

ENTERPRISE PRODUCTS PARTNERS L P
Form SC 13D/A
August 13, 2001

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2) *

Enterprise Products Partners L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

293792107

(CUSIP Number)

Curtis R. Frasier
President

Shell US Gas & Power LLC
1301 McKinney Street, Suite 700
Houston, TX 77010

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

August 2, 2001

(Date of Event which Requires Filing of this
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box / /.

Check the following box if a fee is being paid with the statement / /. (A fee is not required only if the reporting person: (1) has a previous statement on file

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reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) 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.

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 (however, see the Notes).

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CUSIP NO.

PAGE 2 OF 18 PAGES

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Shell US Gas & Power LLC(1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
00(2)

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
-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
20,500,000(3)

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
20,500,000(3)

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
20,500,000(3)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
31.1%(4)

14 TYPE OF REPORTING PERSON
OO(5)

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Effective March 1, 2001, Coral Energy, LLC changed its name to Shell US Gas & Power LLC.

(2) The source of funds is the contribution of Shell US Gas & Power LLC interest in Tejas Natural Gas Liquids, LLC.

(3) Represents 6,000,000 Common Units and 14,500,000 Class A Special Units (the "Units"), which Units may convert into Common Units but of which 8,500,000 Units are not convertible prior to June 30, 2002 and the remainder of which are not convertible prior to June 30, 2003.

(4) Based on 46,524,515 issued and outstanding Common Units as of July 1, 2001. The calculation of the percentage does not include 21,409,870 issued and outstanding subordinated units that may convert to Common Units.

(5) Delaware Limited Liability Company
3

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CUSIP NO.

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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Shell Oil Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

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

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-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-----	8	SHARED VOTING POWER 20,500,000 (1)
	-----	9	SOLE DISPOSITIVE POWER -0-
	-----	10	SHARED DISPOSITIVE POWER 20,500,000 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
20,500,000 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
31.1% (2)

14 TYPE OF REPORTING PERSON
CO (2)

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Represents 6,000,000 Common Units and 14,500,000 Class A Special Units (the "Units"), which Units may convert into Common Units but of which 8,500,000 Units are not convertible prior to June 30, 2002 and the remainder of which are not convertible prior to June 30, 2003.

(2) Based on 46,524,515 issued and outstanding Common Units as of July 1, 2001. The calculation of the percentage does not include 21,409,870 issued and outstanding subordinated units that may convert to Common Units.

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CUSIP NO.

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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
SWEPI LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

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2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
20,500,000 (1)

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
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(2) Based on 46,524,515 issued and outstanding Common Units as of July 1, 2001. The calculation of the percentage does not include 21,409,870 issued and outstanding subordinated units that may convert to Common Units.

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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Shell Gas Pipeline Corp. #2

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

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4 SOURCE OF FUNDS*
AF

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 -0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 20,500,000 (1)
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 20,500,000 (1)

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(2) Based on 46,524,515 issued and outstanding Common Units as of July 1, 2001. The calculation of the percentage does not include 21,409,870 issued and outstanding subordinated units that may convert to Common Units.

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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Shell Gas Gathering Corp. #2

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

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 -0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 20,500,000 (1)
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 20,500,000 (1)

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(2) Based on 46,524,515 issued and outstanding Common Units as of July 1, 2001. The calculation of the percentage does not include 21,409,870 issued and outstanding subordinated units that may convert to Common Units.

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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Shell Seahorse Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

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 -0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 20,500,000(1)
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 20,500,000(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Represents 6,000,000 Common Units and 14,500,000 Class A Special Units (the "Units"), which Units may convert into Common Units but of which 8,500,000 Units

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are not convertible prior to June 30, 2002 and the remainder of which are not convertible prior to June 30, 2003.

(2) Based on 46,524,515 issued and outstanding Common Units as of July 1, 2001. The calculation of the percentage does not include 21,409,870 issued and outstanding subordinated units that may convert to Common Units.

