Filed by Enterprise Products Partners L.P. Pursuant to Rule 425 under the Securities Act of 1933 Subject Company: Oiltanking Partners, L.P. Commission File No.: 333-200608

Enterprise Products Partners L.P. (the "Partnership") is filing an investor presentation that discloses a variety of financial, operating and general information regarding the Partnership. In addition, this material contains references to the proposed merger of Oiltanking Partners, L.P. with a subsidiary of the Partnership. The communication will be posted on the Partnership's website, <u>www.enterpriseproducts.com</u>.



January 13–14, 2015

Randy Fowler EVP and CFO



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#### FORWARD-LOOKING STATEMENTS

This presentation contains forward-looking statements based on the beliefs of the company, as well as assumptions made by, and information currently available to our management team. When used in this presentation, words such as "anticipate," "project," "expect," "plan," "seek," "goal," "estimate," "forecast," "intend," "could," "should," "will," "believe," "may," "potential" and similar expressions and statements regarding our plans and objectives for future operations, are intended to identify forward-looking statements.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. You should not put undue reliance on any forward-looking statements, which speak only as of their dates. Forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those expected, including insufficient cash from operations, adverse market conditions, governmental regulations, the possibility that tax or other costs or difficulties related thereto will be greater than expected, the impact of competition and other risk factors discussed in our latest filings with the Securities and Exchange Commission.

All forward-looking statements attributable to Enterprise or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained herein, in such filings and in our future periodic reports filed with the Securities and Exchange Commission. Except as required by law, we do not intend to update or revise our forward-looking statements, whether as a result of new information, future events or otherwise.

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#### ADDITIONAL INFORMATION

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. In furtherance of the proposed merger of Oiltanking Partners, L.P. ("Oiltanking") with a wholly-owned subsidiary of Enterprise, Enterprise has filed a registration statement with the SEC that includes a proxy statement of Oiltanking that also constitutes a prospectus of Enterprise. The registration statement was declared effective by the SEC on January 9, 2015. On or about January 15, 2015, Oiltanking and Enterprise will begin mailing the definitive proxy statement / prospectus to Oiltanking unitholders of record as of the close of business on the January 2, 2015 record date. This communication is not a substitute for any proxy statement, registration statement, prospectus or other document Enterprise and/or Oiltanking has filed or may file with the SEC in connection with the proposed merger. INVESTORS AND SECURITY HOLDERS OF ENTERPRISE AND OILTANKING ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS, REGISTRATION STATEMENT AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER. Investors and security holders can obtain free copies of these documents and other documents filed with the SEC by Enterprise and/or Oiltanking through the web site maintained by the SEC at http://www.sec.gov. Copies of the registration statement and the definitive proxy statement/prospectus and the SEC filings that will be incorporated by reference in the proxy statement/prospectus may also be obtained for free by directing a request to: (i) Investor Relations: Enterprise Products Partners L.P., (713) 381-6500, or (ii) Investor Relations, Oiltanking Partners, L.P., (281) 457-7900.

Enterprise, Oiltanking and their respective general partners, and the directors and certain of the management of the respective general partners, may be deemed to be "participants" in the solicitation of proxies from the unitholders of Oiltanking in connection with the proposed merger. Information about the directors and executive officers of the respective general partners of Enterprise and Oiltanking is set forth in each company's Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 3, 2014 and February 25, 2014, respectively, and in subsequent statements of changes in beneficial ownership on file with the SEC. These documents can be obtained free of charge from the sources listed above. Other information regarding the persons who may be participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the registration statement, proxy statement/prospectus and other relevant materials that have been filed with the SEC.

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### ENTERPRISE PRODUCTS PARTNERS L.P.



- ◎ EPD is one of the largest publicly traded midstream energy partnerships with a firm value of ≈\$90 billion\*
- One of the largest integrated midstream energy systems
- Diversified sources of cash flow
- History of successful execution / clear visibility to growth
- Consistent distribution growth: 6.2% compound annual growth rate (CAGR) over 41 consecutive quarters

Financial flexibility

- Highest credit rating among MLPs: Baa1 / BBB+
- Margin of safety with average distribution coverage of 1.4+x and \$6.4 billion of retained DCF since 2010

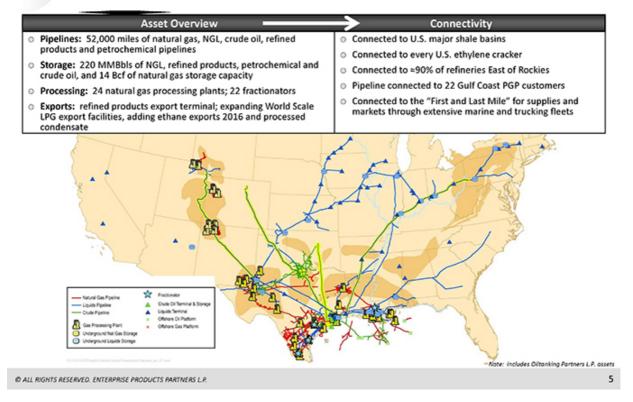
Simple investor-friendly structure

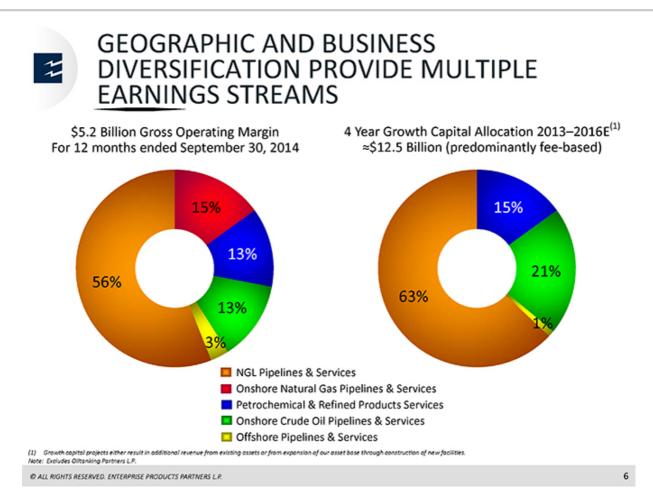
- No GP IDRs results in a lower cost of capital
- Significant insider ownership: owns >35% of EPD units

