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): October 28, 2009

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 (Address of Principal Executive Offices)

77002 (Zip Code)

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

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:

□ 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))

Item 2.02. Results of Operations and Financial Condition.

On October 26, 2009, Enterprise Products Partners L.P. ("Enterprise") completed the merger of TEPPCO Partners, L.P. ("TEPPCO") and Texas Eastern Products Pipeline Company, LLC ("TEPPCO GP") with Enterprise. As a result, TEPPCO and TEPPCO GP became wholly owned subsidiaries of Enterprise. TEPPCO's financial and operating results for the three and nine months ended September 30, 2009 is furnished as Exhibit 99.1 to this Current Report, which is hereby incorporated by reference into this Item 2.02. The financial and operating results are being furnished to assist Enterprise investors and other users of its financial statements.

TEPPCO's net income for the three months ended September 30, 2009 was impacted by (i) a \$33.5 million charge for the settlement of litigation related to the Texas Offshore Port System ("TOPS"), (ii) non-cash impairment charges of \$22.3 million related to certain river terminal and marine assets, (iii) the recording of a \$28.7 million charge for contractual obligations related to certain river terminal assets and (iv) \$5.6 million of merger-related expenses. The non-cash impairment and related charges are primarily due to the current level of throughput volumes at certain river terminals and the suspension by TEPPCO management of three river terminal expansion projects.

TEPPCO's net income for the nine months ended September 30, 2009 reflects (i) a \$34.2 million loss related to TEPPCO's dissociation from TOPS, (ii) a \$33.5 million charge for the settlement of litigation related to TOPS, (iii) non-cash impairment charges of \$24.6 million related to certain river terminal and marine assets, (iv) the recording of a \$28.7 million charge for contractual obligations related to certain river terminal assets and (v) \$12.4 million of merger-related expenses.

Use of Non-GAAP financial measures

This Current Report includes the non-generally accepted accounting principle ("non-GAAP") financial measures historically used by TEPPCO. These non-GAAP financial measures include Adjusted EBITDA, margin of the Upstream segment, and gross margin and average daily rate of the Marine Services segment. This Current Report provides reconciliations of these non-GAAP financial measures to their most directly comparable financial measures calculated and presented in accordance with U.S. generally accepted accounting principles ("GAAP"). The non-GAAP financial measures should not be considered as alternatives to GAAP measures such as net income, operating income, cash flows from operating activities or any other measure of financial performance calculated and presented in accordance with GAAP. The non-GAAP financial measures may not be comparable to similarly-titled measures of other companies because they may not calculate such measures in the same manner as TEPPCO did.

<u>Adjusted EBITDA measures</u>. TEPPCO defined Adjusted EBITDA as net income plus interest expense – net, income tax expense, depreciation, amortization and accretion, loss on the forfeiture of investments in unconsolidated affiliates and a pro-rata portion (based on its equity ownership) of the interest expense and depreciation, amortization and accretion of each of its joint ventures. TEPPCO believed that its investors used Adjusted EBITDA as a supplemental financial measure to assess the financial performance of its assets without regard to financing methods, capital structures or historical cost basis; to compare the operating performance of its assets with the performance of other companies that had different financing and capital structures; and to value its limited partners' equity using EBITDA-type multiples. Reconciliations of TEPPCO's non-GAAP Adjusted EBITDA measure to GAAP net income and equity in earnings of unconsolidated affiliates is provided in the Financial Highlights and Business Segment Data tables (see Exhibit 99.1).

<u>Margin of the Upstream segment</u>. TEPPCO evaluated Upstream business segment performance based on the non-GAAP financial measure of margin. Margin of its Upstream segment represented revenues generated from the sale of crude and lubrication oils and transportation of crude oil, less the related cost of sales (purchases) of crude and lubrication oils, in each case prior to the elimination of intercompany amounts. TEPPCO believed margin was a more meaningful measure of financial performance than sales and costs of sales of crude and lubrication oils due to significant fluctuations in the period-to-period level of its marketing activities for these products and the underlying commodity prices. Additionally, TEPPCO management used the non-GAAP measure of margin to evaluate the financial performance of the Upstream segment because it excluded expenses that were not directly related to the marketing activities being evaluated. A reconciliation of non-GAAP margin to GAAP segment operating income is provided in the Operating Data table (see Exhibit 99.1).

<u>Gross margin and average daily rate</u>. Gross margin of the Marine Services business segment was calculated as marine transportation revenues less related operating expenses and operating fuel and power. Average daily rate was calculated as gross margin for the Marine Services segment divided by fleet operating days. TEPPCO believed these non-GAAP measures of gross margin and average daily rate were meaningful measures of the financial performance of its Marine Services business, in which TEPPCO provided services under different types of contracts with varying arrangements for the payment of fuel costs and other operational fees. These non-GAAP measures allowed for comparability of results across different contracts within a given period, as well as between periods. Furthermore, TEPPCO management used these non-GAAP measures to assist them in evaluating results of the Marine Services segment and making decisions regarding the use and deployment of its marine vessels. A reconciliation of non-GAAP gross margin to GAAP segment operating income and the calculation of average daily rate are provided in the Operating Data table (see Exhibit 99.1).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.	
<u>Exhibit No.</u>	Description
99.1	TEPPCO Partners, L.P. financial and operating results for the three and nine months ended September 30, 2009

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: October 28, 2009

By: Name: N

/s/ Michael J. Knesek Michael J. Knesek

Title: Senior Vice President, Controller and Principal Accounting Officer of Enterprise Products GP, LLC

Exhibit Index

<u>Exhibit No.</u>	Description
99.1	TEPPCO Partners, L.P. financial and operating results for the three and nine months ended September 30, 2009.

TEPPCO Partners, L.P. Financial Highlights – UNAUDITED (\$ in millions, except per unit amounts)

