

Regency Energy Partners LP  
Form 10-K  
February 22, 2012  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Form 10-K

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

For the fiscal year ended December 31, 2011

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: 001-35262

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REGENCY ENERGY PARTNERS LP  
(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation or organization)	16-1731691 (I.R.S. Employer Identification No.)
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2001 Bryan Street Suite 3700, Dallas, Texas (Address of principal executive offices) (214) 750-1771	75201 (Zip Code)
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(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report): None

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Units of Limited Partner Interests	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such file). Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 the definitions of "large accelerated filer, accelerated filer and small 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

As of June 30, 2011, the aggregate market value of the registrant's common units held by non-affiliates of the registrant was \$3,092,104,793 based on the closing sale price on such date as reported on the NASDAQ Global Select Market.

There were 157,437,608 common units outstanding as of February 15, 2012.

DOCUMENTS INCORPORATED BY REFERENCE

None

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## Introductory Statement

References in this report to the “Partnership,” “we,” “our,” “us” and similar terms refer to Regency Energy Partners LP and its subsidiaries. We use the following definitions in this annual report on Form 10-K:

Name	Definition or Description
/d	Per day
Alinda Investors	Alinda Gas Pipelines I, L.P. and Alinda Gas Pipelines II, L.P.
ACESA	The American Clean Energy and Security Act of 2009
AOCI	Accumulated Other Comprehensive Income
APM	Anadarko Pecos Midstream LLC
Bbls	Barrels
Bcf	One billion cubic feet
BTU	A unit of energy needed to raise the temperature of one pound of water by one degree Fahrenheit
CDM	CDM Resource Management LLC, a wholly-owned subsidiary of the Partnership
CERCLA	Comprehensive Environmental Response, Compensation and Liability Act
CFTC	Commodity Futures Trading Commission
CM	Chesapeake West Texas Processing, L.L.C.
DHS	U.S. Department of Homeland Security
DOT	U.S. Department of Transportation
EFS Haynesville	EFS Haynesville, LLC, a wholly-owned subsidiary of GECC
EIA	Energy Information Administration
ELG	Edwards Lime Gathering LLC
EPA	Environmental Protection Agency
EPD	Enterprise Products Partners L.P.
ERISA	Employee Retirement Income Security Act of 1974
ETC	Energy Transfer Company, the name assumed by La Grange Acquisition, L.P. for conducting business and shared services, a wholly-owned subsidiary of ETP
ETE	Energy Transfer Equity, L.P.
ETE GP	ETE GP Acquirer LLC
ETP	Energy Transfer Partners, L.P.
FASB	Financial Accounting Standards Board
FASB ASC	FASB Accounting Standards Codification
FERC	Federal Energy Regulatory Commission
Finance Corp.	Regency Energy Finance Corp., a wholly-owned subsidiary of the Partnership
GAAP	Accounting principles generally accepted in the United States of America
GE	General Electric Company
GE EFS	General Electric Energy Financial Services, a unit of GECC, combined with Regency GP Acquirer, L.P. and Regency LP Acquirer, L.P.
GECC	General Electric Capital Corporation, an indirect wholly-owned subsidiary of GE Regency GP LP, the general partner of the Partnership, or Regency GP LLC, the general partner of Regency GP LP, which effectively manages the business and affairs of the Partnership through Regency Employees Management LLC
General Partner	
GPM	Gallons per minute
GP Seller	Regency GP Acquirer, L.P.
Gulf States	Gulf States Transmission LLC, a wholly-owned subsidiary of the Partnership
HLPSA	Hazardous Liquid Pipeline Safety Act
HPC	RIGS Haynesville Partnership Co., a general partnership, and its wholly-owned subsidiary, Regency Intrastate Gas LP



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Name	Definition or Description
ICA	Interstate Commerce Act
IDRs	Incentive Distribution Rights
IPO	Initial Public Offering of Securities
IRC	Internal Revenue Code
IRS	Internal Revenue Service
Kayne Anderson	Kayne Anderson Capital Advisors, L.P.
KMP	Kinder Morgan Energy Partners, L.P.
LDH	LDH Energy Asset Holdings LLC
LIBOR	London Interbank Offered Rate
Lone Star	Lone Star NGL LLC, a joint venture that is 70% owned by ETP and 30% owned by the Partnership
LTIP	Long-Term Incentive Plan
MBbls	One thousand barrels
MEP	Midcontinent Express Pipeline LLC
MLP	Master Limited Partnership
MMbtu	One million BTUs
MMcf	One million cubic feet
MQD	Minimum Quarterly Distribution (\$0.35 per common unit)
NGA	Natural Gas Act of 1938
NGLs	Natural gas liquids, including ethane, propane, normal butane, iso butane and natural gasoline
NGPA	Natural Gas Policy Act of 1978
NGPSA	Natural Gas Pipeline Safety Act of 1968, as amended
NPDES	National Pollutant Discharge Elimination System
NYMEX	New York Mercantile Exchange
NASDAQ	NASDAQ Global Select Market
NYSE	New York Stock Exchange
OSHA	Occupational Safety and Health Act
Partnership	Regency Energy Partners LP
PHMSA	DOT's Pipeline and Hazardous Material Safety Administration
PTO	Paid time off
Ranch JV	Ranch Westex JV LLC, a joint venture that is 1/3 owned by the Partnership, 1/3 owned by APM and 1/3 owned by CM
RCRA	Resource Conservation and Recovery Act
Regency HIG	Regency Haynesville Intrastate Gas LLC, a wholly-owned subsidiary of the Partnership
RFS	Regency Field Services LLC, a wholly-owned subsidiary of the Partnership
RGS	Regency Gas Services LP, a wholly-owned subsidiary of the Partnership
RIG	Regency Intrastate Gas LP
RIGS	Regency Intrastate Gas System
SEC	Securities and Exchange Commission
Series A Preferred Units	Series A convertible redeemable preferred units
Services Co.	ETE Services Company, LLC
TCEQ	Texas Commission on Environmental Quality
TRRC	Texas Railroad Commission
WTI	West Texas Intermediate Crude
Zephyr	Zephyr Gas Services LLC, a wholly-owned subsidiary of the Partnership



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Cautionary Statement about Forward-Looking Statements

Certain matters discussed in this report include “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. Statements using words such as “anticipate,” “believe,” “intend,” “project,” “plan,” “expect,” “continue,” “estimate,” “goal,” “forecast,” “may” or similar expressions help identify forward-looking statements. Although we believe our forward-looking statements are based on reasonable assumptions and current expectations and projections about future events, we cannot give assurances that such expectations will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties and assumptions, including without limitation the following:

- volatility in the price of oil, natural gas and NGLs;
- declines in the credit markets and the availability of credit for us as well as for producers connected to our pipelines and our gathering and processing facilities, and for customers of our contract compression and contract treating businesses;
- the level of creditworthiness of, and performance by, our counterparties and customers;
- our access to capital to fund organic growth projects and acquisitions, and our ability to obtain debt or equity financing on satisfactory terms;
- our use of derivative financial instruments to hedge commodity and interest rate risks;
- the amount of collateral required to be posted from time-to-time in our transactions;
- changes in commodity prices, interest rates and demand for our services;
- changes in laws and regulations impacting the midstream sector of the natural gas industry, including those that relate to climate change and environmental protection and safety;
- weather and other natural phenomena;
- industry changes including the impact of consolidations and changes in competition;
- regulation of transportation rates on our natural gas pipelines;
- our ability to obtain indemnification related to cleanup liabilities and to clean up any hazardous materials release on satisfactory terms;
- our ability to obtain required approvals for construction or modernization of our facilities and the timing of production from such facilities; and
- the effect of accounting pronouncements issued periodically by accounting standard setting boards.

If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may differ materially from those anticipated, estimated, projected or expected.

Other factors that could cause our actual results to differ from our projected results are discussed in Item 1A of this annual report.

Each forward-looking statement speaks only as of the date of the particular statement and we undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.



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Part I

Item 1. Business

OVERVIEW

We are a growth-oriented publicly-traded Delaware limited partnership formed in 2005 engaged in the gathering and processing, contract compression, treating and transportation of natural gas and the transportation, fractionation and storage of NGLs. We focus on providing midstream services in some of the most prolific natural gas producing regions in the United States, including the Eagle Ford, Haynesville, Barnett, Fayetteville, Marcellus, Bone Spring, and Avalon shales as well as the Permian Delaware basin and the mid-continent region. Our assets are primarily located in Texas, Louisiana, Arkansas, Pennsylvania, California, Mississippi, Alabama, West Virginia and the mid-continent region of the United States, which includes Kansas, Colorado and Oklahoma.

We divide our operations into five business segments:

**Gathering and Processing.** We provide “wellhead-to-market” services to producers of natural gas, which include transporting raw natural gas from the wellhead through gathering systems, processing raw natural gas to separate NGLs and selling or delivering the pipeline-quality natural gas and NGLs to various markets and pipeline systems.

**Joint Ventures.** We own investments in four joint ventures:

a 49.99% general partner interest in HPC, which owns RIGS, a 450-mile intrastate pipeline that delivers natural gas from northwest Louisiana to downstream pipelines and markets;

a 50% membership interest in MEP, which owns an interstate natural gas pipeline with approximately 500 miles stretching from southeast Oklahoma through northeast Texas, northern Louisiana and central Mississippi to an interconnect with the Transcontinental Gas Pipe Line system in Butler, Alabama;

a 30% membership interest in Lone Star, an entity owning a diverse set of midstream energy assets including NGL pipelines, storage, fractionation and processing facilities located in the states of Texas, Mississippi and Louisiana; and a 33.33% membership interest in Ranch JV, which, upon completion of construction in 2012, will process natural gas delivered from the NGLs-rich Bone Spring and Avalon shale formations in west Texas.

**Contract Compression.** We own and operate a fleet of compressors used to provide turn-key natural gas compression services for customer specific systems.

**Contract Treating.** We own and operate a fleet of equipment used to provide treating services, such as carbon dioxide and hydrogen sulfide removal, natural gas cooling, dehydration and BTU management, to natural gas producers and midstream pipeline companies.

**Corporate and Others.** Our Corporate and Others segment comprises a small regulated pipeline and our corporate offices.

See Note 16 in the Notes to our Consolidated Financial Statements for additional financial information about our segments.

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The following map depicts the geographic areas of our operations:

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ORGANIZATIONAL STRUCTURE

The chart below depicts our organizational and ownership structure as of December 31, 2011:

INDUSTRY OVERVIEW

General. The midstream natural gas industry is the link between exploration and production of raw natural gas and the delivery of its components to end-user markets. It consists of natural gas gathering, compression, dehydration, processing, amine treating, fractionation and transportation. Raw natural gas produced from the wellhead is gathered and often delivered to a plant located near the production, where it is treated, dehydrated and/or processed. Natural gas processing involves the separation of raw natural gas into pipeline quality natural gas, principally methane and mixed NGLs. Natural gas treating entails the removal of impurities, such as water, sulfur compounds, carbon dioxide and nitrogen. Pipeline-quality natural gas is delivered by interstate and intrastate pipelines to markets. Mixed NGLs are typically transported via NGL pipelines or by truck to fractionators, which separate the NGLs into their components, such as ethane, propane, normal butane, isobutane and natural gasoline. The NGL components are then sold to end users.

Natural Gas Gathering. A gathering system typically consists of a network of small diameter pipelines and, if necessary, a compression system which together collects natural gas from points near producing wells and transports it to processing or treating plants or larger diameter pipelines for further transportation.

Compression. Ideally designed gathering systems are operated at pressures that maximize the total throughput volumes from all connected wells. Natural gas compression is a mechanical process in which a volume of gas at a lower pressure is boosted, or compressed, to a desired higher pressure, allowing the gas to flow into a higher pressure downstream pipeline to be transported to market. Since natural gas wells produce gas at progressively lower field pressures as they age, this raw natural gas must be compressed to deliver the remaining production at higher pressures in the existing connected gathering system. This field compression is typically used to lower the suction (entry) pressure, while maintaining or increasing the discharge (exit) pressure to the gathering system which allows the well production to flow at a lower receipt pressure while providing sufficient pressure to deliver gas into a higher pressure downstream pipeline.

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**Dehydration.** Dehydration removes water from the natural gas stream, which can form ice when combined with natural gas and cause corrosion when combined with carbon dioxide or hydrogen sulfide.

**Processing.** Natural gas processing involves the separation of natural gas into pipeline quality natural gas and a mixed NGL stream. The principal component of natural gas is methane, but most natural gas also contains varying amounts of heavier hydrocarbon components, or NGLs. Natural gas is described as lean or rich depending on its content of NGLs. Most natural gas produced by a well is not suitable for long-haul pipeline transportation or commercial use because it contains NGLs and impurities. Removal and separation of individual hydrocarbons by processing is possible because of differences in weight, boiling point, vapor pressure and other physical characteristics.

**Amine Treating.** The amine treating process involves a continuous circulation of a liquid chemical called amine that physically contacts with the natural gas. Amine has a chemical affinity for hydrogen sulfide and carbon dioxide that allows it to absorb these impurities from the gas. After mixing in the contact vessel, the gas and amine are separated, and the impurities are removed from the amine by heating. The treating plants are sized according to the amine circulation rate in terms of GPM.

**Fractionation.** NGL fractionation facilities separate mixed NGL streams into discrete NGL products: ethane, propane, normal butane, isobutane and natural gasoline. Ethane is primarily used in the petrochemical industry as feedstock for ethylene, one of the basic building blocks for a wide range of plastics and other chemical products. Propane is used both as a petrochemical feedstock in the production of propylene and as a heating fuel, an engine fuel and an industrial fuel. Normal butane is used as a petrochemical feedstock in the production of butadiene (a key ingredient in synthetic rubber) and as a blend stock for motor gasoline. Isobutane is typically fractionated from mixed butane (a stream of normal butane and isobutane in solution), principally for use in enhancing the octane content of motor gasoline. Natural gasoline, a mixture of pentanes and heavier hydrocarbons, is used primarily as motor gasoline blend stock or petrochemical feedstock.

**Transportation.** Natural gas transportation consists of moving pipeline-quality natural gas from gathering systems, processing or treating plants and other pipelines and delivering it to wholesalers, end users, local distribution companies and other pipelines.

**Storage.** Natural gas can be injected into underground storage facilities which are located near market centers that do not have a ready supply of locally produced natural gas.

## INDUSTRY OUTLOOK

See “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—General Trends and Outlook”.

## GATHERING AND PROCESSING OPERATIONS

**General.** We operate gathering and processing assets in four geographic regions of the United States: north Louisiana, the mid-continent region of the United States, south Texas and west Texas. We contract with producers to gather raw natural gas from individual wells or central receipt points, which may have multiple wells behind them, located near our processing plants, treating facilities and/or gathering systems. Following the execution of a contract, we connect wells and central receipt points to our gathering lines through which the raw natural gas flows to a processing plant, treating facility or directly to interstate or intrastate gas transportation pipelines. At our processing plants and treating facilities, we remove impurities from the raw natural gas stream and extract the NGLs. We also perform a producer service function, whereby we purchase natural gas from producers at gathering systems and plants and sell this gas at downstream outlets.

All raw natural gas flowing through our gathering and processing facilities is supplied under gathering and processing contracts having terms ranging from month-to-month to the life of the oil and gas lease. For a description of our contracts, read “—Our Contracts” and “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Our Operations.”

The pipeline-quality natural gas remaining after separation of NGLs through processing is either returned to the producer or sold, for our own account or for the account of the producer, at the tailgates of our processing plants for delivery to interstate or intrastate gas transportation pipelines.



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The following table sets forth information regarding our gathering systems and processing plants as of December 31, 2011:

Region	Pipeline Length (Miles)	Plants	Compression (Horsepower)
North Louisiana	442	6	116,734
South Texas	565	2	82,133
West Texas	806	1	50,945
Mid-Continent	3,470	1	30,060
Total	5,283	10	279,872

North Louisiana Region. Our north Louisiana assets gather, compress, treat and dehydrate natural gas in five Parishes (Claiborne, Union, DeSoto, Lincoln and Ouachita) of north Louisiana and Shelby County, Texas. Our assets also include two cryogenic natural gas processing facilities, a refrigeration plant located in Bossier Parish, a conditioning plant located in Webster Parish, an amine treating plant in DeSoto Parish, and an amine treating plant in Lincoln Parish.

Through the gathering and processing systems described above and their interconnections with RIGS in north Louisiana described in "Joint Venture Operations," we offer producers wellhead-to-market services, including natural gas gathering, compression, processing, treating and transportation.

South Texas Region. Our south Texas assets gather, compress, treat and dehydrate natural gas in LaSalle, Webb, Karnes, Atascosa, McMullen, Frio and Dimmitt counties. Some of the natural gas produced in this region can have significant quantities of hydrogen sulfide and carbon dioxide that require treating to remove these impurities. The pipeline systems that gather this gas are connected to third-party processing plants and our treating facilities that include an acid gas reinjection well located in McMullen County, Texas.

The natural gas supply for our south Texas gathering systems is derived from a combination of natural gas wells located in a mature basin that generally have long lives and predictable gas flow rates and the NGLs-rich Eagle Ford shale formation, which lies directly under our existing south Texas gathering system infrastructure.

One of our treating plants consists of inlet gas compression, a 60 MMcf/d amine treating unit, a 55 MMcf/d amine treating unit and a 40 ton (per day) liquid sulfur recovery unit. This plant removes hydrogen sulfide from the natural gas stream, recovers condensate, delivers pipeline quality gas at the plant outlet and reinjects acid gas. In January 2012, we completed an expansion of the treating plant, adding an incremental 20 MMcf/d of treating capacity to the facility.

In June 2011, we entered into agreements to provide gas and condensate gathering services for a producer in the Eagle Ford shale and to construct facilities to perform these services, including a wellhead gathering system, at an expected cost of approximately \$450 million. The expansion will be owned and operated by us and will connect with our existing gathering system. The expansion is scheduled to be completed in phases by 2014. Upon its completion, our entire south Texas system will be capable of gathering, compressing, treating and transporting up to 1 Bcf/d of natural gas and 26,500 Bbls/d of condensate to downstream outlets.

We own a 60% interest in ELG that includes a treating plant in Atascosa County with a 500 GPM amine treater, pipeline interconnect facilities and approximately 13 miles of ten inch diameter pipeline. Talisman Energy USA Inc. and Statoil Texas Onshore Properties LP own the remaining 40% interest. We operate this plant and the pipeline for the joint venture while our joint venture partner operates a lean gas gathering system in the Edwards Lime natural gas trend that delivers to this system.

West Texas Region. Our west Texas gathering system assets offer wellhead-to-market services to producers in Ward, Winkler, Reeves, and Pecos counties which surround the Waha Hub, one of Texas' major NGLs-rich natural gas market areas. As a result of the proximity of our system to the Waha Hub, the Waha gathering system has a variety of market outlets for the natural gas that we gather and process, including several major interstate and intrastate pipelines serving California, the mid-continent region of the United States and Texas natural gas markets. The NGL market outlets include Lone Star's west Texas NGL pipeline.

We offer producers four different levels of natural gas compression on the Waha gathering system, as compared to the two levels typically offered in the industry. By offering multiple levels of compression, our gathering system is often more cost-effective for our producers, since the producer is typically not required to pay for a level of compression that is higher than the level they require.

The Waha processing plant is a cryogenic natural gas processing plant that processes raw natural gas gathered in the Waha gathering system. The Waha processing plant also includes an amine treating facility, which removes carbon dioxide and hydrogen sulfide from raw natural gas gathered before moving the natural gas to the processing plant. The acid gas is injected underground.

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Mid-Continent Region. Our mid-continent region includes natural gas gathering systems located primarily in Kansas and Oklahoma. Our mid-continent gathering assets are extensive systems that gather, compress and dehydrate low-pressure gas from approximately 1,500 wells. These systems are geographically concentrated, with each central facility located within 90 miles of the others. We operate our mid-continent gathering systems at low pressures to maximize the total throughput volumes from the connected wells. Wellhead pressures are therefore adequate to allow for flow of natural gas into the gathering lines without the cost of wellhead compression.

We also own the Hugoton gathering system that has approximately 1,875 miles of pipeline extending over nine counties in Kansas and Oklahoma. This system is operated by a third party.

Our mid-continent systems are located in two of the largest and most prolific natural gas producing regions in the United States, the Hugoton Basin in southwest Kansas and the Anadarko Basin in western Oklahoma. These mature basins have continued to provide generally long-lived, predictable production volume.

**JOINT VENTURES OPERATIONS**

We own a 49.99% general partner interest in HPC, which owns RIGS, a 450-mile intrastate pipeline that delivers natural gas from northwest Louisiana to downstream pipelines and markets.

We own a 50% membership interest in MEP, a joint venture entity operated by an affiliate of KMP. MEP owns an interstate natural gas pipeline with approximately 500 miles stretching from southeast Oklahoma through northeast Texas, northern Louisiana and central Mississippi to an interconnect with the Transcontinental Gas Pipe Line system in Butler, Alabama.

We own a 30% membership interest in Lone Star, an entity owning a diverse set of midstream energy assets including NGL pipelines, storage, fractionation and processing facilities located in Texas, Mississippi and Louisiana.

We own a 33.33% membership interest in Ranch JV, which, upon completion of construction in the 4th quarter of 2012, will process natural gas delivered from the NGLs-rich Bone Spring and Avalon shale formations in west Texas.

**CONTRACT COMPRESSION OPERATIONS**

The natural gas contract compression segment services include designing, sourcing, owning, installing, operating, servicing, repairing and maintaining compressors and related equipment for which we guarantee our customers 98% mechanical availability for land installations and 96% mechanical availability for over-water installations. We focus on meeting the complex requirements of field-wide compression applications, as opposed to targeting the compression needs of individual wells within a field. These field-wide applications include compression for natural gas gathering and natural gas processing. We believe that we improve the stability of our cash flow by focusing on field-wide compression applications because such applications generally involve long-term installations of multiple large horsepower compression units. Our contract compression operations are primarily located in Texas, Louisiana, Arkansas, Pennsylvania and California.

**CONTRACT TREATING OPERATIONS**

We own and operate a fleet of equipment used to provide treating services, such as carbon dioxide and hydrogen sulfide removal, natural gas cooling, dehydration and BTU management, to natural gas producers and midstream pipeline companies. Our contract treating operations are primarily located in Texas, Louisiana and Arkansas.

**CORPORATE AND OTHERS OPERATIONS**

Our Corporate and Others segment comprises a small interstate natural gas pipeline and our corporate offices. The interstate natural gas pipeline consists of 10 miles of pipeline that extends from Harrison County, Texas to Caddo Parish, Louisiana.



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## OUR CONTRACTS

The table below provides the margin by product in percentages for the years ended December 31, 2011 and 2010 for all of our operating segments including our proportional shares in our unconsolidated affiliates:

Margin by Product	2011	2010	
Net Fee	83	% 76	%
NGLs	9	13	
Gas	5	5	
Condensate	3	6	
Total	100	% 100	%

**Gathering and Processing Contracts.** We contract with producers to gather raw natural gas from individual wells or central receipt points located near our gathering systems and processing plants. Following the execution of a contract with the producer, we connect the producer's wells or central receipt points to our gathering lines through which the natural gas is delivered to a processing plant owned and operated by us or a third party. We obtain supplies of raw natural gas for our gathering and processing facilities under contracts having terms ranging from month-to-month to life of the lease. We categorize our processing contracts in increasing order of commodity price risk as fee-based, percentage-of-proceeds or keep-whole contracts. The following is a summary of our most common contractual arrangements:

**Fee-Based Arrangements.** Under these arrangements, we are generally paid a fixed cash fee for performing the gathering and processing service. This fee is directly related to the volume of natural gas that flows through our systems and is not directly dependent on commodity prices. A sustained decline in commodity prices, however, could result in a decline in volumes and, thus, a decrease in our fee revenues. These arrangements provide stable cash flows, but minimal, if any, upside in higher commodity price environments.

**Percent-of-Proceeds Arrangements.** Under these arrangements, we generally gather raw natural gas from producers at the wellhead or central receipt points, transport it through our gathering system, process it and sell the processed gas and NGLs at prices based on published index prices. In this type of arrangement, we retain the sales proceeds less amounts remitted to producers and the retained sales proceeds constitute our margin. These arrangements provide upside in high commodity price environments, but result in lower margins in low commodity price environments. Under these arrangements, our margins typically cannot be negative. The price paid to producers is based on an agreed percentage of one of the following: (1) the actual sale proceeds; (2) the proceeds based on an index price; or (3) the proceeds from the sale of processed gas or NGLs or both. Under this type of arrangement, our margin correlates directly with the prices of natural gas and NGLs (although there is often a fee-based component to these contracts in addition to the commodity sensitive component).

**Keep-Whole Arrangements.** Under these arrangements, we process raw natural gas to extract NGLs and pay to the producer the full thermal equivalent volume of raw natural gas received from the producer in processed gas or its cash equivalent. We are generally entitled to retain the processed NGLs and to sell them for our account. Accordingly, our margin is a function of the difference between the value of the NGLs produced and the cost of the processed gas used to replace the thermal equivalent value of those NGLs. The profitability of these arrangements is subject not only to the commodity price risk of natural gas and NGLs, but also to the price of natural gas relative to NGL prices. These arrangements can provide large profit margins in favorable commodity price environments, but also can be subject to losses if the cost of natural gas exceeds the value of its thermal equivalent of NGLs. Many of our keep-whole contracts include provisions that reduce our commodity price exposure, including (1) embedded discounts to the applicable natural gas index price under which we may reimburse the producer an amount in cash for the thermal equivalent volume of raw natural gas acquired from the producer, (2) fixed cash fees for ancillary services, such as gathering, treating, and compression, or (3) the ability to bypass processing in unfavorable price environments. We also perform a producer service function. We purchase natural gas from producers or gas marketers at receipt points or plant tailgates, including points on HPC's RIGS, and we sell the natural gas to other market participants, often after transporting the gas to delivery points on HPC's RIGS or other transportation pipeline systems.

**Joint Ventures Contracts.** We own a 49.99% general partner interest in HPC, a 50% membership interest in MEP and a 30% membership interest in Lone Star. HPC and MEP, through their respective pipeline systems, provide natural

gas transportation services pursuant to contracts with natural gas shippers. These contracts are primarily fee-based. HPC's long-term firm transportation contracts will expire between 2012 and 2022; and MEP's long-term firm service agreements will expire between 2012 and 2021.

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Lone Star owns and operates approximately 1,400 miles of NGL pipelines, two cryogenic refinery off-gas processing plants, one fractionation facility, and two NGL storage facilities with aggregate working storage capacity of approximately 47 million Bbls. Lone Star also has a non-operating interest in an additional cryogenic processing plant. Revenue is principally generated from fees charged to customers under dedicated contracts, take-or-pay contracts and commodity pricing. Under a dedicated contract, the customer agrees to deliver the total output from particular processing plants that are connected to the NGL pipeline. Take-or-pay contracts have minimum throughput commitments requiring the customer to pay regardless of whether a fixed volume is transported. Transportation fees are market-based, negotiated with customers and competitive with regional regulated pipelines.

**Compression Contracts.** We generally enter into a new contract with respect to each distinct application for which we will provide contract compression services. Our compression contracts typically have an initial term between one and five years, after which the contract continues on a month-to-month basis until renewal or cancellation. Our customers generally pay a fixed monthly fee, or, in rare cases, a fee based on the volume of natural gas actually compressed. We are not responsible for acts of force majeure and our customers are generally required to pay our monthly fee for fixed fee contracts, or a minimum fee for throughput contracts, even during periods of limited or disrupted production. We are generally responsible for the costs and expenses associated with operation and maintenance of our compression equipment, such as providing necessary lubricants, although certain fees and expenses are the responsibility of the customers under the terms of their contracts. For example, all fuel gas is provided by our customers without cost to us, and in many cases customers are required to provide all water and electricity. We also are reimbursed by our customers for certain ancillary expenses such as trucking, crane and installation labor costs, depending on the terms agreed to in a particular contract.

**Treating Contracts.** Our treating contracts are application specific, having an initial term between one and three years, after which the contract continues on a month-to-month basis. Our customers generally pay a fixed monthly fee that not only includes the amine plant, but may also include additional equipment as required by the application. We are not responsible for acts of force majeure and our customers are generally required to pay our monthly fee even during periods of limited or disrupted production. We are generally responsible for the costs and expenses associated with the operation and maintenance of our treating equipment, such as providing the necessary makeup fluids, filters and charcoal. However, our customers are typically responsible for all fuel, gas and electricity without cost to us. Our fees include costs for all mobilization, installation, commissioning and startup.

**COMPETITION**

**Gathering and Processing.** We face strong competition in each region in acquiring new gas supplies. Our competitors in acquiring new gas supplies and in processing new natural gas supplies include major integrated oil companies, major interstate and intrastate pipelines and other natural gas gatherers that gather, process and market natural gas. Competition for natural gas supplies is primarily based on the reputation, efficiency and reliability of the gatherer and the pricing arrangements offered by the gatherer.

Many of our competitors have capital resources and control supplies of natural gas substantially greater than ours. Our major competitors for gathering and related services in each region include:

• **North Louisiana:** CenterPoint Energy Field Services and DCP Midstream's PELICO Pipeline, LLC (Pelico), ETP, KMP and Chesapeake Midstream Partners, L.P.;

• **South Texas:** Enterprise Products Partners LP, DCP Midstream Partners, L.P., KMP, ETP and Copano Energy, L.L.C.;

• **West Texas:** Southern Union Gas Services, Enterprise Products Partners LP and Targa Resources Partners L.P.; and

• **Mid-Continent:** DCP Midstream Partners, L.P., ONEOK Partners L.P. and Penn Virginia Resource Partners, L.P.

**Joint Ventures.** We own a 49.99% general partner interest in HPC, which owns RIGS, a 450-mile intrastate pipeline that delivers natural gas from northwest Louisiana to downstream pipelines and markets. Competitors in natural gas transportation differentiate themselves by the price of transportation, the nature of the markets accessible from a transportation pipeline and the type of service provided. HPC's major competitors in the natural gas transportation business are DCP Midstream Partners, L.P., CenterPoint Energy Transmission, Gulf South Pipeline, L.P., Texas Gas Transmission, LLC, ETP and Enterprise Products Partners LP.

We own a 50% membership interest in MEP, which owns the approximate 500-mile Midcontinent Express natural gas pipeline system. An affiliate of KMP owns a 50% interest in MEP and acts as the operator of MEP. Capacity on

the MEP pipeline system is 99% contracted under long-term firm service agreements. The majority of volume is contracted to producers moving supply from the Barnett shale and Oklahoma supply basins. These agreements provide the pipeline with fixed monthly reservation revenues for the primary term of such contracts. Although there are other pipeline competitors providing transportation from these supply basins, the MEP pipeline system was designed and constructed to realize economies of scale and offers its shippers competitive fuel rates and variable costs to transport gas supplies from these midcontinent supply areas to pipelines serving Eastern markets. MEP's competitors include Gulf Crossing Pipeline, Centerpoint Energy Gas Transmission and Natural Gas Pipeline Co. of America.

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We own a 30% membership interest in Lone Star which owns and operates approximately 1,400 miles of NGL pipelines, two cryogenic refinery off-gas processing plants, one fractionation facility, two NGL storage facilities and has a non-operating interest in an additional cryogenic processing plant. In markets served by its NGL pipelines, Lone Star competes with other pipeline companies and barge, rail and truck fleet operations. Lone Star also faces competition with other storage facilities based on fees charged and the ability to receive and distribute the customer's products.

**Contract Compression.** We believe that the superior mechanical availability of our standardized compressor fleet is the primary basis on which we compete and a significant distinguishing factor from our competition. All of our competitors attempt to compete on the basis of price. We believe our pricing is competitive because of the superior mechanical availability we deliver, the quality of our compression units, as well as the technical expertise we provide to our customers. We believe our focus on addressing customers' more complex natural gas compression needs related primarily to field-wide compression applications differentiates us from many of our competitors who target smaller horsepower projects related to individual wellhead applications. The natural gas contract compression services business is highly competitive. We face competition from large national and multinational companies with greater financial resources and, on a regional basis, from numerous smaller companies. Our main competitors in the natural gas contract compression business, based on horsepower, are Exterran Holdings, Inc., Compressor Systems, Inc., USA Compression, Valerus Compression Services LP, and J-W Energy Company.

**Contract Treating.** The natural gas treating business is highly competitive. We face competition from large national and multinational companies with greater financial resources and, on a regional basis, from numerous smaller companies. Our main competitors in the natural gas treating business are KMP, Valerus Compression Services LP, TransTex Gas Services, LP, Cardinal Midstream LLC, SouthTex Treaters, Interstate Treating Inc., Exterran Holdings, Inc., Thomas Russell Co. and Spartan Energy Group.

### RISK MANAGEMENT

To manage commodity price and interest rate risks, we have implemented a risk management program under which we seek to:

- match sales prices of commodities (especially NGLs) with purchases under our contracts;
- manage our portfolio of contracts to reduce commodity price risk;
- optimize our portfolio by active monitoring of basis, swing, and fractionation spread exposure; and
- hedge a portion of our exposure to commodity prices.

As a result of our gathering and processing contract portfolio, we derive a portion of our earnings from a long position in NGLs, natural gas and condensate, resulting from the purchase of natural gas for our account or from the payment of processing charges in kind. This long position is exposed to commodity price fluctuations in both the NGLs and natural gas markets. Operationally, we mitigate this price risk by generally purchasing natural gas and NGLs at prices derived from published indices, rather than at a contractually fixed price and by selling natural gas and NGLs under similar pricing mechanisms. In addition, we optimize the operations of our processing facilities on a daily basis, for example by rejecting ethane in processing when recovery of ethane as an NGL is uneconomical. We hedge this commodity price risk by entering into a series of swap contracts or put option contracts for individual NGLs, natural gas and WTI. Our hedging positions are maintained within limits established by the Audit and Risk Committee of the Board of Directors. Read "Item 7A. Quantitative and Qualitative Disclosures About Market Risk" for information regarding the status of these contracts. As a matter of policy, we do not acquire forward contracts or derivative products for the purpose of speculating on price changes.

Neither our contract compression business nor our contract treating business has direct exposure to natural gas commodity price risk because we do not take title to the natural gas we compress or treat and because the natural gas we use as fuel for our compressors is supplied by our customers or treating units without cost to us.

### REGULATION

#### Industry Regulation

**Intrastate Natural Gas Pipeline Regulation.** HPC owns RIGS, an intrastate pipeline regulated by the Louisiana Department of Natural Resources, Office of Conservation (DNR). The DNR is generally responsible for regulating intrastate pipelines and gathering facilities in Louisiana and has authority to review and authorize natural gas

transportation transactions and the construction, acquisition, abandonment and interconnection of physical facilities. RIGS transports interstate natural gas in Louisiana for many of its shippers pursuant to Section 311 of the NGPA. To the extent that RIGS transports natural gas in interstate service, its rates and terms and conditions of service are subject to the jurisdiction of FERC, including its non-discrimination requirements. FERC has substantial enforcement authority to impose administrative, civil and criminal penalties of up to \$1 million per day per violation and to order the disgorgement of unjust profits for non-compliance.

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Under Section 311 of the NGPA, rates charged for transportation services must be fair and equitable. FERC approved RIGS' NGPA Section 311 rates as fair and equitable effective February 1, 2010, under a settlement. As part of the settlement and consistent with FERC policy, RIGS is required to justify its current rates or propose new rates every five years. Accordingly, RIGS must make a rate filing on or before February 1, 2015. At that time, RIGS' rates will be in effect, but subject to refund with interest until FERC has determined that the rates are fair and equitable. FERC continually proposes and implements new rules and regulations affecting Section 311 transportation. FERC Order No. 735 became effective as of April 1, 2010, and required the public disclosure of the primary commercial terms of RIGS' contracts through a quarterly transactional report filing. Such regulations increase administration costs for HPC and require the public disclosure of commercial information that was previously not public for intrastate pipelines. However, since the new regulations were required of all intrastate pipelines providing Section 311 service, including our competitors, we do not believe the new regulations place RIGS at a competitive disadvantage.

