

ENTERPRISE PRODUCTS GP, LLC GOVERNANCE COMMITTEE CHARTER

Objectives

The Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Enterprise Products GP, LLC, a Delaware limited liability company (the “Company”) and the sole general partner of Enterprise Products Partners L.P. (the “Partnership”). The Committee shall develop and recommend to the Board a set of governance principles applicable to the Partnership and communicate with members of the Board regarding Board meeting format and procedures.

Membership and Policies

The Board shall elect the Committee Chairman (the “Chairman”) and members of the Committee annually. The Committee shall consist of a minimum of three members of the Board, of which at least a majority of the members of the Committee shall be “independent” as determined in accordance with the rules adopted by the New York Stock Exchange (as amended, restated, supplemented or otherwise modified from time to time, the “NYSE rules”) and applicable law (including, without limitation, the rules and regulations of the Securities and Exchange Commission (“SEC”)). Members of the Committee may be removed from the Committee by action of the Board.

The Committee shall have the authority to obtain advice or assistance from or retain internal or external legal, accounting or other advisors.

The Committee shall meet at such times as the Chairman shall determine, preferably in conjunction with the regular Audit and Conflict Committee meetings. Meetings may, at the discretion of the Committee, include members of management, independent consultants and such other persons as the Committee shall determine. The Committee, in discharging its responsibilities, may meet privately for advice and counsel with independent consultants, lawyers or any other persons knowledgeable in the matters under consideration. The Committee may also meet by telephone conference call or any other means permitted by law or the organizational documents of the Company.

A Secretary, who need not be a member of the Committee, shall be appointed by the Committee to keep minutes of all meetings of the Committee and such other records as the Chairman deems necessary or appropriate.

The Committee may designate a subcommittee consisting of at least one member to address specific issues on behalf of the Committee.

The Committee shall report periodically to the Board on its activities.

Governance Functions

The Committee shall develop and recommend to the Board a set of governance guidelines applicable to the Partnership.

The Committee shall monitor the size and composition of the Board. Subject to actions by the Board, the Committee shall assure that the composition of the Board and any committees thereof, complies with the NYSE rules and other applicable laws.

If and to the extent requested by the Board or the Chairman of the Company, the Committee shall (i) review qualifications of candidates for Board membership recommended by directors, officers, employees and others in accordance with procedures established by the Committee, applicable laws and regulations and the applicable NYSE rules, (ii) screen and interview possible qualified candidates for Board membership and (iii) aid the Chairman in attracting qualified candidates.

The Committee shall monitor and report to the Board whether there is any current relationship between any non-management director and the Partnership that may adversely affect the independent judgment of the director.

The Committee shall communicate, from time to time, with members of the Board regarding Board meeting format and procedures.

The Committee shall review the need for any changes in the number, charters, or titles of Board committees, committee composition and provide a recommendation to the Board for consideration.

The Committee will conduct an annual performance self evaluation, the results of which shall be reported to the full Board.

The Committee shall take such other actions necessary or appropriate to assure that other activities prescribed by the governance guidelines are carried out.

Other Functions

The Committee shall review and assess the adequacy of this charter periodically.

The Committee will perform such other functions as assigned by applicable law, the NYSE rules, the Partnership's organizational documents, or the Board.

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