Regency Energy Partners LP
Form 424B3
September 11, 2008

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Registration Number 333-141809

PROSPECTUS SUPPLEMENT SEPTEMBER 11, 2008
(To Prospectus Dated July 23, 2007)

7,100,000 Common Units

Representing Limited Partner Interests

HM TXRG LP (HM TXRG), an affiliate of Hicks, Muse, Tate & Furst Equity Fund V, L.P. (Fund V), is selling 7,100,000 common units representing limited partner interests in Regency Energy Partners LP with this prospectus supplement and the accompanying base prospectus dated July 23, 2007. We will not receive any proceeds from the sale of our common units by the selling unitholder in this offering.

Our common units trade on the NASDAQ Global Select Market under the symbol RGNC. The last reported sales price of our common units on the NASDAQ Global Select Market on September 10, 2008 was $21.00 per common unit.

Investing in our common units involves risks. Please read Risk Factors beginning on page S-5 of this prospectus supplement and on page 3 of the accompanying base prospectus.

	Per Common Unit	Total
Public offering price	$ 21.00	$ 149,100,000
Underwriting discount	$ 0.79	$ 5,609,000
Proceeds to the selling unitholder (before expenses)	$ 20.21	$ 143,491,000

Regency Acquisition LP (Regency Acquisition), an affiliate of Fund V, has granted the underwriters a 30-day option to purchase up to an additional 1,048,672 common units on the same terms and conditions as set forth above if the underwriters sell more than 7,100,000 common units in this offering.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus supplement or the accompanying base prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the common units on or about September 16, 2008.

Joint Book-Running Managers

UBS Investment Bank	**Wachovia Securities**	**Morgan Stanley**

Co-Managers

Citi	**Credit Suisse**	**J.P.Morgan**

ABN AMRO Incorporated	**Comerica Securities**	**Tudor, Pickering, Holt & Co.**	**Wells Fargo Securities**

The date of this prospectus supplement is September 11, 2008

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this offering of common units. The second part is the accompanying base prospectus, which gives more general information about the common units being offered by the selling unitholders, some of which may not apply to this common unit offering. If the information about the offering varies between this prospectus supplement and the accompanying base prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement or the accompanying base prospectus. We have not authorized anyone to provide you with additional or different information. If anyone provides you with additional, different or inconsistent information, you should not rely on it. The selling unitholders are offering to sell the common units, and seeking offers to buy the common units, only in jurisdictions where offers and sales are permitted. You should not assume that the information contained in this prospectus supplement or the accompanying base prospectus is accurate as of any date other than the date on the covers of those documents or that any information we have incorporated by reference is accurate as of any date other than the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since such dates.

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Summary

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying base prospectus. It does not contain all of the information you should consider before making an investment decision. You should read the entire prospectus supplement, the accompanying base prospectus, the documents incorporated by reference and the other documents to which we refer for a more complete understanding of this offering. Please read Risk Factors beginning on page S-5 of this prospectus supplement and on page 3 of the accompanying base prospectus for more information about important factors that you should consider before buying common units in this offering.

References in this prospectus supplement to Regency Energy Partners, the Partnership, we, our, us and similar terms, refer to Regency Energy Partners LP and its subsidiaries. References to our general partner refer to Regency GP LP, the general partner of the Partnership. References to our managing general partner refer to Regency GP LLC, the general partner of our general partner, which effectively manages our business and affairs. References to the selling unitholder refer to HM TXRG and to the selling unitholders refer collectively to HM TXRG and Regency Acquisition. Unless we indicate otherwise, the information presented in this prospectus supplement assumes that the underwriters do not exercise their option to purchase additional common units.

REGENCY ENERGY PARTNERS LP

We are a growth-oriented, publicly-traded Delaware limited partnership engaged in the gathering, processing, transportation, contract compression and marketing of natural gas and NGLs. We provide these services in Louisiana, Texas, Arkansas, Kansas and Oklahoma. We were formed in September 2005 to capitalize on opportunities in the midstream sector of the natural gas industry.