Three Months Ended September 30, 2009 Nine Months Ended September 30, 2009 Nine Months Ended 2009 Nine Months Ended 2009 Solate of perroleum products \$ 2029.3 \$ 4026.6 \$ 5.053.2 \$ 10.676.8 Transportation - Defos 16.6 16.6 16.3 72.4 68.6 Transportation - Orde Oll 15.6 15.8 55.0 48.5 Transportation - Marine 14.6 12.6 44.6 40.7 38.2 Costs and superase: 2.205.3 4.205.7 5.576.1 11.1947 Costs and superase: 2.205.3 4.205.7 5.576.1 11.1947 Costs and superase: 1.21.1 3.989.5 4.931.9 10.571.8 Operating expenses 1.71.0 8.0 3.15.2 2.01.2 Operating expenses 2.237.4 4.145.8 5.466.6 10.99.0 Operating income 3.01.2 3.02.1 10.571.8 10.571.8 Operating income ind smontation 3.5.7 2.1 10.571.8 10.571.8 Operating income ind smontation 3.5.7	(\$ in millions, except per unit amounts)									
Operating Revenues: Soles of periodem products Soles of periodem products <thsoles of="" periodem="" products<="" th=""> Soles o</thsoles>										
Sales of perioleum products S 2.029.9 S 4.025.6 S 5.03.2 S 10.076.8 Transportation – Refined Products 14.6 16.6 16.3 72.4 68.6 Transportation – Marka 14.6 12.6 40.7 38.2 Transportation – Marka 14.6 12.6 40.7 38.2 Transportation – Marka 14.6 12.6 40.07 38.2 Transportation – Marka 12.8 46.0 42.2 76.6 Other 22.05.3 42.05.7 55.76.1 111.194.7 Costs and expenses 12.2 76.6 70.2 76.6 Purchess of perioleum products 1.93.1 3.090.5 4.93.1 10.57.8 Operating expenses 17.1 25.9 54.7 76.4 General and administrative costs 15.1 10.8 40.9 30.6 Depreciation and amornization 35.7 32.1 10.55 92.2 Total costs and expenses 2.237.4 4.145.6 10.99.5			2009		2008		2009		2008	
Transportation - Refined Products 42.6 42.2 119.6 123.6 Transportation - Crube Oil 15.9 15.8 53.0 46.5 Transportation - Native 14.6 12.6 40.7 38.2 Transportation - Native 14.6 12.6 40.6 42.8 Tomsportation - Native 27.3 32.6 70.2 76.6 Other 27.3 32.6 70.2 76.6 Total operating revenues 2.205.3 4.205.7 5.576.1 11.194.7 Operating greeneses 172.0 80.8 315.2 201.2 Operating fuel and power 17.1 25.9 54.7 76.4 General and administrative costs 15.1 10.8 40.9 30.6 Deperciation and administrative costs 2.237.4 4.145.8 5.466.6 10.992.0 Operating fuel and power (32.1) 59.9 10.7.1 10.8 40.9 30.6 Deperciation and administrative costs 15.1 10.8 40.9 30.6 20.2 10.4 10.2 10.8 10.92.0 10.22.0 10.2	Operating Revenues:									
Transportation - LPGs 166 16.3 7.2.4 68.6 Transportation - NGLs 15.9 15.8 53.0 48.5 Transportation - Marine 45.8 46.0 126.4 40.7 38.2 Other 27.3 32.6 70.2 75.57.61 11.194.7 Cots and expenses: 2205.3 4.205.7 5.57.61 11.194.7 Operating revenues 2.205.3 4.205.7 75.64 10.64 Operating revenues 1.993.1 3.999.5 4.931.9 10.571.8 Operating revenues 172.0 80.8 315.2 201.2 Operating revenues 15.1 10.8 40.9 30.6 Depreting fuel and power 17.1 25.9 5.47 76.4 General and administrative costs 15.1 10.8 40.9 30.6 Depreting income (32.1) 5.9 10.9 20.27 Taxes - other han income taxes (4.4 6.7 14.8 15.8 Operating income (33.0) (24.3) (97.4) (10.5.9 Purbases of provision for income		\$	2,029.9	\$	4,025.6	\$	5,053.2	\$	10,676.8	
Transportation – Cude Oil 15.9 15.8 53.0 48.5 Transportation – Marine 45.6 46.6 12.6 40.7 38.2 Transportation – Marine 45.8 46.0 126.6 119.6 Other 22.73 32.26 70.2 76.6 Total operating revenues 2.205.3 4.205.7 5.576.1 11.194.7 Costs and expenses: 1.993.1 3.989.5 4.931.9 10.571.8 Operating fuel and power 17.1 25.9 54.7 76.4 General and administrative costs 15.1 10.8 40.9 30.6 Depreciation and anomization 35.7 32.1 105.5 92.2 Taxes – other than income taxes 2.47.4 4.14.58 5.466.6 10.992.0 Operating income (32.1) 59.9 109.5 202.7 Interest expense (41.0) 48.1 50.1 161.3 Provision for income taxes (11.0) (11.0) (2.8) (2.9) Net income (Loss) Allocated to: 11.0 (2.8) 47.3 151.89 Ini			42.6		42.2		119.6		123.6	
Transportation – Marine 44.6 12.6 40.7 38.2 Transportation – Marine 45.8 46.0 12.6 113.6 Gathering – Natural Gas 12.6 14.6 40.6 42.8 Other 22.05.3 42.06.7 5.576.1 11.194.7 Costs and expenses: - - - 76.6 Purchases of petroleum products 1.993.1 3.989.5 4.931.9 10.571.8 Operating fiel and power 17.1 25.9 54.7 76.4 General and administrative costs 15.1 10.8 40.9 30.6 Depreciation and amorization 35.7 32.1 105.5 92.2 Taxes – other than income taxes 4.4 6.7 18.4 19.8 Total costs and expenses (2.1) 5.9 10.95 202.7 Interest expense (2.30) 0.9.3 107.5 202.7 Interest expense (2.1) 5.9 109.5 202.7 Interest expense (2.1) 1.0.4 1.2.8 10.92.1 Guity in emings of unconsolidated affiliates 2.			16.6		16.3				68.6	
Transportation – Natrine 45.8 46.0 126.4 14.06 Gathering – Natural Gas 12.6 14.6 40.06 42.8 Other 27.3 32.6 70.2 76.6 Total operating revenues 2.205.3 4.206.7 5.57.6.1 11.194.7 Outchases of pertoleum products 1.993.1 3.989.5 4.931.9 10.571.8 Operating fuel and power 17.1 25.9 54.7 76.4 General and administrative casts 15.1 10.8 40.9 30.6 Deperting fuel and power 17.1 25.9 54.7 76.4 General and administrative casts 4.4 6.7 18.4 19.8 Total costs and expenses 2.237.4 4.145.8 5.466.6 10.992.0 Operating income (32.1) 5.9 100.5 202.7 Interest expense (21.0) 44.145.8 5.466.6 10.992.0 Quipt in earnings of unconsolidated affiliates 23.9 22.1 3.6 3.2 Interest expense (11.0) 44.1 12.8 16.13 Provision			15.9		15.8		53.0			
Gathering – Natural Gas 12.6 14.6 40.6 42.8 Other 27.3 32.6 70.2 76.6 Total operating revenues 2.205.3 4.205.7 5.576.1 11.194.7 Purchases of petroleum products 1.993.1 3.989.5 4.931.9 10.571.8 Operating revenues 17.1 25.9 54.7 76.4 General and administrative costs 15.1 10.8 40.9 30.6 Depreciation and amortization 35.7 32.1 105.5 92.2 Taxes – other than income taxes 4.4 6.7 18.4 19.8 Total costs and expenses 2.237.4 4.145.8 5.466.6 10.992.0 Operating income (33.0) (34.3) (97.4) (105.9) Equity in earnings of unconsolidated affiliates 2.39 22.1 36.8 66.2 Other, et 0.2 0.4 1.2 1.8 1.6 1.6 Income (loss) Allocated to: (1.1) (1.1) (2.8) (2.9) Net income (
Other 27.3 32.6 70.2 76.6 Total operating revenues 2,205.3 4,205.7 5,576.1 11,194.7 Costs and expenses: 1.993.1 3,999.5 4,931.9 10,571.8 Purchases of petroleum products 1.993.1 3,999.5 4,931.9 10,571.8 Operating fuel and power 17.1 25.9 54.7 76.4 General and administrative costs 15.1 10.8 40.9 30.6 Depreciation and amoritzation 35.7 32.1 105.5 20.2 Taxes - other than income taxes 4.4 6.7 18.4 19.8 Total corts and expenses 2,237.4 4,145.8 5,4666.6 10.992.0 Operating income (32.1) 53.9 22.1 36.8 63.2 Other, net 0.2 0.4 1.2 1.8 1.01 161.8 Provision for income taxes (1.1) (1.1) (2.8) 47.0 \$ 47.3 \$ 158.9 Net income (loss) Allocated to:										
