

=====

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) : MARCH 3, 2003

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)

=====

ITEM 7. STATEMENTS AND EXHIBITS

(c) EXHIBITS:

Exhibit Number -----	Description -----
99.1	Presentation by TEPPCO Partners, L.P. (the "Partnership") in March 2003.

ITEM 9. REGULATION FD DISCLOSURE

The Partnership is filing herewith certain data being presented at an investor conference in March 2003. 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 as General Partner

/s/ CHARLES H. LEONARD

-----  
Charles H. Leonard  
Senior Vice President and Chief  
Financial Officer

Date: March 3, 2003

# *MLP Investor Conference*

---

Boston, MA  
March 4, 2003



## **Forward-looking Statements**

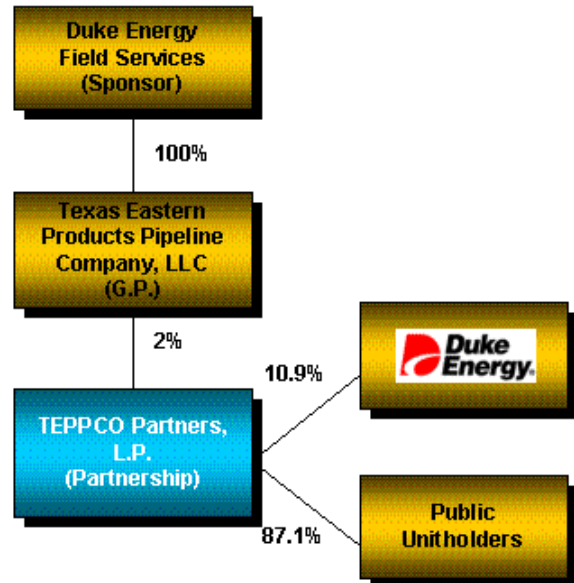
---

- The material and information furnished in this presentation contains forward-looking statements as such are described within various provisions of the Federal Securities Laws. Forward-looking statements include projections, estimates, forecasts, plans and objectives and as such are based on assumptions, uncertainties and risk analysis. No assurance can be given that future actual results and the value of TEPPCO Partners, L.P.'s securities will not differ materially from those contained in the forward-looking statements expressed in this presentation and found in documents filed with the Securities and Exchange Commission. Although TEPPCO believes that all such statements contained in this presentation are based on reasonable assumptions, there are numerous variables either of an unpredictable nature or outside of TEPPCO's control that will impact and drive TEPPCO's future results and the value of its units. The receiver of this presentation must assess and bear the risk as to the value and importance he or she places on any forward-looking statements contained in this presentation. See TEPPCO Partners, L.P.'s filings with the SEC for additional discussion of risks and uncertainties that may affect such forward-looking statements.

## TEPPCO Partners, L.P.

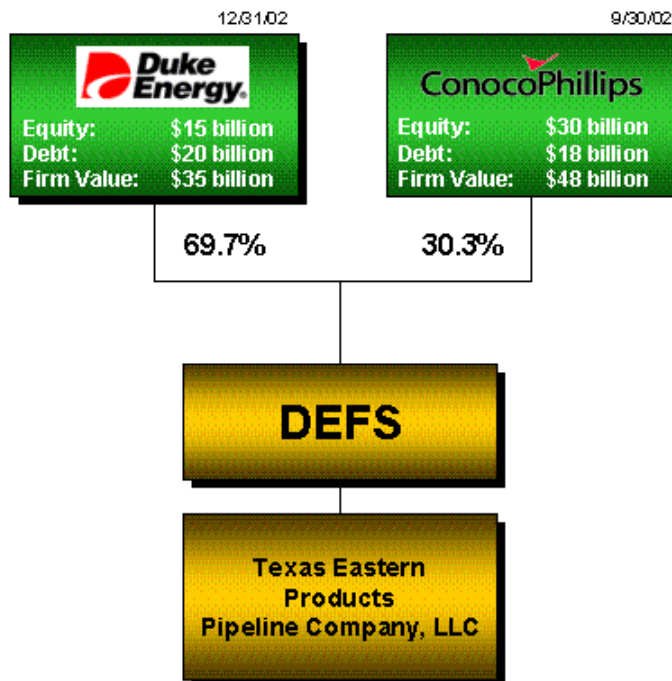
---

- One of the largest energy Master Limited Partnerships
- Formed in 1990 with headquarters in Houston, Texas
- General Partner owned by Duke Energy Field Services (DEFS), a premier North American midstream company
- Strong focus on corporate governance and serving interests of limited partners



