

ENBRIDGE ENERGY PARTNERS LP
Form 8-K
December 22, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): DECEMBER 22, 2008

ENBRIDGE ENERGY PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or Other Jurisdiction)

1-10934
(Commission File No.)

39-1715850
(I.R.S. Employer
Identification No.)

1100 Louisiana, Suite 3300, Houston, TX 77002
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: **(713) 821-2000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On May 27, 2003, Enbridge Energy Partners, L.P., a Delaware limited partnership (the "Partnership"), entered into an Indenture with SunTrust Bank, as trustee (the "Indenture"). On December 22, 2008, the Partnership entered into a Ninth Supplemental Indenture to the Indenture, attached as Exhibit 4.2 hereto, with U.S. Bank National Association, successor to SunTrust Bank, as trustee, establishing the terms of the Partnership's 9.875% Notes due 2019, issued and sold by the Partnership on such date.

The foregoing description of the Ninth Supplemental Indenture does not purport to be complete and is qualified in its entirety by reference to Exhibit 4.2 to this Form 8-K, which is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d)

Exhibits.

Reference is made to the "Index of Exhibits" following the signature page, which is hereby incorporated into this item.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ENBRIDGE ENERGY PARTNERS, L.P.
(Registrant)

By: Enbridge Energy Management, L.L.C.
as delegate of Enbridge Energy
Company, Inc.,
its General Partner

By: /s/ STEPHEN NEYLAND

Stephen Neyland
Controller
(Duly Authorized Officer)

Dated: December 22, 2008

Index of Exhibits

Exhibit Number	Description
4.1	Indenture dated as of May 27, 2003 between the Partnership and SunTrust Bank, as trustee (filed as Exhibit 4.5 to the Partnership's Form S-4 filed with the Commission on June 30, 2003, and incorporated by reference herein).
4.2	Ninth Supplemental Indenture dated as of December 22, 2008 between the Partnership and U.S. Bank National Association, successor to SunTrust Bank, as trustee.

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[Item 1.01. Entry into a Material Definitive Agreement.](#)

[Item 9.01. Financial Statements and Exhibits.](#)

[SIGNATURE](#)

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