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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): August 27, 2007

**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 St, 10th Floor, Houston, Texas**  
(Address of principal executive offices)

**77002**  
(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 8.01 Other Events.**

On August 27, 2007, Enterprise Products Partners L.P. (the "Partnership"), Enterprise Products OLPGP, Inc. ("OLPGP") and Enterprise Products Operating LLC (the "Operating Company") entered into an underwriting agreement (the "Underwriting Agreement") with Citigroup Global Markets Inc., Banc of America Securities LLC and Greenwich Capital Markets, Inc., as representatives of the several underwriters named on Schedule I thereto, relating to the public offering of \$800,000,000 principal amount of the Operating Company's 6.300% Senior Notes due 2017 (the "Notes"). The Notes are guaranteed on an unsecured and unsubordinated basis by the Partnership (the "Guarantee," and together with the Notes, the "Securities"). Closing of the issuance and sale of the Securities is scheduled for September 4, 2007.

On August 28, 2007, the Partnership and the Operating Company filed with the Securities and Exchange Commission a prospectus supplement dated August 27, 2007 to the accompanying base prospectus dated August 27, 2007 included in the Partnership's registration statement on Form S-3 (Registration Nos. 333- 145709 and 333-145709-01) (the "Registration Statement"). 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.

In connection with the offering of the Notes, the Partnership is also filing the opinions of Andrews Kurth LLP as part of this current report on Form 8-K that are to be incorporated by reference into the Registration Statement. The opinions of Andrews Kurth LLP are filed herewith as Exhibits 5.1 and 8.1, respectively and are incorporated herein by reference.

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

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement, dated August 27, 2007, by and among Enterprise Products Partners L.P., Enterprise Products OLPGP, Inc., Enterprise Products Operating LLC, Citigroup Global Markets Inc., Banc of America Securities LLC and Greenwich Capital Markets, Inc., as Representatives of the several underwriters named on Schedule I thereto (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K filed on August 28, 2007).
5.1	Opinion of Andrews Kurth LLP
8.1	Opinion of Andrews Kurth LLP
23.1	Consent of Andrews Kurth 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, 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: August 31, 2007

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**

<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement, dated August 27, 2007, by and among Enterprise Products Partners L.P., Enterprise Products OLPGP, Inc., Enterprise Products Operating LLC, Citigroup Global Markets Inc., Banc of America Securities LLC and Greenwich Capital Markets, Inc., as Representatives of the several underwriters named on Schedule I thereto (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K filed on August 28, 2007).
5.1	Opinion of Andrews Kurth LLP
8.1	Opinion of Andrews Kurth LLP
23.1	Consent of Andrews Kurth LLP (included in Exhibits 5.1 and 8.1 hereto).



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Austin  
Beijing  
Dallas  
Houston  
London  
Los Angeles  
New York  
The Woodlands  
Washington, DC

August 31, 2007

Enterprise Products Partners L.P.  
Enterprise Products Operating LLC  
1100 Louisiana Street, 10th Floor  
Houston, Texas 77002

Ladies and Gentlemen:

We have acted as special counsel to Enterprise Products Operating LLC, a Texas limited liability company (the "Operating Company") and Enterprise Products Partners L.P., a Delaware limited partnership (the "Guarantor"), in connection with the public offering of \$800,000,000 aggregate principal amount of 6.300% Senior Notes due 2017 (the "Notes") issued by the Operating Company. The Notes are being guaranteed by the Guarantor pursuant to the guarantee (the "Guarantee") included in the Indenture (as defined below). The Notes and the Guarantee are referred to collectively herein as the "Securities." The Operating Company and the Guarantor are referred to collectively herein as the "Obligors."

The Notes and the related Guarantee are being issued under an Indenture, dated as of October 24, 2004, among the Operating Company, the Guarantor and Wells Fargo Bank, N.A., as trustee (the "Trustee") (collectively, as amended and supplemented by the Tenth Supplemental Indenture, dated as of June 30, 2007, providing for the Operating Company as the successor issuer, the "Base Indenture"), and as amended and supplemented by the Eleventh Supplemental Indenture thereto, dated as of September 4, 2007 (the "Eleventh Supplemental Indenture"), among the Operating Company, the Guarantor and the Trustee. The Base Indenture, as amended and supplemented by the Eleventh Supplemental Indenture, is referenced herein as the "Indenture."