   \*excludes Oiltanking Partners L.P. assets



# EPD TODAY: NATURAL GAS, NGLs, CRUDE OIL, REFINED PRODUCTS AND PETROCHEMICALS





#### VISIBILITY TO GROWTH: ≈\$20B PROJECTS Recently Completed / Under Construction

#### Projects completed since 2011: \$13.0 Billion

- Pipelines: 4,200 miles of natural gas, NGL and crude oil pipelines
- Gas Processing: Yoakum 3 processing trains
- NGL Fractionators: Mont Belvieu 5–8
- LPG export expansions: 4 MMBbls/Mo
- ECHO Crude Oil Storage
- Gulf of Mexico crude oil pipeline
- Seaway Looping / ECHO to Port Arthur pipeline
- Projects under construction: \$6.0 Billion
  - · Export terminals: LPG / ethane / refined products
  - Aegis Ethane Header Pipeline
  - Propane dehydrogenization facility (PDH)
  - · South Eddy (Permian) gas processing facility
  - 9<sup>th</sup> NGL fractionator at Mont Belvieu

Note: excludes Olitanking Partners L.P. projects

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Organic Growth Capital Projects → ← \$6.08 Under \$4.5 \$13.08 Completed \$4.2 \$4.0 \$3.5 \$3.2 \$3.2 \$3.0 \$2.5 \$2.4 \$ in Billions \$2.0 \$1.5 \$1.0 \$0.5 \$0.0 2011 2012 2013 2014 2015 2016 Year of Completion Estimated Actual



## FUNDAMENTALS

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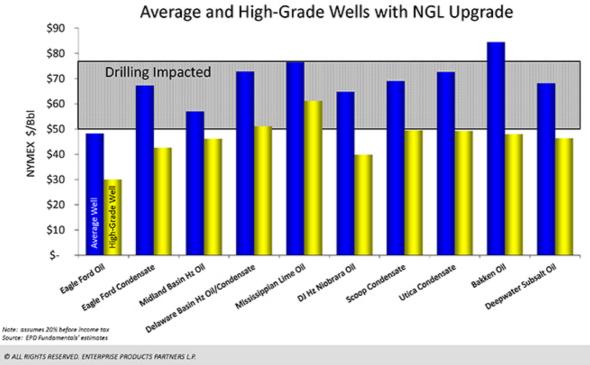
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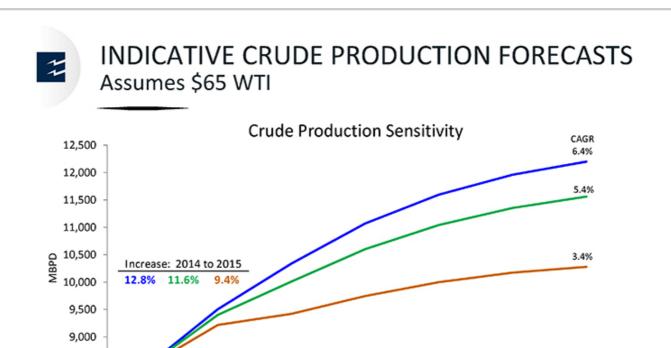


- Cut Existing Production: OPEC could not agree on production cuts at November 2014 meeting, with strongest members signaling no appetite to cut
- Slow Supply Growth: lower prices impact both OPEC, Russian and North American supply growth
  - Poorly capitalized OPEC nations and Russia rely on multinational oil company investments; lower
    prices and geopolitical instability in Middle East North Africa ("MENA") will impact these investments
  - U.S. shale producers are cutting back on drilling; more expected in 2015; however, leasehold and drilling commitments will delay impact. Additionally, the severity of these cutbacks will be offset by continued technology enhancements and location high-grading.
  - U.S. crude and NGL production expected to grow in 2015 regardless of current oil prices
- Incremental Demand: low prices create incremental demand including Asian strategic petroleum reserve ("SPR")
  - Economists estimate ≈300 MBPD global demand response for each 10% decline in oil price; however, it comes with a time lag that is impacted by many factors
  - China and India have increased SPR over last year at higher prices and have capacity to further increase stockpiling
  - · Low prices likely to cause some demand destruction from renewable initiatives
- Geopolitical Risks: low prices will have far reaching consequences on poorly capitalized nations with economies dependent on much higher oil prices

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# INDICATIVE BREAKEVEN FOR KEY OIL AND CONDENSATE PLAYS





 High Production Case:
 assumes 20%-25% reduction in Oil Completions, offset by high-grade benefits

 Low Production Case:
 assumes a larger 25%-35% reduction in Oil Completions, offset by high-grade benefits