## The Sponsor: Duke Energy Field Services

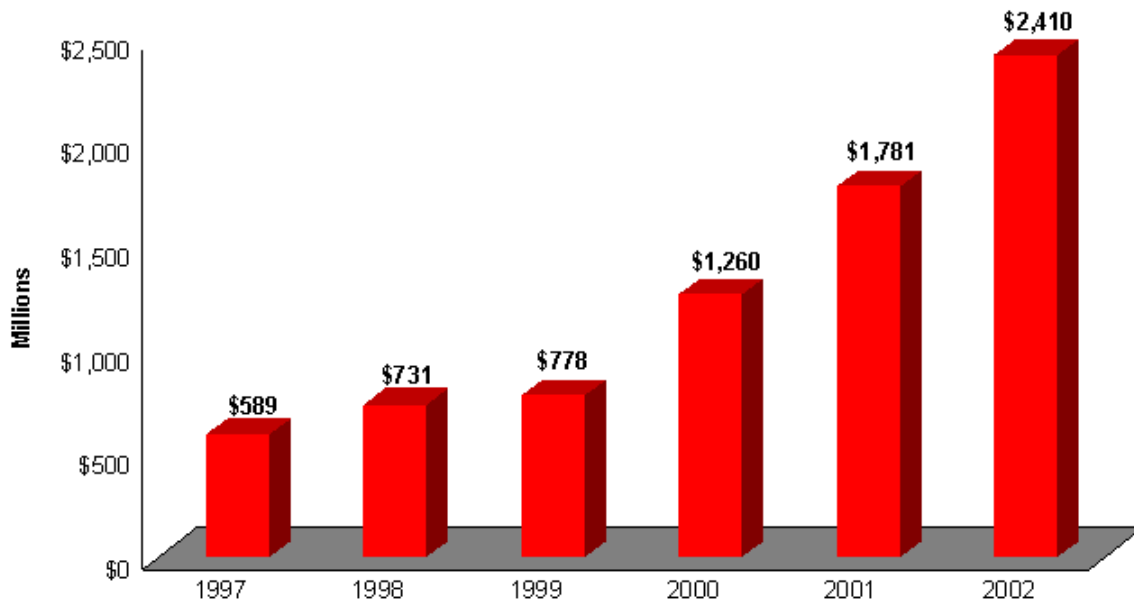
---



- DEFS is owned by two substantial and well-respected energy companies
- Largest midstream company in the U.S.
- Proven, reliable, low-cost gas gatherer and processor
- Known for operational excellence and customer service orientation

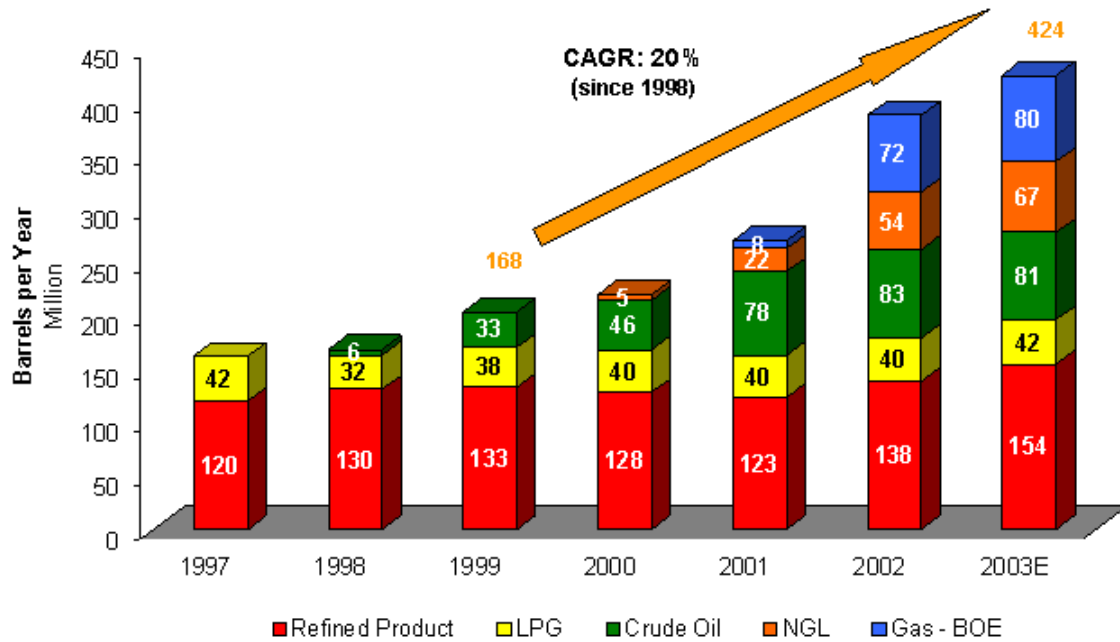
## TEPPCO's asset base has quadrupled over the last five years,

