

Energy Transfer Equity, L.P.  
Form SC 13D/A  
January 03, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. \*\* )\***

**ENERGY TRANSFER EQUITY, L.P.**  
**(Name of Issuer)**

**Common Units**  
**(Title of Class of Securities)**

**29273V100**  
**(CUSIP Number)**

**Richard H. Bachmann**

Edgar Filing: Energy Transfer Equity, L.P. - Form SC 13D/A

1100 Louisiana Street, 10<sup>th</sup> Floor

Houston, Texas 77002

(713) 381-6500

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

December 23, 2011

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report this 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.

\*\* This Schedule 13D includes amendments to prior Schedule 13Ds made by reporting persons as further explained in Item 1.

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.

SCHEDULE 13D

CUSIP No. 29273V100

(1) Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Randa Duncan Williams

(2) Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

..

(6) Citizenship or place of organization

United States of America

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

reporting 29,497,614<sup>1</sup>

(9) Sole dispositive power

person

with

0  
(10) Shared dispositive power

Edgar Filing: Energy Transfer Equity, L.P. - Form SC 13D/A

29,497,614<sup>1</sup>

(11) Aggregate amount beneficially owned by each reporting person

29,497,614<sup>1</sup>

(12) Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) ☐

N/A

(13) Percent of class represented by amount in Row (11)

13.2% (based on the 222,972,708 Common Units reported by the Issuer as outstanding as of November 2, 2011)

(14) Type of reporting person

IN

<sup>1</sup> Includes 22,762,636 common units ( Common Units ) representing limited partner interests in Energy Transfer Equity, L.P. (the Issuer ) owned by Enterprise ETE LLC ( Enterprise ETE ) that will be sold in January 2012, pursuant to the ETE Common Unit Purchase Agreement (the December Purchase Agreement ) dated December 23, 2011, among Enterprise Products Partners L.P., Enterprise ETE and the Purchasers named therein. See Items 3, 4 and 6 of this Schedule 13D/A for additional information.

CUSIP No. 29273V100

(1) Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

The Voting Trustees of the Dan Duncan LLC Voting Trust

(2) Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

..

(6) Citizenship or place of organization

United States of America

(7) Sole voting power

Number of

shares 0  
(8) Shared voting power

beneficially

owned by 29,303,514<sup>2</sup>  
each (9) Sole dispositive power

reporting

person 0  
(10) Shared dispositive power

with

29,303,514<sup>2</sup>

(11) Aggregate amount beneficially owned by each reporting person

Edgar Filing: Energy Transfer Equity, L.P. - Form SC 13D/A

29,303,514<sup>2</sup>

(12) Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)   "

N/A

(13) Percent of class represented by amount in Row (11)

13.1%

(14) Type of reporting person

IN

<sup>2</sup> Includes 22,762,636 Common Units owned by Enterprise ETE that will be sold in January 2012, pursuant to the December Purchase Agreement. See Items 3, 4 and 6 of this Schedule 13D/A for additional information.

CUSIP No. 29273V100

(1) Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

The Estate of Dan L. Duncan, Deceased

(2) Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

..

(6) Citizenship or place of organization

United States of America

(7) Sole voting power

Number of

shares 14,000  
(8) Shared voting power

beneficially

owned by 180,100  
(9) Sole dispositive power  
each

reporting

person 14,000  
(10) Shared dispositive power

with<sup>3</sup>

180,100

(11) Aggregate amount beneficially owned by each reporting person

Edgar Filing: Energy Transfer Equity, L.P. - Form SC 13D/A

194,100<sup>3</sup>

(12) Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)    "

N/A

(13) Percent of class represented by amount in Row (11)

Less than 1%

(14) Type of reporting person

OO    estate

<sup>3</sup>    Excludes all Common Units beneficially owned by the Dan Duncan LLC Voting Trust. The Estate of Dan L. Duncan (the Estate ) disclaims beneficial ownership of such Common Units. Additionally, Dr. Ralph S. Cunningham and Richard H. Bachmann, each independent co-executors of the Estate, disclaim beneficial ownership of all interests held by the Estate.



CUSIP No. 29273V100

(1) Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Dan Duncan LLC 76-0516773

(2) Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Texas

(7) Sole voting power

Number of

shares 0  
(8) Shared voting power

beneficially

owned by 29,303,514<sup>4</sup>  
(9) Sole dispositive power  
each

reporting

person 0  
(10) Shared dispositive power

with

29,303,514<sup>4</sup>

(11) Aggregate amount beneficially owned by each reporting person

Edgar Filing: Energy Transfer Equity, L.P. - Form SC 13D/A

29,303,514<sup>4</sup>

(12) Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)   "

N/A

(13) Percent of class represented by amount in Row (11)

13.1%

(14) Type of reporting person

OO   limited liability company

<sup>4</sup>   Includes 22,762,636 Common Units owned by Enterprise ETE that will be sold in January 2012, pursuant to the December Purchase Agreement. See Items 3, 4 and 6 of this Schedule 13D/A for additional information.