2017

Prior to Price Collapse

2016

2015

-Adjusted High Case

2018

-Adjusted Low Case

2020

11

2019

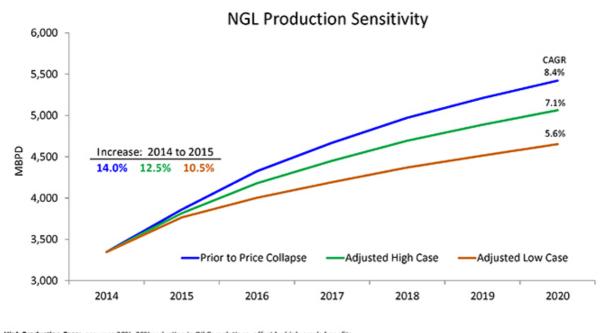
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2014

8,500

8,000

### INDICATIVE NGL PRODUCTION FORECASTS Assumes \$65 WTI



High Production Case: assumes 20%-25% reduction in Oil Completions, offset by high-grade benefits Low Production Case: assumes a larger 25%-35% reduction in Oil Completions, offset by high-grade benefits Source: EPD Fundomentals' estimates 12



## PROJECTS OVERVIEW

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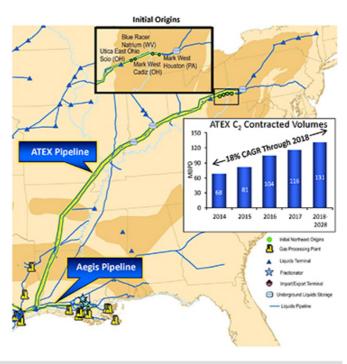
#### MAJOR NGL CAPITAL GROWTH PROJECTS ATEX and Aegis Ethane Pipelines

#### **ATEX Pipeline**

- 0 1,265-mile, 16" and 20" pipeline
- Initial capacity 125 MBPD, expandable to 265 MBPD
- Connected to 4 NGL fractionators
- o 15 year ship-or-pay commitments
- In-service January 2014

#### Aegis Ethane Pipeline

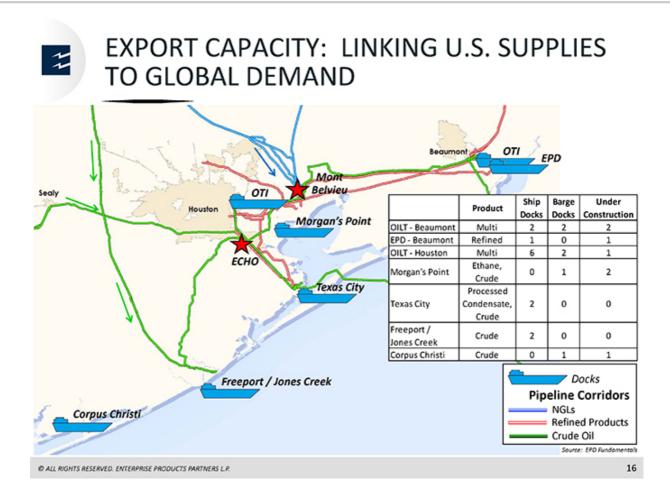
- 270-mile, 20" pipeline with capacity up to 425 MBPD
- Creates header pipeline from Corpus Christi to Louisiana, when combined with existing South Texas ethane pipeline
- Will deliver ethane to at least 6 petrochemical customers
- Received commitments in excess of 200 MBPD
- First segment to Beaumont completed September 2014; remaining 2 segments expected in-service in phases throughout 2015

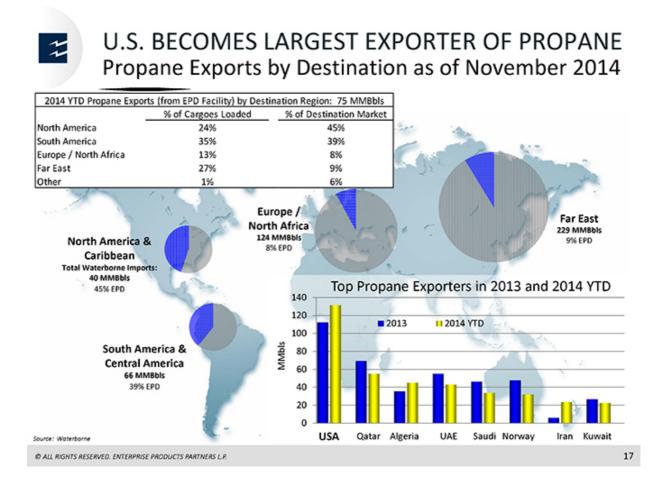


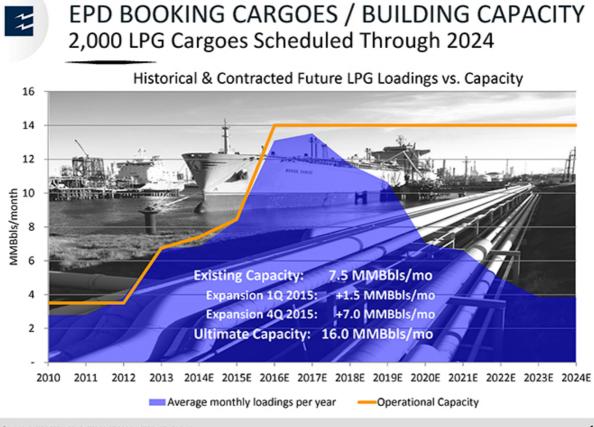


- Propylene production from ethylene crackers decreased by 5.4 billion lbs. or 37% since 2010 due to the decline in cracking naphtha
- Capacity to produce up to 1.65 billion pounds per year of polymer grade propylene (25 MBPD)
  - Will consume 35 MBPD of propane
- 100% of capacity is contracted under fee-based contracts that average 15 years with investment grade companies
- Integrated with EPD's existing facilities to provide reliability and flexibility
- Completion expected in mid-2016









