

ENTERPRISE PRODUCTS PARTNERS L P

Form 8-K

January 13, 2011

Table of Contents

**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): January 13, 2011

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

(IRS Employer
Identification No.)

**1100 Louisiana Street, 10th Floor, Houston,
Texas**

(Address of principal executive offices)

77002

(Zip Code)

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

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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TABLE OF CONTENTS

Item 1.01 Entry into a Material Definitive Agreement

Item 8.01 Other Events

Item 9.01 Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

EX-4.3

EX-5.1

EX-8.1

Table of Contents

Item 1.01 Entry into a Material Definitive Agreement.

On January 13, 2011, Enterprise Products Partners L.P. (the Partnership), Enterprise Products OLPGP, Inc. (OLPGP) and Enterprise Products Operating LLC (EPO) completed the public offering of \$750,000,000 aggregate principal amount of EPO's 3.20% Senior Notes due 2016 (the 2016 Notes) and \$750,000,000 aggregate principal amount of EPO's 5.95% Senior Notes due 2041 (the 2041 Notes, and together with the 2016 Notes 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 Twentieth Supplemental Indenture dated as of January 13, 2011 (the Supplemental Indenture, and together with the Base Indenture, the Indenture).

The Notes provide that interest will accrue from January 13, 2011 at a rate of 3.20% per annum for the 2016 Notes and 5.95% per annum for the 2041 Notes. Interest will be payable on February 1 and August 1 of each year, commencing August 1, 2011 for the 2016 Notes and February 1 and August 1 of each year, commencing August 1, 2011 for the 2041 Notes. The 2016 Notes mature on February 1, 2016 and the 2041 Notes mature on February 1, 2041. 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 January 4, 2011 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 January 6, 2011. 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 | Twentieth Supplemental Indenture, dated as of January 13, 2011, among Enterprise Products Operating LLC, as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wells Fargo Bank, National Association, as Trustee. |
| 4.4 | Forms of Notes (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).

Table of Contents

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 Holdings LLC,
its general partner

Date: January 13, 2011

By: /s/ Michael J. Knesek
Michael J. Knesek
*Senior Vice President, Controller and
Principal Accounting Officer
of Enterprise Products Holdings LLC*

3

Table of Contents

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