

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) : March 12, 2002

Commission File No. 1-10403

TEPPCO Partners, L.P.

(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation
or Organization)

76-0291058
(I.R.S. Employer
Identification Number)

2929 Allen Parkway
P.O. Box 2521
Houston, Texas 77252-2521
(Address of principal executive offices, including zip code)

(713) 759-3636
(Registrant's telephone number, including area code)

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Item 7. Statements and Exhibits

(c) Exhibits:

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|--|
| 99.1 | Presentation by the Partnership in March 2002 (filed solely pursuant to Item 9 of this report) |

Item 9. Regulation FD Disclosure

The Partnership is filing herewith certain data being presented at a conference in March 2002. This information, which is incorporated by reference into this Item 9 from exhibit 99.1 hereof, is being filed solely for the purpose of complying with Regulation FD.

The matters discussed herein include “forward-looking statements” within the meaning of various provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934. These statements are based on certain assumptions and analyses made by the Partnership in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate under the circumstances. However, whether actual results and developments will conform with the Partnership’s expectations and predictions is subject to a number of risks and uncertainties, including general economic, market or business conditions, the opportunities (or lack thereof) that may be presented to and pursued by the Partnership, competitive actions by other pipeline companies, changes in laws or regulations, and other factors, many of which are beyond the control of the Partnership. Consequently, all of the forward-looking statements made in this document are qualified by these cautionary statements and there can be no assurance that actual results or developments anticipated by the Partnership will be realized or, even if substantially realized, that they will have the expected consequences to or effect on the Partnership or its business or operations.

SIGNATURE

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.

TEPPCO Partners, L.P.
(Registrant)

By: Texas Eastern Products Pipeline Company, LLC General Partner

CHARLES H. LEONARD
Charles H. Leonard
Sr. Vice President, Chief Financial Officer
and Treasurer

Date: March 12, 2002



MLP Investor Conference

New York, NY
March 12, 2002

Forward-looking Statements

- Except for the historical information contained herein, this document contains forward-looking statements regarding the Partnership, including projections, estimates, forecasts, plans, and objectives. Although management believes that all such statements are based upon reasonable assumptions, no assurances can be given that the actual results will not differ materially from those contained in such forward-looking statements. See TEPPCO Partners, L.P.'s filings with the Securities and Exchange Commission for additional discussion of risks and uncertainties that may affect such forward-looking statements.

The TEPPCO System – 10,000 Miles of Pipelines in 16 States



TEPPCO has become a full range provider of logistics services to the petroleum industry

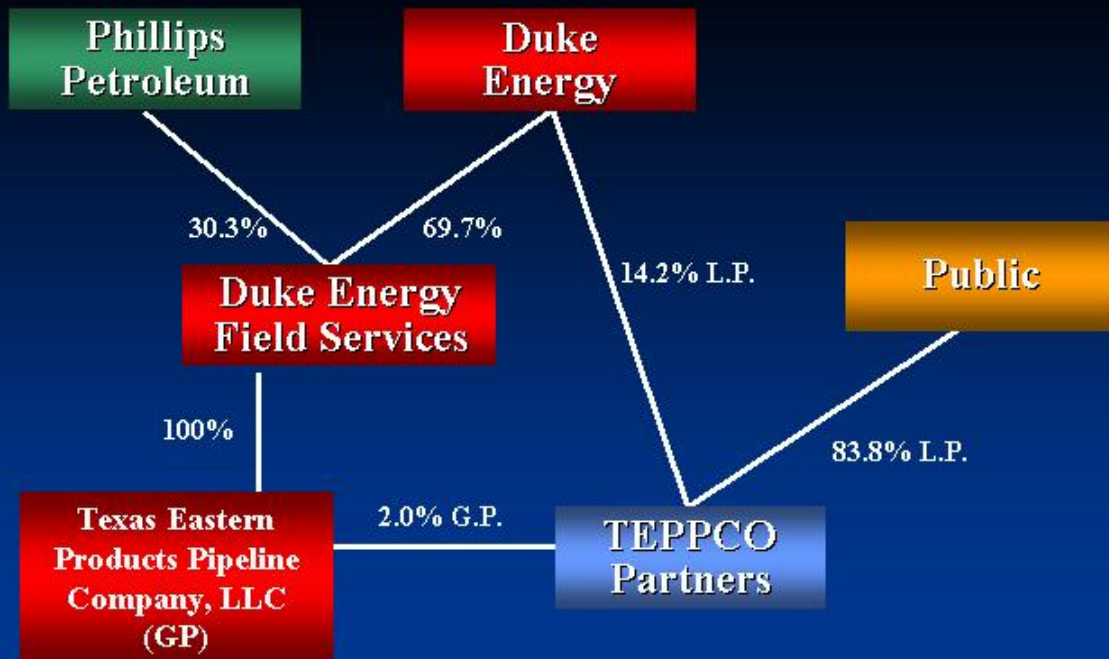
- As one of the largest pipeline master limited partnerships, with \$1.8 billion in assets, TEPPCO has substantial positions in three major petroleum industry sectors
 - **UPSTREAM** Crude oil marketing, transportation, storage and terminaling
 - **MIDSTREAM** Natural gas gathering and NGL transportation
 - **DOWNSTREAM** Refined products, LPG, and petrochemical transportation, storage and terminaling
- Being on “both sides of the refining industry” allows TEPPCO to meet multiple needs for many of its customers
- TEPPCO has dedicated and experienced employees, with a long standing commitment to customer service

