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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: February 19, 2004
(Date of Earliest Event Reported: February 19, 2004)

GULFTERRA ENERGY PARTNERS, L.P.
(Exact name of Registrant as specified in its charter)

Delaware	1-11680	76-00396023
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

4 Greenway Plaza
Houston, Texas 77046
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (832) 676-4853

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ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On February 19, 2004, we announced our earnings results for the quarter and year ended December 31, 2003. A copy of our press release is attached as Exhibit 99.1. The attached Exhibit is not filed, but is furnished to comply with Item 12 of Form 8-K.

a) Exhibits.

Exhibit Number	Description
----- 99.1	----- Press Release dated February 19, 2004.

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 thereunto duly authorized.

GULFTERRA ENERGY PARTNERS, L.P.

By: /s/ Kathy A. Welch

Kathy. A Welch
Vice President and Controller
(Principal Accounting Officer)

Date: February 19, 2004

EXHIBIT INDEX

Exhibit Number	Description
- - - - -	- - - - -
- - - - -	- - - - -
- - - - -	- - - - -
- - - - -	- - - - -
- - - - -	- - - - -
- - - - -	- - - - -
- - - - -	- - - - -
- - - - -	- - - - -
- - - - -	- - - - -
99.1	Press Release dated February 19, 2004.

NEWS
FOR IMMEDIATE RELEASEGULFTERRA ENERGY PARTNERS REPORTS RECORD
NET INCOME AND CASH FLOW FOR 2003

HOUSTON, TEXAS, FEBRUARY 19, 2004--GulfTerra Energy Partners, L.P. (NYSE:GTM) reported net income for 2003 of \$163.1 million (\$1.32 per unit) compared with \$97.7 million (\$0.92 per unit) for the same period in 2002. Net income for 2003 and 2002 included charges of \$36.9 million (\$0.62 per unit) and \$2.4 million (\$0.05 per unit), respectively; related to the early retirement of debt. Excluding these charges, net income would have been \$200.0 million (\$1.94 per unit) in 2003, up 100 percent compared with \$100.1 million (\$0.97 per unit) in 2002. EBITDA, as defined in the Disclosure of Non-GAAP Financial Measures section below, increased 63 percent to \$435.1 million for the full year 2003 compared with \$266.8 million in 2002. Full-year 2003 cash flow from operating activities was \$269.4 million versus \$176.0 million for 2002.

For the fourth quarter of 2003, net income was \$11.4 million ((\$0.13) per unit) compared with \$26.0 million (\$0.20 per unit) in the fourth quarter of 2002. Fourth quarter net income for 2003 and 2002 included charges of \$31.9 million and \$2.4 million, respectively, related to the early retirement of debt. Excluding these charges, net income for the fourth quarter of 2003 would have been \$43.3 million (\$0.32 per unit), up 52 percent from \$28.4 million (\$0.25 per unit) for the same period in 2002. EBITDA was \$97.7 million, up 25 percent from \$78.4 million in the fourth quarter of 2002. Fourth quarter 2003 cash flow from operating activities was \$60.0 million compared with \$37.5 million in the fourth quarter of 2002.

In 2003, several factors led to the partnership's improved performance over the prior year, including a full year of contributions from the San Juan Basin and Texas-New Mexico assets acquired in 2002, contributions from new offshore projects placed in service during 2003, a full-year contribution from the expansion of our Petal natural gas storage facility, and favorable commodity pricing that improved throughput and margins in our natural gas pipelines and plants segment. The non-recurring charges resulted from the payment of redemption premiums and the write-off of unamortized debt issuance costs, premiums and discounts for the early retirement of bond debt, and the refinancing of our acquisition and term loan B facilities. These debt redemption activities are expected to result in interest savings and a lower cost of capital.

"GulfTerra Energy Partners had a number of significant accomplishments in the past year, marking another record year of earnings," said Robert G. Phillips, chairman and chief executive officer of GulfTerra Energy Partners. "Highlights for 2003 included strong base business performance in the San Juan Basin, Texas, and Gulf of Mexico; continued progress on our greenfield projects serving the deepwater trend of the Gulf of Mexico; implementation of corporate governance initiatives and continued balance sheet improvement through our increased capitalization and

debt redemption initiatives. Our success culminated in the announced merger with Enterprise Products Partners. We look forward to completing the merger with Enterprise in the second half of 2004."

