

ENTERPRISE PRODUCTS PARTNERS L P

Form 10-K/A

June 30, 2011



Edgar Filing: ENTERPRISE PRODUCTS PARTNERS L P - Form 10-K/A

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
---	--	--	---

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of Enterprise Products Partners L.P.'s (EPD) common units held by non-affiliates at June 30, 2010 was approximately \$15.7 billion based on the closing price of such equity securities in the daily composite list for transactions on the New York Stock Exchange. This figure excludes common units beneficially owned by certain affiliates, including the estate of Dan L. Duncan. There were 843,674,372 common units of EPD and 4,520,431 Class B units (which generally vote together with the common units) outstanding at February 1, 2011.

---

**ENTERPRISE PRODUCTS PARTNERS L.P.  
TABLE OF CONTENTS**

	<b>Page Number</b>
<u>EXPLANATORY NOTE</u>	1
<b><u>PART III</u></b>	
<u>Item</u> 11. <u>Executive Compensation.</u>	2
<b><u>PART IV</u></b>	
<u>Item</u> 15. <u>Exhibits and Financial Statement Schedules.</u>	12
<b><u>Signatures</u></b>	
<u>EX-31.1</u>	
<u>EX-31.2</u>	
<u>EX-32.1</u>	
<u>EX-32.2</u>	

---

**Table of Contents**

**EXPLANATORY NOTE**

Enterprise Products Partners, L.P. ( Enterprise or the Partnership ) is filing this Amendment No.1 to the Annual Report on Form 10-K (the Form 10-K/A ) to amend its Annual Report on Form 10-K for the year ended December 31, 2010, which was filed with the Securities and Exchange Commission ( SEC ) on March 1, 2011 (the Original Report and together with the Form 10-K/A, the Form 10-K ). As amended by this Form 10-K/A, the Form 10-K reflects updates to Part III Item 11. Executive Compensation including (i) All Other Compensation information under our Summary Compensation Table, (ii) in our Compensation Discussion and Analysis, the use of benchmarking information, the determination of amounts of elements of compensation for each of our named executive officers, and individual performances considered by the Compensation Committee in the determination of 2010 cash bonuses and long-term equity compensation for named executive officers, and (iii) termination and change of control matters.

This Amendment No. 1 is being filed in response to comments received from the staff of the Division of Corporation Finance of the SEC in connection with the staff's review of the Original Report. We have made no attempt in this Amendment No. 1 to modify or update the disclosures presented in the Original Report other than as noted above. Also, this Amendment No. 1 does not reflect events occurring after the filing of the Original Report. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Report and our other filings with the SEC subsequent to the filing of the Original Report.

**Table of Contents****PART III****Item 11. Executive Compensation.****Executive Officer Compensation**

We do not directly employ any of the persons responsible for managing our partnership. Instead, we are managed by our general partner, the executive officers of which are employees of EPCO. Our management, administrative and operating functions are primarily performed by employees of EPCO pursuant to the ASA. Pursuant to the ASA, we reimburse EPCO for 100% of EPCO's compensation costs related to our partnership. For additional information regarding the ASA, see Note 15 of the Notes to Consolidated Financial Statements included under Item 8 of this annual report.

**Summary Compensation Table**

The following table presents total compensation amounts, paid, accrued or otherwise expensed by us with respect to the years ended December 31, 2010, 2009 and 2008 for the CEO, the CFO, and the three other most highly compensated executive officers of our general partner as of December 31, 2010. Collectively, these individuals were our named executive officers for 2010. The compensation amounts presented below include amounts allocated to Holdings prior to the Holdings Merger (see Item 1 of this annual report for a description of the Holdings Merger).

<b>Name and Principal Position</b>	<b>Year</b>	<b>Cash Salary (\$)</b>	<b>Cash Bonus (\$)(1)</b>	<b>Unit Awards (\$)(2)</b>	<b>Option Awards (\$)(3)</b>	<b>All Other Comp. (\$)(4)</b>	<b>Total (\$)</b>
Michael A. Creel (President and CEO)	2010	\$607,187	\$1,046,875	\$2,091,096	\$208,905	\$388,681	\$4,342,744
	2009	580,000	1,280,000	2,616,695	718,920	216,630	5,412,245
	2008	563,200	552,000	3,668,620	171,360	200,241	5,155,421
W. Randall Fowler (Executive Vice President and CFO)	2010	275,625	262,500	822,885	87,044	166,070	1,614,124
	2009	206,719	354,375	973,475	242,422	80,271	1,857,262
	2008	190,781	131,250	1,377,456	53,550	62,646	1,815,683
A. James Teague (Executive Vice President and Chief Operating Officer)	2010	650,000	650,000	1,710,310	174,087	372,446	3,556,843
	2009	650,000	950,000	2,445,585	665,400	233,747	4,944,732
	2008	558,333	500,000	3,627,701	142,800	176,651	5,005,485
William Ordemann (Executive Vice President)	2010	406,300	250,000	1,090,726	174,087	283,173	2,204,286
	2009	395,200	310,000	1,643,242	565,950	220,470	3,134,862
	2008	391,400	265,000	1,779,805	142,800	157,884	2,736,889
Mark. A Hurley (5) (Senior Vice President)	2010	290,341	375,000	800,000	89,812	56,924	1,612,077

(1) Amounts represent discretionary annual cash awards accrued with respect to the years presented. Cash awards are paid in February of the following year (e.g., the cash awards for 2010 were paid in February 2011).

(2) Amounts represent our estimated share of the aggregate grant date fair value of restricted common unit awards and limited partnership interests in the Employee Partnerships granted during each year presented. For

information about assumptions made in the valuation of these awards and limited partner interests, see Note 5 of the Notes to Consolidated Financial Statements included under Item 8 of this annual report, which information is incorporated by reference into this Item 11.

- (3) Amounts represent our estimated share of the aggregate grant date fair value of unit option awards granted during each year presented. For information about assumptions made in the valuation of these awards, see Note 5 of the Notes to Consolidated Financial Statements included under Item 8 of this annual report, which information is incorporated by reference into this Item 11.
- (4) Amounts include (i) matching contributions under funded, qualified, defined contribution retirement plans, (ii) quarterly distributions paid on incentive plan awards, (iii) the imputed value of life insurance premiums paid on behalf of the officer and (iv) other amounts as set forth in the following table:

2

---

**Table of Contents**

	Matching Contributions Under Funded, Qualified, Defined Contribution Retirement Plans	Quarterly Distributions Paid On Incentive Plan Awards	Life Insurance Premiums	Other	Total All Other Compensation
Michael A. Creel	\$21,560	\$359,933	\$1,945	\$5,243	\$388,681
W. Randall Fowler	12,188	148,703	652	4,527	166,070
A. James Teague	26,950	332,652	6,858	5,986	372,446
William Ordemann	29,400	246,710	1,242	5,821	283,173
Mark A. Hurley	24,497	28,938	933	2,556	56,924

(5) Mr. Hurley's cash bonus amount includes sign-on bonus payments totaling \$200,000. Mr. Hurley joined us in March 2010.

Each of the named executive officers continues to perform services for other affiliates of EPCO. Under the ASA, the compensation costs of our named executive officers are allocated to us and our affiliates based on the estimated amount of time that each officer spends on our consolidated businesses in any fiscal year. These percentages are reassessed at least quarterly.

The following table presents the average approximate amount of time devoted by each of our named executive officers to our consolidated businesses, which includes Duncan Energy Partners, and those of our other affiliates for each of the years presented. The percentages listed for Enterprise Products Partners have been retrospectively adjusted to include the amount of time each officer devoted to Holdings prior to the Holdings Merger.

Named Executive Officer	Year	Enterprise Products Partners	EPCO and other affiliates	Total Time Allocated
Michael A. Creel (CEO)	2010	84%	16%	100%
	2009	80%	20%	100%
	2008	80%	20%	100%
W. Randall Fowler (CFO)	2010	53%	47%	100%
	2009	50%	50%	100%
	2008	50%	50%	100%
A. James Teague	2010	100%		100%
	2009	100%		100%
	2008	100%		100%
William Ordemann	2010	100%		100%
	2009	100%		100%
	2008	100%		100%
Mark A. Hurley	2010	100%		100%



***Compensation Discussion and Analysis***

With respect to our named executive officers, compensation paid or awarded by us for the last three fiscal years reflects only that portion of compensation paid by EPCO and allocated to us pursuant to the ASA, including an allocation of a portion of the cost of equity-based long-term incentive plans of EPCO. The EPCO Trustees control EPCO and provide recommendations with respect to the compensation of our CEO. As discussed further below, the ACG Committee of our general partner was given ultimate decision-making authority with respect to 2010 compensation to be paid to our CEO, and our CEO was given ultimate decision-making authority with respect to 2010 compensation to be paid to our other named executive officers. The following elements of compensation, and EPCO's decisions with respect to determination of payments, are not subject to approvals by the Board or the ACG Committee of our general partner, except in the case of compensation paid to our CEO (as described below). Neither EPCO nor our general partner has a separate compensation committee; however, equity awards under EPCO's long-term incentive plans are approved by the ACG Committee of the respective issuer.

As discussed below, the elements of EPCO's compensation program, along with EPCO's other rewards (e.g., benefits, work environment and career development), are intended to provide a total rewards

**Table of Contents**

package to employees. The objectives of EPCO's compensation program are to provide competitive compensation opportunities that will align and drive employee performance toward the creation of sustained long-term unitholder value. Our compensation program allows us to attract, motivate and retain high quality talent with the skills and competencies we require. The compensation package is designed to reward contributions by employees in support of the business strategies of EPCO and its affiliates at both the partnership and individual levels. With respect to the three years ended December 31, 2010, EPCO's compensation package for named executive officers did not include any elements based on targeted performance-related criteria.

The primary elements of EPCO's compensation program are a combination of annual cash and long-term equity-based incentive compensation. For the three years ended December 31, 2010, the elements of compensation for the named executive officers consisted of the following:

Annual cash base salary;

Discretionary annual cash bonus awards;

Awards under long-term incentive arrangements; and

Other compensation, including very limited perquisites.

In order to assist our CEO, EPCO and the ACG Committee of our general partner with compensation decisions, the senior vice president of Human Resources for EPCO formulates preliminary compensation recommendations for each of the named executive officers, including our CEO. With respect to compensation to be paid to our CEO, the EPCO Trustees consider the preliminary recommendation and make revisions, if appropriate. Afterwards, the EPCO Trustees and the senior vice president of Human Resources for EPCO present the revised CEO compensation recommendation to the members of the ACG Committee. The ACG Committee considers the recommendation and then makes a final determination regarding compensation of our CEO. In making their final determination, the ACG Committee may discuss the recommendations with the senior vice president of Human Resources, request to discuss the recommendations with EPCO's compensation consultant, and/or retain its own compensation consultant.