Total operating revenues 2,205.3 4.205.7 5,576.1 11,194.7 Costs and expenses:	5									
Costs and expenses: 1.993.1 3,989.5 4,931.9 10.571.8 Purchases of petroleum products 1.72.0 80.8 315.2 201.2 Operating fuel and power 17.1 25.9 54.7 76.4 General and administrative costs 15.1 10.8 40.9 30.6 Depreciation and administrative costs 15.1 10.8 40.9 30.6 Depreciation and amortization 35.7 32.1 105.5 92.2 Taxes - other than income taxes 2.237.4 4,145.8 5466.6 10.992.0 Operating income (32.1) 59.9 109.5 202.7 Interest expense 2.3.9 22.1 36.8 63.2 Other, net 0.2 0.4 1.2 1.8 Income (loss) before provision for income taxes (1.1) (1.1) (2.8) (2.9) Net income (loss) Allocated to: 1.11 1.11 1.12 8 156.9 Limited Partners \$ (35.0) \$ 39.0 \$ 39.3 \$ 12.1	Other									
Purchases of petroleum products 1,93,1 3,989,5 4,931,9 10,571,8 Operating expenses 172,0 80,8 315,2 201,2 Operating fuel and power 17,1 25,9 54,7 76,4 General and administrative costs 15,1 10,8 40,9 30,6 Depreciation and amorization 35,7 32,1 105,5 52,2 Taxes - other than income taxes 4,4 6,7 18,4 19,8 Total costs and expenses 2,237,4 4,145,8 5,466,6 10,992,0 Operating income (32,1) 59,9 109,5 202,7 Interest expense (33,0) (34,3) (97,4) (105,9) Equity in earnings of unconsolidated affiliates 2,3 2,2.1 36,8 63,20 Oher, net 0.2 0.4 1,2 1.8 Income (loss) before provision for income taxes (1,1) (1,1) (2,9) Net income (Loss) Allocated to: 1 1 1,1 (2,8) Limited Partners <t< td=""><td>· ·</td><td></td><td>2,205.3</td><td></td><td>4,205.7</td><td>_</td><td>5,576.1</td><td></td><td>11,194.7</td></t<>	· ·		2,205.3		4,205.7	_	5,576.1		11,194.7	
Operating expenses 172.0 80.8 315.2 201.2 Operating fiel and power 17.1 25.9 54.7 76.4 General and administrative costs 15.1 10.8 40.9 30.6 Depreciation and amortization 35.7 32.1 105.5 92.2 Taxes - other than income taxes 4.4 6.7 18.4 19.8 Total costs and expenses 2,237.4 4,145.8 5,466.6 10.992.0 Operating income (33.0) (34.3) (97.4) (105.9) Equity in earnings of unconsolidated affiliates 23.9 22.1 36.8 63.2 Other, net										
Operating fuel and power 17.1 25.9 54.7 76.4 General and administrative costs 15.1 10.8 40.9 30.6 Depreciation and amorization 35.7 32.1 105.5 92.2 Taxes - other than income taxes 4.4 6.7 18.4 19.8 Total costs and expenses 2.237.4 4.145.8 5.466.6 10.992.0 Operating income (32.1) 59.9 100.5 202.7 Interest expense (33.0) (34.3) (97.4) (105.9) Equity in earnings of unconsolidated affiliates 23.9 22.1 36.8 63.2 Other, net 0.2 0.4 1.2 1.8 Income (loss) before provision for income taxes (41.0) 48.1 50.1 161.8 Provision for income taxes (1.1) (1.1) (2.8) (2.9) Net income (Loss) Allocated to: 11.1 (1.1) (2.8) Limited Partner (7.1) 8.0 8.0 26.8 158.9 Total Net Income (Loss) Allocated to: <td></td> <td></td> <td>1,993.1</td> <td></td> <td>3,989.5</td> <td></td> <td>4,931.9</td> <td></td> <td>10,571.8</td>			1,993.1		3,989.5		4,931.9		10,571.8	
General and administrative costs 15.1 10.8 40.9 30.6 Depreciation and amortization 35.7 32.1 105.5 92.2 Taxes – other than income taxes 4.4 6.7 18.4 119.8 Total costs and expenses 2.237.4 4.145.8 5.466.6 10.992.0 Operating income (32.1) 59.9 109.5 202.7 Interest expense (33.0) (34.3) (97.4) (105.9) Equity in earnings of unconsolidated affiliates 23.9 22.1 36.8 63.2 Other, net .0.2 0.4 1.2 1.8 Income (loss) before provision for income taxes (1.1) (1.1) (2.8) (2.9) Net income (loss) Allocated to:										
Depreciation and amortization 35.7 32.1 105.5 92.2 Taxes - other than income taxes 4.4 6.7 18.4 19.8 Total costs and expenses 2.237.4 4.145.8 55.466.6 10.992.0 Operating income (32.1) 59.9 109.5 202.7 Interest expense (33.0) (34.3) (97.4) (105.9) Equity in earnings of unconsolidated affiliates 23.9 22.1 36.8 63.2 Other, net 0.2 0.4 1.2 1.8 Income (loss) before provision for income taxes (1.1) (1.1) (2.8) (2.9) Net income (loss) S (42.1) S 47.0 S 47.3 S 158.9 Net income (Loss) Allocated to: 5 39.0 S 39.3 S 132.1 General Partner (7.1) 8.00 8.60 26.8 26.8 26.8 Total Net Income (Loss) Allocated \$ (42.1) \$ 47.3 \$										
Taxes - other than income taxes 4.4 6.7 18.4 19.8 Total costs and expenses 2.237.4 4.145.8 5.466.6 10.992.0 Operating income 63.0 (34.3) (97.4) (105.9) Equity in earnings of unconsolidated affiliates 2.3.9 22.1 36.8 63.2 Other, net 0.2 0.4 1.2 1.8 Income (loss) before provision for income taxes (11.1) (1.1) (2.8) (2.9) Net income (loss) \$ (42.1) \$ 47.0 \$ 47.3 \$ 158.9 Net income (loss) Allocated to:										
Total costs and expenses 2,237,4 4,145.8 5,466.6 10,992,0 Operating income (32.1) 59.9 109.5 202.7 Interest expense (33.0) (34.3) (97.4) (105.9) Equity in earnings of unconsolidated affiliates 2.3 22.1 36.8 63.2 Other, net 0.2 0.4 1.2 1.8 Income (loss) before provision for income taxes (1.1) (1.1) (2.9) (2.9) Net income (loss) \$ (42.1) \$ 47.3 \$ 158.9 Net Income (Loss) Allocated to:	-									
Operating income (32.1) 59.9 109.5 202.7 Interest expense (33.0) (34.3) (97.4) (105.9) Equity in earnings of unconsolidated affiliates 23.9 22.1 36.8 63.2 Other, net 0.2 0.4 1.2 1.8 Income (loss) before provision for income taxes (1.1) (1.1) (2.8) (2.9) Net income (loss) \$ (42.1) \$ 47.3 \$ 158.9 Net Income (Loss) Allocated to: 1 (1.1) 8.0 26.8 26.8 Income (Loss) Allocated to: 5 (42.1) \$ 47.0 \$ 47.3 \$ 158.9 Basic and Diluted Net Income (Loss) Allocated \$ (42.1) \$ 47.0 \$ 47.3 \$ 158.9 Weighted Average Number of Limited Partner Unit \$ (0.33) \$ 0.40 \$ 0.37 \$ 1.39 Weighted Average Number of Limited Partner Units 104.9 97.3 104.8 95.1	Taxes – other than income taxes									
Interest expense (33.0) (34.3) (97.4) (105.9) Equity in earnings of unconsolidated affiliates 23.9 22.1 36.8 63.2 Other, net 0.2 0.4 1.2 1.8 Income (loss) before provision for income taxes (1.1) (1.1) (2.8) (2.9) Net income (loss) \$ (42.1) \$ 47.0 \$ 47.3 \$ 158.9 Net income (loss) Allocated to:	Total costs and expenses		2,237.4		4,145.8		5,466.6		10,992.0	
