

ENTERPRISE PRODUCTS PARTNERS L P

Form 8-K

August 30, 2004

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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): August 25, 2004

**ENTERPRISE PRODUCTS PARTNERS L.P.**  
(Exact name of registrant as specified in their charters)

**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**      **77008-1044**  
(Address of Principal Executive Offices)      (Zip Code)  
Registrant's Telephone Number, including Area Code: **(713) 880-6500**

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**Item 8.01. Other Events.**

On August 26, 2004, Enterprise Products Partners L.P. announced that its operating partnership, Enterprise Products Operating L.P., executed credit agreements totaling \$3 billion. The facilities include a \$750 million multi-year credit facility and a \$2.25 billion acquisition credit facility. The \$750 million unsecured multi-year credit facility, which has a five-year term, will replace Enterprise's existing \$270 million multi-year and \$230 million 364-day credit facilities. The \$2.25 billion acquisition credit facility is an unsecured 364-day facility that will be available to provide interim financing for certain transactions associated with the merger of Enterprise and GulfTerra Energy Partners, L.P., the refinancing of GulfTerra's existing secured credit facility and term loans and the purchase of GulfTerra's senior and senior subordinated notes that have been tendered in a transaction related to the merger.

Both facilities become effective concurrently with the closing of the merger of Enterprise and GulfTerra. The merger of Enterprise and GulfTerra is expected to be completed during the third quarter of 2004.

The purpose of this Report is to file as exhibits the multi-year revolving credit facility, the acquisition credit facility and the guaranty agreements of Enterprise Products Partners L.P. with respect to each such facilities, each dated as of August 25, 2004.

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

**(a) Financial statements of businesses acquired.**

**Not applicable.**

**(b) Pro forma financial information.**

**Not applicable.**

**(c) Exhibits.**

- 4.1 Multi-Year Revolving Credit Agreement dated as of August 25, 2004, among Enterprise Products Operating L.P., the Lenders party thereto, Wachovia Bank, National Association, as Administrative Agent, CitiBank, N.A. and JPMorgan Chase Bank, as Co-Syndication Agents, Mizuho Corporate Bank, Ltd., SunTrust Bank and The Bank of Nova Scotia, as Co-Documentation Agents, Wachovia Capital Markets, LLC, CitiGroup Global Markets Inc. and JPMorgan Chase Securities, Inc., as Joint Lead Arrangers and Joint Book Runners.
- 4.2 Guaranty Agreement dated as of August 25, 2004, by Enterprise Products Partners L.P. in favor of Wachovia Bank, National Association, as Administrative Agent for the several lenders that are or become parties to the Credit Agreement included as Exhibit 4.1, above.

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- 4.3 364-Day Revolving Credit Agreement dated as of August 25, 2004, among Enterprise Products Operating L.P., the Lenders party thereto, Wachovia Bank, National Association, as Administrative Agent, CitiCorp North America, Inc. and Lehman Commercial Paper Inc., as Co-Syndication Agents, JPMorgan Chase Bank, UBS Loan Finance LLC and Morgan Stanley Senior Funding, Inc., as Co-Documentation Agents, Wachovia Capital Markets, LLC, CitiGroup Global Markets Inc. and Lehman Brothers Inc., as Joint Lead Arrangers and Joint Book Runners.
- 4.4 Guaranty Agreement dated as of August 25, 2004, by Enterprise Products Partners L.P. in favor of Wachovia Bank, National Association, as Administrative Agent for the several lenders that are or become parties to the Credit Agreement included as Exhibit 4.3, above.

**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: August 30, 2004

By: /s/ Michael J. Knesek

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

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Exhibit Description</u></b>
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4.4	Guaranty Agreement dated as of August 25, 2004, by Enterprise Products Partners L.P. in favor of Wachovia Bank, National Association, as Administrative Agent for the several lenders that are or become parties to the Credit Agreement included as Exhibit 4.3, above.