With respect to compensation to be paid to named executive officers other than our CEO, the CEO considers the preliminary recommendation of EPCO's senior vice president of Human Resources and makes revisions, if appropriate. The CEO makes a final determination regarding compensation of each named executive officer (other than the CEO himself).

In making these compensation decisions, EPCO considers market data for determining relevant compensation levels and compensation program elements through the review of and, in certain cases, participation in, relevant compensation surveys and reports. These surveys and reports are conducted and prepared by a third-party compensation consultant. In 2009, EPCO engaged Hewitt Associates, LLC (currently Meridian Compensation Partners, LLC, a spin-off from Hewitt in 2010, the Consultant) to review executive compensation relative to our industry. The Consultant provided comparative market data on compensation practices and programs for executive level positions based on an analysis of industry competitors and external trends. The market data included information from a core group consisting of (A) seventeen energy industry companies and (B) ten Houston-area based companies, respectively as follows: (A) AGL Resources Inc.; Atmos Energy Corporation; CenterPoint Energy, Inc.; Chevron Pipeline Company; CMS Energy Corporation; Constellation Energy Group, Inc.; Dominion Resources, Inc.; El Paso Corporation; Enbridge, Inc.; Marathon Oil Corporation; NiSource Inc.; ONEOK, Inc.; Questar Corporation; Southern Union Company; TransCanada Corporation; Spectra Energy Corp.; The Williams Companies, Inc.; and (B) BJ Services Co.; Cameron International Corporation; Chicago Bridge & Iron Company N.V.; Cooper Industries plc; Dynegey Inc.; FMC Technologies, Inc.; Halliburton Company; KBR Inc.; McDermott International, Inc.; and Waste Management, Inc.

Neither we, nor EPCO, which engages the Consultant, are aware of the specific data of the companies included in the Consultant's proprietary database for specific positions. EPCO uses the information provided in the Consultant's analysis to gauge whether compensation levels reported by the



## **Table of Contents**

Consultant and the general ranges of compensation for EPCO employees in similar positions are comparable, but that comparison is only a factor taken into consideration and may or may not impact compensation of our executive officers, for which our ACG Committee (in the case of our CEO's compensation) or our CEO (in the case of compensation to be paid to our other named executive officers) has the ultimate decision-making authority. EPCO does not otherwise engage in benchmarking for the named executive officers' positions.

The ACG Committee, our CEO and EPCO do not use any formula or specific performance-based criteria for our named executive officers in determining compensation for services performed for us; rather, the ACG Committee or our CEO (as applicable) and EPCO determine an appropriate level and mix of compensation on a case-by-case basis. Further, there is no established policy or target for the allocation between either cash and non-cash or short-term and long-term incentive compensation. However, some considerations that the ACG Committee or our CEO (as applicable) may take into account in making the case-by-case compensation determinations include total value of all elements of compensation and the appropriate balance of internal pay equity among executive officers. The ACG Committee, our CEO and EPCO also consider individual performance, levels of responsibility and value to the organization. All compensation determinations are subjective and discretionary and, as noted above, subject to the ultimate decision-making authority of the ACG Committee or the CEO (as applicable), except for equity awards under EPCO's long-term incentive plans, as discussed below.

We believe the absence of specific performance-based criteria associated with our cash compensation and equity awards, and the long-term nature of our equity awards, has the effect of discouraging excessive risk taking by our executive officers in order to reach certain targets. Further, the practice of making compensation decisions on a case-by-case basis permits consideration of flexible criteria, including current overall market conditions.

Prior base salaries were previously determined by Mr. Duncan without consultation with the ACG Committee. During 2010, changes in base salaries for our named executive officers were largely budget-driven and made consistent relative to increases in base salaries for other executive officers.

The discretionary cash bonus awards paid to each of our named executive officers with respect to 2010 were determined by consultation, as appropriate, among the EPCO Trustees, our CEO and the senior vice president of Human Resources for EPCO, subject to final determination by the ACG Committee (in the case of our CEO's cash bonus awards) and our CEO (in the case of cash bonus awards to be paid to our other named executive officers). These cash bonus awards, in combination with annual base salaries, are intended to yield competitive total cash compensation levels for the named executive officers and drive performance in support of our business strategies, as well as the performance of other EPCO affiliates for which the named executive officers perform services. It is EPCO's general policy to pay these awards in February of the following year. For 2010, the discretionary cash bonuses reflected the ACG Committee's and our CEO's (with respect to other named executive officers) general consideration of our 2010 financial performance, without any weight or formula given to any specific financial performance measures, as well as their subjective judgment of each named executive officer's general contributions in connection with the partnership's performance, again without any weight or formula given to any specific individual contribution or accomplishments. The levels of cash bonuses were also based on the level and position of such named executive officers and relative compensation paid to other executive officers.

The awards granted under EPCO's long-term incentive plans to our named executive officers during 2010 were determined by consultation among the EPCO Trustees, our CEO and the senior vice president of Human Resources for EPCO, and were approved by the ACG Committee of the respective issuer. The levels of EPCO's long-term incentive plan awards to our named executive officers during 2010 also reflected the ACG Committee's and our CEO's (with respect to other named executive officers) general consideration of our 2010 financial performance, without any weight or formula given to any specific financial performance measures, as well as their subjective judgment of each named executive officer's general contributions in connection with the partnership's performance, again without any weight or formula given to any specific individual contribution or accomplishments. The levels of long-term incentive awards were also based on the level and position of such named executive officers and relative compensation paid to other executive officers.

EPCO expects to continue its policy of covering limited perquisites allocable to our named executive officers, including reimbursement of parking expenses. EPCO also makes matching



**Table of Contents**

contributions under its defined contribution plans for the benefit of our named executive officers in the same manner as it does for other EPCO employees.

EPCO does not offer our named executive officers a defined benefit pension plan. Also, none of our named executive officers had nonqualified deferred compensation during the three years ended December 31, 2010.

In August 2010, the Employee Partnerships were liquidated with the consent of EPCO (in its capacity as the general partner of each Employee Partnership) and the Class A and Class B limited partners thereof, in accordance with the terms of each Employee Partnership's partnership agreement. Upon the liquidation of each Employee Partnership, the assets of such Employee Partnership were distributed to the Class A and B limited partners thereof. As a result, the Class B limited partners of each Employee Partnership, which included our named executive officers, received a liquidating distribution of partnership assets consisting of limited partner interests in either us or Holdings. See Option Exercises and Units Vested within this Item 11 for additional information.

In the fourth quarter of 2010, EPCO entered into retention agreements with Messrs. Creel, Fowler, Teague and Ordemann to reinforce and encourage the continued dedication of such officers to EPCO and us as a member of our senior management team and to assure that we and EPCO will have the services of the executives in the foreseeable future. Pursuant to the retention agreements, Messrs. Creel, Fowler, Teague and Ordemann will be entitled to a cash retention payment of \$10 million, \$5 million, \$10 million and \$2.5 million, respectively, less applicable withholding taxes (as applicable to each person, the Retention Payment) following the completion of 48 months of continuous employment with EPCO from the effective date of each retention agreement (the Retention Period). We will receive an allocation of such costs based on the approximate amount of time each officer spends on our consolidated business activities. The effective date of the retention agreements for Mr. Creel, Mr. Fowler and Mr. Teague was December 1, 2010. The effective date of the retention agreement for Mr. Ordemann was October 1, 2010.

Notwithstanding the required Retention Period, if at any time between 24 months and 48 months after December 1, 2010 (the period of continuous employment from December 1, 2010 until such time being referred to as the

Performance Period), Mr. Teague designates a candidate to serve as Chief Operating Officer of Enterprise GP and such candidate is determined by the ACG Committee of the Board of Directors of Enterprise GP to be satisfactory and is hired by EPCO, then Mr. Teague will be entitled to a cash performance payment of the greater of (a) \$6 million or (b) \$10 million times (i) the number of months of Mr. Teague's Performance Period, divided by (ii) 48 (the

Performance Payment). Pursuant to his retention agreement, Mr. Teague is eligible to earn and receive either the Performance Payment or the Retention Payment, but not both.

Notwithstanding the Retention Period described above, each of Messrs. Creel, Fowler, Teague, and Ordemann will receive, or in the event of his death, his designated beneficiary will receive, unless otherwise required by law, his applicable Retention Payment in the event of an involuntary termination of his employment prior to the end of his Retention Period for specified reasons, including death, disability or termination of his employment by EPCO other than for cause (as defined in his retention agreement) in connection with his job elimination, a business reorganization or a sale of EPCO or us. The Retention Payment is payable in full within 30 days of such qualifying termination. In the event the named executive officer is paid his Retention Payment in connection with an involuntary termination as described above, he agrees that, for a period equal to the lesser of (i) 18 months after the date of the event which gives rise to the Retention Payment or (ii) the remainder of the Retention Period (as if the retention agreement were in full force and effect for the full Retention Period), he will not solicit or induce, either directly or indirectly, any of our employees to cease employment with EPCO.

Any Retention Payment or Performance Payment (with respect to Mr. Teague) is in addition to any discretionary incentive compensation that EPCO or any of its affiliates may, in its sole discretion, grant or have in place from time to time.

Although the retention agreements, restricted unit awards and unit option awards are entered into with EPCO, all or a portion of the compensation related to these agreements may be allocated to us in

**Table of Contents**

accordance with the ASA by and among EPCO, the partnership, Duncan Energy Partners and the other parties thereto.

We believe that each of the base salary, cash bonus awards, long-term incentive awards and retention agreements, as applicable, fit the overall compensation objectives of us and of EPCO and are designed to avoid risks that are likely to conflict with the partnership's risk management policies.

**Grants of Plan-Based Awards in Fiscal Year 2010**

The following table presents information concerning each grant of a plan-based award made to a named executive officer in 2010 for which we will be allocated by EPCO our pro rata share under the ASA. The restricted common unit and unit option awards granted during 2010 were under EPCO's long-term incentive plans. See *Summary of Long-Term Incentive Arrangements Underlying 2010 Award Grants* within this discussion of compensation of directors and executive officers for additional information regarding the long-term incentive plans under which these awards were granted.

