

ENTERPRISE PRODUCTS PARTNERS L P  
Form 8-K  
August 23, 2010

**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 20, 2010**

**ENTERPRISE PRODUCTS PARTNERS L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation )

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

**76-0568219**  
(IRS Employer  
Identification No.)

**1100 Louisiana St, 10th Floor, Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip Code)

Registrant's telephone number, including area code: **(713) 381-6500**

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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**Item 1.01 Entry into a Material Definitive Agreement**

***Amendment to DEP-EPO Loan Agreement***

On June 1, 2010, Duncan Energy Partners L.P. ( DEP ), as borrower, entered into a loan agreement with Enterprise Products Operating LLC ( EPO ), as lender (the Loan Agreement ), pursuant to which DEP may borrow up to \$200 million. EPO is a wholly owned subsidiary of Enterprise Products Partners L.P. EPO beneficially owns 100% of DEP Holdings, LLC, the general partner of DEP.

On August 20, 2010, DEP and EPO executed the First Amendment to the Loan Agreement (the Amendment ), extending the maturity date under the Loan Agreement from September 28, 2010 to December 31, 2010. The Amendment provides that DEP must repay the principal balance of the loan (together with accrued and unpaid interest and any other amounts outstanding) under the amended Loan Agreement on the earliest of: (i) December 31, 2010; (ii) the date on which maturity may have been accelerated in accordance with the Loan Agreement; or (iii) the date on which EPO s commitment is terminated in accordance with the Loan Agreement. All other terms and conditions of the Loan Agreement remain unchanged. As of August 19, 2010, there were \$75 million in borrowings outstanding under the Loan Agreement. A copy of the Amendment is filed as Exhibit 10.1 to the Form 8-K filed by Duncan Energy Partners L.P. on August 23, 2010 and is incorporated by reference into this Item 1.01.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No. Description**

10.1	First Amendment to Loan Agreement, dated August 20, 2010, between Enterprise Products Operating LLC, as lender, and Duncan Energy Partners L.P., as borrower (incorporated by reference from Exhibit 10.1 of Form 8-K filed by Duncan Energy Partners L.P. on August 23, 2010).
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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.  
(A Delaware Limited Partnership)

By: Enterprise Products GP, LLC,  
as General Partner

Date: August 23, 2010

By: /s/ Michael J. Knesek

Michael J. Knesek  
*Senior Vice President, Controller and Principal  
Accounting Officer of the General Partner*

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**EXHIBIT INDEX**

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