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AMENDMENT NO. 2 TO SCHEDULE 13D

This Amendment No. 2 on Schedule 13D/A ("Amendment No. 2") to the Statement on Schedule 13D ("Schedule 13D") is filed on behalf of each of (i) Shell US Gas & Power LLC, formerly Coral Energy, LLC ("Shell Gas & Power") as the direct beneficial owner of Common Units and Class A Special Units and (ii) by virtue of their respective direct holdings of securities of Shell Gas & Power (as described below on this statement) by Shell Oil Company ("Shell Oil"), SWEPI LP ("SWEPI"), Shell Gas Pipeline Corp. #2 ("Shell Pipeline"), Shell Gas Gathering Corp. #2 ("Shell Gathering") and Shell Seahorse Company ("Shell Seahorse") (collectively, the "Reporting Entities").

This Amendment No. 2 is filed to reflect (i) the issuance on August 2, 2001 by Enterprise Products Partners L.P. of an additional 3,000,000 Class A Special Units pursuant to the Partnership Agreement and (ii) the conversion of 5,000,000 Class A Special Units into 5,000,000 Common Units effective as of August 2, 2001.

Unless otherwise indicated, each capitalized term used but not otherwise defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 1. Security and Issuer. No change to this Item.

Item 2. Identity and Background. Paragraph 2 in subsection (a) of this Item is deleted in its entirety and replaced with the following:

Shell Gas & Power is the beneficial holder of approximately 31.1% of the outstanding Common Units of the Issuer. Shell Oil, SWEPI, Shell Pipeline, Shell Gathering and Shell Seahorse are the holders of 100% of the common membership interests, and approximately 2.33%, 17.14%, 58.45%, 16.38% and 5.7%, respectively, of the total ownership interests, in Shell Gas & Power. Each of SWEPI, Shell Pipeline, Shell Gathering and Shell Seahorse is an indirect, wholly owned subsidiary of Shell Oil. Together, Shell Oil, SWEPI, Shell Pipeline, Shell Gathering and Shell Seahorse may be deemed to control Shell Gas & Power.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby supplemented with the following information:

Under the terms of the Second Amended and Restated Agreement of Limited Partnership of the Enterprise Products Partners L.P. (the "Partnership Agreement"), on August 2, 2001 Shell Gas & Power obtained from the Issuer 3,000,000 Units.

Item 4. Purpose of Transaction

Item 4 is hereby deleted in its entirety and replaced with the following:

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The transactions described in Item 3 above occurred as a result of negotiations with the Issuer. The Units were acquired for investment purposes. Shell Gas & Power intends to review its investment in the Issuer on an ongoing basis and, depending upon the price of, and other market conditions relating to, the Units, subsequent developments affecting the Issuer, the Issuer's business and prospects, other investment and business opportunities available to Shell Gas & Power, general stock market and economic conditions, tax considerations and other factors deemed relevant, may decide to increase or decrease the size of its investment in the Issuer.

Other than as described in Item 3 and Item 6 hereof, none of the Reporting Entities (nor, to their knowledge, any person listed on Appendix A hereto) has any plan or proposal that would result in any of the consequences listed in paragraph (a) - (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby deleted in its entirety and replaced with the following:

(a) There were 46,524,515 Common Units and 21,409,870 subordinated units outstanding as of July 1, 2001. The Reporting Entities are deemed to be the beneficial owners of 6,000,000 Common Units and 14,500,000 Units, which are convertible into Common Units under the terms of the Partnership Agreement during the period between August 1, 2001 and August 1, 2003. The Units do not accrue distributions and are not entitled to cash distributions until their conversion into Common Units. The Common Units and the Units represent a 31.1% equity interest in the Issuer.

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(b) As described in Item 2(a), each of the Reporting Entities may be deemed to share voting power and investment power with respect to the Units.

(c) Except for the issuance of the 3,000,000 Units and the conversion of 5,000,000 Units into Common Units, none of the Reporting Entities, nor, to the best of their knowledge, any person listed on Appendix A hereto, has effected any transactions in the Units during the past 60 days.

(d) None of the Reporting Entities, nor, to the best of their knowledge, any person listed in Appendix A beneficially owns any Units of the Issuer except as set forth above. Except as disclosed above to the best of the knowledge of each Reporting Entity, no persons other than the Reporting Entities have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Units beneficially owned by the Reporting Entities.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer. No change to this Item.