Name	Grant Date	Estimated Future Payouts Under Equity Incentive Plan Awards			Exercise or Base Price of Option Awards (\$/Unit)	Grant Date Fair Value of Unit and Option Awards (\$)(1)
		Threshold (#)	Target (#)	Maximum (#)		
<b>Restricted common unit awards: (2)</b>						
Michael A. Creel (CEO)	2/23/10		81,000			\$2,091,096
W. Randall Fowler (CFO)	2/23/10		51,000			822,885
A. James Teague	2/23/10		53,000			1,710,310
William Ordemann	2/23/10		33,800			1,090,726
Mark A. Hurley	5/6/10		25,000			800,000
<b>Unit option awards: (2)</b>						
Michael A. Creel (CEO)	2/23/10		90,000		\$32.27	208,095
W. Randall Fowler (CFO)	2/23/10		60,000		32.27	87,044
A. James Teague	2/23/10		60,000		32.27	174,087
William Ordemann	2/23/10		60,000		32.27	174,087
Mark A. Hurley	5/6/10		30,000		32.00	89,812

(1) Amounts presented reflect that portion of grant date fair value allocable to us based on the average percentage of time each named executive officer spent on our consolidated business activities during 2010. Based on current allocations, we estimate that the consolidated compensation expense we record for each named executive officer with respect to these awards will approximate these amounts over the vesting period.

(2) Awards granted to the named executive officers during 2010 were made under either the Amended and Restated 2008 Enterprise Products Long-Term Incentive Plan ( 2008 Plan ) or the Enterprise Products 1998 Long-Term Incentive Plan ( 1998 Plan ).

The grant date fair value amounts presented in the table are based on certain assumptions and considerations made by management. See Note 5 of the Notes to Consolidated Financial Statements included under Item 8 of this annual report for additional information regarding our fair value assumptions made in connection with equity-based compensation.

**Summary of Long-Term Incentive Arrangements Underlying 2010 Award Grants**

The following information summarizes the principal types of awards granted to our named executive officers under EPCO's long-term incentive plans during 2010. These plans provide for incentive awards to EPCO's key employees who perform management, administrative or operational functions for us or our affiliates.

Awards granted under the 1998 Plan may be in the form of unit options, restricted common units, phantom units and distribution equivalent rights ( DERs ). Awards granted under the 2008 Plan may be in the form of unit options, restricted common units, phantom units, unit appreciation rights ( UARs ) and



**Table of Contents**

DERs. As of December 31, 2010, no phantom unit awards, UARs or associated DERs have been granted under the EPCO plans to the named executive officers.

***Restricted common unit awards.*** Restricted common unit awards allow recipients to acquire common units of Enterprise (at no cost to the recipient) once a defined vesting period expires, subject to customary forfeiture provisions. For awards granted prior to 2010, the restrictions on such awards generally lapse four years from the date of grant. Beginning in 2010, new restricted common unit grants generally vest at a rate of 25% per year beginning one year after the grant date. The fair value of restricted common units is based on the market price per unit of the underlying security on the date of grant. For financial statement purposes, compensation expense is recognized based on the grant date fair value, net of an allowance for estimated forfeitures. Each recipient is also entitled to cash distributions equal to the product of the number of restricted common units outstanding for the participant and the cash distribution per unit paid by the respective issuer.

***Unit option awards.*** Non-qualified incentive options to purchase a fixed number of common units of Enterprise may be granted to key employees of EPCO. When issued, the exercise price of each option grant is equivalent to the market price of the underlying equity on the date of grant. In general, options granted under the EPCO plans have a vesting period of four years and remain exercisable for five to ten years, as applicable, from the date of grant.

The fair value of each unit option is estimated on the date of grant using the Black-Scholes option pricing model, which incorporates various assumptions including expected life of the option, risk-free interest rates, expected distribution yield on the underlying security, and expected price volatility of the underlying security. In general, our assumption of expected life of the options represents the period of time that the options are expected to be outstanding based on an analysis of our historical option activity. Our selection of the risk-free interest rate is based on published yields for U.S. government securities with comparable terms. The expected distribution yield and unit price volatility is estimated based on several factors, which include an analysis of historical price volatility and distribution yield over a period equal to the expected life of the option.

***Equity Awards Outstanding at December 31, 2010***

The following information summarizes each named executive officer's long-term incentive awards outstanding at December 31, 2010. We expect to be allocated our pro rata share of the expense associated with such awards under the ASA. As a result, the gross amounts listed in the tables do not represent the amount of expense we expect to recognize in connection with these awards.

The following table presents information concerning each named executive officer's restricted common unit and options awards outstanding at December 31, 2010. The referenced units in the table below are common units of Enterprise.

Name	Vesting Date	Option Awards			Unit Awards		
		Number of Units Underlying Options Exercisable (#)	Number of Units Underlying Options Unexercisable (#)	Option Exercise Price (\$/Unit)	Option Expiration Date	Number of Units That Have Not Vested (#)(2)	Market Value of Units That Have Not Vested (\$)(3)
<b>Restricted common unit awards:</b>							
Michael A. Creel (CEO)	Various (1)					198,100	\$8,242,941
W. Randall Fowler (CFO)	Various (1)					130,100	5,413,461
A. James Teague	Various (1)					145,000	6,033,450

William Ordemann	Various (1)				112,700	4,689,447
Mark A. Hurley	Various (1)				25,000	1,040,250

**Unit option****awards:**

Michael A. Creel

(CEO):

May 29, 2007

option grant	5/29/11	60,000	\$30.96	12/31/12
--------------	---------	--------	---------	----------

May 22, 2008

option grant	5/22/12	90,000	30.93	12/31/13
--------------	---------	--------	-------	----------

February 19, 2009

option grant	2/19/13	75,000	22.06	12/31/14
--------------	---------	--------	-------	----------

May 6, 2009

option grant	5/06/13	90,000	24.92	12/31/14
--------------	---------	--------	-------	----------

8

**Table of Contents**

February 23, 2010 option grant W. Randall Fowler (CFO):	2/23/14	90,000	32.27	12/31/15
May 29, 2007 option grant	5/29/11	45,000	30.96	12/31/12
May 22, 2008 option grant	5/22/12	60,000	30.93	12/31/13
February 19, 2009 option grant	2/19/13	52,500	22.06	12/31/14
May 6, 2009 option grant	5/06/13	60,000	24.92	12/31/14
February 23, 2010 option grant A. James Teague:	2/23/14	60,000	32.27	12/31/15
May 29, 2007 option grant	5/29/11	60,000	30.96	12/31/12
May 22, 2008 option grant	5/22/12	60,000	30.93	12/31/13
February 19, 2009 option grant	2/19/13	60,000	22.06	12/31/14
May 6, 2009 option grant	5/06/13	60,000	24.92	12/31/14
February 23, 2010 option grant William Ordemann:	2/23/14	60,000	32.27	12/31/15
May 29, 2007 option grant	5/29/11	30,000	30.96	12/31/12
May 22, 2008 option grant	5/22/12	60,000	30.93	12/31/13
February 19, 2009 option grant	2/19/13	45,000	22.06	12/31/14
May 6, 2009 option grant	5/06/13	60,000	24.92	12/31/14
February 23, 2010 option grant Mark A. Hurley:	2/23/14	60,000	32.27	12/31/15
May 6, 2010 option grant	5/6/14	30,000	32.00	12/31/15

(1) Of the 610,900 restricted common unit awards presented in the table, 90,800 vest in 2011, 124,300 vest in 2012, 177,000 vest in 2013 and 218,800 vest in 2014.

(2) Amounts represent the total number of restricted common unit awards granted to each named executive officer.

(3) Amounts derived by multiplying the total number of restricted common unit awards outstanding for each named executive officer by the closing price of our common units at December 31, 2010 of \$41.61 per unit.

***Option Exercises and Units Vested***

Edgar Filing: ENTERPRISE PRODUCTS PARTNERS L P - Form 10-K/A

The following table presents the exercise of unit options by and vesting of restricted common units (in each case, involving the common units of Enterprise) to our named executive officers during the year ended December 31, 2010 for which we were historically responsible for a portion of the related expense of such awards.

Name	Option Awards		Unit Awards	
	Number of Units Acquired on Exercise (#)	Gross Value Realized on Exercise (\$)(1)	Number of Units Acquired on Vesting (#)	Gross Value Realized on Vesting (\$)(2,3)
Michael A. Creel (CEO):				
Option awards	75,000	\$910,800		
Restricted common unit awards			12,000	\$ 427,300
Employee Partnerships: (3)				
Common units of Enterprise			97,484	3,674,159
Units of Holdings			242,271	12,307,475
W. Randall Fowler (CFO):				
Option awards	65,000	798,000		
Restricted common unit awards			12,000	427,320
Employee Partnerships: (3)				
Common units of Enterprise			79,776	3,006,747
Units of Holdings			179,116	9,099,173
A. James Teague:				
Option awards	75,000	910,800		
Restricted common unit awards			12,000	427,320
Employee Partnerships: (3)				
Common units of Enterprise			83,318	3,140,244
Units of Holdings			170,510	8,661,984
William Ordemann:				
Option awards	80,000	934,750		
Restricted common unit awards			7,200	256,392
Employee Partnerships: (3)				
Common units of Enterprise			14,165	533,877
Units of Holdings			112,721	5,726,277

**Table of Contents**

- (1) Amount determined by multiplying the number of units acquired on exercise of the options by the difference between the closing price of Enterprise's common units on the date of exercise and the exercise price.
- (2) Amount determined for restricted common unit awards by multiplying the number of restricted common unit awards that vested during 2010 by the closing price of Enterprise's common units on the date of vesting.
- (3) EPCO granted limited partnership interests in the Employee Partnerships to its key employees who perform services on behalf of us, EPCO and other affiliated companies. These partnerships were liquidated in August 2010 and the assets of each partnership (consisting of either common units of Enterprise's or units of Holdings or a combination of both) were distributed to their partners, which included certain of our named executive officers. The gross value realized on vesting (i.e., liquidation in this case) was determined by multiplying the number of limited partner units received by the named executive officer by the closing price of Enterprise's or Holdings' limited partner units on the date of liquidation.

***Potential Payments Upon Termination or Change-in-Control.***

Our named executive officers do not have any employment agreements that call for payment of termination or severance benefits or that provide for any payments in the event of a change in control of our general partner, Enterprise GP.

