

ENTERPRISE PRODUCTS PARTNERS L P
Form 10-Q
May 12, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___ to ___.

Commission file number: 1-14323

ENTERPRISE PRODUCTS PARTNERS L.P.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

76-0568219
(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)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated
filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

There were 435,843,336 common units of Enterprise Products Partners L.P. outstanding at May 1, 2008. These common units trade on the New York Stock Exchange under the ticker symbol “EPD.”

ENTERPRISE PRODUCTS PARTNERS L.P.
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PART I. FINANCIAL INFORMATION.

Item 1. Financial Statements.

ENTERPRISE PRODUCTS PARTNERS L.P.
 UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
 (Dollars in thousands)

| ASSETS | March 31, 2008 | December 31, 2007 |
|--|-------------------|-------------------------|
| Current assets: | | |
| Cash and cash equivalents | \$ 65,559 | \$ 39,722 |
| Restricted cash | -- | 53,144 |
| Accounts and notes receivable - trade, net of allowance for doubtful accounts of \$19,292 at March 31, 2008 and \$21,659 at December 31, 2007 | 2,043,161 | 1,930,762 |
| Accounts receivable - related parties | 53,547 | 79,782 |
| Inventories | 288,798 | 354,282 |
| Prepaid and other current assets | 153,191 | 80,193 |
| Total current assets | 2,604,256 | 2,537,885 |
| Property, plant and equipment, net | 12,107,790 | 11,587,264 |
| Investments in and advances to unconsolidated affiliates | 857,535 | 858,339 |
| Intangible assets, net of accumulated amortization of \$364,273 at March 31, 2008 and \$341,494 at December 31, 2007 | 906,968 | 917,000 |
| Goodwill | 591,652 | 591,652 |
| Deferred tax asset | 3,194 | 3,522 |
| Other assets, including restricted cash of \$6,561 at March 31, 2008 and \$17,871 at December 31, 2007 | 120,688 | 112,345 |
| Total assets | \$ 17,192,083 | \$ 16,608,007 |

LIABILITIES AND PARTNERS' EQUITY

| | | |
|---------------------------------------|------------|------------|
| Current liabilities: | | |
| Accounts payable – trade | \$ 198,948 | \$ 324,999 |
| Accounts payable – related parties | 23,542 | 24,432 |
| Accrued product payables | 2,303,288 | 2,227,489 |
| Accrued expenses | 65,087 | 47,756 |
| Accrued interest | 83,800 | 130,971 |
| Other current liabilities | 253,510 | 289,036 |
| Total current liabilities | 2,928,175 | 3,044,683 |
| Long-term debt: (see Note 9) | | |
| Senior debt obligations – principal | 6,219,500 | 5,646,500 |
| Junior subordinated notes – principal | 1,250,000 | 1,250,000 |
| Other | 48,996 | 9,645 |
| Total long-term debt | 7,518,496 | 6,906,145 |
| Deferred tax liabilities | 19,078 | 21,364 |
| Other long-term liabilities | 75,509 | 73,748 |
| Minority interest | 426,774 | 430,418 |
| Commitments and contingencies | | |
| Partners' equity: | | |

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Limited partners

| | | |
|---|---------------|---------------|
| Common units (434,208,873 units outstanding at March 31, 2008 and 433,608,763 units outstanding at December 31, 2007) | 6,003,075 | 5,976,947 |
| Restricted common units (1,634,463 units outstanding at March 31, 2008 and 1,688,540 units outstanding at December 31, 2007) | 18,160 | 15,948 |
| General partner | 122,848 | 122,297 |
| Accumulated other comprehensive income | 79,968 | 16,457 |
| Total partners' equity | 6,224,051 | 6,131,649 |
| Total liabilities and partners' equity | \$ 17,192,083 | \$ 16,608,007 |

See Notes to Unaudited Condensed Consolidated Financial Statements.

ENTERPRISE PRODUCTS PARTNERS L.P.
 UNAUDITED CONDENSED STATEMENTS OF CONSOLIDATED OPERATIONS
 (Dollars in thousands, except per unit amounts)

| | For the Three Months Ended March 31, | |
|---|---|--------------|
| | 2008 | 2007 |
| Revenues: | | |
| Third parties | \$ 5,383,834 | \$ 3,258,612 |
| Related parties | 300,701 | 64,242 |
| Total revenue | 5,684,535 | 3,322,854 |
| Costs and expenses: | | |
| Operating costs and expenses: | | |
| Third parties | 5,134,584 | 3,040,533 |
| Related parties | 176,606 | 83,946 |
| Total operating costs and expenses | 5,311,190 | 3,124,479 |
| General and administrative costs: | | |
| Third parties | 3,463 | 3,575 |
| Related parties | 17,742 | 13,055 |
| Total general and administrative costs | 21,205 | 16,630 |
| Total costs and expenses | 5,332,395 | 3,141,109 |
| Equity in income of unconsolidated affiliates | 14,592 | 6,179 |
| Operating income | 366,732 | 187,924 |
| Other income (expense): | | |
| Interest expense | (91,946) | (63,358) |
| Interest income | 1,611 | 2,035 |
| Other, net | (720) | (107) |
| Total other expense, net | (91,055) | (61,430) |
| Income before provision for income taxes and minority interest | 275,677 | 126,494 |
| Provision for income taxes | (3,657) | (8,788) |
| Income before minority interest | 272,020 | 117,706 |
| Minority interest | (12,411) | (5,661) |
| Net income | \$ 259,609 | \$ 112,045 |
| Net income allocation: (see Note 10) | | |
| Limited partners' interest in net income | \$ 225,162 | \$ 85,049 |
| General partner interest in net income | \$ 34,447 | \$ 26,996 |
| Earning per unit: (see Note 13) | | |
| Basic and diluted income per unit | \$ 0.51 | \$ 0.20 |

See Notes to Unaudited Condensed Consolidated Financial Statements.

ENTERPRISE PRODUCTS PARTNERS L.P.
 UNAUDITED CONDENSED STATEMENTS OF CONSOLIDATED
 COMPREHENSIVE INCOME
 (Dollars in thousands)

| | For the Three Months Ended March 31, | |
|--|---|------------|
| | 2008 | 2007 |
| Net income | \$ 259,609 | \$ 112,045 |
| Other comprehensive income: | | |
| Cash flow hedges: | | |
| Foreign currency hedge losses | (1,197) | -- |
| Net commodity financial instrument gains | 93,017 | 3,967 |
| Net interest rate financial instrument gains (losses) | (26,032) | 10,512 |
| Less: Amortization of cash flow financing hedges | (1,590) | (1,089) |
| Total cash flow hedges | 64,198 | 13,390 |
| Foreign currency translation adjustment | (423) | 401 |
| Change in funded status of Dixie benefit plans, net of tax | (264) | -- |
| Total other comprehensive income | 63,511 | 13,791 |
| Comprehensive income | \$ 323,120 | \$ 125,836 |

See Notes to Unaudited Condensed Consolidated Financial Statements.

ENTERPRISE PRODUCTS PARTNERS L.P.
 UNAUDITED CONDENSED STATEMENTS OF CONSOLIDATED CASH FLOWS
 (Dollars in thousands)

| | For the Three Months Ended March 31, | |
|---|---|------------|
| | 2008 | 2007 |
| Operating activities: | | |
| Net income | \$ 259,609 | \$ 112,045 |
| Adjustments to reconcile net income to net cash flows provided by operating activities: | | |
| Depreciation, amortization and accretion in operating costs and expenses | 133,922 | 119,492 |
| Depreciation and amortization in general and administrative costs | 1,924 | 1,597 |
| Amortization in interest expense | 130 | 132 |
| Equity in income of unconsolidated affiliates | (14,592) | (6,179) |
| Distributions received from unconsolidated affiliates | 28,576 | 16,947 |
| Operating lease expense paid by EPCO, Inc. | 527 | 526 |
| Minority interest | 12,411 | 5,661 |
| Gain on sale of assets | (165) | (73) |
| Deferred income tax expense (benefit) | (913) | 1,596 |
| Changes in fair market value of financial instruments | 662 | 104 |
| Effect of pension settlement recognition | (114) | -- |
| Net effect of changes in operating accounts (see Note 16) | (156,912) | 168,903 |
| Net cash flows provided by operating activities | 265,065 | 420,751 |
| Investing activities: | | |
| Capital expenditures | (624,096) | (614,035) |
| Contributions in aid of construction costs | 6,833 | 39,145 |
| Proceeds from sale of assets | 119 | 91 |
| Decrease in restricted cash | 64,454 | 4,677 |
| Cash used for business combinations | (1) | (312) |
| Investments in unconsolidated affiliates | (7,432) | (38,973) |
| Advances to unconsolidated affiliates | (8,446) | (5,514) |
| Cash used in investing activities | (568,569) | (614,921) |
| Financing activities: | | |
| Borrowings under debt agreements | 1,508,999 | 1,088,000 |
| Repayments of debt | (936,000) | (939,000) |
| Debt issuance costs | -- | (510) |
| Distributions paid to partners | (251,914) | (233,145) |
| Distributions paid to minority interests | (16,083) | (1,053) |
| Net proceeds from initial public offering of Duncan Energy Partners reflected as a contribution from minority interests (see Notes 1 and 2) | -- | 291,872 |
| Other contributions from minority interests | 28 | 7,965 |
| Net proceeds from issuance of our common units | 18,331 | 16,997 |
| Settlement of interest rate swaps | 6,251 | -- |
| Cash provided by financing activities | 329,612 | 231,126 |
| Effect of exchange rate changes on cash | (271) | (1,338) |
| Net change in cash and cash equivalents | 26,108 | 36,956 |
| Cash and cash equivalents, January 1 | 39,722 | 22,619 |
| Cash and cash equivalents, March 31 | \$ 65,559 | \$ 58,237 |

See Notes to Unaudited Condensed Consolidated Financial Statements.

ENTERPRISE PRODUCTS PARTNERS L.P.
 UNAUDITED CONDENSED STATEMENTS OF CONSOLIDATED PARTNERS' EQUITY
 (See Note 10 for Unit History and Detail of Changes in Limited Partners' Equity)
 (Dollars in thousands)

| | Limited Partners | General Partner | AOCI | Total |
|---|---------------------|--------------------|-----------|--------------|
| Balance, December 31, 2007 | \$ 5,992,895 | \$ 122,297 | \$ 16,457 | \$ 6,131,649 |
| Net income | 225,162 | 34,447 | -- | 259,609 |
| Operating leases paid by EPCO, Inc. | 516 | 11 | -- | 527 |
| Cash distributions to partners | (217,621) | (34,293) | -- | (251,914) |
| Non-cash distributions | (1,220) | (25) | -- | (1,245) |
| Net proceeds from sales of common units | 17,651 | 360 | -- | 18,011 |
| Proceeds from exercise of unit options | 314 | 6 | -- | 320 |
| Unit option reimbursements to EPCO, Inc. | (86) | -- | -- | (86) |
| Change in funded status of Dixie benefit plans, net of tax | -- | -- | (264) | (264) |
| Amortization of unit-based awards | 3,624 | 45 | -- | 3,669 |
| Foreign currency translation adjustment | -- | -- | (423) | (423) |
| Cash flow hedges | -- | -- | 64,198 | 64,198 |
| Balance, March 31, 2008 | \$ 6,021,235 | \$ 122,848 | \$ 79,968 | \$ 6,224,051 |

See Notes to Unaudited Condensed Consolidated Financial Statements.

ENTERPRISE PRODUCTS PARTNERS L.P.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Except per unit amounts, or as noted within the context of each footnote disclosure, the dollar amounts presented in the tabular data within these footnote disclosures are stated in thousands of dollars.

Note 1. Partnership Organization

Partnership Organization

Enterprise Products Partners L.P. is a publicly traded Delaware limited partnership, the common units of which are listed on the New York Stock Exchange (“NYSE”) under the ticker symbol “EPD.” Unless the context requires otherwise, references to “we,” “us,” “our,” or “Enterprise Products Partners” are intended to mean the business and operations of Enterprise Products Partners L.P. and its consolidated subsidiaries.

We were formed in April 1998 to own and operate certain natural gas liquids (“NGLs”) related businesses of EPCO, Inc. (“EPCO”). We conduct substantially all of our business through our wholly owned subsidiary, Enterprise Products Operating LLC (“EPO”). We are owned 98% by our limited partners and 2% by Enterprise Products GP, LLC (our general partner, referred to as “EPGP”). EPGP is owned 100% by Enterprise GP Holdings L.P. (“Enterprise GP Holdings”), a publicly traded affiliate, the units of which are listed on the NYSE under the ticker symbol “EPE.” The general partner of Enterprise GP Holdings is EPE Holdings, LLC (“EPE Holdings”), a wholly owned subsidiary of Dan Duncan LLC, the membership interests of which are owned by Dan L. Duncan. We, EPGP, Enterprise GP Holdings, EPE Holdings and Dan Duncan LLC are affiliates and under common control of Dan L. Duncan, the Group Co-Chairman and controlling shareholder of EPCO.

References to “TEPPCO” mean TEPPCO Partners, L.P., a publicly traded affiliate, the common units of which are listed on the NYSE under the ticker symbol “TPP.” References to “TEPPCO GP” refer to Texas Eastern Products Pipeline Company, LLC, which is the general partner of TEPPCO and is wholly owned by Enterprise GP Holdings.

References to “Energy Transfer Equity” mean the business and operations of Energy Transfer Equity, L.P. and its consolidated subsidiaries. References to “LE GP” mean LE GP, LLC, which is the general partner of Energy Transfer Equity. On May 7, 2007, Enterprise GP Holdings acquired non-controlling interests in both LE GP and Energy Transfer Equity.

References to “Employee Partnerships” mean EPE Unit L.P. (“EPE Unit I”), EPE Unit II, L.P. (“EPE Unit II”), EPE Unit III, L.P. (“EPE Unit III”) and Enterprise Unit L.P. (“Enterprise Unit”), collectively, which are private company affiliates of EPCO.

On February 5, 2007, a consolidated subsidiary of ours, Duncan Energy Partners L.P. (“Duncan Energy Partners”), completed an initial public offering of its common units (see Note 12). Duncan Energy Partners owns equity interests in certain of our midstream energy businesses. References to “DEP GP” mean DEP Holdings, LLC, which is the general partner of Duncan Energy Partners and is wholly owned by EPO.

For financial reporting purposes, we consolidate the financial statements of Duncan Energy Partners with those of our own and reflect its operations in our business segments. We control Duncan Energy Partners through our ownership of its general partner. Also, due to common control of the entities by Dan L. Duncan, the initial consolidated balance sheet of Duncan Energy Partners reflects our historical carrying basis in each of the subsidiaries contributed to Duncan Energy Partners. Public ownership of Duncan Energy Partners’ net assets and earnings are presented as a

component of minority interest in our consolidated financial statements. The borrowings of Duncan Energy Partners are presented as part of our

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consolidated debt; however, we do not have any obligation for the payment of interest or repayment of borrowings incurred by Duncan Energy Partners.

Basis of Presentation

Our results of operations for the three months ended March 31, 2008 are not necessarily indicative of results expected for the full year.

Essentially all of our assets, liabilities, revenues and expenses are recorded at EPO's level in our consolidated financial statements. Enterprise Products Partners L.P. acts as guarantor of certain of EPO's debt obligations. See Note 17 for condensed consolidated financial information of EPO.

In our opinion, the accompanying Unaudited Condensed Consolidated Financial Statements include all adjustments consisting of normal recurring accruals necessary for fair presentation. Although we believe the disclosures in these financial statements are adequate to make the information presented not misleading, certain information and footnote disclosures normally included in annual financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP") have been condensed or omitted pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). These Unaudited Condensed Consolidated Financial Statements should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2007 (Commission File No. 1-14323).

Note 2. General Accounting Policies and Related Matters

Consolidation Policy

We evaluate our financial interests in companies to determine if they represent variable interest entities where we are the primary beneficiary. If such criteria are met, we consolidate the financial statements of such businesses with those of our own. Our financial statements include our accounts and those of our majority-owned subsidiaries in which we have a controlling financial or equity interest, after the elimination of intercompany accounts and transactions.

If an investee is organized as a limited partnership or limited liability company and maintains separate ownership accounts, we account for our investment using the equity method if our ownership interest is between 3% and 50% and we exercise significant influence over the investee's operating and financial policies. For all other types of investments, we apply the equity method of accounting if our ownership interest is between 20% and 50% and we exercise significant influence over the investee's operating and financial policies. In consolidation, we eliminate our proportionate share of profits and losses from transactions with our equity method unconsolidated affiliates to the extent such amounts are material and remain on our balance sheet (or those of our equity method investees) in inventory or similar accounts.

If our ownership interest in an investee does not provide us with either control or significant influence over the investee, we account for the investment using the cost method.

Dixie Employee Benefit Plans

Dixie Pipeline Company ("Dixie"), a consolidated subsidiary of EPO, directly employs the personnel that operate its pipeline system. Certain of these employees are eligible to participate in Dixie's defined contribution plan and pension and postretirement benefit plans. Dixie contributed \$0.1 million to its company-sponsored defined contribution plan during each of the three month periods ended March 31, 2008 and 2007. Dixie's net pension benefit costs were \$0.1

million and \$0.2 million for the three months ended March 31, 2008 and 2007, respectively. Dixie's net postretirement benefit costs were \$0.1 million for each of the three month periods ended March 31, 2008 and 2007. During the remainder of 2008, Dixie expects to contribute approximately \$0.3 million to its postretirement benefit plan and approximately \$0.5 million to its pension plan.

Environmental Costs

Environmental costs for remediation are accrued based on estimates of known remediation requirements. Such accruals are based on management's best estimate of the ultimate cost to remediate a site and are adjusted as further information and circumstances develop. Those estimates may change substantially depending on information about the nature and extent of contamination, appropriate remediation technologies and regulatory approvals. Ongoing environmental compliance costs are charged to expense as incurred. In accruing for environmental remediation liabilities, costs of future expenditures for environmental remediation are not discounted to their present value, unless the amount and timing of the expenditures are fixed or reliably determinable. Expenditures to mitigate or prevent future environmental contamination are capitalized.

At March 31, 2008 and December 31, 2007, our accrued liabilities for environmental remediation projects totaled \$24.7 million and \$26.5 million, respectively. These amounts were derived from a range of reasonable estimates based upon studies and site surveys. Unanticipated changes in circumstances and/or legal requirements could result in expenses being incurred in future periods in addition to an increase in actual cash required to remediate contamination for which we are responsible.

Estimates

Preparing our financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts presented in the financial statements (i.e. assets, liabilities, revenue and expenses) and disclosures about contingent assets and liabilities. Our actual results could differ from these estimates. On an ongoing basis, management reviews its estimates based on currently available information. Changes in facts and circumstances may result in revised estimates.

We revised the remaining useful lives of certain assets, most notably the assets that constitute our Texas Intrastate System, effective January 1, 2008. This change in estimate adjusted the remaining useful life of such assets to incorporate recent data showing that proved natural gas reserves supporting throughput and processing volumes for these assets have changed since our original estimates made in September 2004. These revisions will prospectively reduce our depreciation expense on assets having carrying values totaling \$2.7 billion at March 31, 2008. For additional information regarding this change in estimate, see Note 6.

Minority Interest

As presented in our Unaudited Condensed Consolidated Balance Sheets, minority interest represents third-party and affiliate ownership interests in the net assets of our consolidated subsidiaries. For financial reporting purposes, the assets and liabilities of our controlled subsidiaries, including Duncan Energy Partners, are consolidated with those of our own, with any third-party or affiliate ownership interests in such amounts presented as minority interest.

At March 31, 2008 and December 31, 2007, minority interest includes \$286.8 million and \$288.6 million, respectively, attributable to third party owners of Duncan Energy Partners. Minority interest expense for the three months ended March 31, 2008 and 2007 includes \$4.4 million and \$2.8 million, respectively, attributable to third party owners of Duncan Energy Partners.

Contributions from minority interests for the three months ended March 31, 2007 includes \$291.9 million received from third parties in connection with the initial public offering of Duncan Energy Partners in February 2007 (ultimate net proceeds were \$290.5 million).

Recent Accounting Developments

Certain provisions of Statement of Financial Accounting Standards (“SFAS”) 157, “Fair Value Measurements,” became effective for us on January 1, 2008. See Note 4 for information regarding new fair value-related disclosures required in connection with SFAS 157.

During the first quarter of 2008, SFAS 161, “Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB Statement No. 133” was issued. SFAS 161 requires enhanced disclosures regarding (i) how and why an entity uses derivative instruments, (ii) how derivative instruments and related hedged items are accounted for under SFAS 133, “Accounting for Derivative Instruments and Hedging Activities,” and its related interpretations, and (iii) how derivative instruments and related hedged items affect an entity’s financial position, results of operations and cash flows. SFAS 161 requires disclosure of (i) the fair values of derivative instruments and their gains and losses in a tabular format, (ii) derivative features that are credit risk-related and (iii) cross-referencing within the financial statement footnotes to locate important information about derivative instruments. SFAS 161 is effective for us on January 1, 2009. Management is currently evaluating the impact that SFAS 161 will have on our financial statement disclosures. At present, we do not believe that this standard will impact how we record financial instruments.

Also during the first quarter of 2008, Emerging Issues Task Force Issue No. 07-4, “Application of the Two-Class Method under FASB Statement No. 128 to Master Limited Partnerships” (“EITF 07-4”) was issued. This guidance prescribes the manner in which a master limited partnership (“MLP”) should allocate and present earnings per unit using the two-class method set forth in SFAS 128, “Earnings Per Share.” Under the two-class method, current period earnings are allocated to the general partner (including earnings attributable to any embedded incentive distribution rights) and limited partners according to the distribution formula for available cash set forth in the MLP’s partnership agreement. EITF 07-4 is effective for us on January 1, 2009. Management is currently evaluating the impact that EITF 07-4 will have on our earnings per unit computations and disclosures.

Note 3. Accounting for Unit-Based Awards

We account for unit-based awards in accordance with SFAS 123(R), “Share-Based Payment.” SFAS 123(R) requires us to recognize compensation expense related to unit-based awards based on the fair value of the award at grant date. The fair value of restricted unit awards is based on the market price of the underlying common units on the date of grant. The fair value of other unit-based awards is estimated using the Black-Scholes option pricing model. The fair value of an equity-classified award (such as a restricted unit award) is amortized to earnings on a straight-line basis over the requisite service or vesting period. Compensation expense for liability-classified awards (such as unit appreciation rights (“UARs”)) is recognized over the requisite service or vesting period of an award based on the fair value of the award remeasured at each reporting period. Liability-type awards are cash settled upon vesting.

