

ENTERPRISE PRODUCTS PARTNERS L P
Form 8-K/A
December 06, 2004

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

FORM 8-K/A
(Amendment No. 4)

CURRENT REPORT

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

Date of Report (Date of earliest event reported): September 30, 2004

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)

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))

Explanatory Note

The purpose of this Amendment No. 4 is to amend the Current Report on Form 8-K filed by Enterprise Products Partners L.P. (Enterprise) on September 30, 2004, as amended by Amendment No. 1 thereto filed on October 5, 2004, Amendment No. 2 thereto filed on October 18, 2004, and Amendment No. 3 thereto filed on December 3, 2004 (collectively, the Existing 8-K) to file unaudited pro forma condensed consolidated financial statements of Enterprise at September 30, 2004 and for the nine months ended September 30, 2004 and for the year ended December 31, 2003 under 9.01(b). In accordance with Rule 12b-15, Item 9.01 is restated in its entirety, as amended. There is no change to Items 1.01, 2.01, 2.03, 5.02, 5.03 or 7.01 as set forth in the Existing 8-K.

In addition, we are filing under Item 7.01 selected non-GAAP financial measures based upon information contained in the above referenced unaudited pro forma condensed consolidated financial statements.

Item 7.01. Regulation FD Disclosure.

We are providing under this Item 7.01 selected pro forma gross operating margin information for Enterprise for the nine months ended September 30, 2004 and year ended December 31, 2003 based upon the unaudited pro forma condensed consolidated financial information included elsewhere in this Amendment No. 4 to Current Report on Form 8-K/A. We evaluate segment performance based on the non-GAAP financial measure of gross operating margin. Gross operating margin (either in total or by individual segment) is an important performance measure of the core profitability of our operations. This measure forms the basis of our internal financial reporting and is used by senior management in deciding how to allocate capital resources among business segments. We believe that investors benefit from having access to the same financial measures that our management uses in evaluating segment results. The GAAP measure most directly comparable to total segment gross operating margin is operating income. Our non-GAAP financial measure of total segment gross operating margin should not be considered as an alternative to GAAP operating income.

We define total (or consolidated) segment gross operating margin as operating income before: (1) depreciation, depletion and amortization expense; (2) operating lease expenses for which we do not have the payment obligation; (3) gains and losses on the sale of assets; and (4) selling, general and administrative expenses. Gross operating margin is exclusive of other income and expense transactions, provision for income taxes, minority interest, extraordinary charges and the cumulative effect of changes in accounting principles. Gross operating margin by segment is calculated by subtracting segment operating costs and expenses (net of the adjustments noted above) from segment revenues, with both segment totals before the elimination of intercompany transactions.

The selected pro forma gross operating margin information of Enterprise is as follows for the periods indicated:

	For the Year Ended December 31, 2003	For the Nine Months Ended September 31, 2004
Pro forma operating income (see Item 9.01(b) of this Current Report on Form 8-K/A)	\$ 480.2	\$ 460.8
Adjustments to reconcile pro forma operating income to pro forma total gross operating margin:		
Pro forma depreciation and amortization in operating costs and expenses	324.6	251.0
Retained lease expense, net in operating costs and expenses	9.1	6.8
Loss (gain) on sale of assets in operating costs and expenses	(18.7)	0.2
Pro forma selling, general and administrative costs	92.0	73.1
Pro forma total gross operating margin	\$ 887.2	\$ 791.9
Pro forma gross operating margin by reportable business segment:		
Offshore pipelines & services	N/A	\$ 93.0
Onshore natural gas pipelines & services	N/A	218.0
NGL pipelines & services	N/A	390.1
Petrochemical services	N/A	90.8
Pro forma total gross operating margin		\$ 791.9

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The gross operating margin by reportable business segment information for year ended December 31, 2003 is not available.