On October 21, 2010, the FERC issued a Notice of Inquiry regarding the applicability of the FERC's buy-sell rules to intrastate pipelines that provide Section 311 transportation service, including whether the FERC should impose capacity release requirements on such pipelines that offer firm transportation service. FERC's interstate pipeline rules prohibit shippers on interstate pipelines from buying gas from a party at one point, transporting that gas using its interstate pipeline capacity, and re-selling the same quantity of gas to the same party at a different point (an illegal "buy-sell" transaction). The intrastate pipeline market has not been subject to such rules in the past and the FERC, through the notice of inquiry, asked market participants to comment on whether the rules should apply to shippers on Section 311 pipelines. The notice of inquiry also asked commenters to indicate whether some form of capacity release requirements should be imposed on intrastate pipelines providing firm Section 311 transportation service. We cannot predict the outcome of this notice of inquiry, but it could lead to a proposed rulemaking that would impose greater regulatory requirements on intrastate pipelines that provide Section 311 services, including RIGS.

Under FERC Order No. 720, certain major non-interstate pipelines, including gathering pipelines, were required to post on their internet websites receipt and delivery point capacities and scheduled flow information on a daily basis. In October 2011, the United States Court of Appeals for the Fifth Circuit vacated FERC Order No. 720 as it applied to non-interstate pipelines. The Court of Appeals found that FERC had no authority under the Natural Gas Act to promulgate such rules.

Interstate Natural Gas Pipeline Regulation. FERC also has broad regulatory authority over the business and operations of interstate natural gas pipelines. Under the NGA, rates charged for interstate natural gas transmission must be just and reasonable. Gulf States and MEP hold FERC-approved tariffs setting forth cost-based rates and terms and conditions of service for shippers wishing to secure capacity for interstate transportation service. Rates charged on MEP are largely governed by long-term negotiated rate agreements, an arrangement approved by FERC in its July 25, 2008 order granting MEP the certificate of public convenience and necessity to build, own and operate these facilities. MEP and Gulf States are NGA-jurisdictional interstate pipelines subject to FERC's broad regulatory oversight. FERC's authority extends to:

- rates and charges for natural gas transportation and related services;
- certification and construction of new facilities;
- extension or abandonment of services and facilities;
- maintenance of accounts and records;
- relationships between the pipeline and its energy affiliates;
- terms and conditions of service;
- depreciation and amortization policies;
- accounting rules for ratemaking purposes;
- acquisition and disposition of facilities;
- initiation and discontinuation of service;
- prevention of market manipulation in connection with interstate sales, purchase or transportation of natural gas; and
- information posting requirements.

FERC regularly conducts audits of interstate pipelines and has multiple means to receive complaints of alleged violations of its rules, including anonymous complaints through a toll-free hotline. Any failure to comply with the

laws and regulations governing interstate transportation service could result in the imposition of significant administrative, civil and criminal penalties. FERC has authority to impose civil penalties of up to \$1 million per day per violation.

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Gathering Pipeline Regulation. Section 1(b) of the NGA exempts natural gas gathering facilities from FERC jurisdiction under the NGA. We own a number of natural gas pipelines that we believe meet the traditional tests that FERC has used to establish a pipeline's status as a gatherer not subject to FERC's interstate pipeline jurisdiction. The distinction between FERC-regulated transmission facilities and federally unregulated gathering facilities is the subject of substantial, on-going litigation. As a result, the classification and regulation of one or more of our gathering systems may be subject to change based on future determinations by FERC, the courts or the U.S. Congress.

State regulation of gathering facilities generally includes various safety, environmental and, in some circumstances, nondiscriminatory take requirements and, in other instances, complaint-based rate regulation. We are subject to state ratable take and common purchaser statutes. The ratable take statutes generally require gatherers to take, without undue discrimination, natural gas production that may be tendered to the gatherer for handling. Similarly, common purchaser statutes generally require gatherers that purchase gas to purchase without undue discrimination as to source of supply or producer. These statutes are designed to prohibit discrimination in favor of one producer over another or one source of supply over another. These statutes have the effect of restricting our right as an owner of gathering facilities to decide with whom we contract to purchase or gather natural gas.

In addition, many of the producing states have adopted some form of complaint-based regulation that generally allows natural gas producers and shippers to file complaints with state regulators in an effort to resolve grievances relating to natural gas gathering access and rate discrimination. Our gathering operations could be adversely affected should they be subject in the future to the application of state or federal regulation of rates and services. Our gathering operations also may be subject to safety and operational regulations relating to the design, installation, testing, construction, operation, replacement and management of gathering facilities. Additional rules, ordinances and legislation pertaining to these matters may be considered or adopted from time to time at either the federal, state or local level. We cannot predict what effect, if any, such changes might have on our operations, but we and our competitors could be required to incur additional capital expenditures and increased costs depending on future legislative and regulatory changes.

Regulation of NGL and Crude Oil Transportation. We have a pipeline in Louisiana that transports NGLs in interstate commerce pursuant to a FERC-approved tariff. Under the ICA, the Energy Policy Act of 1992, and rules and orders promulgated thereunder, the transportation tariff is required to be just and reasonable and not unduly discriminatory or confer any undue preference. FERC has established an indexing system of transportation rates for oil, NGLs and other products that allows for an annual inflation based increase in the cost of transporting these liquids to shipper. Any failure on our part to comply with the laws and regulations governing interstate transmission of NGLs could result in the imposition of administrative, civil and criminal penalties and could have a material adverse effect on our results of operations.

Lone Star has pipelines that transport NGLs in intrastate commerce pursuant to state common carrier regulation. We also have or are constructing pipelines that are subject to state common carrier regulation for the transportation of NGLs, crude oil or condensate. Under state common carrier regulation, pipelines must charge rates that are non-discriminatory and operate pursuant to a tariff.

Sales of Natural Gas and NGLs. Our ability to sell gas in interstate markets is subject to FERC authority and oversight. The price at which we buy and sell natural gas currently is not subject to federal regulation and, for the most part, is not subject to state regulation. The price at which we sell NGLs is not subject to state or federal regulation. However, with regard to our physical purchases and sales of these energy commodities, our gathering or transportation of these energy commodities, and any related hedging activities that we undertake, we are required to observe anti-market manipulation laws and related regulations enforced by FERC and/or the CFTC.

The prices at which we sell natural gas are affected by many competitive factors, including the availability, terms and cost of pipeline transportation. As noted above, the price and terms of access to pipeline transportation are subject to extensive federal and state regulation. FERC has also imposed new rules requiring wholesale purchasers and sellers of natural gas to report certain aggregated annual volume and other information beginning in 2009.

We also have firm and interruptible transportation contracts with interstate pipelines that are subject to FERC regulation. As a shipper on an interstate pipeline, we are subject to FERC requirements related to use of interstate capacity. Any failure on our part to comply with the FERC's regulations or an interstate pipeline's tariff could result in the imposition of administrative, civil and criminal penalties and the disgorgement of unjust profits.

Sales of crude oil, natural gas, condensate and NGLs are not currently regulated. Prices of these products are set by the market rather than by regulation.

Anti-Market Manipulation Requirements. Under the Energy Policy Act of 2005, FERC possesses regulatory oversight over natural gas markets, including the purchase, sale and transportation activities of non-interstate pipelines and other natural gas market participants. The CFTC also holds authority to monitor certain segments of the physical and futures energy commodities market

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pursuant to the Commodity Exchange Act. With regard to our physical purchases and sales of natural gas, NGLs and crude oil, our gathering (of natural gas) or transportation of these energy commodities, and any related hedging activities that we undertake, we are required to observe these anti-market manipulation laws and related regulations enforced by FERC and/or the CFTC. These agencies hold substantial enforcement authority, including the ability to assess civil penalties of up to \$1 million per day per violation in connection with the sale, purchase or transportation of natural gas, to order disgorgement of profits and to recommend criminal penalties. Should we violate the anti-market manipulation laws and regulations, we could also be subject to related third party damage claims by, or among others, sellers, royalty owners and taxing authorities.

**Anti-Terrorism Regulations.** We may be subject to future anti-terrorism requirements of the DHS. The DHS has issued its National Infrastructure Protection Plan calling for broadened efforts to “reduce vulnerability, deter threats, and minimize the consequences of attacks and other incidents” as they relate to pipelines, processing facilities and other infrastructure. The precise parameters of DHS regulations and any related sector-specific requirements are not currently known, and there can be no guarantee that any final anti-terrorism rules that might be applicable to our facilities will not impose costs and administrative burdens on our operations.

**Eminent Domain.** Gas utilities, common carrier pipelines, intrastate pipelines and interstate pipelines typically have eminent domain authority granted by the state or federal government. In 2011, the Texas Supreme Court issued a decision impacting the ability of common carriers to acquire land through the use of eminent domain. The decision could require common carrier pipelines to prove “public use” separately in each condemnation proceeding along the entire route of a pipeline. Several parties have requested the court's reconsideration of the decision. The decision could impact our ability to acquire right-of-way using condemnation for the construction of new common carrier pipeline projects in the state of Texas.

**Local Laws and Regulations.** With the rapid expansion of natural gas development in shale plays, local governmental authorities are seeking to impose additional regulatory requirements on natural gas market participants, including producers, gatherers, and pipeline companies, which may result in additional cost burdens and permitting requirements for new and existing facilities.

### **Environmental Matters**

**General.** Our operation of processing plants, pipelines and associated facilities, including compression, in connection with the gathering and processing of natural gas and the transportation of NGLs is subject to stringent and complex federal, state and local laws and regulations, including those governing, among other things, air emissions, wastewater discharges, the use, management and disposal of hazardous and nonhazardous materials and wastes, and the cleanup of contamination. Noncompliance with such laws and regulations, or incidents resulting in environmental releases, could cause us to incur substantial costs, penalties, fines and other criminal sanctions, third party claims for personal injury or property damage, investments to retrofit or upgrade our facilities and programs, or curtailment of operations. As with the industry generally, compliance with existing and anticipated environmental laws and regulations increases our overall cost of doing business, including our cost of planning, constructing and operating our plants, pipelines and other facilities. Included in our construction and operation costs are capital cost items necessary to maintain or upgrade our equipment and facilities to remain in compliance with environmental laws and regulations.

We have implemented procedures to ensure that all governmental environmental approvals for both existing operations and those under construction are updated as circumstances require. We believe that our operations and facilities are in substantial compliance with applicable environmental laws and regulations and that the cost of compliance with such laws and regulations will not have a material adverse effect on our business, results of operations and financial condition. We cannot be certain, however, that identification of presently unidentified conditions, more rigorous enforcement by regulatory agencies, enactment of more stringent laws and regulations or other unanticipated events will not arise in the future and give rise to material environmental liabilities that could have a material adverse effect on our business, financial condition or results of operations.

**Hazardous Substances and Waste Materials.** To a large extent, the environmental laws and regulations affecting our operations relate to the release of hazardous substances and waste materials into soils, groundwater and surface water and include measures to prevent, minimize or remediate contamination of the environment. These laws and regulations generally regulate the generation, storage, treatment, transportation and disposal of hazardous substances

and waste materials and may require investigatory and remedial actions at sites where such material has been released or disposed. For example, CERCLA, also known as the “Superfund” law, and comparable state laws, impose liability without regard to fault or the legality of the original conduct on certain classes of persons that contributed to a release of a “hazardous substance” into the environment. These persons include the owner and operator of the site where a release occurred and companies that disposed or arranged for the disposal of the hazardous substance that has been released into the environment. Under CERCLA, these persons may be subject to joint and several liability, without regard to fault, for, among other things, the costs of investigating and remediating the hazardous substances that have been released into the environment, for damages to natural resources and for the costs of certain health studies. CERCLA and comparable state law also authorize the federal EPA, its state counterparts, and, in some instances, third parties to take actions in response to threats to the public health or the environment and to seek to recover from the responsible classes of persons the costs they incur. It is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly

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caused by hazardous substances or other pollutants released into the environment. Although “petroleum” as well as natural gas and NGLs are excluded from CERCLA's definition of a “hazardous substance,” in the course of our ordinary operations we generate wastes that may fall within that definition or that may be subject to other waste disposal laws and regulations. We may be responsible under CERCLA or state laws for all or part of the costs required to clean up sites at which such substances or wastes have been disposed. We have not received any notification that we may be potentially responsible for cleanup costs under CERCLA or comparable state laws.

We also generate both hazardous and nonhazardous wastes that are subject to requirements of the federal RCRA, and comparable state statutes. We are not currently required to comply with a substantial portion of the RCRA requirements at many of our facilities because the minimal quantities of hazardous wastes generated there make us subject to less stringent management standards. From time to time, the EPA has considered the adoption of stricter handling, storage and disposal standards for nonhazardous wastes, including crude oil and natural gas wastes. It is possible that some wastes generated by us that are currently classified as nonhazardous may in the future be designated as “hazardous wastes,” resulting in the wastes being subject to more rigorous and costly disposal requirements, or that the full complement of RCRA standards could be applied to facilities that generate lesser amounts of hazardous waste. Changes in applicable regulations may result in a material increase in our capital expenditures or plant operating and maintenance expense.

We currently own or lease sites that have been used over the years by prior owners and by us for natural gas gathering, processing and transportation. Solid waste disposal practices within the midstream gas industry have improved over the years with the passage and implementation of various environmental laws and regulations. Nevertheless, some hydrocarbons and wastes have been disposed of or released on or under various sites during the operating history of those facilities that are now owned or leased by us. Notwithstanding the possibility that these dispositions may have occurred during the ownership of these assets by others, these sites may be subject to CERCLA, RCRA and comparable state laws. Under these laws, we could be required to remove or remediate previously disposed wastes (including wastes disposed of or released by prior owners or operators) or contamination (including soil and groundwater contamination) or to prevent the migration of contamination.

Air Emissions. Our operations are subject to the federal Clean Air Act and comparable state laws and regulations.

These laws and regulations regulate emissions of air pollutants from various industrial sources, including our processing plants, and also impose various monitoring and reporting requirements. Such laws and regulations may require that we obtain pre-approval for the construction or modification of certain projects or facilities, such as our processing plants and compression facilities, expected to produce air emissions or to result in the increase of existing air emissions, that we obtain and strictly comply with air permits containing various emissions and operational limitations, or that we utilize specific emission control technologies to limit emissions. We will be required to incur capital expenditures in the future for air pollution control equipment in connection with obtaining and maintaining operating permits and approvals for air emissions. In addition, our processing plants, pipelines and compression facilities are subject to increasingly stringent regulations, including regulations that require the installation of control technology or the implementation of work practices to control hazardous air pollutants. Moreover, the Clean Air Act requires an operating permit for major sources of emissions and this requirement applies to some of our facilities. We believe that our operations are in substantial compliance with the federal Clean Air Act and comparable state laws. The EPA and state agencies are continually proposing new rules and regulations that could impact our existing operations and the costs and timing of new infrastructure development. Specifically, EPA has recently proposed new source performance standards (NSPS) for the oil and gas source category. New Subpart OOOO would expand the NSPS oil and gas source category to include all segments of the oil and gas industry. It would impose new controls for emissions of volatile organic compounds (VOCs) on well completions, pneumatic devices, compressors, storage vessels and equipment leaks. In addition, EPA has also recently proposed revisions to Subparts HH and HHH that would further reduce emissions of hazardous air pollutants from storage tanks and tri-ethylene glycol dehydrators at major sources. If passed, these new regulations would significantly increase our cost of compliance.

On October 19, 2010, the EPA adopted new national emission standards for hazardous air pollutants for existing stationary spark ignition reciprocating internal combustion engines that are either located at area sources of hazardous air pollutant emissions or that have a site rating of less than or equal to 500 brake horsepower and are located at major

sources of hazardous air pollutant emissions. All engines subject to these “Quad Z” regulations are required to comply by October 19, 2013. Many of our facilities, including our leased compressors are impacted by these new rules. We will incur increased costs resulting from the replacement of existing equipment to bring engines into compliance with the new emission requirements. Petitions have been filed in the court of appeals for review and reconsideration of the new rules, but we cannot predict the outcome of those proceedings.

2008 Ozone NAAQS Designations. EPA Region 6 is proposing to modify the Governor of Texas' recommended designations for the 2008 ozone National Ambient Air Quality Standards (NAAQS). EPA's proposal expands the Dallas-Ft Worth and Houston-Galveston-Brazoria Counties nonattainment areas to include three additional counties. If EPA's proposal is adopted, the state of Texas will be under an obligation to develop a state implementation plan to control new and existing sources of ozone precursor emissions in those counties, which would significantly increase the cost of operations in those counties. In addition, new sources

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would be required to offset emissions and the major source threshold for construction permits would be lower than otherwise, triggering more stringent control technology and impacts reviews.

**New TCEQ Rule.** On January 26, 2011, the TCEQ adopted a new Section 106.352. Oil and Gas Handling and Production Facilities Permit by Rule (“PBR”), which is applicable to oil and gas facilities in the Barnett shale area of Texas and provides an authorization for activities that produce more than a de minimis level of emissions. The PBR requires additional recordkeeping and reporting requirements, additional best management practices, increased emissions modeling, increased stack testing and an increase in project/facility registrations, all of which would increase our capital and operating costs in the Barnett shale in Texas. Additionally, only one PBR may be claimed or registered for each combination of dependent facilities at an oil and gas site, which is defined as all facilities that are located on contiguous or adjacent properties, under common control and designated under the same two digit standard industrial classification (SIC) code. The construction of new facilities or modification of existing facilities at an oil and gas site will subject the existing, operationally-dependent, unmodified facilities to a protectiveness review and to emissions limits for its planned maintenance, startup and shutdown activities, which may require the installation of additional emissions control equipment thereby increasing the costs of new projects and increasing capital expenditures in the Barnett shale in Texas. Currently, our facilities located in the Barnett shale are part of our Compressor Segment, and most compliance costs resulting from the PBR will be borne by our customers. Oil and gas handling and production facilities not located in the Barnett shale regions remain subject to the provisions of the PBR that was in place prior to the adoption of new Section 106.352.

**Clean Water Act.** The Clean Water Act and comparable state laws impose restrictions and strict controls regarding the discharge of pollutants, including NGL-related wastes, into waters of the United States. Pursuant to the Clean Water Act and similar state laws, a NPDES, or state permit, or both, must be obtained to discharge pollutants into federal and state waters. In addition, the Clean Water Act and comparable state laws require that individual permits or coverage under general permits be obtained by subject facilities for discharges of storm water runoff. We believe that we are in substantial compliance with Clean Water Act permitting requirements as well as the conditions imposed thereunder, and that our continued compliance with such existing permit conditions will not have a material adverse effect on our business, financial condition or results of operations.

**Endangered Species Act.** The Endangered Species Act restricts activities that may affect endangered or threatened species or their habitat. We may operate in areas that are currently designated as a habitat for endangered or threatened species, the discovery of previously unidentified endangered species, or the designation of additional species as endangered or threatened, which could cause us to incur additional costs, to develop habitat conservation plans, to become subject to expansion or operating restrictions, or bans in the affected areas.

**Climate Change.** On December 15, 2009, the EPA published its findings that emissions of carbon dioxide, methane and other greenhouse gases present an endangerment to public health and the environment because emissions of such gases are, according to the EPA, contributing to warming of the Earth's atmosphere and other climatic changes. These findings allow the EPA to adopt and implement regulations that would restrict emissions of greenhouse gases under existing provisions of the federal Clean Air Act. Accordingly, the EPA adopted two sets of regulations addressing greenhouse gas emissions under the Clean Air Act. The first limits emissions of greenhouse gases from motor vehicles beginning with the 2012 model year. The EPA has asserted that these final motor vehicle greenhouse gas emission standards trigger Clean Air Act construction and operating permit requirements for stationary sources, commencing when the motor vehicle standards took effect on January 2, 2011. On June 3, 2010, the EPA published its final rule to address the permitting of greenhouse gas emissions from stationary sources under the Prevention of Significant Deterioration (“PSD”) and Title V permitting programs. This rule “tailors” these permitting programs to apply to certain stationary sources of greenhouse gas emissions in a multi-step process, with the largest sources first subject to permitting. It is widely expected that facilities required to obtain PSD permits for their greenhouse gas emissions will be required to also reduce those emissions according to “best available control technology” standards for greenhouse gases, which are currently being developed on a case-by-case basis. Any regulatory or permitting obligation that limits emissions of greenhouse gases could require us to incur costs to reduce or sequester emissions of greenhouse gases associated with our operations and also could adversely affect demand for the natural gas and other hydrocarbon products that we transport, process, or otherwise handle in connection with our services.

In addition, on October 30, 2009, the EPA published a final rule requiring the reporting of greenhouse gas emissions from specified large greenhouse gas sources in the United States on an annual basis, beginning in 2011 for emissions occurring after January 1, 2010. On November 30, 2010, the EPA revised its greenhouse gas reporting rule to include onshore oil and natural gas production, processing, transmission, storage and distribution facilities. Under the new rules, reporting of greenhouse gas emissions from such facilities, including many of our facilities, is required on an annual basis, with reporting beginning in 2012 for emissions occurring in 2011.

Various pieces of legislation to reduce emissions of, or to create cap and trade programs for, greenhouse gases have been proposed by the U.S. Congress over the past several years, but no proposal has yet passed. More than one-third of the states have already taken legal measures to reduce emissions of greenhouse gases, primarily through the planned development of greenhouse gas



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emission inventories and/or regional greenhouse gas cap and trade programs. The passage of legislation that limits emissions of greenhouse gases from our equipment and operations could require us to incur costs to reduce the greenhouse gas emissions from our own operations, and it could also adversely affect demand for our transportation, storage and midstream services.

Some have suggested that one consequence of climate change could be increased severity of extreme weather, such as increased hurricanes and floods. If such effects were to occur, our operations could be adversely affected in various ways, including damages to our facilities from powerful winds or rising waters, or increased costs for insurance. Another possible consequence of climate change is increased volatility in seasonal temperatures. The market for our NGLs and natural gas is generally improved by periods of colder weather and impaired by periods of warmer weather, so any changes in climate could affect the market for the fuels that we produce. Despite the use of the term “global warming” as a shorthand for climate change, some studies indicate that climate change could cause some areas to experience temperatures substantially colder than their historical averages. As a result, it is difficult to predict how the market for our fuels could be affected by increased temperature volatility, although if there is an overall trend of warmer temperatures, it would be expected to have an adverse effect on our business.

**Employee Health and Safety.** We are subject to the requirements of the federal OSHA and comparable state laws that regulate the protection of the health and safety of workers. In addition, the OSHA hazard communication standard requires that information be maintained about hazardous materials used or produced in operations and that this information be provided to employees, state and local government authorities and citizens. We believe that our operations are in substantial compliance with the OSHA requirements including general industry standards, recordkeeping requirements, and monitoring of occupational exposure to regulated substances.

**Safety Regulations.** Those pipelines through which we transport mixed NGLs (exclusively to other NGL pipelines) are subject to regulation by the DOT, under the HLPESA, relating to the design, installation, testing, construction, operation, replacement and management of pipeline facilities. The HLPESA requires any entity that owns or operates liquids pipelines to comply with the regulations under the HLPESA, to permit access to and allow copying of records and to submit certain reports and provide other information as required by the Secretary of Transportation. We believe our liquids pipelines are in substantial compliance with applicable HLPESA requirements. The DOT is continually proposing new pipeline safety rules that may impact our businesses and increase our operating costs.

Our interstate, intrastate and certain of our gathering pipelines are also subject to regulation by the DOT under the NGPSA, which covers natural gas, crude oil, carbon dioxide, NGLs and petroleum products pipelines, and under the Pipeline Safety Improvement Act of 2002, as amended. Pursuant to these authorities, the DOT has established a series of rules that require pipeline operators to develop and implement “integrity management programs” for natural gas pipelines located in areas where the consequences of potential pipeline accidents pose the greatest risk to people and their property. Similar rules are also in place for operators of hazardous liquid pipelines. The DOT’s integrity management rules establish requirements relating to the design, installation, testing, construction, operation, inspection, replacement and management of pipeline facilities. We believe that our pipeline operations are in substantial compliance with applicable NGPSA requirements.

The DOT enacted new control room management regulations as directed by the Pipeline Inspection, Protection, Enforcement and Safety Act of 2006. The rules require operators of hazardous liquids pipelines, gas pipelines and LNG facilities with at least one control room to develop and implement written control room management procedures. We believe we are in substantial compliance with the new rules as of the required compliance date of August 1, 2011. On January 3, 2012, the Pipeline Safety, Regulatory Certainty, and Job Creation Act of 2011, became effective. Under the new law, the DOT and other federal agencies are required to conduct a number of studies or develop rules over the next two years regarding the expansion of integrity management, use of automatic and remote-controlled shut-off valves, leak detection systems, sufficiency of existing regulation of gathering pipelines, use of excess flow valves, verification of maximum allowable operating pressure, incident notification, and other pipeline-safety related rules. The new law also increases civil penalties for violations. The DOT has already sought comments on potential rules that address many areas of the newly adopted legislation. Any new regulations could impact our businesses and increase our operating costs.

The states administer federal pipeline safety standards under the NGPSA and have the authority to conduct pipeline inspections, to investigate accidents and to oversee compliance and enforcement, safety programs and record maintenance and reporting. Congress, the DOT and individual states may pass additional pipeline safety requirements, but such requirements, if adopted, would not be expected to affect us disproportionately relative to other companies in our industry.

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EMPLOYEES

As of December 31, 2011, our General Partner employed 729 employees, of whom 627 were field operating employees and 102 were mid-and senior-level management and staff. None of these employees are represented by a labor union and there are no outstanding collective bargaining agreements to which our General Partner is a party. Our General Partner believes that it has good relations with its employees.

AVAILABLE INFORMATION

We file or furnish annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any related amendments and supplements thereto with the SEC. From time to time, we may also file registration and related statements pertaining to equity or debt offerings. You may read and copy any materials we file or furnish with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information regarding the Public Reference Room by calling the SEC at 1-800-732-0330. In addition, the SEC maintains an Internet website at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

We make our SEC filings available to the public, free of charge and as soon as practicable after they are filed with the SEC, through its Internet website located at <http://www.regencyenergy.com>. Our annual reports are filed on Form 10-K, our quarterly reports are filed on Form 10-Q and current-event reports are filed on Form 8-K; we also file amendments to reports filed or furnished pursuant to Section 13(a) or Section 15(d) of the Exchange Act. References to our website addressed in this report are provided as a convenience and do not constitute, and should not be viewed as, an incorporation by reference of the information contained on, or available through, our website. Therefore, such information should not be considered part of this report.

Item 1A. Risk Factors

In addition to risks and uncertainties in the ordinary course of business that are common to all businesses, important factors that are specific to our business, our structure as a limited partnership and our tax treatment could materially impact our future performance and results of operations. We have provided below a list of these risk factors that should be reviewed when considering an investment in our securities. These are not all of the risks we face as there are other factors currently considered immaterial or unknown to us that may impact our future operations.

RISKS RELATED TO OUR BUSINESS

We may not have sufficient cash from operations to enable us to pay our current quarterly distribution following the establishment of cash reserves and payment of fees and expenses, including reimbursement of fees and expenses of our General Partner.

We may not have sufficient available cash from operating surplus each quarter to pay our MQD. The amount of cash we can distribute to our unitholders depends principally on the amount of cash we generate from our operations, which will fluctuate from quarter to quarter based on, among other things:

- prevailing economic conditions;
- the fees we charge and the margins we realize for our services and sales;
- the prices of, level of, production of, and demand for natural gas and NGLs;
- the volumes of natural gas we gather, process and transport; and
- the amounts of our operating costs, including reimbursement of fees and expenses of our General Partner.

In addition, the actual amount of cash we will have available for distribution will depend on other factors, some of which are beyond our control, including:

- our debt service requirements;
- our obligation to pay distributions on our Series A Preferred Units;
- fluctuation in our working capital needs;
- our ability to borrow funds and access capital markets;
- restrictions contained in our debt agreements;
- the cost of acquisitions, if any;
- the amounts of cash reserves established by our General Partner; and



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our ability to maintain commodity hedge prices from year to year.

You should be aware that the amount of cash we have available for distribution depends primarily upon our cash flow, not net income (loss) per GAAP. As a result, we may make cash distributions during periods when we record losses for financial accounting purposes and may not be able to make cash distributions during periods when we record net earnings for financial accounting purposes.

Our cash flow is affected by supply and demand for natural gas and NGL products and by natural gas and NGL prices, and decreases in these prices could adversely affect our results of operations and financial condition. Natural gas, NGLs and other commodity prices are volatile, and an unfavorable change in these prices could adversely affect our cash flow and operating results.

We are subject to risks due to frequent and often substantial fluctuations in commodity prices. NGLs prices generally fluctuate on a basis that correlates to fluctuations in crude oil prices as well as global demand of petrochemical products. In the past, the prices of natural gas, NGLs and crude oil have been extremely volatile, and this volatility could continue. Volatility in crude oil, natural gas and NGL prices can impact our customers' activity levels and spending for our products and services, as well as our margins under our keep-whole and percentage-of-proceeds natural gas gathering and processing contracts. The markets and prices for natural gas and NGLs depend upon factors beyond our control. These factors include demand for oil, natural gas and NGLs, which fluctuates with changes in market and economic conditions and other factors, including:

- the impact of weather on the demand for oil, natural gas and NGLs;
- the level of domestic oil and natural gas production;
- the availability of imported oil, natural gas and NGLs;
- actions taken by foreign oil and gas producing nations;
- the availability of local transportation systems;
- the price, availability and marketing of competitive fuels;
- the demand for electricity;
- the impact of energy conservation efforts; and
- the extent of governmental regulation and taxation.

Our natural gas gathering and processing businesses operate under two types of contractual arrangements that expose our cash flows to increases and decreases in the price of natural gas and NGLs: percentage-of-proceeds and keep-whole arrangements. Under percentage-of-proceeds arrangements, we generally purchase natural gas from producers and retain from the sale an agreed percentage of pipeline-quality gas and NGLs resulting from our processing activities (in cash or in-kind) at market prices. Under keep-whole arrangements, we receive the NGLs removed from the natural gas during our processing operations as the fee for providing our services in exchange for replacing the thermal content removed as NGLs with a like thermal content in pipeline-quality gas or its cash equivalent. Under these types of arrangements our revenues and our cash flows increase or decrease as the prices of natural gas and NGLs fluctuate. The relationship between natural gas prices and NGL prices may also affect our profitability. When natural gas prices are low relative to NGLs prices, it is more profitable for us to process natural gas under keep-whole arrangements. When natural gas prices are high relative to NGLs prices, it is less profitable for us and our customers to process natural gas both because of the higher value of natural gas and of the increased cost (principally that of natural gas as a feedstock and a fuel) of separating the mixed NGLs from the natural gas. As a result, we may experience periods in which higher natural gas prices relative to NGL prices reduce our processing margins or reduce the volume of natural gas processed at some of our plants.

Because of the natural decline in production from existing wells, our success depends on our ability to obtain new supplies of natural gas, which involves factors beyond our control. Any decrease in supplies or the price of natural gas in our areas of operation could adversely affect our business and operating results.

Our gathering and processing and transportation pipeline systems are dependent on the level of production from natural gas wells that supply our systems and from which production will naturally decline over time. As a result, our cash flows associated with these wells will also decline over time. In order to maintain or increase throughput volume levels on our gathering and transportation pipeline systems and the asset utilization rates at our natural gas processing plants, we must continually obtain new supplies. The primary factors affecting our ability to obtain new supplies of

natural gas and attract new customers to our assets are: the level of successful drilling activity near our systems and our ability to compete with other gathering and processing companies for volumes from successful new wells.

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The level of natural gas drilling activity is dependent on economic and business factors beyond our control. The primary factor that impacts drilling decisions is natural gas prices. A sustained decline in natural gas prices, as has occurred over the past year, could result in a decrease in exploration and development activities in the fields served by our gathering and processing facilities and pipeline transportation systems, which would lead to reduced utilization of these assets. Recently some producers have indicated that they will focus their exploration and production efforts on geographic areas with oil and NGL-rich natural gas products. Other factors that impact production decisions include producers' capital budget limitations, the ability of producers to obtain necessary drilling and other governmental permits and regulatory changes.

Because of these factors, even if additional natural gas reserves were discovered in areas served by our assets, producers may choose not to develop those reserves. If we were not able to obtain new supplies of natural gas to replace the natural decline in volumes from existing wells due to reductions in drilling activity or competition, throughput volumes on our pipelines and the utilization rates of our processing facilities would decline, which could have a material adverse effect on our business, results of operations and financial condition.

Our natural gas contract compression operations significantly depend upon the continued demand for and production of natural gas and crude oil. Demand may be affected by, among other factors, natural gas prices, crude oil prices, weather, demand for energy, and availability of alternative energy sources. Any prolonged, substantial reduction in the demand for natural gas or crude oil would, in all likelihood, depress the level of production activity and result in a decline in the demand for our contract compression services and products. Lower natural gas prices or crude oil prices over the long-term could result in a decline in the production of natural gas or crude oil, respectively, resulting in reduced demand for our natural gas contract compression services. Additionally, production from natural gas sources such as longer-lived tight sands, shales and coalbeds constitute an increasing percentage of our compression services business. Such sources are generally less economically feasible to produce in lower natural gas price environments, and a reduction in demand for natural gas may cause such sources of natural gas to be uneconomic to drill and produce, which could in turn negatively impact the demand for our compression services.

The profitability of certain activities in our NGLs and refined products storage business, our NGLs transportation business and our off-gas processing and fractionating business are largely dependent upon market demand for NGLs and refined products, which has been volatile, and competition in the market place, both of which are factors that are beyond our control.

Our NGLs and refined products storage revenues are primarily derived from fixed capacity arrangements between us and our customers. However, a portion of our revenues are derived from fungible storage and throughput arrangements, under which our revenues are more dependent upon demand for storage from our customers. Demand for these services may fluctuate as a result of changes in commodity prices. Our NGLs and refined products storage assets are primarily located in the Mont Belvieu area, which is a significant storage distribution and trading complex with multiple industry participants, any one of which could compete for the business of our existing and potential customers. Any loss of business from existing customers or our inability to attract new customers could have an adverse effect on our results of operations.

Revenues from our NGLs transportation systems are exposed to risks due to fluctuations in demand for transportation as a result of unfavorable commodity prices and competition from nearby pipelines. We receive substantially all of our transportation revenues through dedicated contracts under which the customer agrees to deliver the total output from particular processing plants that are connected only to our transportation system. We may not be able to renew these contracts or execute new customer contracts on favorable terms if NGLs prices decline and demand for our transportation services decreases. Any loss of existing customers due to decreased demand for our services or competition from other transportation service providers could have a negative impact on our revenues and have an adverse effect on our results of operations.

Revenues from our off-gas processing and fractionating system in south Louisiana are exposed to risks due to the low concentration of suppliers near our facilities and the possibility that connected refineries may not provide us with sufficient off-gas for processing at our facilities. The connected refineries may also experience outages due to maintenance issues and severe weather, such as hurricanes. We receive revenues primarily through customer agreements that are a combination of keep-whole and percent-of-proceeds arrangements, as well as from

transportation and fractionation fees. Consequently, a large portion of our off-gas processing and fractionation revenues are exposed to risks due to fluctuations in commodity prices. In addition, a decline in NGL prices could cause a decrease in demand for our off-gas processing and fractionation services and could have an adverse effect on our results of operations.

Many of our customers' drilling activity levels and spending for transportation on our gathering and pipeline systems may be impacted by commodity prices and the credit markets.

Many of our customers finance their drilling activities through cash flow from operations, the incurrence of debt or the issuance of equity. Any combination of a reduction of cash flow resulting from declines in natural gas prices, a reduction in borrowing bases under reserve-based credit facilities and the lack of availability of debt or equity financing may result in a significant reduction



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in our customers' spending for natural gas drilling activity, which could result in lower volumes being transported on our gathering and pipeline systems. A significant reduction in drilling activity could have a material adverse effect on our operations.

We depend on certain key producers and other customers for a significant portion of our supply of natural gas, contract compression and contract treating revenues. The loss of, or reduction in, any of these key producers or customers could adversely affect our business and operating results.

We rely on a limited number of producers and other customers for a significant portion of our natural gas supplies and our contracts for compression services. These contracts have terms that range from month-to-month to life of lease. As these contracts expire, we will have to negotiate extensions or renewals or replace the contracts with those of other suppliers. We may be unable to obtain new or renewed contracts on favorable terms, if at all. The loss of all or even a portion of the volumes of natural gas supplied by these producers and other customers, as a result of competition or otherwise, could have a material adverse effect on our business, results of operations and financial condition.

We do not control all of the actions by our joint ventures.

Our joint ventures, including HPC, MEP, Lone Star and Ranch JV, have their own governing boards. We exercise some control over the joint ventures because our approval is required for most significant decisions, but we do not control all of the decisions of these boards.

