

FORM 8-K

CURRENT REPORT

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

Date of report: December 11, 2002

ENTERPRISE PRODUCTS PARTNERS L.P.
ENTERPRISE PRODUCTS OPERATING L.P.
(Exact name of registrants as specified in their charters)

Delaware	1-14323	76-0568219
Delaware	333-93239-01	76-0568220
(State or other jurisdiction of incorporation of organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

2727 North Loop West, Houston, Texas	77008-1037
(Address of principal executive offices)	(Zip Code)

Registrants telephone number, including area code:
(713) 880-6500

EXPLANATORY NOTE

This report constitutes a combined report for Enterprise Products Partners L.P. ("Enterprise") (Commission File No. 1-14323) and its 98.9899% owned subsidiary, Enterprise Products Operating L.P. (the "Operating Partnership") (Commission File No. 333-93239-01). Since the Operating Partnership owns substantially all of Enterprise's consolidated assets and conducts substantially all of Enterprise's business and operations, the information set forth herein constitutes combined information for Enterprise and the Operating Partnership.

Unless the context requires otherwise, references to "we", "us" or "our" are intended to mean the consolidated business and operations of Enterprise Products Partners L.P., which includes Enterprise Products Operating L.P. and its subsidiaries.

Item 5. OTHER EVENTS.

We are filing the balance sheet of Enterprise Products GP, LLC as of September 30, 2002, which is included as Exhibit 99.1 to this report. Enterprise Products GP, LLC is the general partner of Enterprise Products Partners L.P. and Enterprise Products Operating L.P.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statements of businesses acquired.

Not applicable.

(b) Pro forma unaudited financial information.

Not applicable.

(c) Exhibits.

- 23.1 Consent of Deloitte and Touche, LLP regarding their Independent Auditors' Report covering the balance sheet of Enterprise Products GP, LLC as of December 31, 2001 (filed as exhibit 23.1 to our Form 8-K dated October 2, 2002).
- 99.1 Enterprise Products GP, LLC balance sheets as of December 31, 2001 and June 30, 2002 (filed as exhibit 99.1 to our Form 8-K dated October 2, 2002).
- 99.2* Enterprise Products GP, LLC balance sheet as of September 30, 2002.

* An asterisk indicates that an exhibit is filed in conjunction with this report. All other documents are incorporated by reference as indicated in their descriptions.

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.
ENTERPRISE PRODUCTS OPERATING L.P.

By: Enterprise Products GP, LLC, the general partner of
Enterprise and Operating Partnership

December 11, 2002

By: /s/ Michael J. Knesek

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

PAGE 3

ENTERPRISE PRODUCTS GP, LLC
BALANCE SHEET

	September 30, 2002
	----- (Unaudited)
ASSETS	
CURRENT ASSETS:	
Cash and cash equivalents	\$3,463,077
Total current assets	----- 3,463,077
INVESTMENTS IN UNCONSOLIDATED AFFILIATES	21,064,361
TOTAL	----- \$24,527,438 =====
LIABILITIES AND MEMBERS' EQUITY	
CURRENT LIABILITIES:	
Accounts payable and accrued expenses	\$336,686
Accounts payable - affiliates, net	18,583
Total current liabilities	----- 355,269
MEMBERS' EQUITY:	
Members' equity	25,036,906
Note receivable, Dan Duncan, LLC	(864,737)
Total members' equity	----- 24,172,169
TOTAL	----- \$24,527,438 =====

See Notes to Balance Sheet.

ENTERPRISE PRODUCTS GP, LLC
NOTES TO BALANCE SHEET AS OF SEPTEMBER 30, 2002
(Unaudited)

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization - Enterprise Products GP, LLC (the "Company") is a Delaware limited liability company that was formed on May 1, 1998 to become the general partner of Enterprise Products Operating L.P. ("EPOLP") and Enterprise Products Partners L.P. ("EPPLP"). EPPLP, including its consolidated subsidiaries, is a publicly traded Delaware limited partnership listed on the New York Stock Exchange under the symbol "EPD". EPPLP conducts substantially all of its business through EPOLP, of which EPPLP owns a 98.9899% limited partner interest. EPOLP is a limited partnership that was formed to acquire, own and operate the natural gas liquids business of Enterprise Products Company ("EPCO").