Equity in earnings of unconsolidated affiliates23.922.136.863.2Other, net0.20.41.21.8Income (loss) before provision for income taxes(11.0)(1.1)(2.8)(2.9)Net income (loss)\$(42.1)\$47.3\$158.9Net income (loss) Allocated to: $$(35.0)$ \$39.0\$39.3\$132.1General Partner(7.1)8.08.026.826.8Total Net Income (Loss) Allocated\$(42.1)\$47.0\$47.3\$158.9Basic and Diluted Net Income (Loss) Per Limited Partner Unit\$(0.33)\$0.40\$0.37\$1.39Weighted Average Number of Limited Partner Units104.997.3104.895.1Adjusted EBITDA\$(42.1)\$47.0\$47.3\$158.9Provision for income taxes1.11.12.82.92.92.12.12.12.1Net income (loss)\$(42.1)\$47.0\$47.3\$158.93158.9Provision for income taxes1.11.12.82.92.92.12.12.12.12.12.12.12.12.1105.92.92.1105.92.92.1105.92.92.1105.92.92.1105.92.92.1105.92.21.01.01.33.73.8158.9 <td>Operating income</td> <td></td> <td>(32.1)</td> <td></td> <td>59.9</td> <td></td> <td>109.5</td> <td></td> <td>202.7</td>	Operating income		(32.1)		59.9		109.5		202.7	
Equity in earnings of unconsolidated affiliates23.922.136.863.2Other, net0.20.41.21.8Income (loss) before provision for income taxes(11.0)(1.1)(2.8)(2.9)Net income (loss)\$(42.1)\$47.3\$158.9Net income (loss) Allocated to: $$(35.0)$ \$39.0\$39.3\$132.1General Partner(7.1)8.08.026.826.8Total Net Income (Loss) Allocated\$(42.1)\$47.0\$47.3\$158.9Basic and Diluted Net Income (Loss) Per Limited Partner Unit\$(0.33)\$0.40\$0.37\$1.39Weighted Average Number of Limited Partner Units104.997.3104.895.1Adjusted EBITDA\$(42.1)\$47.0\$47.3\$158.9Provision for income taxes1.11.12.82.92.92.12.12.12.1Net income (loss)\$(42.1)\$47.0\$47.3\$158.93158.9Provision for income taxes1.11.12.82.92.92.12.12.12.12.12.12.12.12.1105.92.92.1105.92.92.1105.92.92.1105.92.92.1105.92.92.1105.92.21.01.01.33.73.8158.9 <td>Interest expense</td> <td></td> <td>(33.0)</td> <td></td> <td>(34.3)</td> <td></td> <td>(97.4)</td> <td></td> <td>(105.9)</td>	Interest expense		(33.0)		(34.3)		(97.4)		(105.9)	
Other, net 0.2 0.4 1.2 1.8 Income (loss) before provision for income taxes (41.0) 48.1 50.1 161.8 Provision for income taxes (1.1) (1.1) (2.8) (2.9) Net income (loss) \$ (42.1) \$ 47.3 \$ 158.9 Initiated Partners \$ (35.0) \$ 39.0 \$ 39.3 \$ 132.1 General Partner (7.1) 8.0 8.0 26.8 Total Net Income (Loss) Allocated to: \$ (42.1) \$ 47.3 \$ 158.9 Basic and Diluted Net Income (Loss) Per Limited Partner Unit \$ (0.33) \$ 0.40 \$ 0.37 \$ 1.39 Weighted Average Number of Limited Partner Units 104.9 97.3 104.8 95.1 Adjusted EBITDA - - 24.6 - - Net income (loss) \$ (42.1) \$ 47.0 \$ 47.3 \$ 158.9 Provision for income taxes 1.1 1.1 2.8 2.9 Noncash impairment charge 22.3 - 24.6 - Interest expense										
Provision for income taxes(1.1)(1.1)(2.8)(2.9)Net income (loss) $$$ (42.1) $$$ 47.3 $$$ 158.9Net Income (Loss) Allocated to: $$$ (35.0) $$$ 39.0 $$$ 39.3 $$$ 132.1General Partner(7.1)8.08.026.8Total Net Income (Loss) Allocated $$$ (42.1) $$$ 47.3 $$$ 158.9Basic and Diluted Net Income (Loss) Per Limited Partner Unit $$$ (0.33) $$$ 0.40 $$$ 0.37 $$$ 1.39Weighted Average Number of Limited Partner Units104.997.3104.895.1Adjusted EBITDA104.997.3104.82.9Noncash impairment charge22.324.6Interest expense33.034.397.4105.9Depreciation and amortization (D&A)35.732.1105.592.2Loss on forfeiture of investment in joint ventures1.01.33.73.8TEPPCO's pro-rate precentage of joint venture14.513.343.038.6			0.2		0.4		1.2		1.8	
Provision for income taxes(1.1)(1.1)(2.8)(2.9)Net income (loss) $$$ (42.1) $$$ 47.3 $$$ 158.9Net Income (Loss) Allocated to: $$$ (35.0) $$$ 39.0 $$$ 39.3 $$$ 132.1General Partner(7.1)8.08.026.8Total Net Income (Loss) Allocated $$$ (42.1) $$$ 47.3 $$$ 158.9Basic and Diluted Net Income (Loss) Per Limited Partner Unit $$$ (0.33) $$$ 0.40 $$$ 0.37 $$$ 1.39Weighted Average Number of Limited Partner Units104.997.3104.895.1Adjusted EBITDA104.997.3104.82.9Noncash impairment charge22.324.6Interest expense33.034.397.4105.9Depreciation and amortization (D&A)35.732.1105.592.2Loss on forfeiture of investment in joint ventures1.01.33.73.8TEPPCO's pro-rate precentage of joint venture14.513.343.038.6	Income (loss) before provision for income taxes		(41.0)		48.1	-	50.1	-	161.8	
Net income (loss) \$ 47.0 \$ 47.3 \$ 158.9 Net Income (Loss) Allocated to: Limited Partners \$ (35.0) \$ 39.0 \$ 39.3 \$ 132.1 General Partner (7.1) 8.0 8.0 26.8 Total Net Income (Loss) Allocated \$ (42.1) \$ 47.0 \$ 47.3 \$ 158.9 Basic and Diluted Net Income (Loss) Per Limited Partner Unit \$ (0.33) \$ 0.40 \$ 0.37 \$ 1.39 Weighted Average Number of Limited Partner Units 104.9 97.3 104.8 95.1 Adjusted EBITDA 104.9 97.3 104.8 2.9 Net income (loss) \$ (42.1) \$ 47.0 \$ 47.3 \$ 158.9 Provision for income taxes 1.1 1.1 2.8 2.9 2.3 - 24.6 - Interest expense 33.0 34.3 97.4 105.9 92.2 1.05.5 92.2 Loss on forfeiture of investment in Texas Offshore Port System - - -					(1.1)		(2.8)		(2.9)	
Net Income (Loss) Allocated to: Limited Partners\$ (35.0)\$ 39.0\$ 39.3\$ 132.1General Partner(7.1)8.08.026.8Total Net Income (Loss) Allocated\$ (42.1)\$ 47.0\$ 47.3\$ 158.9Basic and Diluted Net Income (Loss) Per Limited Partner Unit\$ (0.33)\$ 0.40\$ 0.37\$ 1.39Weighted Average Number of Limited Partner Units104.997.3104.895.1Adjusted EBITDA\$ (42.1)\$ 47.0\$ 47.3\$ 158.9Net income (loss)\$ (42.1)\$ 47.0\$ 47.3\$ 158.9Provision for income taxes1.11.12.82.9Noncash impairment charge22.324.6Interest expense33.034.397.4105.9Depreciation and amortization (D&A)35.732.1105.592.2Loss on for feiture of investment in joint ventures1.01.33.73.8TEPPCO's pro-rata percentage of joint venture14.513.343.038.6	Net income (loss)	\$		\$		\$		\$		
Limited Partners \$ (35.0) \$ 39.0 \$ 39.3 \$ 132.1 General Partner (7.1) 8.0 8.0 26.8 Total Net Income (Loss) Allocated \$ (42.1) \$ 47.0 \$ 47.3 \$ 158.9 Basic and Diluted Net Income (Loss) Per Limited Partner Unit \$ (0.33) \$ 0.40 \$ 0.37 \$ 1.39 Weighted Average Number of Limited Partner Units 104.9 97.3 104.8 95.1 Adjusted EBITDA				<u> </u>		<u> </u>		<u> </u>		
Limited Partners \$ (35.0) \$ 39.0 \$ 39.3 \$ 132.1 General Partner (7.1) 8.0 8.0 26.8 Total Net Income (Loss) Allocated \$ (42.1) \$ 47.0 \$ 47.3 \$ 158.9 Basic and Diluted Net Income (Loss) Per Limited Partner Unit \$ (0.33) \$ 0.40 \$ 0.37 \$ 1.39 Weighted Average Number of Limited Partner Units 104.9 97.3 104.8 95.1 Adjusted EBITDA	Net Income (Loss) Allocated to:									
General Partner(7.1)8.08.026.8Total Net Income (Loss) Allocated\$(42.1)\$47.3\$158.9Basic and Diluted Net Income (Loss) Per Limited Partner Unit\$(0.33)\$0.40\$0.37\$1.39Weighted Average Number of Limited Partner Units104.997.3104.895.1Adjusted EBITDA104.997.3104.895.1Net income (loss)\$(42.1)\$47.0\$47.3\$Provision for income taxes1.11.12.82.9Noncash impairment charge22.324.6Interest expense33.034.397.4105.9Depreciation and amortization (D&A)35.732.1105.592.2Loss on forfeiture of investment in Texas Offshore Port System34.2Amortization of excess investment in joint ventures1.01.33.73.8TEPPCO's pro-rata percentage of joint venture14.513.343.038.6		\$	(35.0)	\$	39.0	\$	39.3	\$	132.1	
