

Oiltanking Partners, L.P.  
Form 425  
November 19, 2014

**Filed by Enterprise Products Partners L.P.**

**Pursuant to Rule 425 under the Securities Act of 1933**

**Subject Company: Oiltanking Partners, L.P.**

**Commission File No.: 001-35230**

Enterprise Products Partners L.P. (the Partnership ) is filing an investor presentation that discloses a variety of financial, operating and general information regarding the Partnership. In addition, this material contains references to the proposed merger of Oiltanking Partners, L.P. with a subsidiary of the Partnership. The presentation will be posted on the Partnership s website, [www.enterpriseproducts.com](http://www.enterpriseproducts.com).

ENTERPRISE PRODUCTS PARTNERS L.P.  
RBC CAPITAL MARKETS  
MLP CONFERENCE  
November 19, 2014  
Mike Creel  
CEO  
[enterpriseproducts.com](http://enterpriseproducts.com)

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**FORWARD LOOKING STATEMENTS**

This presentation contains forward-looking statements based on the beliefs of the company, as well as assumptions made by, and information currently available to our management team.

When used in this presentation, words such as anticipate, project, expect, plan, seek,

goal, estimate, forecast, intend, could, should, will, believe, may, potential and similar expressions and statements regarding our plans and objectives for future operations, are intended to identify forward-looking statements.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. You should not put undue reliance on any forward-looking statements, which speak only as of their dates. Forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those expected, including insufficient cash from operations, adverse market conditions, governmental regulations, the possibility that tax or other costs or difficulties related thereto will be greater than expected, the impact of competition and other risk factors discussed in our latest filings with the Securities and Exchange Commission.

All forward-looking statements attributable to Enterprise or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained herein, in such filings and in our future periodic reports filed with the Securities and Exchange Commission. Except as required by law, we do not intend to update or revise our forward-looking statements, whether as a result of new information, future events or otherwise.

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ADDITIONAL INFORMATION

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. In furtherance of the proposed merger of Oiltanking Partners, L.P. ( Oiltanking ) with a wholly-owned subsidiary of Enterprise, Enterprise and Oiltanking will file one or more registration statements, proxy statements or other

documents with the SEC. This communication is not a substitute for any proxy statement, registration statement, prospectus or other document Enterprise and/or Oiltanking may file with the SEC in connection with the proposed merger. **INVESTORS AND SECURITY HOLDERS OF ENTERPRISE AND OILTANKING ARE URGED TO REVIEW THE PROXY STATEMENT/PROSPECTUS, REGISTRATION STATEMENT AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER.**

Any definitive proxy statement/prospectus (when available)

will be mailed to unitholders of Oiltanking. Investors and security holders will be able to obtain free copies of these documents (when available) and other documents filed with the SEC by Enterprise and/or Oiltanking through the web site maintained by the SEC at

<http://www.sec.gov>.

Copies of the registration statement and

the definitive proxy statement/prospectus and the SEC filings that will be incorporated by reference in the proxy statement/prospectus may also be obtained for free by directing a request to: (i) Investor Relations: Enterprise Products Partners L.P., (713) 381-6500, or (ii) Investor Relations, Oiltanking Partners, L.P., (281) 457-7900. Enterprise, Oiltanking and their respective general partners, and the directors and certain of the management of the respective

general  
partners,  
may  
be  
deemed  
to  
be  
participants  
in  
the  
solicitation  
of  
proxies  
from  
the

unitholders of Oiltanking in connection with the proposed merger. Information about the directors and executive officers of the respective general partners of Enterprise and Oiltanking is set forth in each company's Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 3, 2014 and February 25, 2014, respectively, and in subsequent statements of changes in beneficial ownership on file with the SEC. These documents can be obtained free of charge from the sources listed above. Other information regarding the persons who may be participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.



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ENTERPRISE PRODUCTS PARTNERS L.P.  
EPD is one of the largest publicly traded midstream  
energy partnerships with a firm value of  
\$90 billion

One of the largest integrated midstream energy systems  
Diversified sources of cash flow  
History of successful execution / clear visibility to growth  
Consistent distribution growth: 6.2% compound annual  
growth rate (CAGR) over 41 consecutive quarters  
Financial flexibility

Highest credit rating among MLPs: Baa1 / BBB+

Margin of safety with average distribution coverage of  
1.4+x and \$6.4 billion of retained DCF since 2010  
Simple investor-friendly structure

No GP IDRs results in a lower cost of capital

Significant insider ownership: owns >36% of EPD units

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EPD TODAY: NATURAL GAS, NGL  
CRUDE OIL,  
REFINED PRODUCTS AND PETROCHEMICALS  
Pipelines:

52,000 miles of natural gas, NGL, crude oil, refined products and petrochemical pipelines

Storage:

220 MMBbls of NGL, refined products, petrochemical and crude oil, and 14 Bcf of natural gas storage capacity

Processing:

24 natural gas processing plants; 22 fractionators

Exports:

added refined products export terminal; expanding World Scale LPG export facilities and adding ethane exports 2016