Note: Asset total of \$1.8 billion represents non current assets

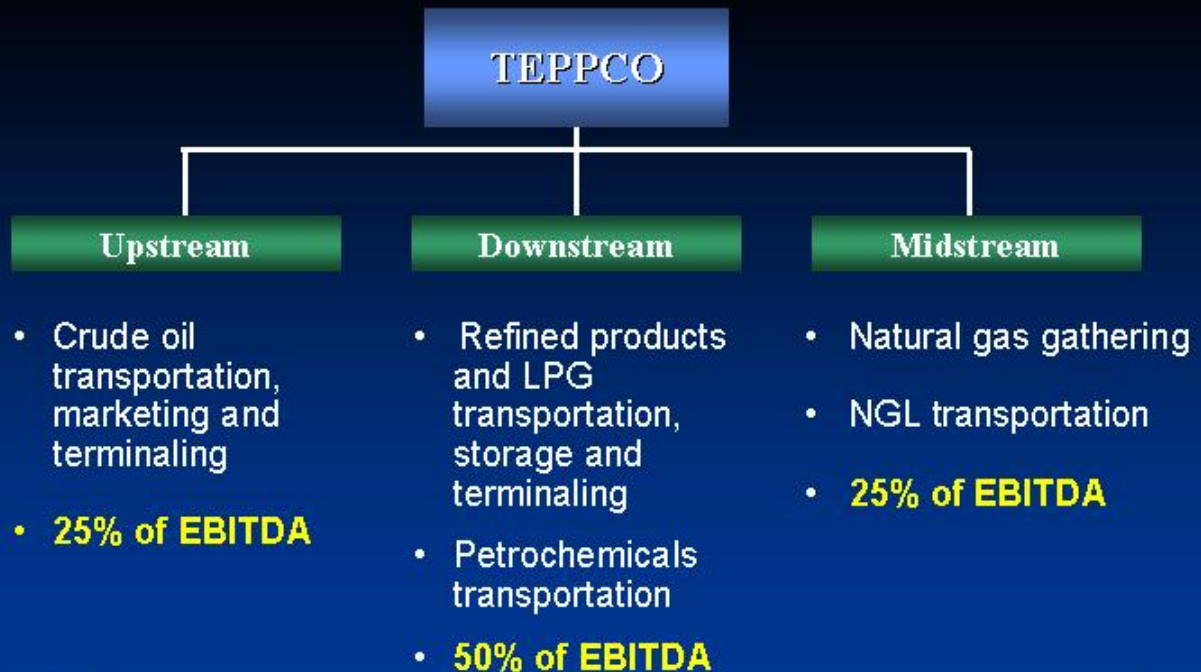
TEPPCO has grown significantly since the partnership was formed in 1990

