

ENTERPRISE PRODUCTS PARTNERS L P  
Form 8-K  
March 01, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 1, 2005

**ENTERPRISE PRODUCTS PARTNERS L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1-14323**  
(Commission File Number)

**76-0568219**  
(I.R.S. Employer  
Identification No.)

**2727 North Loop West, Houston, Texas**  
(Address of Principal Executive Offices)  
Registrant's Telephone Number, including Area Code: **(713) 880-6500**

**77008-1044**  
(Zip Code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 7 Regulation FD**

**Item 7.01 Regulation FD Disclosure.**

On March 1, 2005, Robert G. Phillips (CEO) and Michael A. Creel (CFO), executive officers of the general partner of Enterprise Products Partners L.P. ("Enterprise"), will present at the Fourth Annual Coalition of Publicly Traded Partnerships Conference in New York, New York. For the benefit of all investors, the slides accompanying this presentation are attached as Exhibit 99.1 to this current report on Form 8-K and will be posted on Enterprise's website, [www.eplp.com](http://www.eplp.com), under the section titled "Investor Resources."

The attached slide presentation utilizes the non-GAAP financial measure of gross operating margin (Slides 18 and 19). We define gross operating margin as operating income before (i) depreciation, depletion and amortization expense; (ii) operating lease expenses for which we do not have the payment obligation; (iii) gains and losses on the sale of assets; and (iv) selling, general and administrative expenses. The GAAP measure most directly comparable to gross operating margin is operating income. A reconciliation of gross operating margin to operating income is presented on Slide 25.

The attached slide presentation also utilizes the non-GAAP financial measure of EBITDA (Slides 19 and 20). We define EBITDA as net income or loss plus interest expense, provision for income taxes and depreciation, depletion and amortization expense. The GAAP measure most directly comparable to EBITDA is cash provided by or used in operating activities. A reconciliation of EBITDA to this GAAP measure is presented on Slide 26. For information regarding the reasons why our management believes that presentation of gross operating margin and EBITDA provides useful information to investors with respect to our financial condition and results of operations, and the additional purposes for which our management uses gross operating margin and EBITDA, please refer to Item 2.02 Results of Operations and Financial Condition Use of Non-GAAP Financial Measures in our Current Report on Form 8-K filed with the Securities and Exchange Commission on February 3, 2005.

Also, Slide 20 presents selected pro forma unaudited balance sheet information at December 31, 2004 to reflect the application of proceeds from debt and equity offerings we completed during February 2005.

**Section 9 Financial Statements and Exhibits**

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

(a) Financial Statements of Businesses Acquired.

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Exhibits.

99.1 Enterprise Products Partners L.P. March 1, 2005 slide presentation.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

ENTERPRISE PRODUCTS PARTNERS L.P.

By: Enterprise Products GP, LLC,  
its General Partner

Date: March 1, 2005

By:           /s/ Michael J. Knesek          

Name: Michael J. Knesek  
Title: Senior Vice President, Controller and Principal  
Accounting Officer of Enterprise Products GP, LLC