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### NEW MARKETS DEVELOP FOR U.S. ETHANE

#### Market Potential

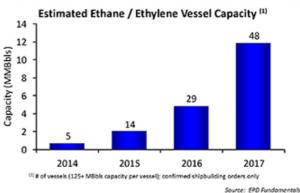
- Ethylene cracker feedstock displacing current crude oil derivative feedstocks or ○ Combined operating rate ≈200 MBPD across new demand
- Portfolio approach
  - · Consuming nations retain a strong desire to diversify portfolios from a feedstock and regional perspective
  - ≈300 MBPD ethane demand generated by converting 25% of NW Europe operating capacity to ethane feedstock
- - Power generation
- Ultimate waterborne capacity needed will be dependent on roundtrip transit times to end-use market
  - · Europe vs. Caribbean / South America vs. Asia

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#### EPD Ethane Export Facility at Morgan's Point, TX

- Supported by long-term contracts
- two docks
- Expected to begin operations 3Q 2016
- Evaluating possible expansion

#### **Shipbuilders Response to Increased Ethane Demand**





#### SEAWAY CRUDE OIL PIPELINE EXPANSION PROJECTS COMPLETED

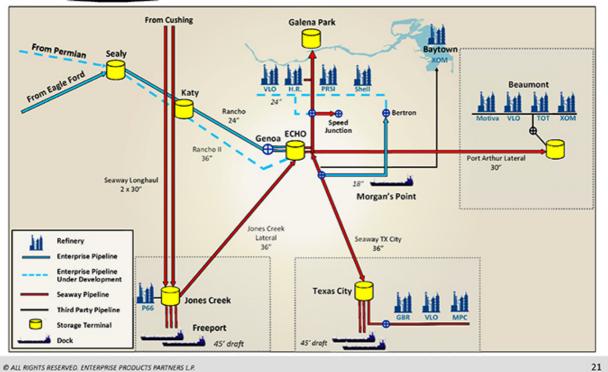


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- Seaway Loop: 512 mile, 30" parallel pipeline along existing legacy pipeline
  - Initial volumes delivered to Jones Creek
     December 2014
  - Loop more than doubles capacity up to 850 MBPD from Cushing to Gulf Coast
  - Currently moving 100% heavy; legacy line flowing combination light / heavy
- Began collecting demand fees on December 1, 2014 for Loop Pipeline
- ECHO to Beaumont Lateral: 100 mile, 30" pipeline; line fill currently underway
- Seaway system provides producers enhanced access to additional markets for various grades of crude

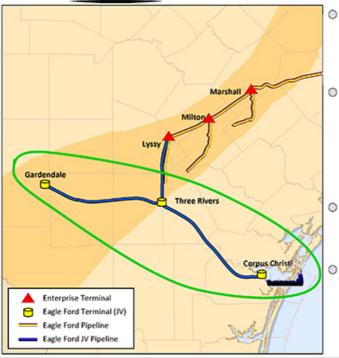


#### **EPD & SEAWAY'S GULF COAST CRUDE SYSTEM** Access to ≈8 MMBPD Refining and Water





# EAGLE FORD JV PROJECT EXPANSION TO HANDLE PROCESSED CONDENSATE



 EPD and Plains JV will construct a new condensate gathering system

- ≈55 miles connecting surrounding counties to Three Rivers Terminal
- Expand mainline between Three Rivers and Corpus Christi
  - 70-mile 20" pipeline and expand storage capacity
  - Increasing the ultimate mainline system capacity >600 MPBD
- Supported by long-term production commitment
  - Expected in-service: 3Q 2015
- Also constructing a new deep water terminal at Corpus Christi
  - Dock capacity will handle variety of ocean-going vessels
  - · Expected in-service by 2017



## OILTANKING PARTNERS L.P.

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#### ACQUISITION OF OILTANKING (OILT) OVERVIEW AND RATIONALE

- On October 1, 2014, EPD acquired OILT's GP and related IDRs, 15.9 million OILT common units and 38.9 million OILT subordinated units (which converted one-to-one to common units on November 17, 2014) for \$4.41 billion of consideration consisting of \$2.21 billion of cash and 54.8 million newly issued EPD common units
- On November 11, 2014, EPD and OILT executed merger agreement in which EPD would issue 1.3 EPD common units for each OILT common unit (≈\$1.4 billion)
- On November 26, 2014, filed preliminary Form S-4 Registration Statement with the Securities and Exchange Commission
- Merger requires approval of holders of simple majority of OILT common units; EPD has agreed to vote its then 54.8 million common units (66% of total OILT common units) in favor of the merger
- Total consideration of ≈\$6.0 billion
- Merger expected to be completed in first quarter of 2015
- Combines EPD's integrated system of midstream energy infrastructure and access to supplies of NGL, crude oil and refined products with OILT's access to waterborne markets and storage
- Expected to be accretive to EPD's distributable cash flow per unit in 2016

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#### ACQUISITION OF OILTANKING (OILT) PRINCIPAL DRIVERS OF VALUE CREATION