We may be required to make additional capital contributions to our equity joint ventures.

All of our equity joint ventures may request that we make additional capital contributions to support their capital expenditure programs. If such capital contributions are required, we may not be able to obtain the financing necessary to satisfy our obligations. In the event that we elect not to participate in future capital contributions, our ownership interest in the joint ventures will be diluted.

Our contract compression segment depends on particular suppliers and is vulnerable to parts and equipment shortages and price increases, which could have a negative impact on our results of operations.

The principal manufacturers of components for our natural gas compression equipment include Caterpillar, Inc. for engines, Air-X-Changers for coolers, and Ariel Corporation for compressors and frames. Our reliance on these suppliers involves several risks, including price increases and a potential inability to obtain an adequate supply of required components in a timely manner. We also rely primarily on one vendor, Standard Equipment Corp., a subsidiary of ETP, to package and assemble our compression units. We do not have long-term contracts with these suppliers or packagers, and a partial or complete loss of certain of these sources could have a negative impact on our results of operations and could damage our customer relationships. In addition, since we expect any increase in component prices for compression equipment or packaging costs will be passed on to us, a significant increase in their pricing could have a negative impact on our results of operations.

Our contract treating segment depends on particular suppliers and is vulnerable to parts and equipment shortages and price increases, which could have a negative impact on our results of operations.

Our contract treating segment's ability to manufacture new equipment used to provide treating services, and to obtain replacement components, depends on particular suppliers and is sensitive to equipment shortages and price increases. Spitzer Industries, the principal manufacturer and packager of amine plants, determines the cost of our contract treating equipment based primarily on the price and availability of commodities (i.e. steel), components and labor. If a significant increase in the cost of manufacturing were to occur, our contract treating segment could see a reduced rate of return on its capital investments absent offsetting increases in revenue rates.

In accordance with industry practice, we do not obtain independent evaluations of natural gas reserves dedicated to our gathering systems. Accordingly, volumes of natural gas gathered on our gathering systems in the future could be less than we anticipate, which could adversely affect our business and operating results.

We do not obtain independent evaluations of natural gas reserves connected to our gathering systems due to the unwillingness of producers to provide reserve information as well as the cost of such evaluations.

Accordingly, we do not have estimates of total reserves dedicated to our systems or the anticipated lives of such reserves. If the total reserves or estimated lives of the reserves connected to our gathering systems are less than we anticipate and we are unable to secure additional sources of natural gas, then the volumes of natural gas gathered on our gathering systems in the future could be less than we anticipate. A decline in the volumes of natural gas gathered

on our gathering systems could have an adverse effect on our business, results of operations and financial condition.

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In our gathering and processing operations, we purchase raw natural gas containing significant quantities of NGLs, process the raw natural gas and sell the processed gas and NGLs. If we are unsuccessful in balancing the purchase of raw natural gas with its component NGLs and our sales of pipeline quality gas and NGLs, our exposure to commodity price risks will increase.

We purchase from producers and other customers a substantial amount of the natural gas that flows through our natural gas gathering and processing systems and our RIGS transportation pipeline for resale to third parties, including natural gas marketers and utilities. We may not be successful in balancing our purchases and sales. In addition, a producer could fail to deliver promised volumes or could deliver volumes in excess of contracted volumes, a purchaser could purchase less than contracted volumes, or the natural gas price differential between the regions in which we operate could vary unexpectedly. Any of these actions could cause our purchases and sales not to be balanced. If our purchases and sales are not balanced, we will face increased exposure to commodity price risks and could have increased volatility in our operating results.

Our results of operations and cash flow may be adversely affected by risks associated with our hedging activities. In performing our functions in our gathering and processing segment, we are a seller of natural gas and NGLs and are exposed to commodity price risk associated with movements in commodity prices. As a result of the volatility of commodity prices and interest rates, we have executed swap contracts or put options settled against ethane, propane, normal butane, natural gas, natural gasoline and west Texas intermediate crude market prices. We continually monitor our hedging and contract portfolio and expect to adjust our hedge position as conditions warrant. For more information about our risk management activities, read “Item 7A. Quantitative and Qualitative Disclosures about Market Risk.” Even though our management monitors our hedging activities, these activities can result in substantial losses. Such losses could occur under various circumstances, including any circumstance in which a counterparty does not perform its obligations under the applicable hedging arrangement, the hedging arrangement is imperfect, or our hedging policies and procedures are not followed or do not work as planned.

The adoption of derivatives legislation by the United States Congress could have an adverse effect on our ability to use derivative instruments to reduce the effect of commodity price, interest rate and other risks associated with our business.

The United States Congress adopted the Dodd-Frank Wall Street Reform and Consumer Protection Act in 2010, which, among other provisions, establishes federal oversight and regulation of the over-the-counter derivatives market and entities that participate in that market. This legislation requires the CFTC and the SEC to promulgate rules and regulations implementing the legislation within 360 days from the date of enactment. The CFTC has also proposed regulations to set position limits for certain futures and option contracts in the major energy markets, although it is not possible at this time to predict whether or when the CFTC will adopt those rules or include comparable provisions in its rulemaking under the new legislation. The legislation may also require us to comply with margin requirements and with certain clearing and trade-execution requirements in connection with our derivative activities, although the application of those provisions to us is uncertain at this time. The legislation may also require the counterparties to our derivative instruments to spin off some of their derivatives activities to a separate entity, which may not be as creditworthy as the current counterparty. The new legislation and any new regulations could significantly increase the cost of derivative contracts (including through requirements to post collateral, which could adversely affect our available liquidity), materially alter the terms of derivative contracts, reduce the availability of derivatives to protect against risks we encounter, reduce our ability to monetize or restructure existing derivative contracts, and increase our exposure to less creditworthy counterparties. If we reduce our use of derivatives as a result of the legislation and regulations, our results of operations may become more volatile and our cash flows may be less predictable.

To the extent that we intend to grow internally through construction of new, or modification of existing, facilities, we may not be able to manage that growth effectively, which could decrease our cash flow and adversely affect our results of operations.

A principal focus of our strategy is to continue to grow by expanding our business both internally and through acquisitions. Our ability to grow internally will depend on a number of factors, some of which will be beyond our control. We may not be able to finance the construction or modifications on satisfactory terms. In general, the construction of additions or modifications to our existing systems, and the construction of new midstream assets

involve numerous regulatory, environmental, political and legal uncertainties beyond our control. Any project that we undertake may not be completed on schedule, at budgeted cost or at all. Construction may occur over an extended period, and we are not likely to receive a material increase in revenues related to such project until it is completed. Moreover, our revenues may not increase immediately upon the completion of construction because the anticipated growth in gas production that the project was intended to capture does not materialize, our estimates of the growth in production prove inaccurate or for other reasons. For example, producers in the area may decrease their activity levels in the area near HPC due to the declines in the price for natural gas. To the extent producers in the area are unable to execute their expected drilling programs, the return on our investment from this project may not be as attractive as we anticipate. For any of these reasons, newly constructed or modified midstream facilities may not generate our expected investment return and that, in turn, could adversely affect our cash flows and results of operations. In addition, our ability to undertake to grow in this fashion will depend on our ability to hire, train, and retain qualified personnel to manage and operate these facilities when completed.

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We may have difficulty financing our planned capital expenditures, including in our joint ventures, which could adversely affect our results and growth.

We expect that we will distribute all of our available cash to our unitholders and will rely primarily upon external financing sources, including borrowings under our credit facility and the issuance of debt and equity securities, to fund our acquisitions and expansion capital expenditures. If we are not able to obtain adequate financing from the capital markets, our ability to grow and our results of operations could be adversely impacted. To access amounts under our credit facility for joint venture capital expenditures or additional investments, we may need to amend to our credit facility, and we cannot assure you that we can obtain any such amendment.

Our leverage may limit our ability to borrow additional funds, make distributions, comply with the terms of our indebtedness or capitalize on business opportunities.

Our leverage is significant in relation to our partners' capital. Our debt to capital ratio, calculated as total debt divided by the sum of total debt and partners' capital, as of December 31, 2011 was 37%. We will be prohibited from making cash distributions during an event of default under any of our indebtedness, and, in the case of the indenture under which our senior notes were issued, the failure to maintain a prescribed ratio of consolidated cash flows (as defined in the indenture) to interest expense. Various limitations in our credit facility, as well as the indentures for our senior notes, may reduce our ability to incur additional debt, to engage in some transactions and to capitalize on business opportunities. Any subsequent refinancing of our current indebtedness or any new indebtedness could have similar or greater restrictions.

Our leverage may adversely affect our ability to fund future working capital, capital expenditures and other general partnership requirements, future acquisition, construction or development activities, or otherwise realize fully the value of our assets and opportunities because of the need to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness or to comply with any restrictive terms of our indebtedness. Our leverage may also make our results of operations more susceptible to adverse economic and industry conditions by limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate and may place us at a competitive disadvantage as compared to our competitors that have less debt.

Increases in interest rates could adversely impact our common unit price and our ability to issue additional equity, in order to make acquisitions, to reduce debt, or for other purposes.

The interest rates on our senior notes are fixed and the loans outstanding under our credit facility bear interest at a floating rate. Interest rates on future credit facilities and debt offerings could be significantly higher than current levels, causing our financing costs to increase accordingly. As with other yield-oriented securities, the market price for our units will be affected by the level of our cash distributions and implied distribution yield. The distribution yield is often used by investors to compare and rank yield-oriented securities for investment decision-making purposes.

Therefore, changes in interest rates, either positive or negative, may affect the yield requirements of investors who invest in our units, and a rising interest rate environment could have an adverse effect on our unit price and our ability to issue additional equity in order to make acquisitions, to reduce debt or for other purposes.

Because we distribute all of our available cash to our unitholders, our future growth may be limited.

Since we will distribute all of our available cash to our unitholders, subject to the limitations on restricted payments contained in the indentures governing our senior notes and our credit facility, we will depend on financing provided by commercial banks and other lenders and the issuance of debt and equity securities to finance any significant internal organic growth or acquisitions. If we are unable to obtain adequate financing from these sources, our ability to grow will be limited.

Certain of our assets may become subject to regulation.

Intrastate transportation of NGLs is largely regulated by the state in which such transportation takes place. Lone Star's West Texas Pipeline transports NGLs within the state of Texas and is subject to regulation by the TRRC. This NGLs transportation system offers services pursuant to an intrastate transportation tariff on file with the TRRC. Such services must be provided in a manner that is just, reasonable and non-discriminatory. We believe that this NGLs system does not provide interstate service and thus, is not subject to FERC jurisdiction under the Interstate Commerce Act and the Energy Policy Act of 1992. However, we cannot assure you that the jurisdictional status of this NGLs pipeline system will remain unchanged. If the system should be found to provide FERC-jurisdictional services, the

FERC's rate-making methodologies may, among other things, delay the use of rates that reflect increased costs and subject us to potentially burdensome and expensive operational, reporting and other requirements. Any of the foregoing could adversely affect revenues and cash flow related to these assets.

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Our interstate gas transportation operations, including Section 311 service performed by our intrastate pipelines, our sales of gas in interstate commerce, and our shipment of gas on interstate pipelines are subject to FERC regulation; failure to comply with applicable regulation, future changes in regulations or policies, or the establishment of more onerous terms and conditions applicable to natural gas transportation service could adversely affect our business. FERC has broad regulatory authority over the business and operations of interstate natural gas pipelines, such as the pipelines owned by Gulf States and MEP, both of which hold FERC-approved tariffs setting forth cost-based rates, terms and conditions for services to shippers wishing to take interstate transportation service. Under the NGA, rates charged for, and the terms and conditions of service of, interstate natural gas transmission must be just and reasonable, and amounts collected in excess of just and reasonable rates may be subject to refund with interest. In addition, FERC regulates the rates, terms and conditions of service with respect to Section 311 transportation service provided by HPC (through RIGS). FERC has authority to alter its rules, regulations and policies governing service provided by interstate pipelines and intrastate pipelines providing Section 311 services. We cannot give any assurance regarding the likely future regulations under which Gulf States, MEP or HPC will operate their interstate transportation services or the effect such regulation could have on our businesses or results of operations. In addition, FERC also has broad authority to require compliance with its rules and regulations and to prohibit and penalize manipulative behavior that affects markets. Since our gathering and processing businesses sell natural gas in interstate commerce and ship gas on interstate pipelines, these activities are subject to FERC oversight. Any failure on our part to comply with applicable FERC-administered statutes, rules, regulations and orders could result in the imposition of significant administrative, civil and/or criminal penalties or both, as well as increased operational requirements or prohibitions.

As limited partnership entities, neither we nor our regulated natural gas pipelines may be able to include a full tax allowance in calculating our costs-of-service for rate-making purposes.

Under current policy applied under the NGA and Section 311, FERC permits regulated natural gas pipelines to include, in the cost-of-service used as the basis for calculating the pipeline's regulated rates, a tax allowance reflecting the actual or potential income tax liability on pipeline income attributable to all partnership or limited liability company interests, if the ultimate owner of the interest has an actual or potential income tax liability on such income. Whether a pipeline's owners have such actual or potential income tax liability will be reviewed by FERC on a case-by-case basis, and the pipeline is required to demonstrate that such potential income tax liability exists. Although FERC's policy is generally favorable for pipelines that are organized as, or owned by, tax-pass-through entities, application of the policy in individual rate cases still entails rate risk due to the case-by-case review requirement. The specific terms and application of that policy remain subject to future refinement or change by FERC and the courts. Moreover, we cannot guarantee that this policy will not be altered in the future.

There are uncertainties in the calculation of the return on equity that FERC will authorize a natural gas pipeline to include in its cost-of-service.

An important part of the determination of rates by FERC is the establishment of an authorized return on equity. FERC currently calculates a range of potential returns, based on a discounted cash flow analysis of companies included in a proxy group, and then determines where a pipeline's risks require it to be placed within this range. FERC policy also currently allows the inclusion of master limited partnerships, or MLPs, in proxy groups used to calculate the appropriate returns on equity under FERC's discounted cash flow analysis, but FERC limits recognition of certain MLP earnings and allows case-by-case determination by FERC of the appropriateness of any MLP, or indeed any stock corporation, proposed as a member of the pipeline's proxy group.

A change in the level of regulation or the jurisdictional characterization of some of our assets or business activities by federal, state or local regulatory agencies could affect our operations and revenues.

Our natural gas gathering, processing and intrastate transportation operations are generally exempt from FERC regulation under the NGA, but FERC regulation still affects these businesses and the markets for products derived from these businesses. With the passage of the Energy Policy Act of 2005 (EPACT 2005), FERC has expanded its oversight of natural gas purchasers, natural gas sellers, gatherers, intrastate pipelines and shippers on FERC regulated pipelines by imposing new market monitoring and market transparency rules and rules prohibiting manipulative behavior. In addition, EPACT 2005 substantially increased FERC's penalty authority. In recent years, FERC has adopted rules requiring increased reporting by purchasers and sellers of natural gas and increased transactional

reporting requirements for intrastate pipelines. In 2010, FERC also sought formal comments on the applicability of buy-sell prohibitions and capacity release requirements on intrastate pipelines that provide interstate service under NGPA Section 311. We cannot predict the outcome of this proceeding or how FERC will approach future matters such as pipeline rates and rules and policies that may affect purchases or sales of natural gas or rights of access to natural gas transportation capacity.



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In addition, the distinction between FERC-regulated interstate transmission service, on one hand, and intrastate transmission or federally unregulated gathering services, on the other hand, is the subject of regular litigation at FERC and in the courts and of policy discussions at FERC. In such circumstances, the classification and regulation of some of our gathering or our intrastate transportation pipelines may be subject to change based on future determinations by FERC, the courts, or Congress. Such a change could result in increased regulation by FERC, which could adversely affect our business.

Other state and local regulations also affect our business. Our gathering pipelines are subject to ratable take and common purchaser statutes in states in which we operate. Ratable take statutes generally require gatherers to take, without undue discrimination, oil or natural gas production that may be tendered to the gatherer for handling. Similarly, common purchaser statutes generally require gatherers to purchase without undue discrimination as to source of supply or producer. These statutes restrict our right as an owner of gathering facilities to decide with whom we contract to purchase or transport natural gas. Federal law leaves any economic regulation of natural gas gathering to the states. Many states in which we operate have adopted complaint-based regulation of natural gas gathering activities, which allows natural gas producers and shippers to file complaints with state regulators in an effort to resolve grievances relating to natural gas gathering access and rate discrimination. Our intrastate NGL, crude oil, and condensate pipelines are subject to state common carrier regulations, which require just and reasonable rates, non-discriminatory service, and the filing of tariffs. Our common carrier pipeline tariffs contemplate a higher level of service for “anchor shippers”, and if these or any other provisions in our common carrier pipeline tariffs are found to be inconsistent with non-discrimination requirements, then we may be required to modify the rates and/or terms of service in our tariffs and may not be able to provide the level of service contemplated in agreements with “anchor shippers”.

Any new laws, rules, regulations or orders could result in additional compliance costs and/or requirements, which could adversely affect our business. If we fail to comply with any new or existing laws, rules, regulations or orders, we could be subject to administrative, civil and/or criminal penalties, or both, as well as increased operational requirements or prohibitions.

We may be unable to integrate successfully the operations of future acquisitions with our operations, and we may not realize all the anticipated benefits of our past and any future acquisitions.

Integration of acquisitions with our business and operations is a complex, time consuming, and costly process. Failure to integrate acquisitions successfully with our business and operations in a timely manner may have a material adverse effect on our business, financial condition, and results of operations. We cannot assure you that we will achieve the desired profitability from past or future acquisitions. In addition, failure to assimilate future acquisitions successfully could adversely affect our financial condition and results of operations. Our acquisitions involve numerous risks, including:

- operating a significantly larger combined organization and adding operations;
- difficulties in the assimilation of the assets and operations of the acquired business, especially if the assets acquired are in a new business segment or geographic area;
- the risk that natural gas reserves expected to support the acquired assets may not be of the anticipated magnitude or may not be developed as anticipated;
- the loss of significant producers or markets or key employees from the acquired business;
- the availability of local, intrastate and interstate transportation system;
- the diversion of management’s attention from other business concerns;
- the failure to realize expected profitability, growth or synergies and cost savings;
- properly assessing and managing environmental compliance;
- coordinating geographically disparate organizations, systems, and facilities; and
- coordinating or consolidating corporate and administrative functions.

Further, unexpected costs and challenges may arise whenever businesses with different operations or management are combined, and we may experience unanticipated delays in realizing the benefits of an acquisition. If we consummate any future acquisition, our capitalization and results of operation may change significantly, and you may not have the opportunity to evaluate the economic, financial and other relevant information that we will consider in evaluating

future acquisitions.

Our industry is highly competitive, and increased competitive pressure could adversely affect our business and operating results.

We compete with similar enterprises in each of our areas of operations. Some of our competitors are large oil, natural gas, gathering and processing and natural gas and NGL pipeline companies that have greater financial resources and access to supplies of natural gas and NGLs than we do. In addition, our customers who are significant producers or consumers of NGLs may develop their

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own processing facilities in lieu of using ours. Similarly, competitors may establish new connections with pipeline systems that would create additional competition for services that we provide to our customers. Our ability to renew or replace existing contracts with our customers at rates sufficient to maintain current revenues and cash flows could be adversely affected by the activities of our competitors.

The natural gas contract compression business is highly competitive, and there are low barriers to entry for individual projects. In addition, some of our competitors are large national and multinational companies that have greater financial and other resources than we do. Our ability to renew or replace existing contracts with our customers at rates sufficient to maintain current revenue and cash flows could be adversely affected by the activities of our competitors and our customers. If our competitors substantially increase the resources they devote to the development and marketing of competitive services or substantially decrease the prices at which they offer their services, we may be unable to compete effectively. Some of these competitors may expand or construct newer or more powerful compressor fleets that would create additional competition for us. In addition, our customers that are significant producers of natural gas and crude oil may purchase and operate their own compressor fleets in lieu of using our natural gas contract compression services. All of these competitive pressures could have a material adverse effect on our business, results of operations, and financial condition.

Any reduction in the capacity of, or the allocations to, our shippers in interconnecting, third-party pipelines could cause a reduction of volumes transported in our pipelines, which would adversely affect our revenues and cash flow. Users of our pipelines are dependent upon connections to and from third-party pipelines to receive and deliver natural gas and NGLs. Any reduction in the capacities of these interconnecting pipelines due to testing, line repair, reduced operating pressures, or other causes could result in reduced volumes being transported in our pipelines. Similarly, if additional shippers begin transporting volumes of natural gas and NGLs over interconnecting pipelines, the allocations to existing shippers in these pipelines could be reduced, which could also reduce volumes transported in our pipelines. Any reduction in volumes transported in our pipelines would adversely affect our revenues and cash flow.

We are exposed to the credit risks of our key customers, and any material nonpayment or nonperformance by our key customers could adversely affect our cash flow and results of operations.

We are subject to risks of loss resulting from nonpayment or nonperformance by our customers. Any material nonpayment or nonperformance by our key customers could reduce our ability to make distributions to our unitholders. Many of our customers finance their activities through cash flow from operations, the incurrence of debt or the issuance of equity. The combination of reduction of cash flow resulting from declines in commodity prices, a reduction in borrowing bases under reserve based credit facilities (resulting from a decline in commodity prices) and the lack of availability of debt or equity financing may result in a significant reduction in our customers' liquidity and ability to make payment or perform on their obligations to us. Furthermore, some of our customers may be highly leveraged and subject to their own operating and regulatory risks, which increases the risk that they may default on their obligations to us.

Our business involves many hazards and operational risks, some of which may not be fully covered by insurance. If a significant accident or event occurs that is not fully insured, our operations and financial results could be adversely affected.

Our operations are subject to the many hazards inherent in the gathering, processing and transportation of natural gas and the transportation, fractionation and storage of NGLs, including:

- damage to our gathering and processing facilities, pipelines, fractionation and storage related equipment and surrounding properties caused by tornadoes, floods, hurricanes, fires and other natural disasters and acts of terrorism;
- inadvertent damage from construction and farm equipments;
- leaks of natural gas, NGLs and other hydrocarbons or losses of natural gas or NGLs as a result of the malfunction of pipelines, measurement equipment or facilities at receipt or delivery points;
- fires and explosions;
- weather related hazards, such as hurricanes and extensive rains which could delay the construction of assets and extreme cold which could cause freezing of pipelines, limiting throughput.; and
- other hazards, including those associated with high-sulfur content, or sour gas, such as an accidental discharge of hydrogen sulfide gas, that could also result in personal injury and loss of life, pollution and suspension of operations.

These risks could result in substantial losses due to personal injury or loss of life, severe damage to and destruction of property and equipment and pollution or other environmental damage and may result in curtailment or suspension of our related operations. A natural disaster or other hazard affecting the areas in which we operate could have a material adverse effect on our operations.

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We are not insured against all environmental events that might occur. If a significant accident or event occurs that is not insured or fully insured, it could adversely affect our operations and financial condition.

Failure of the natural gas that we ship on our pipelines to meet the specifications of interconnecting interstate pipelines could result in curtailments by the interstate pipelines.

The markets to which the shippers on our pipelines ship natural gas include interstate pipelines. These interstate pipelines establish specifications for the natural gas that they are willing to accept, which include requirements such as hydrocarbon dewpoint, temperature and foreign content including water, sulfur, carbon dioxide and hydrogen sulfide. These specifications vary by interstate pipeline. If the total mix of natural gas shipped by the shippers on our pipeline fails to meet the specifications of a particular interstate pipeline, it may refuse to accept all or a part of the natural gas scheduled for delivery to it. In those circumstances, we may be required to find alternative markets for that gas or to shut-in the producers of the non-conforming gas, potentially reducing our throughput volumes or revenues.

We may incur significant costs and liabilities as a result of pipeline integrity management program testing and any related pipeline repair, or preventative or remedial measures, as well as any future legislative and regulatory initiatives related to pipeline safety.

The DOT has adopted regulations requiring pipeline operators to develop integrity management programs for transportation pipelines and certain gathering lines located where a leak or rupture could do the most harm in “high consequence areas.” The regulations require operators to:

- perform ongoing assessments of pipeline integrity;
- identify and characterize applicable threats to pipeline segments that could impact a high consequence area;
- improve data collection, integration and analysis;
- repair and remediate the pipeline as necessary; and
- implement preventive and mitigating actions.

In addition, states have adopted regulations similar to existing DOT regulations for intrastate gathering and transmission lines. We currently estimate that we will incur costs of \$0.8 million in 2012 to implement pipeline integrity management program testing along certain segments of our pipeline, as required by existing DOT regulations. This estimate does not include the costs, if any, for repair, remediation, preventative or mitigating actions that may be determined to be necessary as a result of the testing program, which could be substantial.

The DOT is continually proposing new pipeline safety rules and issuing pipeline safety advisories that impact our businesses. Additionally, Congress has been engaged in developing more stringent safety laws.

On January 3, 2012, the Pipeline Safety, Regulatory Certainty, and Job Creation Act of 2011, became effective. The new law requires more stringent oversight of pipelines and increased civil penalties for violations of pipeline safety rules. The law requires numerous studies and/or the development of rules over the next two years covering the expansion of integrity management, use of automatic and remote-controlled shut-off valves, leak detection systems, sufficiency of existing regulation of gathering pipelines, use of excess flow valves, verification of maximum allowable operating pressure, incident notification, and other pipeline-safety related rules. The DOT has already sought comments on potential rules that address many areas of the newly adopted legislation. Any regulatory changes could have a material effect on our operations through more stringent and comprehensive safety regulations, increased costs and higher penalties for the violation of those regulations.

We do not own all of the land on which our pipelines and facilities have been constructed, and we are therefore subject to the possibility of increased costs or the inability to retain necessary land use.

We obtain the rights to construct and operate our pipelines on land owned by third parties and governmental agencies. Many of these rights-of-way are perpetual in duration; others have terms ranging from five to ten years. Many are subject to rights of reversion in the case of non-utilization for periods ranging from one to three years. In addition, some of our processing facilities are located on leased premises. Our loss of these rights, through our inability to renew right-of-way contracts or leases or otherwise, could have a material adverse effect on our business, results of operations and financial condition.

In addition, the construction of additions to our existing gathering and transportation assets may require us to obtain new rights-of-way prior to constructing new pipelines. We may be unable to obtain such rights-of-way to connect new natural gas or NGL supplies to our existing pipelines or to capitalize on other attractive expansion opportunities. If the

cost of obtaining new rights-of-way increases, then our cash flows and growth opportunities could be adversely affected. Additionally, certain of our pipelines are gas utilities or common carrier pipelines with the statutory right of eminent domain. A recent Texas Supreme Court decision

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could severely limit our ability to use eminent domain to acquire right-of-way for common carrier expansion and growth projects, and potentially gas utility projects. Any such limitations could adversely affect our growth opportunities and cash flows.

We may incur significant costs and liabilities in the future resulting from a failure to comply with new or existing environmental regulations or releases of hazardous materials into the environment.

Our operations are subject to stringent and complex federal, state and local environmental laws and regulations governing, among other things, air emissions, wastewater discharges, the use, management and disposal of hazardous and nonhazardous materials and wastes, and the cleanup of contamination. Noncompliance with such laws and regulations, or incidents resulting in environmental releases, could cause us to incur substantial costs, penalties, fines and other criminal sanctions, third party claims for personal injury or property damage, investments to retrofit or upgrade our facilities and programs, or curtailment of operations. Certain environmental statutes, including CERCLA and comparable state laws, impose strict, joint and several liability for costs required to clean up and restore sites where hazardous substances have been disposed or otherwise released.

There is inherent risk of the incurrence of environmental costs and liabilities in our business due to the necessity of handling natural gas and NGLs, air emissions related to our operations, and historical industry operations and waste disposal practices. For example, an accidental release from one of our pipelines or processing facilities could subject us to substantial liabilities arising from environmental cleanup and restoration costs, claims made by neighboring landowners and other third parties for personal injury and property damage, and fines or penalties for related violations of environmental laws or regulations. Moreover, the possibility exists that stricter laws, regulations or enforcement policies could significantly increase our compliance costs and the cost of any remediation that may become necessary. We may not be able to recover these costs from insurance. We cannot be certain that identification of presently unidentified conditions, more vigorous enforcement by regulatory agencies, enactment of more stringent laws and regulations, or other unanticipated events will not arise in the future and give rise to material environmental liabilities that could have a material adverse effect on our business, financial condition or results of operations. Climate change legislation or regulations restricting emissions of “greenhouse gases” could result in increased operating costs and reduced demand for the natural gas and other hydrocarbon products that we transport, process, or otherwise handle in connection with our transportation and midstream services.

In December 2009, the EPA published its findings that emissions of carbon dioxide, methane and other greenhouse gases present an endangerment to public health and the environment because emissions of such gases are, according to the EPA, contributing to warming of the Earth's atmosphere and other climatic changes. These findings allow the EPA to adopt and implement regulations that would restrict emissions of greenhouse gases under existing provisions of the federal Clean Air Act. Accordingly, the EPA adopted two sets of regulations addressing greenhouse gas emissions under the Clean Air Act. The first limits emissions of greenhouse gases from motor vehicles beginning with the 2012 model year. The EPA has asserted that these final motor vehicle greenhouse gas emission standards trigger Clean Air Act construction and operating permit requirements for stationary sources, commencing when the motor vehicle standards took effect on January 2, 2011. In June 2010, the EPA published its final rule to address the permitting of greenhouse gas emissions from stationary sources under the Prevention of Significant Deterioration (“PSD”) and Title V permitting programs. This rule “tailors” these permitting programs to apply to certain stationary sources of greenhouse gas emissions in a multi-step process, with the largest sources first subject to permitting. It is widely expected that facilities required to obtain PSD permits for their greenhouse gas emissions will be required to also reduce those emissions according to “best available control technology” standards for greenhouse gases, which are currently being developed on a case-by-case basis. Any regulatory or permitting obligation that limits emissions of greenhouse gases could require us to incur costs to reduce or sequester emissions of greenhouse gases associated with our operations and also could adversely affect demand for the natural gas and other hydrocarbon products that we transport, process, or otherwise handle in connection with our services.

In addition, in October 2009, the EPA published a final rule requiring the reporting of greenhouse gas emissions from specified large greenhouse gas sources in the United States on an annual basis, beginning in 2011 for emissions occurring after January 1, 2010. In November 2010, the EPA revised its greenhouse gas reporting rule to include onshore oil and natural gas production, processing, transmission, storage and distribution facilities. Under these new

rules, reporting of greenhouse gas emissions from such facilities, including many of our facilities, is required on an annual basis, with reporting beginning in 2012 for emissions occurring in 2011.

Various pieces of legislation to reduce emissions of, or to create cap and trade programs for, greenhouse gases have been proposed by the U.S. Congress over the past several years, but no proposal has yet passed. More than one-third of the states have already taken legal measures to reduce emissions of greenhouse gases, primarily through the planned development of greenhouse gas emission inventories and/or regional greenhouse gas cap and trade programs. The passage of legislation that limits emissions of greenhouse gases from our equipment and operations could require us to incur costs to reduce the greenhouse gas emissions from our own operations, and it could also adversely affect demand for our transportation, storage and midstream services.



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Some have suggested that one consequence of climate change could be increased severity of extreme weather, such as increased hurricanes and floods. If such effects were to occur, our operations could be adversely affected in various ways, including damages to our facilities from powerful winds or rising waters, or increased costs for insurance.

Another possible consequence of climate change is increased volatility in seasonal temperatures. The market for our NGLs and natural gas is generally improved by periods of colder weather and impaired by periods of warmer weather, so any changes in climate could affect the market for the fuels that we produce. Despite the use of the term “global warming” as a shorthand for climate change, some studies indicate that climate change could cause some areas to experience temperatures substantially colder than their historical averages. As a result, it is difficult to predict how the market for our fuels could be affected by increased temperature volatility, although if there is an overall trend of warmer temperatures, it would be expected to have an adverse effect on our business.

We may not have the ability to raise funds necessary to finance any change of control offer required under our senior notes and our Series A Preferred Units or to repay our credit facility upon a change of control.

If a change of control (as defined in the indentures governing our senior notes) occurs, we will be required to offer to purchase our outstanding senior notes at 101% of their principal amount plus accrued and unpaid interest. If a purchase offer obligation arises under these indentures, a change of control could also have occurred under our credit facility, which could result in the acceleration of the indebtedness outstanding thereunder. Further, if a change of control (as defined in our partnership agreement) occurs, we will be required, under certain circumstances, to offer to purchase the Series A Preferred Units at 120% of their liquidation value (as defined in our partnership agreement) for the first five years after their issuance and thereafter at 101% of their liquidation value. Any of our future debt agreements may contain similar restrictions and provisions. If a purchase offer were required under the indentures for our debt (or repayment under our credit facility), we may not have sufficient funds to pay the purchase price of all debt that we are required to purchase or repay.

Our ability to manage and grow our business effectively may be adversely affected if our General Partner loses key management or operational personnel.

We depend on the continuing efforts of our executive officers. The departure of any of our executive officers could have a significant negative effect on our business, operating results, financial condition, and on our ability to compete effectively in the marketplace. Additionally, the General Partner's employees operate some of our business activities. Our General Partner's ability to hire, train, and retain qualified personnel will continue to be important and will become more challenging as we grow and if energy industry market conditions remain positive.

When general industry conditions are good, the competition for experienced operational and field technicians increases as other energy and manufacturing companies' needs for the same personnel increases. Our ability to grow and perhaps even to continue our current level of service to our current customers will be adversely impacted if our General Partner or its affiliates that provide these personnel are unable to successfully hire, train and retain these important personnel.

Terrorist attacks, the threat of terrorist attacks, hostilities in the Middle East, or other sustained military campaigns may adversely impact our results of operations.

The long-term impact of terrorist attacks, such as the attacks that occurred on September 11, 2001, and the magnitude of the threat of future terrorist attacks on the energy transportation industry in general and on us in particular are not known at this time. Uncertainty surrounding hostilities in the Middle East or other sustained military campaigns may affect us in unpredictable ways, including disruptions of natural gas supplies and markets for natural gas and NGLs and the possibility that infrastructure facilities could be direct targets of, or indirect casualties of, an act of terror.

Changes in the insurance markets attributable to terrorist attacks may make certain types of insurance more difficult for us to obtain. Moreover, the insurance that may be available to us may be significantly more expensive than our existing insurance coverage. Instability in the financial markets as a result of terrorism or war could also affect our ability to raise capital.

A downgrade of our credit rating could impact our liquidity, access to capital and our costs of doing business, and maintaining credit ratings is under the control of independent third parties.

A downgrade of our credit rating might increase our cost of borrowing and could require us to post collateral with third parties, negatively impacting our available liquidity. Our ability to access capital markets could also be limited

by a downgrade of our credit rating and other disruptions. Such disruptions could include:

• economic downturns;

• deteriorating capital market conditions;

• declining market prices for natural gas, NGLs and other commodities;

• terrorist attacks or threatened attacks on our facilities or those of other energy companies; and

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the overall health of the energy industry, including the bankruptcy or insolvency of other companies.

Credit rating agencies perform independent analysis when assigning credit ratings. The analysis includes a number of criteria including, but not limited to, business composition, market and operational risks, as well as various financial tests. Credit rating agencies continue to review the criteria for industry sectors and various debt ratings and may make changes to those criteria from time to time. Credit ratings are not recommendations to buy, sell or hold investments in the rated entity. Ratings are subject to revision or withdrawal at any time by the rating agencies, and we cannot assure you that we will maintain our current credit ratings.

ETE and an affiliate of GE may sell units in the public or private markets, and these sales could have an adverse impact on the price of our common units.

ETE owns 26,266,791 of our common units and an affiliate of GE owns 13,168,735 of our common units. We have agreed to provide to each of ETE and GE's affiliate the right to register for resale their common units. We filed a registration statement relating to the resale of GE's common units that became effective in October 2010. The sale of these common units in the public or private markets could have an adverse impact on the price of our common units or on the trading market for them.

An impairment of goodwill and intangible assets could reduce our earnings.

At December 31, 2011, our consolidated balance sheet reflected \$789.8 million of goodwill and \$740.9 million of intangible assets. Goodwill is recorded when the purchase price of a business exceeds the fair market value of the tangible and separately measurable intangible net assets. GAAP requires us to test goodwill for impairment on an annual basis or when events or circumstances occur that indicate goodwill might be impaired. Long-lived assets such as intangible assets with finite useful lives are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If we determine that any of our goodwill or intangible assets are impaired, we would be required to take an immediate charge to earnings with a correlative effect on partners' capital and balance sheet leverage as measured by debt to total capitalization.