We divide our operations into three business segments:

Ø *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 from the raw natural gas and selling or delivering the pipeline-quality natural gas and NGLs to various markets and pipeline systems;

Ø *Transportation:* We deliver natural gas from northwest Louisiana to more favorable markets in northeast Louisiana through our 320-mile Regency Intrastate Pipeline system (RIGS); and

Ø *Contract Compression:* On January 15, 2008, we acquired CDM Resource Management, Ltd., which provides customers with turn-key natural gas compression services. As of June 30, 2008, our fleet included approximately 670,000 horsepower of gas compression.

All of our midstream assets are located in well-established areas of natural gas production that are characterized by long-lived, predictable reserves. These areas are generally experiencing increased levels of natural gas exploration, development and production activities as a result of strong demand for natural gas, attractive recent discoveries, infill drilling opportunities and the implementation of new exploration and production techniques.

OUR RELATIONSHIP WITH GENERAL ELECTRIC

As a result of the acquisition of our general partner by GE Energy Financial Services (GE EFS), a unit of General Electric (GE), in June 2007, we have a relationship with GE and GE EFS that we believe will benefit us in pursuing our organic growth initiatives as well as making acquisitions from both GE EFS and third-parties. GE EFS has approximately $19 billion of assets and invested more than $5 billion in the energy industry during 2007. Since GE EFS acquired our general partner, we have completed the following transactions involving GE EFS or its affiliates:

Ø *FrontStreet Acquisition.* In January 2008 we acquired all of the outstanding equity interests of FrontStreet Hugoton, LLC (FrontStreet) from an affiliate of GE EFS. The total purchase price consisted of 4,701,034 Class E common units of the Partnership and $11,752,000 in cash.

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FrontStreet owns a gas gathering system located in Kansas and Oklahoma, which is operated by a third party.

- Ø *Equity Offering.* On August 1, 2008, we issued 9,020,909 registered common units, including 2,272,727 common units sold to an affiliate of GE EFS. We received $204,133,000 in proceeds, inclusive of our general partner s proportionate capital contribution, which were used to repay indebtedness under our revolving credit facility and to fund growth capital projects.

Although GE EFS has not committed, and has no obligation, to sell assets to us or to promote our interests, GE EFS has indicated that it intends to use us as a platform for its future investment in and commitment to growth in the midstream sector. We intend to pursue acquisitions of assets from GE EFS at accretive valuations and believe GE EFS has an incentive to sell assets to us at such valuations given its economic interests in us.

Additionally, we believe we will benefit from GE EFS s financial strength, experience and commitment to growth in the midstream sector, as we will be able to pursue additional strategic opportunities, including third-party acquisitions and/or organic growth initiatives, because of our access to GE and GE EFS s industry expertise, market opportunities, and, potentially, capital.

HAYNESVILLE SHALE EXPANSION PROJECT

On September 9, 2008, we announced plans to capitalize on our existing footprint in northwestern Louisiana by expanding RIGS to transport gas from the Haynesville Shale to market. This expansion, which we refer to as the Haynesville Shale Expansion Project, will add approximately 1.45 billion cubic feet per day (Bcfd) of new takeaway capacity from the Haynesville Shale. We have signed letters of intent to enter into long-term transportation agreements with anchor shippers covering approximately 76% of the incremental capacity to be added by this expansion and are engaged in discussions with other parties interested in contracting for the remaining capacity.

In the last several months, the Haynesville Shale has become one of the most active new natural gas plays in the United States. This area is located across Northwest Louisiana, primarily in Caddo, Bossier, Red River, DeSoto, Webster and Bienville parishes and in East Texas, primarily in Harrison, Panola and Shelby counties. We believe that there is insufficient transportation capacity in place to accommodate the level of production expected in the Haynesville Shale and that significant investment in new infrastructure is required.

The Haynesville Shale Expansion Project is expected to add 204 miles of pipeline ranging in diameter from 24 to 42 inches and 49,000 horsepower of compression. It is anticipated that the expansion will be completed in two phases. We expect phase one of the project to be completed in the first half of 2009 and, as shown on the map on the following page, to add approximately 300 million cubic feet per day (MMcfd) of capacity by constructing additional pipeline loops and adding compression to the existing RIGS system. We expect phase two of the project to be completed in the first quarter of 2010 and to add an incremental 1.15 Bcfd. The total cost of this project is expected to be approximately $1.1 billion, with phase one comprising approximately $375 million of the total cost.

