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: December 31, 2002

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

Delaware	1-14323	76-0568219
Delaware	333-93239-01	76-0568220
(State or other jurisdiction of incorporation of organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

2727 North Loop West, Houston, Texas	77008-1037
(Address of principal executive offices)	(Zip Code)

Registrants telephone number, including area code:
(713) 880-6500

EXPLANATORY NOTE

This report constitutes a combined report for Enterprise Products Partners L.P. (the "Company") Commission File No. 1-14323) and its 98.9899% owned subsidiary, Enterprise Products Operating L.P. (the "Operating Partnership") (Commission File No. 333-93239-01). Since the Operating Partnership owns substantially all of the Company's consolidated assets and conducts substantially all of the Company's business and operations, the information set forth herein constitutes combined information for the Company and the Operating Partnership.

Unless the context requires otherwise, references to "we", "us", "our" or the "Company" are intended to mean the consolidated business and operations of Enterprise Products Partners L.P., which includes Enterprise Products Operating L.P. and its subsidiaries.

The purpose of this report is to file as an Exhibit our Unaudited Pro Forma Consolidated Financial Statements and Notes showing the pro forma effect of certain strategic acquisitions we have completed since January 2001. In addition, these pro forma financial statements reflect the common unit offering we completed in October 2002. The pro forma consolidated balance sheet presents the financial effects of the equity offering assuming it had occurred on September 30, 2002. Our September 30, 2002 historical balance sheet already reflects the acquisitions. The pro forma statements of consolidated operations assume the acquisitions and equity offering had occurred as of the beginning of the fiscal year presented.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statements of business acquired.

Not applicable.

(b) Pro forma financial information.

See "Exhibits" below.

(c) Exhibits.

99.1 Unaudited Pro Forma Consolidated Financial Statements of Enterprise Products Partners, L.P. and accompanying notes.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

ENTERPRISE PRODUCTS PARTNERS L.P.
ENTERPRISE PRODUCTS OPERATING L.P.

By: Enterprise Products GP, LLC, the general partner of the Company and Operating Partnership

Date: December 31, 2002

By: /s/ Michael J. Knesek

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

EXHIBIT 99.1

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

Introduction

The following pro forma financial information has been prepared to assist in your analysis of the financial effects of strategic acquisitions we have completed since January 2001. These pro forma statements also give effect to our October 2002 equity offering of 9,800,000 Common Units. Unless the context requires otherwise, references to "we", "us", "our" , "Enterprise" or "the Company" are intended to mean the consolidated business and operations of Enterprise Products Partners L.P., which includes Enterprise Products Operating L.P. and its subsidiaries. References to "General Partner" are intended to mean Enterprise Products GP, LLC.

Since January 2001, we have completed a number of strategic business acquisitions including:

|X| controlling interests in the natural gas liquid ("NGL") pipeline systems owned by Mid-America Pipeline Company, LLC ("Mid-America") and Seminole Pipeline Company ("Seminole") from affiliates of The Williams Companies Inc. ("Williams") in July 2002;
|X| a propylene fractionation business from affiliates of Valero Energy Corporation and Koch Industries, Inc. (collectively, "Diamond-Koch") in February 2002;
|X| an NGL and petrochemical storage business from Diamond-Koch in January 2002; and the
|X| Acadian Gas natural gas pipeline business from an affiliate of Shell Oil Company ("Shell") in April 2001.

The pro forma consolidated balance sheet presents the financial effects of the equity offering assuming it had occurred on September 30, 2002. Our September 30, 2002 historical balance sheet already reflects the previously noted acquisitions. The pro forma consolidated income statements assume the acquisitions and equity offering had occurred as of the beginning of the period presented. In general, the pro forma financial information is based on the following information:

|X| The audited and unaudited financial statements of Enterprise, which includes Enterprise Products Operating L.P. and its subsidiaries.
|X| The audited and unaudited income statements of the acquired businesses. The unaudited information was derived from the records of the previous owners and is believed to be reliable.
|X| Earnings from the acquired businesses are included in the financial statements of Enterprise from the date of their respective acquisition. For example, our historical statement of consolidated operations for the first nine months of 2002 reflects the earnings of Mid-America and Seminole since July 31, 2002 (e.g., for August and September). The earnings of Mid-America and Seminole for the first seven months of 2002 are reflected in the columns labeled "Mid-America Historical" and "Seminole Historical".