If we do not make acquisitions on economically acceptable terms, our future growth could be limited.

Our results of operations and our ability to grow and to increase distributions to unitholders will depend in part on our ability to make acquisitions that are accretive to our distributable cash flow per unit.

We may be unable to make accretive acquisitions for any of the following reasons, among others:

- because we are unable to identify attractive acquisition candidates or negotiate acceptable purchase contracts with them;

- because we are unable to raise financing for such acquisitions on economically acceptable terms; or

- because we are outbid by competitors, some of which are substantially larger than us and have greater financial resources and lower costs of capital than we do.

If we consummate future acquisitions, our capitalization and results of operations may change significantly. As we determine the application of our funds and other resources, unitholders will not have an opportunity to evaluate the economics, financial and other relevant information that we will consider.

Increased regulation of hydraulic fracturing could result in reductions or delays in drilling and completing new oil and natural gas wells, which could adversely impact our revenues by decreasing the volumes of natural gas that we gather, process and transport.

Hydraulic fracturing is a process used by oil and gas exploration and production operators in the completion of certain oil and gas wells whereby water, sand and chemicals are injected under pressure into subsurface formations to stimulate gas and, in some cases, oil production. Due to concerns that hydraulic fracturing may adversely affect drinking water supplies, the EPA recently announced a plan to conduct a comprehensive research study to investigate the potential adverse impact that hydraulic fracturing may have on water quality and public health. The initial study results are expected to be available in late 2012. Additionally, legislation was introduced in the U.S. Congress to amend the federal Safe Drinking Water Act to regulate hydraulic fracturing and to require the disclosure of chemicals used by the oil and gas industry in the hydraulic fracturing process. If enacted, such a provision could require hydraulic fracturing activities to meet permitting and financial assurance requirements, adhere to certain construction specifications, fulfill monitoring, reporting and recordkeeping requirements and meet plugging and abandonment requirements. Unrelated oil spill legislation considered by the U.S. Senate in the aftermath of the April 2010 Macondo

well release in the Gulf of Mexico contained a provision that would require natural gas drillers to disclose the chemicals they pump into the ground as part of the hydraulic fracturing process. Aside from these federal initiatives, several states have moved to require disclosure of fracturing fluid components or otherwise to regulate their use more closely. Disclosure of chemicals used in the fracturing process could make it easier for third parties opposing hydraulic fracturing to initiate legal proceedings based on allegations that specific chemicals used in the fracturing process could adversely affect groundwater. Adoption of legislation or

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of any implementing regulations placing restrictions on hydraulic fracturing activities could impose operational delays, increased operating costs and additional regulatory burdens on exploration and production operators, which could reduce their production of natural gas and, in turn, adversely affect our revenues and results of operations by decreasing the volumes of natural gas and NGLs that we gather, process and transport.

Some portions of our current gathering infrastructure and other assets have been in use for many decades, which may adversely affect our business.

Some portions of our assets, including some of our gathering infrastructure, have been in use for many decades. The current age and condition of our assets could result in a material adverse impact on our business, financial condition and results of operations if the costs of maintaining our facilities exceed current expectations.

**RISKS RELATED TO OUR STRUCTURE**

Our General Partner is owned by ETE, which also owns the general partner of ETP. This may result in conflicts of interest.

ETE owns our General Partner and as a result controls us. ETE also owns the general partner of ETP, a publicly traded partnership with which we compete in the natural gas gathering, processing and transportation business. The directors and officers of our General Partner and its affiliates have fiduciary duties to manage our General Partner in a manner that is beneficial to ETE, its sole owner. At the same time, our General Partner has fiduciary duties to manage us in a manner that is beneficial to our unitholders. Therefore, our General Partner's duties to us may conflict with the duties of its officers and directors to its sole owner. As a result of these conflicts of interest, our General Partner may favor its own interest or those of ETE, ETP, or their owners or affiliates over the interest of our unitholders.

Such conflicts may arise from, among others, the following:

Decisions by our General Partner regarding the amount and timing of our cash expenditures, borrowings and issuances of additional limited partnership units or other securities can affect the amount of incentive compensation payments on our IDRs we make to the parent company of our General Partner;

ETE and ETP and their affiliates may engage in substantial competition with us;

Neither our partnership agreement nor any other agreement requires ETE or its affiliates, including ETP, to pursue a business strategy that favors us. The directors and officers of the general partners of ETE and ETP have a fiduciary duty to make decisions in the best interest of their members, limited partners and unitholders, which may be contrary to our best interests;

Our General Partner is allowed to take into account the interests of other parties, such as ETE and ETP and their affiliates, which has the effect of limiting its fiduciary duties to our unitholders;

- Some of the directors and officers of ETE who provide advice to us also may devote significant time to the business of ETE and ETP and their affiliates and will be compensated by them for their services;

Our partnership agreement limits the liability and reduces the fiduciary duties of our General Partner, while also restricting the remedies available to our unitholders for actions that, without these limitations, might constitute breaches of fiduciary duty;

Our General Partner determines the amount and timing of asset purchases and sales and other acquisitions, operating expenditures, capital expenditures, borrowings, repayments of debt, issuances of equity and debt securities and cash reserves, each of which can affect the amount of cash available for distribution to our unitholders;

Our General Partner determines which costs, including allocated overhead costs and costs under the services agreement we have with Service Co. and our operating agreement with ETP, incurred by it and its affiliates are reimbursable by us; and

Our partnership agreement does not restrict our General Partner from causing us to pay it or its affiliates for any services rendered on terms that are fair and reasonable to us or entering into additional contractual arrangements, such as the services agreement we have with an affiliate of ETE and operating agreement with ETP, with any of these entities on our behalf.

Specifically, certain conflicts may arise as a result of our pursuing acquisitions or development opportunities that may also be advantageous to ETP. If we are limited in our ability to pursue such opportunities, we may not realize any or all of the commercial value of such opportunities. In addition, if ETP is allowed access to our information concerning any such opportunity and ETP uses this information to pursue the opportunity to our detriment, we may not realize

any of the commercial value of this opportunity. In either of these situations, our business, results of operations and the amount of our distributions to our unitholders may be

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adversely affected. Although we, ETE and ETP have adopted a policy to address these conflicts and to limit the commercially sensitive information that we furnish to ETE, ETP and their affiliates, we cannot assure unitholders that such conflicts will not occur.

Our reimbursement of our General Partner's expenses will reduce our cash available for distribution to common unitholders.

Prior to making any distribution on the common units, we will reimburse our General Partner and its affiliates for all expenses they incur on our behalf. These expenses will include all costs incurred by our General Partner and its affiliates in managing and operating us, including costs for rendering corporate staff and support services to us. The reimbursement of expenses incurred by our General Partner and its affiliates could adversely affect our ability to pay cash distributions to our unitholders.

Our partnership agreement limits our General Partner's fiduciary duties to our unitholders and restricts the remedies available to unitholders for actions taken by our General Partner that might otherwise constitute breaches of fiduciary duty.

Our partnership agreement contains provisions that reduce the standards to which our General Partner might otherwise be held by state fiduciary duty law. For example, our partnership agreement:

permits our General Partner to make a number of decisions in its individual capacity, as opposed to its capacity as our General Partner. This entitles our General Partner to consider only the interests and factors that it desires, and it has no duty or obligation to give any consideration to any interest of, or factors affecting us, our affiliates or any limited partner. Examples include the exercise of its limited call right, its voting rights with respect to the units it owns, its registration rights and its determination whether or not to consent to any merger or consolidation of the partnership; provides that our General Partner will not have any liability to us or our unitholders for decisions made in its capacity as a General Partner so long as it acted in good faith, meaning it believed the decision was in the best interests of our partnership;

provides generally that affiliated transactions and resolutions of conflicts of interest not approved by the conflicts committee of our General Partner and not involving a vote of unitholders must be on terms no less favorable to us than those generally being provided to or available from unrelated third parties or be "fair and reasonable" to us, as determined by our General Partner in good faith, and that, in determining whether a transaction or resolution is "fair and reasonable," our General Partner may consider the totality of the relationships between the parties involved, including other transactions that may be particularly advantageous or beneficial to us; and

provides that our General Partner and its officers and directors will not be liable for monetary damages to us or our limited partners for any acts or omissions unless there has been a final and non-appealable judgment entered by a court of competent jurisdiction determining that the General Partner or those other persons acted in bad faith or engaged in fraud or willful misconduct.

Any unitholder is bound by the provisions in the partnership agreement, including those discussed above.

Unitholders have limited voting rights and are not entitled to elect our General Partner or its directors.

Unlike the holders of common stock in a corporation, unitholders have only limited voting rights on matters affecting our business and, therefore, limited ability to influence management's decisions regarding our business. Unitholders do not elect our General Partner or its Board of Directors and have no right to elect our General Partner or its Board of Directors on an annual or other continuing basis. The Board of Directors of our General Partner is chosen by the members of our General Partner. Furthermore, if the unitholders are dissatisfied with the performance of our General Partner, they will have little ability to remove our General Partner. As a result of these limitations, the price at which our common units trade could be diminished because of the absence or reduction of a takeover premium in the trading price.

Even if unitholders are dissatisfied, they cannot remove our General Partner without its consent.

Our unitholders may be unable to remove the General Partner without its consent because the General Partner and its affiliates own a substantial number of common units. A vote of the holders of at least 66.67% of all outstanding units voting together as a single class is required to remove the General Partner. As of February 10, 2012, affiliates of our General Partner owned 16.7% of the total of our common units.

Our partnership agreement restricts the voting rights of those unitholders owning 20% or more of our common units or Series A Preferred Units.

Unitholders' voting rights are further restricted by the partnership agreement provision providing that any units held by a person that owns 20% or more of any class of units then outstanding, other than our General Partner, its affiliates, their transferees, and persons who acquired such units with the prior approval of our General Partner, cannot vote on any matter. Our partnership

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agreement also contains provisions limiting the ability of unitholders to call meetings or to acquire information about our operations, as well as other provisions limiting our unitholders' ability to influence the manner or direction of our management.

Control of our General Partner may be transferred to a third party without unitholder consent.

Our General Partner may transfer its general partner interest in us to a third party in a merger or in a sale of all or substantially all of its assets without the consent of our unitholders. Furthermore, our partnership agreement does not restrict the ability of the partners of our General Partner from transferring their ownership in our General Partner to a third party. The new partners of our General Partner would then be in a position to replace the Board of Directors and officers of our General Partner with their own choices and to control the decisions taken by the Board of Directors and officers.

We may issue an unlimited number of additional units without unitholders' approval, which would dilute the ownership interest of existing unitholders.

Our General Partner, without the approval of our unitholders, may cause us to issue an unlimited number of additional common units or other equity securities. The issuance by us of additional common units or other equity securities of equal or senior rank will have the following effects:

- our unitholders' proportionate ownership interest in us will decrease;
- the amount of cash available for distribution on each unit may decrease;
- the relative voting strength of each previously outstanding unit may be diminished; and
- the market price of the common units may decline.

Our General Partner has a limited call right that may require unitholders to sell their units at an undesirable time or price.

If at any time our General Partner and its affiliates own more than 80% of the common units, our General Partner will have the right, but not the obligation (which it may assign to any of its affiliates or to us) to acquire all, but not less than all, of the common units held by unaffiliated persons at a price not less than their then-current market price. As a result, unitholders may be required to sell their common units at an undesirable time or price and may not receive any return on their investment. Unitholders may also incur a tax liability upon a sale of their units. As of February 10, 2012, affiliates of our General Partner owned 16.7% of the total number of outstanding common units.

Unitholders may not have limited liability if a court finds that unitholder actions constitute control of our business. Under Delaware law, a unitholder could be held liable for our obligations to the same extent as a general partner if a court determined that the right of unitholders to remove our General Partner or to take other action under our partnership agreement constituted participation in the "control" of our business.

Our General Partner generally has unlimited liability for our obligations, such as our debts and environmental liabilities, except for those contractual obligations that are expressly made without recourse to our General Partner. Our partnership agreement allows the general partner to incur obligations on our behalf that are expressly non-recourse to the general partner. The general partner has entered into such limited recourse obligations in most instances involving payment liability and intends to do so in the future.

In addition, Section 17-607 of the Delaware Revised Uniform Limited Partnership Act provides that under some circumstances, a unitholder may be liable to us for the amount of a distribution for a period of three years from the date of the distribution.

We have a holding company structure in which our subsidiaries conduct our operations and own our operating assets. Additionally, we are not able to control the amounts of cash that HPC, MEP, Lone Star or Ranch JV may distribute to us.

We are a holding company, and our subsidiaries conduct all of our operations and own all of our operating assets. We have no significant assets other than the partnership interests and the equity in our subsidiaries. As a result, our ability to make required payments on our debt obligations and distributions on our common units depends on the performance of our subsidiaries and their ability to distribute funds to us. The ability of our subsidiaries to make distributions to us may be restricted by, among other things, our revolving credit facility and applicable state partnership and limited liability company laws and other laws and regulations. Pursuant to our revolving credit facility, we may be required to establish cash reserves for the future repayment of outstanding letters of credit under

our revolving credit facility. If we are unable to obtain the funds necessary to pay the principal amount at maturity of our debt obligations, to repurchase our debt obligations upon the occurrence of a change of control or make distributions on our common units, we may be required to adopt one or more alternatives, such as a refinancing of our debt obligations or borrowing funds to make distributions on our common units. We cannot assure unitholders that we would be able to borrow funds to make distributions on our common units.

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Additionally, the ability of our joint ventures to make distributions to us may be restricted by, among other things, the terms of each such entity's partnership or limited liability company agreement, as applicable, and any debt instruments entered into by such entity as well as applicable state partnership or limited liability company laws, as applicable, and other laws and regulations. We do not control the amounts of cash that our joint ventures may distribute to us.

The credit and risk profile of our General Partner and its owners could adversely affect our credit ratings and profile. The credit and business risk profiles of our General Partner, and of ETE as the indirect owner of our General Partner, may be factors in credit evaluations of us as a publicly traded limited partnership due to the significant influence of our General Partner and ETE over our business activities, including our cash distributions, acquisition strategy and business risk profile. Another factor that may be considered is the financial condition of our General Partner and its owners, including the degree of their financial leverage and their dependence on cash flow from us to service their indebtedness.

ETE has significant indebtedness outstanding and is dependent principally on the cash distributions from its general and limited partner equity interests in us and ETP to service such indebtedness. Any distributions by us to ETE will be made only after satisfying our then current obligations to our creditors. Although we have taken certain steps in our organizational structure, financial reporting and contractual relationships to reflect the separateness of us and our General Partner from the entities that control our General Partner (ETE and its general partner), our credit ratings and business risk profile could be adversely affected if the ratings and risk profiles of such entities were viewed as substantially lower or riskier than ours.

### TAX RISKS

Our tax treatment depends on our status as a partnership for federal income tax purposes, as well as our not being subject to a material amount of entity-level taxation by individual states or local entities. If the IRS treats us as a corporation or we become subject to a material amount of entity-level taxation for state or local tax purposes, it would substantially reduce the amount of cash available for payment for distributions on our common units.

If we were treated as a corporation for federal income tax purposes, we would pay federal income tax on our income at the corporate tax rate, which is currently a maximum of 35%, and would likely pay state and local income tax at varying rates. Distributions to our common unitholders would generally be taxed again as corporate distributions, and no income, gains, losses or deductions would flow through to unitholders. Because a tax would be imposed upon us as a corporation, our cash available for distribution to our common unitholders would be substantially reduced.

Therefore, treatment of us as a corporation would result in a material reduction in the anticipated cash flow and after-tax return to the unitholders, likely causing a substantial reduction in the value of the units.

Current law may change so as to cause us to be treated as a corporation for federal income tax purposes or otherwise subject us to entity-level taxation. At the federal level, legislation has recently been considered that would have eliminated partnership tax treatment for certain publicly traded partnerships. Although such legislation would not have applied to us as proposed, it could be reintroduced in a manner that does apply to us. We are unable to predict whether any of these changes or other proposals will be reintroduced or will ultimately be enacted. Any such changes could negatively impact the value of an investment in our common units. At the state level, because of widespread state budget deficits and other reasons, several states are evaluating ways to subject partnerships to entity-level taxation through the imposition of state income, franchise and other forms of taxation. For example, we are required to pay a Texas margin tax. Imposition of such a tax on us by Texas, and, if applicable, by any other state, will reduce our cash available for distribution to our common unitholders.

Our partnership agreement provides that if a law is enacted or existing law is modified or interpreted in a manner that subjects us to taxation as a corporation or otherwise subjects us to entity-level taxation for federal, state or local income tax purposes, the minimum quarterly distribution amount and the target distribution amounts may be reduced to reflect the impact of that law on us.

A successful IRS contest of the federal income tax positions we take may adversely affect the market for our common units, and the cost of any IRS contest will reduce our cash available for distribution to you.

The IRS may adopt positions that differ from the positions we take. It may be necessary to resort to administrative or court proceedings to sustain some or all of the positions we take. A court may not agree with all of the positions we take. Any contest with the IRS may materially and adversely impact the market for our common units and the price at

which they trade. In addition, our costs of any contest with the IRS will be borne indirectly by our unitholders and our General Partner because the costs will reduce our cash available for distribution.

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Unitholders may be required to pay taxes on income from us even if you do not receive any cash distributions from us. Because our unitholders will be treated as partners to whom we will allocate taxable income that could be different in amount than the cash we distribute, they will be required to pay any federal income taxes and, in some cases, state and local income taxes on their share of our taxable income even if they receive no cash distributions from us. Our unitholders may not receive cash distributions from us equal to their share of our taxable income or even equal to the tax liability that results from that income.

Tax gain or loss on disposition of common units could be more or less than expected.

If a unitholder sells his common units, he will recognize a gain or loss equal to the difference between the amount realized and his tax basis in those common units. Prior distributions to a unitholder in excess of the total net taxable income he was allocated for a common unit, which decreased his tax basis in that common unit, will, in effect, become taxable income to him if the common unit is sold at a price greater than his tax basis in that common unit, even if the price is less than his original cost. A substantial portion of the amount realized, whether or not representing gain, may be ordinary income. In addition, because the amount realized includes a unitholder's share of our nonrecourse liabilities, if a unitholder sells his common units, he may incur a tax liability in excess of the amount of cash he receives from the sale.

Tax-exempt entities and non-U.S. persons face unique tax issues from owning common units that may result in adverse tax consequences to them.

Investment in common units by tax-exempt entities, such as individual retirement accounts (known as IRAs), other retirement plans and non-U.S. persons raises issues unique to them. For example, virtually all of our income allocated to organizations that are exempt from federal income tax, including IRAs and other retirement plans, will be unrelated business taxable income and will be taxable to them. Distributions to non-U.S. persons will be reduced by withholding taxes at the highest applicable effective tax rate, and non-U.S. persons will be required to file United States federal tax returns and pay tax on their share of our taxable income. If a unitholder is a tax-exempt entity or a non-U.S. person, he should consult his tax advisor before investing in our common units.

We will treat each purchaser of our common units as having the same tax benefits without regard to the actual common units purchased. The IRS may challenge this treatment, which could adversely affect the value of the common units.

Because we cannot match transferors and transferees of common units and because of other reasons, we will take depreciation and amortization positions that may not conform to all aspects of existing Treasury regulations. A successful IRS challenge to those positions could adversely affect the amount of tax deductions available to a unitholder. It also could affect the timing of these tax deductions or the amount of gain from the sale of common units and could have a negative impact on the value of our common units or result in audit adjustments to a unitholder's tax returns.

We prorate our items of income, gain, loss and deduction between transferors and transferees of our units each month based upon the ownership of our units on the first day of each month, instead of on the basis of the date a particular unit is transferred. The IRS may challenge this treatment, which could change the allocation of items of income, gain, loss and deduction among our unitholders.

We prorate our items of income, gain, loss and deduction between transferors and transferees of our units each month based upon the ownership of our units on the first day of each month, instead of on the basis of the date a particular unit is transferred. The use of this proration method may not be permitted under existing Treasury Regulations. However, recently proposed Treasury Regulations provide a safe harbor for publicly traded partnerships pursuant to which a similar monthly convention is allowed. Existing publicly traded partnerships are entitled to rely on these proposed Treasury Regulations; however they are not binding on the IRS and are subject to change until final Treasury Regulations are issued. Accordingly, if the IRS were to challenge our method of allocating income, gain, loss and deduction between transferors and transferees, or new Treasury Regulations were issued, we may be required to change the allocation of items of income, gain, loss and deduction among our unitholders.

A unitholder whose units are loaned to a "short seller" to cover a short sale of units may be considered as having disposed of those units. If so, he would no longer be treated for tax purposes as a partner with respect to those units during the period of the loan and may recognize gain or loss from the disposition.

Because a unitholder whose units are loaned to a “short seller” to cover a short sale of units may be considered as having disposed of the loaned units, he may no longer be treated for tax purposes as a partner with respect to those units during the period of the loan to the short seller and the unitholder may recognize gain or loss from such disposition. Moreover, during the period of the loan to the short seller, any of our income, gain, loss or deduction with respect to those units may not be reportable by the unitholder and any cash distributions received by the unitholder as to those units could be fully taxable as ordinary income. Unitholders desiring to assure their status as partners and avoid the risk of gain recognition from a loan to a short seller are urged to modify any applicable brokerage account agreements to prohibit their brokers from borrowing their units.

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We have adopted certain valuation and allocation methodologies that may result in a shift of income, gain, loss and deduction between the general partner and the unitholders. The IRS may challenge this treatment, which could adversely affect the value of the common units.

When we issue additional units or engage in certain other transactions, we determine the fair market value of our assets and allocate any unrealized gain or loss attributable to our assets to the capital accounts of our unitholders and our General Partner. Our methodology may be viewed as understating the value of our assets. In that case, there may be a shift of income, gain, loss and deduction between certain unitholders and the general partner, which may be unfavorable to such unitholders. Moreover, under our current valuation methods, subsequent purchasers of common units may have a greater portion of their Internal Revenue Code Section 743(b) adjustment allocated to our tangible assets and a lesser portion allocated to our intangible assets. The IRS may challenge our valuation methods, or our allocation of the Section 743(b) adjustment attributable to our tangible and intangible assets, and allocations of income, gain, loss and deduction between the general partner and certain of our unitholders.

In addition, for purposes of determining the amount of the unrealized gain or loss to be allocated to the capital accounts of our unitholders and our General Partner, we will reduce the fair market value of our property (to the extent of any unrealized income or gain in our property that has not previously been reflected in the capital accounts) to reflect the incremental share of such fair market value that would be attributable to the holders of our outstanding convertible redeemable preferred units if all of such convertible redeemable preferred units were converted into common units as of such date. Consequently, a holder of common units may be allocated less unrealized gain in connection with an adjustment of the capital accounts than such holder would have been allocated if there were no outstanding convertible redeemable preferred units. Following the conversion of our convertible redeemable preferred units into common units, items of gross income and gain (or gross loss and deduction) will be specially allocated to the holders of such common units to reflect differences between the capital accounts maintained with respect to such convertible redeemable preferred units and the capital accounts maintained with respect to common units. This method of maintaining capital accounts and allocating income, gain, loss and deduction with respect to the convertible redeemable preferred units is intended to comply with proposed Treasury Regulations. However, these proposed Treasury Regulations are not legally binding and are subject to change until final Treasury Regulations are issued. Accordingly, we may be required to change the allocation of items of income, gain, loss and deduction among our unitholders.

A successful IRS challenge to these methods or allocations could adversely affect the amount of taxable income or loss being allocated to our unitholders. It also could affect the amount of gain from our unitholders' sale of common units and could have a negative impact on the value of the common units or result in audit adjustments to our unitholders' tax returns without the benefit of additional deductions.

The sale or exchange of 50% or more of our capital and profits interests during any twelve-month period will result in the termination of our partnership for federal income tax purposes.

We will be considered to have terminated for federal income tax purposes if there is a sale or exchange of 50% or more of the total interests in our capital and profits within a twelve-month period. For purposes of determining whether the 50% threshold has been reached, multiple sales of the same unit will be counted only once. Although a termination likely will cause our unitholders to realize an increased amount of taxable income as a percentage of the cash distributed to them, we anticipate that the ratio of taxable income to distributions for future years will return to levels commensurate with our prior tax periods. However, any future termination of our partnership could have similar consequences. Additionally, in the case of a unitholder reporting on a taxable year other than a fiscal year ending December 31, the closing of our taxable year may result in more than twelve months of our taxable income or loss being includable in his taxable income for the year of termination. The position that there was a partnership termination does not affect our classification as a partnership for federal income tax purposes; however, we are treated as a new partnership for tax purposes. If treated as a new partnership, we must make new tax elections and could be subject to penalties if we are unable to prevail that a termination occurred. The IRS has recently announced a publicly traded partnership technical termination relief program whereby, if a publicly traded partnership that technically terminates requests publicly traded partnership technical termination relief and such relief is granted by the IRS, among other things, the partnership will only have to provide one Schedule K-1 to unitholders for the year

notwithstanding two partnership tax years.

You may be subject to state and local taxes and tax return filing requirements.

In addition to federal income taxes, you will likely be subject to other taxes, including state and local taxes, unincorporated business taxes and estate, inheritance or intangible taxes that are imposed by the various jurisdictions in which we do business or own property, even if you do not live in any of those jurisdictions. You will likely be required to file state and local income tax returns and pay state and local income taxes in some or all of these jurisdictions. Further, you may be subject to penalties for failure to comply with those requirements. We own assets and do business in Texas, Oklahoma, Kansas, Louisiana, West Virginia, Arkansas, Colorado, Alabama, California, Mississippi, New Mexico, Utah and Pennsylvania. Each of these states, other than Texas, currently imposes a personal income tax as well as an income tax on corporations and other entities. Texas imposes a margin tax on



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corporations, limited partnerships, limited liability partnerships and limited liability companies. As we make acquisitions or expand our business, we may own assets or do business in additional states that impose a personal income tax. It is your responsibility to file all United States federal, foreign, state and local tax returns required as a result of being a unitholder.

### Item 1B. Unresolved Staff Comments

None.

### Item 2. Properties

Substantially all of our pipelines (including those of HPC, MEP and Lone Star), which are located in Texas, Louisiana, Oklahoma, Mississippi, Alabama, and Kansas, are constructed on rights-of-way granted by the apparent record owners of the property. Lands over which pipeline rights-of-way have been obtained may be subject to prior liens that have not been subordinated to the right-of-way grants. We have obtained, where necessary, easement agreements from public authorities and railroad companies to cross over or under, or to lay facilities in or along, watercourses, county roads, municipal streets, railroad properties and state highways, as applicable. In some cases, properties on which our pipelines were built were purchased in fee. These pipelines are used in our gathering and processing segment and in our corporate and others segment.

We believe that we have satisfactory title to all our assets. Record title to some of our assets may continue to be held by prior owners until we have made the appropriate filings in the jurisdictions in which such assets are located. Obligations under our credit facility are secured by substantially all of our assets and are guaranteed by the Partnership. Title to our assets may also be subject to other encumbrances. We believe that none of such encumbrances should materially detract from the value of our properties or our interest in those properties or should materially interfere with our use of them in the operation of our business.

Our executive offices occupy two entire floors in an office building at 2001 Bryan Street, Suite 3700, Dallas, Texas, 75201, under a lease that expires on October 31, 2019. We also maintain regional offices located on leased premises in Louisiana, Texas and Arkansas. While we may require additional office space as our business expands, we believe that our existing facilities are adequate to meet our needs for the immediate future, and that additional facilities will be available on commercially reasonable terms as needed.

For additional information regarding our properties, read “Item 1. Business.”

### Item 3. Legal Proceedings

We are subject to a variety of risks and disputes normally incident to our business. As a result, we may, at any given time, be a defendant in various legal proceedings and litigation arising in the ordinary course of business. Neither the Partnership nor any of its subsidiaries is, however, currently a party to any material pending or, to our knowledge, threatened material legal or governmental proceedings, including proceedings under any of the various environmental protection statutes to which they are subject.

We maintain insurance policies with insurers in amounts and with coverages and deductibles that we, with the advice of our insurance advisors and brokers, believe are reasonable and prudent. We cannot, however, assure you that this insurance will be adequate to protect us from all material expenses related to potential future claims for personal and property damage or that these levels of insurance will be available in the future at economical prices.

For a description of legal proceedings, see Note 12 in the Notes to our Consolidated Financial Statements.

### Item 4. Mine Safety Disclosures

Not applicable.

## Part II

### Item 5. Market for Registrant’s Common Units, Related Unitholder Matters and Issuer Purchases of Equity Securities Market Price of and Distributions on the Common Units and Related Unitholder Matters

Our common units were first offered and sold to the public on February 3, 2006. On August 9, 2011, we transferred the listing of our common units from the NASDAQ to the NYSE. Our common units are currently listed on the NYSE under the symbol “RGP.” As of February 15, 2012, the number of holders of record of common units was 50, with 124,212,049 units held in street name.



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The following table sets forth, for the periods indicated, the high and low quarterly sales prices per common unit, as reported on the NYSE and on the NASDAQ prior to August 9, 2011, and the cash distributions declared per common unit, excluding the Series A Preferred Units which began receiving fixed quarterly cash distributions of \$0.445 beginning with the quarter ending March 31, 2010:

Period	Price Ranges		Cash Distributions (per common unit)
	High	Low	
2011			
Fourth Quarter	\$24.88	\$20.28	\$0.460
Third Quarter	26.80	20.91	0.455
Second Quarter	27.99	24.13	0.450
First Quarter	27.77	25.41	0.445
2010			
Fourth Quarter	27.26	24.33	0.445
Third Quarter	26.45	23.54	0.445
Second Quarter	24.57	20.43	0.445
First Quarter	23.19	20.00	0.445

**Cash Distribution Policy**

We distribute to our unitholders, on a quarterly basis, all of our available cash in the manner described below. If we do not have sufficient cash to pay our distributions as well as satisfy our other operational and financial obligations, our General Partner has the ability to reduce or eliminate the distribution paid on our common units so that we may satisfy such obligations, including payments on our debt instruments.

Available cash generally means, for any quarter ending prior to liquidation of the Partnership, all cash on hand at the end of that quarter less the amount of cash reserves that are necessary or appropriate in the reasonable discretion of the General Partner to:

- provide for the proper conduct of our business;
- comply with applicable law or any partnership debt instrument or other agreement; or
- provide funds for distributions to unitholders and the General Partner in respect of any one or more of the next four quarters.

In addition to distributions on its General Partner interest, our General Partner is entitled to receive incentive distributions if the amount we distribute with respect to any quarter exceeds specified levels. The partnership agreement requires that it make distributions of Available Cash from operating surplus for any quarter after the subordination period in the following manner:

- first, to all unitholders and to the General Partner, pro rata, until each unitholder receives a total of \$0.35 per unit outstanding for that quarter;
- second, to all unitholders and to the General Partner, pro rata, until each unitholder receives a total of \$0.4025 per unit outstanding for that quarter;
- third, 13% to holders of the IDRs, to all unitholders and to the General Partner, pro rata, until the aggregate distributions equal \$0.4375 per unit outstanding for that quarter;
- fourth, 23% to holders of the IDRs, to all unitholders and to the General Partner, pro rata, until the aggregate distributions equal \$0.5250 per unit outstanding for that quarter; and
- thereafter, 48% to holders of the IDRs, to all unitholders and to the General Partner, pro rata.

Under the terms of the agreements governing our debt, we are prohibited from declaring or paying any distribution to unitholders if a default or event of default (as defined in such agreements) exists. See “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources” for further discussion regarding the restrictions on distributions.

**Recent Sales of Unregistered Securities**

None.



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## Issuer Purchases of Equity Securities

None.

## Item 6. Selected Financial Data

The historical financial information presented below for the Partnership was derived from our audited consolidated financial statements as of and for the periods presented below. See "Item 7. Management's Discussions and Analysis of Financial Condition and Results of Operations" for a discussion of why our results may not be comparable, either from period to period or going forward. All tabular dollar amounts, except per unit data, are in thousands.

	Successor		Predecessor			
	Year Ended December 31, 2011	Period from Acquisition (May 26, 2010) to December 31, 2010	Period from January 1, 2010 to May 25, 2010	Year Ended December 31, 2009	Year Ended December 31, 2008	Year Ended December 31, 2007
<b>Statement of Operations Data:</b>						
Total revenues	\$1,433,898	\$716,613	\$505,050	\$1,043,277	\$1,785,263	\$1,138,205
Total operating costs and expense	1,394,189	702,054	484,919	816,703	1,635,520	1,084,723
Operating income	39,709	14,559	20,131	226,574	149,743	53,482
Other income and deductions:						
Income from unconsolidated affiliates	119,540	53,493	15,872	7,886	—	—
Interest expense, net	(102,474)	(48,251)	(34,541)	(77,665)	(62,940)	(51,851)
Loss on debt refinancing, net	—	(15,748)	(1,780)	—	—	(21,200)
Other income and deductions, net	17,309	(8,229)	(3,897)	(15,132)	328	1,249
Income (loss) from continuing operations before income taxes	74,084	(4,176)	(4,215)	141,663	87,131	(18,320)
Income tax expense (benefit)	465	552	404	(1,095)	(266)	931
Income (loss) from continuing operations	\$73,619	\$(4,728)	\$(4,619)	\$142,758	\$87,397	\$(19,251)
Discontinued operations						
Net (loss) income from operations of east Texas assets	—	(1,244)	(327)	(2,269)	13,931	5,720
Net income (loss)	73,619	(5,972)	(4,946)	140,489	101,328	(13,531)
Net income attributable to noncontrolling interest	(1,177)	(156)	(406)	(91)	(312)	(305)
Net income (loss) attributable to Regency Energy Partners LP	\$72,442	\$(6,128)	\$(5,352)	\$140,398	\$101,016	\$(13,836)
Amounts attributable to Series A Preferred Units	7,982	4,651	3,336	3,995	—	—
	7,010	2,800	662	5,252	4,303	(366)

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General partner's interest, including IDRs						
Amount allocated to non-vested common units	—	—	(79	) 965	869	(103 )
Beneficial conversion feature for Class C common units	—	—	—	—	—	1,385
Beneficial conversion feature for Class D common units	—	—	—	820	7,199	—
Amount allocated to Class E common units	—	—	—	—	—	5,792
Limited partners' interest in net income (loss)	\$57,450	\$(13,579 )	\$(9,271 )	\$ 129,366	\$88,645	\$(20,544 )
Basic and diluted income (loss) from continuing operations per unit:						
Basic income (loss) from continuing operations per common and subordinated unit	\$0.39	\$(0.09 )	\$(0.10 )	\$ 1.63	\$1.14	\$(0.51 )
Diluted income (loss) from continuing operations per common and subordinated units	0.32	(0.09 )	(0.10 )	1.63	1.10	(0.51 )

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Distributions per common and subordinated unit	1.81	0.89	0.89	1.78	1.71	1.52
Basic and diluted income (loss) on discontinued operations per unit	\$—	\$(0.01)	) \$—	\$(0.03)	) \$0.21	\$0.11
Basic and diluted net income (loss) per unit:						
Basic net income (loss) per common and subordinated unit	\$0.39	\$(0.10)	) \$(0.10)	) \$1.61	\$1.34	\$(0.40)
Diluted net income (loss) per common and subordinated unit	0.32	(0.10)	) (0.10)	) 1.60	1.28	(0.40)
Income per Class C common unit due to beneficial conversion feature	\$—	\$—	\$—	\$—	\$—	\$0.48
Cash distributions declared per Class C common unit	—	—	—	—	—	—
Income per Class D common unit due to beneficial conversion feature	\$—	\$—	\$—	\$0.11	\$0.99	\$—
Cash distributions declared per Class D common unit	—	—	—	—	—	—
Income per Class E common unit due to beneficial conversion feature	\$—	\$—	\$—	\$—	\$—	\$1.23
Cash distributions declared per Class E common unit	—	—	—	—	—	2.06

	Successor December 31, 2011	December 31, 2010	Predecessor December 31, 2009	December 31, 2008	December 31, 2007	
Balance Sheet Data (at period end):						
Property, plant and equipment, net	\$1,885,528	\$1,660,218	\$1,456,435	\$1,703,554	\$913,109	
Total assets	5,567,856	4,770,204	2,533,414	2,458,639	1,278,410	
Long-term debt (long-term portion only)	1,687,147	1,141,061	1,014,299	1,126,229	481,500	
Series A Preferred Units	71,144	70,943	51,711	—	—	
Partners' capital	3,531,076	3,294,402	1,243,010	1,099,413	568,186	
	Successor Year Ended December 31, 2011	Period from Acquisition (May 26, 2010) to December 31,	Predecessor Period from January 1, 2010 to May 25, 2010	Year Ended December 31, 2009	Year Ended December 31, 2008	Year Ended December 31, 2007

2010

## Cash Flow Data:

Net cash flows provided

by (used in):

Operating activities	\$253,755	\$79,786	\$89,421	\$143,960	\$181,298	\$79,529
Investing activities	(955,283 )	(296,429 )	(148,450 )	(156,165 )	(948,629 )	(157,933 )
Financing activities	693,118	203,059	72,186	21,433	734,959	99,443

## Other Financial Data:

Adjusted total segment margin <sup>(1)</sup>	\$421,127	\$235,319	\$154,422	\$361,182	\$402,143	\$200,970
Adjusted EBITDA <sup>(1)</sup>	422,369	218,162	108,794	210,994	259,327	157,769
Maintenance capital expenditures	21,584	6,881	7,880	20,170	18,247	8,764

(1) See “—Non-GAAP Financial Measures” for a reconciliation to its most directly comparable GAAP measure.