CUSIP No. 29273V100

(1) Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Enterprise Products Holdings LLC (formerly named EPE Holdings, LLC) 13-4297068  
(2) Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

(3) SEC use only

(4) Source of funds (see instructions)

OO  
(5) Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

..  
(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares 0  
(8) Shared voting power

beneficially

owned by 29,303,514<sup>5</sup>  
(9) Sole dispositive power  
each

reporting

person 0  
(10) Shared dispositive power

with

29,303,514<sup>5</sup>  
(11) Aggregate amount beneficially owned by each reporting person

Edgar Filing: Energy Transfer Equity, L.P. - Form SC 13D/A

29,303,514<sup>5</sup>

(12) Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)   "

N/A

(13) Percent of class represented by amount in Row (11)

13.1%

(14) Type of reporting person

OO   limited liability company

<sup>5</sup>   Includes 22,762,636 Common Units owned by Enterprise ETE that will be sold in January 2012, pursuant to the December Purchase Agreement. See Items 3, 4 and 6 of this Schedule 13D/A for additional information.

CUSIP No. 29273V100

(1) Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Enterprise Products Partners L.P. 76-0568219

(2) Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares 0  
(8) Shared voting power

beneficially

owned by 29,303,514<sup>6</sup>  
each (9) Sole dispositive power

reporting

person 0  
(10) Shared dispositive power

with

29,303,514<sup>6</sup>

(11) Aggregate amount beneficially owned by each reporting person

Edgar Filing: Energy Transfer Equity, L.P. - Form SC 13D/A

29,303,514<sup>6</sup>

(12) Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)   "

N/A

(13) Percent of class represented by amount in Row (11)

13.1%

(14) Type of reporting person

PN

<sup>6</sup> Includes 22,762,636 Common Units owned by Enterprise ETE that will be sold in January 2012, pursuant to the December Purchase Agreement. See Items 3, 4 and 6 of this Schedule 13D/A for additional information.

CUSIP No. 29273V100

(1) Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Enterprise Products OLPGP, Inc. 83-0378402

(2) Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares 0  
(8) Shared voting power

beneficially

owned by 29,303,514<sup>7</sup>  
(9) Sole dispositive power  
each

reporting

person 0  
(10) Shared dispositive power

with

29,303,514<sup>7</sup>

(11) Aggregate amount beneficially owned by each reporting person

Edgar Filing: Energy Transfer Equity, L.P. - Form SC 13D/A

29,303,514<sup>7</sup>

(12) Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)   "

N/A

(13) Percent of class represented by amount in Row (11)

13.1%

(14) Type of reporting person

CO

<sup>7</sup> Includes 22,762,636 Common Units owned by Enterprise ETE that will be sold in January 2012, pursuant to the December Purchase Agreement. See Items 3, 4 and 6 of this Schedule 13D/A for additional information.



CUSIP No. 29273V100

(1) Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Enterprise Products Operating LLC 26-0430539

(2) Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Texas

(7) Sole voting power

Number of

shares 0  
(8) Shared voting power

beneficially

owned by 29,303,514<sup>8</sup>  
each (9) Sole dispositive power

reporting

person 0  
(10) Shared dispositive power

with

29,303,514<sup>8</sup>

(11) Aggregate amount beneficially owned by each reporting person

Edgar Filing: Energy Transfer Equity, L.P. - Form SC 13D/A

29,303,514<sup>8</sup>

(12) Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)    "

N/A

(13) Percent of class represented by amount in Row (11)

13.1%

(14) Type of reporting person

OO    limited liability company

<sup>8</sup>    Includes 22,762,636 Common Units owned by Enterprise ETE that will be sold in January 2012, pursuant to the December Purchase Agreement. See Items 3, 4 and 6 of this Schedule 13D/A for additional information.

CUSIP No. 29273V100

(1) Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Enterprise ETE LLC 76-0568219

(2) Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares 0  
(8) Shared voting power

beneficially

owned by 29,303,514<sup>9</sup>  
each (9) Sole dispositive power

reporting

person 0  
(10) Shared dispositive power

with

29,303,514<sup>9</sup>

(11) Aggregate amount beneficially owned by each reporting person

Edgar Filing: Energy Transfer Equity, L.P. - Form SC 13D/A

29,303,514<sup>9</sup>

(12) Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)   "

N/A

(13) Percent of class represented by amount in Row (11)

13.1%

(14) Type of reporting person

OO   limited liability company

<sup>9</sup>   Includes 22,762,636 Common Units owned by Enterprise ETE that will be sold in January 2012, pursuant to the December Purchase Agreement. See Items 3, 4 and 6 of this Schedule 13D/A for additional information.

