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): May 15, 2007

ENTERPRISE PRODUCTS PARTNERS L.P.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**1-14323**	**76-0568219**
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

1100 Louisiana, 10th Floor
Houston, Texas 77002
(Address of Principal Executive Offices, including Zip Code)

(713) 381-6500
(Registrant's Telephone Number, including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. ***Regulation FD Disclosure*.**

On May 15, 2007, certain executive officers of our general partner, Enterprise Products GP, LLC, gave a presentation to investors and analysts at the Bear Stearns Fixed Income Conference regarding the businesses, growth strategies and financial performance of Enterprise Products Partners L.P. ("Enterprise Products Partners"). Enterprise Products Partners is a North American midstream energy company that provides a wide range of services to producers and consumers of natural gas, natural gas liquids ("NGLs") and crude oil. In addition, Enterprise Products Partners is an industry leader in the development of pipeline and other midstream energy assets in the continental United States and Gulf of Mexico.

A copy of the investor presentation (the "Presentation") is filed as Exhibit 99.1 to this Current Report on Form 8-K. In addition, interested parties will be able to view the Presentation by visiting Enterprise Products Partners' website, www.epplp.com. The Presentation will be archived on its website for 90 days. The Presentation contains various forward-looking statements. For a general discussion of such statements, please refer to Slide 2 of the Presentation.

Unless the context requires otherwise, references to "we," "our," "Enterprise," "EPD," or "the Company" within the Presentation or this Current Report on Form 8-K shall mean Enterprise Products Partners and its consolidated subsidiaries, which includes Duncan Energy Partners L.P. ("DEP" or "Duncan Energy Partners"). The general partner of Duncan Energy Partners is owned by Enterprise Products Operating L.P., a wholly owned subsidiary of the Company.

References to "EPE" refer to Enterprise GP Holdings L.P. ("Enterprise GP Holdings"), which owns Enterprise Products GP, LLC. On May 7, 2007 Enterprise GP Holdings completed two separate transactions totaling approximately $2.8 billion. First, it purchased all of the member interests in Texas Eastern Products Pipeline Company, LLC, the general partner of TEPPCO Partners, L.P. ("TPP" or "TEPPCO"), and 4.4 million TPP common units from affiliates of privately held EPCO, Inc. ("EPCO"). In exchange, EPCO received approximately 14.2 million Class B units and 16.0 million Class C units of Enterprise GP Holdings having a combined market value of approximately $1.1 billion.

Second, Enterprise GP Holdings acquired approximately 39.0 million common units, or approximately 17.6 percent of the outstanding common units of Energy Transfer Equity, L.P. ("ETE" or "Energy Transfer Equity"), a publicly traded partnership that owns 100 percent of the general partner of Energy Transfer Partners, L.P. ("ETP") and approximately 62.5 million common units of ETP. In addition, Enterprise GP Holdings purchased an approximate 34.9 percent, non-controlling interest in LE GP, LLC, the general partner of ETE. The total consideration paid to acquire these investments was approximately $1.65 billion.

References to "GTM" or "GulfTerra" mean Enterprise GTM Holdings L.P., the successor to GulfTerra Energy Partners, L.P. The phrases "merger with GTM" or "GTM Merger" refer to the merger of GulfTerra with a wholly owned subsidiary of Enterprise Products Partners on September 30, 2004 and the various transactions related thereto.

Enterprise GP Holdings and its general partner, the Company and its general partner, DEP and its general partner, and TEPPCO and its general partner are under common control of Dan L. Duncan, the chairman and controlling shareholder of EPCO. Mr. Duncan is the primary sponsor of the aforementioned entities.

Duncan Energy Partners owns equity interests in and operates certain of the midstream energy businesses of the Company. For financial reporting purposes, the Company consolidates the financial statements of Duncan Energy Partners with those of its own (using the Company's historical carrying basis in such entities) and reflects Duncan Energy Partners' operations in its business segments. The public owners of Duncan Energy Partners' common units are presented as a noncontrolling interest in the Company's consolidated financial statements.

The public owners of Duncan Energy Partners have no direct equity interests in the Company. The borrowings of Duncan Energy Partners are presented as part of the Company's consolidated debt. For additional information regarding Duncan Energy Partners, including financial information of its predecessor, see Duncan

Energy Partners' 2006 Form 10-K filed April 2, 2007 (File no. 1-33266). Duncan Energy Partners completed its initial public offering of common units on February 5, 2007.

Our Presentation includes references to the non-generally accepted accounting principle ("non-GAAP") financial measures of gross operating margin, distributable cash flow, EBITDA and Consolidated EBITDA. To the extent appropriate, this Current Report on Form 8-K provides reconciliations of these non-GAAP financial measures to their most directly comparable historical financial measures calculated and presented in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Our non-GAAP financial measures should not be considered as alternatives to GAAP measures such as net income, operating income, cash flow from operating activities or any other GAAP measure of liquidity or financial performance.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

USE OF INDUSTRY TERMS AND OTHER ABBREVIATIONS IN PRESENTATION

As used within the Presentation, the following industry terms and other abbreviations have the following meanings:

/d	Per day
/yr	Per year
Bbl	Barrel
Bcf	Billion cubic feet
DCF	Distributable cash flow
DRP	Distribution reinvestment plan
DRIP	Distribution reinvestment plan
EBITDA	Earnings before interest, taxes, depreciation and amortization
EIA	Energy Information Administration
GP	General partner
HPG	Heritage Propane Management LLC
IDR	Incentive distribution rights
IPO	Initial public offering
KMR	Kinder Morgan Management LLC
LP	Limited partner
MAPL	Mid-America Pipeline System, an NGL pipeline system wholly-owned by the Company
MBbls	Thousand barrels
MMBbls	Million barrels
MMBtu	Million British thermal units
MTBV	Mont Belvieu, Texas, an industry hub for NGLs
NYSE	New York Stock Exchange
P/L	Pipeline
S	South
S&P	Standard & Poor's
VEH	Valero Energy Corp.
WPZ	Williams Partners LP

NON-GAAP FINANCIAL MEASURES

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 senior management in deciding how to allocate capital resources among business segments. We believe that investors benefit from having access to the same financial measures that our management uses in evaluating segment results. The GAAP measure most directly comparable to total segment gross operating margin is operating income.

We define total segment gross operating margin as operating income before: (i) depreciation, amortization and accretion expense; (ii) operating lease expense paid by EPCO for which we do not have any repayment obligation; (iii) gains and losses on the sale of assets; and (iv) general and administrative expenses. Gross operating margin is exclusive of other income and expense transactions, provision for income taxes, minority interest, cumulative effects of changes in accounting principles and extraordinary charges. Gross operating margin by segment is calculated by subtracting segment operating costs and expenses (net of the adjustments noted above) from segment revenues, with both segment totals before the elimination of intercompany transactions. Intercompany accounts and transactions are eliminated in consolidation. Our non-GAAP financial measure of total segment gross operating margin should not be considered as an alternative to GAAP operating income.

We include equity earnings from unconsolidated affiliates in our measurement of segment gross operating margin and operating income. Our equity investments with industry partners are a vital component of our business strategy. They are a means by which we conduct our operations to align our interests with those of customers and/or suppliers. This method of operation also enables us to achieve favorable economies of scale relative to the level of investment and business risk we assume versus what we could accomplish on a stand-alone basis. Many of these businesses perform supporting or complementary roles to our other business operations.

Reconciliations of our non-GAAP gross operating margin amounts to their respective GAAP operating income amounts are presented on Slide 29 in the Presentation.

Distributable Cash Flow

We define distributable cash flow as net income or loss plus: (i) depreciation, amortization and accretion expense; (ii) operating lease expense paid by EPCO for which we do not have any repayment obligation; (iii) cash distributions received from unconsolidated affiliates less equity in the earnings of such unconsolidated affiliates; (iv) the subtraction of sustaining capital expenditures; (v) the addition of losses or subtraction of gains relating to the sale of assets; (vi) cash proceeds from either the sale of assets or a return of investment from an unconsolidated affiliate; (vii) gains or losses on monetization of certain financial instruments recorded in accumulated other comprehensive income adjusted for non-cash amortization of such amount to earnings; (viii) transition support payments received from El Paso related to the GTM merger; (ix) the addition of losses or subtraction of gains relating to other miscellaneous non-cash amounts affecting net income for the period; and (x) the addition of minority interest amounts related to the public unitholders of Duncan Energy Partners less cash distributions to such unitholders.

Sustaining capital expenditures are capital expenditures (as defined by GAAP) resulting from improvements to and major renewals of existing assets. Such expenditures serve to maintain (or sustain) existing operations but do not generate additional revenues. The sustaining capital expenditure amount used to determine distributable cash flow for a period includes accruals made at the end of each period for amounts not yet paid or invoiced.

Distributable cash flow is a significant liquidity metric used by senior management to compare the basic cash flows we generate to the cash distributions we expect to pay our partners. Using this metric, our management can compute the coverage ratio of estimated cash flows to planned cash distributions.

Distributable cash flow is also an important non-GAAP financial measure to 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 distribution rate. 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 in turn is based on the amount of cash distributions a partnership pays to a unitholder. The GAAP measure most directly comparable to distributable cash flow is cash flow from operating activities.

The Presentation includes estimates of the amount of distributable cash flow we reinvested in the Company since January 1, 1999. These estimates were calculated by summing the distributable cash flow amounts for the respective periods and deducting the cash distributions we paid to our limited and general partners with respect to such periods.