Connected to U.S. major shale basins

Connected to every U.S. ethylene cracker

Connected to

90% of refineries East of Rockies

Pipeline connected to 22 Gulf Coast PGP customers

Connected to the First and Last Mile

for supplies and

markets through extensive marine and trucking fleets

Asset Overview

Asset Overview

Connectivity

Connectivity

Note: includes Oiltanking assets

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6  
GEOGRAPHIC AND BUSINESS  
DIVERSIFICATION PROVIDE MULTIPLE  
EARNINGS STREAMS  
\$5.2 Billion Gross Operating Margin

For 12 months ended September 30, 2014

4

Year

Growth

Capital

Allocation

2013 2016E

(1)

\$12.5 Billion

NGL Pipelines & Services

Onshore Natural Gas Pipelines & Services

Petrochemical & Refined Products Services

Onshore Crude Oil Pipelines & Services

Offshore Pipelines & Services

15%

21%

1%

63%

15%

13%

13%

3%

56%

Growth capital projects either result in additional revenue from existing assets or from expansion of our asset base through com

(1)

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7  
VISIBILITY  
TO  
GROWTH:  
\$20B

PROJECTS

Recently Completed / Under Construction

Projects completed since 2011: \$12.7 Billion  
approximately 3% under budget

Pipelines: 4,200 miles of natural gas, NGL and  
crude oil pipelines

Gas Processing: Yoakum  
3 processing trains

NGL

Fractionators:

Mont

Belvieu

5 8

LPG export expansions: 4 MMBbls/Mo

ECHO Crude Oil Storage

Gulf of Mexico crude oil pipeline

Seaway Looping / ECHO to Port Arthur pipeline /  
Jones Creek to ECHO

Projects under construction: \$6.3 Billion

Export terminals: LPG / ethane / refined products

Aegis Ethane Header Pipeline (partially complete)

Propane dehydrogenization facility (PDH)

South Eddy (Permian) gas processing facility

9

th

NGL

fractionator

at

Mont

Belvieu

ECHO Crude Oil Storage

\$12.7B Completed

\$6.3B Under

Construction

\$2.4

\$3.2

\$3.2



\$0.3

\$2.5

\$3.5

Organic Growth Capital Projects

\$3.9

Note: excludes Oiltanking projects

\$0.0

\$0.5

\$1.0

\$1.5

\$2.0

\$2.5

\$3.0

\$3.5

\$4.0

\$4.5

2011

2012

2013

2014

2015

2016

Actual

Estimated

Year of Completion

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VISIBILITY TO GROWTH: MAJOR CAPITAL PROJECTS

\$6.2B In-Service in 2013 / 3Q14;

\$6.3B Under Construction

In Service Date

2013

1Q 2014

2Q 2014

3Q 2014

4Q 2014

2015

2016

NGL Pipeline & Services

Eagle

Ford

Yoakum

gas

processing

facility

(phase

III

additional

300

MMcf/d)

Done

NGL export facility expansion at Houston Ship Channel

Done

Mont Belvieu DIB expansion

Done

Eagle Ford 20" P/L from Yoakum to Needville and 24" P/L from Needville to Alvin

Done

Eagle Ford Phase II mixed NGL pipeline and lateral

Done

Mont Belvieu (JV) NGL fractionators 7 & 8

Done

Texas

Express

(JV)

NGL

pipeline

and

gathering

system

Skellytown

to

Mont

Belvieu

Done

Mont Belvieu Mixed NGL pipeline expansions & pump upgrades

Done

Mid-America

NGL

pipeline

expansion

Rocky  
Mountain  
segment  
Done  
ATEX  
Express  
ethane  
pipeline

Marcellus  
/  
Utica  
(2016)  
Done  
Front Range (JV) NGL pipeline  
Done  
South  
Carlsbad  
expansion

60  
mile  
pipeline  
(1Q  
2014)  
Done  
Mont Belvieu natural gasoline system (4Q 2014)  
Aegis  
ethane  
pipeline

270  
miles  
(1Q-4Q  
2015)  
NGL export facility on Gulf Coast (6.0 - 6.5 MMBbl/mo) (4Q 2015)  
Ethane export facility on Gulf Coast (2016)  
Mont  
Belvieu  
Frac  
9

-  
85MBPD  
(1Q  
2016)  
Permian  
South  
Eddy  
gas

plant

-

200MMcf/d

(1Q

2016)

Onshore Crude Oil Pipelines & Services

North

Loop

extension

of

West

Texas

Crude

system

(21

miles

of

10"

P/L)

Done

Avalon Bone Spring gathering pipeline (Permian Basin Phase II)

Done

Eagle Ford (JV)

crude oil pipeline (3Q 2013), expansion to 470 MBPD (2Q 2015)

Done

Seaway (JV) crude oil laterals

Done

Done

Seaway (JV) crude oil looping (up to 850 MBPD)

Done

ECHO

storage

expansion

900MBbls

(capacity

increase

to

1.6

MMBbls)