The following table summarizes our compensation amounts by plan during each of the periods indicated:

| | For the Three Months Ended March 31, | |
|--|---|----------|
| | 2008 | 2007 |
| EPCO 1998 Long-Term Incentive Plan (“1998 Plan”) | | |
| Unit options | \$ 158 | \$ 193 |
| Restricted units | 1,508 | 1,274 |
| Total 1998 Plan | 1,666 | 1,467 |
| Employee Partnerships | 1,183 | 502 |
| DEP GP UARs | -- | 10 |
| Total consolidated expense | \$ 2,849 | \$ 1,979 |

1998 Plan

The 1998 Plan provides for the issuance of up to 7,000,000 of our common units. After giving effect to outstanding option awards at March 31, 2008 and the issuance and forfeiture of restricted unit awards through March 31, 2008, a

total of 1,418,833 additional common units could be issued under the 1998 Plan.

Unit option awards. Under the 1998 Plan, non-qualified incentive options to purchase a fixed number of our common units may be granted to key employees of EPCO who perform management, administrative or operational functions for us. The following table presents unit option activity under the 1998 Plan for the periods indicated:

| | Number of Units | Weighted- average strike price (dollars/unit) | Weighted- Average Remaining Contractual term (in years) | Aggregate Intrinsic Value (1) |
|----------------------------------|--------------------|--|--|-------------------------------------|
| Outstanding at December 31, 2007 | 2,315,000 | \$ 26.18 | | |
| Exercised | (10,000) | \$ 22.76 | | |
| Forfeited or terminated | (85,000) | \$ 26.72 | | |
| Outstanding at March 31, 2008 | 2,220,000 | \$ 26.17 | 7.47 | \$ 2,491 |
| Options exercisable at: | | | | |
| March 31, 2008 | 325,000 | \$ 22.03 | 3.70 | \$ 2,491 |

(1) Aggregate intrinsic value reflects fully vested unit options at March 31, 2008.

The total intrinsic value of unit options exercised during the three months ended March 31, 2008 was \$0.1 million. At March 31, 2008, there was an estimated \$2.5 million of total unrecognized compensation cost related to nonvested unit options granted under the 1998 Plan. We expect to recognize our share of this cost over a weighted-average period of 2.7 years in accordance with the EPCO administrative services agreement.

During the three months ended March 31, 2008 and 2007, we received cash of \$0.3 million and \$4.2 million, respectively, from the exercise of unit options. Conversely, our option-related reimbursements to EPCO were \$0.1 million and \$1.6 million, respectively.

Restricted unit awards. Under the 1998 Plan, we may also issue restricted common units to key employees of EPCO and directors of our general partner. The following table summarizes information regarding our restricted common units for the periods indicated:

| | Number of Units | Weighted- Average Grant Date Fair Value per Unit (1) |
|---------------------------------------|--------------------|---|
| Restricted units at December 31, 2007 | 1,688,540 | |
| Granted (2) | 5,000 | \$ 25.34 |
| Forfeited | (56,577) | \$ 25.57 |
| Vested | (2,500) | \$ 23.79 |
| Restricted units at March 31, 2008 | 1,634,463 | |

(1) Determined by dividing the aggregate grant date fair value of awards (including an allowance for forfeitures) by the number of awards issued.

(2) Aggregate grant date fair value of restricted common unit awards issued during 2008 was \$0.1 million based on a grant date market price of our common units of \$30.53 per unit and an estimated forfeiture rate of 17.0%.

The total fair value of our restricted unit awards that vested during the three months ended March 31, 2008 was \$0.1 million. As of March 31, 2008, there was \$22.9 million of total unrecognized compensation cost related to restricted common units. We will recognize our share of such costs in accordance with the EPCO administrative services agreement. At March 31, 2008, these costs are expected to be recognized over a weighted-average period of 2.2 years.

Phantom unit awards. The 1998 Plan also provides for the issuance of phantom unit awards. These liability awards are automatically redeemed for cash based on the vested portion of the fair market value of the phantom units at redemption dates in each award. No phantom unit awards have been issued to date under the 1998 Plan.

Enterprise Products 2008 Long-Term Incentive Plan

On January 29, 2008, our unitholders approved the Enterprise Products 2008 Long-Term Incentive Plan (the “2008 LTIP”), which provides for awards of our common units and other rights to our non-employee directors and to consultants and employees of EPCO and its affiliates providing services to us. Awards under the 2008 LTIP may be granted in the form of restricted units, phantom units, unit options, UARs and distribution equivalent rights. The 2008 LTIP will be administered by EPGP’s Audit, Conflicts and Governance (“ACG”) Committee. Up to 10,000,000 of our common units may be granted as awards under the plan, with such amount subject to adjustment.

The exercise price of unit options or UARs awarded to participants will be determined by the ACG Committee (at its discretion) at the date of grant and may be no less than the fair market value of our common units at the date of grant. The 2008 LTIP may be amended or terminated at any time by the Board of Directors of EPCO or EPGP’s ACG Committee; however, the rules of the NYSE require that any material amendment, such as a significant increase in the number of common units available under the plan or a change in the types of awards available under the plan, would require the approval of our unitholders. The ACG Committee is also authorized to make adjustments in the terms and conditions of, and the criteria included in, awards under the plan in specified circumstances. The 2008 LTIP is effective until the earlier of January 29, 2018 or the time which all available units under the incentive plan have been delivered to participants or the time of termination of the plan by EPCO or EPGP’s ACG Committee. As of March 31, 2008, no awards have been issued under the 2008 LTIP.

Employee Partnerships

EPCO formed the Employee Partnerships to serve as an incentive arrangement for key employees of EPCO by providing them a “profits interest” in the Employee Partnerships. Currently, there are four Employee Partnerships: EPE Unit I, EPE Unit II, EPE Unit III and Enterprise Unit. EPE Unit I was formed in August 2005 in connection with Enterprise GP Holdings’ initial public offering and EPE Unit II was formed in December 2006. EPE Unit III was formed in May 2007 and Enterprise Unit was formed in February 2008. For a detailed description of EPE Unit I, EPE Unit II and EPE Unit III, see our Annual Report on Form 10-K for the year ended December 31, 2007.

As of March 31, 2008, there was \$25.5 million of total unrecognized compensation cost related to the four Employee Partnerships. We will recognize our share of these costs in accordance with the EPCO administrative services agreement over a weighted-average period of 3.7 years.

On February 20, 2008, EPCO formed Enterprise Unit to serve as an incentive arrangement for certain employees of EPCO through a “profits interest” in Enterprise Unit. On that date, EPCO Holdings, Inc. (“EPCO Holdings”) agreed to contribute \$18.0 million in the aggregate (the “Initial Contribution”) to Enterprise Unit and was admitted as the Class A limited partner. Certain key employees of EPCO, including our Chief Executive Officer and Chief Financial Officer, were issued Class B limited partner interests and admitted as Class B limited partners of Enterprise Unit without any capital contributions. EPCO Holdings may make capital contributions to Enterprise Unit in addition to its Initial Contribution. It is currently anticipated that EPCO Holdings will contribute up to an additional \$33.0 million to Enterprise Unit; however, EPCO Holdings has no legal obligation to make such additional contributions and may ultimately contribute more or less than this amount to Enterprise Unit. EPCO Holdings has contributed \$23.4 million to Enterprise Unit through April 30, 2008.

As with the awards granted in connection with the other Employee Partnerships, these awards are designed to provide additional long-term incentive compensation for such employees. The profits interest awards (or Class B limited partner interests) in Enterprise Unit entitle the holder to participate in the appreciation in value of Enterprise GP Holdings’ units and our common units and are subject to forfeiture.

An allocated portion of the fair value of these equity awards will be charged to us under the EPCO administrative services agreement as a non-cash expense. We will not reimburse EPCO, Enterprise Unit or

any of their affiliates or partners, through the administrative services agreement or otherwise, in cash for any expenses related to Enterprise Unit, including the Initial Contribution by EPCO Holdings.

The Class B limited partner interests in Enterprise Unit that are owned by EPCO employees are subject to forfeiture if the participating employee's employment with EPCO and its affiliates is terminated prior to February 20, 2014, with customary exceptions for death, disability and certain retirements. The risk of forfeiture associated with the Class B limited partner interests in Enterprise Unit will also lapse upon certain change of control events.

Unless otherwise agreed to by EPCO, EPCO Holdings and a majority in interest of the Class B limited partners of Enterprise Unit, Enterprise Unit will terminate at the earlier of February 20, 2014 (six years from the date of the agreement) or a change in control of us or Enterprise GP Holdings. Enterprise Unit has the following material terms regarding its quarterly cash distribution to partners:

- § Distributions of cash flow – Each quarter, 100% of the cash distributions received by Enterprise Unit from Enterprise GP Holdings and us will be distributed to the Class A limited partner until EPCO Holdings has received an amount equal to the Class A preferred return (as defined below), and any remaining distributions received by Enterprise Unit will be distributed to the Class B limited partners. The Class A preferred return equals the Class A capital base (as defined below) multiplied by 5.0% per annum. The Class A limited partner's capital base equals the amount of any contributions of cash or cash equivalents made by the Class A limited partner to Enterprise Unit, plus any unpaid Class A preferred return from prior periods, less any distributions made by Enterprise Unit of proceeds from the sale of units owned by Enterprise Unit (as described below).
- § Liquidating Distributions – Upon liquidation of Enterprise Unit, units having a fair market value equal to the Class A limited partner capital base will be distributed to EPCO Holdings, plus any accrued Class A preferred return for the quarter in which liquidation occurs. Any remaining units will be distributed to the Class B limited partners.
- § Sale Proceeds – If Enterprise Unit sells any units that it beneficially owns, the sale proceeds will be distributed to the Class A limited partner and the Class B limited partners in the same manner as liquidating distributions described above.

DEP GP UARs

The non-employee directors of DEP GP, the general partner of Duncan Energy Partners, have been granted UARs in the form of letter agreements. These UARs are accounted for similar to liability awards under SFAS 123(R) since they will be settled with cash. As of March 31, 2008 and December 31, 2007, we had a total of 90,000 outstanding UARs granted to non-employee directors of DEP GP that cliff vest in 2012. If a director resigns prior to vesting, his UAR awards are forfeited. The grant date fair value with respect to these UARs is based on an Enterprise GP Holdings' unit price of \$36.68.

Note 4. Financial Instruments

We are exposed to financial market risks, including changes in commodity prices, interest rates and foreign exchange rates. We may use financial instruments (i.e., futures, forwards, swaps, options and other financial instruments with similar characteristics) to mitigate the risks of certain identifiable and anticipated transactions. In general, the types of risks we attempt to hedge are those related to (i) the variability of future earnings, (ii) fair values of certain debt instruments and (iii) cash flows resulting from changes in applicable interest rates, commodity prices or exchange rates.

Interest Rate Risk Hedging Program

Our interest rate exposure results from variable and fixed interest rate borrowings under various debt agreements. We manage a portion of our interest rate exposures by utilizing interest rate swaps and

similar arrangements, which allow us to convert a portion of fixed rate debt into variable rate debt or a portion of variable rate debt into fixed rate debt.

Fair Value Hedges – Interest Rate Swaps. As summarized in the following table, we had nine interest rate swap agreements outstanding at March 31, 2008 that were accounted for as fair value hedges.

| Hedged Fixed Rate Debt | Number Of Swaps | Period Covered by Swap | Termination Date of Swap | Fixed to Variable Rate (1) | Notional Value (2) |
|--|-----------------|----------------------------|--------------------------|----------------------------|--------------------|
| Senior Notes B, 7.50% fixed rate, due Feb. 2011 | 1 | Jan. 2004 to Feb. 2011 | Feb. 2011 | 7.50% to 6.53% | \$50 million |
| Senior Notes C, 6.375% fixed rate, due Feb. 2013 | 2 | Jan. 2004 to Feb. 2013 | Feb. 2013 | 6.38% to 5.07% | \$200 million |
| Senior Notes G, 5.6% fixed rate, due Oct. 2014 | 6 | 4th Qtr. 2004 to Oct. 2014 | Oct. 2014 | 5.60% to 6.13% | \$600 million |

(1) The variable rate indicated is the all-in variable rate for the current settlement period.

(2) In April 2008, the interest rate swap associated with Senior Notes B was settled and we received \$1.8 million of cash. In addition, in April 2008 we settled two swaps, each with a notional value of \$100.0 million, associated with Senior Notes G and C and we received cash of \$5.4 million and \$4.8 million, respectively.

The aggregate fair value of these nine interest rate swaps at March 31, 2008 was an asset of \$48.7 million, with an offsetting decrease in the fair value of the underlying debt. There were eleven interest rate swaps outstanding at December 31, 2007 having an aggregate fair value of \$14.8 million (an asset). Interest expense for the three months ended March 31, 2008 and 2007 includes a \$0.8 million loss and a \$2.3 million loss, respectively, resulting from these swap agreements.

In February 2008, we terminated two interest rate swaps, each with a notional value of \$100.0 million, related to our Senior Notes K and received \$6.3 million of cash. This amount will be amortized to earnings as a reduction in interest expense over the remaining life of the underlying debt.

Cash Flow Hedges – Interest Rate Swaps. Duncan Energy Partners had three floating-to-fixed interest rate swap agreements outstanding at March 31, 2008 that were accounted for as cash flow hedges.

| Hedged Variable Rate Debt | Number Of Swaps | Period Covered by Swap | Termination Date of Swap | Variable to Fixed Rate (1) | Notional Value |
|---|-----------------|------------------------|--------------------------|----------------------------|-----------------|
| Duncan Energy Partners' Revolver, due Feb. 2011 | 3 | Sep. 2007 to Sep. 2010 | Sep. 2010 | 2.67% to 4.62% | \$175.0 million |

(1) Amounts receivable from or payable to the swap counterparties are settled every three months (the "settlement period").

We recognized a \$60 thousand benefit from these swap agreements during the three months ended March 31, 2008. The aggregate fair value of these interest rate swaps at March 31, 2008 and December 31, 2007 was a liability of \$9.0 million and \$3.8 million, respectively. As cash flow hedges, any increase or decrease in fair value (to the extent effective) would be recorded into other comprehensive income and amortized into income based on the settlement period hedged. Over the next twelve months, we expect to reclassify \$3.9 million of this loss to earnings as an increase in interest expense.

Cash Flow Hedges – Treasury Locks. At times, we may use treasury lock financial instruments to hedge the underlying U.S. treasury rates related to our anticipated issuances of debt. Gains or losses on the termination of such instruments are amortized to earnings using the effective interest method over the estimated term of the underlying fixed-rate debt. Each of our treasury lock transactions was designated as a cash flow hedge under SFAS 133, “Accounting for Derivative Instruments and Hedging Activities,” as amended and interpreted.

In connection with our issuance of Senior Notes M and N in April 2008 (see Note 18), we terminated all of our outstanding treasury lock financial instruments. On March 31, 2008, we terminated treasury locks having a notional value of \$350.0 million and recognized an other comprehensive loss of \$27.7 million. On April 1, 2008, we terminated the remaining treasury locks, which had an aggregate notional value of \$250.0 million. As a result, we will recognize an additional other comprehensive loss of \$12.7 million during the second quarter of 2008.

With respect to our treasury lock transactions (including those terminated in prior periods), we will reclassify \$3.3 million of net gains to earnings as a decrease in interest expense over the next twelve months.

Commodity Risk Hedging Program

The prices of natural gas, NGLs and certain petrochemical products are subject to fluctuations in response to changes in supply, market uncertainty and a variety of additional factors that are beyond our control. In order to manage the price risks associated with such products, we may enter into commodity financial instruments.

The primary purpose of our commodity risk management activities is to hedge our exposure to price risks associated with (i) natural gas purchases, (ii) the value of NGL production and inventories, (iii) related firm commitments, (iv) fluctuations in transportation revenues where the underlying fees are based on natural gas index prices and (v) certain anticipated transactions involving either natural gas, NGLs or certain petrochemical products. From time to time, we inject natural gas into storage and utilize hedging instruments to lock in the value of our inventory positions. The commodity financial instruments we utilize may be settled in cash or with another financial instrument.

At March 31, 2008 and December 31, 2007, the fair value of our commodity financial instrument portfolio, which primarily consisted of cash flow hedges, was an asset of \$68.3 million and a liability of \$19.3 million, respectively. The change in fair value of this portfolio between March 31, 2008 and December 31, 2007 is primarily due to an increase in natural gas prices.

During the three months ended March 31, 2008, we recorded a loss of \$3.8 million related to our commodity financial instruments, which was offset by ineffectiveness of \$2.8 million (a benefit). During the three months ended March 31, 2007, we recorded a loss of \$2.6 million related to our commodity financial instruments. No ineffectiveness was recorded during the three months ended March 31, 2007. These contracts will terminate during 2008, and any amounts remaining in accumulated other comprehensive income will be reclassified into earnings in 2008.

Foreign Currency Hedging Program

We are exposed to foreign currency exchange rate risk primarily through our Canadian NGL marketing subsidiary. As a result, we could be adversely affected by fluctuations in the foreign currency exchange rate between the U.S. dollar and the Canadian dollar. We attempt to hedge this risk using foreign exchange purchase contracts to fix the exchange rate. Mark-to-market accounting is utilized for these contracts, which typically have a duration of one month. As of March 31, 2008, \$1.6 million of these exchange contracts were outstanding, all of which settled in April 2008.

Adoption of SFAS 157 - Fair Value Measurements

On January 1, 2008, we adopted the provisions of SFAS 157 that apply to financial assets and liabilities. We will adopt the provisions of SFAS 157 that apply to nonfinancial assets and liabilities on January 1, 2009. SFAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at a specified measurement date.

Our fair value estimates are based on either (i) actual market data or (ii) assumptions that other market participants would use in pricing an asset or liability. These assumptions include estimates of risk. Recognized valuation techniques employ inputs such as product prices, operating costs, discount factors and business growth rates. These inputs may be either readily observable, corroborated by market data, or generally unobservable. In developing our estimates of fair value, we endeavor to utilize the best information available and apply market-based data to the extent possible. Accordingly, we utilize valuation techniques (such as the market approach) that maximize the use of observable inputs and minimize the use of unobservable inputs.

SFAS 157 established a three-tier hierarchy that classifies fair value amounts recognized or disclosed in the financial statements based on the observability of inputs used to estimate such fair values. The hierarchy considers fair value amounts based on observable inputs (Levels 1 and 2) to be more reliable and predictable than those based primarily on unobservable inputs (Level 3). At each balance sheet

reporting date, we categorize our financial assets and liabilities using this hierarchy. The characteristics of fair value amounts classified within each level of the SFAS 157 hierarchy are described as follows:

§ Level 1 fair values are based on quoted prices, which are available in active markets for identical assets or liabilities as of the measurement date. Active markets are defined as those in which transactions for identical assets or liabilities occur in sufficient frequency so as to provide pricing information on an ongoing basis (e.g., the NYSE or New York Mercantile Exchange). Level 1 primarily consists of financial assets and liabilities such as exchange-traded financial instruments, publicly-traded equity securities and U.S. government treasury securities.

§ Level 2 fair values are based on pricing inputs other than quoted prices in active markets (as reflected in Level 1 fair values) and are either directly or indirectly observable as of the measurement date. Level 2 fair values include instruments that are valued using financial models or other appropriate valuation methodologies. Such financial models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value of money, volatility factors for stocks, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data, or are validated by inputs other than quoted prices (e.g., interest rates and yield curves at commonly quoted intervals). Level 2 includes non-exchange-traded instruments such as over-the-counter forward contracts, options, and repurchase agreements.

§ Level 3 fair values are based on unobservable inputs. Unobservable inputs are used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date. Unobservable inputs reflect the reporting entity's own ideas about the assumptions that market participants would use in pricing an asset or liability (including assumptions about risk). Unobservable inputs are based on the best information available in the circumstances, which might include the reporting entity's internally-developed data. The reporting entity must not ignore information about market participant assumptions that is reasonably available without undue cost and effort. Level 3 inputs are typically used in connection with internally developed valuation methodologies where management makes its best estimate of an instrument's fair value. Level 3 generally includes specialized or unique financial instruments that are tailored to meet a customer's specific needs.

The following table sets forth, by level within the fair value hierarchy, our financial assets and liabilities measured on a recurring basis at March 31, 2008. These financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of the fair value assets and liabilities and their placement within the fair value hierarchy levels. At March 31, 2008 there were no Level 1 financial assets or liabilities.

| | Level 2 | Level 3 | Total |
|--|------------|----------|------------|
| Financial assets: | | | |
| Commodity financial instruments | \$ 75,394 | \$ -- | \$ 75,394 |
| Foreign currency financial instruments | 111 | -- | 111 |
| Interest rate financial instruments | 48,748 | -- | 48,748 |
| Total | \$ 124,253 | \$ -- | \$ 124,253 |
| Financial liabilities: | | | |
| Commodity financial instruments | \$ 4,490 | \$ 2,634 | \$ 7,124 |
| Foreign currency financial instruments | 18 | -- | 18 |
| Interest rate financial instruments | 12,744 | -- | 12,744 |

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| | | | | | | |
|-------|----|--------|----|-------|----|--------|
| Total | \$ | 17,252 | \$ | 2,634 | \$ | 19,886 |
|-------|----|--------|----|-------|----|--------|

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Fair values associated with our interest rate, commodity and foreign currency financial instrument portfolios were developed using available market information and appropriate valuation techniques in accordance with SFAS 157.

The following table sets forth a reconciliation of changes in the fair value of our net financial assets and liabilities classified as Level 3 in the fair value hierarchy:

| | Net Commodity Financial Instruments |
|---|--|
| Beginning balance, January 1, 2008 | \$ (4,660) |
| Total gains (losses) included in: | |
| Net income (1) | (2,254) |
| Other comprehensive income | 2,419 |
| Purchases, issuances, settlements | 1,861 |
| Transfer in/out of Level 3 | -- |
| Ending balance, March 31, 2008 | \$ (2,634) |
| Net unrealized losses included in net income for the quarter relating to instruments still held at March 31, 2008 (1) | 393 \$ 393 |

(1) At March 31, 2008, total commodity financial instrument losses included in net income were \$2.3 million, of which \$0.4 million were unrealized. These amounts were recognized in revenues on our Unaudited Condensed Statement of Consolidated Operations for the three months ended March 31, 2008.

Note 5. Inventories

Our inventory amounts were as follows at the dates indicated:

| | March 31, 2008 | December 31, 2007 |
|-----------------------------|-------------------|-------------------------|
| Working inventory (1) | \$ 279,225 | \$ 342,589 |
| Forward-sales inventory (2) | 9,573 | 11,693 |
| Total inventory | \$ 288,798 | \$ 354,282 |

(1) Working inventory is comprised of inventories of natural gas, NGLs and certain petrochemical products that are either available-for-sale or used in the provision for services.

(2) Forward sales inventory consists of segregated NGL and natural gas volumes dedicated to the fulfillment of forward-sales contracts.

Our inventory values reflect payments for product purchases, freight charges associated with such purchase volumes, terminal and storage fees, vessel inspection costs, demurrage charges and other related costs. We value our inventories at the lower of average cost or market.

Operating costs and expenses, as presented on our Unaudited Condensed Statements of Consolidated Operations, include cost of sales amounts related to the sale of inventories. Our cost of sales amounts were \$4.9 billion and \$2.8

billion for the three months ended March 31, 2008 and 2007, respectively.

