

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): March 29, 2010

**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, 10th Floor**  
**Houston, Texas 77002**  
(Address of Principal Executive Offices, including Zip Code)

**(713) 381-6500**  
(Registrant's Telephone Number, including Area Code)

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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.):

- 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 5.01 Changes in Control of the Registrant

Based on information provided to the general partner of Enterprise Products Partners L.P. (“Enterprise Products Partners”), upon the death of Dan L. Duncan, voting control of all of the membership interests of Dan Duncan LLC (“Duncan LLC”) has been transferred on March 29, 2010 to three voting trustees pursuant to the Dan Duncan LLC Voting Trust Agreement (the “Trust Agreement”) among Duncan LLC, Dan L. Duncan, as member, and Dan L. Duncan, as initial sole voting trustee.

Duncan LLC owns 100% of the membership interest of EPE Holdings, LLC (“EPE Holdings”), which is the 0.01% general partner of Enterprise GP Holdings L.P. (“Enterprise GP Holdings”). Enterprise GP Holdings owns 100% of the membership interest of Enterprise Products GP, LLC, the general partner of Enterprise Products Partners. Duncan LLC owns directly 100% of the membership interest in DFI Holdings, LLC (“DFI Holdings”), which owns the sole 1.0% general partner interest in DFI GP Holdings L.P. (“DFI GP Holdings”), and a 4% limited partner interest in DFI GP Holdings. DFI GP Holdings owns directly 25,162,804 units of Enterprise GP Holdings (representing approximately 18.1% of its outstanding units) and 3,100,000 common units of Enterprise Products Partners (representing less than 1% of its outstanding common units).

The voting trustees under the Trust Agreement consist of up to three trustees, who are initially: (1) Randa Duncan Williams, Mr. Duncan’s oldest daughter who is also an existing director on the board of the general partner of Enterprise GP Holdings; (2) Ralph Cunningham, who is currently the President and Chief Executive Officer of the general partner of Enterprise GP Holdings; and (3) Richard H. Bachmann, who is currently the Executive Vice President and Chief Legal Officer of the general partner of Enterprise Products Partners and the President and Chief Executive Officer of the general partner of Duncan Energy Partners L.P. Messrs. Cunningham and Bachmann are also currently directors of the general partners of each of Enterprise GP Holdings, Enterprise Products Partners and Duncan Energy Partners. The address of each of these voting trustees is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

Subsequent to Mr. Duncan’s death, the Trust Agreement requires that there always be two “Independent Voting Trustees” serving. If Mr. Bachmann or Mr. Cunningham fail to qualify or cease to serve, then the substitute or successor Independent Voting Trustee(s) will be appointed by the then-serving Independent Voting Trustee, provided that if no Independent Voting Trustee is then serving or if a vacancy in a trusteeship of an Independent Voting Trustee is not filled within ninety days of the vacancy’s occurrence, the chief executive officer of the general partner of Enterprise Products Partners will appoint the successor Independent Voting Trustee(s).

Subsequent to Mr. Duncan’s death, the Trust Agreement also provides for a “Duncan Voting Trustee.” The Duncan Voting Trustee is appointed by the children of Mr. Duncan acting by a majority or unanimously if less than three children of Mr. Duncan are then living. If for any reason no descendent of Mr. Duncan is appointed as the Duncan Voting Trustee, then such trusteeship will remain vacant until such time as a Duncan Voting Trustee is appointed in the manner provided above. If a Duncan Voting Trustee for any reason ceases to serve, his or her successor shall be appointed by the children of Mr. Duncan acting by majority or unanimously if less than three children of Mr. Duncan are then living. Randa Duncan Williams is currently the Duncan Voting Trustee.

The voting trustees are required to treat the member of Duncan LLC as the beneficial owner for all purposes whatsoever of the membership interests of Duncan LLC. However, the voting trustees possess and are entitled to exercise all rights and powers of absolute ownership and to vote, assent or consent with respect thereto and to take party in and consent to any corporate or members’ actions (except those actions, if any, to which the voting trustees may not legally consent) and subject to the provisions of the Trust Agreement, to receive dividends and distributions on the Duncan LLC membership interests. Except as otherwise provided in the Trust Agreement, all actions taken by the voting trustees are by majority vote.

The voting trustees serve in such capacity without compensation, but they are entitled to incur reasonable charges and expenses deemed necessary and proper for administering the Trust Agreement and to reimbursement and indemnification.

The Trust Agreement will terminate when (1) the descendants of Dan L. Duncan, and entities directly or indirectly controlled by or held for the benefit of any such descendant, no longer own any capital stock of Enterprise Products Company (formerly named EPCO, Inc.); or (2) upon such earlier date designated by the voting trustees by an instrument in writing delivered to the member of Duncan LLC.

**Item 7.01 Regulation FD Disclosure**

To the knowledge of Enterprise Products Partners, neither the estate of Mr. Duncan nor the trust described in Item 5.01 above has any current intent or need to sell units of Enterprise GP Holdings or Enterprise Products Partners in connection with the estate planning by Mr. Duncan's estate.

**Item 8.01 Other Events.**

On April 1, 2010, Enterprise Products Partners announced that it has executed definitive agreements to purchase two natural gas gathering and treating systems from subsidiaries of M2 Midstream LLC ("Momentum") in a negotiated transaction for approximately \$1.2 billion. These systems are located in Northwest Louisiana and East Texas and gather natural gas produced from the Haynesville/Bossier Shales and the Cotton Valley and Taylor Sands formations. A copy of the press release announcing the transaction is included as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

Exhibit No.      Description

99.1              Press release dated April 1, 2010.

**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: April 1, 2010

By: /s/ Richard H. Bachmann  
Name: Richard H. Bachmann  
Title: *Executive Vice President, Chief Legal Officer and Secretary  
of Enterprise Products GP, LLC*

## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated April 1, 2010.