Done

ECHO

add'l

4

MMBbl

(total

capacity

6.5

MMBbls)

and

55

miles  
 of  
 36"  
 pipelines  
 (1Q-2Q  
 2015)  
 Rancho II crude oil 30" pipeline (3Q 2015)  
 Midland  
 Tank  
 Farm  
 storage  
 expansion  
 -  
 400  
 MBbls  
 (2Q  
 2015)  
 Petrochemical & Refined Products Services  
 MTBV Propylene Splitter IV expansion  
 Done  
 Diluent service to Chicago area (Southern Lights & Cochin P/L connections)  
 Done  
 Done  
 Refined products export dock  
 Done  
 Done  
 Propane Dehydrogenation Unit ("PDH") (2016)  
 Other  
 Offshore Pipelines & Services  
 Lucius (JV) crude oil pipeline SEKCO (3Q 2014)  
 Done  
 Value of capital placed in service (\$ Billions)  
 2.3  
 \$  
 2.5  
 \$  
 0.9  
 \$  
 0.5  
 \$  
 -  
 \$  
 -  
 \$  
 -  
 \$  
 Value of remaining capital projects to be put in service  
 -  
 \$  
 -

\$  
-  
\$  
-  
\$  
0.3  
\$  
2.5  
\$  
3.5  
\$

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VISIBILITY TO GROWTH  
Additional Opportunities Under Development

Purity and mixed NGL pipelines from



growing supply areas

Expansion of natural gas processing facilities in growing basins

NGL storage in market area

Pipelines to serve growing onshore and Gulf of Mexico supply areas

ECHO supply aggregation and blending

Gathering and storage projects

Marine and truck logistics

Crude Oil

NGLs

Supply-side Opportunities

NGLs

Crude Oil and Condensate

Natural Gas

Refined Products and Petrochemicals

Demand-side Opportunities

Pipeline and storage projects to serve expanding petrochemical industry

Water access for exports

Marine and truck logistics

ECHO storage, blending and distribution projects to serve U.S. Gulf Coast refiners

Provide water access for North America destinations and exports

Pipeline projects to serve industrial expansion in Texas and Louisiana

Pipeline projects to serve growing usage in power generation

Pipeline projects to serve LNG and Mexico export markets

Distribution pipelines to serve expanding petrochemical industry

Water access for refined products, gasoline additives and polymer grade propylene exports

Motor gasoline additive blending

Marine logistics

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10  
40  
50  
60  
70

80  
90  
100  
U.S. Natural Gas  
POTENTIAL ENERGY PRODUCTION GROWTH

0.7  
2.5  
1.2  
59  
90  
71  
7.5  
16.7  
10.7  
1.2  
2.8  
1.8

Source: EPD Fundamentals

\* Includes refinery production and imports

0  
5  
10  
15  
20

North American Crude Oil & Condensate

U.S.  
Canada

0.0  
0.5  
1.0  
1.5  
2.0  
2.5  
3.0

U.S. Ethane  
U.S. Demand  
Production

0.0  
0.5  
1.0  
1.5  
2.0  
2.5  
3.0

U.S. LPG  
U.S. Demand  
Production

\*

PROJECTS OVERVIEW

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MAJOR NGL CAPITAL GROWTH PROJECTS  
ATEX and Aegis Ethane Pipelines  
ATEX Pipeline  
Initial Origins

Aegis Pipeline  
ATEX Pipeline  
1,265-mile, 16  
and 20  
pipeline  
Initial capacity 125 MBPD, expandable to  
265 MBPD  
Connected to 4 NGL fractionators  
15 year ship-or-pay commitments  
In-service January 2014  
Aegis Ethane Pipeline  
270-mile, 20  
pipeline with capacity up to  
425 MBPD  
Creates header pipeline from Corpus Christi to  
Louisiana, when combined with existing South  
Texas ethane pipeline  
Will deliver ethane to at least 6 petrochemical  
customers  
Received commitments in excess of 200 MBPD  
First segment to Beaumont completed  
September 2014; remaining 2 segments  
expected in-service in phases throughout 2015

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EPD PDH FACILITY UPDATE

Propylene production from ethylene  
crackers decreased by 5.4 billion lbs. or 37%  
since 2010 due to the decline in cracking

naphtha

Capacity to produce up to 1.65 billion  
pounds per year of polymer grade propylene  
(25 MBPD)

Will consume 35 MBPD of propane  
100% of capacity is contracted under  
fee-based contracts that average 15 years  
with investment grade companies  
Integrated with EPD's existing facilities to  
provide reliability and flexibility  
Completion expected in mid-2016

60% of costs locked in





EXPORT CAPACITY: LINKING U.S. SUPPLIES  
TO GROWING GLOBAL DEMAND

Corpus Christi

Texas City

Morgan's Point

OTI

Freeport / Jones Creek

ECHO

Mont

Belvieu

Source: EPD Fundamentals

OTI

EPD

Product

Docks

Berths

U/C

OILT - Beaumont

Multi

2

4

2

EPD - Beaumont

Refined

1

0

1

OILT - Houston

Multi

8

2

1

Morgan's Point

Ethane

0

0

2

Texas City

Condensate,

Crude

2

0

0

Freeport /

Jones Creek

Crude

1

0

0

Corpus Christi

Crude

1

0

0

Refined Products

Crude Oil

NGLs

Crude Oil

Under Construction (U/C)