The unaudited pro forma financial statements should be read in conjunction with and are qualified in their entirety by reference to the notes accompanying such pro forma consolidated financial statements and with the historical financial statements and related notes of Enterprise, Mid-America Pipeline System and Seminole included in our Annual Report on Form 10-K for the year ended December 31, 2001, our Current Report on Form 8-K/A filed with the Securities and Exchange Commission on September 26, 2002, and our Quarterly Report on Form 10-Q for the nine months ended September 30, 2002.

The unaudited pro forma information is not necessarily indicative of the financial results that would have occurred if the acquisitions described herein had taken place on the dates indicated or if we had issued equity and borrowed funds on the dates indicated, nor is it indicative of our future consolidated financial results.

ENTERPRISE PRODUCTS PARTNERS L.P.
PRO FORMA STATEMENT OF CONSOLIDATED OPERATIONS
For the Nine Months Ended September 30, 2002
(Amounts in thousands, except per Unit amounts)
(Unaudited)

	Enterprise Historical	Mid-America Historical	Seminole Historical	Other	Adjustments	Enterprise Pro Forma
REVENUES						
Revenues from consolidated operations	$2,391,624	$125,796	$41,281	$17,434	$(2,442) (a)	$2,573,693
Equity income in unconsolidated affiliates	22,258			(109)		22,149
Total	2,413,882	125,796	41,281	17,325	(2,442)	2,595,842
COST AND EXPENSES						
Operating costs and expenses	2,278,675	48,485	20,672	16,122	(2,442) (a)	2,362,756
					126 (b)	
					1,118 (c)	
Selling, general and administrative	27,991	16,871	1,004	260		46,126
Total	2,306,666	65,356	21,676	16,382	(1,198)	2,408,882
OPERATING INCOME	107,216	60,440	19,605	943	(1,244)	186,960
OTHER INCOME (EXPENSE)						
Interest expense	(68,235)	(5,407)	(2,340)		4,777 (d)	(98,656)
					(8,750) (e)	
					(22,410) (f)	
					4,340 (g)	
					(631) (h)	
Interest income from unconsolidated affiliates	120					120
Dividend income from unconsolidated affiliates	2,196					2,196
Interest income - other	2,009					2,009
Other, net	43	(743)	(7)			(707)
Other income (expense)	(63,867)	(6,150)	(2,347)		(22,674)	(95,038)
INCOME BEFORE PROVISION FOR TAXES AND MINORITY INTEREST	43,349	54,290	17,258	943	(23,918)	91,922
PROVISION FOR TAXES	(2,056)	(20,050)	(6,231)		20,050 (i)	(8,287)

	Enterprise Historical	Mid-America Historical	Seminole Historical	Other	Adjustments	Enterprise Pro Forma
INCOME BEFORE MINORITY INTEREST	41,293	34,240	11,027	943	(3,868)	83,635
MINORITY INTEREST	(1,326)				(3,562) (j)	(4,888)
NET INCOME	$ 39,967	$ 34,240	$11,027	$ 943	$(7,430)	$ 78,747
ALLOCATION OF NET INCOME TO:						
Limited Partners	$ 33,299				$38,392 (k)	$ 71,691
General Partner	$ 6,668				$388 (k)	$ 7,056
BASIC EARNINGS PER LIMITED PARTNER UNIT:						
Number of Units used in computing Basic Earnings per Unit	149,519				9,800 (g)	159,319
Income before minority interest	$ 0.23					$ 0.48
Net income per Unit	$ 0.22					$ 0.45
DILUTED EARNINGS PER LIMITED PARTNER UNIT:						
Number of Units used in computing Diluted Earnings per Unit	174,274				9,800 (g)	184,074
Income before minority interest	$ 0.20					$ 0.42
Net income per Unit	$ 0.19					$ 0.39

The accompanying notes are an integral part of these unaudited pro forma condensed financial statements.