- At least \$30 million of synergies and cost savings from the complete integration of OILT's business into Enterprise's system as well as public company cost savings
- Opportunities for new business and repurposing existing assets for "best use" to meet the growing demand for export and logistical services for petroleum products related to increase in North American crude oil and NGL production from the shale and non-conventional plays
- Secures ownership and control of OILT's assets that are essential to EPD's midstream
  - EPD is OILT's largest customer, representing ≈30% of revenues
  - OILT provides essential dock and storage services to EPD LPG export and octane enhancement businesses, which accounted for ≈10% of EPD's 2013 gross operating margin
  - Upon completion of EPD's LPG export facility in 2016, EPD assets with a value of ≈\$1.5 billion would be located on land owned by OILT



### OILT HOUSTON ASSET OVERVIEW

- Two sites with 19.8 MMBbls of storage capacity
  - Predominantly crude oil storage
  - Additional 3.5 MMBbls under construction
- ○≈100 miles of pipeline in Houston area
- $\odot\,7$  ship docks (post expansion) and 2 barge docks
- ⊙ Hosts EPD's expanding LPG refrigeration facility
- Provides critical services for EPD's LPG, methanol and octane enhancement business





### OILT BEAUMONT ASSET OVERVIEW

- Two sites with 5.5 MMBbls of storage capacity
  - Predominantly refined products storage
  - Additional 4.1 MMBbls of storage capacity under construction
- 4 ship docks (post expansion), 2 barge docks
- Significant land for expansion
- Near EPD's refined products marine terminal at Port of Beaumont

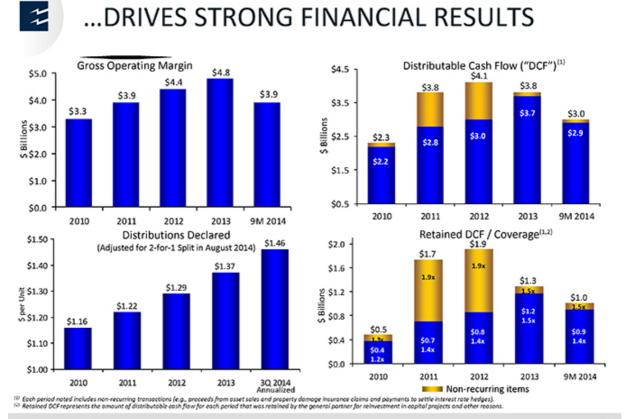




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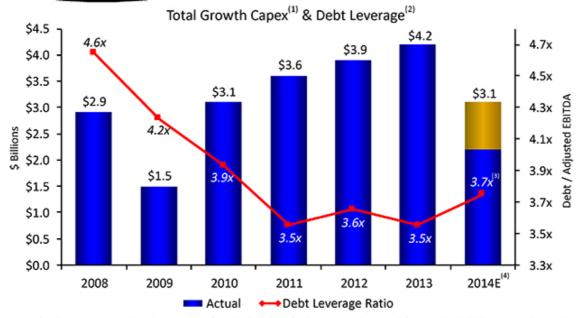
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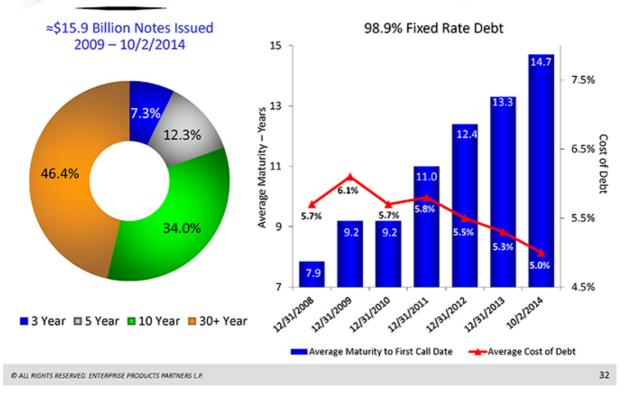
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Represents cash used in investing activities as presented on our Statements of Cansolidated Cash Flows before changes in restricted cash, proceeds from asset sales and related transactions, and sustaining capital expenditures.
 Coverage ratio reflects total debt adjusted for the average 50% equity credit that the rating agencies ascribe to the Junior Subardinated Notes.
 Debt levenage ratio reflects total debt adjusted for the 12 months ended September 30, 2014 on should not be inferred as a projection of such ratio for the 12 months ended December 31, 2014.
 Growth capital spending estimate for the 12 months ended December 31, 2014, includes actuals for the 9 months ended September 30, 2014.