Dock / Berth Terminal

Pipeline Corridors

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U.S. BECOMES LARGEST EXPORTER OF PROPANE

Propane Exports by Destination as of October 2014

South America

43 MMBbls

42% EPD

Mexico, Caribbean  
& Central America

Total Waterborne Imports:

50 MMBbls

45% EPD

Source: Waterborne

Europe /

North Africa

122 MMBbls

7% EPD

Far East

224 MMBbls

8% EPD

Top Propane Exporters in 2013 and 2014 YTD

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% of Cargoes Loaded

% of Destination Market

North America

33%

45%

South America

26%

42%

Europe / North Africa

13%

7%

Far East

26%

8%

Other

2%

4%

2014 YTD Propane Exports (from EPD Facility) by Destination Region: 68 MMBbls

USA

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EPD BOOKING CARGOES / BUILDING CAPACITY

2,000 LPG Cargoes Scheduled Through 2024

-

2

4  
6  
8  
10  
12  
14  
16  
2010  
2011  
2012  
2013  
2014E  
2015E  
2016E  
2017E  
2018E  
2019E  
2020E  
2021E  
2022E  
2023E  
2024E

Historical & Contracted Future LPG Loadings vs. Capacity

Average monthly loadings per year

Operational Capacity

Existing Capacity: 7.5 MMBbls/mo

Expansion 1Q 2015: +1.5 MMBbls/mo

Expansion 4Q 2015: +7.0 MMBbls/mo

Ultimate Capacity: 16.0 MMBbls/mo

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NEW MARKETS DEVELOP FOR U.S. ETHANE  
EPD Ethane Export Facility at Morgan's Point, TX  
Supported by long-term contracts  
Combined operating rate 200 MBPD across two



Source: EPD Fundamentals

Shipbuilders Response to Increased Ethane Demand

Market Potential

Estimated

Ethane

/

Ethylene

Vessel

Capacity

(1)

(1)

# of vessels (125+ MBbls capacity per vessel); confirmed shipbuilding orders only

0

2

4

6

8

10

12

14

5

14

29

48

2014

2015

2016

2017

docks

Evaluating possible expansion

Expected to begin operations 3Q 2016

Europe vs. Caribbean / South America vs. Asia

Ultimate waterborne capacity needed will be

dependent on roundtrip transit times to end-

use market

Power generation

Fuel Market

300 MBPD ethane demand generated by

converting 25% of NW Europe operating

capacity to ethane feedstock

\$330 million per year advantage for a 1.5 billion

lb. per year cracker (gross, before costs of logistics

and transport)

(MTBV)

(NEW)

Price per Gallon

\$0.24

\$1.56

Ethylene Costs

(\$ per pound)

\$0.11

\$0.33

Ethane

Naphtha

NW Europe example (as of 11/11/14):

Ethylene

cracker

feedstock

displacing

current

crude oil derivative feedstocks or new demand

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SEAWAY CRUDE OIL PIPELINE EXPANSION  
COMPLETED  
Seaway Loop: 512 mile, 30  
parallel

pipeline along existing pipeline;  
completed June 2014

Linefill is underway

Expect volumes to reach Jones Creek  
in early December

Jones Creek to ECHO Lateral:

65 mile, 36

pipeline; completed

January 2014

ECHO to Port Arthur Lateral:

100 mile, 30

pipeline from ECHO to

Beaumont / Port Arthur; completed

July 2014

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EPD & SEAWAY S GULF COAST CRUDE SYSTEM  
Access to 8 MMBPD Refining and Water

OILTANKING  
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ACQUISITION OF OILTANKING (OILT)

OVERVIEW AND RATIONALE

On October 1, 2014, EPD acquired OILT's GP and related IDRs, 15.9 million OILT common units and 38.9 million OILT subordinated units (which converted one-to-

one to common units on November 17, 2014) for \$4.41 billion of consideration consisting of \$2.21 billion of cash and 54.8 million newly issued EPD common units

On November 11, 2014, EPD and OILT executed merger agreement in which EPD would issue 1.3 EPD common units for each OILT common unit ( \$1.4 billion)

Merger requires approval of holders of simple majority of OILT common units; EPD has agreed to vote its then 54.8 million common units (66% of total OILT common units) in favor of the merger

Total consideration of \$6.0 billion plus \$228 million of OILT debt

Merger expected to be completed in first quarter of 2015

Combines EPD's integrated system of midstream energy infrastructure and access to supplies of NGL, crude oil and refined products with OILT's access to waterborne markets and storage

Expected to be accretive to EPD's distributable cash flow per unit in 2016



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ACQUISITION OF OILT

PRINCIPLE DRIVERS OF VALUE CREATION

At least \$30 million of synergies and cost savings from the complete integration of OILT's business into Enterprise's system as well as public company cost savings

Opportunities

for

new

business

and

repurposing

existing

assets

for

best

use

to

meet the growing demand for export and logistical services for petroleum products related to increase in North American crude oil and NGL production from the shale and non-conventional plays