Total Net Income (Loss) Allocated\$(42.1)\$47.0\$47.3\$158.9Basic and Diluted Net Income (Loss) Per Limited Partner Unit\$(0.33)\$0.40\$0.37\$1.39Weighted Average Number of Limited Partner Units104.997.3104.895.1Adjusted EBITDA104.997.3104.895.1Net income (loss)\$(42.1)\$47.0\$47.3\$Provision for income taxes1.11.12.82.9Noncash impairment charge22.324.6Interest expense33.034.397.4105.9Depreciation and amortization (D&A)35.732.1105.592.2Loss on forfeiture of investment in Texas Offshore Port System34.2Amortization of excess investment in joint ventures1.01.33.73.8TEPPCO's pro-rata percentage of joint venture14.513.343.038.6		Ŷ		Ŧ		Ŷ		Ŷ		
Basic and Diluted Net Income (Loss) Per Limited Partner Unit\$ (0.33)\$ 0.40\$ 0.37\$ 1.39Weighted Average Number of Limited Partner Units104.997.3104.895.1Adjusted EBITDA104.997.3104.895.1Net income (loss)\$ (42.1)\$ 47.0\$ 47.3\$ 158.9Provision for income taxes1.11.12.82.9Noncash impairment charge22.324.6Interest expense33.034.397.4105.9Depreciation and amortization (D&A)35.732.1105.592.2Loss on forfeiture of investment in Texas Offshore Port System34.2Amortization of excess investment in joint ventures1.01.33.73.83.8TEPPCO's pro-rata percentage of joint venture14.513.343.038.6		\$		\$		\$		\$		
Weighted Average Number of Limited Partner Units104.997.3104.895.1Adjusted EBITDA Net income (loss)\$ (42.1) \$ 47.0 \$ 47.3 \$ 158.9Provision for income taxes1.11.12.82.9Noncash impairment charge22.324.6Interest expense33.034.397.4105.9Depreciation and amortization (D&A)35.732.1105.592.2Loss on forfeiture of investment in Texas Offshore Port System34.2Amortization of excess investment in joint ventures1.01.33.73.8TEPPCO's pro-rata percentage of joint venture14.513.343.038.6	Total Net Income (Loss) Anocaleu	Ψ	(42.1)	Ψ	47.0	Ψ	47.5	Ψ	150.5	
Weighted Average Number of Limited Partner Units104.997.3104.895.1Adjusted EBITDA Net income (loss)\$ (42.1) \$ 47.0 \$ 47.3 \$ 158.9Provision for income taxes1.11.12.82.9Noncash impairment charge22.324.6Interest expense33.034.397.4105.9Depreciation and amortization (D&A)35.732.1105.592.2Loss on forfeiture of investment in Texas Offshore Port System34.2Amortization of excess investment in joint ventures1.01.33.73.8TEPPCO's pro-rata percentage of joint venture14.513.343.038.6	Basic and Diluted Net Income (Loss) Der Limited Dartner Unit	¢	(0.33)	¢	0.40	¢	0.37	¢	1 30	
Adjusted EBITDANet income (loss)\$ (42.1) \$ 47.0 \$ 47.3 \$ 158.9Provision for income taxes1.11.12.82.9Noncash impairment charge22.324.6Interest expense33.034.397.4105.9Depreciation and amortization (D&A)35.732.1105.592.2Loss on forfeiture of investment in Texas Offshore Port System34.2Amortization of excess investment in joint ventures1.01.33.73.8TEPPCO's pro-rata percentage of joint venture14.513.343.038.6	Dasic and Difuted Net Income (Loss) Fer Limited Father Onit	ۍ 	(0.33)	φ	0.40	φ	0.37	φ	1.55	
Adjusted EBITDANet income (loss)\$ (42.1) \$ 47.0 \$ 47.3 \$ 158.9Provision for income taxes1.11.12.82.9Noncash impairment charge22.324.6Interest expense33.034.397.4105.9Depreciation and amortization (D&A)35.732.1105.592.2Loss on forfeiture of investment in Texas Offshore Port System34.2Amortization of excess investment in joint ventures1.01.33.73.8TEPPCO's pro-rata percentage of joint venture14.513.343.038.6	Minishtad Accuracy Number of Linetad Danta on Lineta		104.0		07.2		104.0		05.1	
Net income (loss) \$ (42.1) \$ 47.0 \$ 47.3 \$ 158.9 Provision for income taxes 1.1 1.1 2.8 2.9 Noncash impairment charge 22.3 24.6 Interest expense 33.0 34.3 97.4 105.9 Depreciation and amortization (D&A) 35.7 32.1 105.5 92.2 Loss on forfeiture of investment in Texas Offshore Port System 34.2 Amortization of excess investment in joint ventures 1.0 1.3 3.7 3.8 TEPPCO's pro-rata percentage of joint venture 14.5 13.3 43.0 38.6	weighted Average Number of Limited Partner Units		104.9		97.3	_	104.8		95.1	
Net income (loss) \$ (42.1) \$ 47.0 \$ 47.3 \$ 158.9 Provision for income taxes 1.1 1.1 2.8 2.9 Noncash impairment charge 22.3 24.6 Interest expense 33.0 34.3 97.4 105.9 Depreciation and amortization (D&A) 35.7 32.1 105.5 92.2 Loss on forfeiture of investment in Texas Offshore Port System 34.2 Amortization of excess investment in joint ventures 1.0 1.3 3.7 3.8 TEPPCO's pro-rata percentage of joint venture 14.5 13.3 43.0 38.6										
Provision for income taxes1.11.12.82.9Noncash impairment charge22.324.6Interest expense33.034.397.4105.9Depreciation and amortization (D&A)35.732.1105.592.2Loss on forfeiture of investment in Texas Offshore Port System34.2Amortization of excess investment in joint ventures1.01.33.73.8TEPPCO's pro-rata percentage of joint venture14.513.343.038.6				<u>,</u>				<i>*</i>		
Noncash impairment charge22.324.6Interest expense33.034.397.4105.9Depreciation and amortization (D&A)35.732.1105.592.2Loss on forfeiture of investment in Texas Offshore Port System34.2Amortization of excess investment in joint ventures1.01.33.73.8TEPPCO's pro-rata percentage of joint venture14.513.343.038.6		\$		\$		\$		\$		
Interest expense33.034.397.4105.9Depreciation and amortization (D&A)35.732.1105.592.2Loss on forfeiture of investment in Texas Offshore Port System34.2Amortization of excess investment in joint ventures1.01.33.73.8TEPPCO's pro-rata percentage of joint venture14.513.343.038.6									2.9	
Depreciation and amortization (D&A)35.732.1105.592.2Loss on forfeiture of investment in Texas Offshore Port System34.2Amortization of excess investment in joint ventures1.01.33.73.8TEPPCO's pro-rata percentage of joint ventureinterest expense, D&A and impairment14.513.343.038.6										
Loss on forfeiture of investment in Texas Offshore Port System34.2Amortization of excess investment in joint ventures1.01.33.73.8TEPPCO's pro-rata percentage of joint venture14.513.343.038.6										
Amortization of excess investment in joint ventures1.01.33.73.8TEPPCO's pro-rata percentage of joint ventureinterest expense, D&A and impairment14.513.343.038.6										
TEPPCO's pro-rata percentage of joint venture interest expense, D&A and impairment14.513.343.038.6										
interest expense, D&A and impairment 14.5 13.3 43.0 38.6			1.0		1.3		3./		3.8	
			14 5		10.0		40.0		20 C	
Aujusieu EDITDA <u>\$ 65.5</u> \$ 129.1 \$ 358.5 \$ 402.3		¢		¢		¢		¢		
	Aujusieu LDIIDA	Э	6.50	Ф	129.1	Э	308.5	Φ	402.3	