**Item 1. Security and Issuer.**

This Schedule 13D/A relates to the common units (the Common Units ) representing limited partner interests in Energy Transfer Equity, L.P., a Delaware limited partnership (the Issuer or ETE ), whose principal executive offices are located at 3738 Oak Lawn Avenue, Dallas, Texas 75219.

This Schedule 13D/A represents: (i) Amendment No. 6 to the Schedule 13D originally filed by certain reporting persons with the Commission on May 17, 2007, as amended by Amendment No. 1 thereto, filed May 18, 2010, as further amended by Amendment No. 2 thereto, filed December 7, 2010, as further amended by Amendment No. 3 thereto, filed May 26, 2011, as further amended by Amendment No. 4 thereto, filed July 11, 2011, and as further amended by Amendment No. 5 thereto, filed July 25, 2011 (the Original Schedule 13D ); (ii) Amendment No. 6 to the Schedule 13D originally filed by other reporting persons with the Commission on April 8, 2010 following the death of Dan L. Duncan on March 29, 2010, as amended by Amendment No. 1 thereto, filed May 18, 2010, as further amended by Amendment No. 2 thereto, filed December 7, 2010, as further amended by Amendment No. 3 thereto, filed May 26, 2011, as further amended by Amendment No. 4 thereto, filed July 11, 2011, and as further amended by Amendment No. 5 thereto, filed July 25, 2011 (the Duncan Trustee 13D ); (iii) Amendment No. 5 to the Schedule 13D filed by other reporting persons with the Commission on May 18, 2010, as amended by Amendment No. 1 thereto, filed December 7, 2010, as further amended by Amendment No. 2 thereto, filed May 26, 2011, as further amended by Amendment No. 3 thereto, filed July 11, 2011, and as further amended by Amendment No. 4 thereto, filed July 25, 2011 (the Estate 13D ); and (iv) Amendment No. 4 to the Schedule 13D filed by other reporting persons with the Commission on December 7, 2010 following the merger of Enterprise GP Holdings L.P. ( EPE ) with a subsidiary of Enterprise Products Partners L.P., as amended by Amendment No. 1 thereto, filed May 26, 2011, as further amended by Amendment No. 2 thereto, filed July 11, 2011, and as further amended by Amendment No. 3 thereto, filed July 25, 2011 (the Enterprise Products 13D ).

**Item 2. Identity and Background.**

Item 2 of each of the Original Schedule 13D, the Duncan Trustee 13D, the Estate 13D and the Enterprise Products 13D is hereby amended and restated to read in its entirety as follows:

This Schedule 13D is being filed by:

- (i) Randa Duncan Williams, a citizen of the United States residing in Houston, Texas ( Ms. Williams );
- (ii) the voting trustees (the DD LLC Trustees ) of the Dan Duncan LLC Voting Trust (the DD LLC Voting Trust ) pursuant to the Dan Duncan LLC Voting Trust Agreement by and among Dan Duncan LLC, Dan L. Duncan as the sole member and Dan L. Duncan as the initial voting trustee (the DD Trust Agreement );
- (iii) the estate of Dan L. Duncan (the Estate ) by the independent co-executors of the Estate (the Executors );
- (iv) Dan Duncan LLC, a Texas limited liability company ( DD LLC );
- (v) Enterprise Products Holdings LLC (formerly named EPE Holdings, LLC), a Delaware limited liability company ( EPD GP );
- (vi) Enterprise Products Partners L.P., a Delaware limited partnership ( EPD );
- (vii) Enterprise Products OLPGP, Inc., a Delaware corporation ( OLPGP );
- (viii) Enterprise Products Operating LLC, a Texas limited liability company ( EPO ); and

## Edgar Filing: Energy Transfer Equity, L.P. - Form SC 13D/A

- (ix) Enterprise ETE LLC, a Delaware limited liability company and successor by merger to Enterprise GP Holdings L.P. ( Enterprise ETE, and together with Ms. Williams, the DD LLC Trustees, the Estate, DD LLC, EPD GP, EPD, OLPGP and EPO, the Reporting Persons ) to amend the Original Schedule 13D, Duncan Trustee 13D, the Estate 13D and the Enterprise Products 13D.

Unless otherwise defined herein, capitalized terms used herein shall have the meanings set forth in the Original Schedule 13D, the Duncan Trustee 13D, the Estate 13D and the Enterprise Products 13D, as applicable.

Ms. Williams is a voting trustee of the DD LLC Voting Trust, an independent co-executor of the Estate and a beneficiary of the Estate. Ms. Williams is currently Chairman and a Director of Enterprise Products Company, a Texas corporation, formerly named EPCO, Inc. (EPCO). The business address of Ms. Williams is 1100 Louisiana Street, 10<sup>th</sup> Floor, Houston, Texas 77002.