Secures ownership and control of OILT's assets that are essential to EPD's midstream

EPD is OILT's largest customer, representing 31% of total 2013 revenues;

EPD accounted for 40% of OILT's 2013 earnings before interest, taxes, interest depreciation and amortization (per EPD estimates)

OILT provides essential dock and storage services to EPD LPG export and octane enhancement businesses, which accounted for 10% of EPD's 2013 gross operating margin

Upon completion of EPD's LPG export facility in 2016, EPD assets with a value of \$1.5 billion would be located on land owned by OILT

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OILT HOUSTON ASSET OVERVIEW  
13.2 MMBbbls of storage at main  
site  
6.7 MMBbbls at Appelt site

100 miles of pipeline in  
Houston area  
7 ship docks (post expansion)  
and 3 barge docks  
Hosts EPD s expanding LPG  
refrigeration facility  
Provides critical services for  
EPD s LPG, methanol and  
octane enhancement business

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OILT BEAUMONT ASSET OVERVIEW  
Two sites with 5.5 MMBbls of  
storage  
4 ship docks (post expansion),

2 barge docks  
Significant land for expansion  
Adjacent to EPD's storage  
facility  
Near EPD's refined products  
marine terminal at Port of  
Beaumont

FINANCIAL

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SOLID OPERATING PERFORMANCE

Equity NGL Production & Fee-based Processing

Natural Gas Pipeline Volumes

Offshore

Onshore

12.7

Liquids Pipeline Volumes



4.2  
4.0  
4.3  
5.0  
5.2  
3.3  
3.8  
4.3  
4.8  
5.3  
2010  
2011  
2012  
2013  
9M 2014  
126  
125  
2.9  
2  
2.5  
3  
3.5  
4  
4.5  
5  
0  
20  
40  
60  
80  
100  
120  
140  
2010  
2011  
2012  
2013  
9M 2014  
NGL / Propylene Fractionation &  
Butane Isomerization / DIB Volumes  
665  
777  
872  
961  
1,066  
500  
600  
700  
800  
900

1,000  
1,100  
2010  
2011  
2012  
2013  
9M 2014

6  
8  
10  
12  
14  
16  
2010  
2011  
2012  
2013  
9M 2014

14.3  
14.5  
13.6  
13.2

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26  
4.9  
4.6  
3.8  
101  
4.4  
116  
121

DRIVES STRONG FINANCIAL RESULTS

(1)

Each period noted includes non-recurring transactions (e.g., proceeds from asset sales and property damage insurance claims a

(2)

Retained DCF represents the amount of distributable cash flow for each period that was retained by the general partner for rein

Annualized

Non-recurring items

Retained DCF / Coverage

(1,2)

\$0.0

\$1.0

\$2.0

\$3.0

\$4.0

\$5.0

\$3.3

\$3.9

\$4.4

\$4.8

\$3.9

2010

2011

2012

2013

9M 2014

Gross Operating Margin

\$0.5

\$1.5

\$2.5

\$3.5

\$4.5

\$2.3

\$3.8

\$4.1

\$3.8

\$3.0

2010

2011

2012

2013

9M 2014

Distributable Cash Flow ( DCF )

\$0.0

\$0.4

\$0.8

\$1.2

\$1.6

\$2.0

\$1.9

2010

2011

2012

2013

9M 2014

\$0.8

1.4x

1.9x

\$0.4  
1.2x  
1.9x  
\$0.7  
1.4x  
1.3x  
\$1.2  
1.5x  
1.5x  
\$0.9  
1.4x  
1.5x  
\$0.5  
\$1.7  
\$1.3  
\$1.0

Distributions Declared

(Adjusted for 2-for-1 Split in August 2014)

\$1.16  
\$1.22  
\$1.29  
\$1.37  
\$1.46  
\$1.00  
\$1.10  
\$1.20  
\$1.30  
\$1.40  
\$1.50  
2010  
2011  
2012  
2013  
3Q 2014

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27

\$2.2  
\$2.8  
\$3.0  
\$3.7  
\$2.9  
(1)

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28  
HISTORY OF FINANCIAL DISCIPLINE  
WHILE EXECUTING GROWTH STRATEGY  
capital expenditures.  
(2)

Coverage ratio reflects total debt adjusted for the average 50% equity credit that the rating agencies ascribe to the Junior Subor

(3)

Debt leverage ratio presented reflects historical data for the 12 months ended September 30, 2014 and should not be inferred as

(4)

Growth capital spending estimate for the 12 months ended December 31, 2014, includes actuals for the 9 months ended Septem

Total Growth Capex

(1)

& Debt Leverage

(2)

Actual

Debt Leverage Ratio

(4)

(3)

\$3.1

\$3.6

\$3.9

\$4.2

\$3.1

3.9x

3.5x

3.6x

3.5x

3.7x

3.3x

3.5x

3.7x

3.9x

4.1x

4.3x

4.5x

4.7x

\$0.0

\$0.5

\$1.0

\$1.5

\$2.0

\$2.5

\$3.0

\$3.5

\$4.0

\$4.5

2010

2011

2012

2013

2014E

Represents cash used in investing activities as presented on our Statements of Consolidated Cash Flows before changes in restr