Exhibit A

TEPPCO Partners, L.P. Business Segment Data – UNAUDITED Three Months Ended September 30, 2009

Amortization of excess investment in joint

TEPPCO's pro-rata percentage of joint venture interest expense , D&A, and

ventures

impairment

Adjusted JV EBITDA

(\$ in millions)

	Dow	nstream	N	Aidstream		Upstream		Marine Services		rsegment ninations	С	onsolidated
Operating revenues	\$	93.8	\$	31.0	\$	2,034.2	\$	46.3	\$		\$	2,205.3
Purchases of petroleum products		15.7				1,977.4						1,993.1
Operating expenses		85.4		7.9		52.8		25.9				172.0
Operating fuel and power		6.4		3.0		1.6		6.1				17.1
General and administrative		6.6		4.2		3.3		1.0				15.1
Depreciation and amortization (D&A)		12.1		9.4		7.2		7.0				35.7
Taxes – other than income taxes		0.9		0.7		1.8		1.0				4.4
Operating income (loss)		(33.3)		5.8		(9.9)		5.3				(32.1)
Equity in earnings (losses) of												
unconsolidated affiliates		(2.7)		25.4		1.2						23.9
Other, net		0.1				0.1						0.2
Income (loss) before interest		(35.9)		31.2		(8.6)		5.3				(8.0)
Depreciation and amortization		12.1		9.4		7.2		7.0				35.7
Noncash impairment charge		20.2						2.1				22.3
Amortization of excess investment in joint												
ventures		0.8		0.1		0.1						1.0
TEPPCO's pro-rata percentage of joint												
venture interest expense, D&A and												
impairment		2.5		9.1	_	2.9						14.5
Adjusted EBITDA	\$	(0.3)	\$	49.8	\$	1.6	\$	14.4	\$		\$	65.5
Provision for income taxes												(1.1)
Noncash impairment charge												(22.3)
Depreciation and amortization												(35.7)
Interest expense												(33.0)
Amortization of excess investment in joint												
ventures												(1.0)
TEPPCO's pro-rata percentage of joint												
venture interest expense, D&A and												
impairment												(14.5)
Net income (loss)											\$	(42.1)
Reconciliation of Equity in earnings (losses	<u>s) of unc</u>	<u>consolidated</u>	<u>l affi</u>	<u>liates to Adjus</u>	sted	JV EBITDA:						
Equity in earnings (losses) of	¢		¢		<i>~</i>		ć		¢		¢	
unconsolidated affiliates	\$	(2.7)	\$	25.4	\$	1.2	\$		\$		\$	23.9

0.1

9.1

34.6

\$

0.1

2.9

4.2

\$

\$

0.8

2.5

0.6

\$

\$

Exhibit B

1.0

14.5 39.4

TEPPCO Partners, L.P. Business Segment Data – UNAUDITED Three Months Ended September 30, 2008 (\$ in millions)

	Dow	nstream	M	idstream		Upstream		Marine Services	tersegment iminations	Co	onsolidated
Operating revenues	\$	97.1	\$	30.3	\$	4,032.4	\$	46.0	\$ (0.1)	\$	4,205.7
Purchases of petroleum products		12.9				3,976.8			(0.2)		3,989.5
Operating expenses		38.2		6.7		17.7		18.2			80.8
Operating fuel and power		8.8		4.8		2.1		10.2			25.9
General and administrative		4.2		2.2		2.1		2.3			10.8
Depreciation and amortization (D&A)		10.7		10.0		5.1		6.3			32.1
Taxes – other than income taxes		3.5		0.8		1.7		0.7	 		6.7
Operating income		18.8		5.8		26.9		8.3	0.1		59.9
Equity in earnings (losses) of											
unconsolidated affiliates		(2.3)		21.8		2.7			(0.1)		22.1
Other, net		0.2		0.1		0.1					0.4
Income before interest		16.7		27.7		29.7		8.3			82.4
Depreciation and amortization		10.7		10.0	-	5.1	-	63			32.1
Amortization of excess investment in joint											
ventures		1.1				0.2					1.3
TEPPCO's pro-rata percentage of joint											
venture interest expense and D&A		2.5		9.0		1.8					13.3
Adjusted EBITDA	\$	31.0	\$	46.7	\$	36.8	\$	14.6	\$ 	\$	129.1
Provision for income taxes											(1.1)
Depreciation and amortization											(32.1)
Interest expense											(34.3)
Amortization of excess investment in joint											
ventures											(1.3)
TEPPCO's pro-rata percentage of joint											
venture interest expense and D&A											(13.3)
Net income										\$	47.0
Reconciliation of Equity in earnings (losses) of un	consolidated	l affili	iates to Adius	ted	IV EBITDA•					
<u>Inconclusion of Equity in currings (103505</u>	<u>, </u>	consonaalee		<u>uco to 110juo</u>	uu						
Equity in earnings (losses) of											
unconsolidated affiliates	\$	(2.3)	\$	21.8	\$	2.7	\$		\$ (0.1)	\$	22.1

unconsolidated affiliates	\$ (2.3)	\$ 21.8	\$ 2.7	\$ 	\$ (0.	1)	\$ 22.1	
Amortization of excess investment in joint								
ventures	1.1		0.2				1.3	
TEPPCO's pro-rata percentage of joint								
venture interest expense and D&A	2.5	 9.0	 1.8	 			 13.3	
Adjusted JV EBITDA	\$ 1.3	\$ 30.8	\$ 4.7	\$ 	\$ (0.	1)	\$ 36.7	

TEPPCO Partners, L.P. Business Segment Data – UNAUDITED Nine Months Ended September 30, 2009

(\$ in millions)

	Dow	nstream	N	lidstream	Upstream	 Marine Services	Intersegment Eliminations	Consolidated
Operating revenues	\$	276.2	\$	91.1	\$ 5,082.0	\$ 126.9	\$ (0.1)	\$ 5,576.1
Purchases of petroleum Products		34.9			4,898.2		(1.2)	4,931.9
Operating expenses		141.0		24.9	84.0	65.3		315.2
Operating fuel and power		24.4		8.7	5.5	16.1		54.7
General and administrative		16.6		12.0	8.4	3.9		40.9
Depreciation and amortization (D&A)		36.9		29.2	19.5	19.9		105.5
Taxes – other than income taxes		7.8		2.2	 5.5	 2.9		18.4
Operating income		14.6		14.1	60.9	18.8	1.1	109.5
Equity in earnings (losses) of								
unconsolidated affiliates		(10.1)		74.8	(26.8)		(1.1)	36.8
Other, net		0.6			0.6			1.2
Income before interest		5.1		88.9	34.7	18.8		147.5
Depreciation and amortization		36.9		29.2	19.5	 19.9		105.5
Noncash impairment charge		22.5				2.1		24.6
Loss on forfeiture of investment in Texas								
Offshore Port System (TOPS)					34.2			34.2
Amortization of excess investment in joint								
ventures		2.9		0.3	0.5			3.7
TEPPCO's pro-rata percentage of joint								
venture interest expense, D&A and								
impairment		7.6		28.9	 6.5	 		43.0
Adjusted EBITDA	\$	75.0	\$	147.3	\$ 95.4	\$ 40.8	\$	\$ 358.5
Provision for income taxes								(2.8)
Noncash impairment charge								(24.6)
Depreciation and amortization								(105.5)
Interest expense								(97.4)
Loss on forfeiture of investment in TOPS								(34.2)
Amortization of excess investment in joint								
ventures								(3.7)
TEPPCO's pro-rata percentage of joint								
venture interest expense, D&A and								
impairment								(43.0)
Net income								\$ 47.3

Reconciliation of Equity in earnings (losses) of unconsolidated affiliates to Adjusted JV EBITDA:

Equity in earnings (losses) of						
unconsolidated affiliates	\$ (10.1)	\$ 74.8	\$ (26.8)	\$ 	\$ (1.1)	\$ 36.8
Loss on forfeiture of investment in TOPS			34.2			34.2
Amortization of excess investment in joint						
ventures	2.9	0.3	0.5			3.7
TEPPCO's pro-rata percentage of joint						
venture interest expense D&A and						
impairment	7.6	28.9	6.5			43.0
Adjusted JV EBITDA	\$ 0.4	\$ 104.0	\$ 14.4	\$ 	\$ (1.1)	\$ 117.7

TEPPCO Partners, L.P. Business Segment Data – UNAUDITED Nine Months Ended September 30, 2008