## Non-GAAP Financial Measures

We include in “Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations” the following non-GAAP financial measures: EBITDA, adjusted EBITDA, total segment margin, and adjusted total segment margin. We provide reconciliations of these non-GAAP financial measures to their most directly comparable financial measures as calculated and presented in accordance with GAAP.

We define EBITDA as net income (loss) plus interest expense, net, income tax expense, net, and depreciation and amortization expense. We define adjusted EBITDA as EBITDA plus (minus) the following:



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non-cash loss (gain) from commodity and embedded derivatives;  
non-cash unit-based compensation;  
loss (gain) on asset sales, net;  
loss on debt refinancing;  
other non-cash (income) expense, net;  
net income attributable to noncontrolling interest; and  
our interest in adjusted EBITDA from unconsolidated affiliates less income from unconsolidated affiliates.  
These measures are used as supplemental measures by our management and by external users of our financial statements such as investors, banks, research analysts and others, to assess:  
financial performance of our assets without regard to financing methods, capital structure or historical cost basis;  
the ability of our assets to generate cash sufficient to pay interest costs, support our indebtedness and make cash distributions to our unitholders and General Partner;  
our operating performance and return on capital as compared to those of other companies in the midstream energy sector, without regard to financing methods or capital structure; and  
the viability of acquisitions and capital expenditure projects and the overall rates of return on alternative investment opportunities.

EBITDA and adjusted EBITDA should not be considered an alternative to, or more meaningful than net income, operating income, cash flows from operating activities or any other measure of financial performance presented in accordance with GAAP. Our EBITDA and adjusted EBITDA may not be comparable to a similarly titled measure of another company because other entities may not calculate EBITDA or adjusted EBITDA in the same manner. EBITDA and adjusted EBITDA do not include interest expense, income tax expense or depreciation and amortization expense. Because we have borrowed money to finance our operations, interest expense is a necessary element of our costs and our ability to generate cash available for distribution. Because we use capital assets, depreciation and amortization are also necessary elements of our costs. Therefore, any measures that exclude these elements have material limitations. To compensate for these limitations, we believe that it is important to consider both net earnings determined under GAAP, as well as EBITDA and adjusted EBITDA, to evaluate our performance.

We define segment margin, generally, as revenues minus cost of sales. We calculate our Gathering and Processing segment margin and Corporate and Others segment margin as revenues generated from operations less the cost of natural gas and NGLs purchased and other costs of sales, including third-party transportation and processing fees. We do not record segment margin for the Joint Ventures segment because we record our ownership percentages of the net income in HPC, MEP, Lone Star and Ranch JV as income from unconsolidated affiliates in accordance with the equity method of accounting. We calculate our Contract Compression segment margin as revenues minus direct costs, primarily compressor unit repairs, associated with those revenues. We calculate our Contract Treating segment margin as revenues minus direct costs associated with those revenues. We calculate total segment margin as the sum of segment margin of our segments, excluding the Joint Ventures segment, less intersegment eliminations. We define adjusted segment margin as segment margin adjusted for non-cash (gains) losses from commodity derivatives. Our adjusted total segment margin equals the sum of our operating segments' adjusted segment margins or segment margins, as applicable, including intersegment eliminations.

Total segment margin and adjusted total segment margin are included as a supplemental disclosure because they are primary performance measures used by our management as they represent the result of product sales, service fee revenues and product purchases, a key component of our operations. We believe total segment margin and adjusted total segment margin are important measures because they are directly related to our volumes and commodity price changes. Operation and maintenance expense is a separate measure used by management to evaluate operating performance of field operations. Direct labor, insurance, property taxes, repair and maintenance, utilities and contract services comprise the most significant portion of our operation and maintenance expenses. These expenses are largely independent of the volumes we transport or process and fluctuate depending on the activities performed during a specific period. We do not deduct operation and maintenance expenses from total revenue in calculating total segment margin and adjusted total segment margin because we separately evaluate commodity volume and price changes in these margin amounts. As an indicator of our operating performance, total segment margin or adjusted total segment

margin should not be considered an alternative to, or more meaningful than, net income as determined in accordance with GAAP. Our total segment margin and adjusted total segment margin may not be comparable to a similarly titled measure of another company because other entities may not calculate these measures in the same manner.

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	Successor		Predecessor			
	Year Ended December 31, 2011	Period from Acquisition (May 26, 2010) to December 31, 2010	Period from January 1, 2010 to May 25, 2010	Year Ended December 31, 2009	Year Ended December 31, 2008	Year Ended December 31, 2007
Reconciliation of "Adjusted EBITDA" to net cash flows provided by operating activities and to net (loss) income						
Net cash flows provided by operating activities	\$ 253,755	\$ 79,786	\$ 89,421	\$ 143,960	\$ 181,298	\$ 79,529
Add (deduct):						
Depreciation and amortization, including debt issuance cost amortization and bond premium amortization	(174,630 )	(79,323 )	(49,363 )	(116,307 )	(105,324 )	(57,069 )
Write-off of debt issuance costs and bond premium	—	1,422	(1,780 )	—	—	(5,078 )
Amortization of excess fair value of unconsolidated affiliates	(5,847 )	(3,410 )	—	—	—	—
Income from unconsolidated affiliates	125,387	56,903	15,872	(7,886 )	—	43
Derivative valuation change	20,486	(33,189 )	(12,004 )	(5,163 )	14,700	(14,667 )
Gain (loss) on assets sales, net	2,372	(268 )	(303 )	133,284	(472 )	(1,522 )
Unit-based compensation expenses	(3,610 )	(1,827 )	(12,070 )	(6,008 )	(4,306 )	(15,534 )
Gain on insurance settlements	—	—	—	—	3,282	—
Trade accounts receivable, accrued revenues and related party receivables	8,328	401	11,272	(10,727 )	(18,648 )	28,789
Other current assets	(734 )	107	(2,516 )	(10,471 )	6,615	1,394
Trade accounts payable, accrued cost of gas and liquids, related party payables, and deferred revenues	(23,221 )	15,302	(8,649 )	3,762	40,772	(30,089 )
Other current liabilities	(9,590 )	12,853	(22,614 )	6,726	(12,749 )	149
Amount of swap termination proceeds reclassified into earnings	—	—	—	—	—	1,078
Distributions received from unconsolidated affiliates	(119,236 )	(56,903 )	(12,446 )	7,886	—	—
Other assets and liabilities	159	2,174	234	1,433	(3,840 )	(554 )
Net income (loss)	73,619	(5,972 )	(4,946 )	140,489	101,328	(13,531 )
Add (deduct):						
Interest expense, net	102,474	48,292	34,679	77,996	63,243	52,016

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Depreciation and amortization	168,684	76,641	46,084	109,893	102,566	55,074
Income tax expense (benefit)	465	552	404	(1,095)	(266)	931
EBITDA	345,242	119,513	76,221	327,283	266,871	94,490
Add (deduct):						
Non-cash (gain) loss from commodity and embedded derivatives	(17,919)	31,424	11,189	5,163	(14,708)	11,500
Non-cash unit-based compensation	3,610	1,802	11,925	5,834	4,318	15,535
(Gain) loss on assets sales, net	(2,372)	288	303	(133,284)	472	1,522
Income from unconsolidated affiliates	(119,540)	(53,493)	(15,872)	(7,886)	—	—
Partnership's ownership interest in HPC's adjusted EBITDA (1)	72,672	45,830	21,184	11,398	—	—
Partnership's ownership interest in MEP's adjusted EBITDA (2)	103,059	55,682	—	—	—	—
Partnership's ownership interest in Lone Star's adjusted EBITDA (3)	37,841	—	—	—	—	—
Loss on debt refinancing, net	—	15,748	1,780	—	—	21,200
Other expense, net	(224)	1,368	2,064	2,486	2,374	13,522
Adjusted EBITDA	\$422,369	\$218,162	\$108,794	\$210,994	\$259,327	\$157,769

(1) 100% of HPC's Adjusted EBITDA is calculated as follows:

Net income	\$109,186	\$71,383	\$35,354	\$19,734	\$—	\$—
Add:						

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Depreciation and amortization	34,930	20,075	11,722	8,514	—	—
Interest expense	1,245	350	176	158	—	—
Gain on insurance settlement	—	(242 )	—	—	—	—
Loss on asset sales, net	—	105	—	—	—	—
Other expense, net	16	8	6	50	—	—
HPC's Adjusted EBITDA	\$145,377	\$91,679	\$47,258	\$28,456	\$—	\$—
(2) 100% of MEP's EBITDA is calculated as follows:						
Net income	\$85,339	\$42,528	\$—	\$—	\$—	\$—
Add:						
Depreciation and amortization	69,538	40,103	—	—	—	—
Interest expense, net	51,515	28,959	—	—	—	—
MEP's Adjusted EBITDA	\$206,392	\$111,590	\$—	\$—	\$—	\$—
(3) 100% of Lone Star's Adjusted EBITDA is calculated as follows:						
Net income	\$93,959	\$—	\$—	\$—	\$—	\$—
Add:						
Depreciation and amortization	32,248	—	—	—	—	—
Other income, net	(68 )	—	—	—	—	—
Lone Star's Adjusted EBITDA	\$126,139	\$—	\$—	\$—	\$—	\$—
	Successor		Predecessor			
	Year Ended	Period from	Period from	Year Ended	Year Ended	Year Ended
	December	Acquisition	January 1,	December 31,	December	December
	31, 2011	(May 26,	2010 to	2009	31, 2008	31, 2007
		2010) to	May 25,			
		December 31,	2010			
		2010				
Reconciliation of net income (loss) to "Adjusted total segment margin"						
Net income (loss)	\$73,619	\$(5,972 )	\$(4,946 )	\$140,489	\$101,328	\$(13,531 )
Add (deduct):						
Operation and maintenance	147,643	77,808	47,842	117,080	119,715	47,385
General and administrative	67,408	43,739	37,212	57,863	51,323	39,713
(Gain) loss on assets sales, net	(2,372 )	213	303	(133,282 )	457	1,522
Management services termination fee	—	—	—	—	3,888	—
Transaction expenses	—	—	—	—	1,620	420
Depreciation and amortization	168,684	75,967	41,784	100,098	93,393	46,362
Income from unconsolidated affiliates	(119,540 )	(53,493 )	(15,872 )	(7,886 )	—	—
Interest expense, net	102,474	48,251	34,541	77,665	62,940	51,851
Loss on debt refinancing, net	—	15,748	1,780	—	—	21,200
Other income and deductions, net	(17,309 )	8,229	3,897	15,132	(328 )	(1,249 )
Income tax expense (benefit)	465	552	404	(1,095 )	(266 )	931
Discontinued operations	—	1,244	327	2,269	(13,931 )	(5,720 )
Total segment margin	421,072	212,286	147,272	368,333	420,139	188,884

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Add (deduct):

Non-cash loss (gain) from commodity derivatives	55	23,033	7,150	(7,151	) (17,996	) 9,027
Non-cash put option expiration	—	—	—	—	—	3,059
Adjusted total segment margin	\$421,127	\$ 235,319	\$154,422	\$ 361,182	\$402,143	\$200,970

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### Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion analyzes our financial condition and results of operations. You should read the following discussion of our financial condition and results of operations in conjunction with our historical consolidated financial statements and notes included elsewhere in this document.

We are a growth-oriented publicly-traded Delaware limited partnership formed in 2005 engaged in the gathering and processing, contract compression, treating and transportation of natural gas and the transportation, fractionation and storage of NGLs. We focus on providing midstream services in some of the most prolific natural gas producing regions in the United States, including the Eagle Ford, Haynesville, Barnett, Fayetteville, Marcellus, Bone Spring and Avalon shales as well as the Permian Delaware basin and the mid-continent region. Our assets are primarily located in Texas, Louisiana, Arkansas, Pennsylvania, California, Mississippi, Alabama, West Virginia and the mid-continent region of the United States, which includes Kansas, Colorado and Oklahoma.

We divide our operations into five business segments:

**Gathering and Processing.** We provide "wellhead-to-market" services to producers of natural gas, which include transporting raw natural gas from the wellhead through gathering systems, processing raw natural gas to separate NGLs and selling or delivering the pipeline-quality natural gas and NGLs to various markets and pipeline systems.

**Joint Ventures.** We own investments in four joint ventures:

a 49.99% general partner interest in HPC, which owns RIGS, a 450-mile intrastate pipeline that delivers natural gas from northwest Louisiana to downstream pipelines and markets;

a 50% membership interest in MEP, which owns an interstate natural gas pipeline with approximately 500 miles stretching from southeast Oklahoma through northeast Texas, northern Louisiana and central Mississippi to an interconnect with the Transcontinental Gas Pipe Line system in Butler, Alabama;

a 30% membership interest in Lone Star, an entity owning a diverse set of midstream energy assets including NGL pipelines, storage, fractionation and processing facilities located in the states of Texas, Mississippi and Louisiana; and a 33.33% membership interest in Ranch JV, which, upon completion of construction in 2012, will process natural gas delivered from the NGLs-rich Bone Spring and Avalon shale formations in west Texas.

**Contract Compression.** We own and operate a fleet of compressors used to provide turn-key natural gas compression services for customer specific systems.

**Contract Treating.** We own and operate a fleet of equipment used to provide treating services, such as carbon dioxide and hydrogen sulfide removal, natural gas cooling, dehydration and BTU management, to natural gas producers and midstream pipeline companies.

**Corporate and Others.** Our Corporate and Others segment comprises a small regulated pipeline and our corporate offices.

**Gathering and Processing segment.** Results of operations from our Gathering and Processing segment are determined primarily by the volumes of natural gas that we gather and process, our current contract portfolio and natural gas and NGL prices. We measure the performance of this segment primarily by the adjusted segment margin it generates. We gather and process natural gas pursuant to a variety of arrangements generally categorized as "fee-based" arrangements, "percent-of-proceeds" arrangements and "keep-whole" arrangements. Under fee-based arrangements, we earn fixed cash fees for the services that we render. Under the latter two types of arrangements, we generally purchase raw natural gas and sell processed natural gas and NGLs. We regard the adjusted segment margin generated by our sales of natural gas and NGLs under percent-of-proceeds and keep-whole arrangements as comparable to the revenues generated by fixed fee arrangements to the extent that they are hedged.

Percent-of-proceeds and keep-whole arrangements involve commodity price risk to us because our adjusted segment margin is based in part on natural gas and NGL prices. We seek to minimize our exposure to fluctuations in commodity prices in several ways, including managing our contract portfolio. In managing our contract portfolio, we classify our gathering and processing contracts according to the nature of commodity risk implicit in the settlement structure of those contracts.

We also minimize our exposure to commodity price fluctuations by executing swap and put option contracts settled against ethane, propane, butane, natural gasoline, natural gas and WTI market prices. We continually monitor our hedging and contract portfolio and expect to continue to adjust our hedge position as conditions warrant.





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In addition, we perform a producer services function whereby we purchase natural gas from producers or gas marketers at receipt points on our systems, including HPC, and transport that gas to delivery points on HPC's system at which we sell the natural gas at market price. We regard the segment margin with respect to those purchases and sales as the economic equivalent of a fee for our transportation service. These contracts are frequently settled in terms of an index price for both purchases and sales. In order to minimize commodity price risk, we attempt to match sales with purchases at the index price. We typically sell natural gas under pricing terms related to a market index. To the extent possible, we match the pricing and timing of our supply portfolio to our sales portfolio in order to lock in our margin and reduce our overall commodity price exposure. To the extent our natural gas position is not balanced, we will be exposed to the commodity price risk associated with the price of natural gas. Refer to "Item 7A. Quantitative and Qualitative Disclosure about Market Risk" for further details.

**Joint Ventures segment.** HPC has the capacity to transport up to 2.1 Bcf/d of natural gas. Results of HPC's operations are determined primarily by the volumes of natural gas transported and subscribed on its intrastate pipeline system and the level of fees charged to customers or the margins received from purchases and sales of natural gas. HPC generates revenues and segment margins principally under fee-based transportation contracts. Approximately 85% of the margin HPC earns is related to fixed capacity reservation charges that are not directly dependent on throughput volumes or commodity prices. If a sustained decline in commodity prices should result in a decline in volumes, HPC's revenues from these arrangements would not be significantly impacted until expiration of the current contracts.

**MEP pipeline system,** operated by KMP, has the capability to transport up to 1.8 Bcf/d of natural gas, and the pipeline capacity is fully subscribed with long-term binding commitments from creditworthy shippers. Results of MEP's operations are determined primarily by the volumes of natural gas transported and subscribed on its interstate pipeline system and the level of fees charged to customers. MEP generates revenues and segment margins principally under fee-based transportation contracts. The margin MEP earns is primarily related to fixed capacity reservation charges that are not directly dependent on throughput volumes or commodity prices. If a sustained decline in commodity prices should result in a decline in volumes, MEP's revenues would not be significantly impacted until expiration of the current contracts.

**Lone Star** owns and operates an NGLs storage, fractionation and transportation business. Lone Star's storage assets are primarily located in Mont Belvieu, Texas and its West Texas Pipeline transports NGLs through an intrastate pipeline system that originates in the Permian Basin in west Texas, passes through the Barnett shale production area in North Texas and terminates at the Mont Belvieu storage and fractionation complex. Lone Star also owns and operates fractionation and processing assets located in Louisiana. Results of Lone Star's operations are based upon fee-based revenues and commodity pricing which are determined primarily by volumes stored, processed or transported, the level of fees charged to customers and the value of the commodity in the market at the time of sale. The margin Lone Star earns is primarily related to the volume of NGLs stored, processed and transported.

We own a 33.33% interest in Ranch JV, a joint venture entity which is constructing a processing facility in Ward County, Texas, to process natural gas delivered from the NGLs-rich Bone Spring and Avalon shale formations. APM and CM own the remaining 66.67% interest in the joint venture. The project will consist of the construction of two plants, a 25 million cubic feet per day (MMcf/d) refrigeration plant and a 100 MMcf/d cryogenic processing plant. The initial start-up of the refrigeration unit is expected to be in service by the second quarter of 2012, with full facilities available by the fourth quarter of 2012.

**Contract Compression segment.** We own and operate a fleet of compressors used to provide turn-key natural gas compression services for customer specific systems. We own and operate more than 777,000 horsepower of compression for customers in Texas, Louisiana, Arkansas, Pennsylvania and California.

**Contract Treating segment.** We own and operate a fleet of equipment used to provide treating services, such as carbon dioxide and hydrogen sulfide removal, natural gas cooling, dehydration and BTU management, to natural gas producers and midstream pipeline companies.

**HOW WE EVALUATE OUR OPERATIONS.** Management uses a variety of financial and operational measurements to analyze our performance. We view these measures as important tools for evaluating the success of our operations and review these measurements on a monthly basis for consistency and trend analysis. These measures include volumes, segment margin, total segment margin, adjusted segment margin, adjusted total segment margin and

operation and maintenance expense on a segment and company-wide basis and EBITDA and adjusted EBITDA on a company-wide basis.

Volumes. We must continually obtain new supplies of natural gas to maintain or increase throughput volumes on our gathering and processing systems. Our ability to maintain existing supplies of natural gas and obtain new supplies is affected by (i) the level of workovers or recompletions of existing connected wells and successful drilling activity in areas currently dedicated to our gathering and processing systems, (ii) our ability to compete for volumes from successful new wells in other areas and (iii) our ability to obtain natural gas that has been released from other commitments. We routinely monitor producer activity in the areas served by our gathering and processing systems to pursue new supply opportunities.

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Segment Margin and Total Segment Margin. We define segment margin, generally, as revenues minus cost of sales. We calculate our Gathering and Processing segment margin and Corporate and Others segment margin as our revenues generated from operations less the cost of natural gas and NGLs purchased and other cost of sales, including third-party transportation and processing fees.

We do not record segment margin for the Joint Ventures segment because we record our ownership percentage of the net income as income from unconsolidated affiliates in accordance with the equity method of accounting.

We calculate our Contract Compression segment margin as our revenues generated from our contract compression operations minus direct costs, primarily compressor unit repairs, associated with those revenues.

We calculate our Contract Treating segment margin as revenues generated from our contract treating operations minus direct costs associated with those revenues.

We calculate total segment margin as the total of segment margin of our five segments, less intersegment eliminations.

Adjusted Segment Margin and Adjusted Total Segment Margin. We define adjusted segment margin as segment margin adjusted for non-cash (gains) losses from commodity derivatives. Our adjusted total segment margin equals the sum of our operating segments' adjusted segment margins or segment margins, including intersegment eliminations. Adjusted segment margin and adjusted total segment margin are included as supplemental disclosures because they are primary performance measures used by management as they represent the results of product purchases and sales, a key component of our operations.

Revenue Generating Horsepower. Revenue generating horsepower is the primary driver for revenue growth in our contract compression segment, and it is also the primary measure for evaluating our operational efficiency. Revenue generating horsepower is the total horsepower that our Contract Compression segment owns and operates for external customers. It does not include horsepower under contract that is not generating revenue or idle horsepower.

Revenue Generating Gallons per Minute (GPM). Revenue generating GPM is the primary driver for revenue growth of the treating business in our contract treating segment. GPM is used as a measure of the treating capacity of an amine plant. Revenue generating GPM is our total GPM under contract less GPM that is not generating revenues.

Operation and Maintenance Expense. Operation and maintenance expense is a separate measure that we use to evaluate operating performance of field operations. Direct labor, insurance, property taxes, repair and maintenance, utilities and contract services comprise the most significant portion of our operating and maintenance expense. These expenses are largely independent of the volumes through our systems but fluctuate depending on the activities performed during a specific period. We do not deduct operation and maintenance expenses from total revenues in calculating segment margin because we separately evaluate commodity volume and price changes in segment margin.

EBITDA and Adjusted EBITDA. We define EBITDA as net income (loss) plus interest expense, provision for income taxes and depreciation and amortization expense. We define adjusted EBITDA as EBITDA plus or minus the following:

- non-cash loss (gain) from commodity and embedded derivatives;
- non-cash unit-based compensation;
- loss (gain) on asset sales, net;
- loss on debt refinancing;
- other non-cash (income) expense, net;
- net income attributable to noncontrolling interest; and
- our interest in adjusted EBITDA from unconsolidated affiliates less income from unconsolidated affiliates.

These measures are used as supplemental measures by our management and by external users of our financial statements such as investors, banks, research analysts and others, to assess:

- financial performance of our assets without regard to financing methods, capital structure or historical cost basis;
- the ability of our assets to generate cash sufficient to pay interest costs, support our indebtedness and make cash distributions to our unitholders and General Partner;
- our operating performance and return on capital as compared to those of other companies in the midstream energy sector, without regard to financing or capital structure; and
- the viability of acquisitions and capital expenditure projects and the overall rates of return on alternative investment opportunities.



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Neither EBITDA nor adjusted EBITDA should be considered as an alternative to, or more meaningful than, net income, operating income, cash flows from operating activities or any other measure of financial performance presented in accordance with GAAP. EBITDA is the starting point in determining cash available for distribution, which is an important non-GAAP financial measure for a publicly traded partnership.

**GENERAL TRENDS AND OUTLOOK.** We expect our business to continue to be affected by the following key trends. Our expectations are based on assumptions made by us and information currently available to us. To the extent our underlying assumptions about or interpretations of available information prove incorrect, our actual results may vary materially from our expected results.

**Natural Gas Supply and Demand.** Domestic crude oil production increased from 5.1 million Bbls/d in 2007 to 5.5 million Bbls/d in 2010, a 7.8% increase. This increase is attributable to recent technological advances in the development of tight oil and shale resources as well as the shift in drilling in shale plays.

Recently, however, as drilling activities have been more focused on shale plays with a high concentration of NGLs and crude oil, some producers have announced plans to reduce gas drilling activities in order to focus on oil and NGLs prospects.

**Energy Outlook.** In its annual energy outlook forecast, the EIA projects that domestic production of crude oil will increase from 5.5 million Bbls/d in 2010 to 6.7 million by 2020, a 21.8% increase. Although NGLs production is projected to decline beyond 2020, it is expected to remain above 6.1 million Bbls/d through 2035. By 2016, the U.S. is projected to be a net exporter of NGLs and overall net exporter of natural gas by 2021.

Natural gas production from shales is expected to increase to 13.6 trillion cubic feet by 2035 from 5 trillion cubic feet produced in 2010. Natural gas production from shales amounted to 23% of total natural gas produced in the U.S. in 2010 and projected to grow to 49% by 2035. The EIA report also expects that natural gas share of electric power generation will increase from 24% in 2010 to 27% by 2035.

The increase in natural gas consumption is expected to come primarily from electricity generation. Natural gas used in electricity generation is projected to grow from 7.4 trillion cubic feet in 2010 to 8.9 trillion cubic feet in 2035. Overall, natural gas consumption is projected to increase from 24.1 trillion cubic feet in 2010 to 26.5 trillion cubic feet in 2035.

**Effect of Interest Rates and Inflation.** Interest rates on existing and future credit facilities and future debt offerings could be significantly higher than current levels, causing our financing costs to increase accordingly. Although increased financing costs could limit our ability to raise funds in the capital markets, we expect to remain competitive with respect to acquisitions and capital projects since our competitors would face similar circumstances.

Inflation in the United States has been relatively low in recent years and has not had a material effect on our results of operations. It may in the future, however, increase the cost to acquire or replace property, plant and equipment and may increase the costs of labor and supplies. Our operating revenues and costs are influenced to a greater extent by price changes in natural gas and NGLs. To the extent permitted by competition, regulation and our existing agreements, we have and will continue to pass along a portion of increased costs to our customers in the form of higher fees.

### RECENT DEVELOPMENTS

**Investment in Lone Star.** In May 2011, we contributed \$592.7 million in cash to Lone Star, in exchange for our 30% membership interest. Lone Star, a newly formed joint venture that is owned 70% by ETP and 30% by us, completed its acquisition of all of the membership interest in LDH, a wholly-owned subsidiary of Louis Dreyfus Highbridge Energy LLC, for \$1.98 billion in cash. To fund a portion of this capital contribution, we issued 8,500,001 common units representing limited partnership interests for net proceeds of \$203.9 million. These units were issued in a private placement conducted in accordance with the exemption from the registration requirement of the Securities Act of 1933, as amended, under section 4(2) thereof. These units were subsequently registered with the SEC. The remaining portion of our capital contribution was funded by additional borrowings under our revolving credit facility.

**Eagle Ford Expansion.** In June 2011, we entered into agreements to provide gas and condensate gathering services for a producer in the Eagle Ford shale and to construct facilities to perform these services, including a wellhead gathering system, at an expected cost of \$450 million. The expansion will be owned and operated by us and will tie into our existing gathering system. In addition, we have purchased certain existing midstream assets located in the Eagle Ford shale as part of this expansion. The expansion is ongoing with volumes increasing throughout the construction of the

project. The expansion is scheduled for completion by 2014.

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Lone Star Expansion. In May 2011, Lone Star announced a construction project of a 100,000 Bbls/d fractionator and related storage services and interconnectivity infrastructure to be constructed in Mont Belvieu, Texas, which we expect to complete in early 2013. Our estimated capital expenditures for this project are \$118 million.

In June 2011, Lone Star announced it would construct an approximate 570-mile NGLs pipeline that extends from Winkler County in west Texas to a processing plant in Jackson County, Texas. This pipeline will have a minimum capacity of approximately 209,000 Bbls/d. In connection with this project, Lone Star has secured capacity on ETP's recently announced NGL pipeline from Jackson County to Mont Belvieu. Our estimated capital expenditures for this project are \$275 million.

In February 2012, Lone Star announced it would construct a second 100,000 Bbls/d NGL fractionation facility at Mont Belvieu, Texas. Lone Star expects this second fractionator to be completed in the first quarter of 2014 at an estimated cost of \$350 million, of which our proportionate estimated capital contributions is \$105 million.

Purchase of Additional MEP Interest. On September 1, 2011, the Partnership purchased an additional 0.1% membership interest in MEP from ETP for \$1.2 million in cash, bringing its total membership interest in MEP to 50%. Because this transaction occurred between entities under common control, partners' capital was increased by \$0.2 million, which represented a deemed contribution of the excess carrying amount of ETP's investment of \$1.4 million over the purchase price.

Investment in Ranch JV. On December 2, 2011, Ranch JV was formed by us, APM and CM, each owning 33.33% of the joint venture. Ranch JV, upon completion of construction in 2012, will process natural gas delivered from the NGLs-rich Bone Spring and Avalon shale formations in west Texas. The project consists of two plants, a 25 million cubic feet per day (MMcf/d) refrigeration plant and a 100 MMcf/d cryogenic processing plant. The initial start-up of the refrigeration unit is expected to be in service by the second quarter of 2012, with full facilities available by the fourth quarter of 2012. We expect capital expenditures related to this project to total approximately \$100 million, of which one-third will be owned and contributed by each joint venture partner.

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## RESULTS OF OPERATIONS

Year Ended December 31, 2011 vs. Combined Year Ended December 31, 2010

(Tabular dollar amounts, except per unit data, are in thousands)

	Combined Year Ended December 31, 2010						Change	Percent
	Successor Year Ended December 31, 2011	Period from Acquisition (May 26, 2010) to December 31, 2010	Predecessor Period from January 1, 2010 to May 25, 2010	Combined Year Ended December 31, 2010				
Total revenues	\$1,433,898	\$716,613	\$ 505,050	\$ 1,221,663	\$212,235	17	%	
Cost of sales	1,012,826	504,327	357,778	862,105	150,721	17		
Total segment margin <sup>(1)</sup>	421,072	212,286	147,272	359,558	61,514	17		
Operation and maintenance	147,643	77,808	47,842	125,650	21,993	18		
General and administrative	67,408	43,739	37,212	80,951	(13,543)	) 17		
(Gain) loss on asset sales, net	(2,372)	) 213	303	516	(2,888)	) 560		
Depreciation and amortization	168,684	75,967	41,784	117,751	50,933	43		
Operating income	39,709	14,559	20,131	34,690	5,019	14		
Income from unconsolidated affiliates	119,540	53,493	15,872	69,365	50,175	72		
Interest expense, net	(102,474)	) (48,251)	) (34,541)	) (82,792)	) (19,682)	) 24		
Loss on debt refinancing, net	—	(15,748)	) (1,780)	) (17,528)	) 17,528	100		
Other income and deductions, net	17,309	(8,229)	) (3,897)	) (12,126)	) 29,435	243		
Income (loss) from continuing operations before income taxes	74,084	(4,176)	) (4,215)	) (8,391)	) 82,475	983		
Income tax expense	465	552	404	956	(491)	) 51		
Income (loss) from continuing operations	\$73,619	\$(4,728)	) \$(4,619)	) \$(9,347)	) \$82,966	888		
Discontinued operations	—	(1,244)	) (327)	) (1,571)	) 1,571	100		
Net income (loss)	\$73,619	\$(5,972)	) \$(4,946)	) \$(10,918)	) \$84,537	774		
Net income attributable to the noncontrolling interest	(1,177)	) (156)	) (406)	) (562)	) (615)	) 109		
Net income (loss) attributable to Regency Energy Partners LP	\$72,442	\$(6,128)	) \$(5,352)	) \$(11,480)	) \$83,922	731	%	
Gathering and processing segment margin	\$233,463	\$110,011	\$ 85,997	\$196,008	\$37,455	19	%	
Non-cash loss from commodity derivatives	55	23,033	7,150	30,183	(30,128)	) 100		
Adjusted gathering and processing segment margin	\$233,518	\$133,044	\$ 93,147	\$226,191	\$7,327	3		
Contract compression segment margin <sup>(2)</sup>	155,573	91,853	62,356	154,209	1,364	1		
Contract treating segment margin <sup>(2)</sup>	29,456	11,454	—	11,454	18,002	157		
	19,284	13,047	8,045	21,092	(1,808)	) 9		



Corporate and others segment  
margin

Intersegment eliminations	(16,704	)	(14,079	)	(9,126	)	(23,205	)	6,501	28
Adjusted total segment margin	\$421,127		\$235,319		\$ 154,422		\$389,741		\$31,386	8 %

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(1) For reconciliation of segment margin to the most directly comparable financial measure calculated and presented in accordance with GAAP, read "Item 6. Selected Financial Data."

(2) Contract Compression and Contract Treating segment margins include intersegment revenues of \$16.7 million and \$23.2

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million for the years ended December 31, 2011 and 2010, respectively. These intersegment revenues were eliminated upon consolidation.

Net Income (Loss) Attributable to Regency Energy Partners LP. Net income (loss) attributable to Regency Energy Partners LP increased to a net income of \$72.4 million in the year ended December 31, 2011 from a net loss of \$11.5 million in the year ended December 31, 2010. The major components of this change were as follows:

- \$61.5 million increase in total segment margin mainly due to increased volumes in south Texas and a full year of Contract Treating segment margin;

- \$50.2 million increase in income from unconsolidated affiliates primarily from our acquisitions of a 49.9% interest in MEP in May 2010 and a 30% interest in Lone Star in May 2011;

- \$29.4 million increase in other income and deductions, net due to the non-cash gain on the embedded derivatives related to the Series A Preferred Units;

- the absence of a \$17.5 million redemption premium paid in 2010 and recorded as a loss on debt refinancing, net;

- \$13.5 million decrease in general and administrative expenses primarily due to the absence of a \$9.9 million one-time charge of unit-based compensation expense in 2010 related to the vesting of outstanding LTIP grants upon the acquisition of our General Partner by ETE; offset by

- \$50.9 million increase in depreciation and amortization expense primarily related to additional assets placed in service during 2011 and a full year of depreciation related to the fair value adjustment of our long-lived assets upon the acquisition of our General Partner;

- \$22 million increase in operations and maintenance expense primarily due to increased compression and pipeline maintenance as well as a full year operation of the Contract Treating segment in 2011; and

- \$19.7 million increase in interest expense, net, primarily related to the interest associated with the \$500 million 2021 Notes issued in May 2011 to partially fund the acquisition of our 30% interest in Lone Star as well as a full year of interest associated with the \$600 million 2018 Notes issued in October 2010.

Adjusted Total Segment Margin. Adjusted total segment margin increased to \$421.1 million in the year ended December 31, 2011 from \$389.7 million in the year ended December 31, 2010. The major components of this increase were as follows:

- Adjusted Gathering and Processing segment margin increased to \$233.5 million for the year ended December 31, 2011 from \$226.2 million for the year ended December 31, 2010 primarily due to the increased volumes in the Eagle Ford shale in south Texas and Permian Delaware Basin in west Texas. Total Gathering and Processing segment throughput increased to 1,187,000 MMBtu/d during the year ended December 31, 2011 from 996,800 MMBtu/d during the year ended December 31, 2010. Total NGL gross production increased to 32,000 Bbls/d during the year ended December 31, 2011 from 26,000 Bbls/d during the year ended December 31, 2010;

- Contract Compression segment margin increased to \$155.6 million in the year ended December 31, 2011 from \$154.2 million in 2010. The increase was primarily attributable to the increased revenue generating horsepower provided to third parties. As of December 31, 2011, our Contract Compression segment's total revenue generating horsepower was 777,000, compared to 767,000 as of December 31, 2010;

- Contract Treating segment margin increased to \$29.5 million in the year ended December 31, 2011 from \$11.5 million in 2010. We acquired the Contract Treating segment in September 2010. Revenue generating GPM as of December 31, 2011 and December 31, 2010 was 3,465 and 3,431, respectively;

- Corporate and Others segment margin decreased to \$19.3 million in the year ended December 31, 2011 from \$21.1 million in the year ended December 31, 2010, which was primarily attributable to a decrease in margin related to Gulf States; and

- Intersegment eliminations decreased to \$16.7 million in the year ended December 31, 2011 from \$23.2 million in the year ended December 31, 2010. The decrease was due to decreased intersegment transactions between the Gathering and Processing and the Contract Compression segment as a result of the transfer of certain compression units from the Contract Compression segment to the Gathering and Processing segment in the second quarter of 2011.