EPCO has entered into retention agreements with each of Messrs. Creel, Fowler, Teague, and Ordemann, which are described further above. Under these agreements, such persons will receive, or in the event of his death, his designated beneficiary will receive, unless otherwise required by law, his applicable Retention Payment (set forth above) in the event of an involuntary termination of his employment prior to the end of his Retention Period for specified reasons, including death, disability or termination of his employment by EPCO other than for cause (as defined in his retention agreement) in connection with his job elimination, a business reorganization or a sale of EPCO or us.

Vesting of restricted unit awards and option awards under the 1998 Plan and the 2008 Plan are subject to acceleration upon a qualifying termination, including termination after a change of control of our general partner. Qualifying termination under such awards generally means a termination as an employee of EPCO or an affiliated group member (i) upon death, (ii) a qualifying long-term disability, (iii) a qualifying retirement, or (iv) within one year after a change of control (as defined), other than a termination for cause (as defined) or termination by such person that is not a qualifying termination for good reason (as defined). A change of control under these award agreements is generally defined to mean that Dan L. Duncan, his wife, descendants, heirs and/or legatees and/or distributees of Dan L. Duncan's estate, and/or trusts (including, without limitation, one or more voting trusts) established for the benefit of his wife, descendants, heirs and/or legatees and/or distributees, collectively, cease, directly or indirectly, to control Enterprise GP.

As of December 31, 2010, the value of unvested unit option awards upon an accelerated vesting for a qualifying termination (calculated as the spread between the exercise and closing price of a common units on December 31, 2010, but without reflecting any allocation of compensation to other entities under the ASA), would have been the following for each of the named executive officers:

	Accelerated Option Value
Named Executive Officer	
Michael A. Creel (CEO)	\$5,409,150
W. Randall Fowler (CFO)	3,708,225
A. James Teague	4,014,600
William Ordemann	3,401,850
Mark A. Hurley	288,300

Although the retention agreements, restricted unit awards and unit option awards are entered into with EPCO, all or a portion of the compensation related to these agreements may be allocated to us in accordance with the ASA by and

among EPCO, the partnership, Duncan Energy Partners and the other parties thereto.

**Compensation Committee Report**

We do not have a separate compensation committee. In addition, we do not directly employ or compensate our named executive officers. Rather, under the ASA, we reimburse EPCO for the

**Table of Contents**

compensation of our executive officers. As described in Compensation Discussion and Analysis, decisions regarding the compensation of our named executive officers are made, as applicable, by EPCO, our CEO and the ACG Committee of our general partner.

In light of the foregoing, the Board has reviewed and discussed with management the Compensation Discussion and Analysis set forth above and determined that it be included in this annual report for the year ended December 31, 2010.

Submitted by: Randa Duncan Williams  
 Dr. Ralph S. Cunningham  
 Richard H. Bachmann  
 Thurmon M. Address  
 Charles E. McMahan  
 Edwin W. Smith  
 Michael A. Creel  
 A. James Teague  
 E. William Barnett  
 Charles M. Rampacek  
 Rex C. Ross

Notwithstanding anything to the contrary set forth in any previous filings under the Securities Act, as amended, or the Securities Exchange Act, as amended, that incorporate future filings, including this annual report, in whole or in part, the foregoing Compensation Committee Report shall not be incorporated by reference into any such filings.

**Compensation Committee Interlocks and Insider Participation**

None of the directors or executive officers of our general partner served as members of the compensation committee of another entity that has or had an executive officer who served as a member of our Board during 2010. As previously noted, we do not have a separate compensation committee. As described in Compensation Discussion and Analysis, decisions regarding the compensation of our named executive officers are made, as applicable, by EPCO, our CEO and the ACG Committee of our general partner.

**Director Compensation**

Neither we nor our general partner provide any additional compensation to employees of EPCO who serve as directors of our general partner. The following table presents information regarding compensation paid to the independent directors of our general partner, including amounts paid to Messrs. Address, McMahan and Smith in connection with their service as independent directors of the general partner of Holdings prior to the Holdings Merger, during the year ended December 31, 2010. All of the independent directors listed below became independent directors of our general partner following the Holdings Merger.

Name	Fees Earned			Total
	or Paid in Cash (\$)	Unit Awards (\$)	All Other Compensation (\$)	
Thurmon M. Address	\$ 114,000	\$40,000	\$819,000	\$ 973,000
E. William Barnett (1)	162,000	75,000	819,000	1,056,000
Charles E. McMahan (2)	129,000	40,000		169,000
Charles M. Rampacek	145,500	75,000	819,000	1,039,500
Rex C. Ross	148,500	75,000	819,000	1,042,500
Edwin E. Smith	100,500	40,000	819,000	959,500

(1) Mr. Barnett served as chairman of our ACG Committee from January 1, 2010 to November 22, 2010.

- (2) Mr. McMahan served as chairman of the ACG Committee of Holdings from January 1, 2010 to November 22, 2010. On November 22, 2010, Mr. McMahan was elected chairman of our ACG Committee.



**Table of Contents**

For the year ended December 31, 2010, the independent directors listed in the preceding table were compensated as follows:

Each independent director received a \$75,000 annual cash retainer;

If the individual served as chairman of a committee of the Board, then he received an additional \$15,000 in cash annually;

Each independent director received a meeting fee of \$1,500 in cash for each meeting of the Board attended. In addition, each independent director received a meeting fee of \$1,500 in cash for each meeting of a duly appointed committee of the Board attended, provided that he is duly elected or appointed to the committee;

Prior to the Holdings Merger, each independent director of the general partner of Holdings (i.e., Messrs. Andress, McMahan and Smith) received an annual grant of Holdings limited partner units having a fair market value, based on the closing price of such securities on the trading day immediately preceding the date of grant, of \$40,000. Likewise, each independent director of our general partner (Messrs. Barnett, Rampacek and Ross) received an annual grant of our common units having a fair market value, based on the closing price of such securities on the trading day immediately preceding the date of grant, of \$75,000; and

Each independent director (with the exception of Mr. McMahan) received a one-time payment of \$819,000 in recognition of their extraordinary efforts during 2010. A one-time payment in the amount of \$819,000 was made to Mr. McMahan in January 2011. The payments made to Messrs. Smith and Andress in December 2010 and Mr. McMahan in January 2011 were also partially attributable to their surrender of certain UARs issued to them under a long-term incentive plan of Holdings. These UARs were assumed by us in connection with the Holdings Merger and subsequently cancelled when each director surrendered the awards.

For 2011, the independent directors of our general partner will be compensated as follows: (i) each will receive a \$75,000 annual cash retainer; (ii) if the individual serves as chairman of a committee of the Board, then he will receive an additional \$15,000 in cash annually; (iii) each will receive a meeting fee of \$1,500 in cash for each meeting of the Board attended; (iv) each will receive a meeting fee of \$1,500 in cash for each meeting of a duly appointed committee of the Board attended, provided that he is duly elected or appointed to the committee; and (v) each will receive an annual grant of our common units having a fair market value, based on the closing price of such securities on the trading day immediately preceding the date of grant, of \$75,000.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules.**

(a) The following documents are filed as a part of this amendment:

(1) Financial Statements: None.

(2) Financial Statement Schedules: None.

(3) Exhibits. See Index to Exhibits set forth on page E-1, which is incorporated herein by reference.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized on June 30, 2011.

**ENTERPRISE PRODUCTS PARTNERS L.P.**  
(A Delaware Limited Partnership)

By: Enterprise Products Holdings LLC, as  
General Partner

By: /s/ Michael J. Knesek  
Name: Michael J. Knesek  
Title: Senior Vice President, Controller  
and Principal Accounting Officer  
of the General Partner

**Table of Contents**

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Exhibit*</b>
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 Form 8-K filed December 15, 2003).
2.2	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 Form 8-K filed September 7, 2004).
2.3	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 Form 8-K filed December 15, 2003).
2.4	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 Form 8-K filed April 21, 2004).
2.5	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 Form 8-K filed December 15, 2003).
2.6	Agreement and Plan of Merger, dated as of June 28, 2009, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Sub B LLC, TEPPCO Partners, L.P. and Texas Eastern Products Pipeline Company, LLC (incorporated by reference to Exhibit 2.1 to Form 8-K filed June 29, 2009).
2.7	Agreement and Plan of Merger, dated as of June 28, 2009, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Sub A LLC, TEPPCO Partners, L.P. and Texas Eastern Products Pipeline Company, LLC (incorporated by reference to Exhibit 2.2 to Form 8-K filed June 29, 2009).
2.8	Agreement and Plan of Merger, dated as of September 3, 2010, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise ETE LLC, Enterprise GP Holdings L.P. and EPE Holdings, LLC (incorporated by reference to Exhibit 2.1 to Form 8-K filed September 7, 2010).
2.9	Agreement and Plan of Merger, dated as of September 3, 2010, by and among Enterprise Products GP, LLC, Enterprise GP Holdings L.P. and EPE Holdings, LLC (incorporated by reference to Exhibit 2.2 to Form 8-K filed September 7, 2010).

Edgar Filing: ENTERPRISE PRODUCTS PARTNERS L P - Form 10-K/A

- 2.10 Contribution Agreement, dated as of September 30, 2010, by and between Enterprise Products Company and Enterprise Products Partners L.P. (incorporated by reference to Exhibit 2.1 to Form 8-K filed October 1, 2010).
- 3.1 Certificate of Limited Partnership of Enterprise Products Partners L.P. (incorporated by reference to Exhibit 3.6 to Form 10-Q filed November 9, 2007).
- 3.2 Certificate of Amendment to Certificate of Limited Partnership of Enterprise Products Partners L.P., filed on November 22, 2010 with the Delaware Secretary of State (incorporated by reference to Exhibit 3.6 to Form 8-K filed November 23, 2010).
- 3.3 Sixth Amended and Restated Agreement of Limited Partnership of Enterprise Products Partners L.P., dated November 22, 2010 (incorporated by reference to Exhibit 3.2 to Form 8-K filed November 23, 2010).
- 3.4 Certificate of Formation of EPE Holdings, LLC (incorporated by reference to Exhibit 3.3 to Form S-1/A Registration Statement, Reg. No. 333-124320, filed by Enterprise GP Holdings L.P. on July 22, 2005).
- 3.5 Certificate of Amendment to Certificate of Formation of EPE Holdings, LLC, filed on November 22, 2010 with the Delaware Secretary of State (incorporated by reference to Exhibit 3.5 to Form 8-K filed November 23, 2010).
- 3.6 Fourth Amended and Restated Limited Liability Company Agreement of EPE Holdings, LLC

E-1

---

**Table of Contents**

dated effective as of November 22, 2010 (incorporated by reference to Exhibit 3.3 to Form 8-K filed November 23, 2010).