- TEPPCO's growth has taken place in three phases -
 - **1990 through 1994** Utilization of the original pipeline system was steadily increased
 - **1995 through 1997** The system's capacity was increased via modest investments in horsepower
 - **1998 through 2002** As the expanded system filled, \$1 billion in accretive acquisitions and new projects were completed to continue growth, with expansion into new segments of the petroleum logistics chain
- In March, 2000, Duke Energy Field Services acquired the General Partner of the MLP from Duke Energy Corp.
 - DEFS is the largest U.S. midstream company
 - DEFS ownership provides numerous advantages for TEPPCO

DEFS, owner of the TEPPCO GP, is a partnership owned by two well known and well capitalized energy companies



Business diversification has been a benefit of TEPPCO's growth strategy



Note : EBITDA percentages are pro forma projections

TEPPCO's assets are strategically positioned to capitalize on market opportunities

- Refined products system serving lower Mississippi & Ohio River valleys and Chicago
- LPG system serving Midwest and Northeast markets
- Crude oil gathering in major basins, with substantial pipeline assets to both Gulf Coast and Cushing, OK market hubs
- NGL and petrochemical pipelines connected to strategic Mont Belvieu, TX storage
- Natural gas gathering in prolific Green River Basin, WY



Significant Upstream Achievements in 2001

- **Excellent gathering, marketing and transportation results**
 - **Benefited from favorable location and quality differentials**
 - P+ (location differential) was strong
 - Sweet to sour price differentials were wide
 - **Enhanced results in Red River basin with a strategic acquisition in the area**
- **Solid Seaway Pipeline performance**
 - **Aggressive marketing effort increased mainline volumes and Texas City terminal utilization**
 - **Improved field operational performance to reduce costs**
- **Strong Cushing and Midland terminals performance**

Significant Midstream Achievements in 2001

- The midstream sector is an area TEPPCO has been evaluating because of the large group of assets available, many with growth potential
- Jonah acquisition marked substantial, attractive entry to natural gas gathering business
 - New, high quality assets in a very prolific and well defined gas basin
 - Fee based revenue stream backed by long term commitments
 - Provides excellent organic growth potential
 - Demonstrates benefits of alignment with DEFS
 - Already seeing a reduction in field operating costs
 - DEFS has strong relationships with producers

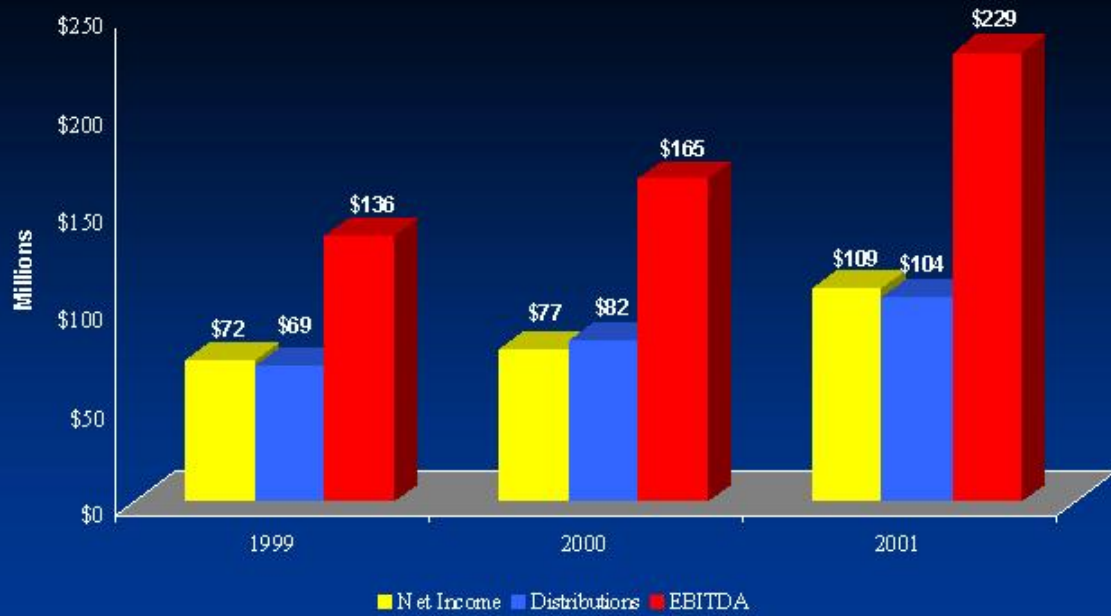
Significant Downstream Achievements in 2001