- Operation and Maintenance. Operation and maintenance expense increased to \$147.6 million in the year ended December 31, 2011 from \$125.7 million in the year ended December 31, 2010. The increase is primarily due to the following:

\$6.6 million increase in compressor maintenance costs primarily related to an increase in lube oil and materials costs;

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\$6.1 million increase in pipeline maintenance expenses in our Gathering and Processing segment;  
 \$3.2 million increase in employee expenses primarily due to higher short-term incentive compensation accrual;  
 \$2.5 million increase in plant operating expenses primarily related to our Contract Treating segment, which was acquired in September 2010; and  
 \$2.1 million increase in consumable products.

General and Administrative. General and administrative expense decreased to \$67.4 million in the year ended December 31, 2011 from \$81 million in the year ended December 31, 2010. This decrease is primarily the result of the following:

\$12.5 million decrease in employee costs primarily due to the shared services integration and resulting reduction in headcount; and  
 the absence of \$9.9 million one-time charge in unit-based compensation primarily related to the vesting of outstanding LTIP grants upon the acquisition of our General Partner by ETE in May 2010; offset by  
 \$10.7 million increase in related party general and administrative expenses for the services agreements with Services Co. and ETC.

(Gain) Loss on Asset Sales, net. (Gain) loss on asset sales, net increased to a net gain of \$2.4 million in the year ended December 31, 2011 from a net loss of \$0.5 million in the year ended December 31, 2010 primarily due to the sale of certain assets in our Gathering and Processing and Contract Treating segments in 2011.

Depreciation and Amortization. Depreciation and amortization expense increased to \$168.7 million in the year ended December 31, 2011 from \$117.8 million in the year ended December 31, 2010. This increase was the result of \$34.6 million of additional depreciation and amortization expense due to the completion of various organic growth projects since December 2010 and an \$8.6 million increase related to our Contract Treating segment that we acquired in September 2010. Additionally, there was a \$7.7 million increase in depreciation and amortization expense incurred related to the increase of property, plant and equipment amounts resulting from the fair value adjustments upon the change in control resulting from the acquisition of our General Partner in May 2010. Had the change in control occurred on January 1, 2010, our depreciation and amortization expense on a pro forma basis for the combined year ended December 31, 2010 would have been \$125.4 million.

Income from Unconsolidated Affiliates. Income from unconsolidated affiliates increased to \$119.5 million for the year ended December 31, 2011 from \$69.4 million for the year ended December 31, 2010. The schedule summarizes the components of income from unconsolidated affiliates and our ownership interest for the years ended December 31, 2011 and 2010, respectively:

	Year Ended December 31, 2011				Year Ended December 31, 2010			
	HPC	MEP	Lone Star <sup>(4)</sup>	Total	HPC	MEP <sup>(2)</sup>	Lone Star	Total
Net income	\$ 109,186	\$ 85,339	\$ 93,959	\$ 288,484	\$ 106,737	\$ 42,540	N/A	\$ 149,277
Average ownership interest	49.99	% 50% <sup>(1)</sup>	30	% N/M	48.3% <sup>(3)</sup>	49.9	% N/A	N/M
Share of unconsolidated affiliates' net income	54,582	42,617	28,188	125,387	51,556	21,219	N/A	72,775
Less: Amortization of excess fair value of unconsolidated affiliates	(5,847 )	—	—	(5,847 )	(3,410 )	—	N/A	(3,410 )
Income from unconsolidated affiliates	\$ 48,735	\$ 42,617	\$ 28,188	\$ 119,540	\$ 48,146	\$ 21,219	N/A	\$ 69,365

(1)Ownership interest in MEP increased to 50% in September 2011 due to the purchase of an additional 0.1% interest.

(2)Represents the MEP net income from May 26, 2010 (date of acquisition) to December 31, 2010.

(3)Ownership interest in HPC increased from 43% to 49.99% on April 30, 2010.

(4) Represents Lone Star net income from May 2, 2011 (date of acquisition) to December 31, 2011.

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N/A: We acquired a 30% membership interest in Lone Star on May 2, 2011.

N/M: Not Meaningful

HPC's net income increased to \$109.2 million for the year ended December 31, 2011 from \$106.7 million for the year ended December 31, 2010, primarily due to higher throughput in 2011. Throughput increased to 1,321,000 MMBtu/d for the year ended December 31, 2011 from 1,278,000 MMBtu/d for the year ended December 31, 2010.

MEP's net income increased to \$85.3 million for the year ended December 31, 2011 from \$42.5 million for the period from May 26, 2010 (acquisition date) to December 31, 2010, primarily due to reporting a full year of operations.

The following table presents operational data for each of our unconsolidated affiliates for the years ended December 31, 2011 and 2010:

	Year Ended December 31,	
	2011	2010
HPC		
Throughput (MMBtu/d)	1,321,266	1,277,881
MEP		
Throughput (MMBtu/d)	1,360,658	1,408,778 (2)
Lone Star		
West Texas Pipeline – Total Volumes (Bbls/d)	130,246	(1) N/A
Refinery Services – Geismar Throughput (Bbls/d)	15,676	(1) N/A

(1) All of Lone Star's operational volumes represent the period from May 2, 2011 (acquisition date) to December 31, 2011.

(2) Despite the decrease in throughput, MEP's revenues remained relatively stable throughout the period, because almost all of MEP's revenues are derived from firm transportation contracts with fixed fees.

N/A: We acquired a 30% membership interest in Lone Star on May 2, 2011.

The following table presents capital contributions, distributions, and return of investment related to our unconsolidated affiliates:

	Year Ended December 31, 2011			Year Ended December 31, 2010		
	HPC	MEP	Lone Star	HPC	MEP	Lone Star
Capital contributions	\$—	\$—	\$645,265	\$20,210	\$85,828	N/A
Distributions	65,465	82,512	22,037	65,115	43,306	N/A
Return of investment	—	—	22,698	19,995	—	N/A

N/A: We acquired a 30% membership interest in Lone Star on May 2, 2011.

Interest Expense, net. Interest expense, net increased to \$102.5 million in the year ended December 31, 2011 from \$82.8 million in the year ended December 31, 2010. The increase was primarily attributable to interest associated with the \$500 million 2021 Notes issued in May 2011 and a full year of interest associated with the \$600 million 2018 Notes issued in October 2010.

Other Income and Deductions, net. Other income and deductions, net increased to \$17.3 million gain in 2011 from a \$12.1 million loss in 2010 primarily due to the non-cash value change in the embedded derivatives related to the Series A Preferred Units issued in September 2009.

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Combined Year Ended December 31, 2010 vs. Year Ended December 31, 2009

(Tabular dollar amounts, except per unit data, are in thousands)

	Combined Year Ended December 31, 2010			Predecessor Year Ended December 31, 2009	Change	Percent	
	Successor Period from Acquisition (May 26, 2010) to December 31, 2010	Predecessor Period from January 1, 2010 to May 25, 2010	Combined Year Ended December 31, 2010				
Total revenues	\$716,613	\$ 505,050	\$1,221,663	\$1,043,277	\$178,386	17	%
Cost of sales	504,327	357,778	862,105	674,944	187,161	28	
Total segment margin <sup>(1)</sup>	212,286	147,272	359,558	368,333	(8,775)	2	
Operation and maintenance	77,808	47,842	125,650	117,080	8,570	7	
General and administrative	43,739	37,212	80,951	57,863	23,088	40	
Loss (gain) on asset sales, net	213	303	516	(133,282)	133,798	100	
Depreciation and amortization	75,967	41,784	117,751	100,098	17,653	18	
Operating income	14,559	20,131	34,690	226,574	(191,884)	85	
Income from unconsolidated subsidiaries	53,493	15,872	69,365	7,886	61,479	780	
Interest expense, net	(48,251)	(34,541)	(82,792)	(77,665)	(5,127)	7	
Loss on debt refinancing, net	(15,748)	(1,780)	(17,528)	—	(17,528)	100	
Other income and deductions, net	(8,229)	(3,897)	(12,126)	(15,132)	3,006	20	
(Loss) income from continuing operations before income taxes	(4,176)	(4,215)	(8,391)	141,663	(150,054)	106	
Income tax expense (benefit)	552	404	956	(1,095)	2,051	187	
Net (loss) income from continuing operations	(4,728)	(4,619)	(9,347)	142,758	(152,105)	107	
Discontinued operations	(1,244)	(327)	(1,571)	(2,269)	698	31	
Net (loss) income	(5,972)	(4,946)	(10,918)	140,489	(151,407)	108	
Net income attributable to the noncontrolling interest	(156)	(406)	(562)	(91)	(471)	518	
Net (loss) income attributable to Regency Energy Partners LP	\$(6,128)	\$(5,352)	\$(11,480)	\$140,398	\$(151,878)	108	%
Gathering and processing segment margin	\$110,011	\$ 85,997	\$196,008	\$213,920	\$(17,912)	8	%
Non-cash loss (gain) from commodity derivatives	23,033	7,150	30,183	(7,151)	37,334	522	
Adjusted gathering and processing segment margin	\$133,044	\$ 93,147	\$226,191	\$206,769	\$19,422	9	
Transportation segment margin <sup>(2)</sup>	—	—	—	11,714	(11,714)	100	
Contract compression segment margin <sup>(3)</sup>	91,853	62,356	154,209	141,028	13,181	9	
Contract treating segment margin	11,454	—	11,454	—	11,454	100	
Corporate and others segment margin	13,047	8,045	21,092	6,275	14,817	236	
Intersegment eliminations <sup>(3)</sup>	(14,079)	(9,126)	(23,205)	(4,604)	(18,601)	404	
Adjusted total segment margin	\$235,319	\$ 154,422	\$389,741	\$361,182	\$28,559	8	%

(1)

For reconciliation of segment margin to the most directly comparable financial measure calculated and presented in accordance with GAAP, read “Item 6. Selected Financial Data.”

(2) We contributed RIG into HPC in March 2009, and subsequently renamed Transportation segment to Joint Ventures segment in 2011. Since March 2009, we have not recorded segment margin in this segment because we recorded our ownership percentage of the net income in unconsolidated affiliates as income from unconsolidated affiliates in accordance with the equity method of accounting.



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Contract Compression segment margin includes intersegment revenues of \$23.2 million and \$4.6 million for the (3) years ended December 31, 2010 and 2009, respectively. These intersegment revenues were eliminated upon consolidation.

Net (Loss) Income Attributable to Regency Energy Partners LP. Net (loss) income attributable to Regency Energy Partners LP decreased to a loss of \$11.5 million in the year ended December 31, 2010 from a gain of \$140.4 million in the year ended December 31, 2009. The major components of this change were as follows:

- \$133.8 million decrease in gain on asset sales, net primarily due to the absence of gain associated with the contribution of RIG to HPC;

- \$23.1 million increase in general and administrative expenses primarily due to a \$7.9 million increase in unit-based compensation primarily related to the vesting of outstanding LTIP grants upon the acquisition of our General Partner by ETE, a \$5.8 million increase in service fees paid to Services Co. and a \$3.5 million increase in incentive related labor costs;

- \$17.7 million increase in depreciation and amortization expense primarily related to the fair value adjustment of our long-lived assets upon the acquisition of our General Partner;

- \$17.5 million loss on debt refinancing, net primarily related to the redemption premium paid to redeem our senior notes due 2013; and offset by

- \$61.5 million increase in income from unconsolidated subsidiaries primarily from the completion of HPC's expansion in early 2010, our increased general partner interest in HPC from 43% as of December 31, 2009 to 49.99% as of December 31, 2010 and the acquisition of a 49.9% interest in MEP in May 2010.

Adjusted Total Segment Margin. Adjusted total segment margin increased to \$389.7 million in the year ended December 31, 2010 from \$361.2 million in the year ended December 31, 2009. The major components of this change were as follows:

- Adjusted Gathering and Processing segment margin increased to \$226.2 million for the year ended December 31, 2010 from \$206.8 million for the year ended December 31, 2009 primarily due to the increased volumes in south Texas associated with Eagle Ford shale development as well as higher realized commodity prices. Total Gathering and Processing segment throughput increased to 996,800 MMBtu/d during the year ended December 31, 2010 from 975,963 MMBtu/d during the year ended December 31, 2009. Total NGL gross production increased to 26,155 Bbls/d during the year ended December 31, 2010 from 21,104 Bbls/d during the year ended December 31, 2009;

- After our contribution of RIG to HPC on March 17, 2009, we do not record segment margin for the Transportation segment because we record our ownership percentage of the net income in HPC as income from unconsolidated affiliates. As a result, we reported no Transportation segment margin for the year ended December 31, 2010;

- Contract Compression segment margin increased to \$154.2 million in the year ended December 31, 2010 from \$141 million in 2009. The increase was primarily attributable to the increased revenue generating horsepower provided to third parties and additional contract compression services provided to the Gathering and Processing segment;

- We acquired the Contract Treating segment on September 1, 2010; therefore, there was no segment margin for the year ended December 31, 2009. Revenue generating GPM as of December 31, 2010 was 3,431;

- Corporate and Others segment margin increased to \$21.1 million in the year ended December 31, 2010 from \$6.3 million in the year ended December 31, 2009, which was primarily attributable to an increase in the reimbursement from HPC for general and administrative expenses; and

- Intersegment eliminations increased to \$23.2 million in the year ended December 31, 2010 from \$4.6 million in the year ended December 31, 2009. The increase was due to increased intersegment transactions between the Gathering and Processing and the Contract Compression segments.

Operation and Maintenance. Operation and maintenance expense increased to \$125.7 million in the year ended December 31, 2010 from \$117.1 million in the year ended December 31, 2009. The increase is primarily due to the following:

- \$3.9 million increase in labor costs primarily from increased bonus accrual in 2010; and

- \$3.3 million increase in consumable products primarily utilized in our Contract Compression segment.



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General and Administrative. General and administrative expense increased to \$81 million in the year ended December 31, 2010 from \$57.9 million in the year ended December 31, 2009. This increase is primarily due to the following:

- \$7.9 million increase in unit-based compensation primarily related to the vesting of outstanding LTIP grants upon the acquisition of our General Partner by ETE;
- \$5.8 million increase in related party general and administrative expenses for the services fees paid to Services Co.;
- \$3.5 million increase in labor costs primarily from increased incentive compensation accrual in 2010;
- \$1.9 million increase in transaction costs primarily related to the acquisition of the General Partner by ETE and our acquisitions of MEP and Zephyr;
- \$1.3 million increase in severance expenses primarily related to the integration of functions across a variety of operational and general and administrative departments with Services Co.; and
- \$0.8 million increase in ad valorem taxes in the Contract Compression segment.

Loss (Gain) on Asset Sales, net. Loss (gain) on asset sales, net decreased to a loss of \$0.5 million in 2010 due to the absence in 2010 of \$133.5 million in gain attributable to the contribution of RIG to HPC.

Depreciation and Amortization. Depreciation and amortization expense increased to \$117.8 million in the year ended December 31, 2010 from \$100.1 million in the year ended December 31, 2009. This increase was the result of \$10.7 million of additional depreciation and amortization expense incurred related to the fair value adjustment of our long-lived assets upon the acquisition of our General Partner. In addition, \$6.9 million of additional depreciation and amortization expense was the result of the completion of various organic growth projects since December 31, 2009. Had the change in control occurred on January 1, 2009, our depreciation and amortization expense on a pro forma basis for the years ended December 31, 2010 and 2009 would have been \$125.4 million and \$118.5 million, respectively.

Income from Unconsolidated Affiliates. Income from unconsolidated affiliates increased to \$69.4 million for the year ended December 31, 2010 from \$7.9 million for the year ended December 31, 2009. The schedule summarizes the components of income from unconsolidated affiliates and our ownership interest for the years ended December 31, 2010 and 2009, respectively:

	Year Ended December 31, 2010			Year Ended December 31, 2009			
	HPC	MEP	Total	HPC	MEP	Total	
Net income	\$ 106,737	\$ 42,540	(1) 149,277	\$ 26,867	N/A	\$ 26,867	
Average ownership interest	48.3	% (2) 49.9	%	N/M	29.35	% (3) N/A	N/M
Share of unconsolidated affiliates' net income	\$ 51,556	\$ 21,219	\$ 72,775	\$ 7,886	N/A	\$ 7,886	
Less: Amortization of excess fair value of unconsolidated affiliates	(3,410 )	—	(3,410 )	—	N/A	—	
Income from unconsolidated affiliates	\$ 48,146	\$ 21,219	\$ 69,365	\$ 7,886	N/A	\$ 7,886	

(1) Represents the MEP net income from May 26, 2010 (date of acquisition) to December 31, 2010.

(2) Ownership interest in HPC increased from 43% to 49.99% on April 30, 2010.

(3) Ownership interest in HPC increased from 38% to 43% on September 2, 2009.

N/A: MEP was purchased from ETE on May 26, 2010.

N/M: Not Meaningful

HPC's net income increased to \$106.7 million for the year ended December 31, 2010 from \$26.9 million for the year ended December 31, 2009, primarily due to higher throughput related to HPC's expansion projects being placed in service in January 2010. Throughput increased to 1,277,881 MMBtu/d for the year ended December 31, 2010 from 738,654 MMBtu/d for the year ended December 31, 2009.



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The following table presents operational data for each of our unconsolidated affiliates for the years ended December 31, 2010 and 2009:

	Year Ended December 31,	
	2010	2009
HPC		
Throughput (MMBtu/d)	1,227,881	738,654
MEP		
Throughput (MMBtu/d)	1,408,778	N/A

N/A: MEP was purchased from ETE on May 26, 2010.

The following table presents capital contributions, distributions and return of investment related to our unconsolidated affiliates:

	Year Ended December 31,			
	2010		2009	
	HPC	MEP	HPC	MEP
Capital contributions	\$20,210	\$85,828	\$54,159	N/A
Distributions	65,115	43,306	8,926	N/A
Return of investment	19,995	—	—	N/A

N/A: MEP was purchased from ETE on May 26, 2010.

Interest Expense, Net. Interest expense, net increased to \$82.8 million in the year ended December 31, 2010 from \$77.7 million in the year ended December 31, 2009. The increase was primarily attributable to a full year of interest expense in 2010 associated with our \$250 million of 9.375% senior notes due 2016 issued May 2009 as compared to only 7 months in 2009. Also contributing to the increase was the issuance of \$600 million of 6.875% senior notes due 2018 in October 2010.

Loss on Debt Refinancing, net. Loss on debt refinancing, net increased \$17.5 million in 2010 compared to 2009 primarily due to the redemption premium paid to redeem our senior notes due 2013.

Other Income and Deductions, net. Other income and deductions, net decreased \$3 million in 2010 compared to 2009 primarily due to the non-cash value change in the embedded derivatives related to the Series A Preferred Units issued in September 2009.

**LIQUIDITY AND CAPITAL RESOURCES****Liquidity**

We expect our sources of liquidity will include:

- cash generated from operations;
- borrowings under our revolving credit facility;
- distributions received from unconsolidated affiliates;
- debt offerings; and
- issuance of additional partnership units.

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We expect our 2012 capital expenditures, including capital contributions to our unconsolidated affiliates, to be as follows (in millions):

	2012
Growth Capital Expenditures	
Gathering and Processing segment**	\$245
Contract Compression segment	70
Contract Treating segment	15
Joint Ventures segment: *	
Lone Star**	350 - 400
Ranch JV	35
Corporate and Others segment	5
Total	\$ 720 - 770
Maintenance Capital Expenditures; including our proportionate share related to our joint ventures	\$28

\* Our capital expenditures in the Joint Ventures segment represent capital contributions to those joint ventures to fund their growth projects.

\*\* In addition to the 2012 capital expenditures disclosed above, we expect to spend \$150 million in our Gathering and Processing segment beyond 2012, which represents the continuing capital expenditures on our approved growth projects; and \$100 million in our Joint Venture segment beyond 2012, which represents our portion of the capital contributions to Lone Star to fund its approved growth projects.

We may revise the timing of these expenditures as necessary to adapt to economic conditions. We expect to fund our growth capital expenditures with borrowings under our revolving credit facility and a combination of debt and equity issuances.

**Working Capital (Deficit) Surplus.** Working capital is the amount by which current assets exceed current liabilities and is a measure of our ability to pay our obligations as they become due. When we incur growth capital expenditures, we may experience working capital deficits as we fund construction expenditures out of working capital until they are permanently financed. Our working capital is also influenced by current derivative assets and liabilities due to fair value changes in our derivative positions being reflected on our balance sheet. These derivative assets and liabilities represent our expectations for the settlement of derivative rights and obligations over the next 12 months, and should be viewed differently from trade accounts receivable and accounts payable, which settle over a shorter span of time. When our derivative positions are settled, we expect an offsetting physical transaction, and, as a result, we do not expect derivative assets and liabilities to affect our ability to pay expenditures and obligations as they come due. Our Contract Compression and Contract Treating segments record deferred revenue as a current liability. The deferred revenue represents billings in advance of services performed. As the revenues associated with the deferred revenue are earned, the liability is reduced.

Our working capital deficit increased to \$46.2 million at December 31, 2011 from a deficit of \$35.1 million at December 31, 2010, an increase of \$11.1 million. This increase was primarily due to an increase of \$14.6 million in trade accounts payable net of trade accounts receivable, primarily due to the timing of payments and accruals for operating expenses and capital projects.

**Cash Flows from Discontinued Operations.** We combined the cash flows from discontinued operations with the cash flows from continuing operations. The cash flows from discontinued operations related to our operating, investing and financing activities were insignificant. We do not expect the absence of cash flows from these discontinued operations will have a significant impact on our future liquidity.

**Cash Flows from Operating Activities.** Net cash flows provided by operating activities increased to \$253.8 million in the year ended December 31, 2011 from \$169.2 million in the year ended December 31, 2010. The increase was primarily due to an increase in distributions from unconsolidated affiliates and an increase in segment margin. Net cash flows provided by operating activities increased to \$169.2 million in the year ended December 31, 2010 from

\$144 million in the year ended December 31, 2009. The increase was primarily due to an increase in distributions from unconsolidated affiliates.

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For all periods, we used our cash flows from operating activities together with borrowings under our credit facility to fund our working capital requirements, which include operation and maintenance expenses, maintenance capital expenditures and repayment of working capital borrowings. From time to time during each period, the timing of receipts and disbursements require us to borrow under our revolving credit facility.

**Cash Flows used in Investing Activities.** Net cash flows used in investing activities increased to \$955.3 million in the year ended December 31, 2011 from \$444.9 million in the year ended December 31, 2010. The increase was primarily due to the acquisition of a 30% interest in Lone Star in May 2011 for \$593.8 million, offset by an increase in return of investment from unconsolidated affiliates of \$14.4 million.

Net cash flows used in investing activities increased to \$444.9 million in the year ended December 31, 2010 from \$156.2 million in the year ended December 31, 2009. The increase was primarily due to the acquisition of our Contract Treating assets and an increase in capital contributions to unconsolidated subsidiaries.

**Growth Capital Expenditures.** Growth capital expenditures are capital expenditures made to acquire additional assets to increase our business, to expand and upgrade existing systems and facilities or to construct or acquire similar systems or facilities. In the year ended December 31, 2011, we incurred \$407 million of growth capital expenditures. Growth capital expenditures for the year ended December 31, 2011 consisted primarily of \$250 million for organic growth projects in our Gathering and Processing segment, \$94 million for the fabrication of new compressor packages for our Contract Compression segment, \$53 million for growth projects for our Joint Ventures segment, \$6 million for the fabrication of new treating plants for our Contract Treating segment, and \$4 million in our Corporate and Others segment.

**Maintenance Capital Expenditures.** Maintenance capital expenditures are capital expenditures made to replace partially or fully depreciated assets or to maintain the existing operating capacity of our assets and extend their useful lives. In the year ended December 31, 2011, we incurred \$22 million of maintenance capital expenditures, including our proportionate share related to our joint ventures.

**Cash Flows from Financing Activities.** Net cash flows provided by financing activities increased to \$693.1 million in the year ended December 31, 2011 from \$275.2 million in the year ended December 31, 2010. The increase was primarily due to the following:

- the absence in 2011 of \$357.5 million related to the redemption of our 2013 Senior Notes;
- a net increase in our revolving credit facility borrowings of \$181.6 million; partially offset by
- an increase in distributions to Partners of \$69.8 million.

Net cash flows provided by financing activities increased to \$275.2 million in the year ended December 31, 2010 from \$21.4 million in the year ended December 31, 2009. The increase was primarily due to the following:

- a net decrease in our revolving credit facility repayments of \$214.4 million;
- an increase in net proceeds from equity issuance of \$179.2 million; and were partially offset by
- the absence in 2010 of \$76.6 million in proceeds related to the issuance of the Series A Preferred Units;
- a net increase in partners distributions of \$58.1 million; and
- an increase in debt issuance cost of \$15.9 million primarily related to the amendment of our revolving credit facility and the issuance of the senior notes due 2018.

### Capital Resources

**Description of Our Indebtedness.** As of December 31, 2011, our aggregate outstanding indebtedness totaled \$1.69 billion and consisted of \$332 million borrowings under our revolving credit facility and \$1.36 billion of outstanding senior notes as compared to our aggregate outstanding indebtedness as of December 31, 2010, which totaled \$1.14 billion and consisted of \$285 million in borrowings under our revolving credit facility and \$856.1 million of outstanding senior notes.

**Revolving Credit Facility.** We, through RGS, have a \$900 million revolving credit facility, including availability for letters of credit of \$200 million, that matures on June 15, 2014. We also have the option to request an additional \$250 million in revolving commitments with ten business days written notice provided that no event of default has occurred or would result due to such increase, and all other additional conditions for the increase of the commitments set forth in the revolving credit facility have been met. In December 2011, we amended the facility to allow for additional investments in Lone Star of up to \$550 million, allow for additional investments in ELG of up to \$250 million, and



allow for the investment in Ranch JV of up to \$50 million. We are allowed to make additional investments in HPC up to \$250 million less our ownership portion of indebtedness residing at HPC.

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In addition, the agreement allows for an additional investment in any joint venture of up to \$250 million.

Borrowings under our revolving credit facility are secured by substantially all of our assets and are guaranteed by us and our subsidiaries. The revolving credit facility and the guarantees are senior to the Partnership's and the other guarantor's unsecured obligations.

The outstanding balance under our revolving credit facilities bears interest at LIBOR plus a margin or alternative base rate (equivalent to the U.S. prime lending rate) plus a margin, or a combination of both. The alternate base rate used to calculate interest on base rate loans will be calculated based on the greatest to occur of a base rate, a federal funds effective rate plus 0.50% and an adjusted one-month LIBOR rate plus 1.00%. The applicable margin ranges from 1.50% to 2.25% for base rate loans and 2.50% to 3.25% for Eurodollar loans.

We pay (i) a commitment fee ranging between 0.375% to 0.5% per annum for the unused portion of the revolving loan commitments; (ii) a participation fee for each revolving lender participating in letters of credit ranging between 2.5% to 3.25% per annum of the average daily amount of such lender's letter of credit exposure and; (iii) a fronting fee to the issuing bank of letters of credit equal to 0.125% per annum of the average daily amount of its letter of credit exposure.

The revolving credit facility contains financial covenants requiring RGS and its subsidiaries to maintain a debt to consolidated EBITDA (as defined in the credit agreement) ratio less than 5.25, a consolidated EBITDA to consolidated interest expense ratio greater than 2.75, and a secured debt to consolidated EBITDA ratio less than 3. At December 31, 2011 and 2010, RGS and its subsidiaries were in compliance with these covenants.

The revolving credit facility restricts the ability of RGS to pay dividends and distributions other than reimbursements of the Partnership for expenses and payment of dividends to the Partnership to the amount of available cash (as defined) so long as no default or event of default has occurred or is continuing. The revolving credit facility also contains various covenants that limit (subject to certain exceptions), among other things, the ability of RGS to:

- incur indebtedness;
- grant liens;
- enter into sales and leaseback transaction;
- make certain investments, loans and advances;
- dissolve or enter into a merger or consolidation;
- enter into asset sales or make acquisitions;
- enter into transactions with affiliates;
- prepay other indebtedness or amend organizational documents or transaction documents (as defined in the revolving credit facility);
- issue capital stock or create subsidiaries; or
- engage in any business other than those businesses in which it was engaged that the time of the effectiveness of the revolving credit facility or reasonable extensions thereof.

Senior Notes due 2016. In May 2009, we and Finance Corp. issued \$250 million of senior notes that mature on June 1, 2016 ("2016 Notes"). The 2016 Notes bear interest at 9.375% with interest payable semi-annually in arrears on June 1 and December 1. We received net proceeds of \$236.2 million upon issuance. The net proceeds were used to partially repay loans under our revolving credit facility.

At any time before June 1, 2012, up to 35% of 2016 Notes can be redeemed at a price of 109.375% plus accrued interest. Beginning June 1, 2013, we may redeem all or part of these notes at the redemption prices, expressed as percentages of the principal amount, set forth below:

June 1 of year ending:	Percentage of Redemption
2013	104.688%
2014	102.344%
2015 and thereafter	100.000%

At any time prior to June 1, 2013, we may also redeem all or part of the notes at a price equal to 100% of the principal amount of



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notes redeemed plus accrued interest and the applicable premium, which equals to the greater of (1) 1% of the principal amount of the note; or (2) the excess of the present value at such redemption date of (i) the redemption price of the note at June 1, 2013 plus (ii) all required interest payments due on the note through June 1, 2013, computed using a discount rate equal to the treasury rate (as defined) as of such redemption date plus 50 basis points, over the principal amount of the note.

Upon a change of control (as defined), each noteholder will be entitled to require us to purchase all or a portion of its notes at a purchase price of 101% plus accrued interest and liquidated damages, if any. Our ability to purchase the notes upon a change of control will be limited by the terms of our debt agreements, including our revolving credit facility.

The 2016 Notes contain various covenants that limit, among other things, our ability, and the ability of certain of our subsidiaries, to:

- incur additional indebtedness;
- pay distributions on, or repurchase or redeem equity interests;
- make certain investments;
- incur liens;
- enter into certain types of transactions with affiliates; and
- sell assets, consolidate or merge with or into other companies.

If the 2016 Notes achieve investment grade ratings by both Moody's and S&P and no default or event of default has occurred and is continuing, we will no longer be subject to many of the foregoing covenants. At December 31, 2011, we were in compliance with these covenants.

Senior Notes due 2018. In October 2010, we and Finance Corp. issued \$600 million of senior notes that mature on December 1, 2018 ("2018 Notes"). The 2018 Notes bear interest at 6.875% paid semi-annually in arrears on June 1 and December 1, commencing June 1, 2011. We capitalized \$12.2 million in debt issuance costs that will be amortized to interest expense, net over the term of the 2018 Notes. The proceeds were used to redeem the senior notes due 2013 and to partially repay outstanding borrowings under the revolving credit facility.

At any time before December 1, 2013, up to 35% of the 2018 Notes can be redeemed at a price of 106.875% of the principal amount plus accrued interest. Beginning December 1, 2014, we may redeem all or part of these notes at the redemption prices, expressed as percentages of the principal amount, set forth below:

December 1 of year ending:	Percentage of Redemption
2014	103.438%
2015	101.719%
2016 and thereafter	100.000%

At any time prior to December 1, 2014, we may also redeem all or part of the notes at a price equal to 100% of the principal amount of notes redeemed plus accrued interest and the applicable premium, which equals to the greater of (1) 1% of the principal amount of the note; or (2) the excess of the present value at such redemption date of (i) the redemption price of the note at December 1, 2014 plus (ii) all required interest payments due on the note through December 1, 2014, computed using a discount rate equal to the treasury rate (as defined) as of such redemption date plus 50 basis points, over the principal amount of the note.

Upon a change of control (as defined) followed by a rating decline within 90 days, each holder of the 2018 Notes will be entitled to require us to purchase all or a portion of its notes at a purchase price of 101% of the principal amount plus accrued interest and liquidated damages, if any. Our ability to purchase the notes upon a change of control will be limited by the terms of our debt agreements, including our revolving credit facility.

The 2018 Notes contain various covenants that limit, among other things, our ability, and the ability of certain of our subsidiaries, to:

- incur additional indebtedness;
- pay distributions on, or repurchase or redeem equity interests;
- make certain investments;
- incur liens;



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enter into certain types of transactions with affiliates; and  
sell assets, consolidate or merge with or into other companies.

If the 2018 Notes achieve investment grade ratings by both Moody's and S&P and no default or event of default has occurred and is continuing, we will no longer be subject to many of the foregoing covenants. At December 31, 2011, we were in compliance with these covenants.

Senior Notes due 2021. In May 2011, we and Finance Corp. issued \$500 million of senior notes that mature on July 15, 2021 ("2021 Notes"). The 2021 Notes bear interest at 6.5% paid semi-annually in arrears on January 15 and July 15, commencing on January 15, 2012. The proceeds were used to pay down the balance on our revolving credit facility. At any time prior to July 15, 2014, we may redeem up to 35% of the 2021 Notes at a price equal to 106.5% of the principal amount plus accrued interest. Beginning on July 15 of the years indicated below, we may redeem all or part of the 2021 Notes at the redemption prices, expressed as percentages of the principal amount, set forth below:

July 15 of year ending:	Percentage of Redemption	
2016	103.250	%
2017	102.167	%
2018	101.083	%
2019 and thereafter	100.000	%

At any time prior to July 15, 2016, we may also redeem all or part of the notes at a price equal to 100% of the principal amount of notes redeemed plus accrued interest and the applicable premium, which equals to the greater of (1) 1% of the principal amount of the note; or (2) the excess of the present value at such redemption date of (i) the redemption price of the note at July 15, 2016 plus (ii) all required interest payments due on the note through July 15, 2016, computed using a discount rate equal to the treasury rate (as defined) as of such redemption date plus 50 basis points, over the principal amount of the note.

Upon a change of control, as defined in the indenture, followed by a rating decline within 90 days, each holder of the 2021 Notes will be entitled to require us to purchase all or a portion of its notes at a purchase price of 101% of the principal amount plus accrued interest and liquidated damages, if any. Our ability to purchase the notes upon a change of control will be limited by the terms of our debt agreements, including our revolving credit facility.

The 2021 Notes contain various covenants that limit, among other things, our ability, and the ability of certain of its subsidiaries, to:

- incur additional indebtedness;
- pay distributions on, or repurchase or redeem equity interests;
- make certain investments;
- incur liens;
- enter into certain types of transactions with affiliates; and
- sell assets, consolidate or merge with or into other companies.

If the 2021 Notes achieve investment grade ratings by both Moody's and S&P and no default or event of default has occurred and is continuing, we will no longer be subject to many of the foregoing covenants. At December 31, 2011, we were in compliance with these covenants.

All of the 2021 Notes, 2018 Notes, and 2016 Notes are jointly and severally guaranteed by all of our consolidated subsidiaries, other than Finance Corp. and a minor subsidiary. The senior notes and the guarantees are unsecured and rank equally with all of our and the guarantors' existing and future unsecured obligations. The senior notes and the guarantees will be senior in right of payment to any of our and the guarantors' future obligations that are, by their terms, expressly subordinated in right of payment to the notes and the guarantees. The senior notes and the guarantees will be effectively subordinated to our and the guarantors' secured obligations, including our revolving credit facility, to the extent of the value of the assets securing such obligations.

Letters of Credit. At December 31, 2011, we had outstanding letters of credit totaling \$19 million under our revolving credit facility. The total fees for letters of credit accrue at a current annual rate of 2.875%, which is applied to the daily amount of letters of credit exposure.



