ENTERPRISE PRODUCTS PARTNERS L P
Form 424B5
September 19, 2006

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Registration Nos. 333-123150
333-123150-01

PROSPECTUS SUPPLEMENT (To Prospectus Dated March 23, 2005)

$50,000,000
Enterprise Products Operating L.P.
8.375% Fixed/ Floating Rate Junior Subordinated Notes
due 2066
Guaranteed to the extent described in this prospectus supplement by
Enterprise Products Partners L.P.

The 8.375% Fixed/ Floating Rate Junior Subordinated Notes due 2066 issued by Enterprise Products Operating L.P. will bear interest from July 18, 2006 to August 1, 2016, at the annual rate of 8.375% of their principal amount, payable semi-annually in arrears on February 1 and August 1 of each year, commencing February 1, 2007, and thereafter will bear interest at an annual rate equal to the 3-month LIBOR Rate plus 3.7075%, reset quarterly, payable quarterly in arrears on February 1, May 1, August 1 and November 1 of each year, commencing November 1, 2016. The notes will mature on August 1, 2066.

The notes offered hereby constitute a further issuance of the $300,000,000 aggregate principal amount of notes issued on July 18, 2006 and the $200,000,000 aggregate principal amount of notes issued on August 25, 2006 and will form a single series with those notes. The notes will have the same CUSIP number and will trade interchangeably with the previously issued notes immediately upon settlement. Upon completion of this offering, $550,000,000 aggregate principal amount of notes will be outstanding.

We may elect to defer interest payments on the notes on one or more occasions for up to ten consecutive years as described in this prospectus supplement. Deferred interest will accumulate additional interest at a rate equal to the interest rate then applicable to the notes, to the extent permitted by law. Enterprise Products Partners L.P. will guarantee, on a junior subordinated basis, payment of the principal of, premium, if any, and interest on the notes.

We may redeem the notes in whole or in part on or after August 1, 2016 at their principal amount plus accrued and unpaid interest. We may redeem the notes in whole or in part at any time prior to August 1, 2016 upon payment of a make-whole premium, as described in this prospectus supplement.

Investing in the notes involves certain risks. See Risk Factors beginning on page S-13 of this prospectus supplement and on page 3 of the accompanying prospectus.

	Public Offering Price(1)	**Underwriting Discount**	**Proceeds to Enterprise Products Operating L.P. Before Expenses**
Per note	104.154%	0.774%	103.38%
Total	$52,077,000	$387,000	$51,690,000

(1) The public offering price does not include $721,181 of accrued interest on the notes from July 18, 2006 to the date of delivery. This pre-issuance accrued interest will be paid on February 1, 2007 to holders of the notes on the applicable record date along with interest accrued on the notes from the date of delivery to February 1, 2007.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriter expects to deliver the notes in book entry form only, through the facilities of The Depository Trust Company, against payment on September 20, 2006.

Book-Running Manager

Lehman Brothers

The date of this prospectus supplement is September 18, 2006.

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This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering of notes and certain terms of the notes. The second part is the accompanying prospectus, which describes certain terms of the indenture under which the notes will be issued and which gives more general information, some of which may not apply to this offering of notes. If the information varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. We have not authorized anyone to provide you with additional or different information. We are not making an offer to sell these securities in any state where the offer is not permitted. You should not assume that the information contained in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date on the front of this document or that any information we have incorporated by reference is accurate as of any date other than the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since these dates.

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SUMMARY

This summary highlights information from this prospectus supplement and the accompanying prospectus to help you understand our business and the notes. It does not contain all of the information that is important to you. You should read carefully the entire prospectus supplement, the accompanying prospectus, the documents incorporated by reference and the other documents to which we refer for a more complete understanding of this offering. You should read Risk Factors beginning on page S-13 of this prospectus supplement and page 3 of the accompanying prospectus for more information about important risks that you should consider before making a decision to purchase notes in this offering.