We have obtained commitment letters for approximately $600 million of debt financing for this project which will be utilized to reduce borrowings under our revolving credit facility. This funding will allow us to use our revolving credit facility to finance all of the project costs associated with phase one of the expansion and a portion of those associated with phase two. The debt financing is subject to the execution of definitive loan documentation and other terms and closing conditions. We intend to finance the remainder of phase two by using available capacity under our revolving credit facility and through future equity offerings.

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The following map outlines the expected expansion in connection with the Haynesville Shale Expansion Project:

Please read Risk Factors beginning on page S-5 of this prospectus supplement and on page 3 of the accompanying base prospectus for more information on risks relating to the Haynesville Shale Expansion Project.

OTHER INFORMATION

Our principal executive offices are located at 1700 Pacific Avenue, Suite 2900, Dallas, Texas 75201, and our telephone number is (214) 750-1771. Our internet address is www.regencygas.com. Our periodic reports and other information filed or furnished to the Securities and Exchange Commission, or the SEC, are available, free of charge, through our website, as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC. Information on our website or any other website is not incorporated by reference into this prospectus and does not constitute a part of this prospectus.

The offering

Common units offered by selling unitholders	7,100,000 common units to be offered by HM TXRG, or an aggregate 8,148,672 common units to be offered by HM TXRG and Regency Acquisition, if the underwriters exercise in full their option to purchase additional common units. Any common units offered pursuant to the underwriters option to purchase additional units will be offered by Regency Acquisition.
Units outstanding before and after this offering	54,801,451 common units, 7,276,506 Class D units and 19,103,896 subordinated units.
Use of proceeds	We will not receive any proceeds from this offering.
Cash distributions	Under our partnership agreement, we must distribute all of our cash on hand at the end of each quarter, less reserves established by our general partner in its sole discretion. These reserve funds are meant to provide for the proper conduct of our business including funds needed to provide for our operations as well as to comply with applicable debt instruments. As we cannot estimate the size of these reserves for any given quarter at this time, we cannot assure you that, after the establishment of reserves, we will have cash on hand for distribution to our unitholders. We refer to this cash available for distribution as available cash, and we define its meaning in our partnership agreement. Please see How We Make Cash Distributions in the accompanying base prospectus for a description of available cash. The amount of available cash may be greater than or less than the minimum quarterly distribution. If cash distributions exceed $0.4025 per unit in a quarter, our general partner will receive increasing percentages, up to 50%, of the cash we distribute in excess of that amount. We refer to these distributions as incentive distributions. Please see How We Make Cash Distributions Incentive Distribution Rights in the accompanying base prospectus. On August 14, 2008, we paid a quarterly cash distribution for the quarter ended June 30, 2008 of $0.445 per unit to the holders of our common and subordinated units, or $1.78 per unit on an annualized basis.
Estimated ratio of taxable income to distributions	We estimate that if you own the common units you purchase in this offering through the record date for distributions for the period ending December 31, 2010, you will be allocated, on a cumulative basis, an amount of federal taxable income for that period that will be 20% or less of the cash distributed to you with respect to that period. For example, if you receive an annual distribution of $1.78 per unit, we estimate that your average allocable federal taxable income per year will be no more than $0.356 per unit. Please read Material tax consequences.

Exchange listing	Our common units are traded on the NASDAQ Global Select Market under the symbol RGNC.

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Risk factors

An investment in our common units involves risk. You should carefully consider the following risks, as well as the risk factors included under the caption Risk Factors beginning on page 3 of the accompanying base prospectus, and the risk factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2007 and in our Quarterly Reports for the quarters ended March 31 and June 30, 2008, together with all of the other information included in this prospectus supplement, the accompanying base prospectus and the documents we have incorporated by reference into this prospectus supplement in evaluating an investment in our common units. If any of the described risks actually were to occur, our business, financial condition or results of operations could be affected materially and adversely. In that case, we may be unable to make distributions to our unitholders, the trading price of our common units could decline and you could lose all or part of your investment.

