

ENERGY TRANSFER PARTNERS LP

Form DEFA14A

June 09, 2004

OMB APPROVAL

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ENERGY TRANSFER PARTNERS, L.P.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

SEC 1913 (02-02)

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**2838 Woodside Street
Dallas, Texas 75204**

June 4, 2004

Dear Unitholder:

We have previously sent to you proxy material for the Special Meeting of Unitholders of Energy Transfer Partners, L.P. to be held on June 23, 2004. The board of directors of U.S. Propane, L.L.C., the general partner of U.S. Propane, L.P., our general partner, recommends that you vote **FOR** the Listing Proposal, **FOR** the Special Unit Proposal, and **FOR** the Unit Plan Proposal. A detailed explanation of each of the proposals is included in the proxy statement that was furnished to you.

Please help your company avoid the expense of further solicitation by **signing, dating and returning the enclosed proxy card today.**

Thank you for your continued support.

Sincerely,

Robert A. Burk
Secretary
U.S. Propane, L.L.C.

IMPORTANT NOTE:

You may also vote by telephone or Internet
Simply follow the easy instructions on the enclosed voting form.

If you have any questions, or need assistance in voting
your shares, please call our proxy solicitor:

INNISFREE M&A INCORPORATED
TOLL-FREE at 1-888-750-5834