Due to fluctuating commodity prices in the NGL, natural gas and petrochemical industry, we recognize lower of cost or market ("LCM") adjustments when the carrying value of our inventories exceed their net realizable value. These non-cash charges are a component of cost of sales in the period they are recognized. For the three months ended March 31, 2008 and 2007, we recognized LCM adjustments of approximately \$4.2 million and \$11.0 million, respectively.

Note 6. Property, Plant and Equipment

Our property, plant and equipment values and related accumulated depreciation balances were as follows at the dates indicated:

| | Estimated Useful Life in Years | March 31, 2008 | December 31, 2007 |
|--|---|----------------------|-------------------------|
| Plants and pipelines (1) | 3-35 (5) | \$ 11,395,021 | \$ 10,884,819 |
| Underground and other storage facilities (2) | 5-35 (6) | 727,668 | 720,795 |
| Platforms and facilities (3) | 20-31 | 634,645 | 637,812 |
| Transportation equipment (4) | 3-10 | 33,210 | 32,627 |
| Land | | 49,821 | 48,172 |
| Construction in progress | | 1,288,212 | 1,173,988 |
| Total | | 14,128,577 | 13,498,213 |
| Less accumulated depreciation | | 2,020,787 | 1,910,949 |
| Property, plant and equipment, net | | \$ 12,107,790 | \$ 11,587,264 |

(1) Plants and pipelines include processing plants; NGL, petrochemical, oil and natural gas pipelines; terminal loading and unloading facilities; office furniture and equipment; buildings; laboratory and shop equipment; and related assets.

(2) Underground and other storage facilities include underground product storage caverns; storage tanks; water wells; and related assets.

(3) Platforms and facilities include offshore platforms and related facilities and other associated assets.

(4) Transportation equipment includes vehicles and similar assets used in our operations.

(5) In general, the estimated useful lives of major components of this category are as follows: processing plants, 20-35 years; pipelines, 18-35 years (with some equipment at 5 years); terminal facilities, 10-35 years; office furniture and equipment, 3-20 years; buildings, 20-35 years; and laboratory and shop equipment, 5-35 years.

(6) In general, the estimated useful lives of major components of this category are as follows: underground storage facilities, 20-35 years (with some components at 5 years); storage tanks, 10-35 years; and water wells, 25-35 years (with some components at 5 years).

The following table summarizes our depreciation expense and capitalized interest amounts for the periods indicated:

| | For the Three Months Ended March 31, | |
|--------------------------|---|-----------|
| | 2008 | 2007 |
| Depreciation expense (1) | \$ 109,843 | \$ 94,980 |
| Capitalized interest (2) | \$ 18,112 | \$ 20,742 |

(1) Depreciation expense is a component of operating costs and expenses as presented in our Unaudited Condensed Statements of Consolidated Operations.

(2) Capitalized interest increases the carrying value of the associated asset and reduces interest expense during the period it is recorded.

We reviewed assumptions underlying the estimated remaining useful lives of certain of our assets during the first quarter of 2008. As a result of our review, effective January 1, 2008, we revised the remaining useful lives of these

assets, most notably the assets that constitute our Texas Intrastate System. This change in estimate increased the remaining useful life of such assets to incorporate recent data showing that proved natural gas reserves supporting throughput and processing volumes for these assets have changed since our original estimates made in September 2004. These revisions will prospectively reduce our depreciation expense on assets having carrying values totaling \$2.7 billion as of March 31, 2008. On average, we extended the life of these assets by 3.1 years. As a result of this change in estimate, depreciation expense included in operating income and net income for the three months ended March 31, 2008 decreased by approximately \$5.0 million, which increased our earnings per unit by \$0.02 from what it would have been absent the change.

Asset retirement obligations

Asset retirement obligations (“AROs”) are legal obligations associated with the retirement of a tangible long-lived asset that results from its acquisition, construction, development or normal operation or a combination of these factors. The following table summarizes amounts recognized in connection with AROs since December 31, 2007:

| | |
|--|-----------|
| ARO liability balance, December 31, 2007 | \$ 40,614 |
| Liabilities incurred | 384 |
| Liabilities settled | (4,906) |
| Revisions in estimated cash flows | 160 |
| Accretion expense | 659 |
| ARO liability balance, March 31, 2008 | \$ 36,911 |

Property, plant and equipment at March 31, 2008 and December 31, 2007 include \$8.5 million and \$10.6 million, respectively, of asset retirement costs capitalized as an increase in the associated long-lived asset.

Note 7. Investments In and Advances to Unconsolidated Affiliates

We own interests in a number of related businesses that are accounted for using the equity method of accounting. Our investments in and advances to unconsolidated affiliates are grouped according to the business segment to which they relate. See Note 11 for a general discussion of our business segments. The following table presents our investments in and advances to unconsolidated affiliates at the dates indicated.

| | Ownership Percentage at | | |
|--|-------------------------|----------------|-------------------|
| | March 31, 2008 | March 31, 2008 | December 31, 2007 |
| NGL Pipelines & Services: | | | |
| Venice Energy Service Company L.L.C. (“VESCO”) (1) | 13.1% | \$ 33,706 | \$ 40,129 |
| K/D/S Promix, L.L.C. (“Promix”) | 50% | 50,068 | 51,537 |
| Baton Rouge Fractionators LLC (“BRF”) | 32.3% | 25,372 | 25,423 |
| Onshore Natural Gas Pipelines & Services: | | | |
| Jonah Gas Gathering Company (“Jonah”) | 19.4% | 246,941 | 235,837 |
| Evangeline (2) | 49.5% | 3,916 | 3,490 |
| Offshore Pipelines & Services: | | | |
| Poseidon Oil Pipeline Company, L.L.C. (“Poseidon”) | 36% | 57,904 | 58,423 |
| Cameron Highway Oil Pipeline Company (“Cameron Highway”) | 50% | 257,176 | 256,588 |
| Deepwater Gateway, L.L.C. (“Deepwater Gateway”) | 50% | 107,646 | 111,221 |
| Neptune Pipeline Company, L.L.C. (“Neptune”) | 25.7% | 54,145 | 55,468 |
| Nemo Gathering Company, LLC (“Nemo”) | 33.9% | 2,944 | 2,888 |
| Petrochemical Services: | | | |
| Baton Rouge Propylene Concentrator, LLC (“BRPC”) | 30% | 13,621 | 13,282 |
| La Porte (3) | 50% | 4,096 | 4,053 |
| Total | | \$ 857,535 | \$ 858,339 |

(1) Our investment in VESCO has decreased since December 31, 2007 partially due to \$4.0 million of expense associated with certain repair projects.

(2) Refers to our ownership interests in Evangeline Gas Pipeline Company, L.P. and Evangeline Gas Corp., collectively.

(3) Refers to our ownership interests in La Porte Pipeline Company, L.P. and La Porte GP, LLC, collectively.

On occasion, the price we pay to acquire an ownership interest in a company exceeds the underlying book value of the capital accounts we acquire. Such excess cost amounts are included within the carrying values of our investments in and advances to unconsolidated affiliates. At March 31, 2008 and December 31, 2007, our investments in Promix, La Porte, Neptune, Poseidon, Cameron Highway and Jonah included excess cost amounts totaling \$44.4 million and \$43.8 million, respectively. These amounts are attributable to the excess of the fair value of each entity's tangible assets over their respective book

carrying values at the time we acquired an interest in each entity. Amortization of such excess cost amounts was \$0.5 million during each of the three month periods ended March 31, 2008 and 2007.

The following table presents our equity in income (loss) of unconsolidated affiliates by business segment for the periods indicated:

| | For the Three Months Ended March 31, | |
|--|---|----------|
| | 2008 | 2007 |
| NGL Pipelines & Services | \$ (2,310) | \$ 591 |
| Onshore Natural Gas Pipelines & Services | 5,827 | 1,029 |
| Offshore Pipelines & Services | 10,718 | 4,075 |
| Petrochemical Services | 357 | 484 |
| Total | \$ 14,592 | \$ 6,179 |

Summarized Financial Information of Unconsolidated Affiliates

The following table presents unaudited income statement data for our current unconsolidated affiliates, aggregated by business segment, for the periods indicated (on a 100% basis).

| | Summarized Income Statement Information for the Three Months Ended | | | | | |
|---|--|-------------------------------|---------------|----------------|---------------------|---------------|
| | March 31, 2008 | | | March 31, 2007 | | |
| | Revenues | Operating Income (Loss) | Net Income | Revenues | Operating Income | Net Income |
| NGL Pipelines & Services | \$ 68,616 | \$ (93) | \$ 54 | \$ 41,732 | \$ 3,260 | \$ 3,829 |
| Onshore Natural Gas Pipelines & Services | 117,594 | 30,955 | 29,730 | 108,898 | 21,615 | 20,313 |
| Offshore Pipelines & Services | 43,224 | 26,311 | 25,337 | 37,193 | 19,718 | 12,336 |
| Petrochemical Services | 5,356 | 1,483 | 1,488 | 5,553 | 1,887 | 1,911 |

Note 8. Intangible Assets and Goodwill

Identifiable Intangible Assets

The following table summarizes our intangible assets at the dates indicated:

| | March 31, 2008 | | | December 31, 2007 | | |
|---|----------------|------------------|-------------------|-------------------|------------------|-------------------|
| | Gross Value | Accum. Amort. | Carrying Value | Gross Value | Accum. Amort. | Carrying Value |
| NGL Pipelines & Services | \$ 520,025 | \$ (156,387) | \$ 363,638 | \$ 520,025 | \$ (146,954) | \$ 373,071 |
| Onshore Natural Gas Pipelines & Services | 476,298 | (117,818) | 358,480 | 463,551 | (109,399) | 354,152 |
| Offshore Pipelines & Services | 207,012 | (78,382) | 128,630 | 207,012 | (73,954) | 133,058 |
| Petrochemical Services | 67,906 | (11,686) | 56,220 | 67,906 | (11,187) | 56,719 |
| Total | \$ 1,271,241 | \$ (364,273) | \$ 906,968 | \$ 1,258,494 | \$ (341,494) | \$ 917,000 |

The following table presents the amortization expense of our intangible assets by segment for the periods indicated:

| | For the Three Months Ended March 31, | |
|--|---|-----------|
| | 2008 | 2007 |
| NGL Pipelines & Services | \$ 9,433 | \$ 9,244 |
| Onshore Natural Gas Pipelines & Services | 8,419 | 8,155 |
| Offshore Pipelines & Services | 4,429 | 5,082 |
| Petrochemical Services | 498 | 498 |
| Total | \$ 22,779 | \$ 22,979 |

For the remainder of 2008, amortization expense associated with our intangible assets is currently estimated at \$65.6 million.

Goodwill

The following table summarizes our goodwill amounts by segment at the dates indicated:

| | March 31, 2008 | December 31, 2007 |
|--|-------------------|-------------------------|
| NGL Pipelines & Services | \$ 153,706 | \$ 153,706 |
| Onshore Natural Gas Pipelines & Services | 282,121 | 282,121 |
| Offshore Pipelines & Services | 82,135 | 82,135 |
| Petrochemical Services | 73,690 | 73,690 |
| Totals | \$ 591,652 | \$ 591,652 |

Note 9. Debt Obligations

Our consolidated debt obligations consisted of the following at the dates indicated:

| | March 31, 2008 | December 31, 2007 |
|---|-------------------|-------------------------|
| EPO senior debt obligations: | | |
| Multi-Year Revolving Credit Facility, variable rate, due November 2012 | \$ 1,310,000 | \$ 725,000 |
| Pascagoula MBFC Loan, 8.70% fixed-rate, due March 2010 | 54,000 | 54,000 |
| Senior Notes B, 7.50% fixed-rate, due February 2011 | 450,000 | 450,000 |
| Senior Notes C, 6.375% fixed-rate, due February 2013 | 350,000 | 350,000 |
| Senior Notes D, 6.875% fixed-rate, due March 2033 | 500,000 | 500,000 |
| Senior Notes F, 4.625% fixed-rate, due October 2009 | 500,000 | 500,000 |
| Senior Notes G, 5.60% fixed-rate, due October 2014 | 650,000 | 650,000 |
| Senior Notes H, 6.65% fixed-rate, due October 2034 | 350,000 | 350,000 |
| Senior Notes I, 5.00% fixed-rate, due March 2015 | 250,000 | 250,000 |
| Senior Notes J, 5.75% fixed-rate, due March 2035 | 250,000 | 250,000 |
| Senior Notes K, 4.950% fixed-rate, due June 2010 | 500,000 | 500,000 |
| Senior Notes L, 6.30% fixed-rate, due September 2017 | 800,000 | 800,000 |
| Petal GO Zone Bonds, variable rate, due August 2034 | 57,500 | 57,500 |
| Duncan Energy Partners' debt obligation: | | |
| \$300 Million Revolving Credit Facility, variable rate, due February 2011 | 188,000 | 200,000 |
| Dixie Revolving Credit Facility, variable rate, due June 2010 | 10,000 | 10,000 |
| Total principal amount of senior debt obligations | 6,219,500 | 5,646,500 |
| EPO Junior Subordinated Notes A, due August 2066 | 550,000 | 550,000 |
| EPO Junior Subordinated Notes B, due January 2068 | 700,000 | 700,000 |
| Total principal amount of senior and junior debt obligations | 7,469,500 | 6,896,500 |
| Other, non-principal amounts: | | |
| Change in fair value of debt-related financial instruments (see Note 4) | 49,581 | 14,839 |
| Unamortized discounts, net of premiums | (6,290) | (5,194) |
| Unamortized deferred net gains related to terminated interest rate swap | 5,705 | -- |
| Total other, non-principal amounts | 48,996 | 9,645 |
| Long-term debt | \$ 7,518,496 | \$ 6,906,145 |

| | | | | |
|---------------------------------------|----|-------|----|-------|
| Standby letters of credit outstanding | \$ | 1,100 | \$ | 1,100 |
|---------------------------------------|----|-------|----|-------|

Enterprise Products Partners L.P. acts as guarantor of the consolidated debt obligations of EPO with the exception of the Dixie revolving credit facility and the Duncan Energy Partners' revolving credit facility. If EPO were to default on any of its guaranteed debt, Enterprise Products Partners L.P. would be responsible for full repayment of that obligation.

We consolidate the debt of Dixie and Duncan Energy Partners; however, we do not have the obligation to make interest or debt payments with respect to such obligations.

Apart from that discussed below, there have been no significant changes in the terms of our consolidated debt obligations since those reported in our Annual Report on Form 10-K for the year ended December 31, 2007.

In April 2008, EPO sold \$400.0 million in principal amount of 5.65% senior notes due 2013 (“Senior Notes M”) and \$700.0 million in principal amount of 6.50% senior notes due 2019 (“Senior Notes N”). See Note 18 for additional information regarding the issuance of these notes.

Covenants

We are in compliance with the covenants of our consolidated debt agreements at March 31, 2008 and December 31, 2007.

Information regarding variable interest rates paid

The following table presents the range of interest rates paid and weighted-average interest rate paid on our consolidated variable-rate debt obligations during the three months ended March 31, 2008.

| | Range of interest rates paid | Weighted-average interest rate paid |
|---|------------------------------------|---|
| EPO’s Multi-Year Revolving Credit Facility | 3.14% to 6.00% | 4.17% |
| Duncan Energy Partners’ Revolving Credit Facility | 3.39% to 6.20% | 5.50% |
| Dixie Revolving Credit Facility | 2.86% to 5.50% | 4.03% |
| Petal GO Zone Bonds | 1.16% to 3.25% | 2.46% |

Consolidated debt maturity table

The following table presents the scheduled maturities of principal amounts of our consolidated debt obligations for the next five years and in total thereafter. This information is presented on a pro forma basis, taking into account the issuance of EPO’s Senior Notes M and N in April 2008 and related use of proceeds (see Note 18).

| | | |
|------------------------------------|----|--------------|
| 2008 | \$ | -- |
| 2009 | | 500,000 |
| 2010 | | 599,931 |
| 2011 | | 638,000 |
| 2012 | | 174,069 |
| Thereafter | | 5,557,500 |
| Total scheduled principal payments | | \$ 7,469,500 |

Debt Obligations of Unconsolidated Affiliates

We have two unconsolidated affiliates with long-term debt obligations. The following table shows (i) our ownership interest in each entity at March 31, 2008, (ii) total debt of each unconsolidated affiliate at March 31, 2008 (on a 100% basis to the affiliate) and (iii) the corresponding scheduled maturities of such debt.

| | Our Ownership Interest | Total | Scheduled Maturities of Debt | | | | | After 2012 |
|------------|------------------------------|------------|------------------------------|----------|----------|------------|-------|---------------|
| | | | 2008 | 2009 | 2010 | 2011 | 2012 | |
| Poseidon | 36.0% | \$ 98,000 | \$ -- | \$ -- | \$ -- | \$ 98,000 | \$ -- | \$ -- |
| Evangeline | 49.5% | 20,650 | 5,000 | 5,000 | 3,150 | 7,500 | -- | -- |
| Total | | \$ 118,650 | \$ 5,000 | \$ 5,000 | \$ 3,150 | \$ 105,500 | \$ -- | \$ -- |

The credit agreements of our unconsolidated affiliates contain various affirmative and negative covenants, including financial covenants. These businesses were in compliance with such covenants at March 31, 2008. The credit agreements of our unconsolidated affiliates restrict their ability to pay cash dividends if a default or an event of default (as defined in each credit agreement) has occurred and is continuing at the time such dividend is scheduled to be paid.

There have been no significant changes in the terms of the debt obligations of our unconsolidated affiliates since those reported in our Annual Report on Form 10-K for the year ended December 31, 2007.

Note 10. Partners' Equity and Distributions

Our common units represent limited partner interests, which give the holders thereof the right to participate in distributions and to exercise the other rights or privileges available to them under our Fifth Amended and Restated Agreement of Limited Partnership (together with all amendments thereto, the "Partnership Agreement"). We are managed by our general partner, EPGP.

In accordance with the Partnership Agreement, capital accounts are maintained for our general partner and limited partners. The capital account provisions of our Partnership Agreement incorporate principles established for U.S. Federal income tax purposes and are not comparable to the equity accounts reflected under GAAP in our consolidated financial statements.

Our Partnership Agreement sets forth the calculation to be used in determining the amount and priority of cash distributions that our limited partners and general partner will receive. The Partnership Agreement also contains provisions for the allocation of net earnings and losses to our limited partners and general partner. For purposes of maintaining partner capital accounts, the Partnership Agreement specifies that items of income and loss shall be allocated among the partners in accordance with their respective percentage interests. Normal income and loss allocations according to percentage interests are done only after giving effect to priority earnings allocations in an amount equal to incentive cash distributions allocated to our general partner.

Equity Offerings and Registration Statements

In general, the Partnership Agreement authorizes us to issue an unlimited number of additional limited partner interests and other equity securities for such consideration and on such terms and conditions as may be established by EPGP in its sole discretion (subject, under certain circumstances, to the approval of our unitholders).

We have a universal shelf registration statement on file with the SEC registering the issuance of an unlimited amount of equity and debt securities. In April 2008, EPO sold \$1.1 billion in principal amount of senior notes under our universal shelf registration statement. For additional information regarding this debt offering, see Note 18.

We also have a registration statement with the SEC authorizing the issuance of up to 25,000,000 common units in connection with our distribution reinvestment plan ("DRIP"). The DRIP provides unitholders of record and beneficial owners of our common units a voluntary means by which they can increase the number of common units they own by reinvesting the quarterly cash distributions they would otherwise receive into the purchase of additional common units. A total of 587,610 of our common units were issued in February 2008 in connection with the DRIP and the employee unit purchase plan ("EUPP"). The issuance of these units generated \$18.0 million in net proceeds.

Summary of Changes in Outstanding Units

The following table summarizes changes in our outstanding units since December 31, 2007:

| | Common Units | Restricted Common Units |
|---|-----------------|-------------------------------|
| Balance, December 31, 2007 | 433,608,763 | 1,688,540 |
| Units issued in connection with DRIP and EUPP | 587,610 | -- |
| Units issued in connection with unit-based awards | 10,000 | -- |
| Restricted units issued | -- | 5,000 |
| Vesting of restricted units | 2,500 | (2,500) |
| Forfeiture of restricted units | -- | (56,577) |
| Balance, March 31, 2008 | 434,208,873 | 1,634,463 |

Summary of Changes in Limited Partners' Equity

The following table details the changes in limited partners' equity since December 31, 2007:

| | Common units | Restricted Common units | Total |
|---|-----------------|-------------------------------|--------------|
| Balance, December 31, 2007 | \$ 5,976,947 | \$ 15,948 | \$ 5,992,895 |
| Net income | 224,314 | 848 | 225,162 |
| Operating leases paid by EPCO | 514 | 2 | 516 |
| Cash distributions to partners | (216,804) | (817) | (217,621) |
| Non-cash distributions | (1,220) | -- | (1,220) |
| Net proceeds from sales of common units | 17,651 | -- | 17,651 |
| Proceeds from exercise of unit options | 314 | -- | 314 |
| Unit option reimbursements to EPCO | (86) | -- | (86) |
| Amortization of unit-based awards | 1,445 | 2,179 | 3,624 |
| Balance, March 31, 2008 | \$ 6,003,075 | \$ 18,160 | \$ 6,021,235 |

Distributions to Partners

The percentage interest of EPGP in our quarterly cash distributions is increased after certain specified target levels of quarterly distribution rates are met. At current distribution rates, we are in the highest tier of such incentive targets. EPGP's quarterly incentive distribution thresholds are as follows:

- § 2% of quarterly cash distributions up to \$0.253 per unit;
- § 15% of quarterly cash distributions from \$0.253 per unit up to \$0.3085 per unit; and
- § 25% of quarterly cash distributions that exceed \$0.3085 per unit.

We paid incentive distributions of \$29.9 million and \$25.3 million to EPGP during the three months ended March 31, 2008 and 2007, respectively.

On May 7, 2008, we paid a quarterly cash distribution of \$0.5075 or \$2.03 on an annualized basis per unit to unitholders of record as of April 30, 2008. Our cash distribution for the first quarter of 2007 was \$0.475 per unit.

Accumulated Other Comprehensive Income

The following table presents the components of accumulated other comprehensive income at the dates indicated:

| | March 31, 2008 | December 31, 2007 |
|--|-------------------|-------------------------|
| Commodity financial instruments (1) | \$ 71,398 | \$ (21,619) |
| Interest rate financial instruments (1) | 7,358 | 34,980 |
| Foreign currency hedges (1) | 111 | 1,308 |
| Foreign currency translation adjustment | 777 | 1,200 |
| Pension and postretirement benefit plans (2) | 324 | 588 |
| Total accumulated other comprehensive income | \$ 79,968 | \$ 16,457 |

(1) See Note 4 for additional information regarding these components of accumulated other comprehensive income.

(2) See Note 2 for additional information regarding pension and postretirement benefit plans.

Note 11. Business Segments

We have four reportable business segments: NGL Pipelines & Services, Onshore Natural Gas Pipelines & Services, Offshore Pipelines & Services and Petrochemical Services. Our business segments are generally organized and managed according to the type of services rendered (or technologies employed) and products produced and/or sold.