---



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

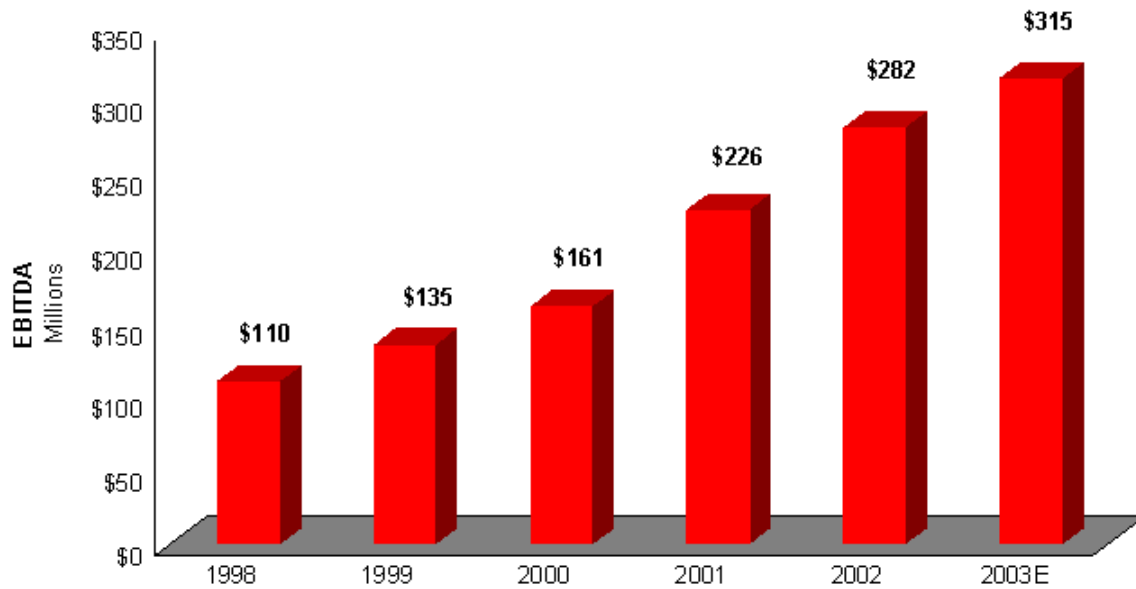
and volumes have grown significantly,





## resulting in substantial EBITDA growth.

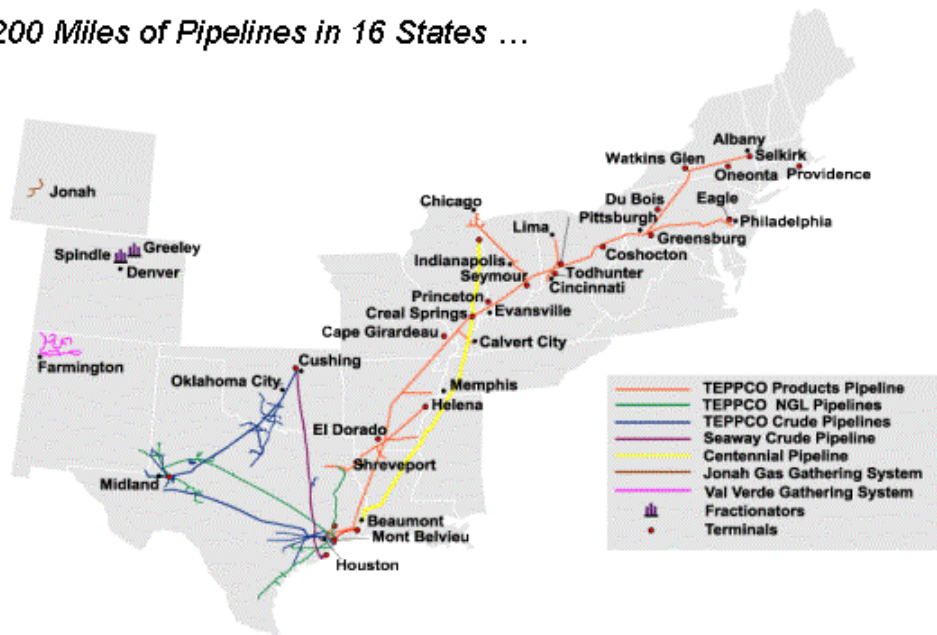
---



2003E represents midpoint of EBITDA range

# The TEPPCO Systems

*11,200 Miles of Pipelines in 16 States ...*



*... Strategically Positioned to Capitalize on Market Opportunities*

## **TEPPCO's Three Business Segments**

---



### **Upstream**

Crude oil gathering,  
transportation, storage  
and marketing



### **Midstream**

Natural gas gathering  
and NGL  
transportation and  
fractionation

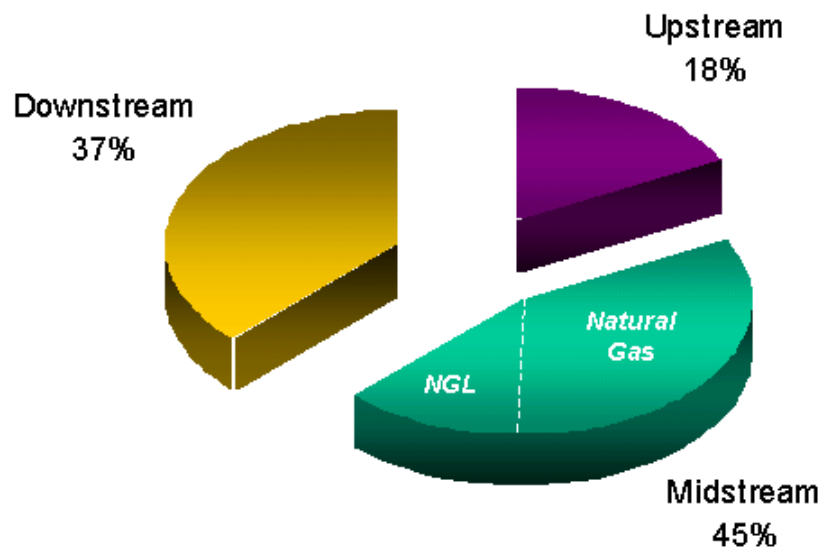


### **Downstream**

Refined products, LPG,  
and petrochemical  
transportation, storage  
and terminaling