Regarding our 2004 business objectives, GulfTerra anticipates the partnership will:

- o Increase EBITDA to \$460-470 million and net income to \$230-246 million based on organic growth in current assets and announced projects
- o Remain on track with Gulf of Mexico deepwater trend platform and pipeline projects including Marco Polo, Cameron Highway, and Phoenix
- o Spend approximately \$100-105 million in expansion capital
- o Spend approximately \$50-55 million in sustaining capital (including well ties, pipeline integrity, and maintenance capital)
- o Maintain a debt-to-total-capital level of less than 60 percent

On January 21, 2004, GulfTerra declared a cash distribution of \$0.71 per common unit paid on February 13, 2004 to unitholders of record at the close of business on January 30, 2004. This distribution covers the period from October 1, 2003 through December 31, 2003 and represents a 5.2-percent increase over that of the fourth quarter of 2002.

SEGMENT RESULTS

The Natural Gas Pipelines and Plants segment generated EBITDA in 2003 of \$311.2 million, an 86-percent increase from the \$167.2 million generated during the same period a year ago. Fourth quarter 2003 EBITDA was \$75.0 million, compared with \$55.4 million for the 2002 fourth quarter. Volumes averaged 7,685 thousand dekatherms per day (Mdt/d) in 2003 compared with 5,302 Mdt/d in 2002. For the fourth quarter of 2003, volumes averaged 7,564 Mdt/d compared with 6,501 Mdt/d in the 2002 fourth quarter. The increase over the 2002 results was primarily due to the San Juan assets acquired in November 2002 and the Texas-New Mexico assets acquired in April 2002. Additionally, contributions from the San Juan and Permian processing facilities continue to be favorably influenced by higher natural gas liquids (NGL) prices.

The Oil and NGL Logistics segment, which includes the partnership's oil pipelines and NGL assets, generated EBITDA of \$59.1 million in 2003 versus \$43.4 million in 2002. Fourth quarter 2003 EBITDA was \$7.8 million compared with \$9.4 million in the 2002 fourth quarter. Operating volumes were 260,840 barrels per day (Bbls/d) in 2003 compared with 226,353 Bbls/d in 2002. For the fourth quarter of 2003, volumes averaged 248,718 Bbls/d compared with 214,308 Bbls/d in the 2002 fourth quarter. The increase in volumes for the 2003 period reflects contributions from the Typhoon oil pipeline and certain South Texas NGL assets acquired in 2002, offset by lower distributions from the partnership's 36-percent owned Poseidon oil pipeline. Additionally, GTM's Texas NGL fractionation and transportation facilities experienced lower volumes due to a poor industry-wide processing environment during 2003 which resulted in additional conditioning and ethane re-injection at the South Texas plants.

The Natural Gas Storage segment reported EBITDA of \$29.6 million in 2003, up more than 78 percent from \$16.6 million in 2002. EBITDA for the fourth quarter of 2003 was \$7.0 million compared with \$6.4 million in the 2002 fourth quarter. This increase was a result of the expansion of the Petal natural gas storage facilities. The expanded facility is contracted under a 20-year firm storage agreement with Southern Company.

The Platform Services segment EBITDA was \$20.2 million in 2003 compared with \$29.3 million in 2002. The decrease was attributable to the sale of the Prince platform in 2002 and reduced demand fees on certain platforms offset by the contribution of the Falcon Nest platform, which became operational in March 2003. Segment EBITDA was \$4.8 million for the fourth quarter of 2003 compared with fourth quarter 2002 EBITDA of \$4.4 million. The Marco Polo platform was installed during the first quarter of 2004 and first production is expected mid-2004.

Other EBITDA in 2003 was \$15.0 million compared with \$10.3 million in 2002. For the fourth quarter of 2003, Other EBITDA was \$3.1 million compared with \$2.8 million in the 2002 quarter. Other EBITDA included quarterly payments from El Paso Corporation related to the partnership's asset sales in 2001. GulfTerra will receive a final quarterly payment of \$2.0 million from El Paso Corporation in the first quarter of 2004. In addition, Other activities consist of the partnership's oil and natural gas production activities, which we continue to de-emphasize.

GulfTerra's 2003 distribution coverage ratio, calculated by dividing distributable cash flow (defined as EBITDA less interest and sustaining capital expenditures) by our cash distribution to unitholders, was 1.07x. At year-end, total capital amounted to \$3.1 billion, consisting of \$1.8 billion of debt (59 percent) and partners' capitalization of \$1.3 billion. Cash and cash equivalents were \$30.4 million at the end of 2003.

