

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

EOTT ENERGY PARTNERS, L.P.
(Name of Issuer)

COMMON UNITS

(Title of Class of Securities)

294103
(CUSIP Number)

Rex R. Rogers
Vice President and Associate General Counsel
Enron Corp.
1400 Smith Street
Houston, TX 77002
(713) 853-3069
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 6, 2001
(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: /_/_/

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE
13D

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ENRON CORP., I.R.S. NO. 47-0255140

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) |
N/A (B) |

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E) |

N/A

6 CITIZENSHIP OF PLACE OF ORGANIZATION

OREGON

	7	SOLE VOTING POWER
NUMBER OF SHARES	0	
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY EACH		3,276,811 COMMON UNITS OF EOTT ENERGY PARTNERS, L.P.
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON	0	
WITH	10	SHARED DISPOSITIVE POWER
		SAME AS 8 ABOVE

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SAME AS 8 ABOVE

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.7% OF EOTT ENERGY PARTNERS, L.P.'S OUTSTANDING COMMON UNITS

14 TYPE OF REPORTING PERSON

3

SCHEDULE
13D

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ENRON NORTHWEST ASSETS, LLC, I.R.S. NO. 76-0678537

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A)
N/A (B)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E)

N/A

6 CITIZENSHIP OF PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

0

NUMBER OF SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 3,276,811 COMMON UNITS OF EOTT ENERGY PARTNERS, L.P.

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

SAME AS 8 ABOVE

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SAME AS 8 ABOVE

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.7% OF EOTT ENERGY PARTNERS, L.P.'S OUTSTANDING COMMON UNITS.

14 TYPE OF REPORTING PERSON

OO (LIMITED LIABILITY COMPANY)

Statement on Schedule 13D

Items 2 through 7 of the Schedule 13D of Enron Corp., an Oregon corporation ("Enron"), dated January 3, 1996, as most recently amended by Schedule 13D/A dated February 12, 1999, are amended by the following:

ITEM 1. SECURITY AND ISSUER.

This statement relates to the common limited partner interests (the "Common Units") of EOTT Energy Partners, L.P., a Delaware limited partnership (the "Partnership"), whose principal offices are located at 1330 Post Oak Boulevard, Houston, Texas 77056. The term "Partnership Agreement" means the Amended and Restated Agreement of Limited Partnership of EOTT Energy Partners, L.P.

ITEM 2. IDENTITY AND BACKGROUND.

This Schedule 13D/A amendment is being filed jointly by Enron and (as its initial filing of Schedule 13D) by Enron Northwest Assets, LLC, a Delaware limited liability company ("Enron Northwest Assets"). Enron Northwest Assets is an indirect subsidiary of Enron.

Enron is one of the world's leading electricity, natural gas and communications companies. Enron's operations are primarily conducted through its subsidiaries and affiliates, which market electricity and natural gas, deliver physical commodities and financial and risk management services to customers around the world, and have developed an intelligent network platform to facilitate online business.

The principal business of Enron Northwest Assets is the ownership and management of a diversified portfolio of energy related investments.

The address of the principal business office of Enron and Enron Northwest Assets is 1400 Smith Street, Houston, Texas 77002. Schedule I, attached hereto, sets forth certain additional information with respect to each director and each executive officer of Enron. To Enron's knowledge, except as set forth on Schedule II hereto, each of the officers and directors set forth on Schedule II has sole voting and dispositive power with respect to the Common Units set forth next to such individual's name on Schedule II. The filing of this Statement 13D/A shall not be construed as an admission that any person listed on Schedules I or II attached hereto is, for the purposes of Section 13(d) or 13(g) of the Securities Act of 1934, the beneficial owner of any securities covered by this statement.

This filing refers to a 17.7% limited partner interest in the Partnership that is currently in the form of 3,276,811 Common Units. Enron acquired 296,800 Common Units through purchases in the open market. Enron received 2,980,011 Special Units (a) in exchange for Common Units it purchased in January 1996 and (b) pursuant to a Support Agreement dated September 21, 1998. On February 12, 1999, at a Special Meeting of the Unitholders of the Partnership, a proposal was approved by the requisite vote of Common Unitholders that changed the terms of Special Units to make them convertible, on a one-for-one basis, at the option of the holder, into Common Units of the Partnership. Enron has since converted these Special Units into 2,980,011 Common Units, giving Enron a total of 3,276,811 Common Units.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Effective as of June 6, 2001, Enron contributed the 3,276,811 Common Units to Enron Northwest Finance, LLC ("ENF"), a Delaware limited liability company and a wholly-owned subsidiary of Enron, as a capital contribution. Immediately thereafter and effective as of June 6, 2001, ENF contributed the 3,276,811 Common Units to Enron Northwest Intermediate, LLC ("ENI"), a Delaware limited liability company and a wholly-owned subsidiary of Enron, as a capital contribution. Immediately thereafter and effective as of June 6, 2001, ENI further contributed the 3,276,811 Common Units to Enron Northwest Assets. Enron Northwest Assets may further contribute or hold the 3,276,811 Common Units (or a portion thereof) in Timber I, L.L.C., a Delaware limited liability company and a controlled affiliate of Enron Northwest Assets. The foregoing contributions were made as part of an internal reorganization of certain assets of Enron.