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 financial measure most directly comparable to total segment gross operating margin is operating income. Our non-GAAP financial measure of total segment gross operating margin should not be considered an alternative to GAAP operating income.

We define total segment gross operating margin as consolidated operating income before: (i) depreciation, amortization and accretion expense; (ii) operating lease expenses for which we do not have the payment obligation; (iii) gains and losses on the sale of assets; and (iv) general and administrative costs. Gross operating margin is exclusive of other income and expense transactions, provision for income taxes, minority interest, extraordinary charges and the cumulative effect of change in accounting principle. 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 intersegment and intrasegment transactions.

Segment revenues include intersegment and intrasegment transactions, which are generally based on transactions made at market-related rates. Our consolidated revenues reflect the elimination of intercompany (both intersegment and intrasegment) transactions.

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 our customers and/or suppliers. This method of operation enables us to achieve favorable economies of scale relative to the level of

investment and business risk assumed versus what we could accomplish on a stand-alone basis. Many of these businesses perform supporting or complementary roles to our other business operations.

Our integrated midstream energy asset system (including the midstream energy assets of our equity method investees) provides services to producers and consumers of natural gas, NGLs, crude oil and certain petrochemicals. In general, hydrocarbons enter our asset system in a number of ways, such as an offshore natural gas or crude oil pipeline, an offshore platform, a natural gas processing plant, an onshore natural gas gathering pipeline, an NGL fractionator, an NGL storage facility, or an NGL transportation or distribution pipeline.

Many of our equity investees are included within our integrated midstream asset system. For example, we have ownership interests in several offshore natural gas and crude oil pipelines. Other examples include our use of the Promix NGL fractionator to process mixed NGLs extracted by our gas plants. The fractionated NGLs we receive from Promix can then be sold in our NGL marketing activities. Given the integral nature of our equity method investees to our operations, we believe the presentation of earnings from such investees as a component of gross operating margin and operating income is meaningful and appropriate.

Historically, substantially all of our consolidated revenues were earned in the United States and derived from a wide customer base. The majority of our plant-based operations are located in Texas, Louisiana, Mississippi, New Mexico, Colorado and Wyoming. Our natural gas, NGL and crude oil pipelines are located in a number of regions of the United States including (i) the Gulf of Mexico offshore Texas and Louisiana; (ii) the south and southeastern United States (primarily in Texas, Louisiana, Mississippi and Alabama); and (iii) certain regions of the central and western United States, including the Rocky Mountains. Our marketing activities are headquartered in Houston, Texas and serve customers in a number of regions of the United States including the Gulf Coast, West Coast and Mid-Continent areas.

Consolidated property, plant and equipment and investments in and advances to unconsolidated affiliates are assigned to each segment on the basis of each asset's or investment's principal operations. The principal reconciling difference between consolidated property, plant and equipment and the total value of segment assets is construction-in-progress. Segment assets represent the net book carrying value of facilities and other assets that contribute to gross operating margin of that particular segment. Since assets under construction generally do not contribute to segment gross operating margin, such assets are excluded from segment asset totals until they are placed in service. Consolidated intangible assets and goodwill are assigned to each segment based on the classification of the assets to which they relate.

We consolidate the financial statements of Duncan Energy Partners with those of our own. As a result, our consolidated gross operating margin amounts include 100% of the gross operating margin amounts of Duncan Energy Partners.

The following table presents our measurement of total segment gross operating margin for the periods indicated:

| | For the Three Months Ended March 31, | |
|--|---|--------------|
| | 2008 | 2007 |
| Revenues (1) | \$ 5,684,535 | \$ 3,322,854 |
| Less: Operating costs and expenses (1) | (5,311,190) | (3,124,479) |
| Add: Equity in income of unconsolidated affiliates (1) | 14,592 | 6,179 |
| Depreciation, amortization and accretion in operating costs and expenses (2) | 133,922 | 119,492 |
| Operating lease expense paid by EPCO (2) | 527 | 526 |
| Gain on sale of assets in operating costs and expenses (2) | (165) | (73) |
| Total segment gross operating margin | \$ 522,221 | \$ 324,499 |

- (1) These amounts are taken from our Unaudited Condensed Statements of Consolidated Operations.
- (2) These non-cash expenses are taken from the operating activities section of our Unaudited Condensed Statements of Consolidated Cash Flows.

A reconciliation of our total segment gross operating margin to operating income and income before provision for income taxes and minority interest follows:

| | For the Three Months Ended March 31, | |
|---|---|------------|
| | 2008 | 2007 |
| Total segment gross operating margin | \$ 522,221 | \$ 324,499 |
| Adjustments to reconcile total segment gross operating margin to operating income: | | |
| Depreciation, amortization and accretion in operating costs and expenses | (133,922) | (119,492) |
| Operating lease expense paid by EPCO | (527) | (526) |
| Gain on sale of assets in operating costs and expenses | 165 | 73 |
| General and administrative costs | (21,205) | (16,630) |
| Consolidated operating income | 366,732 | 187,924 |
| Other expense, net | (91,055) | (61,430) |
| Income before provision for income taxes and minority interest | \$ 275,677 | \$ 126,494 |

The following table summarizes the contribution to consolidated revenues from the sale of NGL, natural gas and petrochemical products for the periods indicated:

| | For the Three Months Ended March 31, | |
|---|---|--------------|
| | 2008 | 2007 |
| NGL Pipelines & Services: | | |
| Sale of NGL products | \$ 4,062,043 | \$ 2,191,624 |
| Percent of consolidated revenues | 71% | 66% |
| Onshore Natural Gas Pipelines & Services: | | |
| Sale of natural gas | \$ 646,318 | \$ 361,031 |
| Percent of consolidated revenues | 11% | 11% |
| Petrochemical Services: | | |
| Sale of petrochemical products | \$ 534,387 | \$ 387,752 |
| Percent of consolidated revenues | 9% | 12% |

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Information by segment, together with reconciliations to our consolidated totals, is presented in the following table:

| | Reportable Segments | | | | | | |
|---|--------------------------------|---|-------------------------------------|---------------------------|------------------------------------|----|------------------------|
| | NGL Pipelines & Services | Onshore Natural Gas Pipelines & Services | Offshore Pipelines & Services | Petrochemical Services | Adjustments and Eliminations | | Consolidated Totals |
| Revenues from third parties: | | | | | | | |
| Three months ended March 31, 2008 | \$ 3,977,749 | \$ 702,439 | \$ 85,005 | \$ 618,641 | \$ -- | \$ | 5,383,834 |
| Three months ended March 31, 2007 | 2,365,118 | 416,230 | 32,983 | 444,281 | -- | | 3,258,612 |
| Revenues from related parties: | | | | | | | |
| Three months ended March 31, 2008 | 242,859 | 57,837 | 5 | -- | -- | | 300,701 |
| Three months ended March 31, 2007 | 9,903 | 54,002 | 328 | 9 | -- | | 64,242 |
| Intersegment and intrasegment revenues: | | | | | | | |
| Three months ended March 31, 2008 | 1,995,489 | 136,006 | 376 | 129,756 | (2,261,627) | | -- |
| Three months ended March 31, 2007 | 1,122,847 | 18,569 | 548 | 104,997 | (1,246,961) | | -- |
| Total revenues: | | | | | | | |
| Three months ended March 31, 2008 | 6,216,097 | 896,282 | 85,386 | 748,397 | (2,261,627) | | 5,684,535 |
| Three months ended March 31, 2007 | 3,497,868 | 488,801 | 33,859 | 549,287 | (1,246,961) | | 3,322,854 |
| Equity in income (loss) of unconsolidated affiliates: | | | | | | | |
| Three months ended March 31, 2008 | (2,310) | 5,827 | 10,718 | 357 | -- | | 14,592 |
| Three months ended March 31, 2007 | 591 | 1,029 | 4,075 | 484 | -- | | 6,179 |
| Gross operating margin by individual business segment and in total: | | | | | | | |
| | 289,742 | 109,905 | 81,571 | 41,003 | -- | | 522,221 |

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Three months ended
March 31, 2008

| | | | | | | |
|--------------------------------------|---------|--------|--------|--------|----|---------|
| Three months ended March 31, 2007 | 190,694 | 76,515 | 19,707 | 37,583 | -- | 324,499 |
|--------------------------------------|---------|--------|--------|--------|----|---------|

Segment assets:

| | | | | | | |
|-------------------------|-----------|-----------|-----------|---------|-----------|------------|
| At March 31, 2008 | 5,036,817 | 3,661,597 | 1,438,704 | 682,460 | 1,288,212 | 12,107,790 |
| At December 31, 2007 | 4,570,555 | 3,702,297 | 1,452,568 | 687,856 | 1,173,988 | 11,587,264 |

Investments in and
advances

to unconsolidated
affiliates (see Note
7):

| | | | | | | |
|-------------------------|---------|---------|---------|--------|----|---------|
| At March 31, 2008 | 109,146 | 250,857 | 479,815 | 17,717 | -- | 857,535 |
| At December 31, 2007 | 117,089 | 239,327 | 484,588 | 17,335 | -- | 858,339 |

Intangible Assets (see
Note 8):

| | | | | | | |
|-------------------------|---------|---------|---------|--------|----|---------|
| At March 31, 2008 | 363,638 | 358,480 | 128,630 | 56,220 | -- | 906,968 |
| At December 31, 2007 | 373,071 | 354,152 | 133,058 | 56,719 | -- | 917,000 |

Goodwill (see Note
8):

| | | | | | | |
|-------------------------|---------|---------|--------|--------|----|---------|
| At March 31, 2008 | 153,706 | 282,121 | 82,135 | 73,690 | -- | 591,652 |
| At December 31, 2007 | 153,706 | 282,121 | 82,135 | 73,690 | -- | 591,652 |

Note 12. Related Party Transactions

The following table summarizes our revenue and expense transactions with related parties for the periods indicated:

| | For the Three Months Ended March 31, | |
|--|---|-----------|
| | 2008 | 2007 |
| Revenues from consolidated operations: | | |
| EPCO and affiliates | \$ 241,497 | \$ 8,542 |
| Unconsolidated affiliates | 59,204 | 55,700 |
| Total | \$ 300,701 | \$ 64,242 |
| Operating costs and expenses: | | |
| EPCO and affiliates | \$ 150,600 | \$ 78,673 |
| Unconsolidated affiliates | 26,006 | 5,273 |
| Total | \$ 176,606 | \$ 83,946 |
| General and administrative costs: | | |
| EPCO and affiliates | \$ 17,742 | \$ 13,055 |
| Other expense: | | |
| EPCO and affiliates | \$ 274 | \$ 70 |

We believe that the terms and provisions of our related party agreements are fair to us; however, such agreements and transactions may not be as favorable to us as we could have obtained from unaffiliated third parties.

Relationship with EPCO and affiliates

We have an extensive and ongoing relationship with EPCO and its affiliates, which include the following significant entities that are not part of our consolidated group of companies:

§ EPCO and its private company subsidiaries;

§ EPGP, our sole general partner;

§ Enterprise GP Holdings, which owns and controls our general partner;

§ TEPPCO, which is owned and controlled by Enterprise GP Holdings;

§ the Employee Partnerships (see Note 3); and

§ Energy Transfer Equity, an equity method investment of Enterprise GP Holdings.

We also have an ongoing relationship with Duncan Energy Partners, the financial statements of which are consolidated with those of our own. Our transactions with Duncan Energy Partners are eliminated in consolidation. A description of our relationship with Duncan Energy Partners is presented within this Note 12.

EPCO is a private company controlled by Dan L. Duncan, who is also a Director and Chairman of EPGP, our general partner. At March 31, 2008, EPCO and its affiliates beneficially owned 148,380,057 (or 34.0%) of our outstanding common units, which include 13,454,498 of our common units owned by Enterprise GP Holdings. In addition, at March 31, 2008, EPCO and its affiliates beneficially owned 77.4% of the limited partner interests of Enterprise GP Holdings and 100% of its general partner, EPE Holdings. Enterprise GP Holdings owns all of the membership

interests of EPGP. The principal business activity of EPGP is to act as our managing partner. The executive officers and certain of the directors of EPGP and EPE Holdings are employees of EPCO.

As our general partner, EPGP received cash distributions of \$34.3 million and \$29.4 million from us during the three months ended March 31, 2008 and 2007, respectively. These amounts include incentive distributions of \$29.9 million and \$25.3 million for the three months ended March 31, 2008 and 2007, respectively.

We and EPGP are both separate legal entities apart from each other and apart from EPCO, Enterprise GP Holdings and their respective other affiliates, with assets and liabilities that are separate from those of EPCO, Enterprise GP Holdings and their respective other affiliates. EPCO and its private company subsidiaries depend on the cash distributions they receive from us, Enterprise GP Holdings and other investments to fund their other operations and to meet their debt obligations. EPCO and its private company affiliates received \$97.4 million and \$83.0 million in cash distributions from us during the three months ended March 31, 2008 and 2007, respectively.

The ownership interests in us that are owned or controlled by Enterprise GP Holdings are pledged as security under its credit facility. In addition, substantially all of the ownership interests in us that are owned or controlled by EPCO and its affiliates, other than those interests owned by Enterprise GP Holdings, Dan Duncan LLC and certain trusts affiliated with Dan L. Duncan, are pledged as security under the credit facility of a private company affiliate of EPCO. This credit facility contains customary and other events of default relating to EPCO and certain affiliates, including Enterprise GP Holdings, TEPPCO and us.

We have entered into an agreement with an affiliate of EPCO to provide trucking services to us for the transportation of NGLs and other products. We also lease office space in various buildings from affiliates of EPCO. The rental rates in these lease agreements approximate market rates.

EPCO Administrative Services Agreement

We have no employees. All of our operating functions and general and administrative support services are provided by employees of EPCO pursuant to an administrative services agreement (the "ASA"). We, Duncan Energy Partners, Enterprise GP Holdings, TEPPCO and our respective general partners are parties to the ASA. The ACG Committees of each general partner have approved the ASA.

Under the ASA, we reimburse EPCO for all costs and expenses it incurs in providing management, administrative and operating services for us. The ASA also addresses potential conflicts in business opportunities that may arise among us, Enterprise GP Holdings, Duncan Energy Partners and other affiliates of EPCO.

Relationship with TEPPCO

We received \$18.4 million and \$8.5 million from TEPPCO during the three months ended March 31, 2008 and 2007, respectively, from the sale of hydrocarbon products. We paid TEPPCO \$11.3 million and \$6.5 million for NGL pipeline transportation and storage services during the three months ended March 31, 2008 and 2007, respectively.

In August 2006, we formed a joint venture with TEPPCO involving its Jonah Gas Gathering Company ("Jonah"), which owns the Jonah Gas Gathering System located in the Greater Green River Basin of southwestern Wyoming. The Jonah Gathering System gathers and transports natural gas produced from the Jonah and Pinedale fields to regional natural gas processing plants and major interstate pipelines that deliver natural gas to end-user markets. We own an approximate 19.4% interest in Jonah and TEPPCO owns 80.6%. We account for our investment in the Jonah joint venture using the equity method.

The Jonah Gas Gathering System is being expanded to increase its gathering capacity to 2.4 Bcf/d (the "Phase V expansion"). During the first quarter of 2008, Jonah initiated a separate project that will increase gathering capacity on that portion of its system that serves the Pinedale production field. This new project is expected to increase overall

capacity of the Jonah Gas Gathering System by an additional 0.2

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Bcf/d. The total anticipated cost of this new project is \$125.0 million, of which we will be responsible for our share of the costs.

Relationship with Energy Transfer Equity

Enterprise GP Holdings acquired equity method investments in Energy Transfer Equity and its general partner in May 2007. As a result, Energy Transfer Equity and its consolidated subsidiaries became related parties to our consolidated businesses.

For the three months ended March 31, 2008, we recorded \$223.1 million of revenues from Energy Transfer Partners, L.P. (“ETP”), primarily from NGL marketing activities. We incurred \$48.8 million in operating costs and expenses for the three months ended March 31, 2008 that were paid to ETP. We have a long-term revenue generating contract with Titan Energy Partners, L.P. (“Titan”), a consolidated subsidiary of ETP. Titan purchases substantially all of its propane requirements from us. We and Energy Transfer Company (“ETC OLP”) transport natural gas on each other’s systems and share operating expenses on certain pipelines. ETC OLP also sells natural gas to us.

Relationship with Duncan Energy Partners

On February 5, 2007, Duncan Energy Partners completed its initial public offering of 14,950,000 common units. At March 31, 2008, Enterprise Products Partners beneficially owned 5,351,571 of Duncan Energy Partners’ common units. We also own the 2% general partner interest in Duncan Energy Partners. EPO directs the business operations of Duncan Energy Partners through its ownership and control of the general partner of Duncan Energy Partners. For financial reporting purposes, we consolidate the financial statements of Duncan Energy Partners with those of our own.

As a result of contributions EPO made at the time of Duncan Energy Partners’ initial public offering in February 2007, Duncan Energy Partners owns 66% of the equity interests in the following entities and EPO owns the remaining 34% of the equity interests:

§ Mont Belvieu Caverns, LLC (“Mont Belvieu Caverns”),

§ Acadian Gas, LLC (“Acadian Gas”),

§ Sabine Propylene Pipeline L.P. (“Sabine Propylene”),

§ Enterprise Lou-Tex Propylene Pipeline L.P. (“Lou-Tex Propylene”), and

§ South Texas NGL Pipelines, LLC (“South Texas NGL”).

We have significant involvement with all of the subsidiaries of Duncan Energy Partners, including the following types of transactions:

§ We utilize storage services provided by Mont Belvieu Caverns to support our Mont Belvieu fractionation and other businesses;

§ We buy natural gas from and sell natural gas to Acadian Gas in connection with its and our normal business activities; and

§ We are currently the sole shipper on the DEP South Texas NGL Pipeline System.

We may contribute additional equity interests in our subsidiaries to Duncan Energy Partners and use the proceeds we receive from Duncan Energy Partners to fund our capital spending program. We have no obligation or commitment to make such contributions to Duncan Energy Partners.

Omnibus Agreement and Mont Belvieu Caverns' LLC Agreement. On February 5, 2007, EPO and Duncan Energy Partners entered into an Omnibus Agreement that governs our relationship with Duncan Energy Partners on the following matters:

- § indemnification for certain environmental liabilities, tax liabilities and right-of-way defects;
- § reimbursement of certain expenditures incurred by DEP South Texas NGL Pipeline System and Mont Belvieu Caverns;
- § a right of first refusal to EPO in Duncan Energy Partners' current and future subsidiaries and a right of first refusal on the material assets of these entities, other than sales of inventory and other assets in the ordinary course of business; and
- § a preemptive right with respect to equity securities issued by certain of Duncan Energy Partners' subsidiaries, other than as consideration in an acquisition or in connection with a loan or debt financing.

Under the Omnibus Agreement, EPO agreed to make additional contributions to Duncan Energy Partners as reimbursement for Duncan Energy Partners' 66% share of any excess project costs above (i) the \$28.6 million of estimated project costs to complete the Phase II expansions of the DEP South Texas NGL Pipeline System and (ii) \$14.1 million of estimated project costs for additional brine production capacity and above-ground storage reservoir projects in Mont Belvieu, Texas. These projects were in progress at the time of Duncan Energy Partners' initial public offering in 2007. EPO made aggregate cash payments of \$9.3 million to the subsidiaries of Duncan Energy Partners during the three months ended March 31, 2008 in connection with the Omnibus Agreement.

The Mont Belvieu Caverns' LLC Agreement states that when Duncan Energy Partners elects to not participate in certain projects, then EPO is responsible for funding 100% of such projects. To the extent such non-participated projects generate incremental earnings for Mont Belvieu Caverns in the future, the sharing ratio for Mont Belvieu Caverns (i.e., 66% Duncan Energy Partners and 34% EPO) will be adjusted to allocate such incremental cash flows to EPO. Under the terms of this agreement, Duncan Energy Partners may elect to acquire a 66% share of these projects at a later date. EPO made aggregate cash payments of \$36.2 million to Mont Belvieu Caverns during the three months ended March 31, 2008 in connection with the Mont Belvieu Caverns' LLC Agreement. The payments EPO makes under either the Omnibus Agreement or the Mont Belvieu Caverns' LLC Agreement are accounted for as additional investments by EPO in the underlying companies and are subsequently eliminated in the preparation of our consolidated financial statements.

Relationships with Unconsolidated Affiliates

Our significant related party revenue and expense transactions with unconsolidated affiliates consist of the sale of natural gas to Evangeline and the purchase of NGL storage, transportation and fractionation services from Promix. In addition, we sell natural gas to Promix and process natural gas at VESCO. For additional information regarding our unconsolidated affiliates, see Note 7.

See "Relationship with TEPPCO" within this Note 12 for a description of ongoing transactions involving our Jonah joint venture with TEPPCO.

Note 13. Earnings Per Unit

Basic earnings per unit is computed by dividing net income or loss allocated to limited partner interests by the weighted-average number of distribution-bearing units outstanding during a period. Diluted earnings per unit is computed by dividing net income or loss allocated to limited partner interests by the sum of (i) the weighted-average number of distribution-bearing units outstanding during a period (as used in determining basic earnings per unit); (ii) the weighted-average number of performance-based

phantom units outstanding during a period; and (iii) the number of incremental common units resulting from the assumed exercise of dilutive unit options outstanding during a period (the “incremental option units”).

In a period of net losses, restricted units, phantom units and incremental option units are excluded from the calculation of diluted earnings per unit due to their antidilutive effect. The dilutive incremental option units are calculated using the treasury stock method, which assumes that proceeds from the exercise of all in-the-money options at the end of each period are used to repurchase common units at an average market value during the period. The amount of common units remaining after the proceeds are exhausted represents the potentially dilutive effect of the securities.

The amount of net income or loss allocated to limited partner interests is net of our general partner’s share of such earnings. The following table presents the allocation of net income to EPGP for the periods indicated:

| | For the Three Months Ended March 31, | |
|--|---|------------|
| | 2008 | 2007 |
| Net income | \$ 259,609 | \$ 112,045 |
| Less incentive earnings allocations to EPGP | (29,852) | (25,260) |
| Net income available after incentive earnings allocation | 229,757 | 86,785 |
| Multiplied EPGP ownership interest | 2.0% | 2.0% |
| Standard earnings allocation to EPGP | \$ 4,595 | \$ 1,736 |
| Incentive earnings allocation to EPGP | \$ 29,852 | \$ 25,260 |
| Standard earnings allocation to EPGP | 4,595 | 1,736 |
| Additional earnings allocation to EPGP (1) | 1,730 | -- |
| Net income available to EPGP | \$ 36,177 | \$ 26,996 |

(1) For purposes of computing basic and diluted earnings per unit in periods when our aggregate net income exceeds the aggregate distributions for such periods, an increased amount of earnings is allocated to EPGP in applying Emerging Issues Task Force Issue No. 03-6, “Participating Securities and the Two-Class Method under FASB Statement No. 128” (“EITF 03-6”). Historically, our distributions to owners have exceeded earnings and as a result EITF 03-6 had no effect on our earnings per unit calculations.