The following table presents (i) our calculation of the estimated reinvestment of distributable cash flow for each period since January 1, 1999 and (ii) a reconciliation of the underlying distributable cash flow amounts to their respective GAAP net cash flow provided by operating activities amounts for each period (dollars in thousands).

	For the Year Ended December 31,				
	1999	2000	2001	2002	2003
Reconciliation of non-GAAP "distributable cash flow" to GAAP "net cash flow provided by operating activities"					
Net cash flow provided by operating activities	$ 177,953	$ 360,870	$ 283,328	$ 329,761	$ 424,705
Adjustments to reconcile distributable cash flow to net cash flow provided by operating activities (add or subtract as indicated by sign of number):					
Sustaining capital expenditures	(2,440)	(3,548)	(5,994)	(7,201)	(20,313)
Proceeds from sale of assets	8	92	568	165	212
Minority interest in earnings not included in distributable cash flow	3	--	--	(1,968)	(2,967)
Minority interest in allocation of lease expense paid by EPCO, Inc.	108	107	105	92	90
Net effect of changes in operating accounts	(27,906)	(71,111)	37,143	(92,655)	(122,961)
Non-cash adjs. related to net effect of changes in certain reserves	--	--	(11,246)	--	--
Collection of notes receivable from unconsolidated affiliates	19,979	6,519	--	--	--
Distributable cash flow	167,705	292,929	303,904	228,194	278,766
Less amounts paid to partners with respect to such period	(116,315)	(145,437)	(176,003)	(240,125)	(330,723)
Estimate of reinvested distributable cash flow	$ 51,390	$ 147,492	$ 127,901	$ (11,931)	$ (51,957)

	For the Year Ended December 31,			Quarterly Period
	2004	2005	2006	1Q 2007
Net cash flow provided by operating activities	$ 391,541	$ 631,708	$ 1,175,069	$ 420,751
Adjustments to reconcile distributable cash flow to net cash flow provided by operating activities (add or subtract as indicated by sign of number):				
Sustaining capital expenditures	(37,315)	(92,158)	(119,409)	(25,511)
Proceeds from sale of assets	6,882	44,746	3,927	91
Amortization of net gain from forward-starting interest rate swaps	(857)	(3,602)	(3,760)	(965)
Settlement of forward-starting interest rate swaps	19,405	--	--	--
Minority interest in earnings not included in distributable cash flow	(8,128)	(5,760)	(9,079)	(5,661)
Minority interest in cumulative effect of change in accounting principle	2,338	--	--	--
Net effect of changes in operating accounts	93,725	266,395	(83,418)	(168,903)
Return of investment in unconsolidated affiliate	--	47,500	--	--
GTM distributable cash flow for third quarter of 2004	68,402	--	--	--
El Paso transition support payments	4,500	17,250	14,250	3,000
Minority interest – DEP public unitholders	--	--	--	2,831
Distributions declared with respect to period – DEP public unitholders	--	--	--	(3,648)
Distributable cash flow	540,493	906,079	977,580	221,985
Less amounts paid to partners with respect to such period	(509,118)	(737,956)	(879,814)	(236,182)
Estimate of reinvested distributable cash flow	$ 31,375	$ 168,123	$ 97,766	$ (14,197)
Total reinvested distributable cash flow since January 1, 1999 (sum of periods)				$ 545,962

The following table presents, on a quarterly basis, (i) our calculation of the estimated reinvestment of distributable cash flow since the GTM Merger and (ii) a reconciliation of the underlying distributable cash flow amounts to their respective GAAP net cash flow provided by operating activities amounts for each period is as follows (dollars in thousand):

	For the Quarterly Period				
	4Q 04	1Q 05	2Q 05	3Q 05	4Q 05
Reconciliation of non-GAAP "Distributable cash flow" to GAAP "Net cash flow provided by (used in) operating activities"					
Net cash flow provided by (used in) operating activities	$ 355,525	$ 164,246	$ (46,409)	$ 226,796	$ 287,075
Adjustments to reconcile distributable cash flow to net cash flow provided by (used in) operating activities (add or subtract as indicated):					
Sustaining capital expenditures	(21,314)	(15,550)	(21,293)	(25,935)	(29,380)
Proceeds from sale of assets	6,772	42,158	109	953	1,526
Amortization of net gain from forward-starting interest rate swaps	(857)	(886)	(896)	(905)	(915)
Minority interest in total	(1,281)	(1,945)	(380)	(861)	(2,574)
Net effect of changes in operating accounts	(146,801)	58,920	237,353	17,929	(47,807)
Return of investment in unconsolidated affiliate	--	--	47,500	--	--
El Paso transition support payments	4,500	4,500	4,500	4,500	3,750
Distributable cash flow	196,544	251,443	220,484	222,477	211,675
Less amounts paid to partners with respect to such period	(162,687)	(176,066)	(181,624)	(187,106)	(193,160)
Estimate of reinvested distributable cash flow	$ 33,857	$ 75,377	$ 38,860	$ 35,371	$ 18,515

	For the Quarterly Period				
	1Q 06	2Q 06	3Q 06	4Q 06	1Q 07
Net cash flow provided by operating activities	$ 494,276	$ 77,049	$ 414,699	$ 189,045	$ 420,751
Adjustments to reconcile distributable cash flow to net cash flow provided by operating activities (add or subtract as indicated):					
Sustaining capital expenditures	(30,010)	(34,521)	(30,743)	(24,135)	(25,511)
Proceeds from sale of assets	75	181	2,787	884	91
Amortization of net gain from forward-starting interest rate swaps	(925)	(935)	(945)	(955)	(965)
Minority interest in total	(2,198)	(538)	(1,940)	(4,403)	(5,661)
Net effect of changes in operating accounts	(247,084)	172,392	(85,157)	76,431	(168,903)
El Paso transition support payments	3,750	3,750	3,750	3,000	3,000
Minority interest - DEP public unitholders	--	--	--	--	2,831
Distributions declared with respect to period - DEP public unitholders	--	--	--	--	(3,648)
Distributable cash flow	217,884	217,378	302,451	239,867	221,985
Less amounts paid to partners with respect to such period	(206,580)	(214,790)	(226,908)	(231,536)	(236,182)
Estimate of reinvested distributable cash flow	$ 11,304	$ 2,588	$ 75,543	$ 8,331	$ (14,197)
Total reinvested distributable cash flow since GTM Merger (sum of periods)					$ 285,549

EBITDA

We define EBITDA as net income or loss plus interest expense, provision for income taxes and depreciation, amortization and accretion expense. EBITDA is commonly used as a supplemental financial measure by senior management and external users of our financial statements, such as investors, commercial banks, research analysts and rating agencies, to assess: (i) the financial performance of our assets without regard to financing methods, capital structures or historical cost basis; (ii) the ability of our assets to generate cash sufficient to pay interest costs and support our indebtedness; (iii) our operating performance and return on capital as compared to those of other companies in the midstream energy industry, without regard to financing and capital structure; and (iv) the viability of projects and the overall rates of return on alternative investment opportunities. Because EBITDA excludes some, but not all, items that affect net income or loss and because these measures may vary among other companies, the EBITDA data presented in the Presentation may not be comparable to similarly titled measures of other companies. The GAAP measure most directly comparable to EBITDA is cash flow from operating activities.

Consolidated EBITDA

The Presentation includes references to Consolidated EBITDA, which is a financial measure calculated by Enterprise Products Operating L.P. (our "Operating Partnership") in accordance with the provisions of its multi-year revolving credit facility. Consolidated EBITDA is used by our lenders to evaluate the Operating Partnership's compliance with certain financial covenants. We define Consolidated EBITDA as EBITDA (at the Operating Partnership level) plus distributions received from unconsolidated affiliates and operating lease expenses for which we do not have the payment obligation, less equity income from unconsolidated affiliates and adjustments related to Duncan Energy Partners. Slide 30 of the Presentation presents the Operating Partnership's calculation of Consolidated EBITDA for each quarterly period presented along with a reconciliation to its closest GAAP counterpart, which is cash flow from operating activities.

The Presentation also includes references to credit leverage ratios that utilize Consolidated EBITDA. These credit ratios are used by certain of our lenders to evaluate our ability to support debt service. Accordingly, we define Adjusted Debt as the Operating Partnership's consolidated indebtedness less principal amounts outstanding under Junior Notes A and Duncan Energy Partners' credit facility. Slide 31 of the Presentation presents the Operating Partnership's calculation of Consolidated EBITDA for the last twelve months ended March 31, 2007 along with a reconciliation to its closest GAAP counterpart, which is cash flow from operating activities. This slide also presents the Operating Partnership's computation of Adjusted Debt and the Ratio of Adjusted Debt to Consolidated EBITDA.

Item 9.01. *Financial Statements and Exhibits*.

(d) Exhibits.

Exhibit Number	**Exhibit**
99.1	Enterprise Products Partners' presentation at the Bear Stearns Fixed Income Conference, May 15, 2007.

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.

By: Enterprise Products GP, LLC, as general partner

Date: May 15, 2007

By: ___/s/ Michael J. Knesek_______________
Name: Michael J. Knesek
Title: Senior Vice President, Controller
and Principal Accounting Officer
of Enterprise Products GP, LLC

EXHIBIT 99.1

PRESENTATION

Enterprise Products Partners L.P.
Bear Stearns Fixed Income Conference

May 15, 2007

Michael A. Creel
Executive Vice President & CFO

Forward Looking Statements

This presentation contains forward-looking statements and information that are based on Enterprise's beliefs and those of its general partner, as well as assumptions made by and information currently available to them. When used in this presentation, words such as "anticipate," "project," "expect," "plan," "goal," "forecast," "intend," "could," "believe," "may," and similar expressions and statements regarding the contemplated transaction and the plans and objectives of Enterprise for future operations, are intended to identify forward-looking statements.