## EBITDA Contribution by Segment – 2003E

---



## **TEPPCO Corporate Strategy**

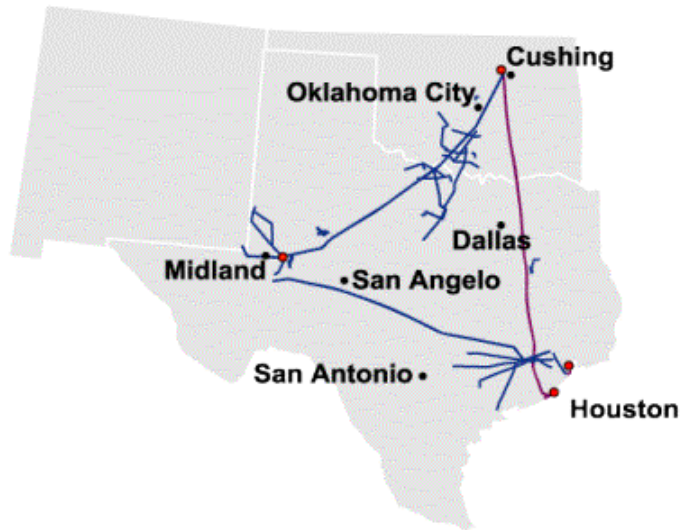
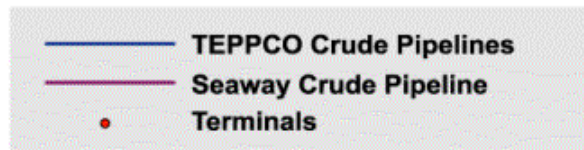
---

### **Our Goal: To grow sustainable cash flow and distributions**

- Focus on internal growth prospects
  - Increase throughput on our pipeline systems
  - Expand/upgrade existing assets and construct new pipeline and gathering systems
- Target accretive acquisitions in our core businesses that provide attractive growth potential
  - Utilize competitive strength from alignment with DEFS
- Operate in a safe, efficient and environmentally responsible manner
- Continue track record of consistent annual distribution growth

## TEPPCO's Upstream Business

---



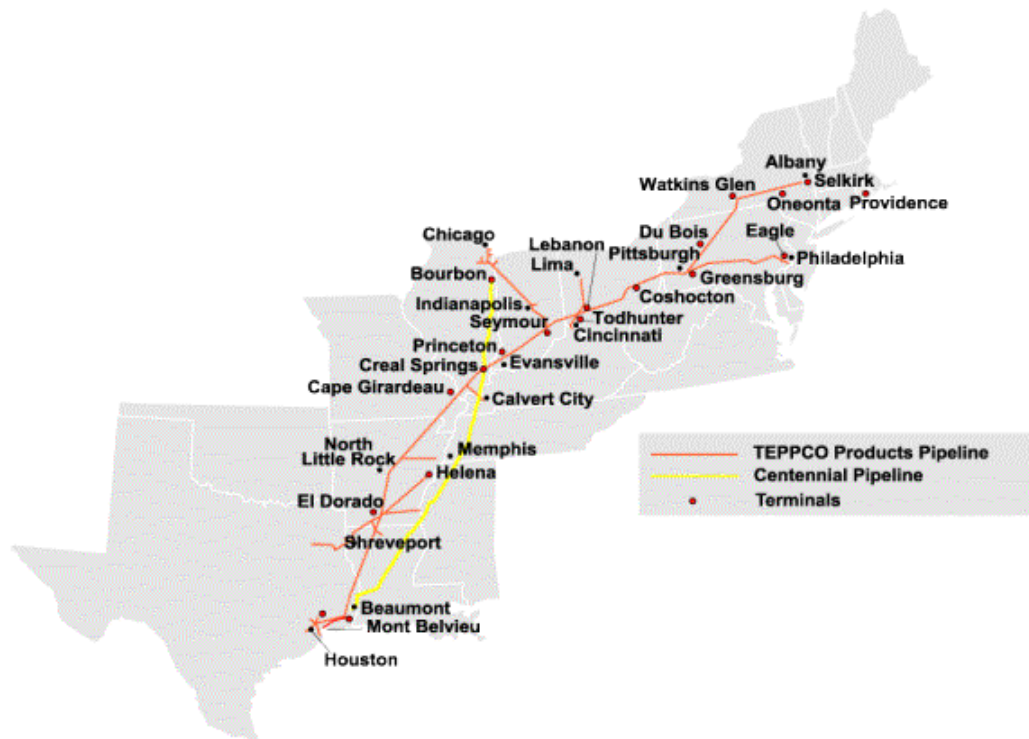
## **Upstream Strategy**

---

- **Strengthen market position around existing asset base**
  - Focus activity in West Texas, South Texas and Red River areas
  - Increase margins by improving/expanding services and reducing costs through asset optimization
  - Pursue strategic acquisitions to leverage existing market presence
  