The following table presents our calculation of basic and diluted earnings per unit for the periods indicated:

| | For the Three Months Ended March 31, | |
|--|---|------------|
| | 2008 | 2007 |
| Net income | \$ 259,609 | \$ 112,045 |
| Net income available to EPGP | (36,177) | (26,996) |
| Net income available to limited partners | \$ 223,432 | \$ 85,049 |
| BASIC EARNINGS PER UNIT | | |
| Numerator | | |
| Income before EPGP earnings allocation | \$ 259,609 | \$ 112,045 |
| Net income available to EPGP | (36,177) | (26,996) |
| Net income available to limited partners | \$ 223,432 | \$ 85,049 |
| Denominator | | |
| Common units | 433,962 | 431,633 |
| Time-vested restricted units | 1,640 | 1,110 |
| Total | 435,602 | 432,743 |
| Basic earnings per unit | | |
| Income before EPGP earnings allocation | \$ 0.60 | \$ 0.26 |
| Net income available to EPGP | (0.09) | (0.06) |
| Net income available to limited partners | \$ 0.51 | \$ 0.20 |
| DILUTED EARNINGS PER UNIT | | |
| Numerator | | |
| Income before EPGP earnings allocation | \$ 259,609 | \$ 112,045 |
| Net income available to EPGP | (36,177) | (26,996) |
| Net income available to limited partners | \$ 223,432 | \$ 85,049 |
| Denominator | | |
| Common units | 433,962 | 431,633 |
| Time-vested restricted units | 1,640 | 1,110 |
| Performance-based restricted units | 9 | 9 |
| Incremental option units | 339 | 520 |
| Total | 435,950 | 433,272 |
| Diluted earnings per unit | | |
| Income before EPGP earnings allocation | \$ 0.60 | \$ 0.26 |
| Net income available to EPGP | (0.09) | (0.06) |
| Net income available to limited partners | \$ 0.51 | \$ 0.20 |

Note 14. Commitments and Contingencies

Litigation

On occasion, we or our unconsolidated affiliates are named as a defendant in litigation relating to our normal business activities, including regulatory and environmental matters. Although we are insured against various business risks to the extent we believe it is prudent, there is no assurance that the nature and amount of such insurance will be adequate, in every case, to indemnify us against liabilities arising from future legal proceedings as a result of our ordinary business activities. We are unaware of any significant litigation, pending or threatened, that could have a significant adverse effect on our financial position, cash flows or results of operations.

On September 18, 2006, Peter Brinkerhoff, a purported unitholder of TEPPCO, filed a complaint in the Court of Chancery of New Castle County in the State of Delaware, in his individual capacity, as a putative class action on behalf of other unitholders of TEPPCO, and derivatively on behalf of TEPPCO, concerning, among other things, certain transactions involving TEPPCO and us or our affiliates. Mr. Brinkerhoff filed an amended complaint on July 12, 2007. The complaint names as defendants (i)

TEPPCO, certain of its current and former directors, and certain of its affiliates; (ii) us and certain of our affiliates; (iii) EPCO, Inc.; and (iv) Dan L. Duncan.

The amended complaint alleges, among other things, that the defendants caused TEPPCO to enter into certain transactions that were unfair to TEPPCO or otherwise unfairly favored Enterprise Products Partners or its affiliates over TEPPCO. These transactions are alleged to include: (i) the joint venture to further expand the Jonah system entered into by TEPPCO and Enterprise Products Partners in August 2006; (ii) the sale by TEPPCO of its Pioneer natural gas processing plant to Enterprise Products Partners in March 2006; and (iii) certain amendments to TEPPCO's partnership agreement, including a reduction in the maximum tier of TEPPCO's incentive distribution rights in exchange for TEPPCO common units. The amended complaint seeks (i) rescission of the amendments to TEPPCO's partnership agreement; (ii) damages for profits and special benefits allegedly obtained by defendants as a result of the alleged wrongdoings in the amended complaint; and (iii) awarding plaintiff costs of the action, including fees and expenses of his attorneys and experts. We believe this lawsuit is without merit and intend to vigorously defend against it. See Note 12 for additional information regarding our relationship with TEPPCO.

On February 13, 2007, EPO received notice from the U.S. Department of Justice ("DOJ") that it was the subject of a criminal investigation related to an ammonia release in Kingman County, Kansas on October 27, 2004 from a pressurized anhydrous ammonia pipeline owned by a third party, Magellan Ammonia Pipeline, L.P. ("Magellan"). EPO is the operator of this pipeline. On February 14, 2007, EPO received a letter from the Environment and Natural Resources Division ("ENRD") of the DOJ regarding this incident and a previous release of ammonia on September 27, 2004 from the same pipeline. The ENRD has indicated that it may pursue civil damages against EPO and Magellan as a result of these incidents. Based on this correspondence from the ENRD, the statutory maximum amount of civil fines that could be assessed against EPO and Magellan is up to \$17.4 million in the aggregate. EPO is cooperating with the DOJ and is hopeful that an expeditious resolution of this civil matter acceptable to all parties will be reached in the near future. Magellan has agreed to indemnify EPO for the civil matter. On September 4, 2007, we and the DOJ entered into a plea agreement whereby a wholly-owned subsidiary of EPO, Mapletree, LLC, pleaded guilty to a misdemeanor charge of negligence in connection with the releases and paid a fine of \$1.0 million. The plea agreement concludes the DOJ's criminal investigation into the ammonia releases. At this time, we do not believe that a final resolution of the civil claims by the ENRD will have a material impact on our consolidated financial position, cash flows or results of operations.

On October 25, 2006, a rupture in the Magellan Ammonia Pipeline resulted in the release of ammonia near Clay Center, Kansas. The pipeline has been repaired and environmental remediation tasks related to this incident have been completed. At this time, we do not believe that this incident will have a material impact on our consolidated financial position, results of operations or cash flows.

Several lawsuits have been filed by municipalities and other water suppliers against a number of manufacturers of reformulated gasoline containing methyl tertiary butyl ether. In general, such suits have not named manufacturers of this product as defendants, and there have been no such lawsuits filed against our subsidiary that owns an octane-additive production facility. It is possible, however, that former manufacturers such as our subsidiary could ultimately be added as defendants in such lawsuits or in new lawsuits.

The Attorney General of Colorado on behalf of the Colorado Department of Public Health and Environment filed suit against us and others on April 15, 2008 in connection with the construction of a pipeline near Parachute, Colorado. The State sought a temporary restraining order and an injunction to halt construction activities since it alleged that the defendants failed to install measures to minimize damage to the environment and to follow requirements for the pipeline's stormwater permit and appropriate stormwater plan. The State's complaint also seeks penalties for the above alleged failures. Defendants and the State agreed to certain stipulations that, among other things, require us to install specified environmental protection measures in the disturbed pipeline right-of-way to comply with regulations. We

are in the process of complying with the stipulations. The State has not yet assessed penalties and we are unable to predict the amount of penalties that may be assessed. At this time, we do not believe that this incident will have a material impact on our consolidated financial position, results of operations or cash flows.

Operating Leases

We lease certain property, plant and equipment under noncancelable and cancelable operating leases. Our significant lease agreements involve (i) the lease of underground caverns for the storage of natural gas and NGLs, (ii) leased office space with affiliates of EPCO, (iii) a railcar unloading terminal in Mont Belvieu, Texas and (iv) land held pursuant to right-of-way agreements. In general, our material lease agreements have original terms that range from two to 28 years and include renewal options that could extend the agreements for up to an additional 20 years. Lease expense is charged to operating costs and expenses on a straight line basis over the period of expected economic benefit. Contingent rental payments are expensed as incurred.

Lease and rental expense included in operating costs and expenses was \$9.0 million and \$8.1 million during the three months ended March 31, 2008 and 2007, respectively. There have been no material changes in our operating lease commitments since December 31, 2007.

Contractual Obligations

With the exception of the issuance of Senior Notes M and N by EPO in April 2008, there have been no significant changes in our consolidated scheduled maturities of long-term debt since those reported in our Annual Report on Form 10-K for the year ended December 31, 2007. See Note 18 for additional information regarding the issuance of senior notes by EPO.

Other Claims

As part of our normal business activities with joint venture partners and certain customers and suppliers, we occasionally have claims made against us as a result of disputes related to contractual agreements or similar arrangements. As of March 31, 2008, claims against us totaled approximately \$37.6 million. These matters are in various stages of assessment and the ultimate outcome of such disputes cannot be reasonably estimated. However, in our opinion, the likelihood of a material adverse outcome related to such disputes is remote. Accordingly, accruals for loss contingencies related to these matters, if any, that might result from the resolution of such disputes have not been reflected in our consolidated financial statements.

Note 15. Significant Risks and Uncertainties – Weather-Related Risks

Hurricanes Katrina and Rita affected certain of our Gulf Coast assets in the summer of 2005. With respect to these storms, we received nonrefundable cash proceeds of \$1.2 million from business interruption claims and \$9.6 million from property damage claims during the three months ended March 31, 2008. At March 31, 2008, we have \$31.4 million of estimated property damage claims outstanding related to these storms that we believe are probable of collection through 2009. To the extent we estimate the dollar value of such damages, please be aware that a change in our estimates may occur as additional information becomes available.

Note 16. Supplemental Cash Flow Information

Third parties may be obligated to reimburse us for all or a portion of expenditures on certain of our capital projects. The majority of such arrangements are associated with projects related to pipeline construction and production well tie-ins. We received \$6.8 million and \$39.1 million as contributions in aid of our construction costs during the three months ended March 31, 2008 and 2007, respectively.

The net effect of changes in operating assets and liabilities is as follows for the periods indicated:

| | For the Three Months Ended March 31, | |
|---|---|------------|
| | 2008 | 2007 |
| Decrease (increase) in: | | |
| Accounts and notes receivable | \$ (82,038) | \$ 8,641 |
| Inventories | 64,982 | (35,298) |
| Prepaid and other current assets | 17,365 | 5,969 |
| Other assets | (2,774) | 2,314 |
| Increase (decrease) in: | | |
| Accounts payable | (117,190) | (57,289) |
| Accrued product payable | 75,845 | 163,514 |
| Accrued expenses | (18,109) | 119,918 |
| Accrued interest | (47,172) | (10,814) |
| Other current liabilities | (47,652) | (26,701) |
| Other long-term liabilities | (169) | (1,351) |
| Net effect of changes in operating accounts | \$ (156,912) | \$ 168,903 |

We determine net cash provided by operating activities using the indirect method, which adjusts net income for items that did not affect cash. Under GAAP, we use the accrual basis of accounting to determine net income. This basis requires that we record revenue when earned and expenses when incurred. Earned revenues may include credit sales that have not been collected in cash and expenses incurred that may not have been paid in cash. The extent to which changes in operating accounts influence net cash provided by operating activities generally depends on the following:

- § The timing of cash receipts from revenue transactions and cash payments for expense transactions near the end of each reporting period. For example, if significant cash receipts are posted on the last day of the current reporting period, but subsequent payments on expense invoices are made on the first day of the next reporting period, cash provided by operating activities will reflect an increase in the current reporting period that will be reduced as payments are made in the next period. We employ prudent cash management practices and monitor our daily cash requirements to meet our ongoing liquidity needs.
- § If commodity or other prices increase between reporting periods, changes in accounts receivable and accounts payable and accrued expenses may appear larger than in previous periods; however, overall levels of receivables and payables may still reflect normal ranges. From a receivables standpoint, we monitor the amount of credit extended to customers.
- § Additions to inventory for forward sales transactions or other reasons or increased expenditures for prepaid items would be reflected as a use of cash and reduce overall cash provided by operating activities in a given reporting period. As these assets are charged to expense in subsequent periods, the expense amount is reflected as a positive change in operating accounts; however, there is no impact on operating cash flows.

In addition to the adjustments noted above, noncash charges in the income statement are added back to net income and noncash credits are deducted to compute net cash provided by operating activities. Examples of noncash charges include depreciation and amortization.

Note 17. Condensed Financial Information of EPO

EPO conducts substantially all of our business. Currently, we have no independent operations and no material assets outside those of EPO. EPO consolidates the financial statements of Duncan Energy Partners with those of its own.

Enterprise Products Partners L.P. guarantees the debt obligations of EPO, with the exception of the Dixie revolving credit facility and Duncan Energy Partners' revolving credit facility. If EPO were to default on any of its guaranteed debt, Enterprise Products Partners L.P. would be responsible for full repayment of that obligation. See Note 9 for additional information regarding our consolidated debt obligations.

The reconciling items between our consolidated financial statements and those of EPO are insignificant. The following table presents condensed consolidated statements of operations data for EPO for the periods indicated:

| | For the Three Months Ended March 31, | |
|--|---|--------------|
| | 2008 | 2007 |
| Revenues | \$ 5,684,535 | \$ 3,322,854 |
| Costs and expenses | 5,331,835 | 3,139,730 |
| Equity in income of unconsolidated affiliates | 14,592 | 6,179 |
| Operating income | 367,292 | 189,303 |
| Other expense | (91,057) | (61,964) |
| Income before provision for income taxes and minority interest | 276,235 | 127,339 |
| Provision for income taxes | (3,658) | (8,779) |
| Income before minority interest | 272,577 | 118,560 |
| Minority interest | (12,450) | (5,743) |
| Net income | \$ 260,127 | \$ 112,817 |

The following table presents condensed consolidated balance sheet data for EPO at the dates indicated:

| | December | |
|---|-------------------|---------------|
| | March 31, 2008 | 31, 2007 |
| ASSETS | | |
| Current assets | \$ 2,613,199 | \$ 2,545,297 |
| Property, plant and equipment, net | 12,107,790 | 11,587,264 |
| Investments in and advances to unconsolidated affiliates, net | 857,535 | 858,339 |
| Intangible assets, net | 906,968 | 917,000 |
| Goodwill | 591,652 | 591,652 |
| Deferred tax asset | 2,723 | 3,113 |
| Other assets | 120,687 | 112,345 |
| Total | \$ 17,200,554 | \$ 16,615,010 |
| LIABILITIES AND MEMBERS' EQUITY | | |
| Current liabilities | \$ 2,927,785 | \$ 3,044,002 |
| Long-term debt | 7,518,496 | 6,906,145 |
| Other long-term liabilities | 94,587 | 95,112 |
| Minority interest | 436,584 | 439,854 |
| Members' equity | 6,223,102 | 6,129,897 |

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| | | |
|---|---------------|---------------|
| Total | \$ 17,200,554 | \$ 16,615,010 |
| Total EPO debt obligations guaranteed by Enterprise Products Partners L.P. | \$ 7,271,500 | \$ 6,686,500 |

Note 18. Subsequent Event

In April 2008, EPO sold \$400.0 million in principal amount of 5.65% senior notes due 2013 (“Senior Notes M”) and \$700.0 million in principal amount of 6.50% senior notes due 2019 (“Senior Notes N”). The Senior Notes M were issued at 99.906% of their principal amount and will pay interest semi-annually in arrears on April 1 and October 1 of each year, beginning October 1, 2008. The Senior Notes N were issued at 99.866% of their principal amount and will pay interest semi-annually in arrears on January 31 and July 31 of each year, beginning July 31, 2008. EPO used the net proceeds from the issuance of these notes to temporarily reduce indebtedness outstanding under its Multi-Year Revolving Credit Facility (see Note 9).

EPO may redeem the notes before their maturity in whole, at any time, or in part, from time to time, prior to maturity, at a redemption price that includes accrued and unpaid interest and a make-whole premium. These notes were issued under an indenture containing certain covenants, which restrict EPO’s ability, with certain exceptions, to incur debt secured by liens and engage in sale and leaseback transactions.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

For the three months ended March 31, 2008 and 2007.

The following information should be read in conjunction with our Unaudited Condensed Consolidated Financial Statements and our accompanying notes included under Item 1 of this Quarterly Report on Form 10-Q and with the information contained within our Annual Report on Form 10-K for the year ended December 31, 2007. Our discussion and analysis includes the following:

§ Cautionary Note Regarding Forward-Looking Statements.

§ Significant Relationships Referenced in this Discussion and Analysis.

§ Overview of Business.

§ Recent Developments – Discusses significant developments since December 31, 2007.

§ Results of Operations – Discusses material quarter-to-quarter variances in our Unaudited Condensed Statements of Consolidated Operations.

§ Liquidity and Capital Resources – Addresses available sources of liquidity and capital resources and includes a discussion of our capital spending program.

§ Overview of Critical Accounting Policies and Estimates.

§ Other Items – Includes information related to contractual obligations, off-balance sheet arrangements, related party transactions, recent accounting pronouncements and similar disclosures.

As generally used in the energy industry and in this discussion, the identified terms have the following meanings:

| | |
|--------|---------------------------------|
| /d | = per day |
| BBtus | = billion British thermal units |
| Bcf | = billion cubic feet |
| MBPD | = thousand barrels per day |
| MMBbls | = million barrels |
| MMBtus | = million British thermal units |
| MMcf | = million cubic feet |

Our financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP").

Cautionary Note Regarding Forward-Looking Statements

This discussion contains various forward-looking statements and information that are based on our beliefs and those of our general partner, as well as assumptions made by us and information currently available to us. When used in this document, words such as "anticipate," "project," "expect," "plan," "seek," "goal," "forecast," "intend," "could," "should," "may," "potential" and similar expressions and statements regarding our plans and objectives for future operations, are intended to identify forward-looking statements. Although we and our general partner believe that such expectations reflected in such forward-looking statements are reasonable, neither we nor our general partner can give any

assurances that such expectations will prove to be correct. Such statements are subject to a variety of risks, uncertainties and assumptions as described in more detail in Item 1A, "Risk Factors," included in our Annual Report on Form 10-K for 2007. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may vary

materially from those anticipated, estimated, projected or expected. You should not put undue reliance on any forward-looking statements.

Significant Relationships Referenced in this Discussion and Analysis

Unless the context requires otherwise, references to “we,” “us,” “our,” or “Enterprise Products Partners” are intended to mean the business and operations of Enterprise Products Partners L.P. and its consolidated subsidiaries.

References to “EPO” mean Enterprise Products Operating LLC, which is a wholly owned subsidiary of Enterprise Products Partners.

References to “Duncan Energy Partners” mean Duncan Energy Partners L.P., which is a consolidated subsidiary of EPO. Duncan Energy Partners is a publicly traded Delaware limited partnership, the common units of which are listed on the New York Stock Exchange (“NYSE”) under the ticker symbol “DEP.” References to “DEP GP” mean DEP Holdings, LLC, which is the general partner of Duncan Energy Partners and is wholly owned by EPO.

References to “EPGP” mean Enterprise Products GP, LLC, which is our general partner.

References to “Enterprise GP Holdings” mean Enterprise GP Holdings L.P., a publicly traded affiliate, the units of which are listed on the NYSE under the ticker symbol “EPE.” Enterprise GP Holdings owns EPGP. References to “EPE Holdings” mean EPE Holdings, LLC, which is the general partner of Enterprise GP Holdings.

References to “TEPPCO” mean TEPPCO Partners, L.P., a publicly traded affiliate, the common units of which are listed on the NYSE under the ticker symbol “TPP.” References to “TEPPCO GP” refer to Texas Eastern Products Pipeline Company, LLC, which is the general partner of TEPPCO and is wholly owned by Enterprise GP Holdings.

References to “Energy Transfer Equity” mean the business and operations of Energy Transfer Equity, L.P. and its consolidated subsidiaries, which include Energy Transfer Partners, L.P. (“ETP”). Energy Transfer Equity is a publicly traded Delaware limited partnership, the common units of which are listed on the NYSE under the ticker symbol “ETE.” The general partner of Energy Transfer Equity is LE GP, LLC (“LE GP”). On May 7, 2007, Enterprise GP Holdings acquired non-controlling interests in both LE GP and Energy Transfer Equity.

References to “Employee Partnerships” mean EPE Unit L.P. (“EPE Unit I”), EPE Unit II, L.P. (“EPE Unit II”), EPE Unit III, L.P. (“EPE Unit III”) and Enterprise Unit L.P. (“Enterprise Unit”), collectively, which are private company affiliates of EPCO, Inc.

References to “EPCO” mean EPCO, Inc. and its wholly-owned private company affiliates, which are related party affiliates to all of the foregoing named entities.

Overview of Business

We are a North American midstream energy company providing a wide range of services to producers and consumers of natural gas, natural gas liquids (“NGLs”), crude oil and certain petrochemicals. In addition, we are an industry leader in the development of pipeline and other midstream energy infrastructure in the continental United States and Gulf of Mexico. We are a publicly traded Delaware limited partnership formed in 1998, the common units of which are listed on the NYSE under the ticker symbol “EPD.”

Our midstream energy asset network links producers of natural gas, NGLs and crude oil from some of the largest supply basins in the United States, Canada and the Gulf of Mexico with domestic consumers and international

markets. We have four reportable business segments: NGL Pipelines &

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Services; Onshore Natural Gas Pipelines & Services; Offshore Pipelines & Services; and Petrochemical Services. Our business segments are generally organized and managed according to the type of services rendered (or technologies employed) and products produced and/or sold.

We conduct substantially all of our business through EPO. We are owned 98% by our limited partners and 2% by our general partner, EPGP. EPGP is owned 100% by Enterprise GP Holdings. We, EPO, Duncan Energy Partners, DEP GP, EPGP, Enterprise GP Holdings, EPE Holdings, TEPPCO and TEPPCO GP are affiliates and under the common control of Dan L. Duncan, the Group Co-Chairman and the controlling shareholder of EPCO.

Recent Developments

The following information highlights our significant developments since January 1, 2008 through the date of this filing.

Independence Trail and Hub Operations Temporarily Suspended

In April 2008, production at the Independence Hub natural gas platform at Mississippi Canyon Block 920 in the deepwater Gulf of Mexico was shut-in as a result of a leak on the Independence Trail export pipeline. Initial investigations indicate that the leak originated from a stainless steel o-ring gasket located on the flex joint connection located between the platform and the export pipeline in 85 feet of water. The flex joint assembly allows the pipeline to withstand movements caused by the platform. We are in the process of making repairs and expect operations to resume during the first half of May 2008. While the Independence Hub platform and Trail pipeline do not earn volumetric fees during this period of suspended operations, Independence Hub continues to earn its fixed demand revenues of approximately \$5 million per month. The estimated impact of this downtime to gross operating margin is approximately \$0.4 million per day.

EPO Issues \$1.1 Billion of Senior Notes

In April 2008, EPO sold \$400.0 million in principal amount of 5.65% fixed-rate, unsecured senior notes due April 2013 (“Senior Notes M”) and \$700.0 million in principal amount of 6.50% fixed-rate, unsecured senior notes due January 2019 (“Senior Notes N”). Net proceeds from this offering were used to temporarily reduce borrowings outstanding under EPO’s Multi-Year Revolving Credit Facility. For additional information regarding this issuance of debt, see Note 18 of the Notes to Unaudited Condensed Consolidated Financial Statements included under Item 1 of this Quarterly Report.

