

FORM 8-K

CURRENT REPORT

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

Date of report: October 2, 2002

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

Delaware Delaware (State or other jurisdiction of incorporation of organization)	1-14323 333-93239-01 (Commission File Number)	76-0568219 76-0568220 (I.R.S. Employer Identification No.)
	2727 North Loop West, Houston, Texas (Address of principal executive offices) Registrants telephone number, including area code: (713) 880-6500	77008-1037 (Zip Code)

EXPLANATORY NOTE

This report constitutes a combined report for Enterprise Products Partners L.P. ("Enterprise") (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 Enterprise's consolidated assets and conducts substantially all of Enterprise's business and operations, the information set forth herein constitutes combined information for Enterprise and the Operating Partnership.

Unless the context requires otherwise, references to "we", "us" or "our" 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.

Item 5. OTHER EVENTS.

We are filing the balance sheet of Enterprise Products GP, LLC as of December 31, 2001 and June 30, 2002, which is included as Exhibit 99.1 to this report. Enterprise Products GP, LLC is the general partner of Enterprise Products Partners L.P. and Enterprise Products Operating L.P.

Additionally, we have included as an exhibit to this report an auditors' consent to the incorporation by reference of this report in previously filed registration statements.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statements of businesses acquired.

Not applicable.

(b) Pro forma unaudited financial information.

Not applicable.

(c) Exhibits.

23.1 Consent of Deloitte and Touche, LLP.

99.1 Enterprise Products GP, LLC balance sheets as of December 31, 2001 and June 30, 2002.

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.
ENTERPRISE PRODUCTS OPERATING L.P.

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

Date: October 2, 2002

By: /s/ Michael J. Knesek

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

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-3 No. 333-56082) and related Prospectuses of Enterprise Products Partners L.P. and Enterprise Products Operating L.P. and in the Registration Statement (Form S-8 No. 333-36856) and in the Registration Statement (Form S-8 No. 333-92486) and related Prospectuses of Enterprise Products Partners L.P. of our report dated October 1, 2002 with respect to the balance sheet of Enterprise Products GP, LLC included in this Current Report on Form 8-K dated October 2, 2002, related to Enterprise Products Partners L.P. and Enterprise Products Operating L.P.

/s/ DELOITTE and TOUCHE LLP

Houston, Texas
October 2, 2002

ENTERPRISE PRODUCTS GP, LLC

Balance Sheets as of December 31, 2001 and
June 30, 2002 and Independent Auditors' Report

INDEPENDENT AUDITORS' REPORT

Enterprise Products GP, LLC:
Houston, Texas

We have audited the accompanying balance sheet of Enterprise Products GP, LLC (the "Company") as of December 31, 2001. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the balance sheet is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the balance sheet. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall balance sheet presentation. We believe that our audit of the balance sheet provides a reasonable basis for our opinion.

In our opinion, such balance sheet presents fairly, in all material respects, the financial position of the Company, as of December 31, 2001, in conformity with accounting principles generally accepted in the United States of America.

/s/ DELOITTE and TOUCHE LLP

October 1, 2002
Houston, Texas

ENTERPRISE PRODUCTS GP, LLC
BALANCE SHEETS

	December 31, 2001	June 30, 2002
		(Unaudited)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 2,589,547	\$ 147,218
Accounts receivable - affiliates, net	1,866	
Total current assets	2,591,413	147,218
INVESTMENTS IN UNCONSOLIDATED AFFILIATES	23,246,978	21,466,843
TOTAL	\$25,838,391	\$21,614,061
LIABILITIES AND MEMBERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 241,340	\$ 455,974
Accounts payable - affiliates, net		8,085
Total current liabilities	241,340	464,059
MEMBERS' EQUITY:		
Members' equity	26,853,625	22,014,739
Note receivable, Dan Duncan, LLC	(1,256,574)	(864,737)
Total members' equity	25,597,051	21,150,002
TOTAL	\$25,838,391	\$21,614,061

See Notes to Balance Sheets.

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ENTERPRISE PRODUCTS GP, LLC

NOTES TO BALANCE SHEETS
AS OF DECEMBER 31, 2001 AND JUNE 30, 2002
(Information pertaining to June 30, 2002 is unaudited)

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization - Enterprise Products GP, LLC (the "Company") is a Delaware limited liability company that was formed on May 1, 1998 to become the general partner of Enterprise Products Operating L.P. ("EPOLP") and Enterprise Products Partners L.P. ("EPPLP"). EPPLP, including its consolidated subsidiaries, is a publicly traded Delaware limited partnership listed on the New York Stock Exchange under symbol "EPD". EPPLP conducts substantially all of its business through EPOLP, of which EPPLP owns a 98.9899% limited partner interest. EPOLP is a limited partnership that was formed to acquire, own and operate the natural gas liquids business of Enterprise Products Company ("EPCO").

