

DUNCAN ENERGY PARTNERS L.P. GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of DEP Holdings, LLC (the “Company”), the sole general partner of Duncan Energy Partners L.P. (the “Partnership”), believes that sound governance policies and practices provide an essential foundation to assist the Board in fulfilling its responsibilities. These guidelines, which are to be reviewed periodically by the Audit, Conflicts and Governance Committee of the Board (the “ACG Committee”), are set forth below:

A. Qualifications and Responsibilities

1. *Independence.* The Board shall include non-management directors who meet the “independence” requirements of the New York Stock Exchange (the “NYSE”) listing requirements. The Board acknowledges that the Company is not required to include independent directors but believes that inclusion of independent directors will enhance the Company’s and the Partnership’s governance structure.
2. *Director Responsibilities.* Each director is expected to devote the time and attention necessary to fulfill the obligations of a director and is expected to attend Board and committee meetings, either in person or by telephone, except in the case of extenuating circumstances such as illness or death of a family member. Directors are expected to represent the Partnership effectively through the (a) prudent exercise of judgment; (b) fair balancing of interests of constituencies; and (c) appropriate stewardship of Partnership resources. As a group, directors are expected to set appropriate policy for the Partnership and bring to the Board superlative personal integrity, broad experience in business matters, a diversity of experience and an insight and awareness of the appropriate and ever-changing role that a large business should have in society. A director is expected to discuss with the ACG Committee when the director is contemplating any potential service on the board of another for-profit organization in an effort to identify potential conflicts with the Company and/or the Partnership and ensure that the director will have sufficient time to devote to the director’s responsibilities as a director of the Company.
3. *Committees of the Board.* The Board shall have an ACG Committee and such other committees as the Board may determine from time to time. All of the members of the ACG Committee shall meet the “independence” requirements of the New York Stock Exchange listing requirements and the rules and regulations of the Securities and Exchange Commission relating to audit committees and the committee members. Further, at least two members of the ACG Committee shall meet the “independence” requirements of Standard & Poor’s as provided in the Company’s LLC Agreement. In addition independent members of the ACG Committee shall meet any heightened “independence” requirements established by applicable law, and at least one member of the ACG Committee shall satisfy the definition of an “audit committee financial expert” in accordance with rules of the Securities and Exchange Commission. The Board, in consultation with the Chairman and Chief Executive Officer and in compliance with applicable law, will determine the responsibilities and membership of its committees. Each committee chairperson, in consultation with committee members, will determine the

frequency and length of the meetings of the committee, in accordance with applicable law and the committee's charter.

4. *Retirement/Resignation.* A management director is expected to submit a letter of resignation at the time of retirement from active employment with the Company or an affiliate. A non-management director is expected to submit a letter of resignation under the following circumstances: (a) when the director retires from his or her principal business organization or other activity with which he or she was identified at the time of election to the Board; (b) whenever the director's affiliation or position of principal employment changes after election to the Board; (c) whenever the health or physical condition of the director would prevent him or her from satisfactorily fulfilling the responsibilities of a director; or (d) whenever affiliation with another entity creates an interlocking directorate or other potential conflict with the Partnership's business. In the event that a letter of resignation from a director is not accepted, the director's tenure will continue.

B. Board Functions

1. *Board Evaluation.* The Board will annually evaluate the effectiveness of the Board and its committees. Each director will assess the Board's performance in specified categories, including but not limited to, fiduciary oversight, Board governance and process, strategic planning and business decisions and financial matters. In addition, each committee of the Board shall conduct an annual evaluation of its effectiveness. The Board will meet in executive session to discuss these assessments. The purpose of these evaluations is to increase the effectiveness of the Board as a whole, each committee and each individual Board member.
2. *Management Succession.* The Chairman and Chief Executive Officer shall periodically review the Company's management succession and development plan with the ACG Committee and such plan shall periodically be reported to the Board.
3. *Director Compensation; Equity Ownership Guidelines.*
 - a. *Director Compensation.* The Board, and/or if and to the extent requested by the Board or the Chairman, the ACG Committee, shall periodically review director compensation (including additional compensation to members and chairpersons of committees) to ensure that it is reasonable and competitive with that provided to persons holding such positions with similarly situated companies. Management directors shall receive no compensation for Board service beyond that received for service as officers of the Company.
 - b. *Equity Ownership Guidelines.*
 - i. *Non-Management Directors.* Each non-management director of the Company shall be required to own units representing limited partner interests of the Partnership ("Partnership Units") having an aggregate Value (as defined below) of three times the dollar amount of such non-management director's aggregate annual cash retainer for service on the Board paid for the most recently completed calendar year.