- 3.7 First Amendment to Fourth Amended and Restated Limited Liability Company Agreement of EPE Holdings, LLC, dated effective as of November 23, 2010 (changing name to Enterprise Products Holdings LLC) (incorporated by reference to Exhibit 3.4 to Form 8-K filed November 23, 2010).
- 3.8 Company Agreement of Enterprise Products Operating LLC dated June 30, 2007 (incorporated by reference to Exhibit 3.3 to Form 10-Q filed August 8, 2007).
- 3.9 Certificate of Incorporation of Enterprise Products OLPGP, Inc., dated December 3, 2003 (incorporated by reference to Exhibit 3.5 to Form S-4 Registration Statement, Reg. No. 333-121665, filed December 27, 2004).
- 3.10 Bylaws of Enterprise Products OLPGP, Inc., dated December 8, 2003 (incorporated by reference to Exhibit 3.6 to Form S-4 Registration Statement, Reg. No. 333-121665, filed December 27, 2004).
- 4.1 Form of Common Unit certificate (incorporated by reference to Exhibit 4.1 to Form S-1/A Registration Statement, Reg. No. 333-52537, filed July 21, 1998).
- 4.2 Indenture, dated as of March 15, 2000, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and First Union National Bank, as Trustee (incorporated by reference to Exhibit 4.1 to Form 8-K filed March 10, 2000).
- 4.3 First Supplemental Indenture, dated as of January 22, 2003, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wachovia Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.2 to Registration Statement on Form S-4, Reg. No. 333-102776, filed January 28, 2003).
- 4.4 Second Supplemental Indenture, dated as of February 14, 2003, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wachovia Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to Form 10-K filed March 31, 2003).
- 4.5 Third Supplemental Indenture, dated as of June 30, 2007, among Enterprise Products Operating L.P., as Original Issuer, Enterprise Products Partners L.P., as Parent Guarantor, Enterprise Products Operating LLC, as New Issuer, and U.S. Bank National Association, as successor Trustee (incorporated by reference to Exhibit 4.55 to Form 10-Q filed August 8, 2007).
- 4.6 Indenture, dated as of October 4, 2004, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to Form 8-K filed October 6, 2004).
- 4.7 First Supplemental Indenture, dated as of October 4, 2004, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.2 to Form 8-K filed October 6, 2004).
- 4.8 Second Supplemental Indenture, dated as of October 4, 2004, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National

Edgar Filing: ENTERPRISE PRODUCTS PARTNERS L P - Form 10-K/A

Association, as Trustee (incorporated by reference to Exhibit 4.3 to Form 8-K filed October 6, 2004).

- 4.9 Third Supplemental Indenture, dated as of October 4, 2004, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.4 to Form 8-K filed October 6, 2004).
- 4.10 Fourth Supplemental Indenture, dated as of October 4, 2004, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.5 to Form 8-K filed October 6, 2004).
- 4.11 Fifth Supplemental Indenture, dated as of March 2, 2005, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.2 to Form 8-K filed March 3, 2005).
- 4.12 Sixth Supplemental Indenture, dated as of March 2, 2005, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to Form 8-K filed March 3, 2005).

E-2

---

**Table of Contents**

- 4.13 Seventh Supplemental Indenture, dated as of June 1, 2005, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.46 to Form 10-Q filed November 4, 2005).
- 4.14 Eighth Supplemental Indenture, dated as of July 18, 2006, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.2 to Form 8-K filed July 19, 2006).
- 4.15 Ninth Supplemental Indenture, dated as of May 24, 2007, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.2 to Form 8-K filed May 24, 2007).
- 4.16 Tenth Supplemental Indenture, dated as of June 30, 2007, among Enterprise Products Operating L.P., as Original Issuer, Enterprise Products Partners L.P., as Parent Guarantor, Enterprise Products Operating LLC, as New Issuer, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.54 to Form 10-Q filed August 8, 2007).
- 4.17 Eleventh Supplemental Indenture, dated as of September 4, 2007, among Enterprise Products Operating LLC, as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to Form 8-K filed September 5, 2007).
- 4.18 Twelfth Supplemental Indenture, dated as of April 3, 2008, among Enterprise Products Operating LLC, as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to Form 8-K filed April 3, 2008).
- 4.19 Thirteenth Supplemental Indenture, dated as of April 3, 2008, among Enterprise Products Operating LLC, as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.4 to Form 8-K filed April 3, 2008).
- 4.20 Fourteenth Supplemental Indenture, dated as of December 8, 2008, among Enterprise Products Operating LLC, as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to Form 8-K filed December 8, 2008).
- 4.21 Fifteenth Supplemental Indenture, dated as of June 10, 2009, among Enterprise Products Operating LLC, as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to Form 8-K filed June 10, 2009).
- 4.22 Sixteenth Supplemental Indenture, dated as of October 5, 2009, among Enterprise Products Operating LLC, as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to Form 8-K filed October 5, 2009).

- 4.23 Seventeenth Supplemental Indenture, dated as of October 27, 2009, among Enterprise Products Operating LLC, as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to Form 8-K filed October 28, 2009).
- 4.24 Eighteenth Supplemental Indenture, dated as of October 27, 2009, among Enterprise Products Operating LLC, as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.2 to Form 8-K filed October 28, 2009).
- 4.25 Nineteenth Supplemental Indenture, dated as of May 20, 2010, among Enterprise Products Operating LLC, as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to Form 8-K filed May 20, 2010).
- 4.26 Twentieth Supplemental Indenture, dated as of January 13, 2011, among Enterprise Products Operating LLC, as Issuer, Enterprise Products Partners L.P., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to Form 8-K filed January 13, 2011).
- 4.27 Global Note representing \$350.0 million principal amount of 6.375% Series B Senior Notes due

E-3

---



**Table of Contents**

- 2013 with attached Guarantee (incorporated by reference to Exhibit 4.3 to Registration Statement on Form S-4, Reg. No. 333-102776, filed January 28, 2003).
- 4.28 Global Note representing \$499.2 million principal amount of 6.875% Series B Senior Notes due 2033 with attached Guarantee (incorporated by reference to Exhibit 4.5 to Form 10-K filed March 31, 2003).
- 4.29 Global Notes representing \$450.0 million principal amount of 7.50% Senior Notes due 2011 (incorporated by reference to Exhibit 4.1 to Form 8-K filed January 25, 2001).
- 4.30 Global Note representing \$500.0 million principal amount of 5.60% Series B Senior Notes due 2014 with attached Guarantee (incorporated by reference to Exhibit 4.17 to Form S-3 Registration Statement, Reg. No. 333-123150, filed March 4, 2005).
- 4.31 Global Note representing \$150.0 million principal amount of 5.60% Series B Senior Notes due 2014 with attached Guarantee (incorporated by reference to Exhibit 4.18 to Form S-3 Registration Statement, Reg. No. 333-123150, filed March 4, 2005).
- 4.32 Global Note representing \$350.0 million principal amount of 6.65% Series B Senior Notes due 2034 with attached Guarantee (incorporated by reference to Exhibit 4.19 to Form S-3 Registration Statement, Reg. No. 333-123150, filed March 4, 2005).
- 4.33 Global Note representing \$250.0 million principal amount of 5.00% Series B Senior Notes due 2015 with attached Guarantee (incorporated by reference to Exhibit 4.31 to Form 10-Q filed November 4, 2005).
- 4.34 Global Note representing \$250.0 million principal amount of 5.75% Series B Senior Notes due 2035 with attached Guarantee (incorporated by reference to Exhibit 4.32 to Form 10-Q filed November 4, 2005).
- 4.35 Global Note representing \$500.0 million principal amount of 4.95% Senior Notes due 2010 with attached Guarantee (incorporated by reference to Exhibit 4.47 to Form 10-Q filed November 4, 2005).
- 4.36 Form of Junior Subordinated Note, including Guarantee (incorporated by reference to Exhibit 4.2 to Form 8-K filed July 19, 2006).
- 4.37 Global Note representing \$800.0 million principal amount of 6.30% Senior Notes due 2017 with attached Guarantee (incorporated by reference to Exhibit 4.38 to Form 10-Q filed November 9, 2007).
- 4.38 Form of Global Note representing \$400.0 million principal amount of 5.65% Senior Notes due 2013 with attached Guarantee (incorporated by reference to Exhibit 4.3 to Form 8-K filed April 3, 2008).
- 4.39 Form of Global Note representing \$700.0 million principal amount of 6.50% Senior Notes due 2019 with attached Guarantee (incorporated by reference to Exhibit 4.4 to Form 8-K filed April 3, 2008).
- 4.40 Form of Global Note representing \$500.0 million principal amount of 9.75% Senior Notes due 2014 with attached Guarantee (incorporated by reference to Exhibit 4.3 to Form 8-K filed December 8, 2008).

