

ENTERPRISE PRODUCTS PARTNERS L P
Form SC 13D/A
July 25, 2005

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hours per response 11.00

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 6) *

Enterprise Products Partners L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

293792107

(CUSIP Number)

Jose-Alberto Lima
President
Shell US Gas & Power LLC
777 Walker, 22nd Floor
Houston, TX 77002

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

July 22, 2005

(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 his 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 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.

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*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).

SCHEDULE 13D

CUSIP NO. 293792107

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
00(1)

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 8 SHARED VOTING POWER
OWNED BY 29,407,549
EACH

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
29,407,549

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
29,407,549

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.74%(2)

14 TYPE OF REPORTING PERSON
OO(3)

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

(2) Based on 379,785,865 issued and outstanding Common Units as of March 31, 2005.

(3) Delaware Limited Liability Company

SCHEDULE 13D

CUSIP NO. 293792107

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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
-0-

NUMBER OF
SHARES
BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
29,407,549

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EACH
REPORTING
PERSON
WITH

9

SOLE DISPOSITIVE POWER
-0-

10

SHARED DISPOSITIVE POWER
29,407,549

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29,407,549

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7.74%(1)

14 TYPE OF REPORTING PERSON
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Based on 379,785,865 issued and outstanding Common Units as of March 31, 2005.

SCHEDULE 13D

CUSIP NO. 293792107

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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
2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

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	7	SOLE VOTING POWER -0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 29,407,549
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 29,407,549

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
29,407,549

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.74% (1)

14 TYPE OF REPORTING PERSON
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Based on 379,785,865 issued and outstanding Common Units as of March 31, 2005.

SCHEDULE 13D

CUSIP NO. 293792107

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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

4 SOURCE OF FUNDS*
AF

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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	8	SHARED VOTING POWER 29,407,549
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 29,407,549

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
29,407,549

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.74%(1)

14 TYPE OF REPORTING PERSON

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Based on 379,785,865 issued and outstanding Common Units as of March 31,
2005.

SCHEDULE 13D

CUSIP NO. 293792107

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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

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

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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 29,407,549
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 29,407,549

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14 TYPE OF REPORTING PERSON
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Based on 379,785,865 issued and outstanding Common Units as of March 31, 2005.

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AMENDMENT NO. 6 TO SCHEDULE 13D

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This Amendment No. 6 on Schedule 13D/A ("Amendment No. 6") to the Statement on Schedule 13D ("Schedule 13D") is filed on behalf of each of (i) Shell US Gas & Power LLC ("Shell Gas & Power") as the direct beneficial owner of Common 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"), and Shell Gas Gathering Corp. #2 ("Shell Gathering") (collectively, the "Reporting Entities"). Subsequent to Amendment No. 2 to this Schedule 13D, Shell Seahorse Company ("Shell Seahorse") merged into Shell Gathering, with Shell Gathering as the surviving entity.

This Amendment No. 6 is filed to reflect: (i) the sale on March 28, 2005 by Shell Gas & Power of 1,203,600 Common Units representing limited partnership interests to Kayne Anderson MLP Investment Company; (ii) the sale on July 15, 2005, by Shell Gas & Power of 2,589,537 Common Units representing limited partnership interests to Kayne Anderson Energy Total Return Fund, Inc.; (iii) the sale on July 22, 2005, by Shell Gas & Power of 2,974,796 Common Units representing limited partnership interests to Tortoise Energy Capital Corporation; and (iv) the sale on July 22, 2005, by Shell Gas & Power of 396,640 Common Units representing limited partnership interests to Tortoise Energy Infrastructure Corporation.

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

Directors and executive officers of the Reporting Entities are listed on Attachment 1 hereto. None of the Reporting Entities, nor any of their directors or executive officers, have been, during the past five years, convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or have been 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 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 7.74% of the outstanding Common Units of the Issuer. Shell Oil, SWEPI, Shell Pipeline and Shell Gathering are the holders of 100% of the common membership interests, and approximately 3.23%, 16.98%, 57.91% and 21.88%, respectively, of the total ownership interests, in Shell Gas & Power. Each of SWEPI, Shell Pipeline and Shell Gathering is an indirect, wholly owned subsidiary of Shell Oil. Together, Shell Oil, SWEPI, Shell Pipeline and Shell Gathering may be deemed to control Shell Gas & Power.

Item 3. Source and Amount of Funds or Other Consideration

No change to this Item

Item 4. Purpose of Transaction

No change to this item.

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Item 5. Interest in Securities of the Issuer

- (a) There were 379,785,865 Common Units outstanding as of March 31, 2005. The Reporting Entities are deemed to be the beneficial owners of 29,407,549 Common Units. The Common Units represent 7.74% of the

outstanding Common Units, and a 7.6% equity interest in the Issuer after taking into account the 2% equity interest held by the Issuer's general partner.

- (b) (i) On March 28, 2005, Shell Gas & Power sold 1,203,600 Common Units representing limited partnership interests for \$30,000,000 to Kayne Anderson MLP Investment Company;

(ii) On July 15, 2005, Shell Gas & Power sold 2,589,537 Common Units representing limited partnership interests for \$65,000,000 to Kayne Anderson Energy Total Return Fund, Inc.

(iii) On July 22, 2005, Shell Gas & Power sold 2,974,796 Common Units representing limited partnership interests for \$75,000,000 to Tortoise Energy Capital Corporation; and

(iv) On July 22, 2005, Shell Gas & Power sold 396,640 Common Units representing limited partnership interests for \$10,000,000 to Tortoise Energy Infrastructure Corporation.