The DD LLC Trustees are voting trustees that collectively hold record ownership of the sole membership interest in DD LLC, on behalf of the Estate as the economic owner of the membership interests succeeding Dan L. Duncan. The voting trustees under the DD Trust Agreement consist of up to three trustees. The current DD LLC Trustees are: (1) Ms. Williams, a daughter of Dan L. Duncan; (2) Dr. Ralph S. Cunningham; and (3) Mr. Richard H. Bachmann. The DD LLC Trustees collectively obtained record ownership of the sole membership interest in DD LLC on March 29, 2010 as a result of the passing of Dan L. Duncan. The DD LLC Trustees serve in such capacity without compensation, but they are entitled to incur reasonable charges and expense deemed necessary and proper for administering the DD Trust Agreement and to reimbursement and indemnification. The DD Trust Agreement is governed by Texas law. The business address of the DD LLC Trustees is 1100 Louisiana Street, 10<sup>th</sup> Floor, Houston, Texas 77002.

The independent co-executors of the Estate were appointed on April 27, 2010. The current independent co-executors of the Estate are Ms. Williams, Dr. Cunningham and Mr. Bachmann. The business address of the Estate and the Executors is 1100 Louisiana Street, 10<sup>th</sup> Floor, Houston, Texas 77002.

Dr. Cunningham is currently the Chairman and a Director of EPD GP, which is the general partner of EPD. Dr. Cunningham is also a Vice Chairman and a Director of EPCO, and Executive Vice President and a Manager of DD LLC. Dr. Cunningham is a U.S. citizen.

Mr. Bachmann is currently a Director of EPD GP, the Chief Executive Officer, President and a Director of EPCO, and Executive Vice President, Secretary and a Manager of DD LLC. Mr. Bachmann is a U.S. citizen.

DD LLC is an entity currently owned economically by the Estate. However, DD LLC is controlled by the DD LLC Trustees through their collective holding of the sole membership interest in DD LLC. DD LLC owns 100% of the membership interests in EPD GP. DD LLC also owns 100% of the membership interests in DFI Holdings LLC, a Delaware limited liability company (DFI Holdings), the sole general partner of DFI GP Holdings. DD LLC has no independent operations, and its principal functions are to directly and indirectly hold the membership and general partner interests (as applicable) in (i) EPD GP, (ii) EPD, (iii) DFI Holdings and (iv) other personal investments of Dan L. Duncan now economically owned by the Estate. DD LLC's principal business and office address is 1100 Louisiana Street, 10<sup>th</sup> Floor, Houston, Texas 77002.

EPD GP owns a non-economic general partner interest in EPD. EPD GP has no independent operations, and its principal function is to directly and indirectly hold general partner interests in EPD. EPD GP's principal business address and principal office address is 1100 Louisiana Street, 10<sup>th</sup> Floor, Houston, Texas 77002.

EPD owns 100% of the equity interests in OLPGP and 99.999% of the membership interests in EPO. EPD has no independent operations, and its principal functions are to directly and indirectly hold membership interests in EPO. EPD's principal business address and principal office address is 1100 Louisiana Street, 10<sup>th</sup> Floor, Houston, Texas 77002.

OLPGP owns 0.001% of the membership interests in EPO. OLPGP has no independent operations, and its principal functions are to directly and indirectly hold membership interests in EPO and other affiliates of EPD. OLPGP's principal business address and principal office address is 1100 Louisiana Street, 10<sup>th</sup> Floor, Houston, Texas 77002.

EPO is an indirect wholly owned subsidiary of EPD and owns 100% of the membership interests in Enterprise ETE. EPO's principal business includes: natural gas gathering, treating, processing, transportation and storage; NGL fractionation, transportation, storage and import and export terminaling; crude oil and refined products transportation; offshore production platforms; petroleum transportation and services; and a marine business that operates primarily on the United States inland and Intracoastal Waterway systems and in the Gulf of Mexico. EPO's principal business address is 1100 Louisiana Street, 10<sup>th</sup> Floor, Houston, Texas 77002.

Enterprise ETE has no independent operations, and its current principal function is to directly hold Common Units. Enterprise ETE's principal business address and principal office address is 1100 Louisiana Street, 10<sup>th</sup> Floor, Houston, Texas 77002.

Appendix A hereto sets forth information with respect to the directors and executive officers of EPD GP, the managers and executive officers of DD LLC and the directors and executive officers of OLPGP and Enterprise ETE (collectively, the Listed Persons). There are no directors, managers or executive officers for EPD, which is managed by its general partner, EPD GP. There are no directors, managers or executive officers of EPO, which is managed by its sole manager, OLPGP.