In addition, we are providing pro forma earnings before interest, taxes and depreciation and amortization (EBITDA) information for the nine months ended September 30, 2004 and year ended December 31, 2003 based upon the unaudited pro forma condensed consolidated financial information included elsewhere in this Amendment No. 4 to Current Report on Form 8-K/A. EBITDA is defined as net income (or income from continuing operations with regards to pro forma information) plus interest and other financing expenses, provision for income taxes and depreciation and amortization expense. EBITDA is used as a supplemental financial measure by our management and by external users of our financial statements such as investors, commercial banks, research analysts and ratings agencies to assess:

- the financial performance of our assets with regard to financing methods, capital structures or historical cost basis;
- the ability of our assets to generate cash sufficient to pay interest cost and support indebtedness;
- our operating performance and return on capital as compared to those of other companies in the midstream energy sector, without regard to financing and capital structure; and
- the viability of projects and the overall rates of return on alternative investment opportunities.

EBITDA should not be considered an alternative to net income or income from continuing operations, operating income, cash flow from operating activities or any other measure of financial performance presented in accordance with GAAP. This non-GAAP financial measure is not intended to represent GAAP-based cash flows. We have reconciled our pro forma EBITDA amounts to our pro forma consolidated income from continuing operations.

	For the Year Ended December 31, 2003	For the Nine Months Ended September 31, 2004
Pro forma income from continuing operations (see Item 9.01(b) of this Current Report on Form 8-K/A)	\$ 162.7	\$ 255.6
Adjustments to derive EBITDA:		
Interest and other financing expenses	316.7	199.9
Provision for income taxes	5.3	2.7
Depreciation and amortization in operating costs and expenses	324.6	251.0
Pro forma EBITDA	\$ 809.3	\$ 709.2

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

1. The Consolidated Financial Statements of GulfTerra Energy Partners, L.P. as of December 31, 2003 and 2002 and for the three year period ended December 31, 2003 and independent auditors' report are contained in Enterprise's Current Report on Form 8-K filed with the Commission on April 20, 2004 and are incorporated herein by reference.
2. The Financial Statements of Poseidon Oil Pipeline Company, L.L.C. as of December 31, 2003 and 2002 and for the three year period ended December 31, 2003 and independent auditors' report are contained in Enterprise's Current Report on Form 8-K filed with the Commission on April 20, 2004 and are incorporated herein by reference.
3. The Combined Financial Statements of El Paso Hydrocarbons, L.P. and El Paso NGL Marketing Company, L.P. as of December 31, 2003 and 2002 and for the three year period ended December 31, 2003 and independent auditors' report are contained in Enterprise's Current Report on Form 8-K filed with the Commission on April 16, 2004 and are incorporated herein by reference.
4. The Unaudited Condensed Consolidated Financial Statements of GulfTerra Energy Partners, L.P. at June 30, 2004 and December 31, 2003 and for the three and six months ended June 30, 2004 and 2003 are contained in Enterprise's Current Report on Form 8-K filed with the Commission on September 17, 2004 and are incorporated herein by reference.
5. The Unaudited Combined Financial Statements of El Paso Hydrocarbons, L.P. and El Paso NGL Marketing Company, L.P. at June 30, 2004 and December 31, 2003 and for the six months ended June 30, 2004 and 2003 are contained in Enterprise's Current Report on Form 8-K filed with the Commission on August 11, 2004 and are incorporated herein by reference.
6. The Unaudited Condensed Consolidated Financial Statements of GulfTerra Energy Partners, L.P. at September 30, 2004 and December 31, 2003 and for the three and nine months ended September 30, 2004 and 2003 are contained in Enterprise's Current Report on Form 8-K/A filed with the Commission on December 3, 2004 and are incorporated herein by reference.

(b) Pro forma financial information.

1. The Unaudited Pro Forma Condensed Consolidated Financial Statements of Enterprise Products Partners L.P. at and for the six months ended June 30, 2004 and for the year ended December 31, 2003 are contained in Enterprise's Current Report on Form 8-K filed with the Commission on September 27, 2004 and are incorporated herein by reference.
2. The Unaudited Pro Forma Condensed Consolidated Financial Statements of Enterprise Products Partners L.P. at September 30, 2004 and for the nine months ended September 30, 2004 and year ended December 31, 2003 (filed herewith as Annex A to this Current Report on Form 8-K/A).