Unless the context otherwise requires, our, we, us and Enterprise as used in this prospectus supplement refer solely to Enterprise Products Operating L.P. and do not include our parent, Enterprise Products Partners L.P., or any of our subsidiaries or unconsolidated affiliates. Enterprise Parent and Parent Guarantor as used in this prospectus supplement refer to Enterprise Products Partners L.P. and not its subsidiaries or unconsolidated affiliates.

Enterprise Parent conducts substantially all of its business through us and our subsidiaries and unconsolidated affiliates. We are the borrower on substantially all of the consolidated company s credit facilities, and we are the issuer of substantially all of the company s publicly traded notes, all of which are guaranteed by Enterprise Parent. Our financial results do not differ materially from those of Enterprise Parent; the number and dollar amount of reconciling items between our consolidated financial statements and those of Enterprise Parent are insignificant. All financial results presented in this prospectus supplement are those of Enterprise Parent.

Enterprise and Enterprise Parent

We are a North American midstream energy company that provides a wide range of services to producers and consumers of natural gas, natural gas liquids, or NGLs, and crude oil, and are an industry leader in the development of pipeline and other midstream infrastructure in the continental United States and Gulf of Mexico. Our midstream asset network links producers of natural gas, NGLs and crude oil from some of the largest supply basins in the United States, Canada and the Gulf of Mexico with domestic consumers and international markets. We operate an integrated midstream asset network within the United States that includes natural gas gathering, processing, transportation and storage; NGL fractionation (or separation), transportation, storage and import and export terminaling; crude oil transportation; and offshore production platform services. NGL products (ethane, propane, normal butane, isobutane and natural gasoline) are used as raw materials by the petrochemical industry, as feedstocks by refiners in the production of motor gasoline and as fuel by industrial and residential users.

For the year ended December 31, 2005, Enterprise Parent had revenues of $12.3 billion, operating income of $663.0 million and net income of $419.5 million. For the six months ended June 30, 2006, Enterprise Parent had revenues of $6.8 billion, operating income of $379.5 million and net income of $260.1 million.

Our Business Segments

We have four reportable business segments: (i) NGL Pipelines & Services; (ii) Onshore Natural Gas Pipelines & Services; (iii) Offshore Pipelines & Services and (iv) Petrochemical Services. Our business segments are generally organized and managed along our asset base according to the type of services rendered (or technology employed) and products produced and/or sold.

NGL Pipelines & Services. Our NGL Pipelines & Services business segment includes our (i) natural gas processing business and related NGL marketing activities, (ii) NGL pipelines aggregating approximately 13,035 miles and related storage facilities including our Mid-America Pipeline, Seminole Pipeline and Dixie Pipeline systems and (iii) NGL fractionation facilities located in Texas and Louisiana. This segment also includes our import and export terminal operations.

Onshore Natural Gas Pipelines & Services. Our Onshore Natural Gas Pipelines & Services business segment includes approximately 18,280 miles of onshore natural gas pipeline systems that provide for the gathering and transmission of natural gas in Alabama, Colorado, Louisiana, Mississippi, New Mexico and Texas. In addition, we own two salt dome natural gas storage facilities located in Mississippi and lease natural gas storage facilities located in Texas and Louisiana.

Offshore Pipelines & Services. Our Offshore Pipelines & Services business segment includes (i) approximately 1,190 miles of offshore natural gas pipelines strategically located to serve production areas including some of the most active drilling and development regions in the Gulf of Mexico, (ii) approximately 870 miles of offshore Gulf of Mexico crude oil pipeline systems and (iii) seven multi-purpose offshore hub platforms located in the Gulf of Mexico.

Petrochemical Services. Our Petrochemical Services business segment includes four propylene fractionation facilities, an isomerization complex and an octane additive production facility. This segment also includes approximately 690 miles of petrochemical pipeline systems.

We provide the foregoing services directly and through our subsidiaries and unconsolidated affiliates.

Our and Enterprise Parent s principal offices are located at 1100 Louisiana Street, 18th Floor, Houston, Texas 77002, and our and Enterprise Parent s telephone number is (713) 381-6500.