- **Realize full potential of Seaway assets**
  - Aggressively market Seaway mainline capacity, with focus on alignment with key refiners and suppliers
  - Maximize value of strong Texas City marine terminal position

## TEPPCO's Downstream Business

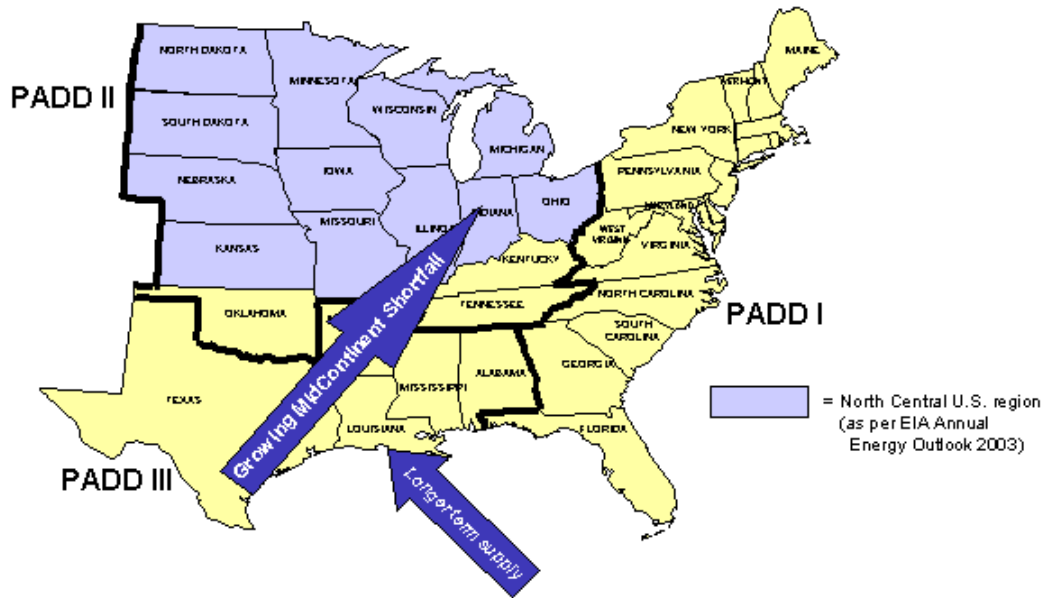
---





# Midwest Refined Products Supply

PADD III Production Will Continue To Support  
PADD II Demand Shortfall



## Downstream Strategy

---

- Utilize TEPPCO and Centennial Pipeline systems to serve growing Midwest supply shortfall
- Centennial is a key investment for TEPPCO:
  - **Strategically** Allows TEPPCO to participate in the incremental demand in its core market area
  - **Economically** Centennial provides substantial, efficient growth capacity
- Startup of Centennial provided capacity to move record refined products volumes in 2002
  - Growth in Little Rock, Cape Girardeau, Princeton
  - Increased propane movements to Midwest and Northeast
  - Provides foundation for downstream growth initiatives

## Midwest Refined Products Demand

---

- Centennial will play a vital role in satisfying Midwest demand growth:

North Central U.S.	<u>Growth - % per year</u>				
	<u>2002</u>	<u>2007</u>	<u>2012</u>	<u>5 yr</u>	<u>10 yr</u>
<u>MBD</u>					
Distillate	901	1,016	1,141	2.4%	2.4%
Jet Fuel	250	260	292	0.8%	1.6%
Motor Fuel	<u>2,121</u>	<u>2,311</u>	<u>2,552</u>	<u>1.7%</u>	<u>1.9%</u>
TOTAL	3,272	3,587	3,985	1.9%	2.0%
Growth vs. 2002 (MBD)		+315	+713		

Data source: EIA Annual Energy Outlook 2003 - Btu demand

## **Recent Centennial Pipeline Developments**

---

- TEPPCO announced purchase of additional 1/6 interest in Centennial Pipeline from CMS for \$20 million
  - Attractive price due to CMS restructuring
  - TEPPCO and Marathon Ashland each own 50% interest
- TEPPCO has obtained 5-year capacity lease which benefits both Centennial and TEPPCO
  - Increased Centennial throughput will improve transit time
  - Provides mechanism for TEPPCO to optimize both systems
- Combination of purchase and lease should provide modest improvement to TEPPCO results in 2003
  - Increased Centennial revenue likely to be offset by line cleaning costs
  - Will facilitate pursuit of growth opportunities