CONFERENCE CALL

GulfTerra has scheduled a conference call and live webcast to discuss its financial results on Thursday, February 19, 2004, at 11:30 a.m. Eastern Time. To participate in the conference call, please dial (973) 935-8514 ten minutes prior to the call. The webcast and presentation slides will be available online through our Web site at <http://www.gulfterra.com> in the Investors section. The slides will be available on the Web site thirty minutes prior to the start of the webcast. An audio replay of the call will be available through February 26, 2004 by calling (973) 341-3080 (access code 4434465). The conference call replay will also be available online through our Web site in the Investors section.

DISCLOSURE OF NON-GAAP FINANCIAL MEASURES

On March 28, 2003, Regulation G and related amendments to SEC disclosure rules became effective. The new rules cover press releases, conference calls, investor presentations, and one-on-one meetings with members of the financial community.

As a result of these new rules, we have modified the way we present certain financial measures, such as EBITDA, in our SEC filings and other communications. We believe that this release complies with both the letter and spirit of the new regulations and augments our efforts to continue to provide full and fair disclosure to investors and the financial community. We will maintain on our web site a reconciliation of all non-GAAP financial information that we disclose to the most directly comparable GAAP measures. To access the information, investors should click on the "Non-GAAP Reconciliations" link in the Investors section of our web site.

EBITDA is calculated using earnings before interest, income taxes, depreciation, and amortization, and is adjusted for cash flows from our joint ventures. We formerly referred to this measure as "Performance Cash Flows," or an asset's ability to generate income. EBITDA is not presented in accordance with generally accepted accounting principles and is not intended to be used in lieu of GAAP presentations of results of operations or cash flow provided by operating activities. EBITDA is presented because we use it to evaluate operational efficiency, excluding taxes and financing costs, and we believe EBITDA provides additional information with respect to both the performance of our operations and our ability to meet future debt service, capital expenditure, and working capital requirements. We also believe that debt holders and unitholders commonly use EBITDA to analyze our performance. A reconciliation of EBITDA to net income for the periods presented is included in the tables attached to this release.

EBITDA, as presented in this release, the attached tables, and the Operating Statistics, which are also available in the Investors section of our web site at www.gulfterra.com, is calculated in the same manner as what we referred to in the past as adjusted EBITDA to allow a consistent comparison of the operating performance with that of prior periods.

GulfTerra Energy Partners, L.P. is one of the largest publicly traded master limited partnerships with interests in a diversified set of midstream assets located both offshore and onshore. Offshore, the partnership operates natural gas and oil pipelines and platforms and is an industry leader in the development of midstream infrastructure in the Deepwater Trend of the Gulf of Mexico. Onshore, GulfTerra is a leading operator of intrastate natural gas pipelines, natural gas gathering and processing facilities, natural gas liquids transportation and fractionation assets, and salt dome natural gas and natural gas liquids storage facilities. Visit GulfTerra Energy Partners on the web at www.gulfterra.com.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This release includes forward-looking statements and projections, made in reliance on the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The partnership has made every reasonable effort to ensure that the information and assumptions on which these statements and projections are based are current, reasonable, and complete. However, a variety of factors, including the integration of acquired businesses, pending merger with a subsidiary of Enterprise Partners, status of the partnership's greenfield projects, successful negotiation of customer contracts, and general economic and weather conditions in markets served by GulfTerra Energy Partners and its affiliates, could cause actual results to differ materially from the projections, anticipated results or other expectations expressed in this release. While the partnership makes these statements and projections in good faith, neither the partnership nor its management can guarantee that the anticipated future results will be achieved.

Reference should be made to the partnership's (and its affiliates') Securities and Exchange Commission filings for additional important factors that may affect actual results.

CONTACT

GulfTerra Energy Partners, L.P.

Andrew Cozby, Director, Investor Relations and MLP Finance

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Fax: (832) 676-1671

GULFTERRA ENERGY PARTNERS, L.P.
PRELIMINARY CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions; except per unit amounts)
(Unaudited)