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Organizational Structure

The following chart depicts our organizational structure.

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The Offering

Issuer	Enterprise Products Operating L.P.
Securities Offered	$50,000,000 aggregate principal amount of our 8.375% Fixed/ Floating Rate Junior Subordinated Notes due 2066, which we refer to as the notes. The notes offered by this prospectus supplement constitute a further issuance of, will form a single series with, will have the same CUSIP number as and will trade interchangeably with the $300,000,000 aggregate principal amount of notes issued by us on July 18, 2006 and the $200,000,000 aggregate principal amount of notes issued by us on August 25, 2006.
Guarantor	Enterprise Products Partners L.P.
Interest Rate	The notes will bear interest from July 18, 2006 to August 1, 2016, which we refer to as the Fixed Rate Period, at an annual rate of 8.375%, payable semi-annually in arrears on February 1 and August 1 of each year, commencing February 1, 2007, and thereafter, which we refer to as the Floating Rate Period, at an annual rate equal to the 3-month LIBOR Rate (as defined in Description of the Notes Determining the Floating Rate) for the related interest period plus 3.7075%, payable quarterly in arrears on February 1, May 1, August 1 and November 1 of each year, commencing November 1, 2016, unless payment is deferred as described below. For a more complete description of interest payable on the notes, see Description of the Notes Interest Rate and Interest Payment Dates and Description of the Notes Determining the Floating Rate.
Optional Deferral	We may elect to defer payment of all or part of the current and accrued interest otherwise due on the notes provided that: we may not optionally defer interest payments once we have failed to pay interest otherwise due for a period of ten consecutive years for any reason; and we may not optionally defer interest payments on or after the maturity date of, or redemption date for, the notes. Deferred interest not paid on an interest payment date will bear interest from that interest payment date until paid at the then prevailing interest rate on the notes compounded semi-annually during the Fixed Rate Period and quarterly during the Floating Rate Period, as described under Description of the Notes Interest Rate and Interest Payment Dates. We refer to such deferred interest, the interest accrued thereon and any accrued and unpaid interest on any interest payment date during a deferral period collectively as Deferred Interest, and we refer to a period during which we have elected to defer payment of interest on the notes as an Optional Deferral Period. Once we pay all Deferred Interest resulting from our optional deferral, such Optional Deferral Period will end and we may later defer interest

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	again for a new Optional Deferral Period, subject to the same limitations described above.
Distribution Stopper	Unless: all Deferred Interest on the notes has been paid in full as of the most recent interest payment date; no event of default has occurred and is continuing; and Enterprise Parent is not in default of its obligations under its guarantee of payments on the notes then, subject to certain exceptions: we and Enterprise Parent will not declare or make any distributions with respect to, or redeem, purchase or make a liquidation payment with respect to, any of our respective equity securities; we and Enterprise Parent will not and will cause our respective majority-owned subsidiaries not to make any payment of interest, principal or premium, if any, on or repay, repurchase or redeem any of our debt securities (including securities similar to the notes) that contractually rank equally with or junior to the notes; and we and Enterprise Parent will not and will cause our respective majority-owned subsidiaries not to make any guarantee payments with respect to the securities described in the previous bullet point.
Guarantee	Enterprise Parent will fully and unconditionally guarantee (as described under Description of the Notes Parent Guarantee) the full and prompt payment of principal of, premium, if any, and interest on the notes, when and as the same become due and payable (subject to our right to defer interest as set forth under Description of the Notes Optional Deferral), whether at stated maturity, upon redemption, by declaration of acceleration or otherwise. The guarantee will be unsecured and subordinated to the senior indebtedness of Enterprise Parent.
Ranking of the Notes	Our payment obligations under the notes will be unsecured and will, to the extent provided in the indenture, be subordinated to the prior payment in full of all of our present and future indebtedness for borrowed money, indebtedness evidenced by securities, bonds, notes and debentures, obligations under guarantees, direct credit substitutes, hedge and derivative products, capitalized lease obligations, letters of credit, cash management arrangements and other senior indebtedness. However, the notes will rank equally with our trade accounts payable and certain other liabilities arising in the ordinary course of our business, any of our indebtedness which by its terms is expressly made equal in rank with the notes and indebtedness owed by us to our majority-owned subsidiaries. The notes will rank senior in right of payment to all of our present and future equity securities.