Enron Finance Management, LLC ("EFM"), a Delaware limited liability company and a wholly-owned subsidiary of Enron, is the Class A Member of Enron Northwest Assets, and ENI is the Class B Member of Enron Northwest Assets. ENF is the sole member of ENI. EFM is the Class A Member and Enron and other wholly-owned subsidiaries of Enron are the Class B Members of ENF. EFM, as both the Class A Member of ENF and the Class A Member of Enron Northwest Assets, may be deemed to be a controlling person of Enron Northwest Assets.

The Class A Member interests of Enron Northwest Assets give the holder thereof sole power to vote and to dispose of securities held by Enron Northwest Assets, including the 3,276,811 Common Units. No other class of membership or interests in Enron Northwest Assets is entitled to vote, except to the extent otherwise provided by applicable law. Enron Northwest Assets is managed by EFM and has no separate officers and directors.

ITEM 4. PURPOSE OF TRANSACTION.

The Common Units to which this statement relates were acquired by Enron, and are now held by Enron Northwest Assets, for investment purposes. Enron and Enron Northwest Assets intend to review the investment in the Common Units on a continuing basis and, depending upon the price of, and other market conditions relating to the Common Units, subsequent developments affecting the Partnership, the Partnership's business and prospects, other investment and business opportunities available to Enron or Enron Northwest Assets, general stock market and economic conditions, tax considerations and other factors deemed relevant, may decide to increase or decrease the size of the investment in the Partnership accordingly.

Enron may be deemed a control person of EOTT Energy Corp., a Delaware corporation and a wholly owned subsidiary of Enron. EOTT Energy Corp. serves as the general partner of the Partnership and owns 7,000,000 subordinated limited partner interests in the Partnership. Beneficial ownership of EOTT Energy Corp.'s general partner interest and subordinated units may be attributed to Enron due to Enron's sole ownership of EOTT Energy Corp.

Neither Enron, Enron Northwest Assets, nor, to their knowledge, any person listed on Schedule I hereto, has been, during the last five years (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, U.S. federal or state securities laws or finding any violations with respect to such laws.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

By virtue of its ownership of EOTT Energy Corp. and Enron Northwest Assets, Enron may be deemed to own beneficially and have shared power to vote and dispose of 3,276,811 Common Units. Such amount is equal to 17.7% of the outstanding Common Units in the Partnership.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Several provisions regarding the transfer, conversion, distribution and voting rights of the Common Units are set forth in the Partnership Agreement, which is incorporated by reference to Exhibit 3.1 to Registration Statement, File No. 33-73984, of EOTT Energy Partners, L.P. Enron and Enron Northwest Assets are granted certain registration rights in Section 6.13 of the Partnership Agreement. Restrictions on transfer of the Partnership Interests in general are contained in Article XI of the Partnership Agreement. Section 17.1 of the Partnership Agreement gives EOTT Energy Corp., the general partner of the Partnership, the right, in certain circumstances, to acquire all of the outstanding securities of a class.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 6 Joint Filing Agreement.

After the reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: June 11, 2001

ENRON CORP.

By: /s/ REX R. ROGERS

Name: Rex R. Rogers
Title: Vice President and Associate
General Counsel

ENRON NORTHWEST ASSETS, LLC

By: Enron Finance Management, LLC,
its Class A and Managing Member

By: Enron Corp.,
its Sole Member

By: /s/ REX R. ROGERS

Name: Rex R. Rogers
Title: Vice President and
Associate General
Counsel

SCHEDULE I

DIRECTORS AND EXECUTIVE OFFICERS
ENRON CORP.

Schedule I

Name and Business Address -----	Citizenship -----	Position -----
Robert A. Belfer Belco Oil & Gas Corp. 767 Fifth Avenue, 46th Fl. New York, NY 10153	U.S.A.	Director of Enron Corp. Chairman and Chief Executive Officer of Belco Oil & Gas Corp.
Norman P. Blake, Jr. 6111 North River Road Rosemont, IL 60018	U.S.A.	Director of Enron Corp. Chairman, President and Chief Executive Officer of Comdisco Inc.
Ronnie C. Chan Hang Lung Development Company Limited 28/F, Standard Chartered Bank Bldg. 4 Des Vouex Road Central Hong Kong	U.S.A.	Director of Enron Corp. Chairman, Hang Lung Group
John H. Duncan 109 N. Post Oak Lane, Suite 432 Houston, TX 77024	U.S.A.	Director of Enron Corp. Investments
Wendy L. Gramm P. O. Box 39134 Washington, DC 20016	U.S.A.	Director of Enron Corp. Economist and Director of the Regulatory Studies Program of the Mercatus Center at George Mason University
Robert K. Jaedicke 8799 Cottonwood Road Bozeman, Montana 59718	U.S.A.	Director of Enron Corp. Professor (Emeritus) of Accounting at the Stanford University Graduate School of Business

