

ENTERPRISE PRODUCTS PARTNERS L P  
Form 8-K  
June 10, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 10, 2009

ENTERPRISE PRODUCTS PARTNERS L.P.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

1-14323  
(Commission  
File Number)

76-0568219  
(I.R.S. Employer  
Identification No.)

1100 Louisiana St, 10th Floor, Houston, 77002  
Texas  
(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (713) 381-6500

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On June 10, 2009, Enterprise Products Partners L.P. (the "Partnership"), Enterprise Products OLPGP, Inc. ("OLPGP") and Enterprise Products Operating LLC ("EPO") completed the public offering of \$500,000,000 principal amount of EPO's 4.60% Senior Notes due 2012 (the "Notes"). Pursuant to the indentures described below, the Notes are guaranteed on an unsecured and unsubordinated basis by the Partnership (the "Guarantee," and together with the Notes, the "Securities").

The Securities were issued under the Indenture, dated as of October 4, 2004 (the "Indenture"), among EPO (as successor to Enterprise Products Operating L.P.), as issuer, the Partnership, as guarantor, and Wells Fargo Bank, N.A., as trustee, (collectively, as amended and supplemented by the Tenth Supplemental Indenture, dated as of June 30, 2007, providing for EPO as successor issuer, the "Base Indenture") as amended and supplemented by the Fifteenth Supplemental Indenture dated as of June 10, 2009 (the "Supplemental Indenture").

The Notes provide that interest will accrue from June 10, 2009 at a rate of 4.60% per annum and will be payable on February 1 and August 1 of each year, commencing February 1, 2010. The Notes mature on August 1, 2012. The Notes also provide that EPO may redeem some or all of the Notes at any time at the applicable redemption price that includes accrued and unpaid interest and a make-whole premium.

The terms of the Securities and the Supplemental Indenture are further described in the Prospectus dated June 1, 2009 under the captions "Description of the Notes" and "Description of Debt Securities," which descriptions are incorporated herein by reference to Exhibit 99.2 to the Partnership's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 5, 2009. Such descriptions do not purport to be complete and are qualified by reference to the Base Indenture and to the Supplemental Indenture, which is filed as Exhibit 4.3 hereto and incorporated herein by reference.

Item 8.01 Other Events.

Certain legal opinions related to the Registration Statement are filed herewith as Exhibits 5.1 and 8.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
4.1	Indenture, dated as of October 4, 2004, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to Form 8-K filed October 6, 2004).
4.2	Tenth Supplemental Indenture, dated as of June 30, 2007, by and among Enterprise Products Operating LLC, as issuer, Enterprise Products Partners L.P., as parent guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.54 to Form 10-Q filed August 8, 2007).
4.3	Fifteenth Supplemental Indenture, dated as of June 10, 2009, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wells Fargo Bank, National Association, as Trustee.

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- 4.4 Form of Note (included in Exhibit 4.3 above).
  - 5.1 Opinion of Andrews Kurth LLP.
  - 8.1 Opinion of Andrews Kurth LLP relating to tax matters.
  - 23.1 Consents of Andrews Kurth LLP (included in Exhibits 5.1 and 8.1).
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENTERPRISE PRODUCTS PARTNERS L.P.

By: Enterprise Products GP, LLC,  
its general partner

Date: June 10, 2009

By: /s/ Michael J. Knesek

Michael J. Knesek  
Senior Vice President, Controller and Principal  
Accounting  
Officer of Enterprise Products GP, LLC

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EXHIBIT INDEX

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