ENTERPRISE PRODUCTS PARTNERS L.P.
PRO FORMA STATEMENT OF CONSOLIDATED OPERATIONS
For the Year Ended December 31, 2001
(Amounts in thousands, except per Unit amounts)
(Unaudited)

	Enterprise Historical	Mid-America Historical	Seminole Historical	Other	Adjustments	Enterprise Pro Forma
REVENUES						
Revenues from consolidated operations	$3,154,369	$214,518	$65,800	$522,622	$ (4,413) (a)	$3,952,896
Equity income in unconsolidated affiliates	25,358			(1,879)		23,479
Total	3,179,727	214,518	65,800	520,743	(4,413)	3,976,375
COST AND EXPENSES						
Operating costs and expenses	2,861,743	125,349	33,539	507,869	(4,413) (a) 1,740 (b) 1,495 (c)	3,527,322
Selling, general and administrative	30,296	28,364	1,535	4,477		64,672
Total	2,892,039	153,713	35,074	512,346	(1,178)	3,591,994
OPERATING INCOME	287,688	60,805	30,726	8,397	(3,235)	384,381
OTHER INCOME (EXPENSE)						
Interest expense	(52,456)	(12,700)	(5,160)		8,400 (d) (15,000) (e) (38,418) (f) 5,787 (g) (8,993) (h)	(118,540)
Interest income from unconsolidated affiliates	31					31
Dividend income from unconsolidated affiliates	3,462					3,462
Interest income - other	7,029					7,029
Other, net	(1,104)	(1,035)	662			(1,477)
Other income (expense)	(43,038)	(13,735)	(4,498)		(48,224)	(109,495)
INCOME BEFORE PROVISION FOR TAXES AND MINORITY INTEREST	244,650	47,070	26,228	8,397	(51,459)	274,886
PROVISION FOR TAXES	-	(17,445)	(9,470)		17,445 (i)	(9,470)
INCOME BEFORE MINORITY INTEREST	244,650	29,625	16,758	8,397	(34,014)	265,416
MINORITY INTEREST	(2,472)				(4,729) (j)	(7,201)
NET INCOME	$ 242,178	$ 29,625	$16,758	$ 8,397	$(38,743)	$ 258,215
ALLOCATION OF NET INCOME TO:						
Limited Partners	$ 236,570				$ 15,877 (k)	$ 252,447
General Partner	$ 5,608				$ 160 (k)	$ 5,768
BASIC EARNINGS PER LIMITED PARTNER UNIT:						
Number of Units used in computing Basic Earnings per Unit	139,452				9,800 (g)	149,252

Income before minority interest	$ 1.71		$ 1.74
Net income per Unit	$ 1.70		$ 1.69
DILUTED EARNINGS PER LIMITED PARTNER UNIT:			
Number of Units used in computing Diluted Earnings per Unit	170,786	9,800 (g)	180,586
Income before minority interest	$ 1.40		$ 1.44
Net income per Unit	$ 1.39		$ 1.40

The accompanying notes are an integral part of these unaudited pro forma condensed financial statements.