During the last five years, no Reporting Person nor, to the best of their knowledge, any Listed Person 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 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.**

Item 3 of each of the Original Schedule 13D, the Duncan Trustee 13D, the Estate 13D and the Enterprise Products 13D is hereby amended to add the following paragraph:

On December 23, 2011, pursuant to the ETE Common Unit Purchase Agreement dated as of December 23, 2011 by and among EPD, Enterprise ETE and the Purchasers named therein (the December Purchase Agreement), EPD and Enterprise ETE agreed to sell 22,762,636 Common Units to certain purchasers in a private sale (the Sale). Upon consummation of the Sale, currently scheduled for January 18, 2012, Enterprise ETE will directly own 6,540,878 Common Units, or 2.9% of the outstanding Common Units as of November 2, 2011.

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. The Reporting Persons may change their plans or proposals in the future. In determining from time to time whether to sell the Common Units reported as beneficially owned in this Schedule 13D (and in what amounts) or to retain such securities, the Reporting Persons will take into consideration such factors as they deem relevant, including the business and prospects of the Issuer, anticipated future developments concerning the Issuer, existing and anticipated market conditions from time to time, general economic conditions, regulatory matters, and other opportunities available to the Reporting Persons. The Reporting Persons reserve the right to acquire additional securities of the Issuer in the open market, in privately negotiated transactions (which may be with the Issuer or with third parties) or otherwise, to dispose of all or a portion of their holdings of securities of the Issuer or to change their intention with respect to any or all of the matters referred to in Item 4 below.

### **Item 4. Purpose of the Transaction.**

Item 4 of each of the Original Schedule 13D, the Duncan Trustee 13D, the Estate 13D and the Enterprise Products 13D is hereby amended to add the following two paragraphs:

In transactions on the open market at various times between October 20, 2011 and November 18, 2011, Enterprise ETE sold 1,108,440 Common Units. Following such transactions, Enterprise ETE directly owned 29,303,514 Common Units, or 13.1% of the outstanding Common Units (based on the 222,972,708 Common Units reported by the Issuer as outstanding as of November 2, 2011).

In addition, as disclosed in Item 3, Enterprise ETE has agreed to sell 22,762,636 Common Units in the Sale to be consummated by the parties on January 18, 2012 or such other date as agreed to by the parties. The description of the Sale set forth in Item 3 above is hereby incorporated by reference in its entirety into this Item 4.



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. The Reporting Persons may change their plans or proposals in the future. In determining from time to time whether to sell the Common Units reported as beneficially owned in this Schedule 13D (and in what amounts) or to retain such securities, the Reporting Persons will take into consideration such factors as they deem relevant, including the business and prospects of the Issuer, anticipated future developments concerning the Issuer, existing and anticipated market conditions from time to time, general economic conditions, regulatory matters, and other opportunities available to the Reporting Persons. The Reporting Persons reserve the right to acquire additional securities of the Issuer in the open market, in privately negotiated transactions (which may be with the Issuer or with third parties) or otherwise, to dispose of all or a portion of their holdings of securities of the Issuer or to change their intention with respect to any or all of the matters referred to in this Item 4.

**Item 5. Interests in Securities of the Issuer.**

Item 5 of each of the Original Schedule 13D, Duncan Trustee 13D, the Estate 13D and the Enterprise Products 13D is hereby amended and restated to read in its entirety as follows:

(a) and (b) As set forth herein, Randa Duncan Williams may be deemed to have beneficial ownership of the 29,497,614 Common Units representing approximately 13.2% of the outstanding Common Units, including Common Units deemed beneficially owned through her indirect influence as one of three voting trustees controlling DD LLC or as one of three independent co-executors of the Estate. Ms. Williams has shared voting and dispositive power over the 29,497,614 Common Units consisting of (i) the 29,303,514 Common Units beneficially owned by DD LLC, by virtue of her status as one of the DD LLC Trustees, and (ii) the 194,100 Common Units beneficially owned by the Estate, by virtue of her status as one of the independent co-executors of the Estate. Ms. Williams disclaims beneficial ownership of the Common Units beneficially owned by the DD LLC Trustees and the Estate except to the extent of her voting and dispositive interests in such Common Units.

As set forth herein, pursuant to the DD LLC Trust Agreement, the DD LLC Trustees have shared voting and dispositive power over the 29,303,514 Common Units beneficially owned by DD LLC, representing approximately 13.1% of the outstanding Common Units. Except as set forth in the DD LLC Trust Agreement, voting with respect to membership interests of DD LLC by the DD LLC Trustees is by majority vote.

As set forth herein, the Estate and the Executors collectively have beneficial ownership over 194,100 Common Units beneficially owned by the Estate, representing less than 1% of the outstanding Common Units. The Common Units beneficially owned, and voting and dispositive power related to these Common Units, consists of (i) sole voting and dispositive power over the 14,000 Common Units owned directly by the Estate and (ii) shared voting and dispositive power over the 180,100 Common Units owned directly by DD Securities LLC, of which the Estate is the sole member.