Part of our business strategy involves expanding our RIGS pipeline system in the Haynesville Shale in North Louisiana, which is a new and emerging natural gas play with limited drilling and production history and subject to more uncertainties than more established formations. If producers are unable to successfully execute their planned drilling programs in the Haynesville Shale, our Haynesville Shale Expansion Project may not be successful.

The success of our Haynesville Shale Expansion Project is subject to successful exploration and development of the Haynesville Shale, a new and emerging natural gas play. The results of producers exploratory drilling in new or emerging plays, such as the Haynesville Shale, are more uncertain than drilling results in areas that are developed and have established production. Since the Haynesville Shale has limited production history, past drilling results in this area will not necessarily predict future drilling results in the area. To the extent producers in the area are unable to execute their expected drilling programs in this area, the return on our investment from this project may not be as attractive as we anticipate. In addition, to the extent we are unable to execute or complete the Haynesville Shale Expansion Project, because of capital constraints, or otherwise, and/or natural gas and oil prices decline, the return on our investment in this area may not be as attractive as we anticipate and our common unit price may decrease.

If we are unable to fully contract for transportation capacity on our Haynesville Shale Expansion Project, our business and our operating results could be adversely affected.

We have entered into letters of intent to provide natural gas transportation services to natural gas producers in the area upon completion of the Haynesville Shale Expansion Project. These letters of intent cover approximately 76% of the incremental capacity created by the Haynesville Shale Expansion Project. If we are unable to negotiate definitive firm transportation agreements relating to such letters of intent, we will be required to obtain new commitments for such incremental capacity, which could result in a delay in the execution of our Haynesville Shale Expansion Project and an adverse affect on our business and our operating results. Additionally, if we are unable to contract for the remaining incremental transportation capacity, our business and our operating results could be adversely affected.

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

We have experienced, and expect to continue to experience, substantial capital expenditure and working capital needs, particularly as a result of our Haynesville Shale Expansion Project. Our budgeted capital expenditures for 2008 and 2009 are expected to exceed substantially the net cash generated by our operations. We expect to use borrowings under our revolving credit facility and from future equity or debt offerings to fund capital expenditures that are in excess of our cash flow and cash on hand. Our ability to borrow under our revolving credit facility is subject to certain conditions and subject to our

Risk factors

borrowing base. Additionally, our ability to complete future equity and debt offerings is limited by general market conditions. We have obtained commitment letters for approximately $600 million of debt financing for our Haynesville Shale Expansion Project. The debt financing is subject to the execution of definitive loan documentation and other terms and closing conditions. If we are unable to agree to definitive loan documentation and secure such debt financing, we will have to seek alternative financing sources, which could delay the execution of our Haynesville Shale Expansion Project and or have an adverse affect on our financing terms. Additionally, we intend to finance the remaining costs of the project by using available capacity under our revolving credit agreement and with proceeds from the future issuance of equity. Given that the expansion project will involve the addition of a significant amount of indebtedness and the project will not be operational for an extended period of time, we could be subject to downgrades or being placed on negative watch by the credit rating agencies before the Haynesville Shale Expansion Project results in positive cash flows. Any such downgrade or negative watch could have an adverse effect on our ability to obtain financing or increase the cost of such financing. If we are not able to borrow sufficient amounts under our revolving credit facility and/or are unable to raise sufficient capital to fund our capital expenditures, we may be required to curtail our expansion activities. Any such curtailment could have a material adverse effect on our results and future operations.

We may not be able to manage growth relating to our Haynesville Shale Expansion Project effectively, which could decrease our cash flow and adversely affect our results of operation.

Our ability to grow successfully through our Haynesville Shale Expansion Project will depend on a number of factors, some of which will be beyond our control. In general, the construction of additions to or modifications of our existing systems, and the construction of any other new midstream assets involve numerous regulatory, environmental, political and legal uncertainties beyond our control. Our Haynesville Shale Expansion Project may not be completed at budgeted cost, on schedule or at all. Construction may occur over an extended period, and we are not likely to receive a material increase in revenues related to the Haynesville Shale Expansion Project until it is completed. Moreover, our revenues may not increase immediately upon its completion because the anticipated growth in gas production that the project is intended to capture does not materialize, our estimates of the growth in production prove inaccurate or for other reasons. For any of these reasons, our Haynesville Shale Expansion Project may not generate our expected investment return and that, in turn, could adversely affect our cash flows and results of operations.

