

ENBRIDGE ENERGY PARTNERS LP
Form 8-K
February 27, 2002

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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): February 26, 2002

ENBRIDGE ENERGY PARTNERS, L.P.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	1-10934	39-1715850
(STATE OR OTHER JURISDICTION)	(COMMISSION FILE NO.)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

1100 Louisiana, Suite 3300, Houston, Texas 77002
(Address Of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (713) 650-8900

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ITEM 5. OTHER EVENTS

Enbridge Energy Partners, L.P., a Delaware limited partnership (the "Registrant"), entered into an Underwriting Agreement, dated February 26, 2002 (the "Underwriting Agreement"), among the Registrant, Enbridge Energy, Limited Partnership, a Delaware limited partnership, Enbridge Energy Company, Inc., a Delaware corporation and the general partner of the Registrant, and

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the Underwriters named therein in connection with the Registrant's public offering of up to 2,530,000 Class A Common Units (including an over-allotment option to purchase 330,000 Class A Common Units). This Current Report on Form 8-K is being filed for the purpose of filing exhibits to the Registration Statement of the Registrant on Form S-3 (Reg. No. 333-59758).

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS (c) EXHIBITS

Exhibit No.	Description
1.1	Underwriting Agreement, dated February 26, 2002, among the Registrant, Enbridge Energy, Limited Partnership, Enbridge Energy Company, Inc. and the Underwriters named therein.
5.1	Opinion of Fulbright & Jaworski L.L.P. as to the legality of the securities.
23.1	Consent of Fulbright & Jaworski L.L.P. (included in Exhibits 5.1)

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 Company, Inc.
as General Partner

/s/ MARK A. MAKI

Mark A. Maki
Controller

Date: February 26, 2002