Petal Gas Storage, LLC Submits FERC Application for Expansion of Storage Facility

In February 2008, Petal Gas Storage, LLC (“Petal”), a wholly-owned subsidiary of EPO, submitted an application to the Federal Energy Regulatory Commission (“FERC”) to further expand its natural gas storage facility located near Petal, Mississippi. The project is expected to be completed during the second quarter of 2010 and will include two new underground storage caverns, which will have an estimated 10 Bcf of working capacity. The Petal natural gas storage facility currently has a gross storage capacity of 14.1 Bcf.

Definitive Agreements to Construct New Rockies Natural Gas Pipeline Hub

In February 2008, we entered into definitive agreements with Questar Pipeline Company (“Questar”) to develop a new natural gas pipeline hub in the Rockies. As proposed, the White River Hub would be a header system that will be owned equally by us and Questar. The facilities would connect our natural gas processing complex near Meeker, Colorado, with up to six interstate pipelines in the Piceance Basin area, including the Questar Pipeline.

Our Pioneer Cryogenic Natural Gas Processing Facility Commences Operations

In February 2008, we commenced operations at our recently completed Pioneer cryogenic natural gas processing facility. Located near the Opal Hub in southwestern Wyoming, this new facility is designed to process up to 750 MMcf/d of natural gas and extract as much as 30 MBPD of NGLs. We intend to maintain the operational capability of our Pioneer silica gel natural gas processing plant, which is located adjacent to the Pioneer cryogenic plant, as a back-up to provide producers with additional assurance of our processing capability at the complex. NGLs extracted at our Pioneer complex are transported on our Mid-America Pipeline System and ultimately to our Hobbs and Mont Belvieu NGL fractionators.

In late March 2008, operations at our Pioneer cryogenic natural gas processing facility were temporarily suspended following a release of natural gas and subsequent fire. No injuries resulted from the incident, which was restricted to a small area within the plant. The facility resumed operations in late April 2008.

Results of Operations

We have four reportable business segments: NGL Pipelines & Services, Onshore Natural Gas Pipelines & Services, Offshore Pipelines & Services and Petrochemical Services. Our business segments are generally organized and managed according to the type of services rendered (or technologies employed) and products produced and/or sold.

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 financial measure most directly comparable to total segment gross operating margin is operating income. Our non-GAAP financial measure of total segment gross operating margin should not be considered as an alternative to GAAP operating income.

We define total segment gross operating margin as consolidated operating income before (i) depreciation, amortization and accretion expense; (ii) operating lease expenses for which we do not have the payment obligation; (iii) gains and losses on the sale of assets; and (iv) general and administrative costs. Gross operating margin is exclusive of other income and expense transactions, provision for income taxes, minority interest, extraordinary charges and the cumulative effect of change in accounting principle. 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 intersegment and intrasegment transactions. Intercompany accounts and transactions are eliminated in consolidation.

We include earnings from equity method 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 our 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 assumed versus what we could accomplish on a stand-alone basis. Many of these businesses perform supporting or complementary roles to our other business operations. As circumstances dictate, we may increase our ownership interest in equity investments, which could result in their subsequent consolidation into our operations.

Our consolidated gross operating margin amounts include the gross operating margin amounts of Duncan Energy Partners on a 100% basis. Volumetric data associated with the operations of Duncan Energy Partners are also

included on a 100% basis in our consolidated statistical data.

For additional information regarding our business segments, see Note 11 of the Notes to Unaudited Condensed Consolidated Financial Statements included under Item 1 of this Quarterly Report

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Selected Price and Volumetric Data

The following table illustrates selected quarterly industry index prices for natural gas, crude oil and selected NGL and petrochemical products for the periods presented.

| | Natural Gas, \$/MMBtu (1) | Crude Oil, \$/barrel (2) | Ethane, \$/gallon (1) | Normal Propane, \$/gallon (1) | Butane, \$/gallon (1) | Isobutane, \$/gallon (1) | Natural Gasoline, \$/gallon (1) | Polymer Grade Propylene, \$/pound (1) | Refinery Grade Propylene, \$/pound (1) |
|------------------|------------------------------------|-----------------------------------|-----------------------------|--|-----------------------------|--------------------------------|--|---|--|
| 2007 | | | | | | | | | |
| 1st Quarter | \$6.77 | \$58.02 | \$0.59 | \$0.97 | \$1.13 | \$1.22 | \$1.37 | \$0.45 | \$0.40 |
| 2nd Quarter | \$7.55 | \$64.97 | \$0.72 | \$1.13 | \$1.33 | \$1.45 | \$1.65 | \$0.51 | \$0.46 |
| 3rd Quarter | \$6.16 | \$75.48 | \$0.82 | \$1.23 | \$1.44 | \$1.49 | \$1.68 | \$0.52 | \$0.46 |
| 4th Quarter | \$6.97 | \$90.75 | \$1.04 | \$1.51 | \$1.79 | \$1.80 | \$2.01 | \$0.59 | \$0.54 |
| 2007 Averages | \$6.86 | \$72.30 | \$0.79 | \$1.21 | \$1.42 | \$1.49 | \$1.68 | \$0.52 | \$0.47 |

| | | | | | | | | | |
|-------------|--------|---------|--------|--------|--------|--------|--------|--------|--------|
| 2008 | | | | | | | | | |
| 1st Quarter | \$8.03 | \$97.91 | \$1.01 | \$1.47 | \$1.80 | \$1.87 | \$2.12 | \$0.61 | \$0.54 |

(1) Natural gas, NGL, polymer grade propylene and refinery grade propylene prices represent an average of various commercial index prices including Oil Price Information Service ("OPIS") and Chemical Market Associates, Inc. ("CMAI"). Natural gas price is representative of Henry-Hub I-FERC. NGL prices are representative of Mont Belvieu Non-TET pricing. Refinery grade propylene represents an average of CMAI spot prices. Polymer-grade propylene represents average CMAI contract pricing.

(2) Crude oil price is representative of an index price for West Texas Intermediate.

The following table presents our significant average throughput, production and processing volumetric data. These statistics are reported on a net basis, taking into account our ownership interests in certain joint ventures, and reflect the periods in which we owned an interest in such operations. These statistics include volumes for newly constructed assets since the dates such assets were placed into service and for recently purchased assets since the date of acquisition.

| | For the Three Months Ended March 31, | |
|---|---|-------|
| | 2008 | 2007 |
| NGL Pipelines & Services, net: | | |
| NGL transportation volumes (MBPD) | 1,831 | 1,607 |
| NGL fractionation volumes (MBPD) | 423 | 351 |
| Equity NGL production (MBPD) | 101 | 70 |
| Fee-based natural gas processing (MMcf/d) | 2,669 | 2,401 |
| Onshore Natural Gas Pipelines & Services, net: | | |
| Natural gas transportation volumes (BBtus/d) | 6,981 | 6,086 |
| Offshore Pipelines & Services, net: | | |
| | 1,936 | 1,384 |

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| | | |
|---|-------|-------|
| Natural gas transportation volumes (BBtus/d) | | |
| Crude oil transportation volumes (MBPD) | 206 | 153 |
| Platform gas processing (MMcf/d) | 830 | 162 |
| Platform oil processing (MBPD) | 21 | 20 |
| Petrochemical Services, net: | | |
| Butane isomerization volumes (MBPD) | 96 | 95 |
| Propylene fractionation volumes (MBPD) | 58 | 61 |
| Octane additive production volumes (MBPD) | 7 | 7 |
| Petrochemical transportation volumes (MBPD) | 115 | 102 |
| Total, net: | | |
| NGL, crude oil and petrochemical transportation volumes (MBPD) | 2,152 | 1,862 |
| Natural gas transportation volumes (BBtus/d) | 8,917 | 7,470 |
| Equivalent transportation volumes (MBPD) (1) | 4,499 | 3,828 |

(1) Reflects equivalent energy volumes where 3.8 MMBtus of natural gas are equivalent to one barrel of NGLs.

Comparison of Results of Operations

The following table summarizes the key components of our results of operations for the periods indicated (dollars in thousands):

| | For the Three Months Ended March 31, | |
|---|---|--------------|
| | 2008 | 2007 |
| Revenues | \$ 5,684,535 | \$ 3,322,854 |
| Operating costs and expenses | 5,311,190 | 3,124,479 |
| General and administrative costs | 21,205 | 16,630 |
| Equity in income of unconsolidated affiliates | 14,592 | 6,179 |
| Operating income | 366,732 | 187,924 |
| Interest expense | 91,946 | 63,358 |
| Net income | 259,609 | 112,045 |

Our gross operating margin by segment and in total is as follows for the periods indicated (dollars in thousands):

| | For the Three Months Ended March 31, | |
|--|---|------------|
| | 2008 | 2007 |
| Gross operating margin by segment: | | |
| NGL Pipelines & Services | \$ 289,742 | \$ 190,694 |
| Onshore Natural Gas Pipelines & Services | 109,905 | 76,515 |
| Offshore Pipelines & Services | 81,571 | 19,707 |
| Petrochemical Services | 41,003 | 37,583 |
| Total segment gross operating margin | \$ 522,221 | \$ 324,499 |

For a reconciliation of non-GAAP gross operating margin to GAAP operating income and further to GAAP income before provision for income taxes and minority interest, see "Other Items – Non-GAAP reconciliations" included within this Item 2.

The following table summarizes the contribution to consolidated revenues from the sale of NGL, natural gas and petrochemical products during the periods indicated (dollars in thousands):

| | For the Three Months Ended March 31, | |
|---|---|--------------|
| | 2008 | 2007 |
| NGL Pipelines & Services: | | |
| Sale of NGL products | \$ 4,062,043 | \$ 2,191,624 |
| Percent of consolidated revenues | 71% | 66% |
| Onshore Natural Gas Pipelines & Services: | | |
| Sale of natural gas | \$ 646,318 | \$ 361,031 |
| Percent of consolidated revenues | 11% | 11% |
| Petrochemical Services: | | |
| Sale of petrochemical products | \$ 534,387 | \$ 387,752 |
| Percent of consolidated revenues | 9% | 12% |

As noted in the following section, changes in our revenues and costs and expenses quarter-to-quarter are explained in part by changes in energy commodity prices.

Comparison of Three Months Ended March 31, 2008 with
Three Months Ended March 31, 2007

Revenues for the first quarter of 2008 were \$5.68 billion compared to \$3.32 billion for the first quarter of 2007. The quarter-to-quarter increase in consolidated revenues is primarily due to higher sales volumes and energy commodity prices during the first quarter of 2008 relative to the first quarter of 2007.

These factors accounted for \$2.16 billion of the quarter-to-quarter increase in consolidated revenues associated with our NGL, natural gas and petrochemical marketing activities. Consolidated revenues increased \$197.5 million quarter-to-quarter due to the addition of revenues from newly constructed assets, principally our Meeker and Pioneer natural gas processing plants and our Independence Hub and Trail projects.

Operating costs and expenses were \$5.31 billion for the first quarter of 2008 versus \$3.12 billion for the first quarter of 2007. The \$2.19 billion quarter-to-quarter increase in consolidated operating costs and expenses is primarily due to higher cost of sales associated with our marketing activities. The cost of sales of our marketing activities increased \$1.86 billion quarter-to-quarter primarily due to higher sales volumes and energy commodity prices. Likewise, the operating costs and expenses of our natural gas processing plants increased \$179.4 million quarter-to-quarter primarily due to higher processing volumes and energy commodity prices. Consolidated operating costs and expenses attributable to newly constructed assets increased \$125.1 million quarter-to-quarter. General and administrative costs increased \$4.6 million quarter-to-quarter.

Changes in our revenues and costs and expenses quarter-to-quarter are explained in part by changes in energy commodity prices. The weighted-average indicative market price for NGLs was \$1.49 per gallon during the first quarter of 2008 versus \$0.95 per gallon during the first quarter of 2007. Our determination of the weighted-average indicative market price for NGLs is based on U.S. Gulf Coast prices for such products at Mont Belvieu, Texas, which is the primary industry hub for domestic NGL production. The market price of natural gas (as measured at Henry Hub) averaged \$8.03 per MMBtu during the first quarter of 2008 versus \$6.77 per MMBtu during the first quarter of 2007. See the table on page 44 for additional historical energy commodity pricing information.

Equity earnings from our unconsolidated affiliates were \$14.6 million for the first quarter of 2008 compared to \$6.2 million for the first quarter of 2007. Equity earnings from our investment in Cameron Highway Oil Pipeline Company (“Cameron Highway”) increased \$8.3 million quarter-to-quarter due to higher transportation volumes and lower interest expense. On a 100% basis, Cameron Highway had crude oil transportation volumes of 190 MBPD during the first quarter of 2008 compared to 67 MBPD during the first quarter of 2007. Equity earnings from our investment in Jonah Gas Gathering Company (“Jonah”) increased \$4.7 million quarter-to-quarter. We earned a fixed 19.4% interest in Jonah during the third quarter of 2007 upon completion of certain achievements with respect to the Phase V Expansion of the Jonah Gathering System. Equity earnings from our investment in Venice Energy Services Company L.L.C. (“VESCO”) decreased \$4.2 million quarter-to-quarter primarily due to an adjustment in connection with certain repair projects.

Operating income for the first quarter of 2008 was \$366.7 million compared to \$187.9 million for the first quarter of 2007. Collectively, the aforementioned changes in revenues, costs and expenses and equity earnings contributed to the \$178.8 million increase in operating income quarter-to-quarter.

Interest expense increased \$28.6 million quarter-to-quarter primarily due to our issuance of junior subordinated notes in the second quarter of 2007 and Senior Notes L in the third quarter of 2007. Average debt outstanding during the first quarter of 2008 was \$7.18 billion compared to \$5.40 billion during the first quarter of 2007. Minority interest expense increased \$6.8 million quarter-to-quarter attributable to the public unit holders of Duncan Energy Partners and third-party ownership interests in the Independence Hub platform. Provision for income taxes decreased \$5.1 million quarter-to-quarter primarily due to lower expenses related to the Texas Margin Tax during the first quarter of 2008 relative to the first quarter of 2007.

As a result of items noted in the previous paragraphs, our consolidated net income increased \$147.6 million quarter-to-quarter to \$259.6 million in the first quarter of 2008 compared to \$112.0 million in the first quarter of 2007.

The following information highlights significant quarter-to-quarter variances in gross operating margin by business segment:

NGL Pipelines & Services. Gross operating margin from this business segment was \$289.7 million for the first quarter of 2008 compared to \$190.7 million for the first quarter of 2007. Strong demand for NGLs from the petrochemical and motor gasoline refining industries as well as a return to normal winter weather in the Midwestern United States contributed to the \$99.0 million quarter-to-quarter increase in segment gross operating margin. The first quarter of 2008 includes \$1.1 million of proceeds from business interruption insurance claims compared to \$1.4 million of proceeds during the first quarter of 2007. The following paragraphs provide a discussion of segment results excluding proceeds from business interruption insurance claims.

Gross operating margin from our natural gas processing and related NGL marketing business was \$177.7 million for the first quarter of 2008 compared to \$85.4 million for the first quarter of 2007. Gross operating margin from our NGL marketing business increased \$41.7 million quarter-to-quarter primarily due to higher NGL sales margins and volumes during the first quarter of 2008 relative to the first quarter of 2007. Our NGL marketing business benefited from additional equity NGL production at the Pioneer and Meeker cryogenic natural gas processing facilities, which became operational during February 2008 and October 2007, respectively. Collectively, gross operating margin from our Meeker and Pioneer facilities increased \$31.9 million quarter-to-quarter. These facilities contributed an additional 38 MBPD of equity NGL production during the first quarter of 2008.

Our natural gas processing business also benefited from improved natural gas processing margins in South Texas and the Permian Basin during the first quarter of 2008 relative to the first quarter of 2007. Gross operating margin from our South Texas processing plants and Chaco facility experienced a quarter-to-quarter increase of \$12.0 million and \$11.8 million, respectively. Total fee-based processing volumes increased to 2.7 Bcf/d during the first quarter of 2008 from 2.4 Bcf/d during the first quarter of 2007. Likewise, equity NGL production increased to 101 MBPD during the first quarter of 2008 from 70 MBPD during the first quarter of 2007.

Gross operating margin from our NGL pipelines and related storage business was \$86.1 million for the first quarter of 2008 compared to \$78.7 million for the first quarter of 2007. Total NGL transportation volumes increased to 1,831 MBPD during the first quarter of 2008 from 1,607 MBPD during the first quarter of 2007. The \$7.4 million quarter-to-quarter increase in gross operating margin and 224 MBPD increase in transportation volumes from this business is primarily due to increased NGL transportation volumes on our Mid-America Pipeline System.

Gross operating margin from NGL fractionation was \$24.8 million for the first quarter of 2008 compared to \$25.2 million for the first quarter of 2007. Fractionation volumes increased from 351 MBPD during the first quarter of 2007 to 423 MBPD during the first quarter of 2008. Our Hobbs fractionator, which became operational in August 2007, contributed \$4.1 million of gross operating margin on 73 MBPD of NGL fractionation volumes during the first quarter of 2008. In addition, gross operating margin from our Norco and Promix fractionators increased \$3.1 million, collectively, due to a 14 MBPD quarter-to-quarter increase in volumes and higher fees. Results from our Hobbs, Norco and Promix fractionators were more than offset by a \$7.6 million decrease in gross operating margin and a 15 MBPD decrease in volumes from our other fractionation facilities, principally the Mont Belvieu fractionator. Our Mont Belvieu fractionator experienced down-time during the first quarter of 2008 for scheduled maintenance outages.

Onshore Natural Gas Pipelines & Services. Gross operating margin from this business segment was \$109.9 million for the first quarter of 2008 compared to \$76.5 million for the first quarter of 2007. Our onshore natural gas transportation volumes were 6,981 BBtu/d during the first quarter of 2008 compared to 6,086 BBtu/d during the first quarter of 2007. Gross operating margin from our onshore natural gas pipeline business was \$99.4 million in the first quarter of 2008 compared to \$71.3 million in the first quarter of 2007. The \$28.1 million quarter-to-quarter increase in gross operating margin from this business is primarily due to (i) higher transportation activity on our Texas

Intrastate System, (ii) higher revenues

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from our San Juan Gathering System and (iii) increased equity earnings from our investment in Jonah. The Jonah Gathering System contributed 393 BBtu/d of natural gas transportation volumes net to our interest during the first quarter of 2008.

Gross operating margin from our natural gas storage business was \$10.5 million in the first quarter of 2008 compared to \$5.2 million in the first quarter of 2007. The \$5.3 million quarter-to-quarter increase in gross operating margin is primarily due to increased storage activity at our Petal natural gas storage facility. We placed an additional natural gas storage cavern having 1.6 Bcf of subscribed capacity in operation at the Petal facility during the third quarter of 2007.

Offshore Pipelines & Services. Gross operating margin from this business segment was \$81.6 million for the first quarter of 2008 compared to \$19.7 million for the first quarter of 2007. Gross operating margin from our Independence project increased \$50.5 million quarter-to-quarter to \$54.5 million for the first quarter of 2008 on average natural gas throughput of 867 BBtus/d. Results for this business segment for the first quarter of 2008 include \$0.2 million of proceeds from business interruption insurance claims. The following paragraphs provide a discussion of segment results excluding proceeds from business interruption insurance claims.

Gross operating margin from our offshore platform services business was \$43.6 million for the first quarter of 2008 compared to \$13.9 million for the first quarter of 2007. The \$29.7 million quarter-to-quarter increase in gross operating margin is primarily due to our completion of the Independence Hub platform during March 2007. Our net platform natural gas processing volumes increased to 830 MMcf/d during the first quarter of 2008 compared to 162 MMcf/d during the first quarter of 2007.

Gross operating margin from our offshore natural gas pipeline business was \$25.6 million for the first quarter of 2008 compared to \$1.8 million for the first quarter of 2007. Offshore natural gas transportation volumes were 1,936 BBtu/d during the first quarter of 2008 compared to 1,384 BBtu/d during the first quarter of 2007. Our Independence Trail Pipeline, which received first production in July 2007, reported \$21.8 million of gross operating margin and 867 BBtus/d of transportation volumes for the first quarter of 2008. Gross operating margin increased \$6.4 million quarter-to-quarter on our HIOS system primarily due to an increase in the tariff rate charged to shippers. Collectively, gross operating margin from our Viosca Knoll, Phoenix and Falcon pipeline systems decreased \$4.0 million quarter-to-quarter primarily due to lower gathering volumes.

Gross operating margin from our offshore crude oil pipeline business was \$12.1 million for the first quarter of 2008 versus \$4.0 million for the first quarter of 2007. The \$8.1 million increase in gross operating margin quarter-to-quarter is primarily due to increased equity earnings from Cameron Highway. Cameron Highway benefited from higher crude oil transportation volumes and lower interest expense in the first quarter of 2008 relative to the first quarter of 2007. Crude oil transportation volumes on the Cameron Highway Oil Pipeline System net to our ownership interest were 95 MBPD in the first quarter of 2008 compared to 34 MBPD in the first quarter of 2007. Total offshore crude oil transportation volumes were 206 MBPD during the first quarter of 2008 versus 153 MBPD during the first quarter of 2007.

Petrochemical Services. Gross operating margin from this business segment was \$41.0 million for the first quarter of 2008 compared to \$37.6 million for the first quarter of 2007. Gross operating margin from our butane isomerization business was \$27.9 million for the first quarter of 2008 compared to \$20.8 million for the first quarter of 2007. The \$7.1 million quarter-to-quarter increase in gross operating margin is primarily due to higher volumes and energy commodity prices during the first quarter of 2008 relative to the first quarter of 2007. Butane isomerization volumes were 96 MBPD during the first quarter of 2008 compared to 95 MBPD during the first quarter of 2007.

Gross operating margin from our propylene fractionation and pipeline business was \$15.4 million for the first quarter of 2008 compared to \$18.0 million for the first quarter of 2007. The \$2.6 million quarter-to-quarter decrease in gross operating margin is largely due to lower sales margins associated with our petrochemical marketing activities during the first quarter of 2008 relative to the first quarter of 2007. Gross operating margin from our octane enhancement business was a loss of \$2.2 million for the first

quarter of 2008 compared to a loss of \$1.2 million for the first quarter of 2007. Gross operating margin from this business decreased \$1.0 million quarter-to-quarter primarily due to higher power-related operating costs. Our octane enhancement facility typically experiences down-time during the first quarter of each year for scheduled annual maintenance activities.

Liquidity and Capital Resources

Our primary cash requirements, in addition to normal operating expenses and debt service, are for working capital, capital expenditures, business acquisitions and distributions to our partners. We expect to fund our short-term needs for such items as operating expenses and sustaining capital expenditures with operating cash flows and short-term revolving credit arrangements. Capital expenditures for long-term needs resulting from internal growth projects and business acquisitions are expected to be funded by a variety of sources (either separately or in combination) including net cash flows provided by operating activities, borrowings under credit facilities, the issuance of additional equity and debt securities and proceeds from divestitures of ownership interest in assets to affiliates or third parties. We expect to fund cash distributions to partners primarily with operating cash flows. Our debt service requirements are expected to be funded by operating cash flows and/or refinancing arrangements.