At September 30, 2002, EPC Partners II, Inc. (a subsidiary of EPCO) owned 65%, Shell US Gas and Power (an affiliate of Shell Oil Company) owned 30% and Dan Duncan, LLC owned 5% interests in the Company. The above entities, which own a portion of the Company, are hereafter collectively referred to as the "Members."

Investments in Unconsolidated Affiliates - Investments in unconsolidated affiliates represents the Company's 1% ownership in EPPLP and 1.0101% ownership in EPOLP. As the general partner, the Company exercises significant influence over EPPLP's and EPOLP's operating and financial policies. The equity method of accounting is used to account for these investments.

Cash and cash equivalents - The Company considers all highly liquid debt instruments with an original maturity of less than three months at the date of purchase to be cash equivalents.

Federal Income Taxes - Federal income taxes are not provided because the Company was organized as a pass-through entity for federal income tax purposes. As a result, for federal income tax purposes, the Members are individually responsible for taxes of their allocable share of the taxable income of the Company. State income taxes are not material.

Use of Estimates and Assumptions - Use of estimates and assumptions by management that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements are required for the preparation of financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from these estimates.

Cash Distributions - Cash distributions to the Members are made in accordance with their members' interests.

2. NOTE RECEIVABLE

As of September 30, 2002, the Company held a promissory note due from Dan Duncan, LLC. The note matures on December 31, 2005 and interest is payable quarterly. The rate on the note fluctuates quarterly based on the prime rate, but in no event to exceed the maximum rate of nonusurious interest allowed from time to time by the law. Under the terms of the note, Dan Duncan, LLC may prepay the note, in whole or in part, without premium or penalty. The note receivable from Dan Duncan, LLC is classified as contra-equity on the balance sheet as of September 30, 2002.

3. INVESTMENTS IN AND ADVANCES TO UNCONSOLIDATED AFFILIATES

At September 30, 2002, the Company's significant unconsolidated affiliates accounted for by the equity method included its 1% economic interest in EPPLP and its 1.0101% economic interest in EPOLP. Since EPOLP owns substantially all of EPPLP's consolidated assets and conducts substantially all of EPPLP's business and operations, the information set forth herein constitutes combined information for EPPLP and EPOLP.

The following is condensed financial data for EPPLP (in thousands):

	September 30, 2002
	----- (Unaudited)
BALANCE SHEET DATA:	
Assets:	
Current assets	\$658,015
Property, plant and equipment, net	2,823,249
Investments in advanced to unconsolidated affiliates	401,088
Other long-term assets	372,602

Total assets	\$4,254,954
	=====
Liabilities and Partners' equity:	
Current liabilities	\$1,836,076
Long-term liabilities	1,321,527
Minority interests	67,142
Partners' equity	1,030,209

Total liabilities and partners' equity	\$4,254,954
	=====
	For the Nine Months Ended September 30, 2002
	----- (Unaudited)
INCOME STATEMENT DATA:	
Revenues	\$2,413,882
Expenses	2,306,666

Operating income	107,216
Other income (expense)	(63,867)
Provision for taxes	(2,056)
Minority interest	(1,326)

Net income	\$39,967
	=====

4. FAIR VALUE OF FINANCIAL INSTRUMENTS

Cash and cash equivalents, accounts receivable - affiliates, net, accounts payable and accrued expenses, and accounts payable - affiliates, net are carried at amounts which reasonably approximate their fair value at year end due to their short-term nature.

5. RELATED-PARTY TRANSACTIONS

At September 30, 2002, the Company had a net payable to EPCO for payment of operating expenses. Such amounts have been included on the Company's balance sheet.

6. SUBSEQUENT EVENTS

In October 2002, the Company made a combined net capital contribution of approximately \$3.6 million to Enterprise Products Partners L.P. and Enterprise Products Operating L.P. to maintain its approximate 2% combined general partner interest in these companies. The Company's contribution was made in connection with an equity offering by Enterprise Products Partners L.P. in October 2002 of which the net proceeds from this offering were contributed to Enterprise Products Operating L.P. for the partial repayment of its debt.