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(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
2.1	Merger Agreement, dated as of December 15, 2003, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Products Management LLC, GulfTerra Energy Partners, L.P. and GulfTerra Energy Company, L.L.C. (incorporated by reference to Exhibit 2.1 to Enterprise's Current Report on Form 8-K filed with the Commission on December 15, 2003).
2.2	Parent Company Agreement, dated as of December 15, 2003, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Products GTM, LLC, El Paso Corporation, Sabine River Investors I, L.L.C., Sabine River Investors II, L.L.C., El Paso EPN Investments, L.L.C. and GulfTerra GP Holding Company (incorporated by reference to Exhibit 2.2 to Enterprise's Current Report on Form 8-K filed with the Commission on December 15, 2003).
2.3	Second Amended and Restated Limited Liability Company Agreement of GulfTerra Energy Company, L.L.C., adopted by GulfTerra GP Holding Company, a Delaware corporation, and Enterprise Products GTM, LLC, a Delaware limited liability company, as of December 15, 2003, (incorporated by reference to Exhibit 2.3 to Enterprise's Current Report on Form 8-K filed with the Commission on December 15, 2003).
2.4	Purchase and Sale Agreement (Gas Plants), dated as of December 15, 2003, by and between El Paso Corporation, El Paso Field Services Management, Inc., El Paso Transmission, L.L.C., El Paso Field Services Holding Company and Enterprise Products Operating L.P. (incorporated by reference to Exhibit 2.4 to Enterprise's Current Report on Form 8-K filed with the Commission on December 15, 2003).
2.5	Amendment No. 1 to Parent Company Agreement, dated as of April 19, 2004, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Products GTM, LLC, El Paso Corporation, Sabine River Investors I, L.L.C., Sabine River Investors II, L.L.C., El Paso EPN Investments, L.L.C. and GulfTerra GP Holding Company (incorporated by reference to Exhibit 2.1 to Enterprise's Current Report on Form 8-K filed with the Commission on April 21, 2004).
2.6	Amendment No. 1 to Merger Agreement, dated as of August 31, 2004, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Products Management LLC, GulfTerra Energy Partners, L.P. and GulfTerra Energy Company, L.L.C. (incorporated by reference to Exhibit 2.1 to Enterprise's Current Report on Form 8-K filed with the Commission on September 7, 2004).
3.1*	Second Amended and Restated Limited Liability Company Agreement of Enterprise Products GP, LLC, among Duncan Family Interests, Inc., Dan Duncan LLC, and GulfTerra GP Holding Company dated September 30, 2004.
4.1*	Exchange and Registration Rights Agreement, dated as of September 30, 2004, among GulfTerra GP Holding Company, Enterprise Products GP, LLC and Enterprise Products Partners L.P.
4.2*	Performance Guaranty dated as of September 30, 2004, by DFI Delaware Holdings L.P. in favor of GulfTerra GP Holding Company (with respect to the obligations of Enterprise Products GP, LLC under Exhibit 4.1, above).
4.3*	Registration Rights Agreement, dated as of September 30, 2004, between El Paso Corporation and Enterprise Products Partners L.P.
4.4**	Assumption Agreement dated as of September 30, 2004 between Enterprise Products Partners L.P. and GulfTerra Energy Partners, L.P. relating to the assumption by Enterprise of GulfTerra's obligations under the GulfTerra Series F2 Convertible Units.
4.5	Statement of Rights, Privileges and Limitations of Series F Convertible Units, included as Annex A to Third Amendment to the Second Amended and Restated Agreement of Limited Partnership of GulfTerra Energy Partners, L.P., dated May 16, 2003 (incorporated by reference to Exhibit 3.B.3 to Current Report on Form 8-K of GulfTerra Energy Partners, L.P., file no. 001-11680, filed with the Commission on May 19, 2003).
4.6	Unitholder Agreement between GulfTerra Energy Partners, L.P. and Fletcher International, Inc. dated May 16, 2003 (incorporated by reference to Exhibit 4.L to Current Report on

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Form 8-K of GulfTerra Energy Partners, L.P., file no. 001-11680, filed with the Commission on May 19, 2003).