QUARTER ENDED	YEAR ENDED	YEAR ENDED
DECEMBER 31,	DECEMBER 31,	DECEMBER 31,
-----	-----	-----
-----	-----	-----
----- 2003	2002	2003
2002	-----	-----
-----	-----	-----
Operating		
revenue (a) \$		
190.6 \$	153.0	
\$	871.0	\$
457.3	-----	-----
-----	-----	-----
-- Operating		
expense Cost		
of natural		
gas, oil and		
other		
products (a)		
46.8	41.5	
286.7	108.7	
Operation and		
maintenance		
49.2	38.6	
189.7	115.2	
Depreciation,		
depletion and		
amortization		
25.1	22.2	
98.8	72.1	
(Gain)/loss		
on sale of		
long-lived		
assets --	0.4	
(18.7)	0.5	--
-----	-----	-----
-----	-----	-----
----- 121.1		
102.7	556.5	
296.5	-----	-----
-----	-----	-----
-- Operating		
income	69.5	
50.3	314.5	
160.8	Other	
income (loss)		
Earnings from		
unconsolidated		
affiliates		
1.9	3.1	11.4
13.6	Minority	
interest	0.1	
--	(0.9)	--
Other income		
0.2	0.4	1.2
1.6	Interest	
and debt		
expense		
(28.4)	(25.6)	
(127.9)		
(81.0)	Loss	
due to early		
redemptions		
of debt		
(24.3)	--	
(24.3)	--	
Loss due to		

write-off of
debt issuance
costs,
premiums and
discounts
(7.6) (2.4)
(12.6) (2.4)

Income from
continuing
operations
11.4 25.8
161.4 92.6
Discontinued
operations --
0.2 -- 5.1
Cumulative
effect of
accounting
change -- --
1.7 -- -----

--- Net
income \$ 11.4
\$ 26.0 \$
163.1 \$ 97.7
=====

===== Net
income
allocation
Series B
unitholders \$
-- \$ 3.8 \$
11.8 \$ 14.7
=====

=====
General
partner
Continuing
operations \$
20.7 \$ 11.8 \$
69.4 \$ 42.1
Discontinued
operations --
-- -- --
Cumulative
effect of
accounting
change -- --

-- \$ 20.7 \$
11.8 \$ 69.4 \$
42.1 =====
=====

Common
unitholders
Continuing
operations \$
(7.8) \$ 8.7 \$
65.2 \$ 34.3
Discontinued
operations --
0.2 -- 5.1
Cumulative
effect of
accounting
change -- --
\$ 1.3 -- -----

---- \$ (7.8)
\$ 8.9 \$ 66.5
\$ 39.4
=====
=====
=====
=====

Series C
unitholders
(b)
Continuing
operations \$
(1.5) \$ 1.5 \$
15.1 \$ 1.5
Cumulative
effect of
accounting
change -- --
\$ 0.3 -- ----

---- \$ (1.5)
\$ 1.5 \$ 15.4
\$ 1.5
=====
=====
=====
=====

Basic net
income per
common unit
Income from
continuing
operations \$
(0.14) \$ 0.20
\$ 1.30 \$ 0.80
Discontinued
operations --
-- -- 0.12
Cumulative
effect of
accounting
change -- --
0.03 -- ----

---- Net
income \$
(0.14) \$ 0.20
\$ 1.33 \$ 0.92
=====
=====
=====
=====

Diluted net
income per
common unit
Income from
continuing
operations \$
(0.13) \$ 0.20
\$ 1.30 \$ 0.80
Discontinued
operations --
-- -- 0.12
Cumulative
effect of
accounting
change -- --
0.02 -- ----

---- Net
income \$
(0.13) \$ 0.20
\$ 1.32 \$ 0.92
=====
=====
=====
=====

Basic average

number of
common units
outstanding
57.6 44.1
50.0 42.8

=====
=====
=====
=====

Diluted
average
number of
common units
outstanding
57.9 44.1
50.2 42.8

=====
=====
=====
=====

Distributions
declared per
common unit \$
0.710 \$ 0.675
\$ 2.76 \$ 2.60

=====
=====
=====
=====

- - - - -

(a) Since November 2002 when we acquired the Typhoon Oil Pipeline, we have recognized revenue attributable to it using the "gross" method, which means we record as "revenues" all oil that we purchase from our customers at an index price less an amount that compensates us for our service and we record as "cost of oil" that same oil which we resell to those customers at the index price. We believe that a "net" presentation is more appropriate than a "gross" presentation and is consistent with how we evaluate the performance of the Typhoon Oil Pipeline. Based on our review of the accounting literature, we believe that generally accepted accounting principles permit us to use the "net" method, and accordingly we have presented the results of Typhoon Oil "net" for all periods. This change does not affect operating income or net income.

