



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

December 30, 2004

Neil Imus, Esq.
Vinson & Elkins L.L.P.
1455 Pennsylvania Ave., N.W.
Washington, DC 20004-1008

Re: *In the matter of Enterprise Products Partners L.P. and Dan L. Duncan*
Docket No. C-4123

Dear Mr. Imus:

This letter responds to the October 29, 2004, Divestiture Petition (“Petition”) of Enterprise Products Partners L.P. (“Enterprise”) and Dan L. Duncan requesting that the Commission approve Enterprise’s sale of the Enterprise Propane Storage Interest to Enbridge Midcoast Energy, L.P., a wholly owned subsidiary of Enbridge Energy Partners, L.P. (“Enbridge”), pursuant to the order in this matter. The application was placed on the public record for comments for thirty days, until December 6, 2004, and no comments were received.

After consideration of the proposed transaction as set forth in the Petition and supplemental documents, as well as other available information, the Commission has determined to approve the divestiture of the Enterprise Propane Storage Interest to Enbridge. In according its approval, the Commission has relied upon the information submitted and representations made in connection with Enterprise’s Petition, and has assumed them to be accurate and complete.

By direction of the Commission.

C. Landis Plummer
Acting Secretary

cc: Terry McGill
Chief Operating Officer
Enbridge Energy Companies, Inc.
1100 Louisiana St., Ste. 3300
Houston, TX 77002