- 10.1*** Letter Agreement dated September 30, 2004, among Enterprise Products Partners L.P., GulfTerra Energy Partners, L.P. and Bart Heijermans.
- 10.2 1998 Omnibus Compensation Plan of GulfTerra Energy Partners, L.P., Amended and Restated as of January 1, 1999 (incorporated by reference to Exhibit 10.9 to Form 10-K for the year ended December 31, 1998 of GulfTerra Energy Partners, L.P., file no. 001-11680); Amendment No. 1, dated as of December 1, 1999 (incorporated by reference to Exhibit 10.8.1 to Form 10-Q for the quarter ended June 30, 2000 of GulfTerra Energy Partners, L.P., file no. 001-116800); Amendment No. 2 dated as of May 15, 2003 (incorporated by reference to Exhibit 10.M.1 to Form 10-Q for the quarter ended June 30, 2003 of GulfTerra Energy Partners, L.P., file no. 001-11680).
- 10.3 1998 Enterprise Products Long-Term Incentive Plan (Amended and Restated as of April 8, 2004) (incorporated by reference to Appendix B to Enterprise's Notice of Written Consent dated April 22, 2004, filed with the Commission on April 22, 2004).
- 99.1* Press release dated September 30, 2004.

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- * Filed with original Current Report on Form 8-K.
** Filed with Amendment No. 1 to Current Report on Form 8-K.
*** Filed with Amendment No. 2 to Current Report on Form 8-K.

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: December 6, 2004

By: /s/ Michael J. Knesek

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

Signature Page

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ENTERPRISE PRODUCTS PARTNERS L.P.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Introduction

The following unaudited pro forma condensed consolidated financial statements have been prepared to assist in the analysis of the financial effects of the transactions noted below. Unless the context requires otherwise, for purposes of this pro forma presentation, references to we, our, us, the Company or Enterprise are intended to mean the consolidated business and operations of Enterprise Products Partners L.P. References to Operating Partnership are intended to mean the consolidated business and operations of our primary operating subsidiary, Enterprise Products Operating L.P. References to GulfTerra are intended to mean the consolidated business and operations of GulfTerra Energy Partners, L.P. References to El Paso are intended to mean El Paso Corporation, its subsidiaries and affiliates. References to EPCO are intended to mean EPCO, Inc., an affiliate of the Company and our ultimate parent company.

The unaudited pro forma condensed consolidated financial statements include the following events and related transactions:

The completion of Enterprise's merger with GulfTerra on September 30, 2004 (the GulfTerra Merger). The GulfTerra Merger transaction was structured into three steps as described on page F-8.

The issuance by our Operating Partnership of \$2 billion of senior unsecured notes in a Rule 144A private placement offering on October 4, 2004. The net proceeds from this offering were used to reduce debt amounts outstanding under our \$2.25 billion 364-Day Acquisition Revolving Credit Facility that was used to partially fund the GulfTerra Merger on September 30, 2004.

The completion on October 5, 2004 of our Operating Partnership's four cash tender offers for \$915 million in principal amount of GulfTerra's senior and senior subordinated notes using \$1.1 billion in cash borrowed under our \$2.25 billion 364-Day Acquisition Revolving Credit Facility, which was placed in escrow on September 30, 2004.

The public sale of 17,250,000 common units in both May 2004 and August 2004 by Enterprise. In addition, Enterprise issued a total of 5,183,591 common units in connection with its distribution reinvestment plan (DRIP) during the first eleven months of 2004 (2,199,350 were issued in November 2004).

The conversion of 80 Series F2 convertible units, which were originally issued by GulfTerra, into 1,950,317 Enterprise common units in October and November 2004.

The unaudited pro forma condensed statements of consolidated operations for the nine months ended September 30, 2004 and the year ended December 31, 2003 assume the pro forma transactions noted above occurred on January 1, 2003 (to the extent not already reflected in the historical statements of consolidated operations). The unaudited pro forma condensed consolidated balance sheet shows the financial effects of the pro forma transactions as if they had occurred on September 30, 2004 (to the extent not already recorded in the historical balance sheet).

Dollar amounts presented in the tabular data within these pro forma condensed consolidated financial statements and footnotes are stated in millions of dollars, unless otherwise indicated.

The unaudited pro forma condensed consolidated financial statements and related pro forma information are based on assumptions that Enterprise believes are reasonable under the circumstances and are intended for informational purposes only. They are not necessarily indicative of the financial results that would have occurred if the transactions described herein had taken place on the dates indicated, nor are they indicative of the future consolidated results of the combined company.