The indenture under which the notes will be issued does not limit our ability to incur additional debt, including debt that ranks senior in priority of payment to or pari passu with the notes.

We conduct a significant amount of our operations through our subsidiaries and unconsolidated affiliates, and a significant amount of our assets include our ownership interests in such entities. Holders of the notes will have a junior position to claims of creditors of our subsidiaries and unconsolidated affiliates, including trade creditors, debt holders, secured creditors, taxing authorities and guarantee holders.

Optional Redemption

We may redeem the notes before their maturity, subject to the Replacement Capital Covenant discussed below:

in whole or in part, on one or more occasions at any time on or after August 1, 2016 at 100% of their principal amount plus accrued and unpaid interest; or

in whole or in part at any time prior to August 1, 2016 upon payment of the Make-Whole Redemption Price (as defined below).

The Make-Whole Redemption Price will be equal to (1) all accrued and unpaid interest to but not including the redemption date plus (2) the greater of:

100% of the principal amount of the notes being redeemed, and

as determined by the Independent Investment Banker (as defined in Description of the Notes Redemption Early Redemption), the sum of the present values of remaining scheduled payments of principal and interest on the notes being redeemed from the redemption date to August 1, 2016, discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Yield (as defined in Description of the Notes Redemption Early Redemption) plus 0.50%.

Replacement Capital Covenant

We are a party to a Replacement Capital Covenant (as defined in Certain Terms of the Replacement Capital Covenant) in which we have covenanted for the benefit of holders of a designated series of our long-term indebtedness that ranks senior to the notes that we will not redeem or repurchase the notes on or before August 1, 2036, unless, subject to certain limitations, during the 180 days prior to the date of that redemption or repurchase we, Enterprise Parent or one of our or its subsidiaries has received a specified amount of proceeds from the sale of qualifying securities that have characteristics that are the same as, or more equity-like than, the applicable characteristics of the notes. The Replacement Capital Covenant is not intended for the benefit of holders of the notes and may not be enforced by them, and the Replacement Capital Covenant is not a term of the indenture or the notes.

Events of Default

The following will be events of default under the indenture governing the terms of the notes:

the failure to pay principal when due;

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	the failure to pay interest when due and payable that continues for 30 days, subject to the right to defer interest payments as described in Description of the Notes Optional Deferral;
	the failure to pay deferred interest for ten consecutive years;
	certain events of bankruptcy, insolvency or reorganization; or
	Enterprise Parent s guarantee of the notes ceases to be in full force and effect or is declared null and void in a judicial proceeding.
Use of Proceeds	We expect to use the net proceeds of this offering to temporarily reduce borrowings outstanding under our multi-year revolving credit facility or for general partnership purposes.
Expected Ratings	We expect that the notes will be rated Ba1/stable, B+/positive and BB+/stable by Moody s Investor Services, Standard & Poor s Rating Services and Fitch Ratings Ltd., respectively. Credit Ratings are intended to provide banks and capital market participants with a framework for comparing the credit quality of securities and are not a recommendation to buy, sell or hold these securities. Each rating may be subject to revision or withdrawal at any time and should be evaluated independently of any other rating.
Federal Income Tax Considerations	In connection with the issuance of the notes, Bracewell & Giuliani LLP will render its opinion to us that, for United States federal income tax purposes, the notes will be classified as indebtedness (although there is no clear authority directly on point). This opinion is subject to certain customary conditions. See Certain United States Federal Income Tax Considerations.
	Each purchaser of the notes agrees to treat the notes as indebtedness for all United States federal, state and local tax purposes. We intend to treat the notes in the same manner.
	If we elect to defer interest on the notes, the holders of the notes will be required to accrue income for United States federal income tax purposes in the amount of the accumulated interest payments on the notes, in the form of original issue discount, even though cash interest payments are deferred and even though they may be cash basis taxpayers.
Risk Factors	Investing in the notes involves certain risks. You should carefully consider the risk factors discussed under the heading Risk Factors beginning on page S-14 of this prospectus supplement and on page 3 of the accompanying prospectus and the other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus before deciding to invest in the notes.
Trading	The notes are not listed for trading on any securities exchange.
Trustee	Wells Fargo Bank, National Association.