The Estate is also the beneficial owner of 50.427% of the voting stock of EPCO held of record collectively by the voting trustees (the EPCO Trustees) of the EPCO, Inc. Voting Trust (the EPCO Voting Trust) pursuant to the EPCO, Inc. Voting Trust Agreement, by and among EPCO, Inc., Dan L. Duncan as the shareholder and Dan L. Duncan as the initial voting trustee (the EPCO Trust Agreement). The EPCO Trustees are voting trustees that collectively hold record ownership of a majority of the outstanding shares of Class A Common Stock, the only class of capital stock with voting rights (the Class A Common Stock), in EPCO, on behalf of the Estate as the economic owner succeeding Dan L. Duncan. Under the EPCO Trust Agreement, the voting trustees consist of up to three trustees. The current EPCO Trustees are Ms. Williams, Dr. Cunningham and Mr. Bachmann. The EPCO Trustees collectively obtained record ownership of the Class A Common Stock of EPCO on March 29, 2010 as a result of the passing of Dan L. Duncan. The EPCO Trustees serve in such capacity without compensation, but they are entitled to incur reasonable charges and expenses deemed necessary and proper for administering the EPCO Trust Agreement and to reimbursement and indemnification. The EPCO Trust Agreement is governed by Texas law. EPCO Holdings, Inc. (EPCO Holdings) is a wholly owned subsidiary of EPCO. Duncan Family Interests, Inc. (DFI) is a wholly owned subsidiary of EPCO Holdings. As of November 30, 2011, DFI owned 30% of the limited partner interests in EPD. EPD currently beneficially owns 29,303,514 Common Units.

Enterprise ETE holds directly 29,303,514 Common Units. EPO is the sole member of Enterprise ETE. EPO is owed 99.999% by EPD and 0.001% by OLPGP, which is EPO's sole manager. EPD owns all of the equity interests in OLPGP. EPD GP is the general partner of EPD. DD LLC owns 100% of the membership interests in, and is the sole member of EPD GP. DD LLC also owns 100% of the membership interests in, and is a 4% limited partner of DFI GP Holdings. The Estate is the economic owner of the member interests in DD LLC. Enterprise ETE currently owns 29,303,514 Common Units. Upon consummation of the Sale in January 2012, Enterprise ETE will directly own 6,540,878 Common Units, or 2.9% of the outstanding Common Units. Enterprise ETE has no independent operations, and its current principal functions are to directly hold equity interests in the Issuer.

The aforementioned ownership amounts of Common Units by the Reporting Persons are as of December 31, 2011, our most recent practicable date for this filing on Schedule 13D. The percentage ownership amounts are based on the 222,972,708 Common Units reported by the Issuer as outstanding as of November 2, 2011.

(c) Except as otherwise set forth herein or as otherwise reported by the Reporting Persons on Schedule 13D, none of the Reporting Persons has effected any transactions in Common 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 Common Units beneficially owned by the Reporting Persons.

(e) Not applicable.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 of each of the Original Schedule 13D, the Duncan Trustee 13D, the Estate 13D and the Enterprise Products 13D is hereby amended to add the following paragraph:

The description of the December Purchase Agreement (including the Sale) set forth in Item 3 above is hereby incorporated by reference in its entirety into this Item 6. In addition, each of (i) the description of the ETE Common Unit Purchase Agreement dated as of May 22, 2011 by and among EPD, Enterprise ETE and the Purchasers named therein (including the transactions contemplated thereby), as set forth in Item 3 of the Schedule 13D/A filed by the Reporting Persons on May 26, 2011, (ii) the description of the ETE Common Unit Purchase Agreement dated as of July 6, 2011 by and between Enterprise ETE and Kelcy Warren Partners, L.P. (including the transactions contemplated thereby), as set forth in Item 3 of the Schedule 13D/A filed by the Reporting Persons on July 11, 2011, and (iii) the description of the ETE Common Unit Purchase Agreement dated as of July 20, 2011 by and among EPD, Enterprise ETE and the Purchasers named therein (including the transactions contemplated thereby), as set forth in Item 3 of the Schedule 13D/A filed by the Reporting Persons on July 25, 2011, is hereby incorporated by reference in its entirety into this Item 6.

#### **Item 7. Material to be Filed as Exhibits.**

Item 7 of each of the Original Schedule 13D, the Duncan Trustee 13D, the Estate 13D and the Enterprise Products 13D is hereby amended and restated to read in its entirety as follows:

- 99.1 Securities Purchase Agreement, dated as of May 7, 2007, by and among Enterprise GP Holdings L.P., Natural Gas Partners VI, L.P., Ray C. Davis, Avatar Holdings, LLC, Avatar Investments, LP, Lon Kile, MHT Properties, Ltd., P. Brian Smith Holdings, LP., and LE GP, LLC (incorporated by reference to Exhibit 10.1 to EPE's Current Report on Form 8-K filed with the Commission on May 10, 2007).
- 99.2 Unitholder Rights and Restrictions Agreement, dated May 7, 2007, by and among Energy Transfer Equity, L.P., Enterprise GP Holdings L.P., Ray C. Davis and Natural Gas Partners VI, L.P. (incorporated by reference to Exhibit 10.3 to EPE's Current Report on Form 8-K filed with the Commission on May 10, 2007).
- 99.3 Third Amended and Restated Agreement of Limited Partnership of Energy Transfer Equity, L.P. (incorporated by reference to Exhibit 3.3 to ETE's Form S-1 (File No. 333-128097) filed on January 23, 2006).