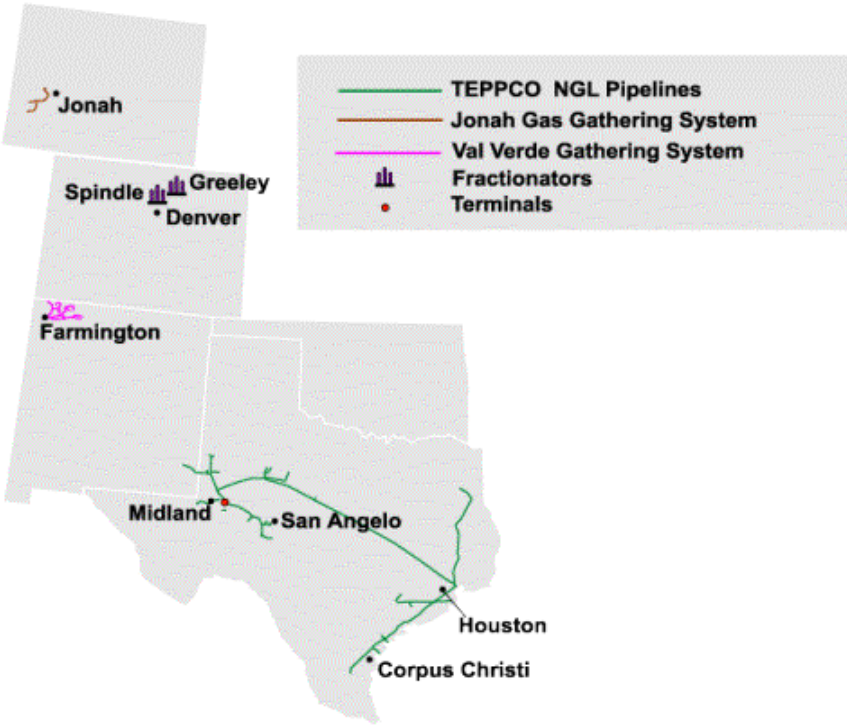
## **Downstream Segment Growth Potential**

---

- Centennial provides excellent platform for long-term growth
  - Serves chronically short Midwest market
  - Supply imbalance increases if additional refineries close
  - Potential to displace river movements
  - Provides capacity to allow growth in propane movements
- Substantial cash flow potential as Centennial volumes increase
  - \$10+ mm annual TEPPCO cash flow at 200,000 bpd
  - \$25-\$30 mm annual TEPPCO cash flow at 300,000 bpd, with modest capital investment
  - Incremental benefits to TEPPCO system from optimizing product mix and power costs

# TEPPCO's Midstream Business

---



## **Midstream Strategy**

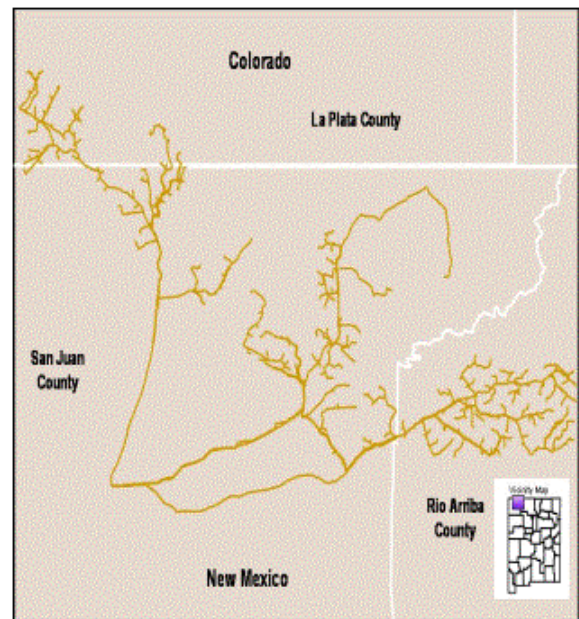
---

- Strong portfolio of high quality assets in prolific gas producing basins
  - Assets positioned in basins playing an increasingly vital role in the United States' domestic gas supply
- Realize full potential of existing assets
  - Increase throughput on Val Verde, Jonah and Chaparral systems
  - Prudently expand capacity to meet customers' needs
- Pursue acquisition opportunities arising from natural gas industry restructuring

## Val Verde Gas Gathering System

---

- Acquired from Burlington Resources for \$444 million on 6/30/02
- Gathers from 544 separate wells in San Juan Basin
  - Fruitland Coal Fairway
  - Conventional gas formations (Dakota, Mesa Verde and Pictured Cliffs)
- One of the largest Coal Bed Methane gas gathering and treating facilities
  - 1 Bcf/d pipeline capacity
  - 360 miles of pipeline
  - 14 compressor stations
  - Amine treating facility
- Attractive growth potential from infill CBM drilling and conventional gas production





