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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): January 14, 2005

ENTERPRISE PRODUCTS PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

1-14323
(Commission File Number)

76-0568219
(I.R.S. Employer
Identification No.)

2727 North Loop West, Houston, Texas
(Address of Principal Executive Offices)

77008-1044
(Zip Code)

Registrant's Telephone Number, including Area Code: **(713) 880-6500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 14, 2005, Enterprise GP Holdings L.P. (“Holdings”), an affiliate of EPCO, Inc., acquired the 9.9% membership interest in Enterprise Products GP, LLC, the general partner of Enterprise Products Partners L.P. (“Enterprise”), and 13,454,499 Common Units of Enterprise from affiliates of El Paso Corporation for a total purchase price of approximately \$425 million. EPCO, Inc. is a privately held company that is controlled by Dan L. Duncan, the founder of Enterprise and the Chairman of Enterprise Products GP, LLC. As a result of this transaction, affiliates of EPCO, Inc. now own 100% of the membership interests in Enterprise Products GP, LLC and approximately 142.6 million Enterprise common units, or approximately 39.1% of Enterprise’s total outstanding common units.

In connection with the purchase by Holdings of the 9.9% membership interest in Enterprise Products GP, LLC, Holdings became a Substituted Member of Enterprise Products GP, LLC and succeeded to all the rights and agreed to be bound by all the obligations of the affiliate of El Paso Corporation that previously owned such membership interest. In that connection, Holdings executed an Application for Admission as a Substituted Member of Enterprise Products GP, LLC that is filed as an exhibit hereto. Such document effectuated an amendment to the Second Amended and Restated Limited Liability Company Agreement of Enterprise Products GP, LLC (the “LLC Agreement”) by substituting Holdings as a party to the LLC Agreement (and in all appropriate places therein) in place of the El Paso Corporation affiliate. None of the provisions of the LLC Agreement were amended in connection with such substitution.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1*	Application for Admission by Enterprise GP Holdings L.P. as a Substituted Member of Enterprise Products GP, LLC

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

ENTERPRISE PRODUCTS PARTNERS L.P.

By: Enterprise Products GP, LLC,
its General Partner

Date: January 18, 2005

By: /s/ Michael J. Knesek

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

INDEX TO EXHIBITS

Exhibit No.

Description

3.1*

Application for Admission by Enterprise GP Holdings L.P. as a Substituted Member of Enterprise Products GP, LLC

* Filed herewith

**Application for Admission by Enterprise GP Holdings L.P.
as a Substituted Member of Enterprise Products GP, LLC**

The undersigned, Enterprise GP Holdings L.P., a Delaware limited partnership (“Applicant”), hereby applies for admission as a Substituted Member of Enterprise Products GP, LLC, a Delaware limited liability company (the “Company”), pursuant to Section 9.02(b) of the Company’s Second Amended and Restated Limited Liability Company Agreement (the “Agreement”). Capitalized terms not defined herein have the respective meanings assigned to such terms in the Agreement.

(a) On the date hereof, Applicant has acquired the 9.9% membership interest in the Company (the “Membership Interest”) previously held by GulfTerra GP Holding Company, a Delaware corporation (“El Paso GP Holdco”), and Applicant has delivered to the Company a copy of the instrument pursuant to which the Membership Interest was transferred to Applicant.

(b) The notice address of Applicant is as follows:

Enterprise GP Holdings L.P.
2727 North Loop West
Houston, Texas 77008

(c) Applicant hereby ratifies the Agreement and hereby agrees to be bound by all of the terms of the Agreement and hereby assumes all of El Paso GP Holdco’s liabilities under the Agreement.

(d) Applicant hereby represents and warrants to the Company that the transfer of the Membership Interest from El Paso GP Holdco to Applicant was made in accordance with all applicable Laws.

(e) Applicant hereby makes the following additional representations and warranties to the Company:

1. Applicant is duly formed, validly existing and in good standing under the laws of the State of Delaware and is duly qualified and in good standing under the laws of any states that require Applicant to be so qualified and in good standing in order for the Company to be qualified to do business therein.
 2. Applicant has full partnership power and authority to execute, agree to and perform Applicant’s obligations under the Agreement.
 3. All necessary actions by the general partner of Applicant or other Persons necessary for the due authorization, execution, delivery and performance of the Agreement by Applicant have been duly taken.
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4. Applicant has duly executed and delivered the Agreement and the Agreement is enforceable against Applicant in accordance with its terms, subject to Bankruptcy, moratorium, insolvency and principles of equity.

5. Applicant's authorization, execution, delivery and performance of the Agreement does not conflict with any other material agreement, or arrangement to which Applicant is a party or by which Applicant is bound.

IN WITNESS WHEREOF, Applicant has executed this Application for Admission as a Substituted Member of the Company effective as of January 14, 2005, such execution to also be deemed to be the execution by Applicant of the Agreement.

ENTERPRISE GP HOLDINGS, L.P.

By: EPE Holdings, LLC,
its general partner

By: Dan Duncan LLC,
its sole member

By: /s/ Richard H. Bachmann

Richard H. Bachmann
Executive Vice President,
Secretary and Manager

Applicant is hereby admitted as a Substituted Member of the Company, and Applicant hereby succeeds to all of El Paso GP Holdco's rights and obligations under the Agreement.

ENTERPRISE PRODUCTS GP, LLC

By: /s/ Richard H. Bachmann

Richard H. Bachmann
Executive Vice President, Chief Legal
Officer and Secretary