Governing Law	The notes and the indenture will be governed by, and construed in accordance with, the laws of the State of New York.

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Enterprise Parent Summary Historical Financial and Operating Data

The following tables set forth, for the periods and at the dates indicated, summary historical financial and operating data for Enterprise Parent. The summary historical income statement and balance sheet data for the three years in the period ended December 31, 2005 are derived from and should be read in conjunction with the audited financial statements of Enterprise Parent that are incorporated by reference into this prospectus supplement. The summary historical income statement and balance sheet data for the six months ended June 30, 2005 and 2006 are derived from and should be read in conjunction with the unaudited financial statements of Enterprise Parent that are incorporated by reference into this prospectus supplement.

The summary historical financial data includes the financial measures of gross operating margin and EBITDA, which is an abbreviation for earnings before interest, income taxes, depreciation and amortization. Gross operating margin and EBITDA are financial measures that are not calculated in accordance with accounting principles generally accepted in the United States of America as in effect from time to time, or GAAP. Explanations of and reconciliations for these non-GAAP financial measures are included in supplemental sections of this prospectus supplement entitled Enterprise Parent Non-GAAP Financial Measures and Enterprise Parent Non-GAAP Reconciliations.

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Enterprise Parent Summary Historical Financial and Operating Data

	Consolidated Historical				
	For the Year Ended December 31,			For the Six Months Ended June 30,	
	2003	2004	2005	2005	2006
	(Dollars in millions, except per unit amounts)				
Income statement data:					
Revenues	$ 5,346.4	$ 8,321.2	$ 12,257.0	$ 5,227.3	$ 6,767.9
Costs and expenses:					
Operating costs and expenses	5,046.8	7,904.3	11,546.2	4,913.8	6,370.4
General and administrative	37.5	46.7	62.3	33.4	30.0
Total costs and expenses	5,084.3	7,951.0	11,608.5	4,947.2	6,400.4
Equity in income (loss) of unconsolidated affiliates	(14.0)	52.8	14.5	10.9	12.0
Operating income	248.1	423.0	663.0	291.0	379.5
Other income (expense):					
Interest expense	(140.8)	(155.7)	(230.6)	(110.2)	(114.4)
Other, net	6.4	2.1	5.4	2.1	5.4
Total other expense	(134.4)	(153.6)	(225.2)	(108.1)	(109.0)
Income before provision for income taxes, minority interest and changes in accounting principles	113.7	269.4	437.8	182.9	270.5
Provision for income taxes	(5.3)	(3.8)	(8.3)	(0.7)	(9.2)
Income before minority interest and changes in accounting principles	108.4	265.6	429.5	182.2	261.3
Minority interest	(3.9)	(8.1)	(5.8)	(2.3)	(2.7)
Income before changes in accounting principles	104.5	257.5	423.7	179.9	258.6
Cumulative effect of changes in accounting principles		10.8	(4.2)		1.5
Net income	$ 104.5	$ 268.3	$ 419.5	179.9	$ 260.1
Basic earnings per unit (net of general partner interest):					
Net income per unit	$ 0.42	$ 0.87	$ 0.91	$ 0.39	$ 0.54