#### STRENGTHENING DEBT PORTFOLIO Extending Maturities Without Increasing Costs





### EPD TOTAL RETURN Compared to 9 Other Asset Classes

2006	2007	2008	2009	2010	2011	2012	2013	9// 2014	15-Year CAGR <sup>1</sup>	10-Year CAGR <sup>1</sup>	5-Year CAGR <sup>1</sup>	3-Year CAGR
RET	Connodites	10 Bonds	MLP Index	EPD	EPD	R01	Small Cap Ecuty	EPD	EPD	EPD	EPD	EPD
36.4%	40.7%	-6.1%	76.4%	41.0%	17.8%	19.6%	38.8%	25.3%	22.7%	20.3%	29.8%	32.0%
EPD	EPD	Hodge Runds	EPD	M.P.Index	MLP Index	Non-US Equity	EPD	MLP hoek	MLP Index	M.P.hdox	M.P.hdex	559°000
29.3%	16.9%	-19.1%	64.7%	35.9%	13.9%	17.9%	38.4%	19.5%	183%	16.2%	23.0%	23.0%
Non-US Equity	MUPIndex	High Yield	Connodites	RET	10 Bonds	Small Cap Bouly	55.P500	887	RET	RET	RET	M.P.Index
26.9%	12.7%	-21.3%	50.3%	27.7%	7.4%	15.3%	32.4%	13.4%	118%	6.5%	15.9%	22.9%
MLPIndex	Fedge Funds	EPD	High Yield	Smoll Cap Equity	REIT	569000	M.P Fors	54P100	Smell Cap Equity	Small Cap Equity	88.9000	Sirel Cap Equity
26.1%	82-0%	-30.1%	39/2%	26.9%	7.5%	95.05	27.0%	8.3%	7.9%	8 2%	15.7%	21.3%
Snal Cep Equity	Non-US Equity	Small Cap Equity	Non-US Equity	Commodifies	High Yield	High Yield	Non-US Equity	Ki Bonda	Commodities	862.000	Small Cap Bouly	REIT
18.4%	11.6%	-33.0%	32.5%	20.4%	7.3%	14.3%	23.3%	4.4%	7.6%	6.1%	14.3%	17.0%
842500	Ki Bonds	M.P Index	RET	562500	Commodities	EPD	Hodge Funds	High Yield	Heape Funds	Non-US Equity	High Yield	Non-US Equity
15.0%	6.2%	-30.9%	26.5%	15.1%	2.1%	13.4%	9,7%	3.5%	7.4%	6.0%	9.4%	14.2%
Hecpe Funds	55%	54P500	Sevel Cap Equity	High Yield	562500	Ki Bonda	High Yarid	Hedge Runde	Hgh Yeks	High Yeld	Non-US Equity	High Yanki
13.9%		-37.0%	27.2%	12.5%	2.1%	9,2%	47%	3.4%	6.4%	67%	7.0%	9.5%
Hgh Yield	High Yield	Comredities	562 500	Hedge Funds	Hedge Funds	Hedge Funds	R01	Non-US Bouty	10 Donds	Fedge Funds	Fedge Funds	Hedge Funds
85%	1.9%	-42.8%	25.5%	10.9%	-2.5%	7.7 N	2.7%	-1.0%	6 3%	6 3%	6.4%	7.2%
Ki Bonds	Small Cap Equity	FET	Hedge Funds	IG Bonds	Smell Cap Equity	MUP Index	Ki Bonds	Strail Cap Equity	562 500	Connodities	Ki Bonds	Ki Bonds
4.3%	-1.6%	-37.6%	18.6%	10.6%	-4.2%	4.6%	-1,4%	-4.4%	4 9%	6.5%	6.5%	4.6%
Connosties	RET	Non-US Bauty	Ki Bonds	Non-US Bauty	Non-US Bauty	Commodities	Connodities	Controdites	Non-US Bauty	G Bonds	Connodities	Conmodities
0.4%	-15.6%	-43.15	17.9%	8.2%	-11.7%	0.3%	-2.2%	-9.2%	4.3%	5.4%	4.4%	-1.0%

<sup>(1)</sup> CAGR calculations based upon closing prices ending the last trading day of the third quarter for each period.

Commodities: S&P World Commodity Index; EPD: Enterprise Products Partners L.P.; Hedge Funds: CS Tremont Hedge Fund; High Yield: Vanguard High Yield US Corporate Fund; IS Bonds: Vanguard Intermediate Term US Investment Grade Fund; MLP Index: Alerian Index; Non-US Equity: MSCI Daily Total Return EAFE Index; REIT: DJ Equity REIT Index; S&P 500: S&P 500 Index; Small Cap Equity: Russell 2000 Index

Source: Bloomberg L.P.

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Past results may not be indicative of future performance.



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#### VISIBILITY TO GROWTH: MAJOR CAPITAL PROJECTS ≈\$6.6B In-Service 2013–2014; ≈\$6.0B Under Construction

In Service Date 2013 10.2014 20.2014 30.2014 40.2014 2016 2016 NGL Pipeline & Services Eagle Ford Yoakum gas processing facility (phase III – additional 300 MMoRd) NGL export facility expansion at Houston Ship Chennel Done Done Done Done Done Done Done Done Mont Delveu DID expension Eagle Ford 20" P/L, from Yoakum to Needville and 24" P/L, from Needville to Alvin Eagle Ford Phase I mixed NGL pipeline and lateral Mont Devieu (JV) NOL factionators 7 & 8 Ross Express (v) NOL. pipeline expansions & pump upgrades Wort Beiveu Mixed NOL pipeline expansions & pump upgrades Wid-America NOL pipeline expansion – Rocky Mourtain segment Done Done Done Done ATEX Express ethane pipeline – Marcellus / Ukca (2016) Front Range (JV) NGL pipeline d, outh Carlsbad expansion - 00 mile pipeline (1Q 2014) Mort Berveu ratural gasoline system (40.2014) Aegis ethene pipeline – 270 měles (10.402.2015) NGL export trolity on Guit Goest (5.5-6.5 MMBbilmo) (40.2015) Done Ethane export facility on Gull Coast (2016) Yort Belveu Frac 9 - (6540PD (10 2016) Permian South Eddy gas plant - 200MMotid (10 2016) Onshore Crude Oil Pipelines & Services Done Done Done North Loop extension of West Texas Oruce system (21 miles of 10" P/L) valon-Bone Spring pathering pipeline (Permian Basin Phase II) Eagle Ford (JV) – crude oil ppeline (3Q 2013), expansion to 4P0 MBPD (2Q 2015) Seaway (JV) crude oil laterais ŵ, Done Done eaway (JV) crude oil looping (up to 850 MBPD) Done Done ECHO storage expansion 900WBbls (capacity increase to +1.6 MMBbls) EOHD addt 4 MMBbl (otal capacity +6.5 MMBbs) and 55 miles of 30" pipelines (10-20 2015) Ranche II crude of 30" pipeline (90 2015) Midland Tank Farm storage expension - 400 MBbls (2Q 2015) Petrochemical & Refined Products Services MTBV Propylene Splitter IV expense Done Done Diluent service to Chicago area (Southern Lights & Cochin PA, connections) Done Refined products export dock Done Done pane Dehydrogenation Unit ("PDH") (2016) J. Other Offshore Pipelines & Services Done Value of capital placed in service (\$ Billions) \$ 2.3 \$ 2.5 \$ 0.9 \$ 0.5 \$ 0.3 \$ \$ Note: Excludes Oiltanking Partners L.P. Value of remaining capital projects to be put in service \$ - \$ - \$ - \$ - \$ - \$ - \$ 25 \$ 3.5 © ALL RIGHTS RESERVED. ENTERPRISE PRODUCTS PARTNERS L.P.