(\$ in millions)

ventures

Adjusted JV EBITDA

TEPPCO's pro-rata percentage of joint venture interest expense and D&A

	Dow	nstream	M	lidstream		Upstream	 Marine Services		ersegment minations	С	onsolidated
Operating revenues	\$	271.2	\$	91.0	\$	10,713.0	\$ 119.6	\$	(0.1)	\$	11,194.7
Purchases of petroleum products		21.1				10,554.9			(4.2)		10,571.8
Operating expenses		95.6		16.1		43.7	45.8				201.2
Operating fuel and power		29.8		13.0		5.7	27.9				76.4
General and administrative		12.4		7.5		6.6	4.1				30.6
Depreciation and amortization (D&A)		31.5		29.6		14.8	16.3				92.2
Taxes – other than income taxes		10.2		2.3		5.4	 1.9				19.8
Operating income		70.6		22.5		81.9	23.6		4.1		202.7
Equity in earnings (losses) of											
unconsolidated affiliates		(10.1)		67.5		9.9			(4.1)		63.2
Other, net		0.7		0.3		0.8	 				1.8
Income before interest		61.2		90.3	_	92.6	 23.6				267.7
Depreciation and amortization		31.5		29.6		14.8	16.3				92.2
Amortization of excess investment in joint											
ventures		3.2		0.1		0.5					3.8
TEPPCO's pro-rata percentage of joint											
venture interest expense and D&A		7.8		25.5		5.3					38.6
Adjusted EBITDA	\$	103.7	\$	145.5	\$	113.2	\$ 39.9	\$		\$	402.3
Provision for income taxes								_			(2.9)
Depreciation and amortization											(92.2)
Interest expense											(105.9)
Amortization of excess investment in joint											
ventures											(3.8)
TEPPCO's pro-rata percentage of joint											
venture interest expense and D&A											(38.6)
Net income										\$	158.9
<u>Reconciliation of Equity in earnings (losses</u>	<u>5) of un</u>	<u>consolidated</u>	<u>d affil</u>	<u>iates to Adjus</u>	ted .	JV EBITDA:					
Equity in earnings (losses) of				-	,						
unconsolidated affiliates	\$	(10.1)	\$	67.5	\$	9.9	\$ 	\$	(4.1)	\$	63.2
Amortization of excess investment in joint		2.2		0.1		0.5					2.0

0.1

25.5

93.1

\$

0.5

5.3

15.7

\$

3.2

7.8

0.9

\$

\$

Exhibit B	
(Continued)	

3.8

38.6

105.6

(4.1) \$

\$

		Nine Mon Septembe		
		2009		2008
Cach Elex is from Operating Activities				
Cash Flows from Operating Activities: Net income	\$	47.3	\$	158.9
Equity in earnings (losses) of unconsolidated affiliates	Ψ	(36.8)	Ψ	(63.2)
Distributions received from unconsolidated affiliates		121.6		119.0
Loss on early extinguishment of debt				8.7
Depreciation, working capital and other		153.9		71.6
Net Cash Provided by Operating Activities		286.0		295.0
Cash Flows from Operating Activities:		(50.0)		
Cash used for business combinations		(50.0)		(351.9)
Cash paid for linefill on assets owned		(0.7)		(11.5)
Cash proceeds from asset sales		1.5		
Acquisition of intangible assets		(1.4)		(0.3)
Investment in Jonah Gas Gathering Company Investment in Texas Offshore Port System		(21.2) 1.7		(94.9)
Investment in Centennial Pipeline Company		(2.5)		
Capital expenditures (1)		(2.5)		(215.1)
Net Cash Used in Investing Activities		(289.8)		(673.7)
		((0.00)
Cash Flows from Operating Activities:				
Borrowings under debt agreements		1,144.9		3,848.9
Repayments of debt		(869.9)		(3,442.7)
Net proceeds from issuance of limited partner units		3.5		271.3
Acquisition of treasury units		(0.1)		
Settlement of interest rate derivative instruments – treasury locks				(52.1)
Debt issuance costs		(0.2)		(9.8)
Distributions paid to partners		(274.4)		(236.8)
Net Cash Provided by Financing Activities		3.8		378.8
Net Change in Cash and Cash Equivalents				0.1
Cash and Cash Equivalents – January 1				
Cash and Cash Equivalents – September 30	\$		\$	0.1
Non-cash investing activities:				
Payable to Enterprise Gas Processing, LLC for spending for Phase V expansion				
of Jonah Gas Gathering Company	\$		\$	1.3
Liabilities for construction work in progress	\$	11.9	\$	8.6
Non-cash financing activities:	-			
Issuance of Units in Cenac acquisition	\$		\$	186.6
Supplemental Information:				
Interest paid (net of capitalized interest)	\$	85.9	\$	81.9

(1) Includes capital expenditures for maintaining existing operations of \$28.7 million in 2009 and \$41.9 million in 2008.

TEPPCO Partners, L.P. Condensed Balance Sheets- UNAUDITED

(\$ in millions)

	Sep	September 30, 2009		December 31, 2008	
Assets					
Current assets					
Cash and cash equivalents	\$		\$		
Other		1,195.7		907.6	
Total current assets		1,195.7		907.6	
Property, plant and equipment – net		2,594.0		2,439.9	
Intangible assets (1)		188.1		207.7	
Investments in unconsolidated affiliates		1,196.2		1,255.9	
Goodwill		105.3		106.6	
Other assets		118.1		132.1	
Total assets	\$	5,397.4	\$	5,049.8	
Liabilities and Partners' Capital					
Total current liabilities	\$	1,165.6	\$	900.0	
Total current liabilities		1,165.6		900.0	
Senior Notes (2)		1,709.7		1,713.3	
Junior Subordinated Notes		299.6		299.6	
Other long-term debt		791.7		516.7	
Other non-current liabilities		55.0		28.7	
Partners' capital					
Accumulated other comprehensive loss		(41.5)		(45.8)	
General partner's interest (3)		(148.9)		(110.3)	
Limited partners' interests		1,566.2		1,747.6	
Total partners' capital		1,375.8		1,591.5	
Total liabilities and partners' capital	\$	5,397.4	\$	5,049.8	

(1) Includes the value of long-term service agreements between TEPPCO and its customers.

(2) Includes \$14.1 and \$18.1 million at September 30, 2009 and December 31, 2008, respectively, related to fair value hedges.

(3) Amount does not represent a future financial commitment by the General Partner to make a contribution to TEPPCO.

