

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

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|--|---|--------------------------|
| In the Matter of |) | |
| |) | |
| |) | |
| DAN L. DUNCAN, |) | |
| a natural person, |) | |
| |) | |
| EPCO, INC., |) | |
| a corporation, |) | File No. 051-0108 |
| |) | |
| TEXAS EASTERN PRODUCTS PIPELINE COMPANY, LLC, |) | |
| a limited liability company, |) | |
| |) | |
| and |) | |
| |) | |
| TEPPCO PARTNERS, L.P., |) | |
| a limited partnership. |) | |

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”) having initiated an investigation of the acquisition of Proposed Respondent Texas Eastern Products Pipeline Company, LLC, the general partner of Proposed Respondent TEPPCO Partners, L.P., and limited partnership interests in Proposed Respondent TEPPCO Partners, L.P., from Duke Energy Field Services, LLC, by entities indirectly controlled by Proposed Respondent EPCO, Inc. and Proposed Respondent Dan L. Duncan, hereinafter collectively referred to as “Proposed Respondents,” and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Order (“Consent Agreement”) to divest certain assets and providing for other relief:

IT IS HEREBY AGREED by and between Proposed Respondents, by

15. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can obtain all third-party approvals necessary for Proposed Respondents to comply with the Decision and Order.

16. Proposed Respondents have read the draft of the Complaint and the Decision and Order contemplated hereby. Proposed Respondents understand that once the Decision and Order has been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order. Proposed Respondents agree to comply with the terms of the proposed Decision and Order from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

Signed this 1st day of June, 2006.

**TEXAS EASTERN PRODUCTS
PIPELINE COMPANY, LLC, and
TEPPCO PARTNERS, L.P., BY TEXAS
EASTERN PRODUCTS PIPELINE
COMPANY, LLC, ITS SOLE GENERAL
PARTNER**