- ii. Management Directors and other Executive Officers. Each Executive Officer (as defined below) of the Company shall be required to own Partnership Units having an aggregate Value of three times the dollar amount of such Executive Officer's aggregate annual base salary for the most recently completed calendar year paid by Enterprise Products Company, a Texas corporation formerly named EPCO, Inc., and/or its successors-in-interest; provided, however, that (notwithstanding the foregoing) the Value of any units representing limited partnership interests in an Affiliated MLP ("Affiliated MLP Units") owned by an Executive Officer of the Company who is also an Executive Officer of the general partner of such Affiliated MLP, shall be counted toward the equity ownership requirements set forth above.
- iii. Deadline for Achieving Required Ownership Level. For each director and Executive Officer, the deadline to achieve the applicable required ownership described above shall be the later of (a) January 1, 2015 and (b) the fifth anniversary of (i) the election or appointment of such person to the Board (in the case of a non-management director) or (ii) the election or appointment of such person as an Executive Officer of the Company (in the case of a management director or other Executive Officer). For any change to the annual cash retainer or annual base salary for a given director or Executive Officer made after the foregoing deadline, the subsequent deadline for such director and Executive Officer to achieve the applicable required ownership based on such change shall be the first anniversary of the effective date of such change.
- iv. Applicable Units. The Value of units beneficially owned directly or indirectly by a director or Executive Officer for Section 16 reporting purposes (other than units underlying unexercised options), including without limitation (a) restricted (i.e. unvested) units granted pursuant to a long-term incentive or other equity ownership plan, (b) units acquired pursuant to an employee equity purchase plan and (c) units acquired pursuant to a distribution reinvestment plan, shall be counted toward such director's or Executive Officer's achievement of the applicable required ownership described above. The Value of units underlying unexercised options shall not be counted toward the achievement of such equity ownership requirements.
- v. Defined Terms. For purposes of this Section:

"Affiliated MLP" means (a) Enterprise Products Partners L.P., a Delaware limited partnership, or (b) Enterprise GP Holdings L.P., a Delaware limited partnership.

"Executive Officer" of an entity means any management director of such entity and any other "executive officer" of such entity for purposes of Section 16.

"Section 16" means Section 16 of the Securities Exchange Act of 1934, as amended.

The "Value" of a unit owned by a person means (i) for units that are purchased by such person, the price paid by such person at the time of purchase or (ii) for units granted to such person by the Partnership or an

Affiliated MLP (including without limitation restricted units granted pursuant to a long-term incentive or other equity ownership plan), the closing price of the relevant class of units as of the trading day immediately preceding the date of such grant on the New York Stock Exchange (or, in the event that such class of units is no longer listed for trading on the New York Stock Exchange, then such other national securities trading market on which such class of units shall be listed for trading).

4. *Board Interaction with Institutional Investors, the Press, Customers, etc.* The Board believes that management speaks for the Partnership. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Partnership. However, it is expected that Board members will speak for the Partnership only with the knowledge of management and, in most instances, at the request of management. Interested persons may contact the Presiding Director (identified in Item C.5. below) and the non-management members of the Board, individually or as a group, directly by sending written correspondence to a director at the following address:

_____, Director
c/o Stephanie Hildebrandt, Secretary
DEP Holdings, LLC
1100 Louisiana Street, 10th Floor
Houston, TX 77002

The Secretary will forward all such correspondence directly to the appropriate Board member or members.

5. *Director Orientation and Continuing Education.* The Board will ensure that each newly-elected Board member is provided with a director orientation session and materials in order that the new director may (a) become acquainted with the Board's functions and procedures, (b) meet with members of management, and (c) gain useful information regarding the Partnership and its operations. The Board, in consultation with the Chief Executive Officer, will provide for continuing education opportunities by which Board members may become more knowledgeable about specific areas of importance to the Partnership's operations (including, but not limited to, accounting, finance, internal controls, risk assessment and mitigation, regulatory compliance, business strategies and other strategic interests of the Partnership) and may further develop their directorship skills.

C. Board Operations

1. *Number of Board Meetings.* The Board will meet as frequently as needed for the directors to discharge properly their responsibilities. Four regular meetings are scheduled each year, and special meetings will be held as necessary.
2. *Conduct of Meetings.* Each Board and committee meeting will be conducted in a manner that promotes open communication, meaningful participation and timely resolution of issues.

3. *Agendas for Board and Committee Meetings.* The Chairman and Chief Executive Officer will propose an agenda for each Board meeting. Each Board member is free to suggest items for inclusion on an agenda. The chairperson of each committee, in consultation with committee members and appropriate members of management, will develop the agenda for each committee meeting.
4. *Materials Distributed in Advance of Meetings.* It is the sense of the Board that information and data that are important to an understanding of the matters to be considered at a Board or committee meeting should, when practical, be distributed in writing to members of the Board or a committee in advance of the meeting. Each director is expected to thoroughly review such materials prior to a Board or committee meeting, provided sufficient time is available for such review.
5. *Executive Sessions; Presiding Director.* The non-management directors shall meet in executive session without management participation at each regular Board meeting. At each such executive session, the “Presiding Director” shall be responsible for leading and facilitating the session. The Presiding Director shall be the chair of the ACG, Committee unless otherwise directed by the Board.
6. *Director Interaction with Management.* Board members shall have complete access to the Company’s senior management. When contacting senior management, Board members should exercise reasonable judgment to avoid creating unnecessary distractions from the Partnership’s business operations and, except in unusual circumstances, should ensure that the Chief Executive Officer is informed of such contacts.
7. *Access to Independent Advisors.* The Board and each committee shall have full access to independent legal, accounting, financial and other advisors, as it deems necessary or appropriate to assist in the conduct of its duties.

January 1, 2010