- Maximized products pipeline system utilization
 - Record summer LPG movements driven by favorable propane market conditions
 - Strong refined products movements due to chronic Midwest supply shortage and refinery outages
- Market based rates implemented for substantially all refined products tariffs
 - Allows increased flexibility to respond to market changes
 - Increases in 2001 were well accepted by shipper community
- Centennial Pipeline approval and construction
- Successful start-up of BASF/FINA petrochemical pipelines

Significant Financial Achievements in 2001

- Record earnings and EBITDA
- Completed \$246 million in equity offerings
- Successful debt restructuring
 - Positioned partnership for growth by increasing credit facility to \$700 million
- Increased distribution by 9.5% to \$2.30 per unit on an annualized basis
- Total return to investors exceeded 30%

2001 was a record year for TEPPCO



Note: EBITDA = Net Income + Interest Expense + D&A + (Equity EBITDA - Equity Earnings)

*Over \$1 billion in acquisitions since 1998
have fueled TEPPCO's growth*

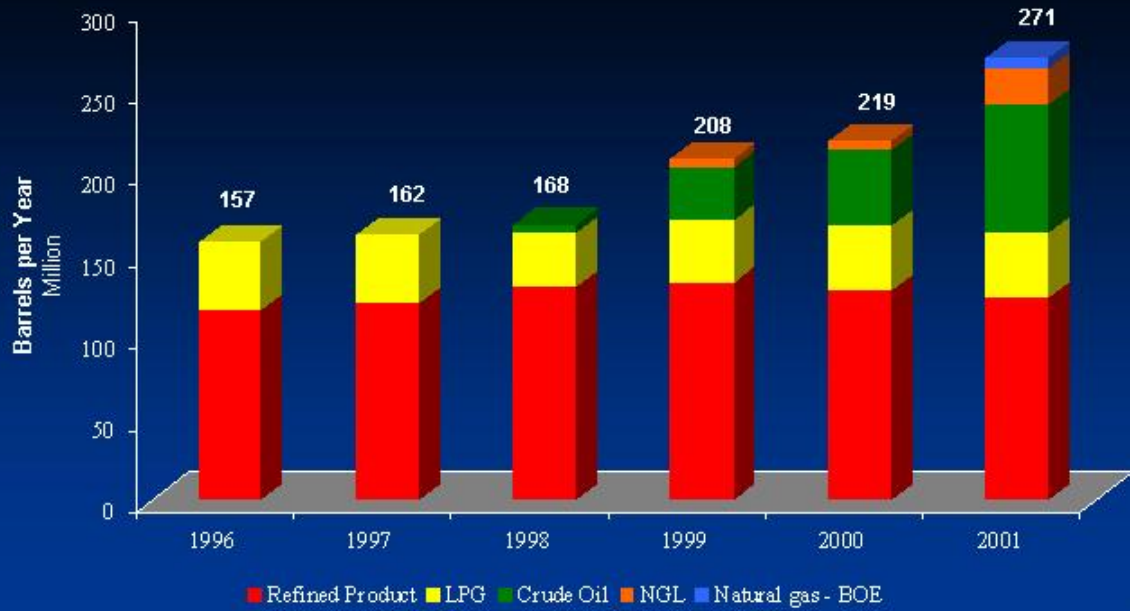
- DEFS Colorado fractionators (\$40 MM) Mar 1998
- Duke Energy Transport & Trading (\$104 MM) Nov 1998
- ARCO Mid-Continent pipeline assets (\$330 MM) Jul 2000
- DEFS Panola NGL Pipeline (\$91 MM) Dec 2000
- UDS Red River gathering assets (\$20 MM) Mar 2001
- Jonah Gas Gathering Company (\$360 MM) Sep 2001
- Chaparral & Quanah NGL Pipelines (\$132 MM) Mar 2002

TEPPCO's asset base has tripled over the last five years



(1) Asset base represents Net PP&E, intangible assets, other assets, and equity investments at year-end periods

Mainline transportation volumes have grown as a result of acquisition activity



Net income is up 84%...