Item 7. Material to be filed as Exhibits.

*Exhibit "A" - Agreement re Joint Filing of Schedule 13D

*Exhibit "B" - Contribution Agreement

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- *Exhibit "C" - Unitholder Rights Agreement
- *Exhibit "D" - Enterprise Partners Amended Partnership Agreement
- *Exhibit "E" - Registration Rights Agreement

* previously filed
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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: August 13, 2001

SHELL US GAS & POWER LLC

By: /s/ Curtis R. Frasier

Name: Curtis R. Frasier
Title: President

SHELL OIL COMPANY

By: /s/ Curtis R. Frasier

Name: Curtis R. Frasier
By Power of Attorney

SWEPI LP

By: /s/ Curtis R. Frasier

Name: Curtis R. Frasier
By Power of Attorney

SHELL GAS PIPELINE CORP.#2

By: /s/ Curtis R. Frasier

Name: Curtis R. Frasier
By Power of Attorney

SHELL GAS GATHERING CORP.#2

By: /s/ Curtis R. Frasier

Name: Curtis R. Frasier
By Power of Attorney

SHELL SEAHORSE COMPANY

By: /s/ Curtis R. Frasier

Name: Curtis R. Frasier

APPENDIX A

DIRECTORS AND EXECUTIVE OFFICERS OF SHELL US GAS & POWER LLC

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Shell US Gas & Power LLC. Unless otherwise indicated below, each such person is a citizen of the United States of America.

Name	Citizenship	Present Principal Occupation or Employment	Business Address
----	-----	-----	-----
Curtis R. Frasier		Director and President	1301 M Houston
Lee B. D. Strebel		Director, Chief Financial Officer, Vice President and Treasurer	1301 M Houston
Colin P. Braithwaite	British	Director and Vice President-- Shareholder Relations	1301 M Houston
W. Terry Mooney		Vice President-- Tax Associate General Tax Counsel (Shell Oil Company)	910 Lo Houston

DIRECTORS AND EXECUTIVE OFFICERS OF SHELL OIL COMPANY

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Shell Oil Company. Unless otherwise indicated below, each such person is a citizen of the United States of America.

Name	Citizenship	Present Principal Occupation or Employment	Business Address
----	-----	-----	-----
S. L. Miller		Director/Chairman, President and Chief Executive Officer	910 Lo One Sh Houston
Joseph E. Antonini		Director; Retired Chairman, President and CEO -- Kmart Corporation	1800 W Troy,
Rand V. Araskog		Director; Retired Chairman and CEO -- ITT Corporation	275 To Jupite

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Robert F. Daniell		Director; Retired Chairman-- United Technologies Corporation	United 755 Ma One Fi Hartfo
Vilma S. Martinez		Director; Partner-- Munger, Tolles & Olson	355 S. 35th F Los An
Philip B. Watts	British	Director; Chairman and a Managing Director-- The "Shell" Transport and Trading Company p.l.c.	2 York Shell London Englan
Harold A. Poling		Director; Retired Chairman and CEO-- Ford Motor Company	Ford M Fairla 290 To Dearbo
Gordon R. Sullivan		Director; Retired Chief of Staff-- U.S. Army	2425 W Arling
John F. Woodhouse		Director; Senior Chairman -- Sysco Corporation	1390 E Housto
S. M. Borches		Vice President	One Sh P.O. B Housto
N. J. Caruso		Vice President-- Finance and Chief Financial Officer	One Sh P.O. B Housto

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Name	Citizenship	Present Principal Occupation or Employment	Busine
-----	-----	-----	-----
C.A. Lamboley		Vice President, General Counsel and Corporate Secretary	One Sh P.O. B Housto
P.M. Dreckman		Vice President and General Tax Counsel	One Sh P.O. B Housto
D.H. Ohle		Vice President	One Sh P.O. B Housto
S. E. Ward		Vice President	1401 E Suite Washin

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DIRECTORS AND EXECUTIVE OFFICERS OF SWEPI LP

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of SWEPI LP. Unless otherwise indicated below, each such person is a citizen of the United States of America.