## NON-GAAP RECONCILIATIONS

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#### **GROSS OPERATING MARGIN**

We evaluate segment performance based on the non-GAAP financial measure of gross operating margin. Gross operating margin (either in total or by individual segment) is an important performance measure of the core profitability of our operations. This measure forms the basis of our internal financial reporting and is used by our management in deciding how to allocate capital resources among business segments. The following table reconciles non-GAAP gross operating margin to operating income, which is the most directly comparable GAAP financial measure to gross operating margin (dollars in millions):

	F	or the Year Ende	d December 31.	For the Nine Months Ended	For the Twelve Months Ended		
201	10	2011	2012	2013	September 30, 2014	September 30, 2014	
Gross operating margin by segment:							
NGL Pipelines & Services \$ 1,7	732.6	\$ 2,184.2	\$ 2,468.5	\$ 2,514.4	\$ 2,172.4	\$ 2,909.8	
Onshore Natural Gas Pipelines & Services 5	527.2	675.3	775.5	789.0	618.8	805.9	
Onshore Crude Oil Pipelines & Services 1	113.7	234.0	387.7	742.7	534.5	697.6	
Offshore Pipelines & Services 2	297.8	228.2	173.0	146.1	120.0	148.0	
Petrochemical & Refined Products Services 5	584.5	535.2	579.9	625.9	482.4	657.6	
Other Investments	(2.8)	14.8	2.4				
Total gross operating margin (non-GAAP) 3,2	253.0	3,871.7	4,387.0	4,818.1	3,928.1	5,218.9	
Adjustments to recondle non-GAAP gross operating margin to GAAP operating income:							
Subtract depreciation, amortization and accretion expense amounts not reflected in							
gross operating margin (9	936.3)	(958.7)	{1,061.7}	(1, 148.9)	(936.5)	(1,233.7)	
Subtract impairment charges not reflected in gross operating margin	(8.4)	(27.8)	(63.4)	(92.6)	(18.2)	(57.5)	
Subtract operating lease expenses paid by EPCO not reflected in gross operating margin	(0.7)	(0.3)					
Add net gains attributable to asset sales and insurance recoveries not reflected in gross							
operating margin	44.4	156.0	17.6	83.4	99.0	114.0	
Subtract non-refundable deferred revenues attributable to shipper make-up rights on new							
pipeline projects reflected in gross operating margin		-		(4.4)	(66.8)	(71.2)	
Subtract general and administrative costs not reflected in gross operating margin (2	204.8)	(181.8)	(170.3)	(188.3)	(150.9)	(200.3)	
	147.2	\$ 2,859.1	\$ 3,109.2	\$ 3,467.3	\$ 2,854.7	\$ 3,770.2	

Nate: Gross Operating Margin has been presented as if EPD were Enterprise GP Holdings for all periods prior to the Holdings Merger, which was completed in November 2010.

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ADJUSTED EBITDA

Adjusted EBITDA is commonly used as a supplemental financial measure by our management and external users of our financial statements, such as investors, commercial banks, research analysts and ratings agencies to assess: (1) the financial performance of our assets without regard to financing methods, capital structures or historical cost basis; (2) the ability of our assets to generate cash sufficient to pay interest and support our indebtedness; and (3) the viability of projects and the overall rates of return on alternative investment opportunities. Since adjusted EBITDA excludes some, but not all, items that affect net income or loss and because these measures may vary among other companies, the adjusted EBITDA data included in this presentation may not be comparable to similarly titled measures of other companies. The following table reconciles non-GAAP adjusted EBITDA to net cash flows provided by operating activities, which is the most directly comparable GAAP financial measure to adjusted EBITDA (dollars in millions):