Although Enterprise and its general partner believe that such expectations reflected in such forward looking statements are reasonable, neither it nor its general partner can give assurances that such expectations will prove to be correct. Such statements are subject to a variety of risks, uncertainties and assumptions. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, actual results may vary materially from those Enterprise anticipated, estimated, projected or expected. Among the key risk factors that may have a direct bearing on Enterprise's results of operations and financial condition are:

- Fluctuations in oil, natural gas and NGL prices and production due to weather and other natural and economic forces;
- A reduction in demand for its products by the petrochemical, refining or heating industries;
- The effects of its debt level on its future financial and operating flexibility;
- A decline in the volumes of NGLs delivered by its facilities;
- The failure of its credit risk management efforts to adequately protect it against customer non-payment;
- Actual construction and development costs could exceed forecasted amounts;
- Operating cash flows from our capital projects may not be immediate;
- Terrorist attacks aimed at its facilities; and
- The failure to successfully integrate its operations with assets or companies, if any, that it may acquire in the future.

Enterprise has no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Use of Non-GAAP Financial Measures

This presentation utilizes the Non-GAAP financial measures of Gross Operating Margin and Consolidated EBITDA and makes references to Distributable Cash Flow. In general, we define Gross Operating Margin as operating income before (i) depreciation, amortization and accretion expense; (ii) operating lease expense for which we do not have the payment obligation; (iii) gains and losses on the sale of assets and (iv) general and administrative expenses.

In general, we define Distributable Cash Flow as net income or loss plus (i) depreciation, amortization and accretion expense; (ii) operating lease expense for which we do not have the payment obligation; (iii) cash distributions received from unconsolidated affiliates less equity in the earnings of such affiliates; (iv) the subtraction of sustaining capital expenditures; (v) gains and losses on the sale of assets; (vi) cash proceeds from the sale of assets or return of investment from unconsolidated affiliates; (vii) gains or losses on monetization of financial instruments recorded in Accumulated Other Comprehensive Income less related amortization of such amount to earnings; (viii) transition support payments received from El Paso related to the GTM Merger; (ix) the addition of losses or subtraction of gains related to other miscellaneous non-cash amounts affecting net income for the period; and (x) the addition of minority interest amounts related to the public unitholders of Duncan Energy Partners L.P. less cash distributions to such unitholders. Distributable Cash Flow is a significant liquidity metric used by our senior management to compare basic cash flows generated by us to the cash distributions we expect to pay partners. Distributable Cash Flow is also 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. Distributable Cash Flow is also a quantitative standard used by the investment community with respect to publicly traded partnerships such as ours because the value of a partnership unit is in part measured by its yield (which in turn is based on the amount of cash distributions a partnership pays to a unit holder). The GAAP measure most directly comparable to Distributable Cash Flow is net cash provided by operating activities.

This presentation also includes references to credit leverage ratios that utilize Consolidated EBITDA, which is a term defined in the $1.25 billion revolving credit facility of Enterprise Products Operating L.P. These credit ratios are used by certain of our lenders to evaluate our ability to support debt service. The GAAP measure most directly comparable to Consolidated EBITDA is net cash flows provided by operating activities. Please see Slides 29 through 31 for our calculations of these Non-GAAP financial measures along with the appropriate reconciliations.

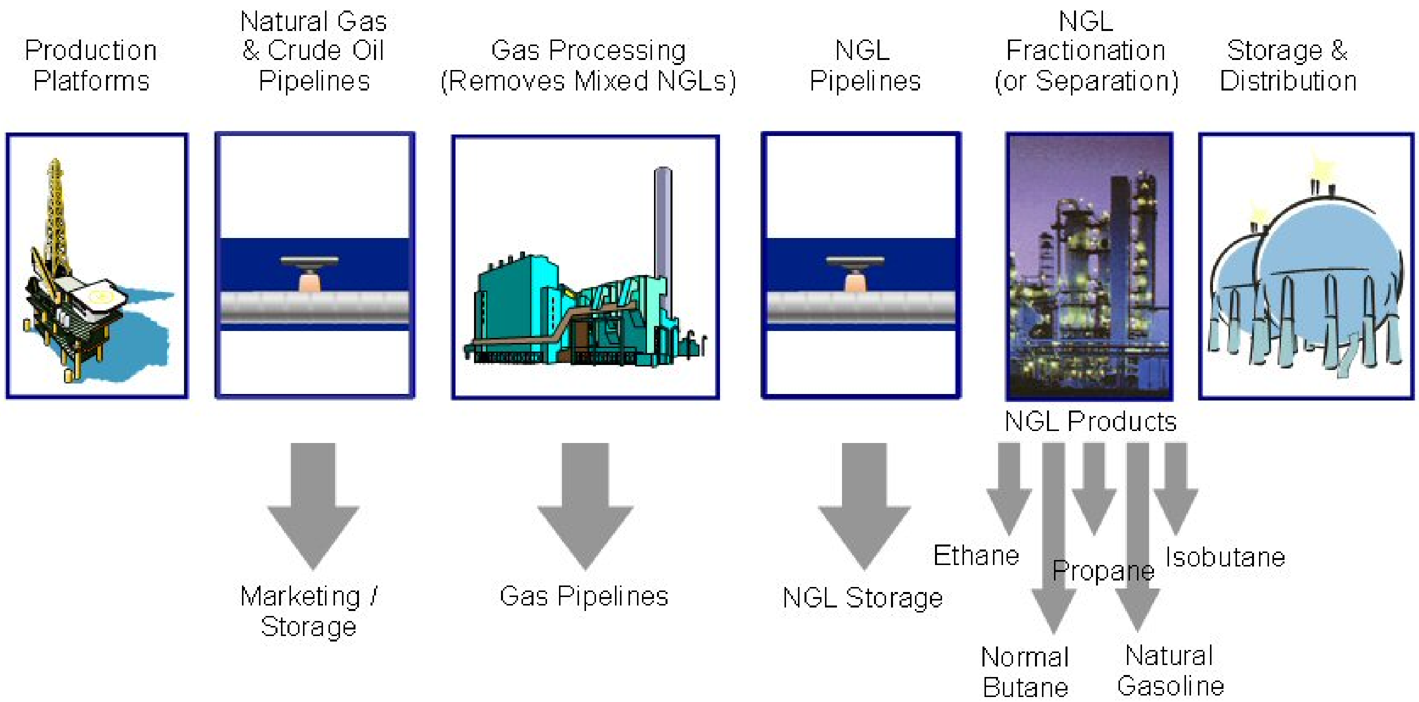
Overview

- EPD is one of the largest publicly traded partnerships with an equity market capitalization of more than $14 billion, assets of $14 billion and an enterprise value of approximately $20 billion
  - Delivered record performance in 2006
- EPD owns and operates one of North America's largest fully integrated midstream value chains with significant geographic and business diversity
- EPD focuses on long-term value creation for its investors by investing in a diversified portfolio of organic infrastructure projects and selected acquisitions