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The unaudited pro forma condensed consolidated financial statements of Enterprise should be read in conjunction with and are qualified in their entirety by reference to the notes accompanying such unaudited pro forma condensed consolidated financial statements and with the historical consolidated financial statements and related notes of Enterprise included in its Annual Report on Form 10-K for the year ended December 31, 2003, Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2004 and Current Report on Form 8-K filed with the Securities and Exchange Commission (SEC) on December 6, 2004.

The condensed consolidated financial statements of GulfTerra included herein are qualified in their entirety by reference to the historical consolidated financial statements and related notes of GulfTerra for the year ended December 31, 2003 and for the three and nine months ended September 30, 2004, contained in Enterprise's Current Report on Form 8-K filed with the SEC on April 20, 2004 and Current Report on Form 8-K/A (Amendment No. 3) filed with the SEC on December 3, 2004, respectively.

The combined financial statements for the year ended December 31, 2003 of El Paso Hydrocarbons, L.P. and El Paso NGL Marketing Company, L.P. (collectively, the South Texas midstream assets) included herein are qualified in their entirety by reference to the historical combined financial statements and related notes of the South Texas midstream assets included in Enterprise's Current Report on Form 8-K filed with the SEC on April 16, 2004. The combined financial statements of the South Texas midstream assets for the eight months ended August 31, 2004 included herein were derived from the historical accounts and records of these entities.

Divestiture of Assets Required for FTC Approval of GulfTerra Merger

In connection with the GulfTerra Merger, we are required under a consent decree published for comment by the FTC on September 30, 2004 to sell our 50% interest in an entity which owns the Stingray natural gas pipeline and related gathering pipelines and dehydration and other facilities located in south Louisiana and the Gulf of Mexico offshore Louisiana. The \$37.2 million carrying value of this investment was classified under Assets Held for Sale on our Unaudited Condensed Consolidated Balance Sheet at September 30, 2004. Enterprise recognized approximately \$3 million in equity earnings from this investment for both the nine months ended September 30, 2004 and the year ended December 31, 2003. We are required to sell this investment by March 31, 2005.

To the extent that the proceeds from the future sale of Enterprise's investment is more or less than the carrying value of this investment, a gain or loss may be recorded. For purposes of pro forma presentation, we have not estimated the proceeds from a future sale and therefore, our pro forma statements of operations do not reflect a gain or loss realized from such a transaction. In addition, our pro forma statements of operations do not reflect the removal of equity earnings from this investment due to the insignificant effect on the pro forma results of operations.

ENTERPRISE PRODUCTS PARTNERS L.P.
UNAUDITED PRO FORMA CONDENSED STATEMENT OF CONSOLIDATED OPERATIONS
For the Nine Months Ended September 30, 2004

	Enterprise Historical	GulfTerra Historical	South Texas Midstream Assets Historical	Pro Forma Adjustments	Enterprise Pro Forma
REVENUES	\$ 5,458.5	\$ 676.7	\$ 1,103.2	\$ (426.6) (m) (59.4) (q)	\$ 6,752.4
COSTS AND EXPENSES					
Operating costs and expenses	5,226.4	432.3	1,058.3	66.7 (k) (20.0) (l) (421.5) (m) (46.5) (p) (59.4) (q)	6,236.3
Selling, general and administrative	26.6			46.5 (p)	73.1
Total	5,253.0	432.3	1,058.3	(434.2)	6,309.4
EQUITY IN INCOME (LOSS) OF UNCONSOLIDATED AFFILIATES	42.2			(32.0) (n) 7.6 (p)	17.8
OPERATING INCOME	247.7	244.4	44.9	(76.2)	460.8
OTHER INCOME (EXPENSE)					
Interest expense	(96.9)	(82.7)		5.1 (a) (30.7) (g) (37.7) (h) 3.0 (i) 56.3 (j)	(183.6)
Loss due to early redemptions of debt		(16.3)			(16.3)
Earnings from unconsolidated affiliates		7.6		(7.6) (p)	
Other, net	0.9	0.5	(0.1)	1.2 (o)	2.5
Total	(96.0)	(90.9)	(0.1)	(10.4)	(197.4)
PROVISION FOR INCOME TAXES	(2.7)				(2.7)
MINORITY INTEREST	(6.9)	1.8			(5.1)
INCOME FROM CONTINUING OPERATIONS	\$ 142.1	\$ 155.3	\$ 44.8	\$ (86.6)	\$ 255.6
INCOME ALLOCATION:					
Limited partners	\$ 120.2				\$ 220.1
General partner	\$ 21.9				\$ 35.5
BASIC EARNINGS PER UNIT:					
Number of units used in denominator	232.7			23.2 (a) 2.0 (b) 2.2 (c) 104.1 (f)	364.2
Income from continuing operations	\$ 0.52				\$ 0.60
DILUTED EARNINGS PER UNIT:					
Number of units used in denominator	233.2			23.2 (a)	364.7