Edgar Filing: ENTERPRISE PRODUCTS PARTNERS L P - Form 10-K/A

- 4.41 Form of Global Note representing \$500.0 million principal amount of 4.60% Senior Notes due 2012 with attached Guarantee (incorporated by reference to Exhibit 4.3 to Form 8-K filed June 10, 2009).
- 4.42 Form of Global Note representing \$500.0 million principal amount of 5.25% Senior Notes due 2020 with attached Guarantee (incorporated by reference to Exhibit 4.3 to Form 8-K filed October 5, 2009).
- 4.43 Form of Global Note representing \$600.0 million principal amount of 6.125% Senior Notes due 2039 with attached Guarantee (incorporated by reference to Exhibit 4.3 to Form 8-K filed October 5, 2009).
- 4.44 Form of Global Note representing \$490.5 million principal amount of 7.625% Senior Notes due 2012 with attached Guarantee (incorporated by reference to Exhibit 4.3 to Form 8-K filed October 28, 2009).
- 4.45 Form of Global Note representing \$182.6 million principal amount of 6.125% Senior Notes due 2013 with attached Guarantee (incorporated by reference to Exhibit 4.4 to Form 8-K filed October 28, 2009).
- 4.46 Form of Global Note representing \$237.6 million principal amount of 5.90% Senior Notes due 2013 with attached Guarantee (incorporated by reference to Exhibit 4.5 to Form 8-K filed October 28, 2009).
- 4.47 Form of Global Note representing \$349.7 million principal amount of 6.65% Senior Notes due
- 
- E-4

**Table of Contents**

- 2018 with attached Guarantee (incorporated by reference to Exhibit 4.6 to Form 8-K filed October 28, 2009).
- 4.48 Form of Global Note representing \$399.6 million principal amount of 7.55% Senior Notes due 2038 with attached Guarantee (incorporated by reference to Exhibit 4.7 to Form 8-K filed October 28, 2009).
- 4.49 Form of Global Note representing \$285.8 million principal amount of 7.000% Junior Subordinated Notes due 2067 with attached Guarantee (incorporated by reference to Exhibit 4.8 to Form 8-K filed October 28, 2009).
- 4.50 Form of Global Note representing \$400.0 million principal amount of 3.70% Senior Notes due 2015 with attached Guarantee (incorporated by reference to Exhibit 4.4 to Form 8-K filed May 20, 2010).
- 4.51 Form of Global Note representing \$1.0 billion principal amount of 5.20% Senior Notes due 2020 with attached Guarantee (incorporated by reference to Exhibit 4.4 to Form 8-K filed May 20, 2010).
- 4.52 Form of Global Note representing \$600.0 million principal amount of 6.45% Senior Notes due 2040 with attached Guarantee (incorporated by reference to Exhibit 4.4 to Form 8-K filed May 20, 2010).
- 4.53 Form of Global Note representing \$750.0 million principal amount of 3.20% Senior Notes due 2016 with attached Guarantee (incorporated by reference to Exhibit 4.4 to Form 8-K filed January 13, 2011).
- 4.54 Form of Global Note representing \$750.0 million principal amount of 5.95% Senior Notes due 2041 with attached Guarantee (incorporated by reference to Exhibit 4.4 to Form 8-K filed January 13, 2011).
- 4.55 Replacement Capital Covenant, dated May 24, 2007, executed by Enterprise Products Operating L.P. and Enterprise Products Partners L.P. in favor of the covered debtholders described therein (incorporated by reference to Exhibit 99.1 to Form 8-K filed May 24, 2007).
- 4.56 First Amendment to Replacement Capital Covenant dated August 25, 2006, executed by Enterprise Products Operating L.P. in favor of the covered debtholders described therein (incorporated by reference to Exhibit 99.2 to Form 8-K filed August 25, 2006).
- 4.57 Replacement Capital Covenant, dated October 27, 2009, among Enterprise Products Operating LLC and Enterprise Products Partners L.P. in favor of the covered debtholders described therein (incorporated by reference to Exhibit 4.9 to Form 8-K filed October 28, 2009).
- 4.58 Indenture, dated February 20, 2002, by and among TEPPCO Partners, L.P., as Issuer, TE Products Pipeline Company, Limited Partnership, TCTM, L.P., TEPPCO Midstream Companies, L.P. and Jonah Gas Gathering Company, as Subsidiary Guarantors, and First Union National Bank, NA, as Trustee (incorporated by reference to Exhibit 99.2 to the Form 8-K filed by TEPPCO Partners, L.P. on February 20, 2002).
- 4.59 First Supplemental Indenture, dated February 20, 2002, by and among TEPPCO Partners, L.P., as Issuer, TE Products Pipeline Company, Limited Partnership, TCTM, L.P., TEPPCO Midstream Companies, L.P. and Jonah Gas Gathering Company, as Subsidiary Guarantors, and First Union National Bank, NA, as Trustee (incorporated by reference to Exhibit 99.3 to the Form 8-K filed by

TEPPCO Partners, L.P. on February 20, 2002).

- 4.60 Second Supplemental Indenture, dated June 27, 2002, by and among TEPPCO Partners, L.P., as Issuer, TE Products Pipeline Company, Limited Partnership, TCTM, L.P., TEPPCO Midstream Companies, L.P. and Jonah Gas Gathering Company, as Initial Subsidiary Guarantors, Val Verde Gas Gathering Company, L.P., as New Subsidiary Guarantor, and Wachovia Bank, National Association, formerly known as First Union National Bank, as Trustee (incorporated by reference to Exhibit 4.6 to the Form 10-Q filed by TEPPCO Partners, L.P. on August 14, 2002).
- 4.61 Third Supplemental Indenture, dated January 20, 2003, by and among TEPPCO Partners, L.P. as Issuer, TE Products Pipeline Company, Limited Partnership, TCTM, L.P., TEPPCO Midstream Companies, L.P., Jonah Gas Gathering Company and Val Verde Gas Gathering Company, L.P. as Subsidiary Guarantors, and Wachovia Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.7 to the Form 10-K filed by TEPPCO Partners, L.P. on March 21, 2003).
- 4.62 Full Release of Guarantee, dated July 31, 2006, by Wachovia Bank, National Association, as Trustee, in favor of Jonah Gas Gathering Company (incorporated by reference to Exhibit 4.8 to the Form 10-Q filed by TEPPCO Partners, L.P. on November 7, 2006).
- 4.63 Fourth Supplemental Indenture, dated June 30, 2007, by and among TEPPCO Partners, L.P., as

E-5

---

**Table of Contents**

Issuer, TE Products Pipeline Company, Limited Partnership, TCTM, L.P., TEPPCO Midstream Companies, L.P., Val Verde Gas Gathering Company, L.P., TE Products Pipeline Company, LLC and TEPPCO Midstream Companies, LLC, as Subsidiary Guarantors, and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.3 to the Form 8-K filed by TE Products Pipeline Company, LLC on July 6, 2007).

4.64 Fifth Supplemental Indenture, dated March 27, 2008, by and among TEPPCO Partners, L.P., as Issuer, TE Products Pipeline Company, LLC, TCTM, L.P., TEPPCO Midstream Companies, LLC and Val Verde Gathering Company, L.P., as Subsidiary Guarantors, and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.11 to the Form 10-Q filed by TEPPCO Partners, L.P. on May 8, 2008).

4.65 Sixth Supplemental Indenture, dated March 27, 2008, by and among TEPPCO Partners, L.P., as Issuer, TE Products Pipeline Company, LLC, TCTM, L.P., TEPPCO Midstream Companies, LLC and Val Verde Gas Gathering Company, L.P., as Subsidiary Guarantors, and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.12 to the Form 10-Q filed by TEPPCO Partners, L.P. on May 8, 2008).

4.66 Seventh Supplemental Indenture, dated March 27, 2008, by and among TEPPCO Partners, L.P., as Issuer, TE Products Pipeline Company, LLC, TCTM, L.P., TEPPCO Midstream Companies, LLC and Val Verde Gas Gathering Company, L.P., as Subsidiary Guarantors, and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.13 to the Form 10-Q filed by TEPPCO Partners, L.P. on May 8, 2008).

4.67 Eighth Supplemental Indenture, dated October 27, 2009, by and among TEPPCO Partners, L.P., as Issuer, TE Products Pipeline Company, LLC, TCTM, L.P., TEPPCO Midstream Companies, LLC and Val Verde Gas Gathering Company, L.P., as Subsidiary Guarantors, and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Form 8-K filed by TEPPCO Partners, L.P. on October 28, 2009).

4.68 Full Release of Guarantee, dated November 23, 2009, of TE Products Pipeline Company, LLC, TCTM, L.P., TEPPCO Midstream Companies, LLC and Val Verde Gas Gathering Company, L.P. by U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.64 to Form 10-K filed on March 1, 2010).

4.69 Indenture, dated May 14, 2007, by and among TEPPCO Partners, L.P., as Issuer, TE Products Pipeline Company, Limited Partnership, TCTM, L.P., TEPPCO Midstream Companies, L.P. and Val Verde Gas Gathering Company, L.P., as Subsidiary Guarantors, and The Bank of New York Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 99.1 of the Form 8-K filed by TEPPCO Partners, L.P. on May 15, 2007).

4.70 First Supplemental Indenture, dated May 18, 2007, by and among TEPPCO Partners, L.P., as Issuer, TE Products Pipeline Company, Limited Partnership, TCTM, L.P., TEPPCO Midstream Companies, L.P. and Val Verde Gas Gathering Company, L.P., as Subsidiary Guarantors, and The Bank of New York Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 4.2 to the Form 8-K filed by TEPPCO Partners, L.P. on May 18, 2007).

4.71

Replacement of Capital Covenant, dated May 18, 2007, executed by TEPPCO Partners, L.P., TE Products Pipeline Company, Limited Partnership, TCTM, L.P., TEPPCO Midstream Companies, L.P. and Val Verde Gas Gathering Company, L.P. in favor of the covered debt holders described therein (incorporated by reference to Exhibit 99.1 to the Form 8-K of TEPPCO Partners, L.P. on May 18, 2007).

- 4.72 Second Supplemental Indenture, dated as of June 30, 2007, by and among TEPPCO Partners, L.P., as Issuer, TE Products Pipeline Company, Limited Partnership, TCTM, L.P., TEPPCO Midstream Companies, L.P. and Val Verde Gas Gathering Company, L.P., as Existing Subsidiary Guarantors, TE Products Pipeline Company, LLC and TEPPCO Midstream Companies, LLC, as New Subsidiary Guarantors, and The Bank of New York Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 4.2 to the Form 8-K filed by TE Products Pipeline Company, LLC on July 6, 2007).
- 4.73 Third Supplemental Indenture, dated as of October 27, 2009, by and among TEPPCO Partners, L.P., as Issuer, TE Products Pipeline Company, LLC, TCTM, L.P., TEPPCO Midstream Companies, LLC and Val Verde Gas Gathering Company, L.P., as Subsidiary Guarantors, and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 4.2 to the Form 8-K filed by TEPPCO Partners, L.P. on October 28, 2009).
- 4.74 Full Release of Guarantee, dated as of November 23, 2009, of TE Products Pipeline Company, LLC, TCTM, L.P., TEPPCO Midstream Companies, LLC and Val Verde Gas Gathering

**Table of Contents**

Company, L.P. by The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 4.70 to Form 10-K filed on March 1, 2010).