- (c) Other than as noted in Item 5(b), none of the Reporting Entities, nor, to the best of their knowledge, any person listed on Schedule 1 hereto, has effected any transactions in the Common Units during the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer

An additional paragraph is added to this Item as follows:

In connection with the sale of Common Units by Shell Gas & Power to Kayne Anderson MLP Investment Company ("Kayne Anderson") on December 29, 2004, Shell Gas & Power and Kayne Anderson entered into a Common Unit Purchase Agreement dated December 28, 2004 (the "Common Unit Purchase Agreement"), and a Registration Rights Assignment Agreement dated December 29, 2004 (the "Assignment Agreement"). In addition, Kayne Anderson entered into a Counterpart to the Registration Rights Agreement. By letter dated March 29, 2005, Kayne Anderson and Shell Gas & Power confirmed that the registration right assigned to Kayne Anderson was terminated and that the assignment of rights pursuant to the Assignment Agreement was null and void as of March 23, 2005.

Item 7. Material to be filed as Exhibits.

- *Exhibit A - Agreement re Joint Filing of Schedule 13D
- *Exhibit B - Contribution Agreement
- *Exhibit C - Unitholder Rights Agreement
- *Exhibit D - Enterprise Partners Amended Partnership Agreement
- *Exhibit E - Registration Rights Agreement
- *Exhibit F - Press release issued September 15, 2003 by Shell Gas & Power
- *Exhibit G - Press release issued September 15, 2003 by the Issuer, incorporated by reference from Exhibit 99.1 to the Current Report on Form 8-K filed by Enterprise Products Partners L.P. on September 15, 2003
- *Exhibit H - Amendment No. 1 to Unitholder Rights Agreement, incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K filed by

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Enterprise Products Partners L.P. on September 15, 2003

- *Exhibit I - Common Unit Purchase Agreement
- *Exhibit J - Assignment Agreement
- *Exhibit K - Agreement regarding registration of Common Units

* 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: July 25, 2005

SHELL US GAS & POWER LLC

By: /s/ LEE B.D. STREBEL

Name: Lee B.D. Strebels
Title: Vice President

SHELL OIL COMPANY

By /s/ ANNE-MARIE ROY

Name: Anne-Marie Roy
Title: Assistant Secretary

SWEPI LP

By: /s/ ANNE-MARIE ROY

Name: Anne-Marie Roy
Title: Assistant Secretary

SHELL GAS PIPELINE CORP.#2

By /s/ ANNE-MARIE ROY

Name: Anne-Marie Roy
Title: Assistant Secretary

SHELL GAS GATHERING CORP.#2

By /s/ ANNE-MARIE ROY

 Name: Anne-Marie Roy
 Title: Assistant Secretary

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INDEX TO EXHIBITS

- *Exhibit A Agreement of Joint Filing
- *Exhibit B Contribution Agreement
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- *Exhibit K - Agreement regarding registration of Common Units

 * previously filed

ATTACHMENT 1

DIRECTORS AND EXECUTIVE OFFICERS

SHELL US GAS AND POWER LLC

NAME AND BUSINESS ADDRESS -----	CITIZENSHIP -----	POSITION -----
Jose Alberto-Lima 777 Walker, 22nd Floor Houston, Texas 77002	Brazil	Director President
J.V. Cramer 777 Walker, 22nd Floor Houston, Texas 77002	U.S.A.	Director VP, CFO and Treasurer
L.B.D. Strebels 777 Walker, 22nd Floor Houston, Texas 77002	U.S.A.	Director VP Portfolio Management

SHELL OIL COMPANY

NAME AND BUSINESS ADDRESS -----	CITIZENSHIP -----	POSITION -----
J. D. Hofmeister 910 Louisiana Street Houston, Texas 77002	U.S.A.	Director President
V. Mark Hanafin	U.S.A.	Director

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909 Fannin
Houston, Texas 77002

R. J. Braud
910 Louisiana
Houston, Texas 77002

U.S.A.

Director
Vice President
Finance and
Controller

D. Campbell
910 Louisiana
Houston, Texas 77002

Canadian

Treasurer

C. A. Lamboley
910 Louisiana Street
Houston, Texas 77002

U.S.A.

Director, Sr. Vice
President, Legal
General Counsel
Corp. Secretary

T. T. Coles
910 Louisiana Street
Houston, Texas 77002

U.S.A.

Vice President,
Tax

SWEPI LP

NAME AND BUSINESS ADDRESS

CITIZENSHIP

POSITION

Andrew Seck
200 N. Dairy Ashford
Texas 77479

Canadian

Director
Vice President Houston,
Corporate Affairs

J.C. Rambousek
200 N. Dairy Ashford
Houston, Texas 77479

U.S.A.

Director
President

W. T. Mooney
910 Louisiana Street
Houston, Texas 77002

U.S.A.

Director
Vice-President,
Tax

SHELL GAS PIPELINE CORP. #2

NAME AND BUSINESS ADDRESS

CITIZENSHIP

POSITION

Jose Alberto-Lima
777 Walker, 22nd Floor
Houston, Texas 77002

Brazil

Director
President

L.B.D. Strebels
777 Walker, 22nd Floor
Houston, Texas 77002

U.S.A.

Director
VP Portfolio
Management

SHELL GAS GATHERING CORP. #2

NAME AND BUSINESS ADDRESS

CITIZENSHIP

POSITION

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Jose Alberto-Lima
777 Walker, 22nd Floor
Houston, Texas 77002

Brazil

Director
President

L.B.D. Strebel
777 Walker, 22nd Floor
Houston, Texas 77002

U.S.A.

Director
VP Portfolio
Management