Diluted earnings per unit (net of general partner interest):					
Net income per unit	$ 0.41	$ 0.87	$ 0.91	$ 0.39	$ 0.54
Distributions to limited partners:					
Per common unit	$ 1.47	$ 1.54	$ 1.70	$ 0.83	$ 0.90
Balance sheet data:					
Total assets	$ 4,802.8	$ 11,315.5	$ 12,591.0	$ 11,730.0	$ 13,043.7
Total debt	2,139.5	4,281.2	4,833.8	4,583.4	4,821.4
Total partners equity	1,705.9	5,328.8	5,679.3	5,686.2	5,988.1
Other financial data:					
Cash provided by operating activities	$ 424.7	$ 391.5	$ 631.7	$ 117.8	$ 571.3
Cash flows used in investing activities	662.1	941.4	1,130.4	570.4	689.8
Cash provided by financing activities	254.0	544.0	516.2	461.1	100.9
Distributions received from unconsolidated affiliates	31.9	68.0	56.1	38.9	20.3
Gross operating margin	410.4	655.2	1,136.3	521.1	623.1
EBITDA	366.4	623.2	1,079.0	495.3	600.2

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	Consolidated Historical				
	For the Year Ended December 31,			For the Six Months Ended June 30,	
	2003	2004	2005	2005	2006
	(Dollars in millions, except per unit amounts)				
Selected volumetric operating data by segment:					
NGL Pipelines & Services, net:					
NGL transportation volumes in thousand barrels per day (MBbls/d)	1,275	1,411	1,478	1,461	1,490
NGL fractionation volumes (MBbls/d)	227	307	292	332	282
Equity NGL production (MBbls/d)(1)	43	76	68	84	59
Fee-based natural gas processing in million cubic feet per day (MMcf/d)	194	1,692	1,767	2,009	2,138
Onshore Natural Gas Pipelines & Services, net:					
Natural gas transportation volumes in billion British thermal units per day (BBtus/d)	600	5,638	5,916	5,866	5,979
Offshore Pipelines & Services, net:					
Natural gas transportation volumes (BBtus/d)	433	2,081	1,780	2,004	1,500
Crude oil transportation volumes (MBbls/d)		138	127	139	137
Platform gas processing in thousands of decatherms per day (Mdth/d)		306	252	317	158
Platform oil processing (MBbls/d)		14	7	8	12
Petrochemical Services, net:					
Butane isomerization volumes (MBbls/d)	77	76	81	75	84
Propylene fractionation volumes (MBbls/d)	57	57	55	55	54
Octane additive production volumes (MBbls/d)	4	10	6	4	7
Petrochemical transportation volumes (MBbls/d)	68	71	64	73	90

(1) Volumes have been revised to incorporate refined asset-level definitions of equity NGL production volumes.

Enterprise Parent Non-GAAP Financial Measures

Set forth below are reconciliations of the non-GAAP financial measures of gross operating margin and EBITDA to their most directly comparable financial measure or measures calculated and presented in accordance with GAAP.

Gross Operating Margin

Enterprise Parent defines gross operating margin as operating income before: (1) depreciation, amortization and accretion expense; (2) operating lease expenses for which it does not have a cash payment obligation; (3) gains and losses on the sale of assets and (4) general and administrative expenses. Enterprise Parent views gross operating margin as an important performance measure of the core profitability of its operations. This measure forms the basis of its internal financial reporting and is used by its senior management in deciding how to allocate capital resources among business segments. Enterprise Parent believes that investors benefit from having access to the same financial measures that its management uses. The GAAP measure most directly comparable to gross operating margin is operating income.

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EBITDA

Enterprise Parent defines EBITDA as net income plus interest expense, provision for income taxes and depreciation, amortization and accretion expense. EBITDA is used as a supplemental financial measure by Enterprise Parent s management and by external users of financial statements such as investors, commercial banks, research analysts and ratings agencies, to assess:

the financial performance of Enterprise Parent s assets without regard to financing methods, capital structures or their historical cost basis;

the ability of Enterprise Parent s assets to generate cash sufficient to pay interest costs and support its indebtedness;

Enterprise Parent s operati