Schedule I

Name and Business Address -----	Citizenship -----	Position -----
Kenneth L. Lay 1400 Smith Street Houston, TX 77002	U.S.A.	Director of Enron Corp. Chairman of the Board of Enron Corp.
Charles A. LeMaistre 7 Bristol Green San Antonio, TX 78209	U.S.A.	Director of Enron Corp. President Emeritus of the University of Texas M.D. Anderson Cancer Center in Houston, Texas
John Mendelsohn, M.D. UT M.D. Anderson Cancer Center Office of the President 1515 Holcombe Houston, TX 77030	U.S.A.	Director of Enron Corp. President of the University of Texas M.D. Anderson Cancer Center in Houston, Texas
Paulo V. Ferraz Pereira Cia. Bozano Rua Visconde de Ouro Preto 5/10 andar Rio de Janeiro - RJ 22250-180 Brazil	Brazilian	Director of Enron Corp. Executive Vice President of Group Bozano
Frank Savage Alliance Capital Management International 1345 Ave. of the Americas 39th Flr New York, NY 10105	U.S.A.	Director of Enron Corp. Chairman of Alliance Capital Management International
Jeffrey K. Skilling 1400 Smith Street Houston, TX 77002	U.S.A.	Director of Enron Corp. President and Chief Executive Officer of Enron Corp.
John Wakeham The Rt. Hon. Lord Wakeham PC FCA JP 1 Salisbury Square London EC4Y 8JB	U.K.	Director of Enron Corp.
Herbert S. Winokur, Jr. 30 East Elm Street Greenwich, CT 06830	U.S.A.	Director of Enron Corp. Chairman and Chief Executive Officer of Capricorn Holdings, Inc.

Schedule I

Name and Business Address -----	Citizenship -----	Position -----
Richard B. Buy 1400 Smith Street Houston, TX 77002	U.S.A.	Insider-Executive Vice President and Chief Risk Officer, Enron Corp.
Richard A. Causey 1400 Smith Street Houston, TX 77002	U.S.A.	Executive Vice President and Chief Accounting Officer, Enron Corp.
James V. Derrick, Jr. 1400 Smith Street Houston, TX 77002	U.S.A.	Executive Vice President and General Counsel, Enron Corp.
Andrew S. Fastow 1400 Smith Street Houston, TX 77002	U.S.A.	Executive Vice President and Chief Financial Officer, Enron Corp.
Mark A. Frevert 1400 Smith Street Houston, TX 77002	U.S.A.	Insider-Chairman and Chief Executive Officer, Enron Wholesale Services
Stanley C. Horton 1400 Smith Street Houston, TX 77002	U.S.A.	Insider-Chairman and Chief Executive Officer, Enron Gas Pipeline Group
Steven J. Kean 1400 Smith Street Houston, TX 77002	U.S.A.	Insider-Executive Vice President and Chief of Staff, Enron Corp.
Mark E. Koenig 1400 Smith Street Houston, TX 77002	U.S.A.	Insider-Executive Vice President, Investor Relations, Enron Corp.
J. Mark Metts 1400 Smith Street Houston, TX 77002	U.S.A.	Insider-Executive Vice President, Corporate Development, Enron Corp.
Cindy K. Olson 1400 Smith Street Houston, TX 77002	U.S.A.	Insider-Executive Vice President, Human Resources and Community Relations
Lou L. Pai 1400 Smith Street Houston, TX 77002	U.S.A.	Insider-Chairman, President and Chief Executive Officer, Enron Xcelerator Services, Inc.

Schedule I

Name and Business Address -----	Citizenship -----	Position -----
Kenneth D. Rice 1400 Smith Street Houston, TX 77002	U.S.A.	Insider-Chief Executive Officer and President Enron Broadband Services, Inc.
John R. Sherriff Enron House Merchants Wharf Westpoint Road Stockton on Tees TS17 6BF	U.S.A.	Insider-President and Chief Executive Officer, Enron Europe, Ltd.
Lawrence G. Whalley 1400 Smith Street Houston, TX 77002	U.S.A.	Insider-President and Chief Operating Officer, Enron Wholesale Services
David W. Delainey 1400 Smith Street Houston, TX 77002	U.S.A.	Insider-Chairman, President and Chief Executive Officer, Enron Energy Services, Inc.
Kevin P. Hannon 1400 Smith Street Houston, TX 77002	U.S.A.	Insider-President and Chief Operating Officer, Enron Broadband Services, Inc.

SCHEDULE II

BENEFICIAL OWNERSHIP OF SHARES
 BY DIRECTORS AND EXECUTIVE OFFICERS OF ENRON

NAME OF DIRECTOR OR EXECUTIVE OFFICER	Number of Shares of Common Stock Beneficially Owned	
	Sole Voting and Dispositive Power	Shared Voting and Dispositive Power
Norman P. Blake, Jr.	1,000	
John H. Duncan	8,500	
Stanley C. Horton	10,000	
Kenneth L. Lay		5,000