ENTERPRISE PRODUCTS PARTNERS L.P.
PRO FORMA CONSOLIDATED BALANCE SHEET AT SEPTEMBER 30, 2002
(Dollars in thousands, Unaudited)

	Enterprise Historical	Adjustments	Enterprise Pro Forma
ASSETS			
Current Assets			
Cash and cash equivalents	$ 61,976	$ 178,629 (g) 3,645 (g) (182,274) (g)	$ 61,976
Accounts and notes receivable - trade, net	322,441		322,441
Accounts receivable - affiliates	319		319
Inventories	227,058		227,058
Prepaid and other current assets	46,221		46,221
Total current assets	658,015	-	658,015
Property, Plant and Equipment, Net	2,823,249		2,823,249
Investments in and Advances to Unconsolidated Affiliates	401,088		401,088
Intangible assets	281,279		281,279
Goodwill	81,547		81,547
Other Assets	9,776		9,776
Total	$4,254,954	$ -	$4,254,954
LIABILITIES AND PARTNERS' EQUITY			
Current Liabilities			
Current maturities of debt	$1,215,000	$(178,629) (g)	$1,036,371
Accounts payable - trade	85,972		85,972
Accounts payable - affiliates	52,380		52,380
Accrued gas payables	397,442		397,442
Accrued expenses	24,766		24,766
Accrued interest	15,491		15,491
Other current liabilities	45,025		45,025
Total current liabilities	1,836,076	(178,629)	1,657,447
Long-Term Debt	1,313,507	(3,645) (g)	1,309,862
Other Long-Term Liabilities	8,020		8,020
Minority Interest	67,142	1,841 (g)	68,983
Commitments and Contingencies			
Partners' Equity			
Common Units	731,876	178,629 (g)	910,505
Subordinated Units	161,735		161,735
Special Units	143,926		143,926
Treasury Units	(17,808)		(17,808)
General Partner	10,480	1,804 (g)	12,284
Total Partners' Equity	1,030,209	180,433	1,210,642
Total	$4,254,954	$ -	$4,254,954

The accompanying notes are an integral part of these unaudited pro forma condensed financial statements.

ENTERPRISE PRODUCTS PARTNERS L.P.
NOTES TO UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2001 and September 30, 2002
(Amounts in millions)

These unaudited pro forma consolidated financial statements and underlying pro forma adjustments are based upon currently available information and certain estimates and assumptions made by us; therefore, actual results will differ from pro forma results. However, we believe the assumptions provide a reasonable basis for presenting the significant effects of the transactions noted herein. We believe the pro forma adjustments give appropriate effect to those assumptions and are properly applied in the pro forma financial information.

The September 30, 2002 historical balance sheet of Enterprise reflects all acquisitions we have made through that date, including the $1.2 billion Mid-America and Seminole acquisition we completed on July 31, 2002. The initial allocation of the purchase price of the Mid-America and Seminole acquisition was as follows:

Current assets	$40.9
Property, plant and equipment	1,283.6
Other assets	3.2
Current liabilities	(24.0)
Long-term debt	(60.0)
Other long-term liabilities	(0.1)
Minority interest	(55.6)
	$1,188.0

The column labeled "Other" represents the historical financial amounts of the propylene fractionation and NGL and petrochemical storage businesses we acquired from Diamond-Koch in the first quarter of 2002 and the natural gas pipeline business we acquired from Shell in the second quarter of 2001 through their respective dates of acquisition. The pro forma adjustments we have made are described as follows:

(a) Reflects the elimination of material intercompany revenues and expenses between acquired businesses and Enterprise as appropriate in consolidation.

(b) As a result of the businesses we purchased from Diamond-Koch during the first quarter of 2002 (included in the pro forma statement of operations under the column titled "Other"), we acquired certain contract-based intangible assets that are subject to amortization. On a pro forma basis, amortization expense associated with these intangible assets increased by $1.7 million for the year ended December 31, 2001 and $0.1 million for the nine months ended September 30, 2002.