- 10.1\*\*\* Enterprise Products 1998 Long-Term Incentive Plan (Amended and Restated as of February 23, 2010) (incorporated by reference to Exhibit 10.1 to Form 8-K filed February 26, 2010).
- 10.2\*\*\* Form of Option Grant Award under the Enterprise Products 1998 Long-Term Incentive Plan for awards issued before May 7, 2008 (incorporated by reference to Exhibit 10.2 to Form 10-Q filed November 9, 2007).
- 10.3\*\*\* Form of Option Grant Award under the Enterprise Products 1998 Long-Term Incentive Plan for awards issued on or after May 7, 2008 but before February 23, 2010 (incorporated by reference to Exhibit 10.4 to Form 10-Q filed May 12, 2008).
- 10.4\*\*\* Amendment to Form of Option Grant Award under the Enterprise Products 1998 Long-Term Incentive Plan for awards issued before February 23, 2010 (incorporated by reference to Exhibit 10.1 to Form 10-Q filed August 9, 2010).
- 10.5\*\*\* Amendment to Form of Option Grant Award under the Enterprise Products 1998 Long-Term Incentive Plan for awards issued before August 5, 2010 (incorporated by reference to Exhibit 10.2 to Form 10-Q filed August 9, 2010).
- 10.6\*\*\* Form of Option Grant Award under the Enterprise Products 1998 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.3 to Form 10-Q filed August 9, 2010).
- 10.7\*\*\* Form of Employee Restricted Unit Grant Award under the Enterprise Products 1998 Long-Term Incentive Plan for awards issued before February 23, 2010 (incorporated by reference to Exhibit 10.3 to Form 10-Q filed November 9, 2007).
- 10.8\*\*\* Amendment to Form of Employee Restricted Unit Grant Award under the Enterprise Products 1998 Long-Term Incentive Plan for awards issued before August 5, 2010 (incorporated by reference to Exhibit 10.4 to Form 10-Q filed August 9, 2010).
- 10.9\*\*\* Form of Employee Restricted Unit Grant Award under the Enterprise Products 1998 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.5 to Form 10-Q filed August 9, 2010).
- 10.10\*\*\* Form of Non-Employee Director Restricted Unit Grant Award under the Enterprise Products 1998 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.6 to Form 8-K filed February 26, 2010).
- 10.11\*\*\* Amended and Restated 2008 Enterprise Products Long-Term Incentive Plan (February 23, 2010) (incorporated by reference to Exhibit 10.7 to Form 8-K filed February 26, 2010).
- 10.12\*\*\* Form of Option Grant Award under the Amended and Restated 2008 Enterprise Products Long-Term Incentive Plan for awards issued before February 23, 2010 (incorporated by reference to Exhibit 4.3 to Form S-8 (Commission File No. 333-150680) filed May 6, 2008).
- 10.13\*\*\*

Edgar Filing: ENTERPRISE PRODUCTS PARTNERS L P - Form 10-K/A

Amendment to Form of Option Grant Award under the Amended and Restated 2008 Enterprise Products Long-Term Incentive Plan for awards issued before February 23, 2010 (incorporated by reference to Exhibit 10.9 to Form 10-Q filed August 9, 2010).

- 10.14\*\*\* Amendment to Form of Option Grant Award under the Amended and Restated 2008 Enterprise Products Long-Term Incentive Plan for awards issued after February 23, 2010 and before August 5, 2010 (incorporated by reference to Exhibit 10.10 to Form 10-Q filed August 9, 2010).
- 10.15\*\*\* Form of Option Grant Award under the Amended and Restated 2008 Enterprise Products Long-Term Incentive Plan (incorporated by reference to Exhibit 10.11 to Form 10-Q filed August 9, 2010).
- 10.16\*\*\* Amendment to Form of Employee Restricted Unit Grant Award under the Amended and Restated 2008 Enterprise Products Long-Term Incentive Plan for awards issued before August 5, 2010 (incorporated by reference to Exhibit 10.12 to Form 10-Q filed August 9, 2010).
- 10.17\*\*\* Form of Employee Restricted Unit Grant Award under the Amended and Restated 2008 Enterprise Products Long-Term Incentive Plan (incorporated by reference to Exhibit 10.13 to Form 10-Q filed August 9, 2010).
- 10.18\*\*\* Form of Non-Employee Director Restricted Unit Grant Award under the Amended and Restated 2008 Enterprise Products Long-Term Incentive Plan (incorporated by reference to Exhibit 10.11 to Form 8-K filed February 26, 2010).
- 10.19\*\*\* 2010 Duncan Energy Partners L.P. Long-Term Incentive Plan (Amended and Restated February 23, 2010) (incorporated by reference to Exhibit 10.1 to Form 8-K filed by Duncan Energy Partners L.P. on February 26, 2010).
- 10.20\*\*\* Form of Option Grant Award under the 2010 Duncan Energy Partners L.P. Long-Term Incentive Plan (incorporated by reference to Exhibit 10.14 to Form 10-Q filed by Duncan Energy Partners L.P. on August 9, 2010).

E-7

---



**Table of Contents**

- 10.21\*\*\* Form of Employee Restricted Unit Grant Award under the 2010 Duncan Energy Partners L.P. Long-Term Incentive Plan (incorporated by reference to Exhibit 10.15 to Form 10-Q filed by Duncan Energy Partners L.P. on August 9, 2010).
- 10.22\*\*\* Form of Non-Employee Director Restricted Unit Grant Award under the 2010 Duncan Energy Partners L.P. Long-Term Incentive Plan (incorporated by reference to Exhibit 10.4 to Form 8-K filed by Duncan Energy Partners L.P. on February 26, 2010).
- 10.23\*\*\* Agreement of Limited Partnership of EPE Unit L.P. dated August 23, 2005 (incorporated by reference to Exhibit 10.2 to Form 8-K filed by Enterprise GP Holdings L.P. on September 1, 2005).
- 10.24\*\*\* First Amendment to Agreement of Limited Partnership of EPE Unit L.P. dated August 7, 2007 (incorporated by reference to Exhibit 10.3 to Form 10-Q filed by Duncan Energy Partners L.P. on August 8, 2007).
- 10.25\*\*\* Second Amendment to Agreement of Limited Partnership of EPE Unit L.P. dated July 1, 2008 (incorporated by reference to Exhibit 10.1 to Form 8-K filed by Enterprise GP Holdings L.P. on July 7, 2008).
- 10.26\*\*\* Third Amendment to Agreement of Limited Partnership of EPE Unit L.P. dated December 2, 2009 (incorporated by reference to Exhibit 10.1 to Form 8-K filed by Enterprise GP Holdings L.P. on December 8, 2009).
- 10.27\*\*\* Agreement of Limited Partnership of EPE Unit II, L.P. dated December 5, 2006 (incorporated by reference to Exhibit 10.13 to Form 10-K filed February 28, 2007).
- 10.28\*\*\* First Amendment to Agreement of Limited Partnership of EPE Unit II, L.P. dated August 7, 2007 (incorporated by reference to Exhibit 10.4 to Form 10-Q filed by Duncan Energy Partners L.P. on August 8, 2007).
- 10.29\*\*\* Second Amendment to Agreement of Limited Partnership of EPE Unit II, L.P. dated July 1, 2008 (incorporated by reference to Exhibit 10.2 to Form 8-K filed by Enterprise GP Holdings L.P. on July 7, 2008).
- 10.30\*\*\* Third Amendment to Agreement of Limited Partnership of EPE Unit II, L.P. dated December 2, 2009 (incorporated by reference to Exhibit 10.2 to Form 8-K filed by Enterprise GP Holdings L.P. on December 8, 2009).
- 10.31\*\*\* Agreement of Limited Partnership of EPE Unit III, L.P. dated May 7, 2007 (incorporated by reference to Exhibit 10.6 to Form 8-K filed by Enterprise GP Holdings L.P. on May 10, 2007).
- 10.32\*\*\* First Amendment to Agreement of Limited Partnership of EPE Unit III, L.P. dated August 7, 2007 (incorporated by reference to Exhibit 10.5 to Form 10-Q filed by Duncan Energy Partners L.P. on August 8, 2007).
- 10.33\*\*\* Second Amendment to Agreement of Limited Partnership of EPE Unit III, L.P. dated July 1, 2008 (incorporated by reference to Exhibit 10.3 to Form 8-K filed by Enterprise GP Holdings L.P. on July 7, 2008).

- 10.34\*\*\* Third Amendment to Agreement of Limited Partnership of EPE Unit III, L.P. dated December 2, 2009 (incorporated by reference to Exhibit 10.3 to Form 8-K filed by Enterprise GP Holdings L.P. on December 8, 2009).
- 10.35\*\*\* Agreement of Limited Partnership of Enterprise Unit L.P. dated February 20, 2008 (incorporated by reference to Exhibit 10.1 to Form 8-K filed February 26, 2008).
- 10.36\*\*\* First Amendment to Agreement of Limited Partnership of Enterprise Unit L.P. dated December 2, 2009 (incorporated by reference to Exhibit 10.4 to Form 8-K filed by Enterprise GP Holdings L.P. on December 8, 2009).
- 10.37\*\*\* Agreement of Limited Partnership of EPCO Unit L.P. dated November 13, 2008 (incorporated by reference to Exhibit 10.5 to Form 8-K filed November 18, 2008).
- 10.38\*\*\* First Amendment to Agreement of Limited Partnership of EPCO Unit L.P. dated December 2, 2009 (incorporated by reference to Exhibit 10.5 to Form 8-K filed by Enterprise GP Holdings L.P. on December 8, 2009).
- 10.39 Fifth Amended and Restated Administrative Services Agreement, dated as of January 30, 2009, by and among EPCO, Inc., Enterprise GP Holdings L.P., EPE Holdings, LLC, Enterprise Products Partners L.P., Enterprise Products Operating LLC, Enterprise Products GP, LLC, Enterprise Products OLPGP, Inc., DEP Holdings, LLC, Duncan Energy Partners L.P., DEP Operating Partnership L.P., TEPPCO Partners, L.P., Texas Eastern Products Pipeline Company, LLC, TE Products Pipeline Company, LLC, TEPPCO Midstream Companies, LLC, TCTM, L.P. and TEPPCO GP, Inc. (incorporated by reference to Exhibit 10.1 to Form 8-K filed February 5, 2009).