Using the gross method, fourth quarter and year ended 2003 revenues would have been \$278.9 million and \$1,151.6 million; cost of oil would have been \$135.1 million and \$567.3 million. Fourth quarter and year ended 2002 revenues would have been \$163.6 million and \$467.9 million; cost of oil would have been \$52.1 million and \$119.3 million.

(b) Net income is allocated to the Series C units on an equal basis as the common units.

GULFTERRA ENERGY PARTNERS, L.P.
PRELIMINARY SUMMARIZED BALANCE SHEET INFORMATION
(In millions)
(Unaudited)

DECEMBER 31,
DECEMBER 31,
2003 2002 ---

ASSETS

Current
assets Cash
and cash
equivalents \$
30.4 \$ 36.1
Accounts and
notes
receivable,
net 175.1
240.4 Other
20.6 3.5 ----

Total current
assets 226.1
280.0

Property,
plant and
equipment,
net 2,880.9
2,724.9

Investments
in
unconsolidated
affiliates
158.6 78.9

Other
noncurrent
assets 42.4
47.1 -----

---- Total
assets \$
3,308.0 \$
3,130.9

=====
=====

LIABILITIES
AND PARTNERS'

CAPITAL
Current
liabilities
Accounts
payable \$
168.1 \$ 212.9

Current
maturities of
long term
debt 3.0 5.0
Other 38.3
36.2 -----

---- Total
current
liabilities
209.4 254.1

Credit
facilities
679.0 1,043.5
Long-term
debt 1,129.8
857.8 Other

noncurrent
liabilities
35.4 23.7 ---

Total

liabilities
2,053.6
2,179.1 -----

Minority
interest 1.8
1.9 Partners'
capital
1,252.6 949.9

Total
liabilities
and partners'
capital \$
3,308.0 \$
3,130.9
=====
=====

GULFTERRA ENERGY PARTNERS, L.P.
PRELIMINARY SUMMARIZED CASH FLOWS INFORMATION
(In millions)
(Unaudited)

YEAR ENDED	
DECEMBER	
31, -----	

----- 2003	
2002 -----	
--- -----	
-- Cash	
flows from	
operating	
activities	
Net income	
\$ 163.1 \$	
97.7	
Cumulative	
effect of	
accounting	
change	
(1.7) --	
Income from	
discontinued	
operations	
-- (5.1)	
Adjustments	
to	
reconcile	
net income	
to net cash	
provided by	
operating	
activities	
104.4 88.1	
Working and	
non-working	
capital	
changes 3.6	
(9.9) -----	

--- Net	
cash	
provided by	
continuing	
operations	
269.4 170.8	
Net cash	
provided by	
discontinued	
operations	
-- 5.2 ----	

---- Net	
cash	
provided by	
operating	
activities	
269.4 176.0	
----- -	

Cash flows	
from	
investing	
activities	
Net cash	
used in	
investing	
activities	
of	
continuing	
operations	
(288.5)	
(1,401.9)	
Net cash	
provided by	
investing	

activities
 of
 discontinued
 operations
 -- 186.5 --

 ----- Net
 cash used
 in
 investing
 activities
 (288.5)
 (1,215.4) -

 Cash flows
 from
 financing
 activities
 Net cash
 provided by
 financing
 activities
 of
 continuing
 operations
 13.4
 1,062.4 Net
 cash used
 in
 financing
 activities
 of
 discontinued
 operations
 -- - - - -

 --- Net
 cash
 provided by
 financing
 activities
 13.4
 1,062.4 ---

 Increase
 (decrease)
 in cash and
 cash
 equivalents
 (5.7) 23.0
 Cash and
 cash
 equivalents
 at
 beginning
 of period
 36.1 13.1 -

 Cash and
 cash
 equivalents
 at end of
 period \$
 30.4 \$ 36.1
 =====
 =====

GULFTERRA ENERGY PARTNERS, L.P.
RECONCILIATION OF EBITDA TO NET INCOME
(In millions)
(Unaudited)

QUARTER ENDED DECEMBER 31, 2003

Natural Gas
Natural
Pipelines and
Oil and NGL
Gas Platform
Plants
Logistics
Storage
Services
Other Total -

-- Net Income
\$ 11.4 Plus:
Interest and
debt expense
28.4 Loss due
to write-off
of debt
issuance
costs 7.6
Loss due to
early
redemptions
of debt 24.3
Earnings
excluding
interest and
debt expense
\$ 57.2 \$ 7.3
\$ 4.1 \$ 3.5 \$
(0.4) 71.7