(1)

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29  
STRENGTHENING DEBT PORTFOLIO  
Extending Maturities Without Increasing Costs  
98.9% Fixed Rate Debt  
\$15.9 Billion Notes Issued



2009

10/2/2014

7.3%

12.3%

34.0%

46.4%

3 Year

5 Year

10 Year

30+ Year

9.2

11.0

12.4

13.3

14.7

5.7%

5.8%

5.5%

5.3%

5.0%

4.5%

5.5%

6.5%

7.5%

7

9

11

13

15

Average Maturity to First Call Date

Average Cost of Debt

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30  
EPD TOTAL RETURN  
Compared to 9 Other Asset Classes  
(1)  
CAGR calculations based upon closing prices ending the last trading day of the third quarter for each period.

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Commodities: S&P World Commodity Index; EPD: Enterprise Products Partners L.P.; Hedge Funds: CS Tremont Hedge Fund; Term US Investment Grade Fund; MLP Index: Alerian Index; Non-US Equity: MSCI Daily Total Return EAFE Index; REIT

Past results may not be indicative of future performance.

Source: Bloomberg L.P.

REIT

Commodities

IG Bonds

MLP Index

EPD

EPD

REIT

Small Cap Equity

EPD

EPD

EPD

EPD

EPD

35.4%

40.7%

-6.1%

76.4%

41.0%

17.8%

19.6%

38.8%

25.3%

22.7%

20.3%

29.8%

32.0%

EPD

EPD

Hedge Funds

EPD

MLP Index

MLP Index

Non-US Equity

EPD

MLP Index

MLP Index

MLP Index

MLP Index

S&P 500

29.3%

16.9%

-19.1%

64.7%

35.9%

13.9%

17.9%

38.4%

19.5%

18.3%

16.2%

23.6%

23.0%

Non-US Equity

MLP Index

High Yield

Commodities

REIT

IG Bonds

Small Cap Equity

S&P 500

REIT

REIT

REIT

REIT

MLP Index

26.9%

12.7%

-21.3%

50.3%

27.7%

7.4%

16.3%

32.4%

13.4%

11.8%

8.5%

15.9%

22.9%

MLP Index

Hedge Funds

EPD

High Yield

Small Cap Equity

REIT

S&P 500

MLP Index

S&P 500

Small Cap Equity

Small Cap Equity

S&P 500

Small Cap Equity

26.1%

12.6%

-30.1%

39.2%

26.9%

7.5%  
16.0%  
27.6%  
8.3%  
7.9%  
8.2%  
15.7%  
21.3%  
Small Cap Equity  
Non-US Equity  
Small Cap Equity  
Non-US Equity  
Commodities  
High Yield  
High Yield  
Non-US Equity  
IG Bonds  
Commodities  
S&P 500  
Small Cap Equity  
REIT  
18.4%  
11.6%  
-33.8%  
32.5%  
20.4%  
7.3%  
14.3%  
23.3%  
4.4%  
7.6%  
8.1%  
14.3%  
17.0%  
S&P 500  
IG Bonds  
MLP Index  
REIT  
S&P 500  
Commodities  
EPD  
Hedge Funds  
High Yield  
Hedge Funds  
Non-US Equity  
High Yield  
Non-US Equity  
15.8%  
6.2%  
-36.9%

28.5%  
15.1%  
2.1%  
13.4%  
9.7%  
3.5%  
7.4%  
6.8%  
9.4%  
14.2%  
Hedge Funds  
S&P 500  
S&P 500  
Small Cap Equity  
High Yield  
S&P 500  
IG Bonds  
High Yield  
Hedge Funds  
High Yield  
High Yield  
Non-US Equity  
High Yield  
13.9%  
5.5%  
-37.0%  
27.2%  
12.5%  
2.1%  
9.2%  
4.7%  
3.4%  
6.4%  
6.7%  
7.0%  
9.5%  
High Yield  
High Yield  
Commodities  
S&P 500  
Hedge Funds  
Hedge Funds  
Hedge Funds  
REIT  
Non-US Equity  
IG Bonds  
Hedge Funds  
Hedge Funds  
Hedge Funds  
8.5%

1.9%  
-42.8%  
26.5%  
10.9%  
-2.5%  
7.7%  
2.7%  
-1.0%  
6.3%  
6.3%  
6.4%  
7.2%  
IG Bonds  
Small Cap Equity  
REIT  
Hedge Funds  
IG Bonds  
Small Cap Equity  
MLP Index  
IG Bonds  
Small Cap Equity  
S&P 500  
Commodities  
IG Bonds  
IG Bonds  
4.3%  
-1.6%  
-37.6%  
18.6%  
10.6%  
-4.2%  
4.8%  
-1.4%  
-4.4%  
4.9%  
5.5%  
6.3%  
4.6%  
Commodities  
REIT  
Non-US Equity  
IG Bonds  
Non-US Equity  
Non-US Equity  
Commodities  
Commodities  
Commodities  
Non-US Equity  
IG Bonds  
Commodities