The Notes are being sold pursuant to an Underwriting Agreement, dated August 27, 2007 (the "Underwriting Agreement"), among the Operating Company, the Guarantor, Enterprise Products OLPGP, Inc., a Delaware corporation and the sole member of the Operating Company ("OLPGP") and Citigroup Global Markets Inc., Banc of America Securities LLC and Greenwich Capital Markets, Inc., as representatives of the underwriters named therein (the "Underwriters").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

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In arriving at the opinions expressed below, we have examined the following:

(i) the registration statement on Form S-3 (File Nos. 333-145709 and 333-145709-01) relating to securities to be issued by the Operating Company and the Guarantor from time to time, including the Securities, filed by the Obligors under the Securities Act with the Securities and Exchange Commission (the "SEC") on August 27, 2007, including the base prospectus included in such registration statement (the "Base Prospectus") and the other information set forth in the Incorporated Documents (as defined below) and incorporated by reference in such registration statement and therefore deemed to be a part thereof (such registration statement, as so amended at the time it became effective and including the Base Prospectus and such other information incorporated by reference in such registration statement, being referred to herein as the "Registration Statement");

(ii) the preliminary prospectus supplement dated August 27, 2007, relating to the Securities in the form filed with the SEC pursuant to Rule 424(b) of the General Rules and Regulations under the Securities Act (the "Rules and Regulations") (such preliminary prospectus supplement, together with the Base Prospectus, being referred to herein as the "Preliminary Prospectus");

(iii) the prospectus supplement dated August 27, 2007, relating to the Securities in the form filed with the SEC pursuant to Rule 424(b) of the Rules and Regulations (such prospectus supplement, together with the Base Prospectus, being referred to herein as the "Prospectus");

(iv) the term sheet relating to the Securities filed with the SEC as a free writing prospectus pursuant to Rule 433 of the Rules and Regulations on August 27, 2007;

(v) each of the Guarantor's reports that have been filed with the SEC and are incorporated by reference in the Registration Statement (the "Incorporated Documents");

(vi) the Underwriting Agreement;

(vii) the Indenture;

(viii) the form of the Notes;

(ix) the global notes executed by the Operating Company pursuant to the Indenture, in the aggregate principal amount of \$800,000,000, representing the Notes purchased and sold pursuant to the Underwriting Agreement;

(x) the Certificate of Organization and Company Agreement of the Operating Company (the "Operating Company Agreement"), in each case as amended to date;

(xi) the Certificate of Incorporation and Bylaws (the "Bylaws") of OLPGP, the sole member of the Operating Company, in each case as amended to date;

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(xii) the Certificate of Limited Partnership and Fifth Amended and Restated Agreement of Limited Partnership (the "Partnership Agreement") of the Guarantor, in each case as amended to date;

(xiii) the Certificate of Formation and Third Amended and Restated Limited Liability Company Agreement (the "LLC Agreement") of Enterprise Products GP, LLC, a Delaware limited liability company and the general partner of the Guarantor (the "General Partner"), in each case as amended to date;

(xiv) certain resolutions adopted by the board of directors of OLPGP relating to the Registration Statement, the issuance of the Notes, the Indenture and related matters;

(xv) certain resolutions adopted by the board of directors of the General Partner relating to the Registration Statement, the issuance of the Guarantee, the Indenture and related matters;

(xvi) the Form T-1 of the Trustee filed as an exhibit to the Registration Statement; and

(xvii) such other instruments and other certificates of public officials, officers and representatives of the Operating Company, OLPGP, the Guarantor and the General Partner and such other persons, as we have deemed appropriate as a basis for the opinions expressed below.

In rendering the opinions expressed below, we have assumed and have not verified (i) the genuineness of the signatures on all documents that we have examined, (ii) the legal capacity of all natural persons, (iii) the authenticity of all the documents supplied to us as originals, and (iv) the conformity to the authentic originals of all documents supplied to us as certified or photostatic or faxed copies. In conducting our examination of documents executed by parties other than the Operating Company, OLPGP, the Guarantor or the General Partner, we have assumed that such parties had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the due execution and delivery by such parties of such documents and that, to the extent such documents purport to constitute agreements, such documents constitute valid and binding obligations of such parties. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Operating Company, OLPGP, the Guarantor, the General Partner and others.

In rendering the opinions expressed below with respect to the Securities, we have assumed that the form and terms of such Securities, the issuance, sale and delivery thereof by the Operating Company and the Guarantor, and the incurrence and performance of the Operating Company's and Guarantor's obligations thereunder or in respect thereof (including, without limitation, their respective obligations under the Indenture with respect to the Notes and the Guarantee issued thereunder) in accordance with the terms thereof, will comply with, and will not violate, any applicable order, judgment, decree or award, or any contract, indenture, mortgage, loan agreement, note, lease or other agreement or instrument, in each case, binding

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upon the Operating Company, OLPGP, the Guarantor, and the General Partner, or to which the issuance, sale and delivery of such Notes, or the incurrence and performance of such obligations, may be subject.

Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that:

1. When the Notes (in the form examined by us) have been authenticated by the Trustee in accordance with the terms of the Indenture and have been issued and delivered in accordance with the terms of the Underwriting Agreement, the Notes will constitute valid and legally binding obligations of the Operating Company.

2. When the Notes (in the form examined by us) have been authenticated by the Trustee in accordance with the terms of the Indenture and have been issued and delivered in accordance with the terms of the Underwriting Agreement, the Guarantee will constitute the valid and legally binding obligation of the Guarantor.

Our opinions in paragraphs 1 and 2 above are subject to applicable bankruptcy, insolvency (including, without limitation, all laws relating to fraudulent transfer or conveyance), reorganization, moratorium and other similar laws affecting creditors' rights generally and to general principles of equity (regardless of whether enforcement is sought in a proceeding in equity or at law), including, without limitation, (a) the possible unavailability of specific performance, injunctive relief or any other equitable remedy and (b) concepts of materiality, reasonableness, good faith and fair dealing, and we express no opinion herein with respect to provisions relating to severability or separability.

We express no opinion other than as to the laws of the State of New York that are normally applicable to transactions of the type contemplated by the Underwriting Agreement, the Indenture and the Securities. We hereby consent to the filing of this opinion as an exhibit to a Form 8-K to be filed by the Guarantor and to the reference to this firm under the heading "Legal Matters" in the Prospectus. In giving this consent we do not admit that we are "experts" under the Securities Act or the Rules and Regulations with respect to any part of the Registration Statement, including this exhibit. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed herein or any subsequent changes in applicable law.

Very truly yours,

/s/ Andrews Kurth LLP

August 31, 2007

Enterprise Products Partners L.P.  
Enterprise Products Operating LLC  
1100 Louisiana, 10<sup>th</sup> Floor  
Houston, TX 77002

Ladies and Gentlemen:

We have acted as special counsel in connection with the Registration Statement on Form S-3 (the "Registration Statement") of Enterprise Products Partners L.P. (the "Partnership"), a Delaware limited partnership, and Enterprise Products Operating LLC, a Delaware limited liability company, relating to the registration of the offering and sale (the "Offering") of common units ("Common Units") of the Partnership, debt securities of Enterprise Products Operating LLC, and the related guarantees of the debt securities by the Partnership to be issued and sold by each of the Partnership and Enterprise Products Operating LLC as applicable from time to time pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Act"). In connection therewith, we have participated in the preparation of the discussion set forth under the caption "Material U.S. Tax Consequences" (the "Discussion") in the prospectus supplement dated August 27, 2007 (the "Prospectus Supplement") filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Act relating to the issuance and sale of \$800,000,000 principal amount of Enterprise Products Operating LLC's 6.300% Senior Notes due 2017 (the "Debt Securities"). Capitalized terms used and not otherwise defined herein are used as defined in the Registration Statement.

The Discussion, subject to the qualifications and assumptions stated in the Discussion and the limitations and qualifications set forth herein, constitutes our opinion as to the material United States federal income tax consequences for purchasers of the Debt Securities pursuant to the Offering.

This opinion letter is limited to the matters set forth herein, and no opinions are intended to be implied or may be inferred beyond those expressly stated herein. Our opinion is rendered as of the date hereof and we assume no obligation to update or supplement this opinion or any matter related to this opinion to reflect any change of fact, circumstances, or law after the date hereof. In addition, our opinion is based on the assumption that the matter will be properly presented to the applicable court.

Furthermore, our opinion is not binding on the Internal Revenue Service or a court. In addition, we must note that our opinion represents merely our best legal judgment on the matters presented and that others may disagree with our conclusion. There can be no assurance that the Internal Revenue Service will not take a contrary position or that a court would agree with our opinion if litigated.

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Enterprise Products Partners L.P.  
Enterprise Products Operating LLC  
August 31, 2007  
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We hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 8-K of the Partnership, the incorporation by reference of this opinion in the Registration Statement and to the references to our firm and this opinion contained in the Prospectus Supplement forming a part of the Registration Statement. In giving this consent, we do not admit that we are “experts” under the Act, or under the rules and regulations of the Securities and Exchange Commission relating thereto, with respect to any part of the Registration Statement, including this exhibit to the Current Report on Form 8-K.

Very truly yours,

/s/ Andrews Kurth LLP