

Mail Stop 3561

June 3, 2009

Michael J. Knesek  
Senior Vice President, Controller and  
Principal Accounting Officer  
EPE Holdings, LLC  
1100 Louisiana Street  
10th Floor  
Houston, Texas 77002

**Re: Enterprise GP Holdings L.P.  
Form 10-K for the Fiscal Year Ended December 31, 2008  
Filed March 2, 2009  
File No. 001-32610**

Dear Mr. Knesek:

We have completed our review of the above-referenced filing and have no further comments at this time.

Sincerely,

H. Christopher Owings  
Assistant Director