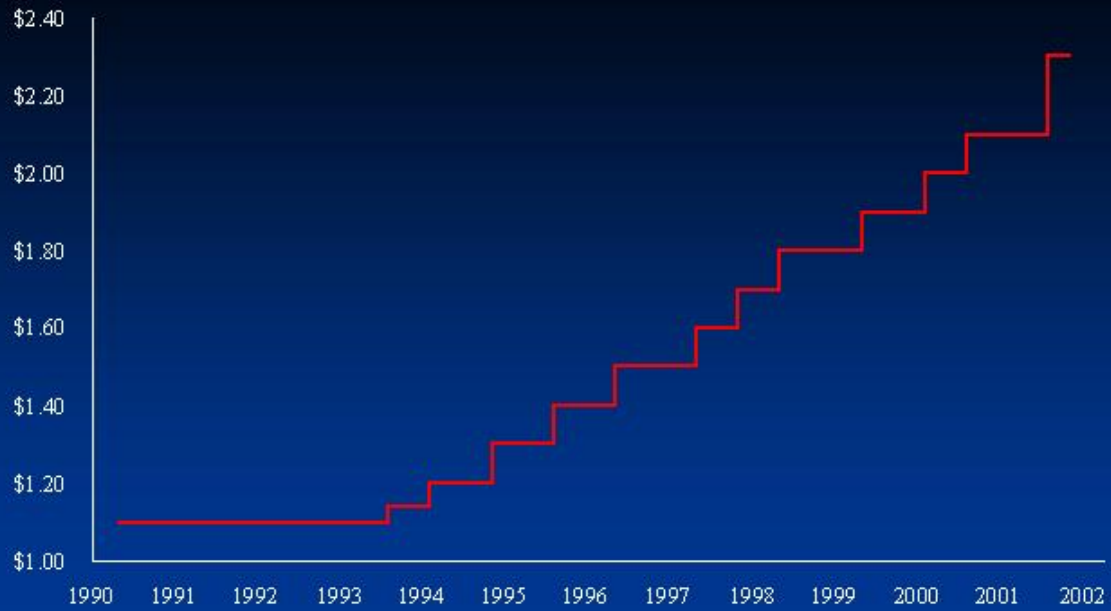


(1) 1998 Net Income excludes an extraordinary charge of \$72.8 million for early extinguishment of debt

and, EBITDA has almost doubled..



Organic growth and acquisitions have allowed TEPPCO to increase distributions 12 times since 1994



TEPPCO unitholders since 1990 have realized a 22% average annual return



Upstream Strategy - find synergies, reduce costs, improve margins, enhance Seaway

- One of the keys to a successful gathering and marketing effort will be increasing efficiency. TEPPCO plans to:
 - Look for strategic acquisition opportunities in the geographic areas where it currently has operations
 - Reduce cost by using the best mix of assets
 - Improve margins by negotiating the best contract terms possible

- The Seaway system has capacity available:
 - Aggressively market Seaway capacity using innovative ideas designed to meet specific shipper needs
 - Add an additional Houston area refiner to our Texas City Terminal customer base

Midstream Strategy - Grow Jonah, increase use of NGL pipelines, find new opportunities

- The Jonah acquisition has considerable upside
 - Gas production continues to increase
 - New “step out areas” are being developed
 - Recent dip in gas prices has had little impact
 - Jonah will provide additional investment opportunities
- Several NGL pipelines have additional capacity
 - Chaparral can handle another 25 MBPD
 - Dean Pipeline has capacity
 - DEFS can bring volumes to these systems
- TEPPCO will continue to evaluate the midstream sector
 - Additional NGL pipelines
 - Fee based gas and/or liquids processing