(c) Reflects the pro forma depreciation expense adjustment for the Mid-America and Seminole pipeline assets. For purposes of calculating pro forma depreciation expense, we have applied the straight-line method using an estimated remaining useful life of the Mid-America and Seminole assets of 35 years to our new basis in these assets of approximately $1.3 billion. After adjusting for historical depreciation recorded on Mid-America and Seminole, pro forma depreciation expense increased $1.5 million for the year ended December 31, 2001 and $1.1 million for the nine months ended September 30, 2002.

(d) Reflects the removal of interest expense associated with Mid-America's $90.0 million in private placement debt, which was extinguished prior to our purchase of the Mid-America interest. The pro forma entries give effect to the removal of interest expense associated with this debt of $8.4 million in 2001 and $4.8 million for the first nine months of 2002.

(e) Reflects the amortization of $15.0 million in prepaid loan costs associated with the debt we incurred to finance the Mid-America and Seminole acquisitions. The amortization of this prepaid amount is on a straight-line basis over the one-year term of the underlying debt. The pro forma entries reflect an increase in amortization expense of $15.0 million for the year ended December 31, 2001 and $8.8 million for the nine months ended September 30, 2002.

(f) Reflects an increase in variable-rate interest expense due to the $1.2 billion in debt we incurred to finance the Mid-America and Seminole acquisitions. These pro forma entries give effect to an increase in interest expense of $38.4 million in 2001 and $22.4 million for the first nine months of 2002. These pro forma adjustments are before the application of net proceeds from the October 2002 equity offering against the underlying debt, which would have the effect of lowering interest expense (see "g" below). If the underlying variable interest rate used in such pro forma calculations were to increase by 0.125%, pro forma interest expense would increase by $1.5 million for the year ended December 31, 2001 and by $0.9 million for the nine months ended September 30, 2002.

(g) Reflects the sale of 9,800,000 Common Units at an offering price of $18.99 per Unit on October 8, 2002. The net proceeds from this offering were approximately $178.6 million after deducting underwriting discounts, commissions and estimated offering expenses of $7.5 million. In connection with this offering, our General Partner made a net capital contribution of $3.6 million to the Company to maintain its approximate 2% combined General Partner interest in the Company. The net proceeds from this equity offering were used to partially repay the debt we incurred to finance the Mid-America and Seminole acquisitions, and the proceeds of $3.6 million from our General Partner's capital contribution were used to repay other debt. As a result, pro forma interest expense savings were $5.8 million for the year ended December 31, 2001 and $4.3 million for the nine months ended September 30, 2002. If the underlying variable interest rate used in such calculation were to increase by 0.125%, pro forma interest savings would increase by $0.2 million for the 2001 period and $0.1 million for the 2002 period.

(h) Of the cumulative $612.3 million paid to acquire Shell's Acadian Gas and Diamond-Koch's propylene fractionation and storage businesses, we financed $482.2 million of this amount using fixed and variable-rate debt. The pro forma entries give effect to the increase in interest expense associated with this debt of $9.0 million for the year ended December 31, 2001 and $0.6 million for the nine months ended September 30, 2002. If the underlying variable interest rate used in such pro forma calculations were to increase by 0.125%, pro forma interest expense would increase by $0.3 million for the year ended December 31, 2001 and by less than $0.1 million for the nine months ended September 30, 2002.

(i) In connection with the Mid-America acquisition, immediately prior to the acquisition's effective date, Williams converted Mid-America from a corporation to a limited liability company. The pro forma adjustments reflect this change in Mid-America's tax structure by eliminating historical income tax-related expense amounts. The impact on Mid-America's pro forma earnings was the elimination of $17.4 million in income tax expense for the year ended December 31, 2001 and $20.1 million for the nine months ended September 30, 2002.

(j) Reflects the allocation of pro forma earnings to minority interest holders. Williams has a 2% interest in Mid-America and Seminole. The other owners of Seminole hold a 20% minority interest. Finally, our General Partner holds an approximate 1% minority interest in the earnings of our Operating Partnership.

(k) Reflects the adjustments necessary to allocate pro forma earnings between our Limited Partners and General Partner.