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Equity Offerings. In October 2011, we sold 11,500,000 common units in an underwritten public offering, and received \$232.3 million in proceeds. In May 2011, we issued 8,500,001 common units representing limited partnership interests resulting in net proceeds of \$203.9 million, to partially fund our capital contribution to Lone Star. These units were issued in a private placement conducted in accordance with the exemption from the registration requirements of the Securities Act of 1933, as amended, under section 4(2) thereof. These units were subsequently registered with the SEC.

In August 2010, we sold 17,537,500 common units in an underwritten public offering, and received \$408.1 million in proceeds, inclusive of the General Partner's proportionate capital. In May 2010, we issued 26,266,791 common units, valued at \$584.4 million, to ETE, to purchase a 49.9% interest in MEP. These units were issued in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended, under Section 4(2) thereof.

Subsequently, ETE also contributed \$12.3 million as the General Partner's proportionate capital contribution.

Contractual Obligations. The following table summarizes our total contractual cash obligations as of December 31, 2011:

Contractual Obligations	Payments Due By Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt (including interest) <sup>(1)</sup>	\$2,438,974	\$113,217	\$548,101	\$432,656	\$1,345,000
Operating leases	10,297	2,684	2,956	2,028	2,629
Purchase obligations <sup>(2)</sup>	47,446	47,446	—	—	—
Distributions and redemption of Series A Preferred Units <sup>(3)</sup>	241,836	7,781	15,563	15,563	202,929
Related party cash obligations <sup>(4)</sup>	44,167	10,000	20,000	14,167	—
Capital contribution commitments to unconsolidated affiliate <sup>(5)</sup>	36,225	35,311	914	—	—
Total <sup>(6)</sup>	\$2,818,945	\$216,439	\$587,534	\$464,414	\$1,550,558

Assumes a constant LIBOR interest rate of 1.128% plus applicable margin (2.50% as of December 31, 2011) for (1) our revolving credit facility. The principal of our outstanding senior notes (\$1.35 billion) bears a weighted average fixed rate of 7.2%.

Excludes physical and financial purchases of natural gas, NGLs, and other commodities due to the nature of both (2) the price and volume components of such purchases, which vary on a daily and monthly basis. Additionally, we do not have contractual commitments for fixed price and/or fixed quantities of any material amount.

(3) Assumes that the Series A Preferred Units are redeemed for cash on September 2, 2029, and an annual distribution of \$7.8 million.

(4) Includes the \$10 million annual service fee paid to ETE under the services agreement between us and ETE, which expires in June 2016.

(5) Includes committed capital contributions to Ranch JV.

Excludes deferred tax liabilities of \$5.8 million as the amount payable by period cannot be readily estimated in (6) light of net operating loss carryforwards and future business plans for the entity that generated the deferred tax liability.

**OTHER MATTERS**

Legal. We are involved in various claims, lawsuits and audits by taxing authorities incidental to our business. These claims and lawsuits in the aggregate are not expected to have a material adverse effect on our business, financial condition, results of operations or cash flows.

Environmental Matters. For information regarding environmental matters, please read "Item 1.

Business-Regulation-Environmental Matters."

IRS Audits. The IRS commenced audits of our 2007 and 2008 federal income tax returns on January 27, 2010. The IRS has now completed its audit of these returns and proposed certain adjustments. We have filed a protest with the



IRS to initiate the appeals process and appeal certain of these adjustments. Until this matter is fully resolved, we do not know whether any amounts ultimately recorded would be material, or how such adjustments would affect unitholders. The IRS is also conducting an audit of the 2007 through 2009 tax returns of one of our wholly-owned subsidiaries and has proposed certain adjustments which we expect to appeal.

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The statute of limitations for each of these audits has been extended to December 31, 2012. We, through our tax matters partner and our tax advisers, will cooperate with the IRS examiners auditing these returns. Unitholders should consult their tax advisers if they have any questions.

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and notes. Although these estimates are based on management's best available knowledge of current and expected future events, actual results could be different from those estimates.

The critical judgment areas in the application of our accounting policies that currently affect our financial condition and results of operations are as follows:

**Revenue and Cost of Sales Recognition.** We record revenue and cost of gas and NGLs on the gross basis for those transactions where we act as the principal and take title to gas that we purchase for resale. When our customers pay us a fee for providing a service such as gathering or transportation we record the fees separately in revenues. We estimate certain revenue and expenses since actual amounts are not confirmed until after the financial closing process due to the standard settlement dates in the gas industry. We calculate estimated revenues using actual pricing and measured volumes. In the subsequent production month, we reverse the accrual and record the actual results. Prior to the settlement date, we record actual operating data to the extent available, such as actual operating and maintenance and other expenses. We do not expect actual results to differ materially from our estimates.

**Purchase Method of Accounting.** We make various assumptions in developing models for determining the fair values of assets and liabilities associated with business acquisitions. These fair value models, developed with the assistance of outside consultants, apply discounted cash flow approaches to expected future operating results, considering expected growth rates, development opportunities, and future pricing assumptions, to arrive at an economic value for the business acquired. We then determine the fair value of the tangible assets based on estimates of replacement costs less obsolescence. Identifiable intangible assets acquired consist primarily of customer relations and trade names. We value customer relations as the fair value of avoided customer churn costs compared to industry norms. We value trade names using the avoided royalty payment approach. We determine the value of liabilities assumed based on their expected future cash outflows. We record goodwill as the excess of the purchase price of each business unit over the sum of amounts allocated to the tangible assets and separately recognized intangible assets acquired, less liabilities assumed by the business unit.

**Goodwill.** We review the carrying value of goodwill on an annual basis or on an as needed basis, for indicators of impairment at each reporting unit that has recorded goodwill. We determine our reporting units based on identifiable cash flows of a reporting unit and how reporting unit managers evaluate the results of operations of the entity.

Impairment is indicated whenever the carrying value of a reporting unit exceeds the estimated fair value of a reporting unit. We adopted ASU 2011-08 in 2011, and applied it to certain of our reporting units, which allows us to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether further impairment testing is necessary. For purposes of evaluating impairment of goodwill, we estimate the fair value of a reporting unit based upon future net discounted cash flows. In calculating these estimates, historical operating results and anticipated future economic factors, such as estimated volumes and demand for services, commodity prices, and operating costs are considered as a component of the calculation of future discounted cash flows. Further, the discount rate requires estimates of the cost of equity and debt financing. The estimates of fair value of these reporting units could change if actual volumes, prices, costs or discount rates vary from these estimates.

**Equity Method Investments.** The equity method of accounting is used to account for our interest in investments of greater than 20% voting stock or where we exert significant influence over an investee and lack control over the investee.

**Depreciation Expense, Cost Capitalization and Impairment.** Our assets consist primarily of natural gas gathering pipelines, processing plants, transmission pipelines, treating equipment, and natural gas compression equipment. We capitalize all construction-related direct labor and material costs, as well as indirect construction costs. Indirect construction costs include general engineering costs and the costs of funds used in construction. Capitalized interest represents the cost of funds used to finance the construction of new facilities and is expensed over the life of the

constructed asset through the recording of depreciation expense. We capitalize the costs of renewals and betterments that extend the useful life, while we expense the costs of repairs, replacements and maintenance projects as incurred. We generally compute depreciation using the straight-line method over the estimated useful life of the assets. Certain assets such as land, NGL line pack and natural gas line pack are non-depreciable. The computation of depreciation expense requires judgments regarding the estimated useful lives and salvage value of assets. As circumstances warrant, we review depreciation estimates to determine if any changes are needed. Such changes could involve an increase or decrease in estimated useful lives or salvage values, which would impact future depreciation expense.

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We review long-lived assets for impairment whenever events or changes in circumstances indicate that the related carrying amounts may not be recoverable. Determining whether an impairment has occurred typically requires various estimates and assumptions, including determining which undiscounted cash flows are directly related to the potentially impaired asset, the useful life over which cash flows will occur, their amount, and the asset's residual value, if any. In turn, measurement of an impairment loss requires a determination of fair value, which is based on the best information available. We derive the required undiscounted cash flow estimates from our historical experience and our internal business plans. To determine fair value, we use our internal cash flow estimates discounted at an appropriate interest rate, quoted market prices when available and independent appraisals, as appropriate.

**Equity Based Compensation.** Restricted units are valued at the grant date closing price of the Partnership's common units. Phantom units are issued as either service condition awards (also defined as "time-based awards" in the LTIP plan) or market condition awards (also defined as "performance-based awards" in the LTIP plan). For service condition awards, the grant date fair value equals the grant date closing price of the Partnership's common units. For the market condition awards, we performed a Monte Carlo simulation that incorporated variables such as unit price volatility, merger and acquisition activity within the peer group, changes in credit ratings of the peer group members, and employee turnover. The grant date closing price of the Partnership's common units are also a factor in determining the grant-date fair value of the market condition awards.

**Fair Value Measurements.** Financial assets and liabilities, goodwill, indefinite-lived intangible assets, property, plant and equipment and asset retirement obligations are valued using a three-tiered fair value hierarchy that prioritizes inputs to valuation techniques used in fair value calculations. The three levels of inputs are defined as follows:

- Level 1- unadjusted quoted prices for identical assets or liabilities in active accessible markets;
- Level 2- inputs that are observable in the marketplace other than those classified as Level 1; and
- Level 3- inputs that are unobservable in the marketplace and significant to the valuation.

Entities are encouraged to maximize the use of observable inputs and minimize the use of unobservable inputs. If a financial instrument uses inputs that fall in different levels of the hierarchy, the instrument will be categorized based upon the lowest level of input that is significant to the fair value calculation.

**Derivatives.** Our financial assets and liabilities measured at fair value on a recurring basis are derivatives related to interest rate and commodity derivative contracts and embedded derivatives in the Series A Preferred Units.

Derivatives related to interest rate, commodity swaps and ethane put options are valued using discounted cash flow techniques. These techniques incorporate Level 1 and Level 2 inputs such as future interest rates and commodity prices. These market inputs are utilized in the discounted cash flow calculation considering the instrument's term, notional amount, discount rate and credit risk and are classified as Level 2 in the hierarchy. Derivatives related to the Series A Preferred Units are valued using a binomial lattice model. The market inputs utilized in the model include credit spread, probabilities of the occurrence of certain events, common unit price, distribution yield and expected volatility, and are classified as Level 3 in the hierarchy.

### RECENT ACCOUNTING PRONOUNCEMENTS

See discussion of new accounting pronouncements in Note 2 in the Notes to the Consolidated Financial Statements.

### Item 7A. Quantitative and Qualitative Disclosure about Market Risk

**Risk and Accounting Policies.** We are exposed to market risks associated with commodity prices, counterparty credit, and interest rates. Our management and the board of directors of our General Partner have established comprehensive risk management policies and procedures to monitor and manage these market risks. Our General Partner is responsible for delegation of transaction authority levels, and the Audit and Risk Committee of our General Partner is responsible for the overall management of credit risk and commodity price risk, including monitoring exposure limits. The Audit and Risk Committee receives regular briefings on positions and exposures, credit exposures and overall risk management in the context of market activities.

**Commodity Price Risk.** We are a net seller of NGLs, condensate and natural gas as a result of our gathering and processing operations. The prices of these commodities are impacted by changes in supply and demand as well as market forces. Our profitability and cash flow are affected by the inherent volatility of these commodities, which could adversely affect our ability to make distributions to our unitholders. We manage this commodity price exposure through an integrated strategy that includes management of our contract portfolio, matching sales prices of

commodities with purchases, optimization of our portfolio by monitoring basis and other price differentials in operating areas, and the use of derivative contracts. In some cases, we may not be able to match pricing terms or to cover our risk to price exposure with financial hedges, and we may be exposed to commodity price risk. Speculative positions are prohibited under our risk management policy.

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We have swap contracts that settle against NGLs (ethane, propane, butane, and natural gasoline), condensate and natural gas market prices. We also have put options settled against ethane. We will exercise these options only when the market prices for ethane are below the strike prices.

The following table sets forth certain information regarding our hedges outstanding at December 31, 2011. The relevant index price that we pay for NGLs is the monthly average of the daily closing price for deliveries of commodities into Mont Belvieu, Texas, as reported by the Oil Price Information Service (OPIS). The relevant index price for natural gas is NYMEX on the pricing dates as defined by the swap contracts. The relevant index for WTI is the monthly average of the daily price of WTI as reported by the NYMEX.

Period	Underlying	Notional Volume/ Amount		We Pay	We Receive Weighted Average Price	Fair Value Asset/(Liability)	Effect of Hypothetical Change in Index*
						(in thousands)	
January 2012-September 2012	Ethane	279	(MBbls)	Index	0.47 (\$/gallon)	\$(3,350)	\$ 880
July 2012-December 2012	Ethane- Put Options	110	(MBbls)	Index	0.66 (\$/gallon)	309	113
January 2012-March 2013	Propane	281	(MBbls)	Index	1.13 (\$/gallon)	(2,488)	1,588
January 2012-March 2013	Normal Butane	166	(MBbls)	Index	1.53 (\$/gallon)	(1,918)	1,264
January 2012-March 2013	Natural Gasoline	88	(MBbls)	Index	2.01 (\$/gallon)	(711)	812
January 2012-March 2014	West Texas Intermediate Crude	350	(MBbls)	Index	94.85 (\$/Bbl)	(1,029)	3,429
January 2012-December 2012	Natural Gas	2,198,000	(MMBtu)	Index	5.05 (\$/MMBtu)	3,907	717
January 2012-April 2012	Interest Rate	\$250,000,000		1.325 %	Three-month LIBOR	(470)	625
					Total Fair Value	\$(5,750)	

Price risk sensitivities were calculated assuming a theoretical 10% change in prices regardless of term or historical relationships between the contractual price of the instrument and the underlying commodity price. Interest rate sensitivity assumes a 100 basis point increase or decrease in the LIBOR yield curve. The price sensitivity results are presented in absolute terms.

**Credit Risk.** Our business operations expose us to credit risk, as the margin on any sale is generally a very small percentage of the total sale price. Therefore, a credit loss can be very large relative to our overall profitability. We attempt to ensure that we issue credit only to creditworthy counterparties and that in appropriate circumstances any such extension of credit is backed by adequate collateral such as a letter of credit or a parent company guarantee.

**Interest Rate Risk.** We are exposed to variable interest rate risk as a result of borrowings under our revolving credit facility. As of December 31, 2011, we had \$332 million of outstanding borrowings, of which \$82 million were exposed to variable interest rate risk.

#### Item 8. Financial Statements and Supplementary Data

The financial statements set forth starting on page F-1 of this report are incorporated by reference.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**  
None.

**Item 9A. Controls and Procedures**

Evaluation of Disclosure Controls and Procedures. An evaluation was performed under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer of our General Partner, of the effectiveness of the design and operation of our disclosure controls and procedures (as such are defined in Rule 13a-15(e) of the Exchange Act). Based on management's evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective in achieving that level of reasonable assurance as of December 31, 2011.

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Internal Control over Financial Reporting.

(a) Management's Report on Internal Control over Financial Reporting. Management of our General Partner is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting for the Partnership as defined in Rules 13a-15(f) as promulgated under the Exchange Act.

Management of our General Partner assessed the effectiveness of our internal control over financial reporting as of December 31, 2011. In making this assessment, management used the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The evaluation included an evaluation of the design of our internal control over financial reporting and testing of the operating effectiveness of those controls.

Based on its assessment, management has concluded that our internal control over financial reporting was effective as of December 31, 2011.

(b) Audit Report of the Registered Public Accounting Firm. Grant Thornton LLP, the independent registered public accounting firm that audited our consolidated financial statements included in this report, has issued an audit report on the Partnership's internal control over financial reporting, which report is included herein on page F-3.

(c) Changes in Internal Control over Financial Reporting. As required by Exchange Act Rule 13a-15(f), management of our General Partner, including the Chief Executive Officer and Chief Financial Officer, also conducted an evaluation of our internal control over financial reporting to determine whether any change occurred during the last fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, there has been no change in our internal control over financial reporting during the last fiscal quarter covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

Management. Our General Partner manages and directs all of our operations and activities, including the appointment of up to 12 persons to serve on the Board of Directors. Our officers and directors are officers and directors of our General Partner. Our General Partner and its board members are not elected by our unitholders and are not subject to re-election on a regular basis in the future.

Investor Rights Agreement. In connection with the sale of our General Partner in May 2010, we and the owner of our General Partner entered into an Investor Rights Agreement with an affiliate of GE EFS, the former owner of our General Partner, that provides that GE or its affiliates may elect to designate two investor directors or two non-voting investor observers for as long as an affiliate of GE owns at least 15% of our common units that it held as of May 26, 2010. In addition, if the number of common units held by an affiliate of GE falls below 15%, but continues to exceed 10%, of the number held as of May 26, 2010, then an affiliate of GE has the right to designate one investor director or investor observer. During 2011, Mr. James F. Burgoyne and Mr. Paul J. Halas served as designated observers for GE's affiliate.

Corporate Governance. Our General Partner does not have a formal diversity policy or set of guidelines for selecting and appointing directors who comprise the Board of Directors. The Board of Directors has established a Nominating Committee to assist the Board and the member of our General Partner in identifying and recommending to the Board of Directors individuals qualified to become Board members. The full Board of Directors elects the directors. In considering whether to recommend any candidate for consideration by the full Board, the Nominating Committee will apply the criteria set forth in the Corporate Governance Guidelines to assess candidates. The Corporate Governance Guidelines include the following as part of that assessment: an individual's background, ability, judgment, diversity, age, skill, experience in the context of the needs of the Board and whether the individual would qualify as an independent director under the independence rules of NYSE. The Nominating Committee seeks candidates with a broad diversity of experience, professions, skills and backgrounds. The Nominating Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective candidates.



Directors are expected to exemplify the highest standards of personal and professional integrity and to constructively challenge management through their active participation and questioning. In particular, the Nominating Committee seeks directors with established strong professional reputations and expertise in areas relevant to the strategy and operation of the Partnership's business. Our General Partner believes that the backgrounds and qualifications of the directors, considered as a group, should provide a significant

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composite mix of experience, knowledge and abilities that will allow the Board to fulfill its duties and responsibilities. Our Board of Directors currently consists of five members, three of whom qualify as independent under NYSE standards for audit committee members and one person who is a member of our executive management. Mr. John D. Harkey, Jr., Mr. Rodney L. Gray and Mr. James W. Bryant are independent.

The Board of Directors has adopted Corporate Governance Guidelines to assist it in the exercise of its responsibilities to provide effective governance over our affairs for the benefit of our unitholders. In addition, we have adopted a Code of Business Conduct, which sets forth legal and ethical standards of conduct for all of our officers, directors and employees. Specific provisions are applicable to the principal executive officer, principal financial officer, principal accounting officer and controller, or those persons performing similar functions, of our General Partner. The Corporate Governance Guidelines, the Code of Business Conduct, Code of Conduct for Senior Financial Officers, and the charters of our audit and risk, compensation and nominating committees are available on our website at [www.regencygasservices.com](http://www.regencygasservices.com). You may also contact our investor relations department at (214) 840-5477 for printed copies of these documents free of charge. Amendments to, or waivers from, the Code of Business Conduct will also be available on our website and reported as may be required under SEC rules; however, any technical, administrative or other non-substantive amendments to the Code of Business Conduct may not be posted. Note that the preceding Internet address is for information purposes only and is not intended to be a hyperlink. Accordingly, no information found or provided at that Internet address or at our website in general is intended or deemed to be incorporated by reference herein.

**Audit and Risk Committee.** The Board of Directors has established an Audit and Risk Committee in accordance with Exchange Act rules. The Board of Directors appointed three directors, Rodney L. Gray, John D. Harkey, Jr. and James W. Bryant, who are independent under the NYSE's standards for audit committee members, to serve on its Audit and Risk Committee. In addition, the Board of Directors determined that at least one member, Rodney L. Gray, the chairman of the Audit and Risk Committee, has such accounting or related financial management expertise sufficient to qualify such person as the audit committee financial expert in accordance with Item 407(d)(5) of Regulation S-K. Mr. Harkey currently serves as the Chair of the Audit and Risk Committee. Mr. Harkey currently serves as a member or chairman of the audit committee of three other publicly traded companies, in addition to his service as a member of the Audit and Risk Committee. As required by Rule 303A.07 of the NYSE Listed Company Manual, the Board of Directors has determined that such simultaneous service does not impair Mr. Harkey's ability to effectively serve on our Audit and Risk Committee.

The Audit and Risk Committee meets on a regularly-scheduled basis with our independent accountants at least four times each year and is available to meet at their request. The Audit and Risk Committee has the authority and responsibility to review our external financial reporting, to review our procedures for internal auditing and the adequacy of our internal accounting controls, to consider the qualifications and independence of our independent accountants, to engage and resolve disputes with our independent accountants, including the letter of engagement and statement of fees relating to the scope of the annual audit work and special audit work that may be recommended or required by the independent accountants, and to engage the services of any other advisors and accountants as the Audit and Risk Committee deems advisable. The Audit and Risk Committee reviews and discusses the audited financial statements with management, discusses with our independent auditors matters required to be discussed by SAS 114 (Communications with Audit and Risk Committees), and makes recommendations to the Board of Directors for inclusion in our audited financial statements on this Form 10-K.

The Audit and Risk Committee is authorized to recommend to the Board of Directors any changes or modifications to its charter that the Audit and Risk Committee believes may be required.

**The Board's Role in Risk Oversight.** The Board of Directors performs oversight functions to protect our unitholders' and other stakeholders' interest in the long-term health and the overall success of the Partnership and its financial strength. The full Board of Directors is actively involved in overseeing risk management for the Partnership. It does so in part through discussion and review of our business, financial and corporate governance practices and procedures. The Board's Audit and Risk Committee identifies and reviews the risks confronted by the Partnership with respect to its operations and financial condition, establishes limits of risk tolerance with respect to the Partnership's hedging activities and exposure to customers' credit risk and ensures adequate property and liability insurance coverage.

In addition, each of our other Board committees considers the risks within its areas of responsibilities. For example, the Audit and Risk Committee reviews risks related to financial reporting. The Audit and Risk Committee discusses policies with respect to risk assessment and risk management, reviews contingent liabilities and risks that may be material to the Partnership and assesses major legislative and regulatory developments that could materially impact the Partnership's contingent liabilities and risks. The Audit and Risk Committee is required to discuss any material violations of our policies brought to its attention on an ad hoc basis. Additionally, the outcome of the audit risk assessment is presented to the Audit and Risk Committee annually; this assessment identifies internal control risks and drives the internal audit plan for the coming year. Material violations of our Code of Business

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Conduct and related corporate policies are reported to the Audit and Risk Committee and, as required, are reported to the full Board. The Compensation Committee reviews our overall compensation program and its effectiveness at both linking executive pay to performance and aligning the interests of our executives and our unitholders.

Meetings of Non-Management Directors and Communication with Directors. Our non-management directors are required by NYSE rules to meet regularly in executive session. In practice, they meet in executive session at most meetings of the Board. The presiding director at these executive sessions is rotated among the independent directors, John D. Harkey, Jr., Rodney L. Gray and James W. Bryant.

Unitholders and interested parties may communicate with the independent directors directly and anonymously by writing to the Chairman of the Audit and Risk Committee, Regency GP LLC, 2001 Bryan Street, Suite 3700, Dallas, Texas 75201.

Directors and Executive Officers of the General Partner. The following table sets forth certain information with respect to the executive officers and members of the Board of Directors of our General Partner as of February 22, 2012. Executive officers and directors are elected for indefinite terms.

Name	Age	Position with Regency GP LLC
Michael J. Bradley	57	Director, President and Chief Executive Officer
Thomas E. Long	55	Executive Vice President and Chief Financial Officer
Paul M. Jolas <sup>(1)</sup>	47	Executive Vice President, Chief Legal Officer and Secretary
Jim Holotik	58	Executive Vice President, Chief Commercial Officer
A. Troy Sturrock	41	Vice President, Controller and Principal Accounting Officer
John D. Harkey, Jr.	51	Chairman of the Board of Directors
John W. McReynolds	61	Director
Rodney L. Gray	60	Director
James W. Bryant	78	Director

<sup>(1)</sup> In January 2012, the Partnership and Mr. Jolas entered into a Separation Agreement and Full Release of Claims pursuant to which Mr. Jolas will resign, effective May 16, 2012, from his position.

Michael J. Bradley was elected to the Board of Directors of Regency GP LLC in January 2008. In November 2010, he was also elected president and CEO of Regency. Prior to joining Regency, he served as President, Chief Executive Officer and a director of Matrix Service Company since November 2006. Prior to joining Matrix Service Company, Mr. Bradley served as President and CEO of DCP Midstream Partners and was a member of the board of its general partner. Mr. Bradley was named Group Vice President of Gathering and Processing for Duke Energy Field Services (DEFS) in 2004 and served as Executive Vice President (DEFS) from 2002 to 2004. From 1994 to 2002, he served as Senior Vice President (DEFS) and was responsible for business development and commercial activities. Mr. Bradley graduated from the University of Kansas with a bachelor's degree in civil engineering. He also completed the Duke University Executive Management Program. Mr. Bradley is a member of the American Society of Civil Engineers. He also serves on the advisory board for the University of Kansas, School of Engineering.

Thomas E. Long was elected executive vice president and chief financial officer of Regency GP LLC in November 2010. From May 2008 to November 2010, Mr. Long served as vice president and chief financial officer of Matrix Service Company. Prior to joining Matrix, he served as vice president and chief financial officer of DCP Midstream Partners, LP, a publicly traded natural gas and natural gas liquids midstream business company located in Denver, CO. In that position, he was responsible for all financial aspects of the company since its formation in December 2005. From 1998 to 2005, Mr. Long served in several executive positions with subsidiaries of Duke Energy Corp., one of the nation's largest electric power companies. During his tenure at Duke Energy, Mr. Long served as vice president and chief financial officer of its publicly owned power company in Ecuador; vice president and treasurer of Duke Energy Field Services, Denver; and executive vice president of National Methanol Company, a Duke Energy Corp. chemical joint-venture in Saudi Arabia. Starting in 1991, Mr. Long held financial management positions at PanEnergy Corp., Houston. He began his career in 1979 at Texas Eastern Corp., Houston. As a Certified Public Accountant, Mr. Long has a Bachelor of Arts in Accounting from Lamar University, Beaumont, TX.

Paul M. Jolas was elected executive vice president, chief legal officer and secretary of Regency GP LLC on September 8, 2009. Mr. Jolas has more than 20 years of legal experience, including extensive experience with corporate, securities, governance, finance and transitional matters. Prior to joining Regency, he served in various legal roles at Dallas-based Trinity Industries, Inc. (NYSE: TRN) from June 2006 through September 2009, most recently as vice president, deputy general counsel and corporate secretary. Previous to his work at Trinity, he served as senior regional counsel for the Texas division of KB Home from 2004 to 2006; from 1996 to 2003, he served as general counsel, executive vice president and corporate secretary for Radiologix, Inc.; and from 1989

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to 1996, as a member of the corporate securities group for Haynes and Boone, LLP. Mr. Jolas received a Bachelor of Arts degree in Economics from Northwestern University and a Juris Doctor degree from Duke University School of Law. On January 27, 2012, Mr. Jolas entered into a separation agreement with RGP GP LLC, pursuant to which, Mr. Jolas will resign, effective May 16, 2012, from his position as the Executive Vice President, Chief Legal Officer and Secretary.

Jim Holotik was elected executive vice president and chief commercial officer of Regency GP LLC in October 2010. From 2004 to October 2010, Mr. Holotik served in various positions at ETP, most recently serving as president of Transwestern Pipeline Company, LLC and leading the mergers and acquisition efforts for Energy Transfer. Mr. Holotik began his career in 1976 in exploration and moved to the natural gas industry in 1986 when he joined Endevo Oil and Gas. He later held positions as executive vice president of Cornerstone Natural Gas and was director of the East and West regions for El Paso Field Services. He joined Energy Transfer in 2004 as commercial vice president of project development, and later became president of Transwestern following its acquisition by Energy Transfer. Mr. Holotik has a bachelor's degree in business administration from Stephen F. Austin University.

A. Troy Sturrock was elected vice president and controller of Regency GP LLC in February 2008, and in November 2010 was appointed as the principal accounting officer. From June 2006 to February 2008, Mr. Sturrock served as the assistant controller and director of financial reporting and tax for Regency GP LLC. From January 2004 to June 2006, Mr. Sturrock was associated with the Public Company Accounting Oversight Board, where he was an inspection specialist in the division of registration and inspections. Mr. Sturrock served in various roles at PricewaterhouseCoopers LLP from 1995 to 2004, most recently as a senior manager in the audit practice specializing in the transportation and energy industries. Mr. Sturrock is a Certified Public Accountant.

John D. Harkey, Jr. was elected Chairman of the Board of Directors of Regency GP LLC in May 2010. Mr. Harkey has served as Chief Executive Officer and Chairman of Consolidated Restaurant Companies, Inc., since 1998. Mr. Harkey currently serves on the Board of Directors of Leap Wireless International, Inc., Loral Space & Communications, Inc., Emisphere Technologies, Inc., and the Board of Directors for the Baylor Health Care System Foundation. He currently serves on the Audit Committees of Loral and Emisphere. He also serves on the President's Development Council of Howard Payne University and on the Executive Board of Circle Ten Council of the Boy Scouts of America. In May 2006, Mr. Harkey was elected as a director of ETE's General Partner and member of their Audit Committee. He currently serves as the Chairman of the Audit Committee of ETE's General Partner. Among the reasons for Mr. Harkey's appointment as a director are his background in corporate finance as well as his experience as a director on the boards and audit committees of several other public companies.

John W. McReynolds was elected to the Board of Directors of Regency GP LLC in May 2010. Mr. McReynolds is a Director and the President and Chief Financial Officer of Energy Transfer Equity. Mr. McReynolds has served as the President of ETE since March 2005 and as a Director and the Chief Financial Officer of ETE since August 2005. He has previously served as a director of Energy Transfer Partners from August 2001 through May 2010. Prior to becoming President of ETE, Mr. McReynolds was a partner with the international law firm of Hunton & Williams LLP for over 20 years. As a lawyer, he specialized in energy related finance, securities, partnerships, mergers and acquisitions, syndication and litigation matters, and served as an expert in numerous arbitration, litigation, and governmental proceedings, including as an expert in special projects for Boards of Directors of public companies. Mr. McReynolds has served as a Director of ETE's General Partner since August 2004. Among the reasons for Mr. McReynolds' appointment as a director are his legal background and his extensive experience in energy-related corporate finance. Mr. McReynolds has relationships with executives and senior management at several companies in the energy sector, as well as with investment bankers who cover the industry.

Rodney L. Gray was elected to the Board of Directors of Regency GP LLC on February 22, 2008. From June 2009 to June 2010, Mr. Gray served as Chief Financial Officer and Executive Vice President of Cobalt International Energy, Inc. From 2003 to April 2009, Mr. Gray served as chief financial officer of Colonial Pipeline, an interstate carrier of petroleum products. Mr. Gray currently serves on the Board of Directors of Rose Rock Midstream GP, LLC, the general partner of Rose Rock Midstream, L.P. Mr. Gray received a Bachelor of Science degree in Accounting from the University of Wyoming and a Bachelor of Science degree in Mathematics and Economics from Rock Mountain College in Billings, Montana. Among the reasons for Mr. Gray's appointment as a director are his more than 30 years

of experience in the energy industry, his past experiences as an executive with financial leadership responsibility at energy companies, and his current position as a member of the board of directors of another master limited partnership.

James W. Bryant was elected to the Board of Directors of Regency GP LLC in July 2010. Mr. Bryant is a chemical engineer and has more than 40 years of experience in all phases of the natural gas business, specifically in the engineering and management of midstream facilities. Mr. Bryant currently serves as a partner and member of the Board of Directors for Cardinal Midstream, LLC. Prior to that, he was a co-founder of Cardinal Gas Solutions LP, a contract gas treating company that was later sold to Crosstex Energy Services, L.P. In 2003, Mr. Bryant co-founded Regency Gas Services, LLC, the predecessor to Regency, and served as president of Regency Gas Services, LLC, until December 2004, when it was sold to Hicks, Muse, Tate & Furst Inc. He has been instrumental in the formation, development and growth of numerous other companies in the midstream sector, including those specializing in natural gas treating. Mr. Bryant has previously served on the Board of Directors for Gulf Energy & Development,

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Endevco, Inc., Oachita Energy Company, and Regency Gas Services, LLC. Mr. Bryant received a bachelor's degree in chemical engineering from Louisiana Tech University. Among the reasons for Mr. Bryant's appointment as a director are his more than 40 years of experience in the midstream natural gas business as well as his experience as a director on the boards of several other public companies.

**Reimbursement of Expenses of Our General Partner.** We will reimburse our General Partner and its affiliates for all expenses they incur on our behalf. These expenses will include all costs incurred by our General Partner and its affiliates in managing and operating us, including costs for rendering corporate staff and support services to us. In addition, we are a party to a services agreement with Services Co., an affiliate of ETE, pursuant to which Services Co. provides certain general and administrative services to us and our partner. The reimbursement of expenses of our General Partner and its affiliates and our payments under the services agreement with Services Co. will reduce our cash available for debt service.

**Section 16(a) Beneficial Ownership Reporting Compliance.** Section 16(a) of the Exchange Act requires executive officers, directors and persons who beneficially own more than 10% of a security registered under Section 12 of the Exchange Act to file initial reports of ownership and reports of changes of ownership of such security with the SEC. Copies of such reports are required to be furnished to the issuer. The common units of the Partnership were first registered under Section 12 of the Exchange Act on January 30, 2006. Based solely on a review of reports furnished to our General Partner, or written representations from reporting persons that all reportable transactions were reported, we believe that, during the fiscal year ended December 31, 2011, our General Partner's executive officers, directors and greater than 10% common unitholders filed all reports they were required to file under Section 16(a).

### Item 11. Executive Compensation

#### Compensation Discussion and Analysis

##### Named Executive Officers

We do not have officers or directors. Instead, as a limited partnership, we are managed by the board of directors of our General Partner, and the executive officers of our General Partner perform all of our management functions. As a result, the executive officers of our General Partner are essentially our executive officers, and their compensation is administered by our General Partner. This Compensation Discussion and Analysis is, therefore, focused on the total compensation of the executive officers of our General Partner as set forth below. The executive officers we refer to in this discussion as our "named executive officers" are the following officers of our General Partner:

- Michael J. Bradley, President and Chief Executive Officer;
- Thomas E. Long, Executive Vice President and Chief Financial Officer;
- A. Troy Sturrock, Vice President, Controller and Principal Accounting Officer;
- Paul M. Jolas<sup>(1)</sup>, Executive Vice President, Chief Legal Officer and Secretary; and
- Jim Holotik, Executive Vice President and Chief Commercial Officer.

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<sup>(1)</sup> In January 2012, the Partnership and Mr. Jolas entered into a Separation Agreement and Full Release of Claims pursuant to which Mr. Jolas will resign, effective May 16, 2012, from his position.

##### Our General Partner's Philosophy for Compensation of Executives

In general, our General Partner's philosophy for executive compensation is based on the premise that a significant portion of each executive's compensation should be incentive-based and that executives' base salary levels should be competitive in the marketplace for executive talent and abilities. Our General Partner also believes the incentives should be competitive in the marketplace and balanced between short and long-term performance. Our General Partner believes this balance is achieved by (i) the payment of annual discretionary cash bonuses that consider the achievement of the Partnership's financial performance objectives for a fiscal year set at the beginning of such fiscal year and the individual contributions of our named executive officers to the success of the Partnership and (ii) the annual grant of phantom units under our equity incentive plans, which are intended to provide a longer term incentive to our key employees to focus their efforts on increasing the market price of our publicly traded units and to increase the cash distribution we pay to our unitholders. Since ETE's acquisition of our General Partner, our equity awards have primarily been in the form of phantom units that vest over a specified time period, with substantially all of these awards vesting over a five-year period at 20% per year based on continued employment through each specified



vesting date. We refer to these awards as “phantom units,” consistent with the use of such term in our long-term incentive plans. Our General Partner believes that these equity-based incentive arrangements are important in attracting and retaining our executive officers and key employees as well

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as motivating these individuals to achieve our business objectives. The equity-based compensation also reflects the importance we place on aligning the interests of our named executive officers with those of our unitholders.

While we are responsible for the direct payment of the compensation of our named executive officers as employees of the Partnership, the Partnership does not participate or have any input in any decisions as to the compensation policies of our General Partner or the compensation levels of the executive officers of our General Partner. The compensation committee of the board of directors of our General Partner (the “Compensation Committee”) is responsible for the approval of the compensation policies and the compensation levels of these executive officers. We directly pay these executive officers in lieu of receiving an allocation of overhead related to executive compensation from our General Partner. For the year ended December 31, 2011, we paid 100% of the compensation of the executive officers of our General Partner as we represent the only business currently managed by our General Partner.