At December 31, 2001, EPC Partners II, Inc. (a subsidiary of EPCO) owned 65%, Shell US Gas and Power (an affiliate of Shell Oil Company) owned 30% and Dan Duncan, LLC owned 5% interests in the Company. The above entities, which own a portion of the Company, are hereafter collectively referred to as the "Members."

Investments in Unconsolidated Affiliates - Investments in unconsolidated affiliates represents the Company's 1% ownership in EPPLP and 1.0101% ownership in EPOLP. As the general partner, the Company exercises significant influence over EPPLP's and EPOLP's operating and financial policies. The equity method of accounting is used to account for these investments.

Cash and cash equivalents - The Company considers all highly liquid debt instruments with an original maturity of less than three months at the date of purchase to be cash equivalents.

Federal Income Taxes - Federal income taxes are not provided because the Company was organized as a pass-through entity for federal income tax purposes. As a result, for federal income tax purposes, the Members are individually responsible for taxes of their allocable share of the taxable income of the Company. State income taxes are not material.

Use of Estimates and Assumptions - Use of estimates and assumptions by management that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements are required for the preparation of financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from these estimates.

Cash Distributions - Cash distributions to the Members are made in accordance with their members' interests.

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2. INVESTMENTS IN AND ADVANCES TO UNCONSOLIDATED AFFILIATES

At December 31, 2001, the Company's significant unconsolidated affiliates accounted for by the equity method included its 1% economic interest in EPPLP and its 1.0101% economic interest in EPOLP. Since EPOLP owns substantially all of EPPLP's consolidated assets and conducts substantially all of EPPLP's business and operations, the information set forth herein constitutes combined information for EPPLP and EPOLP.

The following is condensed financial data for EPPLP (in thousands):

	December 31, 2001	June 30, 2002
	----- (Unaudited)	
BALANCE SHEET DATA:		
Assets:		
Current assets	\$ 518,775	\$ 481,059
Property, plant and equipment, net	1,306,790	1,570,571
Investments in advanced to unconsolidated affiliates	398,201	403,070
Other long-term assets	207,427	337,676

Total assets	\$2,431,193	\$2,792,376
	=====	
Liabilities and Partners' equity:		
Current liabilities	\$ 409,216	\$504,241
Long-term liabilities	863,339	1,231,471
Minority interests	11,716	10,818
Partners' equity	1,146,922	1,045,846

Total liabilities and partners' equity	\$2,431,193	\$2,792,376
	=====	
	For the Year Ended December 31, 2001	For the Six Months Ended June 30, 2002
	----- (Unaudited)	
INCOME STATEMENT DATA:		
Revenues	\$3,179,727	\$1,464,606
Expenses	2,892,039	1,425,746

Operating income	287,688	38,860
Other income (expense)	(43,038)	(33,713)
Minority interest	(2,472)	(30)

Net income	\$ 242,178	\$ 5,117
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3. NOTE RECEIVABLE

As of December 31, 2001 and June 30, 2002, the Company held a promissory note due from Dan Duncan, LLC. The note matures on December 31, 2005 and interest is payable quarterly. The rate on the note fluctuates quarterly based on the prime rate, but in no event to exceed the maximum rate of nonusurious interest allowed from time to time by the law. Under the terms of the note, Dan Duncan, LLC may prepay the note, in whole or in part, without premium or penalty. The note receivable from Dan Duncan, LLC is classified as contra-equity on the balance sheet as of December 31, 2001 and June 30, 2002.

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4. FAIR VALUE OF FINANCIAL INSTRUMENTS

Cash and cash equivalents, accounts receivable - affiliates, net, accounts payable and accrued expenses, and accounts payable - affiliates, net are carried at amounts which reasonably approximate their fair value at year end due to their short-term nature.

5. RELATED-PARTY TRANSACTIONS

At December 31, 2001, the Company had a net receivable from Dan Duncan, LLC for interest on the note receivable. At June 30, 2002, the Company had a net payable to EPCO for payment of operating expenses. Such amounts have been included on the Company's balance sheets.