Enterprise Products Partners L.P.  
P.O. Box 4324  
Houston, TX 77210  
(713) 381-6500

## **Enterprise Announces Acquisition of Natural Gas Gathering Systems from M2 Midstream**

Houston, Texas (April 1, 2010) – Enterprise Products Partners L.P. (NYSE:EPD) today announced that it has executed definitive agreements to purchase two natural gas gathering and treating systems from subsidiaries of M2 Midstream LLC (“Momentum”) in a negotiated transaction for approximately \$1.2 billion. These systems are located in Northwest Louisiana and East Texas and gather natural gas produced from the Haynesville/Bossier Shales and the Cotton Valley and Taylor Sands formations.

The State Line system is located in Desoto and Caddo Parishes, Louisiana and Panola County, Texas. The system includes 138 miles of natural gas pipelines with a capacity of approximately 400 million cubic feet per day (MMcfd) and two treating facilities. The State Line system began operations in February 2009 and is currently gathering approximately 260 MMcfd. A 50-mile expansion of this system is expected to be completed in June 2010 and will increase its capacity to 700 MMcfd. The State Line system is supported by long-term acreage dedications and volumetric commitments from producers.

The State Line system will interconnect with the 42-inch Haynesville Extension of Enterprise’s Acadian natural gas pipeline system. The Haynesville Extension is currently under construction and expected to be completed in the third quarter of 2011. Once connected to the Haynesville Extension, the State Line system can be further expanded to 1.2 billion cubic feet per day for a nominal cost.

The Fairplay system is located in Rusk, Panola, Gregg and Nacogdoches counties, Texas. The system includes 249 miles of natural gas pipelines (including approximately

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62 miles leased from third parties) with a capacity of approximately 285 MMcfd, and is currently gathering approximately 180 MMcfd. This system is expected to be connected to the Enterprise Texas Pipeline system by the first quarter of 2011. The Fairplay system is also supported by long-term acreage dedications and volumetric commitments from producers.

“We are excited about this transaction with Momentum, which accelerates our entry into the Haynesville/Bossier Shale Play and substantially increases our footprint in the area,” said Enterprise president and chief executive officer Michael A. Creel. “This purchase offers producers on the State Line system an alternative to the takeaway pipelines going to Perryville as a result of our planned connection to the Haynesville Extension which provides producers with an outlet to markets in South Louisiana and interstate pipelines that serve natural gas markets in the Southeast United States.”

“The State Line and Fairplay systems complement Enterprise’s downstream assets and provide multiple opportunities for synergies, including a long-term gathering conduit for our Haynesville Extension pipeline and Enterprise Texas Pipeline, as well as NGL volumes for our Panola Pipeline and downstream Mont Belvieu fractionation, storage and distribution complex. Natural gas volumes on the State Line system are expected to increase significantly over the next five years based on producer forecasts. With our low cost of capital, we expect this transaction to be accretive to distributable cash flow in the second half of 2010,” continued Creel.

Completion of the transaction is subject to customary regulatory approvals, including those under the Hart-Scott-Rodino Antitrust Improvements Act, and other customary closing conditions. The transaction is expected to close in early May 2010.

Today, Enterprise will host a conference call to discuss this transaction. The call will be broadcast live over the Internet at 9:00 a.m. CDT and may be accessed along with accompanying slides by visiting the company’s website at [www.epplp.com](http://www.epplp.com). The event will be webcast live on the internet and can be accessed along with accompanying slides via the Enterprise home page at [www.epplp.com](http://www.epplp.com).

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Enterprise Products Partners L.P. is the largest publicly traded partnership and a leading North American provider of midstream energy services to producers and consumers of natural gas, NGLs, crude oil, refined products and petrochemicals. Enterprise's assets include: 48,700 miles of onshore and offshore pipelines; approximately 190 million barrels of storage capacity for NGLs, refined products and crude oil; and 27 billion cubic feet of natural gas storage capacity. Services include: natural gas transportation, gathering, processing and storage; NGL fractionation (or separation), transportation, storage, and import and export terminaling; crude oil and refined products storage, transportation and terminaling; offshore production platform; petrochemical transportation and storage; and a marine transportation business that operates primarily on the United States inland and Intracoastal Waterway systems and in the Gulf of Mexico. For additional information, visit [www.epplp.com](http://www.epplp.com). Enterprise Products Partners L.P. is managed by its general partner, Enterprise Products GP LLC, which is wholly owned by Enterprise GP Holdings L.P. (NYSE: EPE). For more information on Enterprise GP Holdings L.P. visit [www.enterprisegp.com](http://www.enterprisegp.com).

## FORWARD LOOKING STATEMENTS

*This press release includes "forward-looking statements" as defined by the Securities and Exchange Commission. All statements, other than statements of historical fact, included herein that address activities, events or developments that Enterprise expects, believes or anticipates will or may occur in the future, including anticipated benefits and other aspects of the proposed transactions, are forward-looking statements. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including required approvals by regulatory agencies, the possibility that the anticipated benefits from the proposed transactions cannot be fully realized, the possibility that costs or difficulties related to integration of the acquired assets will be greater than expected, the impact of competition and other risk factors included in the reports filed with the Securities and Exchange Commission by Enterprise. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. Except as required by law, Enterprise does not intend to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.*

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                    Rick Rainey, Media Relations (713) 381-3635

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