Jonars III minions).		For the Year End	led December 31.	For the Nine Months Ended	For the Twelve Months Ended		
	2010	2011	2012	2013	September 30, 2014	September 30, 2014	
Net income (GAAP)	\$ 1,383.7	\$ 2,088.3	\$ 2,428.0	\$ 2,607.1	\$ 2,152.4	\$ 2,858.1	
Adjustments to GAAP net income to derive non-GAAP Adjusted EBITDA:							
Subtract equity in income of unconsolidated affiliates	(62.0)	(46.4)	(64.3)	(167.3)	(179.1)	(220.3	
Add distributions received from unconsolidated affiliates	191.9	156.4	116.7	251.6	260.7	324.7	
Add interest expense, including related amortization	741.9	744.1	771.8	802.5	679.6	877.3	
Add provision for or subtract benefit from income taxes, as applicable	26.1	27.2	(17.2)	57.5	22.5	33.	
Add depreciation, a wortization and accretion in costs and expenses	974.5	990.5	1,094.9	1,185.4	966.2	1,272.	
Adjusted (BITDA (non-GAAP)	3,256.1	3,960.1	4,329.5	4,736.8	3,902.3	5,146.	
Adjustments to non-GAAP Adjusted (B/TDA to derive GAAP net cash flows							
provided by operating activities:							
Subtract interest expense, including related amortization, reflected in Adjusted EBITDA	(741.9)	(744.1)	(771.8)	(802.5)	(679.6)	(877	
Add benefit from or subtract provision for income taxes reflected in							
Adjusted EBITDA	(26.1)	(27.2)	17.2	(57.5)	(22.5)	(33	
Subtract net gains attributable to asset sales and insurance recoveries	(46.7)	(155.7)	(86.4)	(83.3)	(99.0)	(113	
Add deferred income tax expense or subtract benefit, as applicable	7.9	12.1	(66.2)	37.9	2.6	8	
Add impairment charges	8.4	27.8	63.4	92.6	18.2	57	
Add or subtract the net effect of changes in operating accounts,							
as applicable	(190.4)	265.9	(582.5)	(97.6)	(435.8)	(19	
Add or subtract miscellaneous non-cash and other amounts to reconcile non-GAAP Adjusted EBITDA with GAAP net cash flows provided by							
operating activities	32.7	(9.4)	(12.7)	39.1	18.2	36	
Net cash flows provided by operating activities (GAAP)	\$ 2,300.0	\$ 3,330.5	5 2,850.5	\$ 3,865.5	5 2,704.4	5 4,203	

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#### DISTRIBUTABLE CASH FLOW

Distributable cash flow is an important non-GAAP financial measure for our limited partners since it serves as an indicator of our success in providing a cash return on investment. Specifically, this financial measure indicates to investors whether or not we are generating cash flows at a level that can sustain or support an increase in our quarterly cash distributions. Distributable cash flow is also a quantitative standard used by the investment community with respect to publicly traded partnerships because the value of a partnership unit is, in part, measured by its yield, which is based on the amount of cash distributions a partnership can pay to a unitholder. The following table reconciles non-GAAP Distributable Cash Flow to net cash flows provided by operating activities, which is the most directly comparable GAAP financial measure to distributable cash flow (dollars in millions):

	For the Year Ended December 31.						For the Nine Months Ended			
	2010		2011			2012		2013		ber 30, 2014
Net income attributable to limited partners (GAAP)	\$ 1,	266.7	5	2,046.9	5	2,419.9	5	2,596.9	\$	2,127.6
Adjustments to GAAP net income attributable to limited partners to derive										
non-GAAP distributable cash flow:										
Add depreciation, amortization and accretion expenses		980.2		1,007.0		1,104.9		1,217.6		992.4
Add distributions received from unconsolidated affiliates		128.2		156.4		116.7		251.6		260.7
Subtract equity in income of unconsolidated affiliates		(69.0)		(46.4)		(64.3)		(167.3)		(179.1)
Subtract sustaining capital expenditures	(	240.3)		(296.4)		(366.2)		(291.7)		(262.0)
Subtract net gains from asset sales and insurance recoveries		(46.7)		(155.7)		(86.4)		(83.3)		(99.0)
Add cash proceeds from asset sales and insurance recoveries		105.9		1,053.8		1,198.8		280.6		121.5
Add gains or subtract losses from the monetization of interest rate derivative instruments		1.3		(23.2)		(147.8)		(168.8)		
Add deferred income tax expenses or subtract benefit, as applicable		7.9		12.1		(66.2)		37.9		2.6
Add impairment charges		8.4		27.8		63.4		92.6		18.2
Add or subtract other miscellaneous adjustments to derive non-GAP										
distributable cash flow, as applicable		113.8	_	(25.8)	_	(39.5)	_	(15.7)		32.7
Distributable cash flow (non-GAAP)	2,	256.4	_	3,756.5		4,133.3	_	3,750.4		3,015.6
Adjustments to non-GAAP distributable cash flow to derive GAAP net cash flows										
provided by operating activities:										
Add sustaining capital expenditures reflected in distributable cash flow		240.3		296.4		366.2		291.7		262.0
Subtract cash proceeds from asset sales and insurance recoveries reflected in										
distributable cash flow	(	105.9)		(1,053.8)		(1, 198.8)		(280.6)		(121.5)
Add losses or subtract gains from the monetization of interest rate derivative instruments		(1.3)		23.2		147.8		168.8		
Add or subtract the net effect of changes in operating accounts, as applicable	(	202.1)		266.9		(582.5)		(97.6)		(435.8)
Add miscellaneous non-cash and other amounts to reconcile non-GMP										
distributable cash flow with GMP net cash flows provided by operating activities		112.6	_	41.3	_	24.9	_	32.8		(15.3)
Net cash flows provided by operating activities (GAAP)	\$ 2,	300.0	\$	3,330.5	\$	2,890.9	\$	3,865.5	\$	2,704.4
Note: Distributable Cash Flow for the period prior to the fourth quarter of 2010 is presented based on the histo	nical re	sults of E	PDp	rior to the h	ioldin	ps merger.				

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