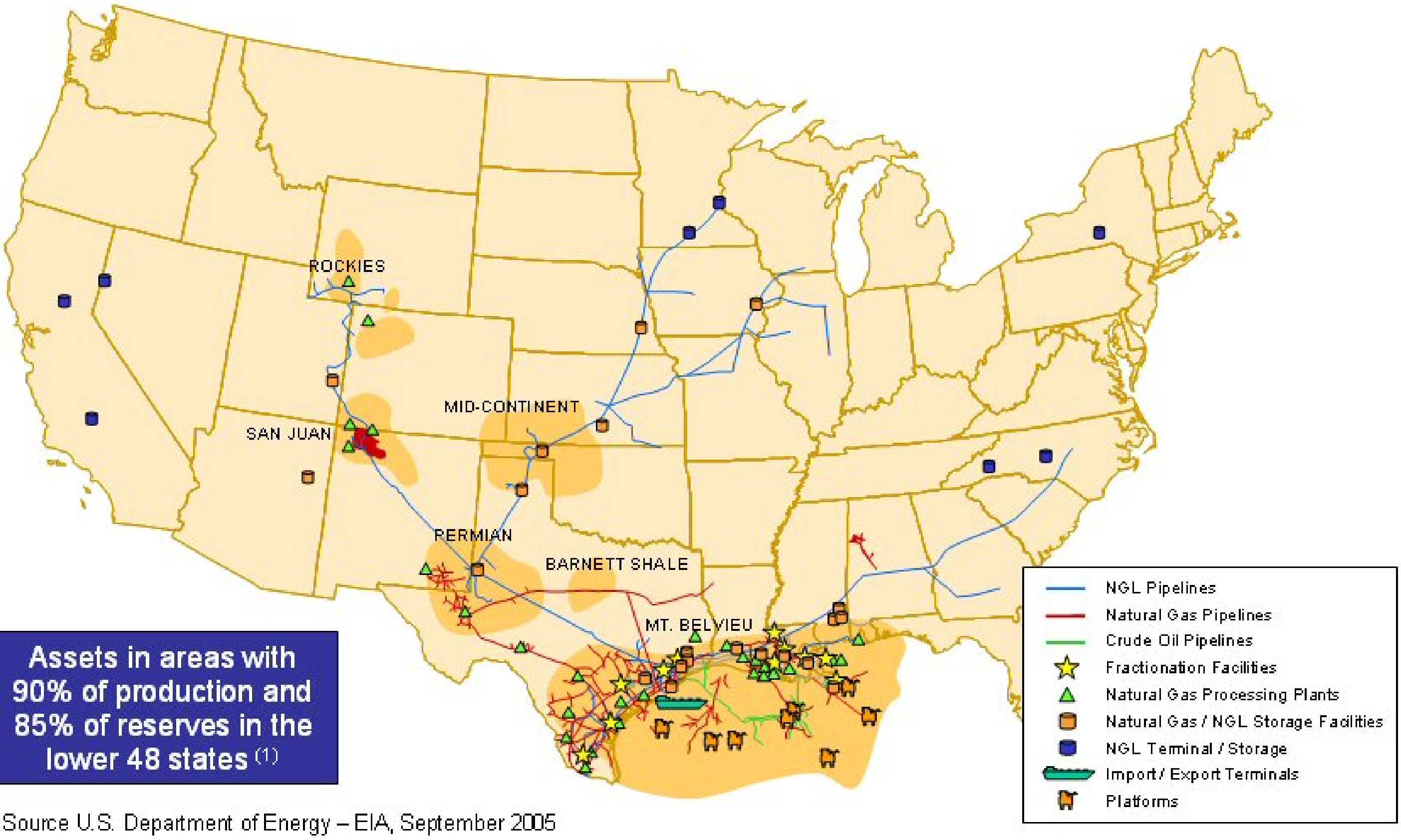
Key Credit Highlights

- Strategically located assets serving the most prolific supply basins and largest consuming regions of natural gas, NGLs and crude oil in the United States
- Leading business positions across energy value chain
- Large portfolio of organic growth projects with potentially higher returns and lower risks vs. acquisitions at higher multiples
- Visible cash flow growth from significant new projects expected to be completed in 2007
- GP/Management record in supporting EPD's financial flexibility
  - Capped GP split at 25%
  - Contributed half of GulfTerra GP for no consideration
  - Participation in follow-on offerings and DRIP
- Experienced management team with substantial ownership

Integrated Midstream Energy Value Chain



Premier Midstream Network in Key Regions

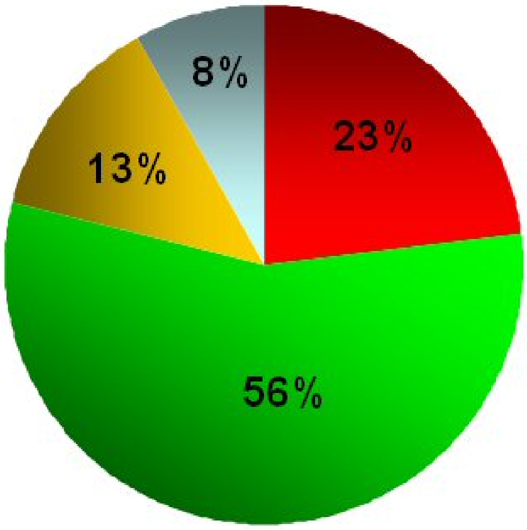


Assets in areas with 90% of production and 85% of reserves in the lower 48 states [1]

[1] Source U.S. Department of Energy – EIA, September 2005

Diversified Businesses

Gross Operating Margin
LTM March 31, 2007



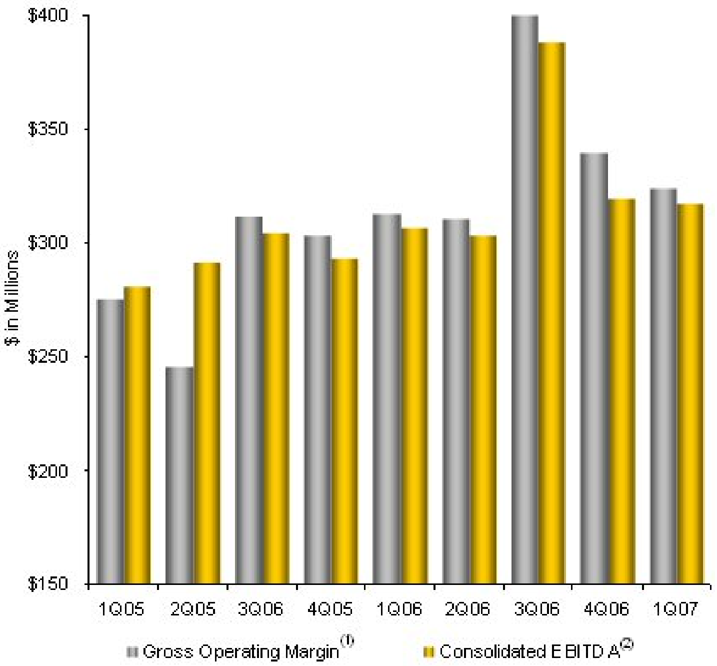
NGL Pipelines & Services (56%)
- 13,295 miles of NGL pipelines
- 162 MMBbls of NGL & petrochemical storage capacity
- 25 natural gas processing plants (Including Pioneer & Meeker)
- 7 NGL fractionation facilities

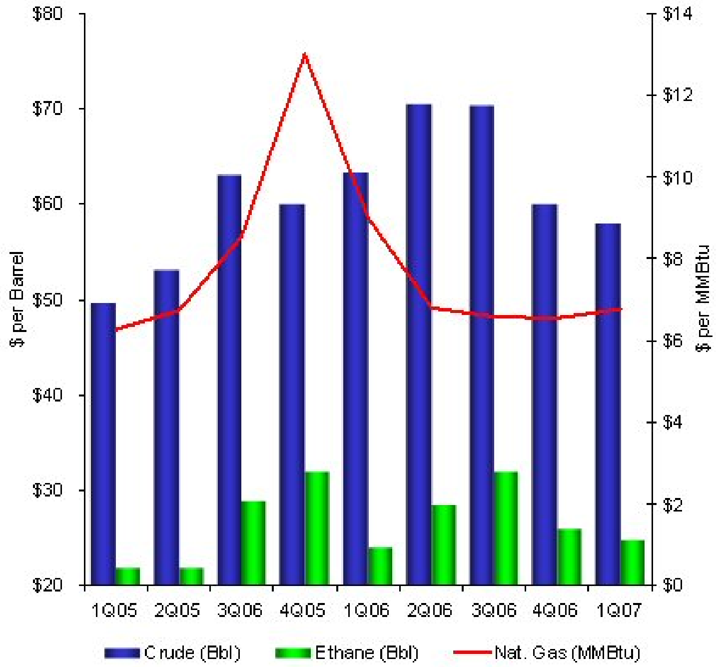
Onshore Natural Gas Pipelines & Services (23%)
- 18,889 miles of natural gas pipelines
- 25 Bcf of natural gas storage capacity

Offshore Pipelines & Services (8%)
- 863 miles of crude oil pipeline
- 1,586 miles of natural gas pipelines
- 6 offshore hub platforms

Petrochemical Services (13%)
- 679 miles of petrochemical pipelines
- 4 propylene fractionation plants
- Butane isomerization complex
- Octane enhancement facility

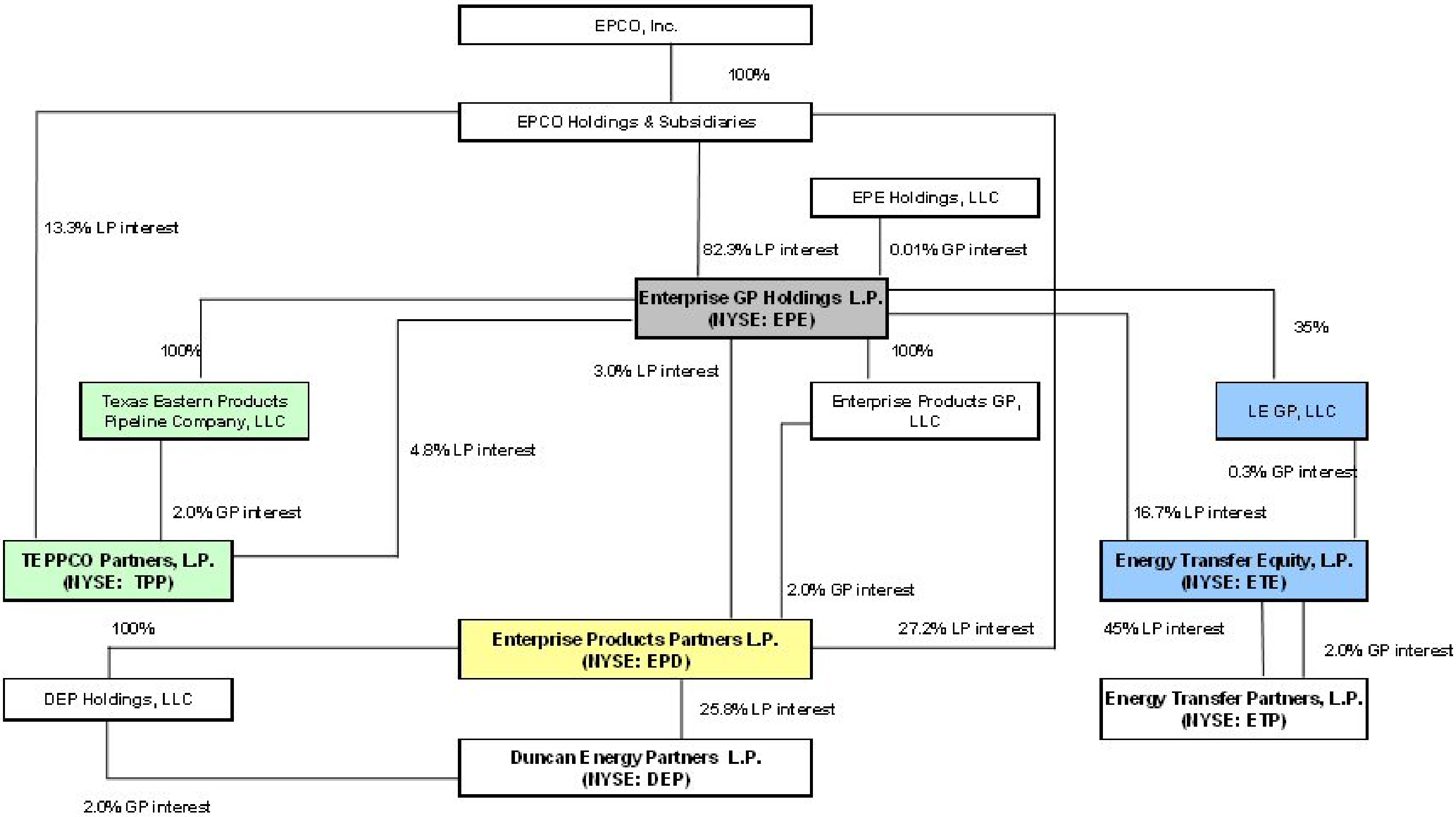
Consistent Results from Diversified Businesses





