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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): June 1, 2005

**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.)

**2727 North Loop West, Houston, Texas**  
(Address of Principal Executive Offices)

**77008-1044**  
(Zip Code)

Registrant's Telephone Number, including Area Code: **(713) 880-6500**

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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 1.01. Entry into a Material Definitive Agreement.**

On June 1, 2005, Enterprise Products Partners L.P. (“Enterprise”), EPCO, Inc. (“EPCO”), Enterprise Products Operating L.P. (“OLP”), Enterprise Products GP, LLC (the “General Partner”) and Enterprise Products OLPGP, Inc. (“OLPGP”) executed Amendment No. 1 (the “Amendment”) to the Second Amended and Restated Administrative Services Agreement, effective as of February 24, 2005 (the “Agreement”), a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

Pursuant to the Agreement, EPCO provides administrative, management and operating services to the Partnership Entities (defined as Enterprise, the General Partners, OLP and any affiliate controlled by any of them), and the Partnership Entities reimburse EPCO for all of its costs and expenses that are directly or indirectly related to the business or activities of the Partnership Entities. EPCO owns indirectly a 95% membership interest in the General Partner, which is the general partner of Enterprise. EPCO and its affiliates also own indirectly approximately 37.3% of the outstanding Common Units of Enterprise. Enterprise owns 100% of the equity interests in OLP and OLPGP, which is the general partner of OLP.

Section 5.4 of the Agreement prohibits the EPCO Group (formerly defined in the Agreement as EPCO and its Affiliates other than the Partnership Entities) from acquiring any business or assets that are in the same or similar line of business then being conducted by the Partnership Entities or in a line of business that would be a natural extension of any business then being conducted by a Partnership Entity without first offering such opportunity to Enterprise through the Board of Directors of the General Partner. On February 24, 2005, an Affiliate of EPCO acquired Texas Eastern Products Pipeline Company, LLC (“TEPPCO GP”), which is the general partner of TEPPCO Partners, L.P. The purpose of the Amendment is to exclude TEPPCO GP, TEPPCO Partners, L.P. and any Affiliate controlled by either of them (collectively, the “TEPPCO Group”) from the definition of “EPCO Group” in the Agreement effective as of February 24, 2005, so that the TEPPCO Group will not be required to offer any of its business acquisition opportunities to Enterprise pursuant to Section 5.4 of the Agreement.

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

**(c) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to Second Amended and Restated Administrative Services Agreement by and among EPCO, Inc., Enterprise Products Partners L.P., Enterprise Products Operating L.P., Enterprise Products GP, LLC and Enterprise Products OLPGP, Inc., executed on June 1, 2005, but effective as of February 24, 2005.

**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: June 2, 2005

By: /s/ Michael A. Creel  
Name: Michael A. Creel  
Title: Executive Vice President and  
Chief Financial Officer

Signature Page

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## INDEX TO EXHIBITS

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**AMENDMENT NO. 1 TO SECOND AMENDED AND RESTATED  
ADMINISTRATIVE SERVICES AGREEMENT  
(formerly called, EPCO Agreement)**

THIS AMENDMENT NO. 1 TO SECOND AMENDED AND RESTATED ADMINISTRATIVE SERVICES AGREEMENT (this "**Amendment**"), is entered into on June 1, 2005, but effective as of February 24, 2005 (the "**Effective Date**") by and among EPCO, Inc., a Texas corporation, formerly known as Enterprise Products Company ("**EPCO**"), Enterprise Products Partners L.P., a Delaware limited partnership ("**MLP**"), Enterprise Products Operating L.P., a Delaware limited partnership ("**OLP**"), Enterprise Products GP, LLC, a Delaware limited liability company ("**Enterprise GP**") and Enterprise Products OLPGP, a Delaware corporation ("**Enterprise OLPGP**"). Capitalized terms used but not defined herein are used as defined in that certain Second Amended and Restated Administrative Services Agreement, effective October 1, 2004, by and among the foregoing parties (the "**Second Amended and Restated Agreement**").

**RECITALS**

On February 24, 2005, Enterprise GP Holdings L.P., a controlled affiliate of EPCO, acquired all of the membership interests of Texas Eastern Products Pipeline Company, LLC, a Delaware limited liability company ("**TEPPCO GP**") from Duke Energy Field Services, LLC. TEPPCO GP is the general partner of TEPPCO Partners, L.P., a publicly traded Delaware limited partnership ("**TEPPCO Partners**").

The purpose of this Amendment is to amend the Second Amended and Restated Agreement to clarify that TEPPCO GP, TEPPCO Partners and their controlled affiliates are not part of the EPCO Group for purposes of the Second Amended and Restated Agreement.

**AGREEMENTS**

NOW, THEREFORE, in consideration of the premises and the covenants, conditions, and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto hereby agree as follows:

1. The second recital of the Second Amended and Restated Agreement is hereby amended to read in its entirety as follows:

"The Parties hereto (other than Enterprise OLPGP) originally entered into that certain EPCO Agreement, dated as of July 31, 1998, in connection with the initial public offering of units in MLP, pursuant to which EPCO and its Affiliates (other than the Partnership Entities and the TEPPCO Entities) (collectively, the "**EPCO Group**") agreed to provide certain operational and financial support to the Partnership Entities."

2. The following definition is hereby added to Attachment I – Defined Terms:

"**TEPPCO Entities**" shall mean Texas Eastern Products Pipeline Company, LLC, a Delaware limited liability company ("**TEPPCO GP**"), TEPPCO Partners, L.P.,

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a Delaware limited partnership (“**TEPPCO Partners**”) and any Affiliate controlled by TEPPCO GP or TEPPCO Partners (as the term “control” is used in the definition of “Affiliate” in the MLP Agreement).

3. As amended hereby, the Second Amended and Restated Agreement is in all respects ratified, confirmed and approved and shall remain in full force and effect.
4. This Amendment shall be subject to and governed by the laws of the State of Texas. Each Party hereto submits to the exclusive jurisdiction of the state and federal courts in the State of Texas and the exclusive venue in Houston, Harris County, Texas. This Amendment, together with the Second Amended and Restated Agreement, constitutes the entire agreement of the Parties relating to the matters contained herein and therein, superseding all prior contracts or agreements, whether oral or written, relating to the matters contained herein. This Amendment may be executed in any number of counterparts with the same effect as if all Parties had signed the same document. All counterparts shall be construed together and shall constitute one and the same instrument.

[The remainder of this page is blank.]

IN WITNESS WHEREOF, the Parties have executed this Agreement on June 1, 2005, but effective as of, the Effective Date.

**EPCO, INC. (formerly known as Enterprise Products Company, a Texas corporation**

By: /s/ Richard H. Bachmann  
Name: Richard H. Bachmann  
Title: Executive Vice President and  
Chief Legal Officer

**ENTERPRISE PRODUCTS PARTNERS L.P.**

**ENTERPRISE PRODUCTS OPERATING L.P.**

**ENTERPRISE PRODUCTS GP, LLC,**  
Individually and as Sole General Partner of Enterprise Products Partners L.P., and

**ENTERPRISE PRODUCTS OLPGP, INC.,**  
Individually and as Sole General Partner of Enterprise Products Operating L.P.

By: /s/ Michael A. Creel  
Michael A. Creel  
Executive Vice President and  
Chief Financial Officer