

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

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| OMB APPROVAL | |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| | | | |
|---|--|---|--|
| 1. Name and Address of Reporting Person* <u>WARREN KELCY L</u> (Last) (First) (Middle) <u>2838 WOODSIDE STREET</u> (Street) <u>DALLAS TX 75204</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>01/20/2004</u> | 3. Issuer Name and Ticker or Trading Symbol <u>Energy Transfer Partners, L.P. [ETP]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-Chairman & Co-CEO</u> | |
| | | 5. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/21/2004</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | |

| Table I - Non-Derivative Securities Beneficially Owned | | | |
|--|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |

| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | |
|---|--|--------------------|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Explanation of Responses:

Remarks:

No securities beneficially owned. This amendment attaches in electronic form, the Power of Attorney executed by the reporting person.

No securities are beneficially owned.

/s/ Robert A. Burk, by Power
of Attorney 09/20/2005

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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

LIMITED POWER OF ATTORNEY

(ATTORNEY-IN-FACT TO EXECUTE
SEC FORM 3, FORM 4 and FORM 5 FILINGS)

KNOW ALL MEN BY THESE PRESENTS:

THAT the undersigned individual, as an Officer of U.S. Propane, L.L.C., the general partner of U.S. Propane, L.P., the General Partner of Energy Transfer Partners, L.P., a Delaware limited partnership, is required pursuant to the provisions of Section 16 of the Securities Exchange Act of 1934 (the "Act") to make certain reports to the Securities and Exchange Commission, including the filing of reports on Form 3, Form 4 and Form 5, and does hereby make, constitute and appoint Clay Kutch, and Robert A. Burk, or either of them, as his true and lawful attorney, for him, and in his name, place and stead, to sign on his behalf such Form 3, Form 4 and Form 5 reports, giving and granting to said attorney full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the premises, as fully, to all intents and purposes, as he might or could do, hereby ratifying and confirming all that his attorney shall lawfully do or cause to be done, by virtue hereof.

The power of attorney granted herein shall expire on the earlier of the date on which the undersigned individual ceases to be subject to the reporting requirements of Section 16 of the Act or until revoked.

IN WITNESS WHEREOF, the undersigned has subscribed his name hereto this 13th day of January, 2004.

/s/ Kelcy L. Warren

KELCY L. WARREN

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

Before me, the undersigned, a Notary Public in and for said County and State, on this 13th day of January, 2004, personally appeared KELCY L. WARREN, to me known to be the identical person who subscribed his name to the foregoing Power of Attorney, and he acknowledged to me that he executed the same as his free and voluntary act and deed, for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year last above written.

/s/ Jennifer Jones

Notary Public

My Commission Expires: July 24, 2007

[Notarial Seal]