Commodities

0.4%

-15.6%

-43.1%

17.9%

8.2%

-11.7%

0.3%

-2.2%

-9.2%

4.3%

5.4%

4.4%

-1.0%

2006

2007

2008

2009

2010

2011

2012

2013

9M 2014

15-Year

CAGR <sup>1</sup>

10-Year

CAGR <sup>1</sup>

5-Year

CAGR <sup>1</sup>

3-Year

CAGR <sup>1</sup>



NON GAAP RECONCILIATIONS

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**GROSS OPERATING MARGIN**

We evaluate segment performance based on the non-GAAP financial measure of gross operating margin. Gross operating margin (either in total or by individual segment) is an important performance measure of the core profitability of our operations. This measure forms the basis of our internal financial reporting and is used by our management in deciding how to allocate capital

resources among business segments. The following table reconciles non-GAAP gross operating margin to operating income, which is the most directly comparable GAAP financial measure to gross operating margin (dollars in millions):

Note:

Gross Operating Margin has been presented as if EPD were Enterprise GP Holdings for all periods prior to the Holdings Merger

For the Nine

For the Twelve

Months Ended

Months Ended

2010

2011

2012

2013

September 30, 2014

September 30, 2014

Gross operating margin by segment:

NGL Pipelines & Services

1,732.6

\$

2,184.2

\$

2,468.5

\$

2,514.4

\$

2,172.4

\$

2,909.8

\$

Onshore Natural Gas Pipelines & Services

527.2

675.3

775.5

789.0

618.8

805.9

Onshore Crude Oil Pipelines & Services

113.7

234.0

387.7

742.7

534.5

697.6

Offshore Pipelines & Services

297.8

228.2

173.0

146.1

120.0

148.0

Petrochemical & Refined Products Services

584.5

535.2

579.9

625.9

482.4

657.6

Other Investments

(2.8)

14.8

2.4

-

-

-

Total gross operating margin (non-GAAP)

3,253.0

3,871.7

4,387.0

4,818.1

3,928.1

5,218.9

Adjustments to reconcile non-GAAP gross operating margin to GAAP operating income:

Subtract depreciation, amortization and accretion expense amounts not reflected in gross operating margin

(936.3)

(958.7)

(1,061.7)

(1,148.9)

(936.5)

(1,233.7)

Subtract impairment charges not reflected in gross operating margin

(8.4)

(27.8)

(63.4)

(92.6)

(18.2)

(57.5)

Subtract operating lease expenses paid by EPCO not reflected in gross operating margin

(0.7)

(0.3)

-

-

-

-

Add net gains attributable to asset sales and insurance recoveries not reflected in gross operating margin

44.4

156.0

17.6

83.4

99.0

114.0

Subtract non-refundable deferred revenues attributable to shipper make-up rights on new pipeline projects reflected in gross operating margin

-

-

-

(4.4)

(66.8)

(71.2)

Subtract general and administrative costs not reflected in gross operating margin

(204.8)

(181.8)

(170.3)

(188.3)

(150.9)

(200.3)

Operating income (GAAP)

2,147.2

\$

2,859.1

\$

3,109.2

\$

3,467.3

\$

2,854.7

\$

3,770.2

\$  
For the Year Ended December 31,

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33  
For the Nine  
For the Twelve  
Months Ended  
Months Ended



2010

2011

2012

2013

September 30, 2014

September 30, 2014

Net income (GAAP)

1,383.7

\$

2,088.3

\$

2,428.0

\$

2,607.1

\$

2,152.4

\$

2,858.1

\$

Adjustments to GAAP net income to derive non-GAAP Adjusted EBITDA:

Subtract equity in income of unconsolidated affiliates

(62.0)

(46.4)

(64.3)

(167.3)

(179.1)

(220.3)

Add distributions received from unconsolidated affiliates

191.9

156.4

116.7

251.6

260.7

324.7

Add interest expense, including related amortization

741.9

744.1

771.8

802.5

679.6

877.7

Add provision for or subtract benefit from income taxes, as applicable

26.1

27.2

(17.2)

57.5

22.5

33.8

Add depreciation, amortization and accretion in costs and expenses

974.5

990.5

1,094.9

1,185.4

966.2

1,272.5

Adjusted EBITDA (non-GAAP)

3,256.1

3,960.1

4,329.9

4,736.8

3,902.3

5,146.5

Adjustments to non-GAAP Adjusted EBITDA to derive GAAP net cash flows provided by operating activities:

Subtract interest expense, including related amortization, reflected in

(741.9)

(744.1)

(771.8)

(802.5)

(679.6)

(877.7)

Adjusted EBITDA

Add benefit from or subtract provision for income taxes reflected in

Adjusted EBITDA

(26.1)

(27.2)

17.2

(57.5)

(22.5)

(33.8)

Subtract net gains attributable to asset sales and insurance recoveries

(46.7)

(155.7)

(86.4)

(83.3)

(99.0)

(113.9)

Add deferred income tax expense or subtract benefit, as applicable

7.9

12.1

(66.2)

37.9

2.6

8.4

Add impairment charges

8.4

27.8

63.4

92.6

18.2

57.5

Add or subtract the net effect of changes in operating accounts,  
as applicable

(190.4)