Plus:
Depreciation,
Depletion and
Amortization
17.9 1.7 2.9
1.3 1.3 25.1
Cash

Distributions
in Excess of
Earnings from
Unconsolidated
Affiliates --
(1.2) -- -- -
- (1.2)
Minority
interest
expense (0.1)

-- -- -- --
(0.1) Net
cash payment
received from
El Paso
Corporation -
- - - - -
2.2 2.2 -----

EBITDA \$ 75.0
\$ 7.8 \$ 7.0 \$
4.8 \$ 3.1 \$
97.7

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=====
=====

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QUARTER ENDED DECEMBER 31, 2002

Natural Gas
Natural
Pipelines and
Oil and NGL
Gas Platform
Plants
Logistics
Storage
Services
Other Total -

-- Net Income
\$ 26.0 Plus:
Interest and
debt expense
25.6 Loss due
to write-off
of debt
issuance
costs 2.4
Less: Income
from
discontinued
operations
(0.2)
Earnings
excluding
interest and
debt expense
\$ 41.5 \$ 7.6
\$ 3.5 \$ 3.3 \$
(2.1) 53.8
Plus:
Depreciation,
Depletion and
Amortization
13.5 2.0 2.9
1.1 2.7 22.2
Cash
Distributions
in Excess of
Earnings from
Unconsolidated
Affiliates
1.8 (0.2) - -
- 1.6
Minority
Interest
Expense - - -
- - - Net
cash payment
received from
El Paso
Corporation -
- - - 2.0 2.0
Discontinued
operations of
Prince
facilities -
- - - 0.2 0.2
Non-cash
hedge
(gain)/loss
(1.4) - - - -
(1.4) -----

- - - - -
 EBITDA \$ 55.4
 \$ 9.4 \$ 6.4 \$
 4.4 \$ 2.8 \$
 78.4

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YEAR ENDED DECEMBER 31, 2003

Natural Gas
 Natural
 Pipelines and
 Oil and NGL
 Gas Platform
 Plants
 Logistics
 Storage
 Services
 Other Total -

-- Net Income
 \$ 163.1 Plus:
 Interest and
 debt expense
 127.9 Loss
 due to write-
 off of debt
 issuance
 costs 12.6
 Loss due to
 early
 redemptions
 of debt 24.3
 Less:
 Cumulative
 effect of
 accounting
 change (1.7)
 Earnings
 excluding
 interest and
 debt expense
 \$ 241.4 \$
 49.9 \$ 17.9 \$
 14.9 \$ 2.1
 326.2 Plus:
 Depreciation,
 Depletion and
 Amortization
 68.7 8.6 11.7
 5.3 4.5 98.8
 Cash
 Distributions
 in Excess of
 Earnings from
 Unconsolidated
 Affiliates
 1.1 0.6 (0.9)
 - - 0.8
 Minority
 interest
 expense - -
 0.9 - - 0.9
 Net cash
 payment
 received from
 El Paso
 Corporation -
 - - - 8.4 8.4

 -- EBITDA \$
 311.2 \$ 59.1
 \$ 29.6 \$ 20.2
 \$ 15.0 \$
 435.1

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 =====

YEAR ENDED DECEMBER 31, 2002

Natural Gas
 Natural
 Pipelines and
 Oil and NGL
 Gas Platform
 Plants
 Logistics
 Storage
 Services
 Other Total -

-- Net Income
 \$ 97.7 Plus:
 Interest and
 debt expense
 81.0 Loss due
 to write-off
 of debt
 issuance
 costs 2.4
 Less: Income
 from
 discontinued
 operations
 (5.1)
 Earnings
 excluding
 interest and
 debt expense
 \$ 121.3 \$
 34.5 \$ 8.1 \$
 18.9 \$ (6.8)
 176.0 Plus:
 Depreciation,
 Depletion and
 Amortization
 44.5 6.5 8.5
 4.2 8.4 72.1
 Cash
 Distributions
 in Excess of
 Earnings from
 Unconsolidated
 Affiliates
 1.8 2.4 - - -
 4.2 Minority
 Interest
 Income - - -
 - - - Net
 cash payment
 received from
 El Paso
 Corporation -
 - - - 7.7 7.7
 Discontinued
 operations of
 Prince

facilities -
- - 6.2 1.0
7.2 Non-cash
 hedge
 (gain)/loss
(0.4) - - - -
(0.4) -----

- -----
EBITDA \$
167.2 \$ 43.4
\$ 16.6 \$ 29.3
 \$ 10.3 \$
 266.8

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=====
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