Name	Citizenship	Present Principal Occupation or Employment	Business Address
R. M. Restucci	British	Director/Chairman, Chief Executive Officer and President; Chief Executive Officer and President (Shell Exploration & Production Company)	910 Louisiana Houston, TX
J. R. Eagan		Director, Executive Vice President and Chief Financial Officer; Vice President -- Finance and Commercial Operations (Shell Exploration & Production Company)	910 Louisiana Houston, TX
D.T. Lawrence		Director, Executive Vice President-- Exploration and Development; Vice President and General Manager (Shell Exploration & Production Company)	910 Louisiana Houston, TX
J. A. Berget	Norwegian	Director, Executive Vice President-- Production and Surveillance; Vice President-- Production and Surveillance (Shell Exploration & Production Company)	910 Louisiana Houston, TX
G. E. Banister		Director, Executive Vice President-- Business Development and Technology; Vice President -- Business Development and Technology (Shell Exploration & Production Company)	910 Louisiana Houston, TX
K. T. Jarvi		Vice President-- Legal; Associate General Counsel (Shell Oil Company)	910 Louisiana Houston, TX
W. Terry Mooney		Vice President-- Tax; Associate General Tax Counsel (Shell Oil Company)	910 Louisiana Houston, TX

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The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Shell Gas Pipeline Corp. #2. Unless otherwise indicated below, each such person is a citizen of the United States of America.

Name ----	Citizenship -----	Present Principal Occupation or Employment -----	Business Address -----
Curtis R. Frasier		Director and President; President (Shell US Gas & Power LLC)	1301 M Houston
Lee B. D. Strebel		Director, Chief Financial Officer, Vice President and Treasurer Chief Financial Officer (Shell US Gas & Power LLC)	1301 M Houston
Colin P. Braithwaite	British	Vice President Vice President-- Shareholder Relations (Shell US Gas & Power LLC)	1301 M Houston
W. Terry Mooney		Vice President - Tax Associate General Tax Counsel (Shell Oil Company)	910 Lo Houston

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DIRECTORS AND EXECUTIVE OFFICERS OF SHELL GAS GATHERING CORP. #2

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Shell Gas Gathering Corp. #2. Unless otherwise indicated below, each such person is a citizen of the United States of America.

Name ----	Citizenship -----	Present Principal Occupation or Employment -----	Business Address -----
Curtis R. Frasier		Director and President; President (Shell US Gas & Power LLC)	1301 M Houston
Lee B. D. Strebel		Director, Chief Financial Officer, Vice President and Treasurer Chief Financial Officer (Shell US Gas & Power LLC)	1301 M Houston
Colin P. Braithwaite	British	Vice President Vice President-- Shareholder Relations (Shell US Gas & Power LLC)	1301 M Houston

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W. Terry Mooney

Vice President - Tax

910 Lo
Housto

Associate General Tax Counsel (Shell Oil
Company)

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DIRECTORS AND EXECUTIVE OFFICERS OF SHELL SEAHORSE COMPANY

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Shell Seahorse Company. Unless otherwise indicated below, each such person is a citizen of the United States of America.

Name -----	Citizenship -----	Present Principal Occupation or Employment -----	Busine -----
Curtis R. Frasier		Director and President; President (Shell US Gas & Power LLC)	1301 M Housto
Lee B. D. Strebel		Director, Chief Financial Officer, Vice President and Treasurer Chief Financial Officer (Shell US Gas & Power LLC)	1301 M Housto
Colin P. Braithwaite	British	Vice President Vice President-- Shareholder Relations (Shell US Gas & Power LLC)	1301 M Housto
W. Terry Mooney		Vice President - Tax Associate General Tax Counsel (Shell Oil Company)	910 Lo Housto

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INDEX TO EXHIBITS

Item -----	Description -----	Sequen -----
*Exhibit A	Agreement of Joint Filing	
*Exhibit B	Contribution Agreement	
*Exhibit C	Unitholder Rights Agreement	
*Exhibit D	Enterprise Partners Amended Partnership Agreement	
*Exhibit E	Registration Rights Agreement	

* previously filed