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	Enterprise Historical	GulfTerra Historical	South Texas Midstream Assets Historical	Pro Forma Adjustments	Enterprise Pro Forma
				2.0 (b)	
				2.2 (c)	
				104.1 (f)	
Income from continuing operations	\$ 0.52				\$ 0.60

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

ENTERPRISE PRODUCTS PARTNERS L.P.
UNAUDITED PRO FORMA CONDENSED STATEMENT OF CONSOLIDATED OPERATIONS
For the Year Ended December 31, 2003

	Enterprise Historical	GulfTerra Historical	South Texas Midstream Assets Historical	Pro Forma Adjustments	Enterprise Pro Forma
REVENUES	\$ 5,346.4	\$ 871.5	\$ 1,430.7	\$ (431.9) (m) (63.7) (q)	\$ 7,153.0
COSTS AND EXPENSES					
Operating costs and expenses	5,046.8	557.0	1,423.2	98.1 (k) (1.5) (l) (427.2) (m) (54.5) (p) (63.7) (q)	6,578.2
Selling, general and administrative	37.5			54.5 (p)	92.0
Total	5,084.3	557.0	1,423.2	(394.3)	6,670.2
EQUITY IN INCOME (LOSS) OF UNCONSOLIDATED AFFILIATES	(14.0)			11.4 (p)	(2.6)
OPERATING INCOME	248.1	314.5	7.5	(89.9)	480.2
OTHER INCOME (EXPENSE)					
Interest expense	(140.8)	(127.8)		14.9 (a) (8.6) (e) (46.4) (g) (50.0) (h) 3.9 (i) 75.0 (j)	(279.8)
Loss due to early redemptions of debt		(36.9)			(36.9)
Earnings from unconsolidated affiliates		11.4		(11.4) (p)	
Other, net	6.4	1.1	0.1	0.8 (o)	8.4
Total	(134.4)	(152.2)	0.1	(21.8)	(308.3)
PROVISION FOR INCOME TAXES	(5.3)				(5.3)
MINORITY INTEREST	(3.9)	(0.9)		0.9 (d)	(3.9)
INCOME FROM CONTINUING OPERATIONS	\$ 104.5	\$ 161.4	\$ 7.6	\$ (110.8)	\$ 162.7
INCOME ALLOCATION:					
Limited partners	\$ 83.8				\$ 125.2
General partner	\$ 20.7				\$ 37.5
BASIC EARNINGS PER UNIT:					
Number of units used in denominator	199.9			37.5 (a)	350.3
				2.0 (b)	
				2.2 (c)	
				4.2 (e)	
				104.5 (f)	
Income from continuing operations	\$ 0.42				\$ 0.36
DILUTED EARNINGS PER UNIT:					
Number of units used in denominator	206.4			37.5 (a)	356.8

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	Enterprise Historical	GulfTerra Historical	South Texas Midstream Assets Historical	Pro Forma Adjustments	Enterprise Pro Forma
				2.0 (b)	
				2.2 (c)	
				4.2 (e)	
				104.5 (f)	
Income from continuing operations	\$ 0.41				\$ 0.35

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

ENTERPRISE PRODUCTS PARTNERS L.P.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
September 30, 2004

	Enterprise Historical		Pro Forma Adjustments		Enterprise Pro Forma
ASSETS					
Current Assets					
Cash and cash equivalents	\$ 146.6	\$	39.6	(b)	\$ 235.5
			49.3	(c)	
			1,984.5	(h)	
			(1,984.5)	(h)	
Restricted cash, including \$1.1 billion held in					