstream energy business, including the transportation, fractionation, and storage of natural gas liquids.
12. As part of its midstream operations, TEPPCO, through its wholly-owned subsidiary TE Products Pipeline Company, Limited Partnership, holds a 50% interest in a joint venture called Mont Belvieu Storage Partners which owns salt dome storage for natural gas liquids in Mont Belvieu, Texas.
13. TEPPCO, through its wholly-owned subsidiary TE Products Pipeline Company, Limited Partnership, carries out the day-to-day operations of the Mont Belvieu Storage Partners storage facility.
14. TEPPCO and Texas Eastern are, and at all times relevant herein have been, engaged in or affecting commerce as “commerce” is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. § 12, and in Section 4 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 44.

II. THE ACQUISITION

15. On February 24, 2005, Dan L. Duncan and EPCO, Inc., through DFI GP Holdings L.P., acquired from Duke Energy Field Services, LLC: (1) TEPPCO Partners, L.P.’s general partner, Texas Eastern Products Pipeline Company, LLC, and (2) 2.5 million limited partnership units of TEPPCO Partners, L.P. (collectively “the Acquisition”).

III. TRADE AND COMMERCE

A. Relevant Product Market

16. A relevant product market in which to evaluate the effects of the Acquisition is salt dome storage for natural gas liquids.
17. There is no economic alternative to salt dome storage for storing natural gas liquids.

B. Relevant Geographic Market

18. A relevant geographic market in which to evaluate the effects of the Acquisition is Mont Belvieu, Texas.
19. Customers of Mont Belvieu salt dome storage for natural gas liquids have no economic alternative to storing in Mont Belvieu.

C. Market Structure

20. The market for salt dome storage for natural gas liquids in Mont Belvieu was highly concentrated prior to the Acquisition and is significantly more concentrated as a result of the Acquisition.
21. Enterprise and TEPPCO compete in the market for salt dome storage for natural gas liquids in Mont Belvieu.
22. The Acquisition combined two of four providers of commercial salt dome storage for natural gas liquids in Mont Belvieu.
23. The pre-Acquisition Herfindahl-Hirschman Index was more than 3,400, and increased post-Acquisition by more than 3,000 points to a level exceeding 6,400.

D. Entry Conditions

24. Entry into the market for salt dome storage for natural gas liquids in Mont Belvieu would not be timely, likely, or sufficient to prevent the anticompetitive effects that are likely to result from the Acquisition.
25. Construction of a salt dome storage facility and its necessary infrastructure, including pipelines and brine storage and handling facilities, is subject to significant regulatory and other legal constraints, and requires significant sunk costs and substantial time to accomplish.

IV. ANTICOMPETITIVE EFFECTS

26. The Acquisition may substantially lessen competition in the following ways, among others:
 - a. by eliminating competition between Enterprise and TEPPCO;
 - b. by enhancing Enterprise's ability unilaterally to exercise market power; and
 - c. by increasing the likelihood of, or facilitating, collusion or coordinated interaction between or among the remaining firms;

each of which increases the likelihood that customers would be forced to pay higher prices for or would experience degradations in service for salt dome storage for natural gas liquids in Mont Belvieu.

V. VIOLATIONS CHARGED

27. The effect of the Acquisition may be substantially to lessen competition or tend to create a monopoly in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45.

WHEREFORE, THE PREMISES CONSIDERED, the Federal Trade Commission on this _____ day of _____, 2006, issues its complaint against Respondents.

By the Commission.

Donald S. Clark
Secretary

SEAL: