

Edgar Filing: ENTERPRISE PRODUCTS PARTNERS L P - Form FWP

ENTERPRISE PRODUCTS PARTNERS L P  
Form FWP  
March 11, 2013

Filed Pursuant to Rule 433

Registration No. 333-168049

Registration No. 333-168049-01

March 11, 2013

**\$1,250,000,000 3.35% Senior Notes due 2023**

**\$1,000,000,000 4.85% Senior Notes due 2044**

**Issuer:** Enterprise Products Operating LLC

**Guarantee:** Unconditionally guaranteed by Enterprise Products Partners L.P.

**Ratings\*:** Baa1 by Moody's Investors Service, Inc.  
BBB+ by Standard & Poor's Ratings Services

**Trade Date:** March 11, 2013

**Expected Settlement Date:** March 18, 2013 (T+5)

**Note Type:** Senior Unsecured Notes

**Legal Format:** SEC Registered

**Size:** \$1,250,000,000 for the 2023 Notes  
\$1,000,000,000 for the 2044 Notes

**Maturity Date:** March 15, 2023 for the 2023 Notes  
March 15, 2044 for the 2044 Notes

**Coupon:** 3.35% for the 2023 Notes  
4.85% for the 2044 Notes

**Interest Payment Dates:** March 15 and September 15, commencing September 15 for the 2023 Notes  
March 15 and September 15, commencing September 15 for the 2044 Notes

**Price to Public:** 99.908% for the 2023 Notes  
99.619% for the 2044 Notes

**Benchmark Treasury:** 2.00% due February 15, 2023 for the 2023 Notes  
2.75% due November 15, 2042 for the 2044 Notes

**Benchmark Treasury Yield:** 2.061% for the 2023 Notes  
3.274% for the 2044 Notes

**Spread to Benchmark Treasury:** +130 bps for the 2023 Notes  
+160 bps for the 2044 Notes

**Yield to Maturity:** 3.361% for the 2023 Notes

4.874% for the 2044 Notes

<b>Make-Whole Call:</b>	T+20 bps on the 2023 Notes
	T+25 bps on the 2044 Notes
<b>Call at Par:</b>	On or after December 15, 2022 on the 2023 Notes
	On or after September 15, 2043 on the 2044 Notes
<b>CUSIP/ISIN:</b>	29379V AZ6 / US29379VAZ67 on the 2023 Notes
	29379V BA0 / US29379VBA08 on the 2044 Notes
<b>Joint Book-Running Managers:</b>	J.P. Morgan Securities LLC
	DNB Markets, Inc.
	Morgan Stanley & Co. LLC
	RBS Securities Inc.
	Scotia Capital (USA) Inc.
	Wells Fargo Securities, LLC
<b>Co-Managers:</b>	Mitsubishi UFJ Securities International plc
	Mizuho Securities USA Inc.
	SunTrust Robinson Humphrey, Inc.
	Barclays Capital Inc.
	Credit Suisse Securities (USA) LLC
	Deutsche Bank Securities Inc.
	Merrill Lynch, Pierce Fenner & Smith
	Incorporated
	RBC Capital Markets, LLC
	SMBC Nikko Capital Markets Limited
	UBS Securities LLC
	U.S. Bancorp Investments, Inc.
	ING Financial Markets LLC

**\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC at (212) 834-4533, Morgan Stanley & Co. LLC at (866) 718-1649, RBS Securities Inc. at (866) 884-2071 and Wells Fargo Securities, LLC at (800) 326-5897.