## **Val Verde Growth Potential**

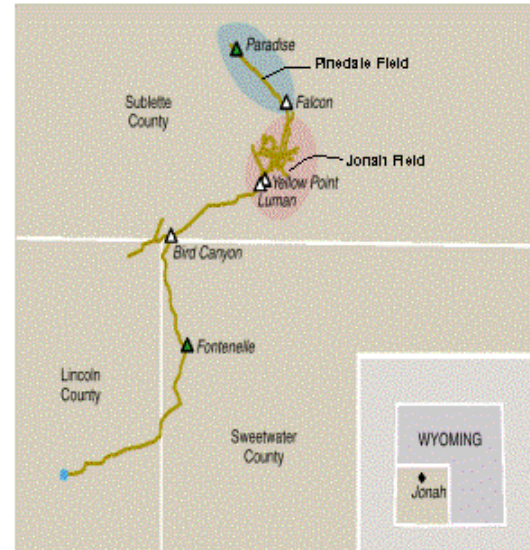
---

- **Near-term volume growth from coal bed infill drilling**
  - Initial phase of drilling underway
  - Expect approval of expanded drilling by 2004
- **Additional revenue from enhanced services**
  - Low pressure gathering
  - Connections to improve producer market access
- **Longer-term growth and increased throughput from conventional gas gathering**
  - Leverage high quality assets, existing capacity and DEFS commercial presence and operating capability

## Jonah Gas Gathering System

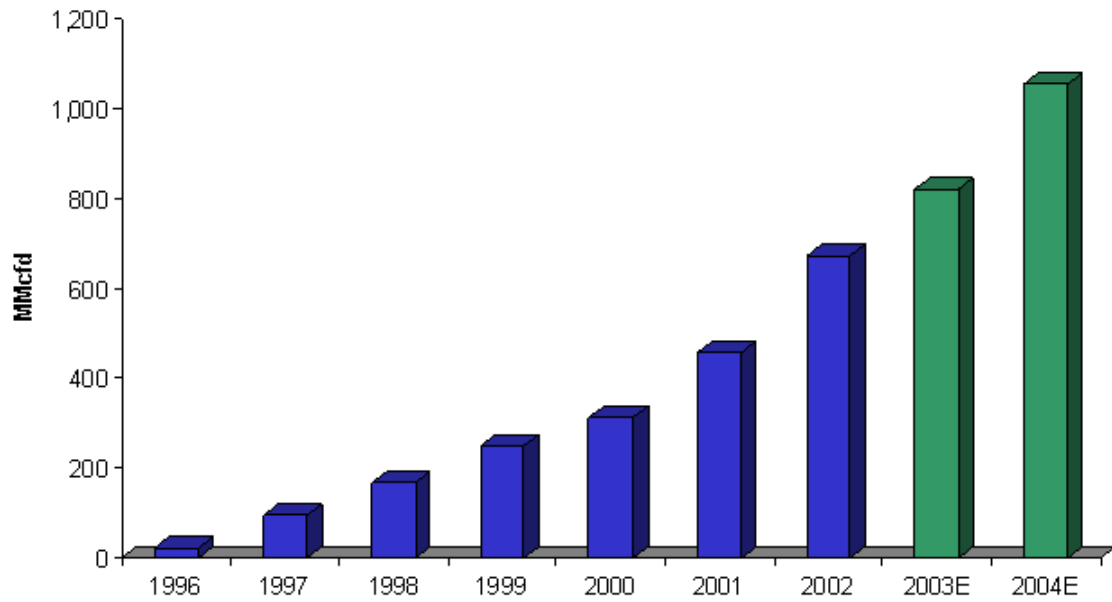
---

- Acquired from Alberta Energy for \$360 million in Q4 2001
- Prolific producing area in early stage of development
- Significant growth prospects
  - 72 locations drilled, 468 locations remaining in Pinedale
- Financially committed and established producers
  - EnCana, Shell, BP and Ultra
- Two expansion projects completed in 2002 nearly doubled capacity
  - Expanded capacity from 450 MMcfd in Q4 2001 to 880 MMcfd in Q4 2002



## Jonah System Volumes

---



## **Jonah Growth Potential**

---

- Dedicated production from Jonah and Pinedale fields expected to exceed current Jonah gathering system capacity by 2004
  - Negotiations for Phase 3 pipeline and processing capacity expansions underway
- Trunkline capacity expansion will provide market access for Jonah and Pinedale production
  - Kern River 960 MMcfd expansion expected on line by May 2003
- Likelihood of further downspacing of Jonah and Pinedale fields
  - Would create attractive organic growth opportunities