At March 31, 2008, we had \$65.6 million of unrestricted cash on hand and approximately \$440.0 million of available credit under EPO's Multi-Year Revolving Credit Facility. At March 31, 2008, there was approximately \$110.9 million of available credit under Duncan Energy Partners' Revolving Credit Facility. In total, we had approximately \$7.5 billion in principal outstanding under consolidated debt agreements at March 31, 2008. After adjusting for the net proceeds of our April 2008 debt offering, our liquidity at March 31, 2008 was approximately \$1.6 billion. For additional information regarding this issuance of debt, see Note 18 of the Notes to Unaudited Condensed Consolidated Financial Statements included under Item 1 of this Quarterly Report.

As a result of our growth objectives, we expect to access debt and equity capital markets from time-to-time and we believe that financing arrangements to support our growth activities can be obtained on reasonable terms. Furthermore, we believe that maintenance of an investment grade credit rating combined with continued ready access to debt and equity capital at reasonable rates and sufficient trade credit to operate our businesses efficiently provide a solid foundation to meet our long and short-term liquidity and capital resource requirements.

For additional information regarding our growth strategy, see "Capital Spending" included within this Item 2.

Registration Statements

We may issue equity or debt securities to assist us in meeting our liquidity and capital spending requirements. We have a universal shelf registration statement on file with the U.S. Securities and Exchange Commission ("SEC") registering the issuance of an unlimited amount of equity and debt securities. In April 2008, EPO issued \$400.0 million in principal amount of 5.65% fixed-rate, unsecured senior notes due April 2013 and \$700.0 million in principal amount of 6.50% fixed-rate, unsecured senior notes due January 2019 under this registration statement. Net proceeds from this offering were used to temporarily reduce borrowings outstanding under EPO's Multi-Year Revolving Credit Facility.

We also have filed a registration statement with the SEC authorizing the issuance of up to 25,000,000 common units in connection with our distribution reinvestment plan ("DRIP"). The DRIP provides unitholders of record and beneficial owners of our common units a voluntary means by which they can increase the number of common units they own by reinvesting the quarterly cash distributions they would otherwise receive into the purchase of additional common units. A total of 587,610 of our common units were issued in February 2008 in connection with the DRIP and a related plan. The issuance of these units generated \$18.0 million in net proceeds.

In March 2008, Duncan Energy Partners filed a universal shelf registration statement with the SEC registering the issuance of up to \$1.0 billion in debt and equity securities. Duncan Energy Partners has not issued any securities under this registration statement.

Credit Ratings of EPO

At May 1, 2008, the investment-grade credit ratings of EPO's debt securities were Baa3 by Moody's Investor Services; BBB- by Fitch Ratings; and BBB- by Standard and Poor's. A rating reflects only the view of a rating agency and is not a recommendation to buy, sell or hold any security. Any rating can be revised upward or downward or withdrawn at any time by a rating agency if it determines that the circumstances warrant such a change and should be evaluated independently of any other rating.

Cash Flows from Operating, Investing and Financing Activities

The following table summarizes our cash flows from operating, investing and financing activities for the periods indicated (dollars in thousands). For information regarding the individual components of our cash flow amounts, see our Unaudited Condensed Statements of Consolidated Cash Flows included under Item 1 of this Quarterly Report.

| | For the Three Months Ended March 31, | |
|---|---|------------|
| | 2008 | 2007 |
| Net cash flows provided by operating activities | \$ 265,065 | \$ 420,751 |
| Cash used in investing activities | 568,569 | 614,921 |
| Cash provided by financing activities | 329,612 | 231,126 |

Net cash flows provided by operating activities are largely dependent on earnings from our business activities. As a result, these cash flows are exposed to certain risks. We operate predominantly in the midstream energy industry. We provide services for producers and consumers of natural gas, NGLs and crude oil. The products that we process, sell or transport are principally used as fuel for residential, agricultural and commercial heating; feedstocks in petrochemical manufacturing; and in the production of motor gasoline. Reduced demand for our services or products by industrial customers, whether because of general economic conditions, reduced demand for the end products made with our products or increased competition from other service providers or producers due to pricing differences or other reasons could have a negative impact on our earnings and thus the availability of net cash provided by operating activities.

Cash used in investing activities primarily represents expenditures for capital projects, business combinations, asset purchases and investments in unconsolidated affiliates. Cash provided by financing activities generally consists of borrowings and repayments of debt, distributions to partners and proceeds from the issuance of equity securities. Amounts presented in our Unaudited Condensed Statements of Consolidated Cash Flows for borrowings and repayments under debt agreements are influenced by the magnitude of cash receipts and payments under our revolving credit facilities.

The following information highlights the significant quarter-to-quarter variances in our cash flow amounts:

Comparison of Three Months Ended March 31, 2008 with Three Months Ended March 31, 2007

Operating activities. Net cash flows provided by operating activities was \$265.1 million for the three months ended March 31, 2008 compared to \$420.8 million for the three months ended March 31, 2007:

§ Our net cash flows from consolidated businesses (excluding cash payments for interest and distributions received from unconsolidated affiliates) decreased \$107.2 million quarter-to-quarter.

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The decrease in cash flow is primarily due to the timing of cash receipts and disbursements between periods.

- § Cash distributions received from unconsolidated affiliates increased \$11.6 million quarter-to-quarter primarily attributable to our investments in Jonah and Cameron Highway. Volumes on the Jonah System increased quarter-to-quarter due to recent system expansions. Cameron Highway benefited from an increase in crude oil throughput volumes in the first quarter of 2008 relative to the first quarter of 2007 and lower cash payments for interest.
- § Cash payments for interest increased \$60.1 million quarter-to-quarter primarily due to increased borrowings to finance our capital spending program.

Investing activities. Cash used in investing activities was \$568.6 million for the three months ended March 31, 2008 compared to \$614.9 million for the three months ended March 31, 2007. The \$46.3 million quarter-to-quarter decrease in cash outflows is primarily due to a \$59.8 million decrease in restricted cash and a \$28.6 million decrease in investments in unconsolidated affiliates, partially offset by a \$42.4 million increase in cash outlays in capital spending for property, plant and equipment. For additional information related to our capital spending for property, plant and equipment, see "Capital Spending" included within this Item 2.

Financing activities. Cash provided by financing activities was \$329.6 million for the three months ended March 31, 2008 versus \$231.1 million for the three months ended March 31, 2007. The following information highlights significant factors that influenced the \$98.5 million quarter-to-quarter increase in cash provided by financing activities:

- § Net borrowings under our consolidated debt agreements increased \$424.5 million quarter-to-quarter primarily due to cash requirements of our capital spending program. For additional information regarding our consolidated debt obligations, see Note 9 of the Notes to Unaudited Condensed Consolidated Financial Statements included under Item 1 of this Quarterly Report. Also see Note 18 for information related to issuance of additional debt in April 2008.
- § Contributions from minority interests decreased \$299.8 million quarter-to-quarter primarily due to the initial public offering of Duncan Energy Partners in February 2007, which generated net proceeds of \$291.9 million as of March 31, 2007 (ultimate net proceeds were \$290.5 million).
- § Cash distributions to our partners increased \$33.8 million quarter-to-quarter due to an increase in common units outstanding and our quarterly cash distribution rates.
- § We received \$6.3 million from the settlement of interest rate swaps during the three months ended March 31, 2008 related to our interest rate hedging activities.

Capital Spending

An integral part of our business strategy involves expansion through business combinations, growth capital projects and investments in joint ventures. We believe that we are positioned to continue to grow our system of assets through the construction of new facilities and to capitalize on expected increases in natural gas and/or crude oil production from resource basins such as the Piceance Basin of western Colorado, the Greater Green River Basin in Wyoming, the Barnett Shale in North Texas and the deepwater Gulf of Mexico.

Management continues to analyze potential acquisitions, joint ventures and similar transactions with businesses that operate in complementary markets or geographic regions. In past years, major oil and gas companies have sold

non-strategic assets in the midstream energy sector in which we operate. We forecast that this trend will continue, and expect independent oil and natural gas companies to consider similar divestitures.

The following table summarizes our capital spending by activity on a cash basis for the periods indicated (dollars in thousands):

| | For the Three Months Ended March 31, | |
|---|---|------------|
| | 2008 | 2007 |
| Capital spending for property, plant and equipment, net | | |
| of contributions in aid of construction costs (1) | \$ 617,263 | \$ 574,890 |
| Capital spending for business combinations | 1 | 312 |
| Investments in unconsolidated affiliates | 7,432 | 38,973 |
| Total capital spending | \$ 624,696 | \$ 614,175 |

(1) On certain of our capital projects, third parties are obligated to reimburse us for all or a portion of project expenditures. The majority of such arrangements are associated with projects related to pipeline construction and production well tie-ins. Contributions in aid of construction costs were \$6.8 million and \$39.1 million for the three months ended March 31, 2008 and 2007, respectively.

Based on information currently available, we estimate our consolidated capital spending for the remainder of 2008 will approximate \$1.2 billion, which includes estimated expenditures of \$994.4 million for growth capital projects and acquisitions and \$174.0 million for sustaining capital expenditures.

Our forecast of consolidated capital expenditures is based on our current strategic operating and growth plans, which are dependent upon our ability to generate the required funds from either operating cash flows or from other means, including borrowings under debt agreements, issuance of equity, and potential divestitures of certain assets to third and/or related parties. Our forecast of capital expenditures may change due to factors beyond our control, such as weather related issues, changes in supplier prices or adverse economic conditions. Furthermore, our forecast may change as a result of decisions made by management at a later date, which may include acquisitions or decisions to take on additional partners.

Our success in raising capital, including the formation of joint ventures to share costs and risks, continues to be a principal factor that determines how much capital we can invest. We believe our access to capital resources is sufficient to meet the demands of our current and future operating growth needs, and although we currently intend to make the forecasted expenditures discussed above, we may adjust the timing and amounts of projected expenditures in response to changes in capital markets.

At March 31, 2008, we had approximately \$361.2 million in purchase commitments outstanding that relate to our capital spending for property, plant and equipment. These commitments primarily relate to construction of our Barnett Shale natural gas pipeline project and Meeker natural gas processing plant.

Spending Update Regarding Significant Ongoing Growth Capital Projects

The following table summarizes information regarding our current significant growth capital projects as of May 1, 2008 (dollars in millions). The capital spending amount noted for each project at March 31, 2008 includes accrued expenditures and capitalized interest as of this date. The forecast amount noted for each project includes a provision for estimated capitalized interest.

| | Actual Costs Through | Current Forecast |
|-----------|----------------------------|---------------------|
| Estimated | | |

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| Project Name | Date of Completion | March 31, 2008 | Total Cost |
|--|---------------------|----------------|------------|
| Expansion of Petal natural gas storage facility | Second Quarter 2008 | \$ 79.3 | \$ 96.4 |
| Meeker II natural gas processing plant | Third Quarter 2008 | 245.1 | 400.3 |
| Sherman Extension Pipeline (Barnett Shale) | Fourth Quarter 2008 | 196.7 | 477.8 |
| ExxonMobil Conditioning & Treating Facility – Piceance Basin | Fourth Quarter 2008 | 140.1 | 198.4 |
| Mont Belvieu Storage Well Optimization Projects | Fourth Quarter 2008 | 159.9 | 178.8 |
| Shenzi Oil Pipeline | 2009 | 108.5 | 170.4 |
| Marathon Piceance Basin pipeline projects | 2009 | 9.0 | 72.1 |
| Expansion of Wilson natural gas storage facility | 2010 | 17.6 | 113.4 |

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For a brief description of each of these projects, see “– Liquidity and Capital Resources – Capital Spending – Significant Ongoing Growth Capital Projects,” included under Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2007.

Pipeline Integrity Costs

Our NGL, petrochemical and natural gas pipelines are subject to pipeline safety programs administered by the U.S. Department of Transportation, through its Office of Pipeline Safety. The following table summarizes our pipeline integrity costs, net of indemnity payments received from El Paso, for the periods indicated (dollars in thousands):

| | For the Three Months Ended March 31, | |
|--------------|---|------------------|
| | 2008 | 2007 |
| Expensed | \$ 11,761 | \$ 8,323 |
| Capitalized | 5,486 | 10,420 |
| Total | \$ 17,247 | \$ 18,743 |

We expect our cash outlay for the pipeline integrity program, irrespective of whether such costs are capitalized or expensed, to approximate \$102.8 million for the remainder of 2008. This amount includes \$8.0 million attributable to pipeline integrity projects of Duncan Energy Partners.

Overview of Critical Accounting Policies and Estimates

A summary of the significant accounting policies we have adopted and followed in the preparation of our consolidated financial statements is included in our Annual Report on Form 10-K for the year ended December 31, 2007. Certain of these accounting policies require the use of estimates. As more fully described therein, the following estimates, in our opinion, are subjective in nature, require the exercise of judgment and involve complex analysis: depreciation methods and estimated useful lives of property, plant and equipment; measuring recoverability of long-lived assets and equity method investments; amortization methods and estimated useful lives of qualifying intangible assets; methods we employ to measure the fair value of goodwill; revenue recognition policies and use of estimates for revenues and expenses; reserves for environmental matters; and natural gas imbalances. These estimates are based on our current knowledge and understanding and may change as a result of actions we may take in the future. Changes in these estimates will occur as a result of the passage of time and the occurrence of future events. Subsequent changes in these estimates may have a significant impact on our financial position, results of operations and cash flows.

Other Items

Contractual Obligations

The following information summarizes significant changes in our contractual obligations since those presented in our Annual Report on Form 10-K at December 31, 2007 (dollars in thousands).

| Contractual Obligations | Total | Payment or Settlement due by Period | | | |
|--|--------------|-------------------------------------|--------------|--------------|----------------------|
| | | Less than 1 year | 1-3 years | 4-5 years | More than 5 years |
| Scheduled maturities of long-term debt (1) | \$ 1,100,000 | \$ -- | \$ -- | \$ -- | \$ 1,100,000 |
| Estimated cash payments for interest (2) | \$ 606,145 | \$ 68,100 | \$ 136,200 | \$ 136,200 | \$ 265,645 |

(1) Represents payment obligations associated with Senior Notes M and N, which were issued by EPO in April 2008. For additional information regarding the issuance of these notes, see Note 18 of the Notes to Unaudited

Condensed Consolidated Financial Statements included under Item 1 of this Quarterly Report.

(2) Includes interest payments due on EPO's Senior Notes M and N, which were issued in April 2008. Amounts are based on stated fixed coupon rates.

Off-Balance Sheet Arrangements

There have been no significant changes with regards to our off-balance sheet arrangements since those reported in our Annual Report on Form 10-K for the year ended December 31, 2007.

Summary of Related Party Transactions

The following table summarizes our revenue and expense transactions with related parties for the periods indicated (dollars in thousands).

| | For the Three Months Ended March 31, | |
|--|---|-----------|
| | 2008 | 2007 |
| Revenues from consolidated operations: | | |
| EPCO and affiliates | \$ 241,497 | \$ 8,542 |
| Unconsolidated affiliates | 59,204 | 55,700 |
| Total | \$ 300,701 | \$ 64,242 |
| Operating costs and expenses: | | |
| EPCO and affiliates | \$ 150,600 | \$ 78,673 |
| Unconsolidated affiliates | 26,006 | 5,273 |
| Total | \$ 176,606 | \$ 83,946 |
| General and administrative costs: | | |
| EPCO and affiliates | \$ 17,742 | \$ 13,055 |
| Other expense: | | |
| EPCO and affiliates | \$ 274 | \$ 70 |

For additional information regarding our related party transactions, see Note 12 of the Notes to Unaudited Condensed Consolidated Financial Statements included under Item 1 of this Quarterly Report.

We have an extensive and ongoing relationship with EPCO and its affiliates, including TEPPCO and Energy Transfer Equity. Our revenues from EPCO and affiliates are primarily associated with sales of NGL products. Our expenses with EPCO and affiliates are primarily due to (i) reimbursements we pay EPCO in connection with an administrative services agreement and (ii) purchases of NGL products. TEPPCO is an affiliate of ours due to the common control relationship of both entities. Energy Transfer Equity and LE GP are related parties to us due to common control by Enterprise GP Holdings, the owner of our general partner.

Many of our unconsolidated affiliates perform supporting or complementary roles to our consolidated business operations. The majority of our revenues from unconsolidated affiliates are earned from our sale of natural gas to Evangeline. The majority of our expenses with unconsolidated affiliates pertain to (i) our purchase of natural gas from Jonah and (ii) NGL transportation, storage and fractionation services we receive from K/D/S Promix, L.L.C.

On February 5, 2007, our consolidated subsidiary, Duncan Energy Partners, completed an underwritten initial public offering of its common units. Duncan Energy Partners was formed in September 2006 as a Delaware limited partnership to, among other things, acquire ownership interests in certain of our midstream energy businesses.

Non-GAAP reconciliations

A reconciliation of our measurement of total non-GAAP gross operating margin to GAAP operating income and income before provision for income taxes and minority interest follows (dollars in thousands):

| | For the Three Months Ended March 31, | |
|---|---|------------|
| | 2008 | 2007 |
| Total segment gross operating margin | \$ 522,221 | \$ 324,499 |
| Adjustments to reconcile total segment gross operating margin to operating income: | | |
| Depreciation, amortization and accretion in operating costs and expenses | (133,922) | (119,492) |
| Operating lease expense paid by EPCO | (527) | (526) |
| Gain on sale of assets in operating costs and expenses | 165 | 73 |
| General and administrative costs | (21,205) | (16,630) |
| Consolidated operating income | 366,732 | 187,924 |
| Other expense, net | (91,055) | (61,430) |
| Income before provision for income taxes and minority interest | \$ 275,677 | \$ 126,494 |

EPCO subleases to us certain equipment located at our Mont Belvieu facility and 100 railcars for \$1 per year (the “retained leases”). These subleases are part of the administrative services agreement that we executed with EPCO in connection with our formation in 1998. EPCO holds this equipment pursuant to operating leases for which it has retained the corresponding cash lease payment obligation. We record the full value of such lease payments made by EPCO as a non-cash related party operating expense, with the offset to partners’ equity recorded as a general contribution to our partnership. Apart from the partnership interests we granted to EPCO at our formation, EPCO does not receive any additional ownership rights as a result of its contribution to us of the retained leases.

Recent Accounting Pronouncements

On January 1, 2008, we adopted the provisions of Statement of Financial Accounting Standards (“SFAS”) 157 that apply to financial assets and liabilities. SFAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at a specified measurement date. See Note 4 of the Notes to Unaudited Condensed Consolidated Financial Statements for information regarding fair value disclosures pertaining to our financial assets and liabilities.

For information regarding accounting developments during the first quarter of 2008 that may affect our future financial statements, see Note 2 of the Notes to Unaudited Condensed Consolidated Financial Statements included under Item 1 of this Quarterly Report.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

We are exposed to financial market risks, including changes in commodity prices, interest rates and foreign exchange rates. We may use financial instruments (i.e., futures, forwards, swaps, options and other financial instruments with similar characteristics) to mitigate the risks of certain identifiable and anticipated transactions. In general, the types of risks we attempt to hedge are those related to (i) the variability of future earnings, (ii) fair values of certain debt instruments and (iii) cash flows resulting from changes in applicable interest rates, commodity prices or exchange

rates.

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Interest Rate Risk Hedging Program

Our interest rate exposure results from variable and fixed interest rate borrowings under various debt agreements. We manage a portion of our interest rate exposures by utilizing interest rate swaps and similar arrangements, which allow us to convert a portion of fixed rate debt into variable rate debt or a portion of variable rate debt into fixed rate debt.

Fair Value Hedges – Interest Rate Swaps

As summarized in the following table, we had nine interest rate swap agreements outstanding at March 31, 2008 that were accounted for as fair value hedges.

| Hedged Fixed Rate Debt | Number Of Swaps | Period Covered by Swap | Termination Date of Swap | Fixed to Variable Rate (1) | Notional Value (2) |
|--|-----------------|----------------------------|--------------------------|----------------------------|--------------------|
| Senior Notes B, 7.50% fixed rate, due Feb. 2011 | 1 | Jan. 2004 to Feb. 2011 | Feb. 2011 | 7.50% to 6.53% | \$50 million |
| Senior Notes C, 6.375% fixed rate, due Feb. 2013 | 2 | Jan. 2004 to Feb. 2013 | Feb. 2013 | 6.38% to 5.07% | \$200 million |
| Senior Notes G, 5.6% fixed rate, due Oct. 2014 | 6 | 4th Qtr. 2004 to Oct. 2014 | Oct. 2014 | 5.60% to 6.13% | \$600 million |

(1) The variable rate indicated is the all-in variable rate for the current settlement period.

(2) In April 2008, the interest rate swap associated with Senior Notes B was settled and we received \$1.8 million of cash. In addition, in April 2008 we settled two swaps, each with a notional value of \$100.0 million, associated with Senior Notes G and C and we received cash of \$5.4 million and \$4.8 million, respectively.

The aggregate fair value of these nine interest rate swaps at March 31, 2008 was an asset of \$48.7 million, with an offsetting decrease in the fair value of the underlying debt. There were eleven interest rate swaps outstanding at December 31, 2007 having an aggregate fair value of \$14.8 million (an asset). Interest expense for the three months ended March 31, 2008 and 2007 includes a \$0.8 million loss and a \$2.3 million loss, respectively, from these swap agreements.

In February 2008, we terminated two interest rate swaps, each with a notional value of \$100.0 million, related to our Senior Notes K and received cash of \$6.3 million of cash. This amount will be amortized to earnings as a reduction in interest expense over the remaining life of the underlying debt.

The following table shows the effect of hypothetical price movements on the estimated fair value of our interest rate swap portfolio and the related change in fair value (“FV”) of the underlying debt at the dates indicated (dollars in thousands). Income is not affected by changes in the fair value of these swaps; however, these swaps effectively convert the hedged portion of fixed-rate debt to variable-rate debt. As a result, interest expense (and related cash outlays for debt service) will increase or decrease with the change in the periodic “reset” rate associated with the respective swap. Typically, the reset rate is an agreed upon index rate published for the first day of the six-month interest calculation period.

| Scenario | Resulting Classification | Swap Fair Value at | |
|---|--------------------------|--------------------|----------------|
| | | March 31, 2008 | April 22, 2008 |
| FV assuming no change in underlying interest rates | Asset | \$ 48,748 | \$ 23,762 |
| FV assuming 10% increase in underlying interest rates | Asset | 35,983 | 11,864 |
| FV assuming 10% decrease in underlying interest rates | Asset | 61,512 | 35,661 |

(1) The decrease in swap fair value is primarily due to the termination of three interest rate swaps in early April 2008.

Cash Flow Hedges – Interest Rate Swaps

Duncan Energy Partners had three floating-to-fixed interest rate swap agreements outstanding at March 31, 2008 that were accounted for as cash flow hedges.

| Hedged Variable Rate Debt | Number Of Swaps | Period Covered by Swap | Termination Date of Swap | Variable to Fixed Rate (1) | Notional Value |
|--|--------------------|---------------------------|-----------------------------|----------------------------------|--------------------|
| Duncan Energy Partners' Revolver, due Feb. 2011 | 3 | Sep. 2007 to Sep. 2010 | Sep. 2010 | 2.67% to 4.62% | \$175.0 million |

(1) Amounts receivable from or payable to the swap counterparties are settled every three months (the “settlement period”).

We recognized a \$60 thousand benefit from these swap agreements during the three months ended March 31, 2008. The aggregate fair value of these interest rate swaps at March 31, 2008 and December 31, 2007 was a liability of \$9.0 million and \$3.8 million, respectively. As cash flow hedges, any increase or decrease in fair value (to the extent effective) would be recorded into other comprehensive income and amortized into income based on the settlement period hedged. Over the next twelve months, we expect to reclassify \$3.9 million of this loss to earnings as an increase in interest expense.

The following table shows the effect of hypothetical price movements on the estimated fair value of Duncan Energy Partners' interest rate swap portfolio (dollars in thousands).

| Scenario | Resulting Classification | Swap Fair Value at | |
|---|-----------------------------|--------------------|-------------------|
| | | March 31, 2008 | April 22, 2008 |
| FV assuming no change in underlying interest rates | Liability | \$ 9,049 | \$ 6,367 |
| FV assuming 10% increase in underlying interest rates | Liability | 8,094 | 5,158 |
| FV assuming 10% decrease in underlying interest rates | Liability | 10,004 | 7,577 |

Cash Flow Hedges – Treasury Locks

At times, we may use treasury lock financial instruments to hedge the underlying U.S. treasury rates related to our anticipated issuances of debt. Gains or losses on the termination of such instruments are amortized to earnings using the effective interest method over the estimated term of the underlying fixed-rate debt. Each of our treasury lock transactions was designated as a cash flow hedge under SFAS 133, "Accounting for Derivative Instruments and Hedging Activities," as amended and interpreted.

In connection with our issuance of Senior Notes M and N in April 2008, we terminated all of our outstanding treasury lock financial instruments. On March 31, 2008, we terminated treasury locks having a notional value of \$350.0 million and recognized an other comprehensive loss of \$27.7 million. On April 1, 2008, we terminated the remaining treasury locks, which had an aggregate notional value of \$250.0 million. As a result, we will recognize an additional other comprehensive loss of \$12.7 million during the second quarter of 2008.

With respect to our treasury lock transactions (including those terminated in prior periods), we will reclassify \$3.3 million of net gains to earnings as a decrease in interest expense over the next twelve months.

Commodity Risk Hedging Program

The prices of natural gas, NGLs and certain petrochemical products are subject to fluctuations in response to changes in supply, market uncertainty and a variety of additional factors that are beyond our control. In order to manage the price risks associated with such products, we may enter into commodity financial instruments.

The primary purpose of our commodity risk management activities is to hedge our exposure to price risks associated with (i) natural gas purchases, (ii) the value of NGL production and inventories, (iii) related firm commitments, (iv) fluctuations in transportation revenues where the underlying fees are based on natural gas index prices and (v) certain anticipated transactions involving either natural gas, NGLs or certain petrochemical products. From time to time, we inject natural gas into storage and utilize hedging instruments to lock in the value of our inventory positions. The commodity financial instruments we utilize may be settled in cash or with another financial instrument.

At March 31, 2008 and December 31, 2007, the fair value of our commodity financial instrument was an asset of \$68.3 million and a liability of \$19.3 million, respectively. The change in fair value of this portfolio between March 31, 2008 and December 31, 2007 is primarily due to an increase in natural gas prices.

During the three months ended March 31, 2008, we recorded a loss of \$3.8 million related to our commodity financial instruments, which was offset by ineffectiveness of \$2.8 million (a benefit). During

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the three months ended March 31, 2007, we recorded a loss of \$2.6 million related to our commodity financial instruments. No ineffectiveness was recorded during the three months ended March 31, 2007. These contracts will terminate during 2008, and any amounts remaining in accumulated other comprehensive income will be reclassified into earnings in 2008.

We assess the risk of our commodity financial instrument portfolio using a sensitivity analysis model. The sensitivity analysis applied to this portfolio measures the potential income or loss (i.e., the change in fair value of the portfolio) based upon a hypothetical 10% movement in the underlying quoted market prices of the commodity financial instruments outstanding at the date indicated within the following table. The following table shows the effect of hypothetical price movements on the estimated fair value of this portfolio at the dates presented (dollars in thousands):

| Scenario | Resulting Classification | Portfolio Fair Value at | |
|---|-----------------------------|-------------------------|-------------------|
| | | March 31, 2008 | April 22, 2008 |
| FV assuming no change in underlying commodity prices | Asset | \$ 68,270 | \$ 59,903 |
| FV assuming 10% increase in underlying commodity prices | Asset | 90,357 | 87,659 |
| FV assuming 10% decrease in underlying commodity prices | Asset | 47,409 | 32,146 |

Foreign Currency Hedging Program

We are exposed to foreign currency exchange rate risk primarily through our Canadian NGL marketing subsidiary. As a result, we could be adversely affected by fluctuations in the foreign currency exchange rate between the U.S. dollar and the Canadian dollar. We attempt to hedge this risk using foreign exchange purchase contracts to fix the exchange rate. Mark-to-market accounting is utilized for these contracts, which typically have a duration of one month. As of March 31, 2008, \$1.6 million of these exchange contracts were outstanding, all of which settled in April 2008.

Fair Value Information

On January 1, 2008, we adopted the provisions of Statement of Financial Accounting Standards (“SFAS”) 157 that apply to financial assets and liabilities. SFAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at a specified measurement date. See Note 4 of the Notes to Unaudited Condensed Consolidated Financial Statements for information regarding fair value disclosures pertaining to our financial assets and liabilities.

Item 4. Controls and Procedures.

Our management, with the participation of the chief executive officer (“CEO”) and chief financial officer (“CFO”) of Enterprise Products GP, has evaluated the effectiveness of our disclosure controls and procedures, as of the end of the period covered by this report. Based on their evaluation, the CEO and CFO of Enterprise Products GP have concluded that our disclosure controls and procedures (as defined in Rule 13a-15(e)) are effective at a reasonable assurance level.

There have been no changes in our internal controls over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) during our last fiscal quarter that have materially affected or are reasonably likely to materially affect our internal controls over financial reporting.

Disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, including to ensure that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosures. Our management does not expect that our disclosure controls and procedures will prevent all errors and all fraud. Based on the inherent

limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

The certifications of our general partner's CEO and CFO required under Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 have been included as exhibits to this Quarterly Report on Form 10-Q.

PART II. OTHER INFORMATION.

Item 1. Legal Proceedings.

See Part I, Item 1, Financial Statements, Note 14, "Commitments and Contingencies – Litigation," of the Notes to Unaudited Condensed Consolidated Financial Statements included under Item 1 of this Quarterly Report, which is incorporated herein by reference.

Item 1A. Risk Factors.

In general, there have been no significant changes in our risk factors since December 31, 2007. For a detailed discussion of our risk factors, please read Item 1A "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2007.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

We did not repurchase any of our common units during the three months ended March 31, 2008. As of March 31, 2008, we and our affiliates are authorized to repurchase up to 618,400 common units under the December 1998 common unit repurchase program.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

On January 29, 2008, we held a special meeting where our unitholders were asked to approve the terms of the Enterprise Products 2008 Long-Term Incentive Plan (the "2008 LTIP"). See Item 4 of our Annual Report on Form 10-K for information regarding this matter and related vote totals.

Item 5. Other Information.

None.

Item 6. Exhibits.

| Exhibit Number | Exhibit* |
|-------------------|--|
| 2.1 | Merger Agreement, dated as of December 15, 2003, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Products Management LLC, GulfTerra Energy Partners, L.P. and GulfTerra Energy Company, L.L.C. (incorporated by reference to Exhibit 2.1 to Form 8-K filed December 15, 2003). |

- 2.2 Amendment No. 1 to Merger Agreement, dated as of August 31, 2004, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Products Management LLC, GulfTerra Energy Partners, L.P. and GulfTerra Energy Company, L.L.C. (incorporated by reference to Exhibit 2.1 to Form 8-K filed September 7, 2004).
- 2.3 Parent Company Agreement, dated as of December 15, 2003, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Products GTM, LLC, El Paso Corporation, Sabine River Investors I, L.L.C., Sabine River Investors II, L.L.C., El Paso EPN Investments, L.L.C. and GulfTerra GP Holding Company (incorporated by reference to Exhibit 2.2 to Form 8-K filed December 15, 2003).
- 2.4 Amendment No. 1 to Parent Company Agreement, dated as of April 19, 2004, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Products GTM, LLC, El Paso Corporation, Sabine River Investors I, L.L.C., Sabine River Investors II, L.L.C., El Paso EPN Investments, L.L.C. and GulfTerra GP Holding Company (incorporated by reference to Exhibit 2.1 to the Form 8-K filed April 21, 2004).
- 2.5 Purchase and Sale Agreement (Gas Plants), dated as of December 15, 2003, by and between El Paso Corporation, El Paso Field Services Management, Inc., El Paso Transmission, L.L.C., El Paso Field Services Holding Company and Enterprise Products Operating L.P. (incorporated by reference to Exhibit 2.4 to Form 8-K filed December 15, 2003).
- 3.1 Certificate of Limited Partnership of Enterprise Products Partners L.P. (incorporated by reference to Exhibit 3.6 to Form 10-Q filed November 8, 2007).
- 3.2 Fifth Amended and Restated Agreement of Limited Partnership of Enterprise Products Partners L.P., dated effective as of August 8, 2005 (incorporated by reference to Exhibit 3.1 to Form 8-K filed August 10, 2005).
- 3.3 First Amendment to Fifth Amended and Restated Partnership Agreement of Enterprise Products Partners L.P. dated as of December 27, 2007 (incorporated by reference to Exhibit 3.1 to Form 8-K/A filed January 3, 2008).
- 3.4 Second Amendment to Fifth Amended and Restated Partnership Agreement of Enterprise Products Partners L.P. dated as of April 14, 2008 (incorporated by reference to Exhibit 10.1 to Form 8-K filed April 16, 2008).
- 3.5 Fifth Amended and Restated Limited Liability Company Agreement of Enterprise Products GP, LLC, dated as of November 7, 2007 (incorporated by reference to Exhibit 3.2 to Form 10-Q filed November 8, 2007).
- 3.6 Limited Liability Company Agreement of Enterprise Products Operating LLC dated as of June 30, 2007 (incorporated by reference to Exhibit 3.3 to Form 10-Q filed on August 8, 2007).
- 3.7 Certificate of Incorporation of Enterprise Products OLPGP, Inc., dated December 3, 2003 (incorporated by reference to Exhibit 3.5 to Form S-4 Registration Statement, Reg. No. 333-121665, filed December 27, 2004).
- 3.8 Bylaws of Enterprise Products OLPGP, Inc., dated December 8, 2003 (incorporated by reference to Exhibit 3.6 to Form S-4 Registration Statement, Reg. No. 333-121665, filed December 27, 2004).
- 3.9 Certificate of Limited Partnership of Duncan Energy Partners L.P. (incorporated by reference to Exhibit 3.1 to Duncan Energy Partners L.P. Form S-1 Registration Statement, Reg. No. 333-138371, filed November 2, 2006).
- 3.10 Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P., dated February 5, 2007 (incorporated by reference to Exhibit 3.1

- to Duncan Energy Partners L.P.'s Form 8-K/A filed February 5, 2007).
- 3.11 First Amendment to Amended and Restated Partnership Agreement of Duncan Energy Partners L.P. dated as of December 27, 2007 (incorporated by reference to Exhibit 3.1 to Duncan Energy Partners L.P.'s Form 8-K/A filed on January 3, 2008).
- 4.1 Form of Common Unit certificate (incorporated by reference to Exhibit 4.1 to Registration Statement on Form S-1/A; File No. 333-52537, filed July 21, 1998).
- 4.2 Indenture dated as of March 15, 2000, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and First Union National Bank, as Trustee (incorporated by reference to Exhibit 4.1 to Form 8-K filed March 10, 2000).
- 4.3 First Supplemental Indenture dated as of January 22, 2003, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wachovia Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.2 to Registration Statement on Form S-4, Reg. No. 333-102776, filed January 28, 2003).

- 4.4 Second Supplemental Indenture dated as of February 14, 2003, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wachovia Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to Form 10-K filed March 31, 2003).
- 4.5 Third Supplemental Indenture dated as of June 30, 2007, among Enterprise Products Operating LLC, as Issuer, Enterprise Products Partners L.P., as Guarantor, and U.S. Bank National Association, as successor Trustee (incorporated by reference to Exhibit 4.55 to Form 10-Q filed on August 8, 2007) .
- 4.6 Amended and Restated Revolving Credit Agreement dated as of November 19, 2007 among Enterprise Products Operating LLC, the financial institutions party thereto as lenders, Wachovia Bank, National Association, as Administrative Agent, Issuing Bank and Swingline Lender, Citibank, N.A. and JPMorgan Chase Bank, as Co-Syndication Agents, and SunTrust Bank, Mizuho Corporate Bank, Ltd. and The Bank of Nova Scotia, as Co-Documentation Agents (incorporated by reference to Exhibit 10.1 to Form 8-K filed on November 20, 2007).
- 4.7 Amended and Restated Guaranty Agreement dated as of November 19, 2007 executed by Enterprise Products Partners L.P. in favor of Wachovia Bank, National Association, as Administrative Agent (incorporated by reference to Exhibit 10.2 to Form 8-K filed on November 20, 2007).
- 4.8 Indenture dated as of October 4, 2004, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to Form 8-K filed on October 6, 2004).
- 4.9 First Supplemental Indenture dated as of October 4, 2004, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.2 to Form 8-K filed on October 6, 2004).
- 4.10 Second Supplemental Indenture dated as of October 4, 2004, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to Form 8-K filed on October 6, 2004).
- 4.11 Third Supplemental Indenture dated as of October 4, 2004, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.4 to Form 8-K filed on October 6, 2004).
- 4.12 Fourth Supplemental Indenture dated as of October 4, 2004, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.5 to Form 8-K filed on October 6, 2004).
- 4.13 Fifth Supplemental Indenture dated as of March 2, 2005, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.2 to Form 8-K filed on March 3, 2005).
- 4.14

- Sixth Supplemental Indenture dated as of March 2, 2005, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to Form 8-K filed on March 3, 2005).
- 4.15 Seventh Supplemental Indenture dated as of June 1, 2005, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.46 to Form 10-Q filed November 4, 2005).
- 4.16 Eighth Supplemental Indenture dated as of July 18, 2006 to Indenture dated October 4, 2004 among Enterprise Products Operating L.P., as issuer, Enterprise Products Partners L.P., as parent guarantor, and Wells Fargo Bank, National Association, as trustee (incorporated by reference to exhibit 4.2 to Form 8-K filed July 19, 2006).
- 4.17 Ninth Supplemental Indenture, dated as of May 24, 2007, by and among Enterprise Products Operating L.P., as issuer, Enterprise Products Partners L.P., as parent guarantor, and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed by Enterprise Products Partners L.P. on May 24, 2007).

- 4.18 Tenth Supplemental Indenture, dated as of June 30, 2007, by and among Enterprise Products Operating LLC, as issuer, Enterprise Products Partners L.P., as parent guarantor, and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.54 to Form 10-Q filed August 8, 2007).
- 4.19 Eleventh Supplemental Indenture, dated as of September 4, 2007, by and among Enterprise Products Operating LLC, as issuer, Enterprise Products Partners L.P., as parent guarantor, and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.3 to Form 8-K filed on September 5, 2007).
- 4.20 Twelfth Supplemental Indenture, dated as of April 3, 2008, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to Form 8-K filed April 3, 2008).
- 4.21 Thirteenth Supplemental Indenture, dated as of April 3, 2008, among Enterprise Products Operating L.P., as Issuer, Enterprise Products Partners L.P., as Guarantor, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.4 to Form 8-K filed April 3, 2008).
- 4.22 Global Note representing \$350 million principal amount of 6.375% Series B Senior Notes due 2013 with attached Guarantee (incorporated by reference to Exhibit 4.4 to Registration Statement on Form S-4, Reg. No. 333-102776, filed January 28, 2003).
- 4.23 Global Note representing \$500 million principal amount of 6.875% Series B Senior Notes due 2033 with attached Guarantee (incorporated by reference to Exhibit 4.8 to Form 10-K filed March 31, 2003).
- 4.24 Global Notes representing \$450 million principal amount of 7.50% Senior Notes due 2011 (incorporated by reference to Exhibit 4.1 to Form 8-K filed January 25, 2001).
- 4.25 Global Note representing \$500 million principal amount of 4.000% Series B Senior Notes due 2007 with attached Guarantee (incorporated by reference to Exhibit 4.14 to Form S-3 Registration Statement Reg. No. 333-123150 filed on March 4, 2005).
- 4.26 Global Note representing \$500 million principal amount of 5.600% Series B Senior Notes due 2014 with attached Guarantee (incorporated by reference to Exhibit 4.17 to Form S-3 Registration Statement Reg. No. 333-123150 filed on March 4, 2005).
- 4.27 Global Note representing \$150 million principal amount of 5.600% Series B Senior Notes due 2014 with attached Guarantee (incorporated by reference to Exhibit 4.18 to Form S-3 Registration Statement Reg. No. 333-123150 filed on March 4, 2005).
- 4.28 Global Note representing \$350 million principal amount of 6.650% Series B Senior Notes due 2034 with attached Guarantee (incorporated by reference to Exhibit 4.19 to Form S-3 Registration Statement Reg. No. 333-123150 filed on March 4, 2005).
- 4.29 Global Note representing \$500 million principal amount of 4.625% Series B Senior Notes due 2009 with attached Guarantee (incorporated by reference to Exhibit 4.27 to Form 10-K for the year ended December 31, 2004 filed on March 15, 2005).
- 4.30 Global Note representing \$250,000,000 principal amount of 5.00% Series B Senior Notes due 2015 with attached Guarantee (incorporated by reference to

- Exhibit 4.31 to Form 10-Q filed on November 4, 2005).
- 4.31 Global Note representing \$250,000,000 principal amount of 5.75% Series B Senior Notes due 2035 with attached Guarantee (incorporated by reference to Exhibit 4.32 to Form 10-Q filed on November 4, 2005).
- 4.32 Global Note representing \$500,000,000 principal amount of 4.95% Senior Notes due 2010 with attached Guarantee (incorporated by reference to Exhibit 4.47 to Form 10-Q filed November 4, 2005).
- 4.33 Form of Junior Note, including Guarantee (incorporated by reference to Exhibit 4.3 to Form 8-K filed July 19, 2006).
- 4.34 Global Note representing \$800,000,000 principal amount of 6.30% Senior Notes due 2017 with attached Guarantee (incorporated by reference to Exhibit 4.38 to Form 10-Q filed November 8, 2007).

- 4.35 Form of Global Note representing \$400,000,000 principal amount of 5.65% Senior Notes due 2013 with attached Guarantee (incorporated by reference to Exhibit 4.3 to Form 8-K filed April 3, 2008).
- 4.36 Form of Global Note representing \$700,000,000 principal amount of 6.55% Senior Notes due 2019 with attached Guarantee (incorporated by reference to Exhibit 4.4 to Form 8-K filed April 3, 2008).
- 4.37 Amended and Restated Credit Agreement dated as of June 29, 2005, among Cameron Highway Oil Pipeline Company, the Lenders party thereto, and SunTrust Bank, as Administrative Agent and Collateral Agent (incorporated by reference to Exhibit 4.1 to Form 8-K filed on July 1, 2005).
- 4.38 Replacement Capital Covenant, dated May 24, 2007, executed by Enterprise Products Operating L.P. and Enterprise Products Partners L.P. in favor of the covered debtholders described therein (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Enterprise Products Partners L.P. on May 24, 2007).
- 4.39 First Amendment to Replacement Capital Covenant dated August 25, 2006, executed by Enterprise Products Operating L.P. in favor of the covered debtholders described therein (incorporated by reference to Exhibit 99.2 to Form 8-K filed August 25, 2006).
- 4.40 Purchase Agreement, dated as of July 12, 2006 between Cerrito Gathering Company, Ltd., Cerrito Gas Marketing, Ltd., Encinal Gathering, Ltd., as Sellers, Lewis Energy Group, L.P. as Guarantor, and Enterprise Products Partners L.P., as buyer (incorporated by reference to Exhibit 4.6 to Form 10-Q filed August 8, 2006).
- 10.1*** Amended and Restated Enterprise Products 2008 Long-Term Incentive Plan (incorporated by reference to Exhibit 4.1 to the Form S-8 filed on May 6, 2008).
- 10.2*** Form of Option Grant Award under Enterprise Products 2008 Long-Term Incentive Plan (incorporated by reference to Exhibit 4.3 to the Form S-8 filed on May 6, 2008).
- 10.3*** Form of Restricted Unit Grant Award under Enterprise Products 2008 Long-Term Incentive Plan (incorporated by reference to Exhibit 4.2 to the Form S-8 filed on May 6, 2008).
- 10.4#*** Form of Option Grant Award under Enterprise Products 1998 Long-Term Incentive Plan for awards issued after May 7, 2008.
- 10.5#*** Amendment to Form of Option Grant Award under Enterprise Products 1998 Long-Term Incentive Plan for awards issued after April 10, 2007 but before May 7, 2008.
- 10.6*** Enterprise Unit L.P. Agreement of Limited Partnership dated February 20, 2008 (incorporated by reference to Exhibit 10.1 to Form 8-K filed February 26, 2008).
- 31.1# Sarbanes-Oxley Section 302 certification of Michael A. Creel for Enterprise Products Partners L.P. for the March 31, 2008 quarterly report on Form 10-Q.
- 31.2# Sarbanes-Oxley Section 302 certification of W. Randall Fowler for Enterprise Products Partners L.P. for the March 31, 2008 quarterly report on Form 10-Q.
- 32.1# Section 1350 certification of Michael A. Creel for the March 31, 2008 quarterly report on Form 10-Q.
- 32.2# Section 1350 certification of W. Randall Fowler for the March 31, 2008 quarterly report on Form 10-Q.

- * With respect to any exhibits incorporated by reference to any Exchange Act filings, the Commission file number for Enterprise Products Partners L.P. and Duncan Energy Partners L.P. are 1-14323 and 1-33266, respectively.
- *** Identifies management contract and compensatory plan arrangements.
- # Filed with this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Houston, State of Texas on May 12, 2008.

ENTERPRISE PRODUCTS PARTNERS L.P.
(A Delaware Limited Partnership)

By: Enterprise Products GP, LLC,
as General Partner

By: ___/s/ Michael J.
Knesek _____
Name: Michael J. Knesek
Title: Senior Vice President, Controller
and Principal Accounting Officer
of the general partner

