



Office of the Secretary

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

March 29, 2005

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 January 26, 2005, Divestiture Petition (“Petition”) of Enterprise Products Partners L.P. (“Enterprise”) and Dan L. Duncan requesting that the Commission approve Enterprise’s sale of the Starfish Pipeline Interest to MarkWest Energy Partners, L.P. (“MarkWest”), pursuant to the order in this matter. The application was placed on the public record for comments for thirty days, until March 1, 2005, 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