- 99.4 Amendment No. 1 to Third Amended and Restated Agreement of Limited Partnership of Energy Transfer Equity, L.P. (incorporated by reference to Exhibit 3.3.1 to ETE's Form 10-K (File No. 1-32740) filed on August 31, 2006).
- 99.5 Amendment No. 2 to Third Amended and Restated Agreement of Limited Partnership of Energy Transfer Equity, L.P. (incorporated by reference to Exhibit 3.3.2 to ETE's Form 8-K (File No. 1-32740) filed on November 13, 2007).
- 99.6 Joint Filing Agreement among the Reporting Persons dated December 7, 2010 (incorporated by reference to Exhibit 99.6 to the Schedule 13D/A filed on December 7, 2010).
- 99.7 ETE Common Unit Purchase Agreement dated as of May 22, 2011 by and among Enterprise Products Partners L.P., Enterprise ETE LLC and the Purchasers named therein (incorporated by reference to Exhibit 99.7 to the Schedule 13D/A filed on May 26, 2011).
- 99.8 ETE Common Unit Purchase Agreement dated as of July 6, 2011 by and between Enterprise ETE LLC and Kelcy Warren Partners, L.P. (incorporated by reference to Exhibit 99.8 to the Schedule 13D/A filed on July 11, 2011).
- 99.9 ETE Common Unit Purchase Agreement dated as of July 20, 2011 by and among Enterprise Products Partners L.P., Enterprise ETE LLC and the Purchasers named therein (incorporated by reference to Exhibit 99.9 to the Schedule 13D/A filed on July 25, 2011).
- 99.10\* ETE Common Unit Purchase Agreement dated as of December 23, 2011 by and among Enterprise Products Partners L.P., Enterprise ETE LLC and the Purchasers named therein.

\* Filed herewith

**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: January 3, 2012

RANDA DUNCAN WILLIAMS

By: (1)

Dated: January 3, 2012

The DD LLC TRUSTEES pursuant to the Dan Duncan LLC Voting Trust Agreement

The ESTATE of DAN L. DUNCAN

By: (1)(2)(3)

Dated: January 3, 2012

DAN DUNCAN LLC

By: (3)

(1) /s/ Randa Duncan Williams

Randa Duncan Williams, individually and in the capacities set forth below, as applicable for the reporting persons noted above:

Trustee of the Dan Duncan LLC Voting Trust Agreement; and

Independent Co-Executor of the Estate of Dan L. Duncan.

(2) /s/ Ralph S. Cunningham

Dr. Ralph S. Cunningham, in the capacities set forth below as applicable for the reporting persons noted above:

Trustee of the Dan Duncan LLC Voting Trust Agreement; and

Independent Co-Executor of the Estate of Dan L. Duncan.

(3) /s/ Richard H. Bachmann

Richard H. Bachmann, in the capacities set forth below as applicable for the reporting persons noted above:

Trustee of the Dan Duncan LLC Voting Trust Agreement;

Independent Co-Executor of the Estate of Dan L. Duncan; and

President and Chief Executive Officer of Dan Duncan LLC.

Dated: January 3, 2012

ENTERPRISE PRODUCTS HOLDINGS LLC

ENTERPRISE PRODUCTS PARTNERS L.P.  
By: Enterprise Products Holdings LLC

ENTERPRISE PRODUCTS OLPGP, INC.

ENTERPRISE PRODUCTS OPERATING LLC  
By: Enterprise Products OLPGP, Inc.

ENTERPRISE ETE LLC

By: /s/ W. Randall Fowler  
W. Randall Fowler  
Executive Vice President and Chief Financial Officer

**APPENDIX A**

**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 Street, 10<sup>th</sup> Floor, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States of America.

<b>Name</b>	<b>Position with DD LLC</b>	<b>Other Present Principal Occupation</b>
Randa Duncan Williams	Chairman and Manager	Chairman and Director of EPCO Director of EPD GP
Richard H. Bachmann	President, Chief Executive Officer and Manager	Director, President and Chief Executive Officer of EPCO Director of EPD GP
Ralph S. Cunningham	Executive Vice President and Manager	Vice Chairman and Director of EPCO Chairman and Director of EPD GP
W. Randall Fowler	Executive Vice President and Chief Financial Officer	Vice Chairman and Chief Financial Officer of EPCO Director, Executive Vice President and Chief Financial Officer of each of EPD GP, OLPGP and Enterprise ETE

Appendix A - 1

**INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS**

**OF**

**ENTERPRISE PRODUCTS HOLDINGS LLC**

Directors and Officers of Enterprise Products Holdings LLC (EPD GP), the general partner of Enterprise Products Partners L.P. (EPD). Set forth below is the name, current business address, citizenship, position with EPD GP and the present principal occupation or employment of each manager and executive officer of EPD GP. Unless otherwise indicated below, the current business address for each of the individuals listed below is 1100 Louisiana Street, 10<sup>th</sup> Floor, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States of America.