(1) Gross operating margin for 2Q05 was negatively impacted by an $11MM charge for costs of refinancing project finance debt for Cameron Highway.
(2) "Consolidated EBITDA" as defined and used in leverage ratio financial covenant per EPOLP's bank credit agreement.

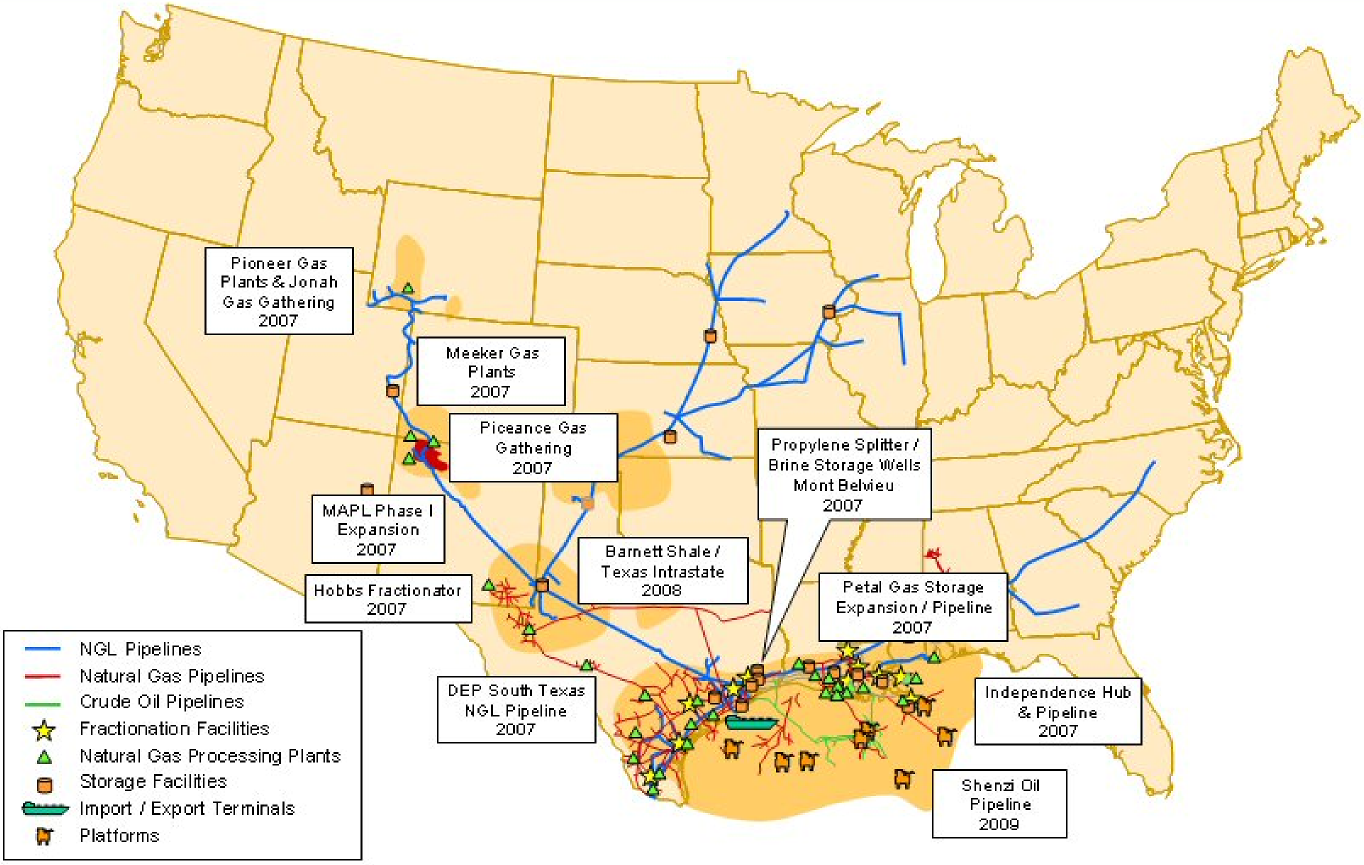
Enterprise GP Holdings ("EPE") Recent Transactions



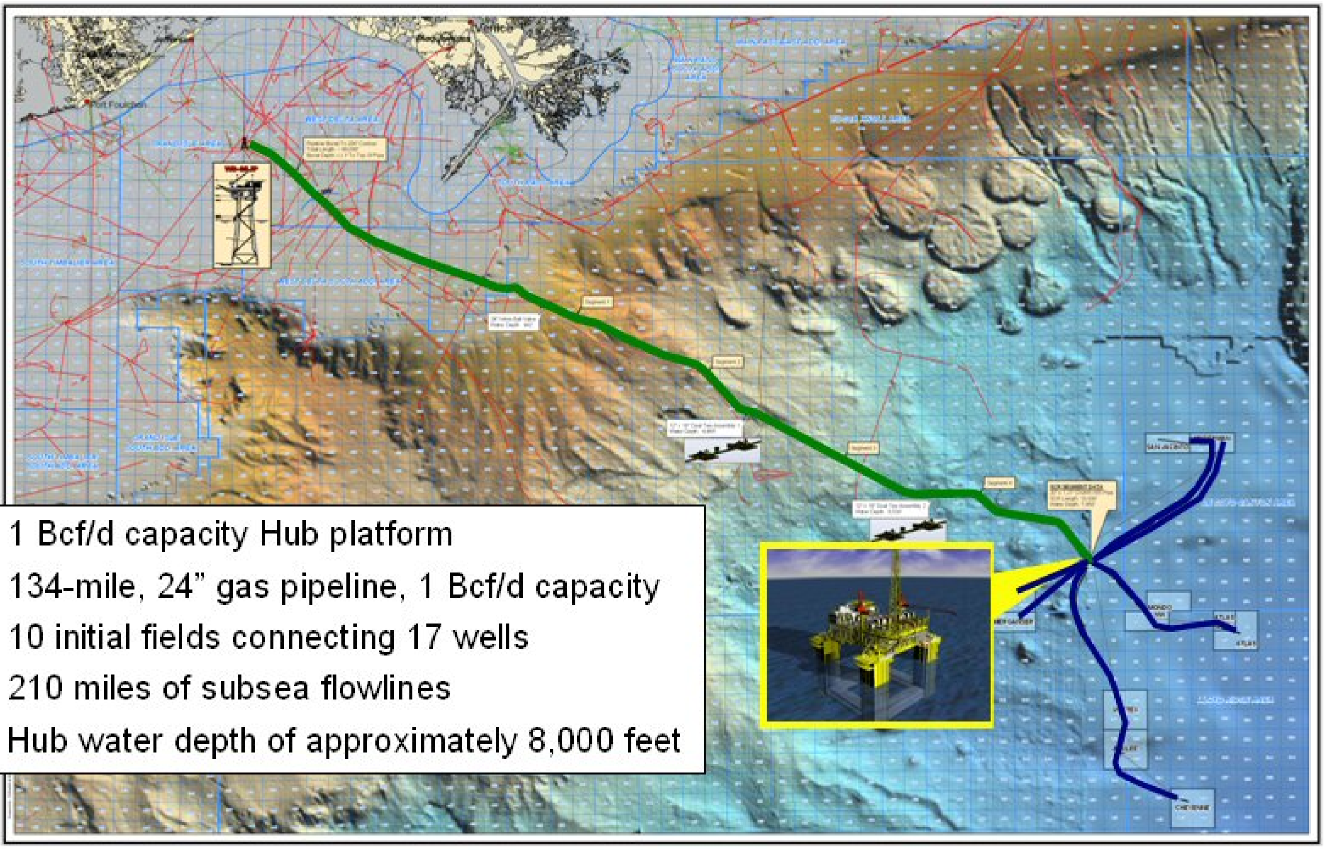
Key Assets and Opportunities

Cash Flow Visibility

Access to Supply Growth Drives Expansion Strategies



Independence Project

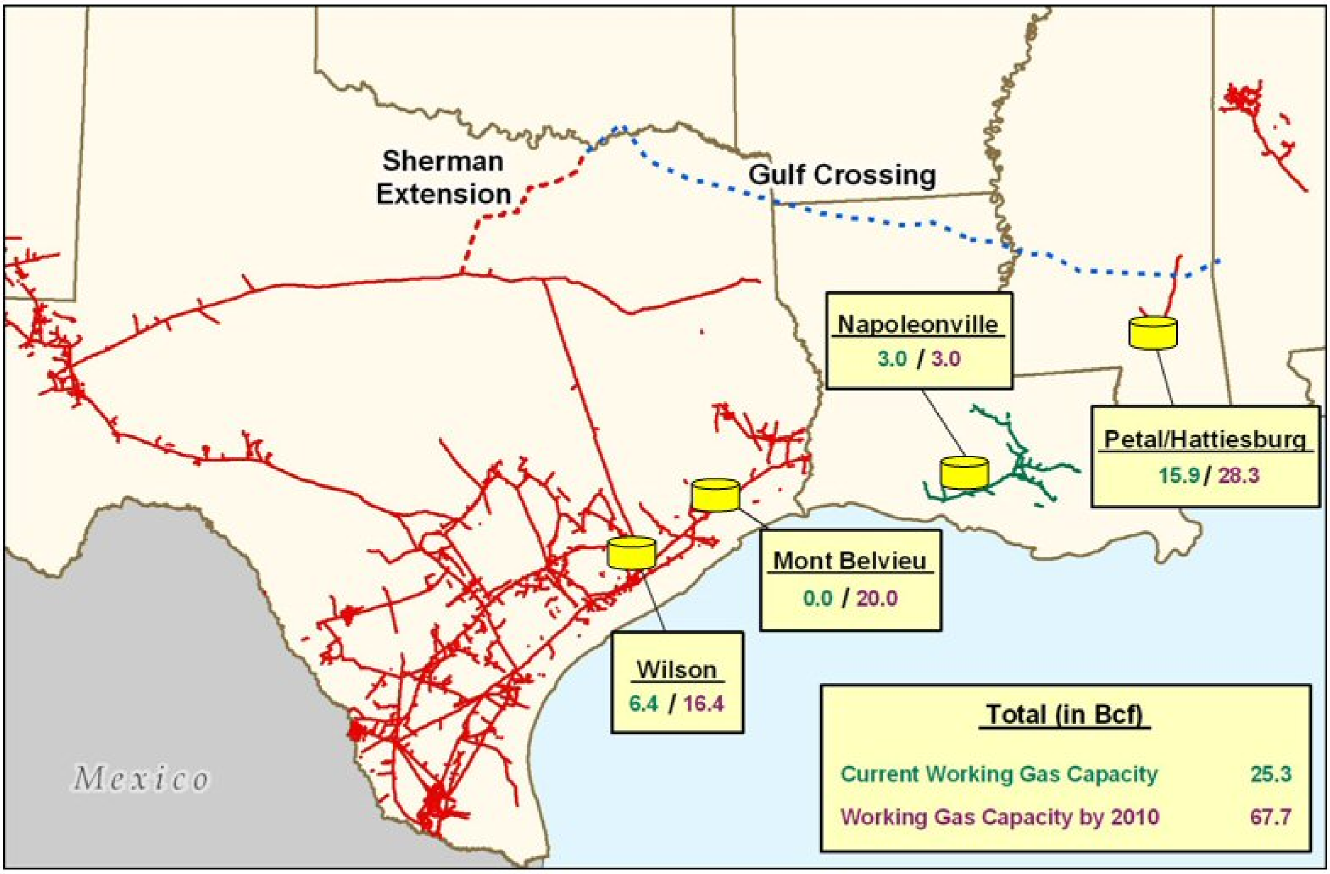


- 1 Bcf/d capacity Hub platform
- 134-mile, 24” gas pipeline, 1 Bcf/d capacity
- 10 initial fields connecting 17 wells
- 210 miles of subsea flowlines
- Hub water depth of approximately 8,000 feet

Independence Hub Platform & Trail Pipeline

- World's deepest platform in 8,000 ft. of water
- Largest Gulf of Mexico gas processing facility at 1 Bcf/d of capacity
- World's deepest pipeline in-line future subsea tie-in structure
- Project expected to increase Gulf of Mexico gas production by 12%
- Should provide above average returns
  - At full capacity, should earn more than $200 million/yr in gross operating margin
- First flows expected 2H07
- Positioned to benefit from future drilling and growth

Natural Gas Storage Growth Opportunities



Major Organic Growth Projects Expected Start Dates

Project Description	1Q07	2Q07	3Q07	4Q07
MTBV Brine Projects	√			
S. Texas NGL P/L System - Phase 1 [EPD 34%]	√			
Independence Hub (EPD 80% Ownership)	√			
Jonah Phase V Expansion - Part 1 [EPD 50%]		√		
MAPL Expansion - Skellytown to Conway		√		
Import/Export Terminal Expansion		√		
CenterPoint Energy - Houston Interconnect		√		
Meeker Processing Plant #1			√	
Hobbs Fractionator			√	
MAPL Phase I Expansion			√	
S. Texas NGL P/L System - Phase 2 [EPD 34%]			√	
MTBV Propylene Splitter Expansion			√	
MTBV Well Utilization Program			√	
Independence Trail			√	
Pioneer Processing Plant #1			√	
Jonah Phase V Expansion - Part 2 [EPD 50%]				√
CenterPoint Energy - Wilson Pipeline Connection				√

Financial Overview

Financial Objectives

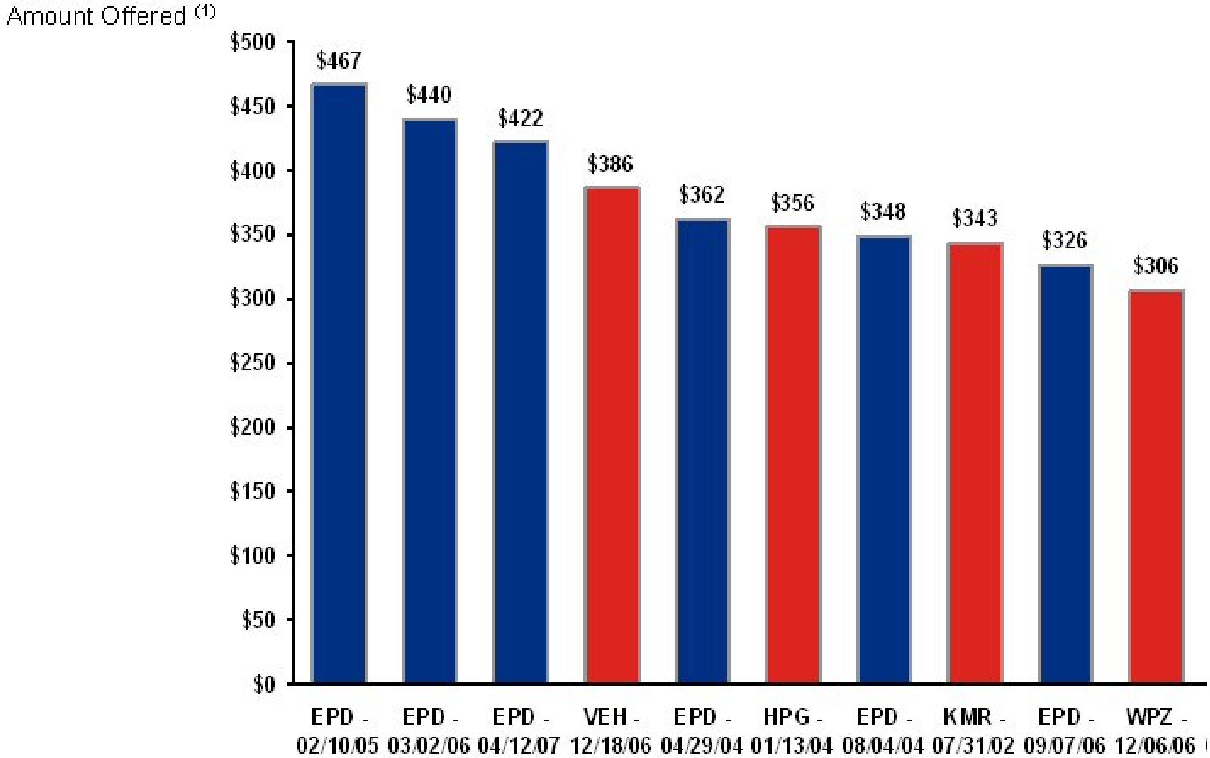
- Maintain a strong balance sheet and credit metrics that support investment grade credit ratings
  - Key financial objective since IPO
- Increase cash flows from fee-based businesses
- Prudently invest to expand the partnership through organic growth, acquisitions and joint ventures with strategic partners
- Manage capital and distributable cash flow to strengthen balance sheet and provide financial flexibility

History of Financial Discipline

- Financial discipline while executing EPD's growth strategy
  - Financed 56% of $14.2 billion in capital investment since 1999 with equity (including estimate for 2007)
  - Retired $1.2 billion acquisition term loan used to finance the acquisition of the Mid-America and Seminole Pipelines in less than 7 months (5 months ahead of schedule)
  - Financed 65% of $6 billion GTM merger with equity
  - Successfully and rapidly integrated businesses after GTM merger
    - Refinanced GTM debt to reduce annual interest expense by approximately $50 million
    - Recognized merger synergies well in excess of street expectations
- Strong track record of management support
  - EPCO, its affiliates and management have invested approximately $450 million in new equity issues since EPD's IPO
  - Eliminated 50% GP IDRs
- Strong coverage of distributions to limited partners – 1.2x coverage since 1999

EPD Completed 4 of 5 Largest Equity Offerings Since 2001

MLP Follow-on Offerings ($ in millions)



(1) Includes overallotment options, where exercised.

