

ENTERPRISE PRODUCTS PARTNERS L P  
Form 10-Q  
May 10, 2012

---

---

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, 2012

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 Street, 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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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 883,776,574 common units and 4,520,431 Class B units (which generally vote together with the common units) of Enterprise Products Partners L.P. outstanding at April 30, 2012. Our common units trade on the New York Stock Exchange under the ticker symbol “EPD.”

---

---

---

Table of Contents

ENTERPRISE PRODUCTS PARTNERS L.P.  
TABLE OF CONTENTS

		Page No.
	<u>PART I. FINANCIAL INFORMATION.</u>	
<u>Item 1.</u>	<u>Financial Statements.</u>	
	<u>Unaudited Condensed Consolidated Balance Sheets</u>	2
	<u>Unaudited Condensed Statements of Consolidated Operations</u>	3
	<u>Unaudited Condensed Statements of Consolidated Comprehensive Income</u>	4
	<u>Unaudited Condensed Statements of Consolidated Cash Flows</u>	5
	<u>Unaudited Condensed Statements of Consolidated Equity</u>	6
	<u>Notes to Unaudited Condensed Consolidated Financial Statements:</u>	
	<u>1. Partnership Operations, Organization and Basis of Presentation</u>	7
	<u>2. General Accounting Matters</u>	8
	<u>3. Equity-based Awards</u>	11
	<u>4. Derivative Instruments, Hedging Activities and Fair Value Measurements</u>	13
	<u>5. Inventories</u>	21
	<u>6. Property, Plant and Equipment</u>	22
	<u>7. Investments in Unconsolidated Affiliates</u>	23
	<u>8. Intangible Assets and Goodwill</u>	26
	<u>9. Debt Obligations</u>	27
	<u>10. Equity and Distributions</u>	29
	<u>11. Business Segments</u>	31
	<u>12. Related Party Transactions</u>	35
	<u>13. Earnings Per Unit</u>	36
	<u>14. Commitments and Contingencies</u>	37
	<u>15. Supplemental Cash Flow Information</u>	38
	<u>16. Condensed Consolidating Financial Information</u>	39
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations.</u>	46
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures about Market Risk.</u>	60
<u>Item 4.</u>	<u>Controls and Procedures.</u>	63
	<u>PART II. OTHER INFORMATION.</u>	
<u>Item 1.</u>	<u>Legal Proceedings.</u>	64
<u>Item 1A.</u>	<u>Risk Factors.</u>	64
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds.</u>	64
<u>Item 3.</u>	<u>Defaults upon Senior Securities.</u>	64
<u>Item 4.</u>	<u>Mine Safety Disclosures.</u>	64
<u>Item 5.</u>	<u>Other Information.</u>	64

<u>Item 6.</u>	<u>Exhibits.</u>	<u>64</u>
<u>Signatures</u>		<u>72</u>

Table of Contents

## PART I. FINANCIAL INFORMATION.

## Item 1. Financial Statements.

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

ASSETS	March 31, 2012	December 31, 2011
Current assets:		
Cash and cash equivalents	\$88.3	\$ 19.8
Restricted cash	81.8	38.5
Accounts receivable – trade, net of allowance for doubtful accounts of \$13.0 at March 31, 2012 and \$13.4 at December 31, 2011	4,526.7	4,501.8
Accounts receivable – related parties	13.4	43.5
Inventories	934.1	1,111.7
Prepaid and other current assets	452.9	353.4
Total current assets	6,097.2	6,068.7
Property, plant and equipment, net	22,910.3	22,191.6
Investments in unconsolidated affiliates	895.3	1,859.6
Intangible assets, net of accumulated amortization of \$987.9 at March 31, 2012 and \$990.4 at December 31, 2011	1,644.2	1,656.2
Goodwill	2,092.3	2,092.3
Other assets	253.4	256.7
Total assets	\$33,892.7	\$34,125.1
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Current maturities of debt	\$1,050.0	\$ 500.0
Accounts payable – trade	872.0	773.0
Accounts payable – related parties	79.3	211.6
Accrued product payables	4,830.4	5,047.1
Accrued interest	184.5	288.1
Other current liabilities	680.4	612.6
Total current liabilities	7,696.6	7,432.4
Long-term debt (see Note 9)	13,570.8	14,029.4
Deferred tax liabilities	22.0	91.2
Other long-term liabilities	215.0	352.8
Commitments and contingencies (see Note 14)		
Equity: (see Note 10)		
Partners' equity:		
Limited partners:		
Common units (883,831,574 units outstanding at March 31, 2012 and 881,620,418 units outstanding at December 31, 2011)	12,502.1	12,346.3
Class B units (4,520,431 units outstanding at March 31, 2012 and December 31, 2011)	118.5	118.5
Accumulated other comprehensive loss	(341.8 )	(351.4 )

Edgar Filing: ENTERPRISE PRODUCTS PARTNERS L P - Form 10-Q

Total partners' equity	12,278.8	12,113.4
Noncontrolling interests	109.5	105.9
Total equity	12,388.3	12,219.3
Total liabilities and equity	\$33,892.7	\$34,125.1

See Notes to Unaudited Condensed Consolidated Financial Statements.

Table of Contents

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

	For the Three Months Ended March 31,	
	2012	2011
Revenues:		
Third parties	\$11,221.7	\$9,933.6
Related parties	30.8	250.1
Total revenues (see Note 11)	11,252.5	10,183.7
Costs and expenses:		
Operating costs and expenses:		
Third parties	10,318.8	9,111.5
Related parties	148.4	425.6
Total operating costs and expenses		