Downstream Strategy - Start up Centennial, optimize the TEPPCO system, and selectively expand delivery capability

- Centennial Pipeline will be in service by the end of the first quarter 2002. CPL is important to TEPPCO:
 - **Strategically** Allows TEPPCO to participate in the incremental capacity to its core market area
 - **Economically** Because of its structure and physical size, CPL will be a competitive alternative for many shippers into the Midwest
- Startup of Centennial will take some of the pressure off the southern portion of the TEPPCO system
 - Little Rock market will not be on allocation
 - Opportunity to ship additional higher margin LPG will exist
 - Numerous TEPPCO assets have been upgraded to support CPL

Downstream Strategy - cont'd....

- With additional capacity available on the TEPPCO system, new delivery opportunities and expansions may be feasible
 - Expansion of the LPG system to the Northeast is under consideration
 - Renewed interest in jet fuel deliveries to additional locations
 - Well positioned to serve the East Texas and Northwest Louisiana markets

Financial Strategy - Fund expansions and acquisitions while improving the balance sheet

- Debt
 - Successful offering of \$500 million in senior debt completed in February, 2002
 - Bank credit line is adequate to support acquisition activity
 - Maintain a reasonable balance between fixed and floating rate debt
 - Investment grade ratings: Moody's/Baa2 and S&P/BBB
- Equity
 - Completed \$246 million in equity offerings in 2001
- Balance sheet
 - Debt/total cap ratio goal of less than 60%

*Overall Partnership Strategy - improve service,
maintain assets, grow, reward investors*

- Expand and improve service in current markets
- Maintain the integrity of the asset base
- Pursue growth balanced between internal projects and accretive acquisitions in the range of \$300 - \$400 million annually
- With successful execution -
 - Target total return of 10% to 15% annually
 - Generate sufficient incremental cash flow to increase distributions

Strategic relationship with DEFS provides substantial opportunities for TEPPCO

- DEFS is the largest midstream company in the U.S
 - Twice as big as #2
 - Natural gas gathering systems, storage and intrastate gas pipelines
 - NGL pipelines and fee-based gas processing facilities
- Asset purchases from DEFS have enhanced TEPPCO's growth
 - Fractionators and crude oil business (1998)
 - Panola pipeline (2000)
- Alignment with DEFS has facilitated acquisitions
 - Jonah Gas Gathering System (2001)
 - Chaparral & Quanah Pipelines (2002)
- DEFS committed to TEPPCO growth

TEPPCO's 2002 outlook with assets currently in place

- EBITDA: \$240 - \$260 million
 - Includes Chaparral & Quanah Pipelines
 - Full year of Jonah Gas Gathering System
- Net Income: \$90 - \$110 million
- Earnings Per Unit: \$1.50 - \$1.85
- Capital expenditures: \$74 million
 - Includes \$27 million maintenance capital

Factors that could impact TEPPCO's 2002 performance

- Refined products and petrochemicals demand
 - Overall economic conditions and travel patterns
 - Market adjustments to Centennial Pipeline start-up
- Winter weather and Canadian pricing impacts on LPG
- Crude prices and differentials
- Natural gas pricing impacts on demand and inventory levels
- Acquisitions
- Interest Rates
- Resolution of the alleged Jonah ROFR

A few words about transparency

- Our corporate governance model is one of full disclosure
- We show allocations to the LP's and the GP and report EPU after allocations to the GP
- Everything TEPPCO owns is on the balance sheet
 - Seaway and Centennial interests accounted for on equity method
- There are no synthetic leases
- No officers are involved in TEPPCO ownership except through their publicly reported unit ownership
- Centennial has its own debt, with TEPPCO being a guarantor of one third of the debt

TEPPCO is well positioned for continued growth

- Strong asset position with attractive growth potential
- Experienced personnel with customer service orientation
- Growth opportunities from alignment with DEFS
- Financial strength to fund growth initiatives
- Strict corporate governance to ensure continued stakeholder trust and confidence