266.9

(582.5)

(97.6)

(435.8)

(19.5)

Add or subtract miscellaneous non-cash and other amounts to reconcile  
non-GAAP Adjusted EBITDA with GAAP net cash flows provided by  
operating activities

32.7

(9.4)

(12.7)

39.1

18.2

36.2

Net cash flows provided by operating activities (GAAP)

2,300.0

\$

3,330.5

\$  
2,890.9  
\$  
3,865.5  
\$  
2,704.4  
\$  
4,203.7  
\$

For the Year Ended December 31,

**ADJUSTED EBITDA**

Adjusted EBITDA is commonly used as a supplemental financial measure by our management and external users of our financial statements, such as investors, commercial banks, research analysts and ratings agencies to assess: (1) the financial performance of our assets without regard to financing methods, capital structures or historical cost basis; (2) the ability of our assets to generate cash sufficient to pay interest and support our indebtedness; and (3) the viability of projects and the overall rates of return on alternative investment opportunities. Since adjusted EBITDA excludes some, but not all, items that affect net income or loss and because these measures may vary among other companies, the adjusted EBITDA data included in this presentation may not be comparable to similarly titled measures of other companies. The following table reconciles non-GAAP adjusted EBITDA to net cash flows provided by operating activities, which is the most directly comparable GAAP financial measure to adjusted EBITDA (dollars in millions):

Note: Adjusted EBITDA has been presented as if EPD were Enterprise GP Holdings for all periods prior to the Holdings Merger.

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34  
For the Nine  
Months Ended  
2010  
2011

2012

2013

September 30, 2014

Net income attributable to limited partners (GAAP)

1,266.7

\$

2,046.9

\$

2,419.9

\$

2,596.9

\$

2,127.6

\$

Adjustments to GAAP net income attributable to limited partners to derive non-GAAP distributable cash flow:

Add depreciation, amortization and accretion expenses

980.2

1,007.0

1,104.9

1,217.6

992.4

Add distributions received from unconsolidated affiliates

128.2

156.4

116.7

251.6

260.7

Subtract equity in income of unconsolidated affiliates

(69.0)

(46.4)

(64.3)

(167.3)

(179.1)

Subtract sustaining capital expenditures

(240.3)

(296.4)

(366.2)

(291.7)

(262.0)

Subtract net gains from asset sales and insurance recoveries

(46.7)

(155.7)

(86.4)

(83.3)

(99.0)

Add cash proceeds from asset sales and insurance recoveries

105.9

1,053.8

1,198.8

280.6

121.5

Add gains or subtract losses from the monetization of interest rate derivative instruments

1.3

(23.2)

(147.8)

(168.8)

-

Add deferred income tax expenses or subtract benefit, as applicable

7.9

12.1

(66.2)



37.9

2.6

Add impairment charges

8.4

27.8

63.4

92.6

18.2

Add or subtract other miscellaneous adjustments to derive non-GAAP distributable cash flow, as applicable

113.8

(25.8)

(39.5)

(15.7)

32.7

Distributable cash flow (non-GAAP)

2,256.4

3,756.5

4,133.3

3,750.4

3,015.6

Adjustments to non-GAAP distributable cash flow to derive GAAP net cash flows provided by operating activities:

Add sustaining capital expenditures reflected in distributable cash flow

240.3

296.4

366.2

291.7

262.0

Subtract cash proceeds from asset sales and insurance recoveries reflected in distributable cash flow

(105.9)

(1,053.8)

(1,198.8)

(280.6)

(121.5)

Add losses or subtract gains from the monetization of interest rate derivative instruments

(1.3)

23.2

147.8

168.8

-

Add or subtract the net effect of changes in operating accounts, as applicable

(202.1)

266.9

(582.5)

(97.6)

(435.8)

Add miscellaneous non-cash and other amounts to reconcile non-GAAP distributable cash flow with GAAP net cash flows provided by operating activities

112.6

41.3

24.9

32.8

(15.9)

Net cash flows provided by operating activities (GAAP)

2,300.0

\$

3,330.5

\$

2,890.9

\$

3,865.5

\$

2,704.4

\$

For the Year Ended December 31,

**DISTRIBUTABLE CASH FLOW**

Distributable cash flow is an important non-GAAP financial measure for our limited partners since it serves as an indicator of success

in providing

a cash return

on investment.

Specifically, this

financial measure indicates

to investors whether

or not

we are

generating cash flows at a level that can sustain or support an increase in our quarterly cash distributions. Distributable cash flow is

also

a quantitative

standard

used

by

the investment community

with

respect

to

publicly

traded

partnerships

because

the

value

of a partnership unit is, in part, measured by its yield, which is based on the amount of cash distributions a partnership can pay a unitholder. The following table reconciles non-GAAP Distributable Cash Flow to net cash flows provided by operating activities, which is the most directly comparable GAAP financial measure to distributable cash flow (dollars in millions):

Note:

Distributable Cash Flow for the period prior to the fourth quarter of 2010 is presented based on the historical results of EPD prior to its acquisition.

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