<b>Name</b>	<b>Position with EPD GP</b>	<b>Other Present Principal Occupation</b>
Randa Duncan Williams	Director	Chairman and Director of EPCO  Chairman and Manager of DD LLC
Michael A. Creel	Director, President and Chief Executive Officer	Director, President and Chief Executive Officer of each of OLPGP and Enterprise ETE
W. Randall Fowler	Director, Executive Vice President and Chief Financial Officer	Vice Chairman and Chief Financial Officer of EPCO  Executive Vice President and Chief Financial Officer of DD LLC  Director, Executive Vice President and Chief Financial Officer of each of OLPGP and Enterprise ETE
A. James Teague	Director, Executive Vice President and Chief Operating Officer	Director, Executive Vice President and Chief Operating Officer of OLPGP  Executive Vice President and Chief Operating Officer of Enterprise ETE
Ralph S. Cunningham	Chairman and Director	Vice Chairman and Director of EPCO  Executive Vice President and Manager of DD LLC
Richard H. Bachmann	Director	Director, President and Chief Executive Officer of EPCO  President, Chief Executive Officer and Manager of DD LLC
Thurman Andress	Director	
E. William Barnett	Director	
Larry J. Casey	Director	
Charles E. McMahan	Director	
Rex C. Ross	Director	

Edwin E. Smith	Director	
Richard S. Snell	Director	
William Ordemann	Executive Vice President	Executive Vice President of each of OLPGP and Enterprise ETE

Appendix A - 3



**INFORMATION CONCERNING THE MANAGERS AND EXECUTIVE OFFICERS**

**OF**

**ENTERPRISE PRODUCTS OLPGP, INC.**

Managers and Executive Officers of Enterprise Products OLPGP, Inc. (OLPGP), the sole manager of Enterprise Products Operating LLC (EPO). Set forth below is the name, current business address, citizenship, position with EPO and the present principal occupation or employment of each manager and executive officer of OLPGP. Unless otherwise indicated below, the current business address for each of the individuals listed below is 1100 Louisiana Street, 10<sup>th</sup> Floor, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States of America.

<b>Name</b>	<b>Position with OLPGP</b>	<b>Other Present Principal Occupation</b>
Michael A. Creel	Director, President and Chief Executive Officer	Director, President and Chief Executive Officer of each of EPD GP and Enterprise ETE
W. Randall Fowler	Director, Executive Vice President and Chief Financial Officer	Vice Chairman and Chief Financial Officer of EPCO  Executive Vice President and Chief Financial Officer of DD LLC  Director, Executive Vice President and Chief Financial Officer of each of EPD GP and Enterprise ETE
A. James Teague	Director, Executive Vice President and Chief Operating Officer	Director, Executive Vice President and Chief Operating Officer of EPD GP  Executive Vice President and Chief Operating Officer of Enterprise ETE
William Ordemann	Executive Vice President	Executive Vice President of each of EPD GP and Enterprise ETE

Appendix A - 4

**INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS**

**OF**

**ENTERPRISE ETE LLC**

Directors and Executive Officers of Enterprise ETE LLC ( Enterprise ETE ). Set forth below is the name, current business address, citizenship, position with Enterprise ETE and the present principal occupation or employment of each director and executive officer of Enterprise ETE. Unless otherwise indicated below, the current business address for each of the individuals listed below is 1100 Louisiana Street, 10<sup>th</sup> Floor, Houston, Texas 77002. Unless otherwise indicated, each such person is a citizen of the United States of America.

<b>Name</b>	<b>Position with Enterprise ETE</b>	<b>Other Present Principal Occupation</b>
Michael A. Creel	Director, President and Chief Executive Officer	Director, President and Chief Executive Officer of each of EPD GP and OLPGP
W. Randall Fowler	Director, Executive Vice President and Chief Financial Officer	Vice Chairman and Chief Financial Officer of EPCO  Executive Vice President and Chief Financial Officer of DD LLC  Director, Executive Vice President and Chief Financial Officer of each of EPD GP and OLPGP
A. James Teague	Executive Vice President and Chief Operating Officer	Director, Executive Vice President and Chief Operating Officer of each of EPD GP and OLPGP
William Ordemann	Executive Vice President	Executive Vice President of each of EPD GP and OLPGP

Appendix A - 5