

Enterprise Products Operating LLC  
Form FWP  
September 24, 2009

Filed Pursuant to Rule 433  
Registration No. 333-145709  
Registration No. 333-145709-01  
September 24, 2009

**PRICING TERM SHEET**  
**5.25% Senior Notes due 2020**  
**6.125% Senior Notes due 2039**

**Issuer:** Enterprise Products Operating LLC

**Guarantee:** Unconditionally guaranteed by Enterprise Products Partners L.P.

**Ratings\*:** Baa3 by Moody's Investors Service, Inc.  
BBB- by Standard & Poor's Ratings Services  
BBB- by Fitch Ratings

**Trade Date:** September 24, 2009

**Expected Settlement Date:** October 5, 2009 (T+7)

**Note Type:** Senior Unsecured Notes

**Legal Format:** SEC Registered

**Size:** \$500,000,000 for the 2020 Notes  
\$600,000,000 for the 2039 Notes

**Maturity Date:** January 31, 2020 for the 2020 Notes  
October 15, 2039 for the 2039 Notes

**Coupon:** 5.25% for the 2020 Notes  
6.125% for the 2039 Notes

**Interest Payment Dates:** January 31 and July 31 for the 2020 Notes, commencing January 31, 2010  
April 15 and October 15 for the 2039 Notes, commencing April 15, 2010

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<b>Benchmark Treasury:</b>	3.625% due August 15, 2019 4.25% due May 15, 2039
<b>Benchmark Treasury Yield:</b>	3.383% for the 2020 Notes 4.170% for the 2039 Notes
<b>Spread to Benchmark Treasury:</b>	+ 195 bps for the 2020 Notes + 200 bps for the 2039 Notes
<b>Yield:</b>	5.333% for the 2020 Notes 6.170% for the 2039 Notes
<b>Price to Public:</b>	99.355% for the 2020 Notes 99.386% for the 2039 Notes
<b>Net Proceeds:</b>	\$1,084,291,000
<b>Make-Whole Call:</b>	T + 30 bps for the 2020 Notes T + 35 bps for the 2039 Notes
<b>CUSIP:</b>	29379VAF0 for the 2020 Notes 29379VAG8 for the 2039 Notes
<b>ISIN:</b>	US29379VAF04 for the 2020 Notes US29379VAG86 for the 2039 Notes
<b>Joint Book-Running Managers:</b>	J.P. Morgan Securities Inc.  Banc of America Securities LLC BNP Paribas Securities Corp. Morgan Stanley & Co. Incorporated Mizuho Securities USA Inc.
<b>Co- Managers:</b>	RBS Securities Inc. Scotia Capital (USA) Inc. SunTrust Robinson Humphrey, Inc. Wells Fargo Securities, LLC Daiwa Securities America Inc. Deutsche Bank Securities Inc. DnB NOR Markets, Inc. ING Financial Markets LLC

UBS Securities LLC

\* **Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities Inc. at 212-834-4533, Banc of America Securities LLC at 800-294-1322, BNP Paribas Securities Corp. at 800-854-5674, Morgan Stanley & Co. Incorporated at 866-718-1649 or Mizuho Securities USA Inc. toll-free at 866-271-7403.**