History of Financial Discipline
56% of Growth Investment Funded with Equity

$ in Millions

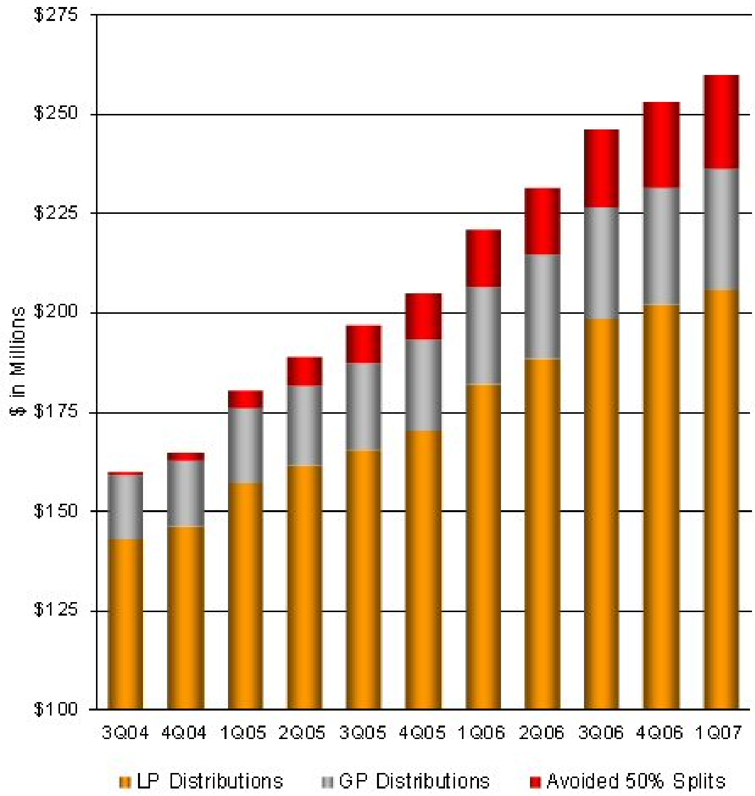
	Growth Capital Investment (1)	Growth Funded by Equity: Equity Issued (2)	Growth Funded by Equity: Retained DCF	% Equity	
1999	$ 502	$ 213	$ 51	53%	57%
2000	327	56	148	62%	
2001	604	118	128	41%	
2002	1,702	181	(12)	10%	
2003	637	676	(52)	98%	
2004	5,830	3,757	31	65%	
2005	1,136	647	168	72%	
2006	1,737	1,363	98	84%	52%
2007E	1,756	369	TBD	21%	
Totals	$ 14,231	$ 7,380	$ 560	56%	

Includes equity proceeds from DEP IPO and expected DRP proceeds from EPD's distribution reinvestment plan

(1) Growth capital investment includes the capital expenditures, cash used for business combinations, investments in and advances to unconsolidated affiliates, and acquisition of intangible asset amounts as reflected on our Statements of Consolidated Cash Flows for the respective periods. The value of equity interests granted to complete the GTM merger, the Shell Midstream acquisition and the Encinal acquisition, as reflected on our Statements of Consolidated Partners' Equity, are also included. In addition, growth capital investment includes $2.0 billion of debt assumed in connection with the GTM merger. Sustaining capital expenditures are excluded.

(2) Equity issued includes net proceeds from the issuance of common units and Class B special units as reflected on our Statements of Consolidated Cash Flows for the respective periods. Also included is the value of equity issued as consideration for the GTM merger, the Shell Midstream acquisition and the Encinal acquisition as reflected on our Statements of Consolidated Partners' Equity. In addition, the equity content of our Hybrid securities is included in 2006.

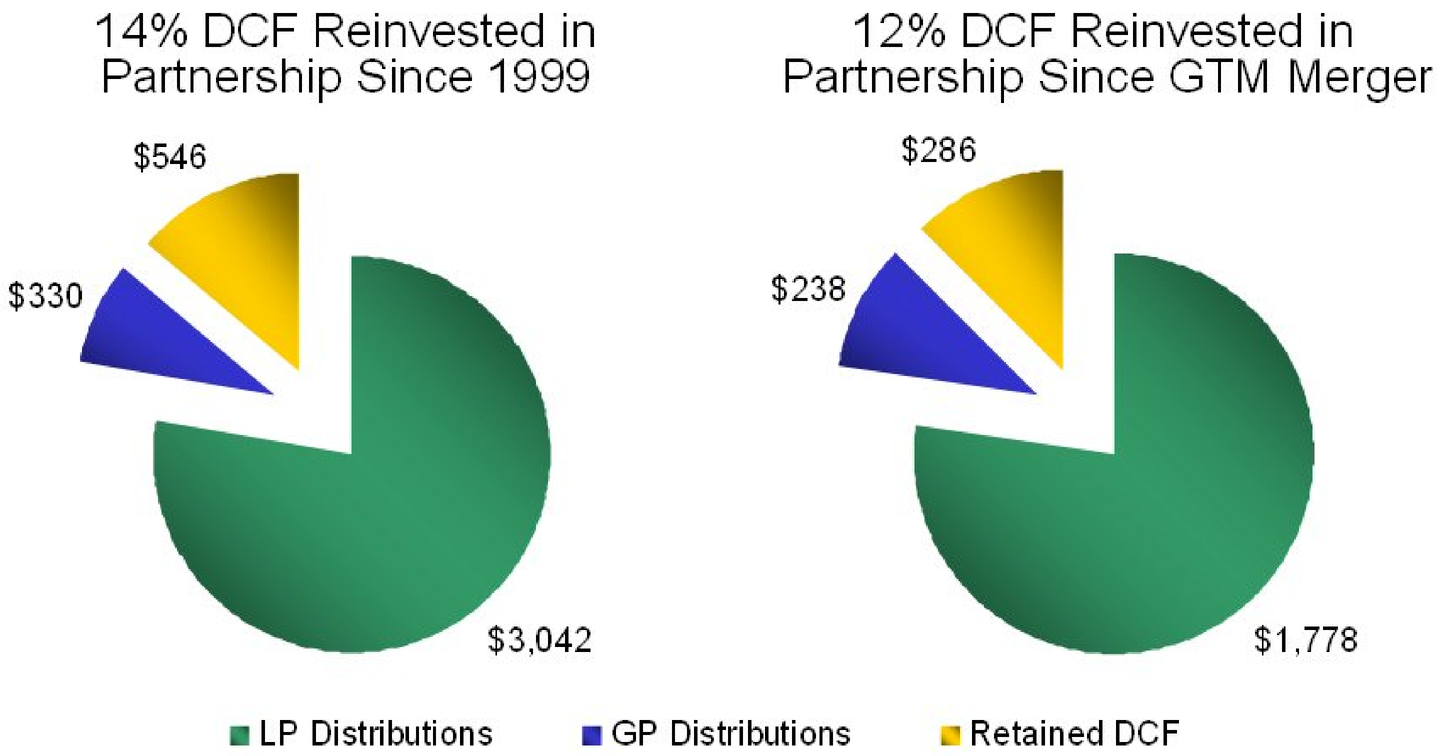
Realizing Benefits of Eliminating GP's 50% Splits



- "Landmark" action taken by EPD's GP in December 2002 to eliminate GP's 50% IDR for no consideration is beginning to provide significant benefits to debt and equity investors
- 1Q 2007 annualized savings of $95.8 million
- Cumulative savings of $132.6 million
- 36% of DCF retained in partnership since GTM merger is attributable to elimination of 50% IDR
- Enhances EPD's financial flexibility by retaining cash flow for debt retirement, fund growth and distribution increases
- Results in significantly lower long-term cost of capital and greater cash accretion from capital projects and acquisitions

History of Financial Discipline
Managing Distributable Cash Flow

$ in millions



Issuance of Hybrids Provides Additional Financial Flexibility

- **Description**
  - $550 Million Principal Amount Long-Term Junior Subordinated Notes – 60 Year Maturity; Fixed coupon 8.375% first 10 years
  - Partial equity treatment by rating agencies
    - 75% Fitch; 50% Moody's and S&P
    - Allow 10–15% of book capitalization in Hybrids
- **EPD Rationale**
  - Provide financial flexibility by broadening and diversifying sources of debt and equity capital
  - Partial equity treatment by rating agencies, allows for larger security issuances and decreases equity overhang issues making future equity offerings more attractive
  - Provide additional layer of protection for senior debt holders

Additional Capacity to Issue Hybrids

$Millions	Actual 31-Mar-07	Potential Incremental Hybrid Capacity [1]	Pro Forma 31-Mar-07
Total Debt Excluding Hybrid Securities	$ 4,898.7		$ 4,898.7
[1] Hybrid Securities	550.0	1,500.0	2,050.0
Total Debt	$ 5,448.7		$ 6,948.7
Minority Interests	433.6		433.6
Partners' Equity	6,393.5		6,393.5
Total Capitalization	$ 12,275.8		$ 13,775.8
Hybrid as a % of Total Capitalization	4.5%		14.9%
Hybrid Equity as % of Adjusted Partner's Equity Capital	5.7%		18.4%

[1] Generally, S&P allows equity credit for hybrids as long as hybrids do not comprise more than 15.0% of total book capitalization and Fitch allows 30% of adjusted partners' equity capital to be comprised of the equity content of hybrid securities.