**Table of Contents**

- 10.40 Amended and Restated Omnibus Agreement dated as of December 8, 2008 among Enterprise Products Operating LLC, DEP Holdings, LLC, Duncan Energy Partners L.P., DEP OLPGP, LLC, DEP Operating Partnership, L.P., Enterprise Lou-Tex Propylene Pipeline L.P., Sabine Propylene Pipeline L.P., Acadian Gas, LLC, Mont Belvieu Caverns, LLC, South Texas NGL Pipelines, LLC, Enterprise Holding III, L.L.C., Enterprise Texas Pipeline, LLC, Enterprise Intrastate, L.P. and Enterprise GC, LP (incorporated by reference to Exhibit 10.6 of Form 8-K filed by Duncan Energy Partners L.P. filed December 8, 2008).
- 10.41 Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P., dated February 5, 2007 (incorporated by reference to Exhibit 3.1 to Form 8-K filed by Duncan Energy Partners L.P. on February 5, 2007).
- 10.42 Amendment No. 1 to the Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P. dated December 27, 2007 (incorporated by reference to Exhibit 3.1 to Form 8-K/A filed by Duncan Energy Partners L.P. on January 3, 2008).
- 10.43 Amendment No. 2 to the Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P. dated November 6, 2008 (incorporated by reference to Exhibit 3.4 to Form 10-Q filed by Duncan Energy Partners L.P. on November 10, 2008).
- 10.44 Third Amendment to the Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P. dated December 8, 2008 (incorporated by reference to Exhibit 3.1 to Form 8-K filed by Duncan Energy Partners L.P. on December 8, 2008).
- 10.45 Fourth Amendment to the Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P. dated June 15, 2009 (incorporated by reference to Exhibit 3.1 of Form 8-K filed by Duncan Energy Partners L.P. on June 15, 2009).
- 10.46 Amended and Restated Credit Agreement dated as of June 29, 2005, among Cameron Highway Oil Pipeline Company, the Lenders party thereto, and SunTrust Bank, as Administrative Agent and Collateral Agent (incorporated by reference to Exhibit 4.1 to Form 8-K filed July 1, 2005).
- 10.47 Amended and Restated Revolving Credit Agreement dated as of November 19, 2007 among Enterprise Products Operating LLC, the financial institutions party thereto as lenders, Wachovia Bank, National Association, as Administrative Agent, Issuing Bank and Swingline Lender, Citibank, N.A. and JPMorgan Chase Bank, as Co-Syndication Agents, and SunTrust Bank, Mizuho Corporate Bank, Ltd. and The Bank of Nova Scotia, as Co-Documentation Agents (incorporated by reference to Exhibit 10.1 to Form 8-K filed November 20, 2007).
- 10.48 First Amendment to Amended and Restated Revolving Credit Agreement, dated as of October 22, 2010, among Enterprise Products Operating LLC, as Borrower, Wells Fargo Bank, National Association, successor-by-merger to Wachovia Bank, National Association, as Administrative Agent, and the Lenders party thereto (incorporated by reference to Exhibit 10.1 to Form 8-K filed October 26, 2010).
- 10.49 Amended and Restated Guaranty Agreement dated as of November 19, 2007 executed by Enterprise Products Partners L.P. in favor of Wachovia Bank, National Association, as Administrative Agent (incorporated by reference to Exhibit 10.2 to Form 8-K filed November 20, 2007).

- 10.50 Second Amended and Restated Limited Liability Company Agreement of Mont Belvieu Caverns, LLC, dated November 6, 2008 (incorporated by reference to Exhibit 10.4 to Form 10-Q filed by Duncan Energy Partners L.P. on November 10, 2008).
- 10.51 Third Amended and Restated Agreement of Limited Partnership of Enterprise GC, L.P. dated December 8, 2008 (incorporated by reference to Exhibit 10.3 of Form 8-K filed by Duncan Energy Partners L.P. on December 8, 2008).
- 10.52 Fourth Amended and Restated Agreement of Limited Partnership of Enterprise Intrastate L.P. dated December 8, 2008 (incorporated by reference to Exhibit 10.4 of Form 8-K filed by Duncan Energy Partners L.P. on December 8, 2008).
- 10.53 Amended and Restated Company Agreement of Enterprise Texas Pipeline LLC dated December 8, 2008 (incorporated by reference to Exhibit 10.5 of Form 8-K filed by Duncan Energy Partners L.P. on December 8, 2008).
- 10.54 Second Amended and Restated Limited Liability Company Agreement of Acadian Gas, LLC dated June 1, 2010 (incorporated by reference to Exhibit 10.01 of Form 8-K filed by Duncan Energy Partners L.P. on June 3, 2010).
- 10.55 Support Agreement, dated as of June 28, 2009, by and among Enterprise Products Partners L.P., Enterprise GP Holdings L.P., DD Securities LLC, DFI GP Holdings, L.P., Duncan Family Interests Inc., Duncan Family 2000 Trust and Dan L. Duncan (incorporated by reference to Exhibit 10.1 to Form 8-K filed June 29, 2009).

**Table of Contents**

- 10.56 Memorandum of Understanding, dated June 28, 2009 (incorporated by reference to Exhibit 10.2 to Form 8-K filed June 29, 2009).
- 10.57 Stipulation and Agreement of Compromise, Settlement and Release, dated August 5, 2009 (incorporated by reference to Exhibit 10.3 to Form 10-Q filed by TEPPCO Partners, L.P. on August 6, 2009).
- 10.58 Common Unit Purchase Agreement, dated September 3, 2009, by and between Enterprise Products Partners L.P. and EPCO Holdings, Inc. (incorporated by reference to Exhibit 10.1 to Form 8-K filed September 4, 2009).
- 10.59 Loan Agreement, dated June 1, 2010, between Enterprise Products Operating LLC, as lender, and Duncan Energy Partners L.P., as borrower (incorporated by reference to Exhibit 10.02 to Form 8-K filed by Duncan Energy Partners L.P. on June 3, 2010).
- 10.60 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 to Exhibit 10.1 to Form 8-K filed by Duncan Energy Partners L.P. on August 23, 2010).
- 10.61 Support Agreement, dated as of September 3, 2010, by and among Enterprise Products Partners L.P., DD Securities LLC, DFI GP Holdings, L.P., EPCO Holdings, Inc., Duncan Family Interests, Inc., Dan Duncan LLC and DFI Delaware Holdings L.P. (incorporated by reference to Exhibit 10.1 to Form 8-K filed September 7, 2010).
- 10.62 Revolving Credit and Term Loan Agreement, dated October 25, 2010, among Duncan Energy Partners L.P., as borrower, the Lenders party thereto, Wells Fargo Bank, National Association, as Administrative Agent, Citibank, N.A., DNB NOR Bank ASA and the Royal Bank of Scotland plc, as Co-Syndication Agents, and Scotia Capital, Barclays Bank plc and Mizuho Corporate Bank, Ltd., as Co-Documentation Agents (incorporated by reference to Exhibit 10.2 to Form 8-K filed by Duncan Energy Partners L.P. on October 26, 2010).
- 10.63 Distribution Waiver Agreement, dated as of November 22, 2010, by and among Enterprise Products Partners L.P., EPCO Holdings, Inc. and the EPD Unitholder named therein (incorporated by reference to Exhibit 10.1 to Form 8-K filed November 23, 2010).
- 10.64\*\*\* Retention Agreement between William Ordemann and Enterprise Products Company dated effective October 1, 2010 (incorporated by reference to Exhibit 10.1 to Form 8-K filed October 14, 2010).
- 10.65\*\*\* Retention Agreement between Mr. Michael A. Creel and Enterprise Products Company dated effective December 1, 2010 (incorporated by reference to Exhibit 10.1 to Form 8-K filed December 10, 2010).
- 10.66\*\*\* Retention Agreement between Mr. W. Randall Fowler and Enterprise Products Company dated effective December 1, 2010 (incorporated by reference to Exhibit 10.2 to Form 8-K filed December 10, 2010).
- 10.67\*\*\* Retention Agreement between Mr. A. James Teague and Enterprise Products Company dated effective December 1, 2010 (incorporated by reference to Exhibit 10.3 to Form 8-K filed December 10, 2010).

Edgar Filing: ENTERPRISE PRODUCTS PARTNERS L P - Form 10-K/A

- 12.1 Computation of ratio of earnings to fixed charges for each of the five years ended December 31, 2010, 2009, 2008, 2007 and 2006 (incorporated by reference to Exhibit 12.1 to Form 10-K filed March 1, 2011).
- 21.1 List of subsidiaries as of February 1, 2011 (incorporated by reference to Exhibit 21.1 to Form 10-K filed March 1, 2011).
- 23.1 Consent of Deloitte & Touche LLP (incorporated by reference to Exhibit 23.1 to Form 10-K filed March 1, 2011).
- 23.2 Consent of Grant Thornton LLP (incorporated by reference to Exhibit 23.2 to Form 10-K filed March 1, 2011).
- 31.1# Sarbanes-Oxley Section 302 certification of Michael A. Creel for Enterprise Products Partners L.P. for the December 31, 2010 Annual Report on Form 10-K/A.
- 31.2# Sarbanes-Oxley Section 302 certification of W. Randall Fowler for Enterprise Products Partners L.P. for the December 31, 2010 Annual Report on Form 10-K/A.
- 32.1# Section 1350 certification of Michael A. Creel for the December 31, 2010 Annual Report on Form 10-K/A.
- 32.2# Section 1350 certification of W. Randall Fowler for the December 31, 2010 Annual Report on Form 10-K/A.

E-10

---

**Table of Contents**

99.1	Consolidated balance sheets of Energy Transfer Equity, L.P. and subsidiaries as of December 31, 2010 and 2009 and related consolidated statements of operations, comprehensive income, partners' capital, and cash flows for the years ended December 31, 2010, 2009 and 2008 (incorporated by reference to Exhibit 99.1 to Form 10-K filed March 1, 2011).
101.CAL	XBRL Calculation Linkbase Document (incorporated by reference to Exhibit 101.CAL to Form 10-K filed March 1, 2011).
101.DEF	XBRL Definition Linkbase Document (incorporated by reference to Exhibit 101.DEF to Form 10-K filed March 1, 2011)
101.INS	XBRL Instance Document (incorporated by reference to Exhibit 101.INS to Form 10-K filed March 1, 2011).
101.LAB	XBRL Labels Linkbase Document (incorporated by reference to Exhibit 101.LAB to Form 10-K filed March 1, 2011).
101.PRE	XBRL Presentation Linkbase Document (incorporated by reference to Exhibit 101.PRE to Form 10-K filed March 1, 2011).
101.SCH	XBRL Schema Document (incorporated by reference to Exhibit 101.SCH to Form 10-K filed March 1, 2011).

\* With respect to any exhibits incorporated by reference to any Exchange Act filings, the Commission file numbers for Enterprise Products Partners L.P., Enterprise GP Holdings L.P, Duncan Energy Partners L.P., TEPPCO Partners, L.P. and TE Products Pipeline Company, LLC are 1-14323, 1-32610, 1-33266, 1-10403 and 1-13603, respectively.

\*\*\* Identifies management contract and compensatory plan arrangements.

# Filed with this report.