## **Balance Sheet and Distribution Coverage**

---

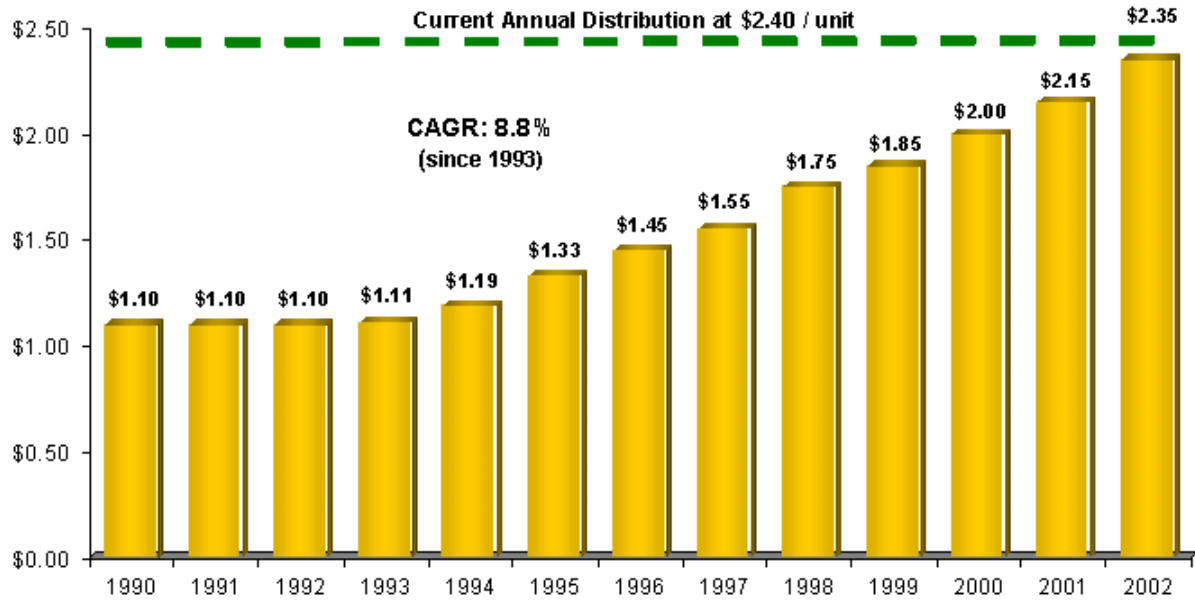
- Achieved substantial asset growth while strengthening financial position in 2002
- Completed \$576 million of acquisitions
- Issued \$380 million of equity in difficult market environment

	<u>12/31/01</u>	<u>6/30/02</u>	<u>12/31/02</u>
– Debt/Total Capital:	63%	72%	57%
– Debt/EBITDA:	4.1	5.4	4.2

- Increased annual distribution by \$.10/unit to \$2.40/unit
  - 8.8% annual distribution growth rate since 1993
  - Strong distribution coverage ratio of 1.3 at 12/31/02

## Distributions have shown steady growth

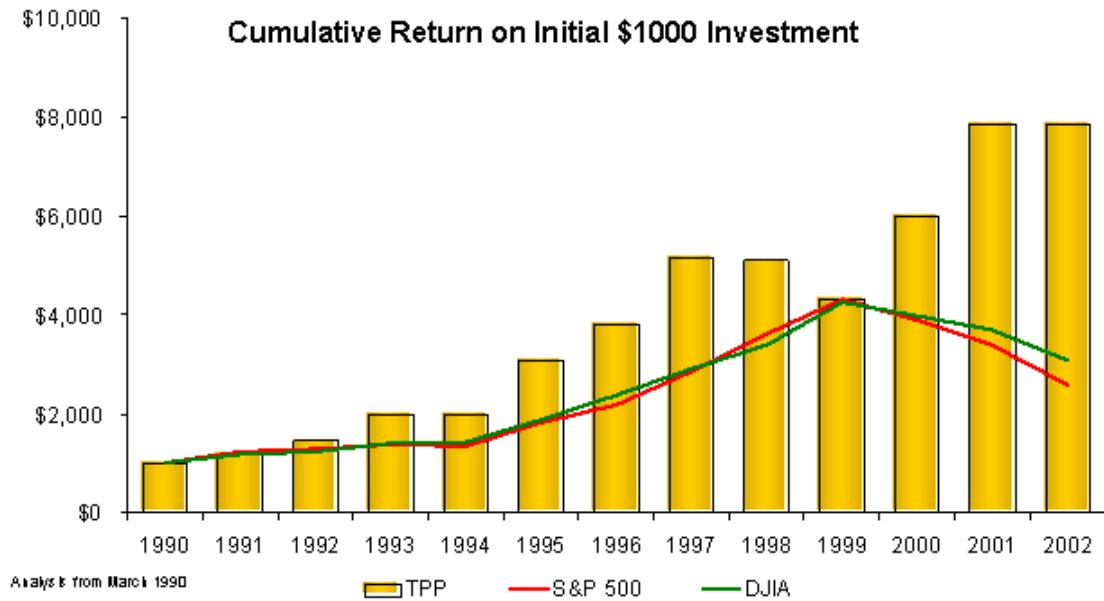
---



Note: 1990 indicative of full year distribution.

## TEPPCO unitholders have realized an 18% average annual return since 1990

---



## **TEPPCO's Governance**

---

### ***Strict governance ensures high degree of investor confidence***

- Our governance model is one of full disclosure
- Strong focus on protecting interests of limited partners and avoiding conflicts with general partner
  - TEPPCO general partner managed with high degree of independence
  - Management and employee incentives aligned with limited partners' interest
  - Special Committee of outside directors utilized whenever potential conflicts arise
  - Demonstrated record of "win-win" relationship with DEFS



## **Conclusion**

---

***TEPPCO is well positioned for continued growth***

- Strong asset positions in diversified businesses
- Visible internal growth prospects and potential acquisitions
- Growth opportunities from alignment with DEFS
- Financial strength to fund growth initiatives
- Experienced personnel with customer service orientation
- Strict governance to ensure continued stakeholder trust and confidence



**NYSE: TPP**