

ENTERPRISE PRODUCTS PARTNERS L P

Form 8-K

September 20, 2006

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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): September 18, 2006**  
**ENTERPRISE PRODUCTS PARTNERS L.P.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**1-14323**  
(Commission  
File Number)

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

**1100 Louisiana, Houston, Texas**  
(Address of Principal Executive  
Offices)

**77002**  
(Zip Code)

**713-381-6500**

(Registrant's Telephone Number, Including Area Code)

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:

- 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 8.01. Other Events.**

On September 18, 2006, Enterprise Products Partners L.P. (the Partnership), its subsidiary operating partnership, Enterprise Products Operating L.P. (the Operating Partnership), and their respective general partners entered into an underwriting agreement relating to the public offering of \$50,000,000 principal amount of the Operating Partnership's 8.375% Fixed/Floating Rate Junior Subordinated Notes due 2066 (the Notes). The Notes are guaranteed on a subordinated basis by the Partnership (the Guarantee, and together with the Notes, the Securities). The Notes constitute a further issuance of, form a single series with, have the same CUSIP number as and trade interchangeably with the \$300,000,000 aggregate principal amount of Notes that the Operating Partnership issued on July 18, 2006 and the \$200,000,000 aggregate principal amount of Notes that the Operating Partnership issued on August 25, 2006. A copy of the Underwriting Agreement is filed as Exhibit 1.1 hereto. Closing of the issuance and sale of the Securities occurred on September 20, 2006.

The Securities were issued pursuant to the Indenture dated as of October 4, 2004 (the Base Indenture) among the Operating Partnership, as issuer, the Partnership, as parent guarantor, and Wells Fargo Bank, National Association, as trustee (the Trustee), as supplemented by the Amended and Restated Eighth Supplemental Indenture dated August 25, 2006 among the Operating Partnership, as issuer, the Partnership, as parent guarantor, and the Trustee (the

Supplemental Indenture, and together with the Base Indenture, the Indenture). The Indenture allows the Operating Partnership to elect to defer interest payments on the Notes on one or more occasions for up to ten consecutive years subject to certain conditions. The Indenture also provides that, unless (1) all deferred interest on the Notes has been paid in full as of the most recent interest payment date, (2) no event of default under the Indenture has occurred and is continuing and (3) the Partnership is not in default of its obligations under the Guarantee, then the Operating Partnership and the Partnership may not declare or make any distributions with respect to any of their respective equity securities or make any payments on indebtedness or other obligations that rank *pari passu* with or subordinate to the Notes. Reference is hereby made to the Indenture and the Supplemental Indenture, which are filed as Exhibits 4.1 and 4.2, respectively, hereto, for the complete terms of the Notes.

The Partnership filed with the Securities and Exchange Commission a prospectus supplement dated September 18, 2006 to the accompanying base prospectus dated March 23, 2005 included in the Partnership's and the Operating Partnership's registration statement on Form S-3 (Registration Nos. 333-123150 and 333-123150-01), as amended. The prospectus supplement was filed pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended, in connection with the above described offering. Certain opinions related to such registration statement and the offering are filed as exhibits to this Current Report on Form 8-K.

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**Item 9.01. *Financial Statements and Exhibits.***

*(d) Exhibits.*

- 1.1 Underwriting Agreement dated September 18, 2006 among Enterprise Products GP, LLC, Enterprise Products Partners L.P., Enterprise Products OLPGP, Inc., Enterprise Products Operating L.P. and Lehman Brothers Inc., as underwriter.
  
- 4.1 Indenture dated as of October 4, 2004 among Enterprise Products Operating L.P., as issuer, Enterprise Products Partners L.P., as parent guarantor, and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Partnership's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 6, 2004).
  
- 4.2 Amended and Restated Eighth Supplemental Indenture dated as of August 25, 2006 among Enterprise Products Operating L.P., as issuer, Enterprise Products Partners L.P., as parent guarantor, and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Partnership's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 25, 2006).
  
- 4.3 Form of Junior Subordinated Note, including Guarantee (included in Exhibit 4.2 hereto).
  
- 5.1 Validity Opinion of Bracewell & Giuliani LLP.
  
- 8.1 Tax Opinion of Bracewell & Giuliani LLP.
  
- 23.1 Consent of Bracewell & Giuliani LLP (included in Exhibits 5.1 and 8.1 hereto).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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, as General  
Partner

Dated: September 20, 2006

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**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
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