TEPPCO Partners, L.P. Operating Data – UNAUDITED

Three Months Ended				Nine Months Ended				
September 30,			September 30,			30,		
	2009		2008		2009		2008	
	38.0		41.2		114.6		121.6	
	6.2		6.7		25.4		26.3	
	44.2		47.9		140.0		147.9	
\$	1 12	\$	1.03	\$	1 04	\$	1.02	
Ψ		Ψ		Ψ		Ψ	2.61	
	2.00		2.15		2.00		2.01	
\$	1.34	\$	1.22	\$	1.37	\$	1.30	
\$		\$				\$	73.1	
							53.1	
							13.1	
							9.9	
\$	52.7	\$	51.7	\$	172.9	\$	149.2	
\$	2.014.2	\$	4.012.7	\$	5.018.1	\$	10,655.6	
•							48.5	
							(10,554.9)	
							149.2	
							8.9	
							(43.7)	
							(5.7)	
							(6.6)	
							(14.8)	
							(5.4)	
\$	(9.9)	\$	26.9	\$	60.9	\$	81.9	
	26.8		26.5		84.5		83.7	
	45.2		48.4		132.4		135.6	
	49.8		41.7		147.4		114.6	
	5.5		6.3		15.9		14.1	
\$	0.797	\$		\$	0.763	\$	0.873	
	0.127		0.114		0.135		0.115	
\$	0.519	\$	0.669	\$	0.543	\$	0.707	
	\$ <u>\$</u> <u>\$</u> <u>\$</u>	Septem 2009 38.0 6.2 44.2 \$ 1.12 2.68 \$ 1.34 \$ 1.34 \$ 2.68 \$ 1.34 \$ 2.68 \$ 1.34 \$ 2.68 \$ 1.34 \$ 2.68 \$ 2.7 6.3 2.8 \$ 52.7 \$ 2,014.2 15.9 (1,977.4) 52.7 4.1 (52.8) (1.6) (3.3) (7.2) (1.8) \$ (9.9) 26.8 45.2 49.8 5.5 \$ 0.797 0.127	September 3 2009 38.0 38.0 6.2 44.2 44.2 44.2 44.2 \$ 1.12 \$ 1.12 \$ 1.34 \$ 2.68 \$ 21.4 \$ 2.68 \$ 2.14 \$ 2.68 \$ 2.14 \$ 2.68 \$ 2.14 \$ 2.22 6.3 2.8 \$ 52.7 \$ 52.7 \$ 2.014.2 \$ 5.9 (1.977.4) - \$ 2.014.2 \$ 2.014.2 \$ 3.3 (1.977.4) - \$ (1.97) \$ (9.9) \$ 9.9) \$ 9.9) \$ 9.8 \$ 9.9) \$ 5.5 \$ 0.797 \$ 0.797	September 30,2009200838.041.2 6.2 6.7 44.2 47.9 44.2 47.9 $$ 1.12$ $$ 1.03$ $$ 1.12$ $$ 1.03$ 2.68 2.43 $$ 1.34$ $$ 1.22$ $$ 2.68$ 2.43 $$ 1.34$ $$ 1.22$ $$ 2.68$ 2.43 $$ 2.014.2$ $$ 4.012.7$ $$ 2.014.2$ $$ 4.012.7$ $$ 2.014.2$ $$ 4.012.7$ $$ 2.014.2$ $$ 4.012.7$ $$ 52.7$ $$ 51.7$ $$ 2.014.2$ $$ 4.012.7$ $$ 52.7$ $$ 51.7$ $$ 2.014.2$ $$ 4.012.7$ $$ 1.59$ 15.8 $(1,977.4)$ $(3.976.8)$ 52.7 51.7 4.1 3.9 (52.8) (17.7) (1.6) (2.1) (3.3) (2.1) (7.2) (5.1) (1.8) (1.7) $$ (9.9)$ $$ 26.9$ $$ 26.8$ 26.5 45.2 48.4 49.8 41.7 5.5 6.3 $$ 0.797$ $$ 0.967$ 0.127 0.114	September 30,20092008 38.0 41.2 6.2 6.7 44.2 47.9 44.2 47.9 5 1.12 $$$ 2.68 2.43 $$$ 1.34 $$$ $$$ 1.34 $$$ $$$ 21.4 $$$ $$$ 21.4 $$$ $$$ 21.4 $$$ $$$ 21.4 $$$ $$$ 2.68 2.43 $$$ 4.2 $$$ 4.2 $$$ 4.2 $$$ 52.7 $$$ 51.7 $$$ $$$ $$$ $2,014.2$ $$$ $$$ $4,012.7$ $$$ $$$ $$$ $2,014.2$ $$$ $$$ $$$ $$$ $2,014.2$ $$$	September 30, Septem 2009 2008 2009 38.0 41.2 114.6 6.2 6.7 25.4 44.2 47.9 140.0 \$ 1.12 \$ 1.03 \$ 1.04 2.68 2.43 2.86 2.43 2.86 \$ 1.34 \$ 1.22 \$ 1.37 \$ 2.1.4 \$ 25.6 64.4 2.2.2 17.2 80.0 6.3 4.7 19.9 2.8 4.2 8.6 \$ 5.3.0 172.9 \$ 2.014.2 \$ 4.012.7 \$ 5,018.1 15.9 15.8 53.0 (1,977.4) (3,976.8) (4,898.2) \$ 2.014.2 \$ 4,012.7 \$ 5,018.1 15.9 15.8 53.0 (1,977.4) (3,976.8) (4,898.2) \$ 2.014.2 \$ 4.012.1 (5,5) (5,5) (September 30, September 3 2009 2008 2009 2009 38.0 41.2 114.6 25.4 44.2 47.9 140.0 $\overline{}$ \$ 1.12 \$ 1.03 \$ 1.04 \$ \$ 1.34 \$ 1.22 \$ 1.37 \$ \$ 1.34 \$ 1.22 \$ 1.37 \$ \$ 2.1.4 \$ 25.6 64.4 \$ \$ 2.1.4 \$ 25.6 64.4 \$ \$ 2.1.4 \$ 25.6 64.4 \$ \$ 2.1.4 \$ 25.6 64.4 \$ \$ 2.1.4 \$ 25.6 64.4 \$ \$ 2.1.4 \$ 25.6 64.4 \$ \$ 2.1.7 \$ 5.018.1 \$ \$ \$ 2.014.2 \$ 4.012.7 \$ \$.018.1 <td< td=""></td<>	

(1) The 2008 amounts, previously disclosed as 67.1 million and 186.3 million for the three months and nine months ended September 30, 2008, respectively, have been adjusted to exclude inter-region transfers, which are transfers among TEPPCO Crude Oil, LLC's various geographically managed regions.

TEPPCO Partners, L.P. Operating Data – UNAUDITED

(In Millions, Except as Noted)	_								
	Three Months Ended September 30,				Nine Months Ended September 30,				
	 2009		2008		2009		2008		
Midstream Segment:									
Gathering – Natural Gas – Jonah									
Bcf	194.4		184.1		589.6		524.7		
Btu (in trillions)	214.0		202.5		650.1		579.7		
Average fee per MMBtu	\$ 0.244	\$	0.228	\$	0.239	\$	0.231		
Gathering – Natural Gas – Val Verde									
Bcf	41.4		43.9		130.3		123.7		
Btu (in trillions)	37.9		39.4		118.2		110.4		
Average fee per MMBtu	\$ 0.333	\$	0.371	\$	0.344	\$	0.388		
Transportation - NGLs									
Total barrels (includes lease barrels)	18.2		17.1		52.7		55.5		
Average rate per barrel	\$ 0.886	\$	0.810	\$	0.852	\$	0.763		
Fractionation – NGLs									
Total barrels	1.0		1.1		2.8		3.2		
Average rate per barrel	\$ 2.326	\$	1.785	\$	1.985	\$	1.742		
Natural Gas Sales									
Btu (in trillions)	0.7		1.1		2.3		3.9		
Average fee per MMBtu	\$ 2.71	\$	5.88	\$	2.85	\$	7.06		
Sales – Condensate									
Total barrels (thousands)	1.7		1.9		47.9		62.3		
Average rate per barrel	\$ 60.37	\$	105.56	\$	32.68	\$	84.07		

TEPPCO Partners, L.P. Operating Data – UNAUDITED

(In Millions Except as Noted)

(In Millions, Except as Noted)								
	Three Months Ended September 30,				Nine Months Ended September 30,			
	 2009		2008		2009		2008	
Marine Services Segment:								
Number of tow boats (inland / offshore) (1)	65 / 6		45 / 6		65 / 6		45 / 6	
Number of tank barges (inland / offshore) (1)	140 / 8		103 / 8		140 / 8		103 / 8	
Fleet available days (in thousands) (2)	17.3		14.7		46.8		36.3	
Fleet operating days (in thousands) (3)	15.2		13.5		41.2		33.5	
Fleet utilization (4)	88%		92%		88%)	92%	
Gross margin	\$ 16.4	\$	17.6	\$	47.6	\$	45.9	
Average daily rate (in thousands)	\$ 1.08	\$	1.30	\$	1.16	\$	1.37	
Reconciliation of Marine Gross Margin to Operating Income: Transportation - Marine	\$ 46.3	\$	46.0	\$	126.9	\$	119.6	
Noncash impairment charge	2.1				2.1			
Operating expense	(25.9)		(18.2)		(65.3)		(45.8)	
Operating fuel and power	 (6.1)		(10.2)		(16.1)		(27.9)	
Gross margin	16.4		17.6		47.6		45.9	
Noncash impairment charge	(2.1)				(2.1)			
General and administrative	(1.0)		(2.3)		(3.9)		(4.1)	
Depreciation and amortization	(7.0)		(6.3)		(19.9)		(16.3)	
Taxes – other than income taxes	 (1.0)	-	(0.7)	+	(2.9)	+	(1.9)	
Operating income	\$ 5.3	\$	8.3	\$	18.8	\$	23.6	
Average daily rate:								
Gross margin	\$ 16.4	\$	17.6	\$	47.6	\$	45.9	
Fleet operating days (in thousands)	 15.2		13.5	_	41.2		33.5	
Average daily rate (in thousands)	\$ 1.08	\$	1.30	\$	1.16	\$	1.37	
		_						

(1) Amounts represent equipment that has neither been licensed or certified and available for use.

(2) The aggregate number of calendar days in a period during which each vessel in our fleet has been owned by us less the aggregate number of days in a period that our vessels are not operating due to scheduled or unscheduled maintenance and repairs.

(3) Fleet available days less the aggregate number of days that our vessels are off-hire in a period.

(4) Fleet operating days divided by fleet available days.