Our General Partner is ultimately controlled by the general partner of ETE. We pay quarterly distributions to our General Partner in accordance with our partnership agreement with respect to its ownership of a general partner interest and the incentive distribution rights specified in our partnership agreement. The amount of each quarterly distribution that we must pay to our General Partner is based solely on the provisions of our partnership agreement. Accordingly, the cash distributions we make to our General Partner bear no relationship to the level or components of compensation of our General Partner's executive officers. Our General Partner's incentive distribution rights are described in detail in “Item 5. Market for Registrant's Common Equity, Related Unitholder Matters and Issuer Purchases of Equity Securities.” Our named executive officers also own directly and indirectly certain of our limited partner interests and, accordingly, receive quarterly distributions. Such per unit distributions equal the per unit distributions made to all our limited partners and bear no relationship to the level of compensation of the named executive officers.

For a more detailed description of the compensation of our named executive officers, please see “—Compensation Tables” below.

### Compensation Committee

We are a limited partnership and our units are listed on the NYSE. Although the rules of the NYSE do not require publicly traded limited partnerships to have a compensation committee, the board of directors of our General Partner has established a Compensation Committee that is composed of two directors of our General Partner (Messrs. Harkey and Gray) who our General Partner has determined to be “independent” (as that term is defined in the applicable NYSE corporate governance standards) and one director (Mr. McReynolds) who is not “independent” under the NYSE standards.

The Compensation Committee is directly responsible for establishing annual and long-term performance goals and objectives for our elected officers. The responsibilities of the Compensation Committee are:

- to set the compensation of the Chief Executive Officer and the other elected officers based upon the evaluation of the performance of the Chief Executive Officer and other elected officers;
- to evaluate the performance of the Chief Executive Officer and other elected officers in light of the approved performance goals and objectives;
- to make awards under existing cash-based and equity-based compensation plans and to make recommendations to the Board with respect to new cash-based incentive compensation plans and equity-based compensation plans; and
- to prepare an annual performance self-evaluation of the Compensation Committee.

In addition, the Compensation Committee:

- administers the Partnership's incentive plans;
- determines and certifies the shares awarded under corporate performance-based plans; and
- advises on the setting of compensation for senior executives whose compensation is not otherwise set by the Compensation Committee.

### Compensation Philosophy

Our compensation program is structured to provide the following benefits:

- attract, retain and reward talented executive officers and key management employees by providing total compensation
- competitive with that of other executive officers and key management employees employed by publicly traded limited partnerships of similar size and in similar lines of business;

motivate executive officers and key employees to achieve strong financial and operational performance;

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emphasize performance-based compensation; and  
reward individual performance.

Components of Executive Compensation

For the year ended December 31, 2011, the compensation paid to our named executive officers consisted of the following components:

- annual base salary;
- non-equity incentive plan compensation consisting solely of discretionary cash bonuses;
- equity-based awards granted under our long-term incentive plans; and
- qualified retirement plan benefits.

Methodology

The Compensation Committee considers relevant data available to it to assess the competitive position with respect to base salary, annual short-term incentives and long-term incentive compensation for our executive officers. The Compensation Committee also considers individual performance, levels of responsibility, skills and experience. Periodically, the Compensation Committee engages a third-party consultant to provide market information for compensation levels at peer companies in order to assist the Compensation Committee in its determination of compensation levels for our executive officers. Most recently, the Compensation Committee engaged BDO Seidman, LLP (“BDO”) during the year ended December 31, 2010 to assist in the determination of compensation levels for our senior management. The results of this study were utilized to determine long-term incentive awards and bonuses during 2010 and 2011. The consultant provided an analysis of compensation for senior executives at the following 20 companies in the energy industry, comprised primarily of midstream and exploration and production companies:

- |                                   |                                    |
|-----------------------------------|------------------------------------|
| Atlas Pipeline Partners, L.P.     | Holly Energy Partners, L.P.        |
| Boardwalk Pipeline Partners, LP   | Magellan Midstream Partners, L.P.  |
| Buckeye Partners, L.P.            | MarkWest Energy Partners, L.P.     |
| Copano Energy, L.L.C.             | Martin Midstream Partners L.P.     |
| Crosstex Energy L.P.              | Nustar Energy L.P.                 |
| DCP Midstream Partners, LP        | Plains All American Pipeline, L.P. |
| Eagle Rock Energy Partners, L.P.  | Quicksilver Gas Services LP        |
| Energy Transfer Partners, L.P.    | Sunoco Logistics Partners L.P.     |
| Enterprise Products Partners L.P. | Targa Resources Partners LP        |
| Hiland Partners, LP               | Teppco Partners, L.P.              |

The compensation analysis provided by BDO covered annual salary, annual cash bonus and long-term incentive arrangements for the senior executives of these companies. The Compensation Committee utilized the information provided by BDO to compare the levels of base salary, annual bonus and long-term equity incentives at these other companies with those of our named executive officers to ensure that compensation of our named executive officers is competitive with the compensation for executive officers of these other companies. The Compensation Committee did not attempt to benchmark the base salary, annual bonus or long-term equity incentives to any percentage of, or numerical average of, the compensation levels at these other companies. BDO did not provide any services during 2011 and also did not provide any non-executive compensation services for the Partnership during 2010.

In addition to the periodic engagement of a third-party consultant, the Compensation Committee also utilizes information obtained from other sources, such as third-party surveys, for comparison purposes in its determination of compensation levels for our executive officers.

**Annual Base Salary.** The base salaries of our named executive officers are determined by the Compensation Committee after taking into account the recommendations of our CEO. For 2011, the Compensation Committee did not approve increases for our named executive officers, primarily due to increases that had been granted in 2010 and the commencement of employment in late 2010 or early 2011 by three named executive officers. In 2010, the Compensation Committee approved increases in the annual

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base salaries of Messrs. Sturrock and Jolas of 7% and 20%, respectively. Mr. Sturrock's 2010 increase was the result of his promotion to a new position, and Mr. Jolas' 2010 increase was in recognition of his performance and his contributions in connection with the acquisition of our General Partner by ETE. Each of the remaining named executive officers began employment in 2010 and therefore did not receive an increase in that period.

Annual Cash Bonus. In addition to base salary, the Compensation Committee makes a determination whether to award our named executive officers', discretionary annual cash bonuses following the end of the year. These discretionary bonuses, if awarded, are intended to reward our named executive officers for the achievement of financial performance objectives during the year for which the bonuses are awarded in light of the contribution of each individual to our profitability and success during such year. In this regard, the Compensation Committee takes into account whether the Partnership achieved or exceeded its internal EBITDA budget for the year. The Compensation Committee also considers the recommendation of our CEO in determining the specific annual cash bonus amounts for each of the other named executive officers. Beginning in 2011, the Compensation Committee did not establish its own financial performance objectives in advance for purposes of determining whether to approve any annual bonuses, and the Compensation Committee does not utilize any formulaic approach to determine annual bonuses. Prior to 2011, as discussed further below, annual bonus payments were based on certain performance measures, and the Compensation Committee had a designated level of discretion with respect to such bonus payments. The goal of the Compensation Committee in changing the annual bonus methodology in 2011 was to conform to the bonus programs of ETE. The Partnership's internal financial budgets are generally developed for each business segment, and then aggregated with appropriate corporate level adjustments, to reflect an overall performance objective that is reasonable in light of market conditions and opportunities based on a high level of effort and dedication across all segments of the Partnership's business. The evaluation of the Partnership's performance versus its internal financial budget is based on the Partnership's EBITDA for a calendar year. In general, the Compensation Committee believes that Partnership performance at or above the internal EBITDA budget would support bonuses to our named executive officers ranging from 80% to 120% of their annual salary. The individual bonus amounts for each named executive officer also reflect the Compensation Committee's view of the impact of such individual's efforts and contributions towards (i) achievement of the Partnership's success in exceeding its internal financial budget, (ii) the development of new projects that are expected to result in increased cash flows from operations in future years and (iii) the overall management of the Partnership's business.

In February 2012, the Compensation Committee approved cash bonuses relating to the 2011 calendar year to Messrs. Bradley, Long, Sturrock, Jolas and Holotik of \$603,750, \$315,000, \$138,700, \$342,000 and \$270,750, respectively. In approving the cash bonuses for Messrs. Bradley, Long, Sturrock, Jolas and Holotik, the Compensation Committee took into account the achievement by the Partnership of approximately 95% of its internal EBITDA budget of \$433 million for 2011. Accordingly, the approved amounts represent 95% of the bonus targets for Messrs. Sturrock, Jolas and Holotik. With respect to Messrs. Bradley and Long, the approved amounts represent 105% of the bonus target. In addition to the performance of the Partnership in relation to its internal EBITDA budget during 2011, the Compensation Committee also took into account Mr. Bradley's role in managing the Partnership during and after a period of significant executive turnover that occurred following the change in control of the General Partner and Mr. Long's role in orchestrating financing for the Partnership's growth projects. As a result of their combined efforts, the Partnership is well-positioned for future growth.

In connection with the negotiation of employment terms with Messrs. Bradley and Long, we agreed to pay them guaranteed minimum bonuses for fiscal year 2011. We believe it was important to provide this one-time element of compensation in light of the highly competitive employment environment and in order to recruit these individuals. The amounts of the guaranteed bonuses are substantially the same as the amounts that each of Messrs. Bradley and Long would otherwise be entitled to receive under our annual incentive bonus program if target performance is achieved. However, these guaranteed amounts will be paid regardless of whether the company or the executive meet their respective 2011 performance goals. Mr. Bradley's minimum bonus will be \$500,000. Mr. Long's minimum bonus will be \$250,000.

Prior to 2011, named executive officers were eligible to receive an annual bonus opportunity ranging from 40% to 100% of base salary. Initially, the Compensation Committee would determine the amount of funding for the

Partnership's bonus pool based on the following corporate performance measures:

Adjusted EBITDA;

the amount of distributions paid with respect to all of our outstanding common units;

our ability to control and manage general and administrative expenses and operations and maintenance expenses;

the total reportable incident rate, which is a measure of the number of injury accidents involving employees over the calendar year; and

the number of preventable vehicle accidents.

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Under our previous bonus methodology, each of these performance metrics was weighted and was subject to a “threshold,” “target” and “stretch” performance goal. In assessing the Partnership's performance with respect to its corporate performance goals in 2010, the Compensation Committee considered the impact of the change of control that occurred when ETE acquired the General Partner, as well as the sale of our east Texas assets in 2010. While the Compensation Committee had the discretion, under the previous bonus methodology, to make subjective adjustments based on a range of individual performance factors for each named executive officer, the Compensation Committee did not exercise this discretion in 2010. Consequently, the bonuses awarded to Messrs. Sturrock and Jolas for 2010 were \$95,765 and \$316,261, respectively.

**Equity-Based Awards.** Each of our long-term incentive plans authorizes the Compensation Committee, in its discretion, to grant awards of options to purchase our common units; awards of our restricted units, phantom units and common units; awards of distribution equivalent rights (“DERs”); awards of common unit appreciation rights; and other unit-based awards to employees, directors and consultants of the Partnership and its affiliates and subsidiaries. The Compensation Committee approved the terms of the unit grants awarded to our named executive officers, including the number of Common Units subject to the unit award and the vesting structure of those unit awards.

Subsequent to ETE's acquisition of our General Partner in 2010, all of the new awards granted have provided for vesting over a specified time period, with vesting based on continued employment as of each applicable vesting date, rather than vesting based on the satisfaction of any performance objectives which is more generally prevalent with companies in the energy industry. In December 2011, the Compensation Committee approved grants of phantom unit awards to Messrs. Bradley, Long, Sturrock, and Holotik of 50,000 units, 22,500 units, 8,000 units and 22,500 units, respectively. All of these phantom unit awards provide for vesting over a five-year period at 20% per year, subject to continued employment through each specified vesting date. These phantom unit awards entitle the recipients of the unit awards to receive, with respect to each Regency Common Unit subject to such award that has not either vested or been forfeited, a cash payment equal to each cash distribution per Common Unit made by us on our Common Units promptly following each such distribution by us to our Unitholders. In approving the grant of such unit awards, the Compensation Committee took into account the same factors as discussed above under the caption “Annual Cash Bonus,” the long-term objective of retaining such individuals as key drivers of the Partnership's future success, the existing level of equity ownership of such individuals and the previous awards to such individuals of equity awards subject to vesting.

The issuance of Common Units pursuant to our equity incentive plans is intended to serve as a means of incentive compensation; therefore, no consideration will be payable by the plan participants upon vesting and issuance of the Common Units.

The unit awards under our equity incentive plans generally require the continued employment of the recipient during the vesting period. The Compensation Committee may, but is not required to, accelerate the vesting of unvested unit awards in the event of the termination or retirement of an executive officer. The Compensation Committee did not accelerate the vesting of unit awards in 2011.

Prior to ETE's acquisition of our General Partner, we issued awards with different features than those that we currently issue. In May 2010, prior to the change of control, we granted phantom units for which 40% were subject to time-based vesting restrictions and 60% were subject to performance-based vesting restrictions. Time-based restrictions for those awards lapse as to one-third of any unit on each of the first three anniversaries of the date of grant. The units subject to performance-based vesting restrictions vest at the end of a three-year period based on our total unitholder return. The Compensation Committee elected to grant these phantom units to incentivize continued performance. Accordingly, the vesting provisions of these phantom unit awards did not accelerate when the change of control of our General Partner occurred shortly after the May 7, 2010 grant.

**Qualified Retirement Plan Benefits.** Effective January 1, 2011, our 401(k) plan, which covers substantially all of our employees, including our named executive officers, merged with and into that of ETP. The plan is subject to the provisions of ERISA. Employees who have completed one hour of service and have attained age 18 years of age (age 21 for certain union workers) are eligible to participate. Employees may elect to defer up to 100% of their eligible compensation after applicable taxes, as limited under the IRC. We are required to make a matching contribution that is not less than the aggregate amount of matching contributions that would be credited to a participant's account based

on a rate of match equal to 100% of each participant's elective deferrals up to 5% of covered compensation. The entire amount credited to the participant's account is fully vested and non-forfeitable at all times. We provide this benefit as a means to incentivize employees and provide them with an opportunity to save for their retirement. In 2010, prior to the merger of the plan with ETP's, our 401(k) plan matched dollar for dollar up to 6% of eligible compensation, and participants vested in matching contributions ratably over three years.

**Health and Welfare Benefits.** All full-time employees, including our named executive officers, may participate in our health and welfare benefit programs including medical, dental, vision, flexible spending, life insurance and disability insurance.

**Termination Benefits.** Our named executive officers do not have any employment agreements that call for payments of termination or severance benefits or that provide for any payments in the event of a change in control of our General Partner. Our long-term



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incentive plans provide for immediate vesting of all unvested awards in the event of a change in control, as defined in our long-term incentive plans. No such accelerated vesting occurred in 2011.

Deferred Compensation Plan. Effective January 1, 2011, employees earning more than \$125,000 per year have the option to participate in a deferred compensation plan (“DC Plan”). The DC Plan permits eligible highly compensated employees to defer a portion of their salary and/or bonus until retirement or termination of employment or other designated distribution.

Under the DC Plan, each year eligible employees are permitted to make an irrevocable election to defer up to 50% of their annual base salary, 50% of their quarterly non-vested unit distribution income, and/or 50% of their discretionary performance bonus compensation to be earned for services performed during the following year. Pursuant to the DC Plan, we may make annual discretionary matching contributions to participants' accounts; however, we have not made any discretionary contributions to participants' accounts and currently have no plans to make any discretionary contributions to participants' accounts. All amounts credited under the DC Plan (other than discretionary credits) are immediately 100% vested. Participant accounts are credited with deemed earnings (or losses) based on hypothetical investment fund choices made by the participants among available funds.

Participants may also elect to have their accounts distributed in one lump sum payment or in annual installments over a period of 3 or 5 years upon retirement, and in a lump sum upon other termination. Upon a change in control (as defined in the DC Plan), all DC Plan accounts are immediately vested in full. However, distributions are not accelerated and, instead, are made in accordance with the DC Plan's normal distribution provisions unless a participant has elected to receive a change of control distribution pursuant to his deferral agreement.

Risk Assessment Related to our Compensation Structure. We believe our compensation plans and programs for our named executive officers, as well as our other employees, are appropriately structured and are not reasonably likely to result in material risk to the Partnership. We believe our compensation plans and programs are structured in a manner that does not promote excessive risk-taking that could harm our value or reward poor judgment. We also believe we have allocated our compensation among base salary and short and long-term compensation in such a way as to not encourage excessive risk-taking. In particular, we generally do not adjust base annual salaries for the executive officers and other employees significantly from year to year, and therefore the annual base salary of our employees is not generally impacted by our overall financial performance or the financial performance of an operating segment. We generally determine whether, and to what extent, our named executive officers receive a cash bonus based on our achievement of specified financial performance objectives as well as the individual contributions of our named executive officers to the Partnership's success. We use phantom units rather than unit options for equity awards because phantom units retain value even in a depressed market so that employees are less likely to take unreasonable risks to get, or keep, options “in-the-money.” Finally, the time-based vesting over five years for our long-term incentive awards ensures that our employees' interests align with those of our Unitholders for the long-term performance of the Partnership.

Recoupment Policy

We currently do not have a recovery policy applicable to annual incentive bonuses or equity awards. The Compensation Committee will continue to evaluate the need to adopt such a policy.

Tax and Accounting Implications of Equity-Based Compensation Arrangements

Deductibility of Executive Compensation

We are a limited partnership and not a corporation for U.S. federal income tax purposes. Therefore, we believe that the compensation paid to the named executive officers is not subject to the deduction limitations under section 162(m) of the IRC and therefore is generally fully deductible for federal income tax purposes.

Accounting for Unit-Based Compensation

For our unit-based compensation arrangements, including equity-based awards issued to certain of our named executive officers by an affiliate (as discussed above), we record compensation expense over the vesting period of the awards, as discussed further in Note 17 in the Notes to our Consolidated Financial Statements.

Compensation Committee Interlocks and Insider Participation

Messrs. Harkey, McReynolds and Gray served on the Compensation Committee during 2011. During 2011, none of the members of the committee was an officer or employee of us or any of our subsidiaries or served as an officer of

any company with respect to which any of our executive officers served on such company's board of directors. In addition, none of the members of the Compensation Committee are former employees of ours or any of our subsidiaries.

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## Report of Compensation Committee

The Compensation Committee of the board of directors of our General Partner has reviewed and discussed the section entitled "Compensation Discussion and Analysis" with the management of Regency Energy Partners LP. Based on this review and discussion, we have recommended to the board of directors of our General Partner that the Compensation Discussion and Analysis be included in this annual report on Form 10-K.

## Compensation Committee

John D. Harkey, Jr., Chairman

John W. McReynolds

Rodney L. Gray

The foregoing report shall not be deemed to be incorporated by reference by any general statement or reference to this annual report on Form 10-K into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate this information by reference, and shall not otherwise be deemed filed under those Acts.

## COMPENSATION TABLES AND NARRATIVES

## Summary Compensation Table for 2011

Name and Principal Position	Year (#) <sup>(1)</sup>	Salary (\$)	Bonus (\$) <sup>(2)</sup>	Equity Awards (\$) <sup>(3)</sup>	All Other Compensation (\$) <sup>(4)</sup>	Total (\$) <sup>(5)</sup>
Michael J. Bradley	2011	\$575,000	\$603,750	\$1,216,000	\$51,392	\$2,446,142
President and Chief Executive Officer	2010	44,231	—	2,447,500	10,701	2,502,432
Thomas E. Long	2011	300,000	315,000	547,200	210,226	1,372,426
Executive Vice President and Chief Financial Officer	2010	15,000	—	965,750	11,630	992,380
A. Troy Sturrock	2011	182,500	138,700	194,560	26,869	542,629
Vice President, Controller and Principal Accounting Officer	2010	176,038	95,765	315,511	25,734	613,048
Paul M. Jolas <sup>(6)</sup>	2011	360,000	342,000	—	42,554	744,554
Executive Vice President, Chief Legal Officer and Secretary	2010	310,060	316,261	918,232	48,506	1,593,059
Jim Holotik	2011	285,000	270,750	547,200	13,441	1,116,391
Executive Vice President and Chief Commercial Officer						

The information provided in the Summary Compensation Table reflects full-year information for each individual for the years in which such individuals are considered Named Executive Officers. Mr. Holotik became a Named Executive Officer beginning in 2011; Messrs. Bradley, Long, Sturrock and Jolas became Named Executive Officers beginning in 2010.

(2) The bonus amounts reflect discretionary cash bonuses for our named executive officers for 2011 approved by the Compensation Committee in February 2012, which are expected to be paid in March 2012.

(3) Equity award amounts reflect the aggregate grant date fair value of unit awards granted for the periods presented, computed in accordance with FASB ASC Topic 718. See Note 17 in the Notes to the Consolidated Financial Statements for additional assumptions underlying the value of the equity awards.

(4) The amounts reflected in "All Other Compensation" for 2011 include (i) reimbursement of moving expenses in the amount of \$159,409 to Mr. Long, (ii) housing allowances for Messrs. Bradley and Long in the amounts of \$37,911 and \$37,535, respectively, (iii) payments to Messrs. Sturrock and Jolas in the amounts of \$14,307 and \$29,494, respectively, in connection with the termination of the Partnership's previous employee leave policy, (iv) contributions to the 401(k) plan on behalf of each named executive officer in the amount of \$12,250 each, and (v) the dollar value of life insurance premiums paid for the benefit of the named executive officers. Vesting in 401(k)

contributions occurs immediately.

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Amounts presented do not include the value of unvested phantom unit awards under long-term incentive plans that (5) would fully vest upon a change of control as defined in our plans, which amounts are reflected in the "Outstanding Equity Awards at Year-End Table".

(6) In January 2012, the Partnership and Mr. Jolas entered into a Separation Agreement and Full Release of Claims pursuant to which Mr. Jolas will resign, effective May 16, 2012, from his positions.

## Grant of Plan-Based Awards for the Year Ended December 31, 2011

Name	Grant Date	Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Unit Awards: Number of Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Unit Awards <sup>(1)</sup>
		Threshold (#)	Target (#)	Maximum (#)				
Michael J. Bradley	12/21/2011	—	—	—	50,000	—	—	\$1,216,000
Thomas E. Long	12/21/2011	—	—	—	22,500	—	—	547,200
A. Troy Sturrock	12/21/2011	—	—	—	8,000	—	—	194,560
Paul M. Jolas <sup>(2)</sup>	—	—	—	—	—	—	—	—
Jim Holotik	12/21/2011	—	—	—	22,500	—	—	547,200

(1) We have computed the grant date fair value of these phantom unit awards in accordance with FASB ASC Topic 718, as further described below and in Note 17 in the Notes to our Consolidated Financial Statements.

(2) In January 2012, the Partnership and Mr. Jolas entered into a Separation Agreement and Full Release of Claims pursuant to which Mr. Jolas will resign, effective May 16, 2012, from his positions.

## Narrative Disclosure to Summary Compensation Table and Grants of the Plan-Based Awards Table

A description of material factors necessary to understand the information disclosed in the tables above with respect to salaries, bonuses, equity awards, nonqualified deferred compensation earnings, and 401(k) plan contributions can be found in the compensation discussion and analysis that precedes these tables.

## Outstanding Equity Awards at December 31, 2011

## Unit Awards

Name	Grant Date	Number of Units that have not Vested <sup>(1)</sup> (#)	Market Value of Units That Have Not Vested <sup>(2)</sup> (\$)	Equity Incentive Plan Awards:	Equity Incentive Plan Awards:
				Number of Units That Have Not Vested <sup>(3)</sup> (#)	Market or Payout Value of Units That Have Not Vested <sup>(2)</sup> (\$)
Michael J. Bradley	12/21/2011	50,000	\$ 1,243,000	—	\$ —
	12/17/2010	40,000	994,400	—	—
	11/21/2010	40,000	994,400	—	—
Thomas E. Long	12/21/2011	22,500	559,350	—	—
	12/17/2010	18,800	467,368	—	—
	12/1/2010	12,000	298,320	—	—
A. Troy Sturrock	12/21/2011	8,000	198,880	—	—
	12/17/2010	8,000	198,880	—	—
	5/7/2010	934	23,219	2,100	52,206

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Paul M. Jolas <sup>(4)</sup>	12/17/2010	18,800	467,368	—	—
	5/7/2010	4,534	112,715	10,200	253,572
Jim Holotik	12/21/2011	22,500	559,350	—	—
	12/17/2010	18,800	467,368	—	—

(1) Phantom unit awards outstanding as of December 31, 2011 reflected in the table above vest ratably on each anniversary of

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the grant date through 2016 for awards granted in 2011 and through 2015 for awards granted in 2010.

(2) Market value was computed as the number of unvested awards as of December 31, 2011 multiplied by the closing price of our common units on December 31, 2011.

The forfeiture restrictions on these market-based phantom unit awards lapse on March 15, 2013 based upon the (3) Partnership's achievement of certain levels of total unitholder return. The units subject to performance-based vesting restrictions vest at the end of a three-year period based on our total unitholder return.

(4) In January 2012, the Partnership and Mr. Jolas entered into a Separation Agreement and Full Release of Claims pursuant to which Mr. Jolas will resign, effective May 16, 2012, from his positions.

Option Exercises and Stock Vested for the Year Ended December 31, 2011

Name	Unit Awards	
	Number of Units Acquired on Vesting <sup>(1)</sup> (#)	Value Realized on Vesting <sup>(1)</sup> (\$)
Michael J. Bradley	20,000	\$464,200
Thomas E. Long	7,700	182,886
A. Troy Sturrock	2,466	59,001
Paul M. Jolas <sup>(2)</sup>	6,966	168,405
Jim Holotik	4,700	110,826

Amounts presented represent the number of phantom units vested during 2011 and the value realized upon vesting (1) of these awards, which is calculated as the number of units vested multiplied by the closing price of our common units upon the vesting date.

(2) In January 2012, the Partnership and Mr. Jolas entered into a Separation Agreement and Full Release of Claims pursuant to which Mr. Jolas will resign, effective May 16, 2012, from his position.

Potential Payments upon a Termination or Change of Control

As discussed in "Termination Benefits" within the compensation discussion and analysis above, equity incentive plan awards would vest upon a change of control. Such awards are reflected in the Summary Compensation Table and Grants of Plan-Based Awards Table above at 100% of the fair value of the award upon the grant date. To the extent such awards were not already vested as of December 31, 2011, the fair value of the unvested awards at the date are reflected in the Outstanding Equity Awards at Year-End Table above.

Equity Compensation Awards Granted under the 2006 Plan. With respect to the phantom units granted to Messrs. Sturrock and Jolas on May 7, 2010, a termination without cause or resignation for good reason upon or within a 12-month period following any change of control in the future and prior to the end of the performance period would cause the awards to automatically become vested at the "maximum" vested percentage of 150% of target. Assuming such an event had occurred on December 31, 2011, the value of the common units that would have been received by Messrs. Sturrock and Jolas would have been \$101,528 and \$493,073, respectively.

The time-based outstanding phantom unit awards held by each named executive officer that were granted in November and December of 2010 under the Regency GP LLC Long-Term Incentive Plan (dated February 3, 2006, the "2006 Plan") would also receive automatic vesting acceleration upon our change of control, or a termination of employment due to the executive's death or disability. In the event that (i) a change of control had occurred on December 31, 2011, whether or not the executives also incurred a termination of employment, or (ii) the executive's termination of employment with us had terminated due to his death or disability, the value of the accelerated vesting for outstanding phantom unit awards would have been as follows: Mr. Bradley, \$1,888,800; Mr. Long, \$765,688; Mr. Sturrock, \$198,880; Mr. Jolas, \$112,715; and Mr. Holotik, \$467,368. These amounts were calculated by multiplying the number of phantom unit awards granted under the 2006 Plan and still held by each named executive officer as of December 31, 2011, and multiplying that number by the closing price of our common stock on that date, \$24.86.

Under the 2006 Plan phantom award agreements and our 2006 Plan document, the vesting event terms generally are defined as follows. A termination for "cause" is defined as (i) a failure to render material duties to the Partnership to the

reasonable satisfaction of the Partnership (other than as a result of physical or mental impairment or other disability); (ii) failure to follow a reasonable, lawful directive of the Partnership, and non-remedy of such failure within 10 days after receipt of written notice from the Partnership of such failure; (iii) material violation of the policies or procedures of the Partnership; (iv) engagement in misconduct in connection



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with the performance of duties for the Partnership, including but not limited to a material act of fraud, embezzlement, misappropriation, willful misconduct or breach of fiduciary duty against the Partnership; (v) plea of guilty to or conviction of any felony; or (vi) unlawful use or possession of illegal drugs on Partnership premises or while performing duties and responsibilities for the Partnership. A “good reason” termination, if applicable, means a material reduction in the executive's base salary or target bonus following a change of control. While any individual award agreement may contain a modified definition of a “change of control,” the term is generally defined pursuant to our 2006 Plan as the occurrence of one or more of the following events: (1) any person or group becomes the beneficial owner of 50 percent or more of our voting power or voting securities, unless such person or group is the initial entity controlling the General Partner or an affiliate, (2) the complete liquidation of either the general partner of our General Partner, our General Partner, or us; or (3) the sale of all or substantially all of our General Partner's, or our assets to anyone other than an entity that is wholly owned by one or more of the General Partner, or us. An executive's “disability” will have occurred at the point that the executive would be entitled to receive benefits under our long-term disability plan.

Equity Compensation Awards Granted under the 2011 Plan. The phantom unit agreements granted to certain of our named executive officers on December 21, 2011 were granted under the Regency Energy Partners LP 2011 Long-Term Incentive Plan (the “2011 Incentive Plan”). The phantom unit awards under the 2011 Plan will receive accelerated vesting upon a holder's termination of employment for death or a disability, or upon a change of control. The value of the accelerated vesting for outstanding phantom unit awards under the 2011 Plan in the event of a termination of employment for death or disability, or upon a change of control, as of December 31, 2011, would have been as follows: Mr. Bradley, \$1,243,000; Mr. Long, \$559,350; Mr. Sturrock, \$198,880; and Mr. Holotik, \$559,350. These amounts were calculated by multiplying the number of phantom unit awards granted under the 2011 Plan and still held by each named executive officer as of December 31, 2011, by the closing price of our common stock on that date, \$24.86.

Under our 2011 Plan phantom unit award agreements and the 2011 Plan document, the vesting event terms are generally defined as follows. A “change of control” generally will occur if (i) any person or group, other than an affiliate of the general partner of our General Partner (the “Company”), shall become the beneficial owner, by way of merger, consolidation, recapitalization, reorganization or otherwise, of 50% or more of the combined voting power of the equity interests in the Company; (ii) the members of the Company approve, in one or a series of transactions, a plan of complete liquidation of the Company; (iii) the sale or other disposition by the Company of all or substantially all of its assets in one or more transactions to any person other than the Company or an affiliate of the Company; or (iv) a person other than the Company, our General Partner or an affiliate of the Company or our General Partner becomes the general partner of the Partnership; however, if a phantom unit award is designed to be subject to Section 409A of the Code, the term “change of control” shall mean a “change of control event” as defined in the regulations under Section 409A of the Code. A “disability” is an illness or injury that lasts at least six continuous months, is expected to be permanent and renders the individual unable to carry out his or her duties to the Board, the general partner of our General Partner, our General Partner, the Partnership or an affiliate of any of the applicable entities.

Severance Agreement with Mr. Jolas. In January 2012, the Partnership and Mr. Jolas entered into a Separation Agreement and Full Release of Claims (“Separation Agreement”) in which Mr. Jolas will resign, effective May 16, 2012, from his position. Pursuant to the Separation Agreement, Mr. Jolas will receive a cash payment on or before May 16, 2012 of \$390,000, which represents 13 months' base salary. Additionally, in connection with Mr. Jolas' agreement to continue his employment through May 16, 2012, all of the 14,734 phantom units that remain outstanding from the May 7, 2010 grant will vest at the 100% target level. These phantom units, along with the fair value of the units (at 100% target level) would have been valued at \$366,287 as of December 31, 2011, but the actual value that Mr. Jolas may receive from these awards can not be determined with certainty as of this filing. In addition, Mr. Jolas will be entitled to receive his 2011 annual cash bonus to be paid in March 2012, which bonus amount of \$342,000 is reflected in the Summary Compensation Table for 2011 above.

As discussed in "Deferred Compensation Plan" within the compensation discussion and analysis above, all amounts under the DC Plan (other than discretionary credits) are immediately 100% vested. Upon a change of control, distributions from the DC Plan would be made in accordance with the DC Plan's normal distribution provisions.



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## Non-Employee, Independent Director Compensation Table for the Year Ended December 31, 2011

Our Board of Directors annually determines the amounts payable to the members of our Board of Directors. In 2011, the directors of the General Partner who were not employees of the General Partner received an annual retainer of \$40,000, a flat fee of \$1,500 for each meeting of the board attended in person, \$1,000 for each committee meeting attended in person, a flat fee of \$500 for each such meeting attended by telephone and fees at specified rates for consulting services. In addition, the Chairman of our Audit and Risk Committee receives an annual fee of \$10,000.

Name	Fees Paid in Cash (\$) <sup>(1)</sup>	Unit Awards (\$) <sup>(2)</sup>	Total (\$)
Michael J. Bradley (3)	\$3,500	\$—	\$3,500
James W. Bryant	52,500	50,000	102,500
Rodney L. Gray	65,500	187,200	252,700
John D. Harkey, Jr.	49,000	414,400	463,400

(1) Fees paid in cash are based on amounts paid during the period.

Unit award amounts reflect the aggregate grant date fair value of awards granted based on the market price of (2) Common Units as of the grant date, reduced by the present value of the expected distributions during the vesting period.

(3) Mr. Bradley's fees were earned for 2010 (prior to becoming an employee) and were paid in 2011.

As of December 31, 2011, Messrs. Bryant, Gray and Harkey had 1,822, 6,822, and 15,101 unit awards outstanding, respectively.

## Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Unitholder Matters

The following table sets forth, as of February 15, 2012, the beneficial ownership of our units by:

• each person who then owned beneficially 5% or more of our common units;

• each member of the Board of Directors of Regency GP LLC;

• each named executive officer of Regency GP LLC; and

• all directors and executive officers of Regency GP LLC, as a group.

The amounts and percentage of units beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a “beneficial owner” of a security if that person has or shares “voting power,” which includes the power to vote or to direct the voting of such security, or “investment power,” which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities with respect to which that person has a right to acquire beneficial ownership within 60 days. Under these rules, more than one person may be deemed a beneficial owner of the same securities and a person may be deemed a beneficial owner of securities as to which he has no economic interest.

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Name of Beneficial Owners	Business Address	Common Units	Percentage of Outstanding Common Units
Energy Transfer Equity, L.P., LE GP, LLC, Kelcy L. Warren <sup>(1)</sup>	3738 Oak Lawn Avenue, Dallas, Texas, 75219	26,266,791	16.7%
Tortoise Capital Advisors, L.L.C. <sup>(2)</sup>	11550 Ash Street, Suite 300 Leawood, KS 66211	14,052,710	8.9%
Regency LP Acquirer, L.P., General Electric Capital Corporation, General Electric Company <sup>(3)</sup>	800 Long Ridge Rd Stamford, CT 06927	13,168,735	8.4%
Kayne Anderson Capital Advisors, L.P. <sup>(4)</sup>	1800 Avenue of the Stars Second Floor Los Angeles, CA 90067	10,531,962	6.7%
Neuberger Berman Group LLC <sup>(5)</sup>	605 Third Avenue New York, NY 10158	9,507,298	6.0%
Michael J. Bradley	2001 Bryan Street, Suite 3700 Dallas, TX 75219	19,710	*
Thomas E. Long	2001 Bryan Street, Suite 3700 Dallas, TX 75219	5,662	*
A. Troy Sturrock	2001 Bryan Street, Suite 3700 Dallas, TX 75219	15,280	*
Paul M. Jolas <sup>(6)</sup>	2001 Bryan Street, Suite 3700 Dallas, TX 75219	25,408	*
Jim Holotik	2001 Bryan Street, Suite 3700 Dallas, TX 75219	4,206	*