Strong Financial Position at March 31, 2007

$Millions		Actual 31-Mar-07
(1)	**Total Debt to Total Capitalization adjusted for Equity Content of Hybrids**	**42%**
	Ratio of Adjusted Debt to Consolidated EBITDA	**3.64x**
(2)	Average Interest Rate	6.12%
	Average Maturity in Years	14.3
(2)	% of Fixed Rate Debt	70%
(3)	**Liquidity**	**$881**

(1) 58.3% average equity content ascribed by Fitch (75%), Moody's (50%) and S&P (50%).
(2) Includes EPD's pro rata portion of debt held by unconsolidated affiliates.
(3) Availability under $1.25 billion credit facility net of outstanding letters of credit and unrestricted cash.

2007 Outlook

- Another year of strong operating fundamentals
- Significant new projects begin operations
  - $44 million of annualized demand charges net to EPD at Independence Hub platform began mid-March 2007
  - First production to Independence Hub and Trail and majority of other projects expected to commence in 2H 2007 and start to contribute cash flow late 2007 and 2008
  - Ramp up of new projects in 2007 are key for improving on record 2006 performance
- New opportunities to increase cash flow from organic growth projects that integrate with our large base of assets

Non-GAAP Reconciliations

Non-GAAP Reconciliations

Enterprise Products Partners L.P.

Gross Operating Margin (Dollars in 000s, Unaudited)	For the Quarterly Period								
	1Q 05	2Q 05	3Q 05	4Q 05	1Q 06	2Q 06	3Q 06	4Q 06	1Q 07
Gross operating margin by segment:									
NGL Pipelines & Services	$ 153,304	$ 120,328	$ 153,760	$ 152,314	$ 170,950	$ 146,414	$ 232,037	$ 203,147	$ 190,694
Onshore Natural Gas Pipelines & Services	79,358	84,903	93,513	95,302	96,803	86,651	77,489	72,456	76,515
Offshore Pipelines & Services	23,224	22,034	16,922	15,325	17,252	20,515	38,364	27,276	19,707
Petrochemical Services	19,328	18,610	47,621	40,501	27,518	57,044	51,851	36,682	37,583
Total segment gross operating margin	275,214	245,875	311,816	303,442	312,523	310,624	399,741	339,561	324,499
Adjustments to reconcile Non-GAAP "Gross operating margin" to GAAP "Operating income"									
Deduct depreciation, amortization and accretion in operating costs and expenses	(99,965)	(101,048)	(103,028)	(109,400)	(104,816)	(107,952)	(112,412)	(115,076)	(119,492)
Deduct operating lease expense paid by EPCO	(528)	(528)	(528)	(528)	(528)	(528)	(526)	(527)	(526)
Add/deduct gains (losses) on sales of assets	5,436	(83)	(611)	(254)	61	136	3,204	(42)	73
Deduct general and administrative expenses	(14,693)	(18,710)	(13,252)	(15,611)	(13,740)	(16,235)	(15,823)	(17,593)	(16,630)
Operating income	$ 165,464	$ 125,506	$ 194,397	$ 177,649	$ 193,500	$ 186,045	$ 274,184	$ 206,323	$ 187,924

Non-GAAP Reconciliations

Enterprise Products Partners L.P.
Consolidated EBITDA (Dollars in 000s, Unaudited)

	For the Quarterly Period								
	1Q 05	2Q 05	3Q 05	4Q 05	1Q 06	2Q 06	3Q 06	4Q 06	1Q 07
Reconciliation of Non-GAAP "Consolidated EBITDA" to GAAP "Net income" and GAAP "Net cash flows provided by operating activities"									
Net income (1)	$ 109,970	$ 71,029	$ 131,344	$ 108,607	$ 135,329	$ 126,320	$ 208,349	$ 133,215	$ 112,818
Adjustments to net income to derive Consolidated EBITDA (add or subtract as indicated by sign of number):									
Add/deduct equity in (income) loss of unconsolidated affiliates	(8,279)	(2,581)	(3,703)	15	(4,029)	(8,013)	(2,264)	(7,259)	(6,179)
Add interest expense (including related amortization)	53,413	56,746	60,538	59,852	58,077	56,333	62,793	60,818	63,358
Add depreciation, amortization and accretion in costs and expenses	101,887	102,617	104,562	111,559	106,316	110,205	114,140	116,781	121,089
Add operating lease expense paid by EPCO	528	528	528	528	528	528	528	525	526
Add distributions from unconsolidated affiliates	21,838	17,070	8,480	8,670	8,253	12,095	6,737	15,947	16,947
Add/deduct provision for income taxes	1,769	(1,034)	3,223	4,404	2,892	6,272	3,214	8,820	8,779
Deduct adjustments related to Duncan Energy Partners	-	-	-	-	-	-	-	-	(36,832)
Add return of investment in Cameron Highway	-	47,500	-	-	-	-	-	-	-
Add other adjustments	2,525	2,525	-	-	(529)	529	-	-	-
Consolidated EBITDA (2)	283,651	294,400	304,972	293,635	306,837	304,269	393,497	328,847	280,506
Adjustments to Consolidated EBITDA to derive Net cash flows provided by operating activities (add or subtract as indicated by sign of number):									
Deduct interest expense	(53,413)	(56,746)	(60,538)	(59,852)	(58,077)	(56,333)	(62,793)	(60,818)	(63,358)
Add/deduct provision for income taxes	(1,769)	1,034	(3,223)	(4,404)	(2,892)	(6,272)	(3,214)	(8,820)	(8,779)
Add/deduct cumulative effect of changes in accounting principles	-	-	-	4,208	(1,475)	-	-	3	-
Add deferred income tax expense	1,802	2,073	1,952	2,767	1,487	7,693	3,198	2,272	1,616
Add/deduct amortization in interest expense	(477)	108	252	269	251	238	153	124	132
Add provision for non-cash asset impairment charge	-	-	-	-	-	-	-	88	-
Add operating lease expense paid by EPCO	-	-	-	-	-	-	-	-	-
Add minority interest	1,941	391	903	2,754	2,199	533	2,029	4,429	5,743
Add/deduct loss (gain) on sale of assets	(5,436)	84	611	253	(61)	(136)	(3,204)	42	(73)
Add/deduct changes in fair market value of financial instruments	102	9	11	-	(53)	-	12	(10)	104
Add/deduct net effect of changes in operating accounts	(60,918)	(243,268)	(18,777)	45,431	244,509	(191,233)	84,262	(76,000)	165,936
Add adjustments related to Duncan Energy Partners	-	-	-	-	-	-	-	-	36,832
Deduct return of investment in Cameron Highway	-	(47,500)	-	-	-	-	-	-	-
Deduct other adjustments	(2,525)	(2,525)	-	-	529	(529)	-	-	-
Net cash flows provided by operating activities (3)	$ 162,958	$ (51,940)	$ 226,163	$ 285,061	$ 493,254	$ 58,230	$ 413,940	$ 190,157	$ 418,659

Notes:
(1) Represents net income for Enterprise Products Operating L.P., the operating partnership of Enterprise Products Partners L.P.
(2) Defined as "Consolidated EBITDA" in Enterprise Products Operating L.P.'s $1.25 billion credit facility dated August 25, 2004, as amended.
(3) Represents net cash flows provided by operating activities for Enterprise Products Operating L.P.

Non-GAAP Reconciliations

Enterprise Products Partners L.P.
Ratio of Adjusted Debt to Consolidated EBITDA (Dollars in 000s, Unaudited)

		Last Twelve Months Ended March 31, 2007
Reconciliation of Non-GAAP "Consolidated EBITDA" to GAAP "Net income" and GAAP "Net cash flows provided by operating activities"		
Net income (1)	$	580,702
Adjustments to net income to derive Consolidated EBITDA (add or subtract as indicated by sign of number):		
Deduct equity in income of unconsolidated affiliates		(23,715)
Add interest expense (including related amortization)		243,302
Add depreciation, amortization and accretion in costs and expenses		462,215
Add operating lease expense paid by EPCO		2,636
Add distributions from unconsolidated affiliates		51,726
Add provision for income taxes		27,085
Deduct adjustments related to Duncan Energy Partners		(36,832)
Consolidated EBITDA (2)		1,307,119
Adjustments to Consolidated EBITDA to derive Net cash flows provided by operating activities (add or subtract as indicated by sign of number):		
Deduct interest expense		(243,302)
Deduct provision for income taxes		(27,085)
Add cumulative effect of change in accounting principle		3
Add deferred income tax expense		14,779
Add amortization in interest expense		647
Add provision for non-cash asset impairment charge		88
Add minority interest		12,734
Deduct gain on sale of assets		(3,371)
Add changes in fair market value of financial instruments		106
Deduct net effect of changes in operating accounts		(17,035)
Deduct other adjustments		(529)
Add adjustments related to Duncan Energy Partners		36,832
Net cash flows provided by operating activities (3)	$	1,080,986

		March 31, 2007
Computation of "Adjusted debt"		
Consolidated indebtedness (principle only) (4)	$	5,478,068
Adjustments to consolidated indebtedness to derive Adjusted debt		
Deduct Duncan Energy Partners' credit facility		(169,000)
Deduct Junior Notes A		(550,000)
Adjusted debt	$	4,759,068
Ratio of "Adjusted debt" to "Consolidated EBITDA"		
Adjusted debt	$	4,759,068
Consolidated EBITDA	$	1,307,119
Ratio of Adjusted debt to Consolidated EBITDA		3.64x

Notes:

(1) Represents net income for Enterprise Products Operating L.P., the operating partnership of Enterprise Products Partners L.P.
(2) Defined as "Consolidated EBITDA" in Enterprise Products Operating L.P.'s $1.25 billion credit facility dated August 25, 2004, as amended.
(3) Represents net cash flows provided by operating activities for Enterprise Products Operating L.P.
(4) Represents consolidated indebtedness of Enterprise Products Operating L.P.