In addition, we will be required to obtain new rights-of-way in connection with the Haynesville Shale Expansion Project. We may be unable to obtain such rights-of-way to capitalize on this project. If the cost of obtaining new rights-of-way increases, then our cash flows from this project could be adversely affected.

A substantial amount of our units may be sold concurrent with this offering, or in the future, which could reduce the market price of our outstanding units.

In addition to those units being offered pursuant to this prospectus supplement, holders whose common units are registered pursuant to our shelf registration statement on Form S-3 may sell their units concurrently with this offering, or in the future. A total of 3,732,681 units are registered for resale by these holders. If these unitholders were to elect to sell a significant portion of their units, then the market price of our outstanding units could decline substantially.

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Use of proceeds

We will not receive any proceeds from the sale of our common units by the selling unitholders in this offering.

Selling unitholders

The following table sets forth information concerning the ownership of our common units by the selling unitholders. As of September 5, 2008, there were 54,801,451 common units outstanding. The percentages indicated below represent the selling unitholders ownership of our common units.

Name and address of selling unitholders	Common units owned immediately prior to this offering — Common units	Percent	Common units to be offered[(1)]	Common units owned immediately after this offering — Common units	Percent
HM TXRG LP[(2)]	7,100,000	13.0	7,100,000		
Regency Acquisition LP[(3)]	1,048,672	1.9		1,048,672	1.9

(1) *A total of 8,148,672 common units will be sold by the selling unitholders if the underwriters exercise their option to purchase additional common units in full, which would result in the selling unitholders no longer owning any of our common units. If the underwriters do not exercise their over-allotment option in full, up to 1,048,672 common units would be owned by Regency Acquisition after this offering.*

(2) *Each of (i) HMTF GP, L.L.C. (HMTF GP), the general partner of HM TXRG LP, (ii) Fund V, the sole member of HMTF GP, and (iii) HM5/GP LLC (HM5/GP), the general partner of Fund V, may be deemed to beneficially own the common units owned by HM TXRG as a result of their relationship with such selling unitholder. HMTF GP, Fund V and HM5/GP disclaim beneficial ownership of the common units being offered hereby, except for their pecuniary interest therein. The address of each of HM TXRG, HMTF GP, Fund V and HM5/GP is 200 Crescent Court, Suite 1600, Dallas, Texas 75201. None of HM TXRG, HMTF GP, Fund V or HM5/GP is a registered broker-dealer or an affiliate of a registered broker-dealer. Joe Colonnetta, Jason H. Downie, J. Edward Herring and Jack D. Furst are affiliates of HM TXRG and were previously directors of our managing general partner until June 18, 2007.*

(3) *Each of (i) Regency Holdings LLC (Regency Holdings), the general partner of Regency Acquisition, (ii) HMTF Regency, L.P. (HMTF Regency LP), the sole member of Regency Holdings, (iii) HMTF Regency, L.L.C. (HMTF Regency LLC), the general partner of HMTF Regency LP, (iv) Fund V, the sole member of HMTF Regency LLC, and (v) HM5/GP, the general partner of Fund V, may be deemed to beneficially own the common units owned by Regency Acquisition LP, as a result of their relationship with such selling unitholder. Regency Holdings, HMTF Regency LP, HMTF Regency LLC, Fund V and HM5/GP disclaim beneficial ownership of the common units being offered hereby, except for their pecuniary interest therein. The address of each of Regency Acquisition LP, Regency Holdings, HMTF Regency LP, HMTF Regency LLC, Fund V and HM5/GP is 200 Crescent Court, Suite 1600, Dallas, Texas 75201. None of Regency Acquisition LP, Regency Holdings, HMTF Regency LP, HMTF Regency LLC, Fund V or HM5/GP is a registered broker-dealer or an affiliate of a registered broker-dealer. Joe Colonnetta, Jason H. Downie, J. Edward Herring and Jack D. Furst are affiliates of Regency Acquisition LP and were previously directors of our managing general partner until June 18, 2007.*

For more information about our relationship with the selling unitholders, please see our Annual Report on Form 10-K for the year ended December 31, 2007, incorporated by reference in this prospectus supplement and the accompanying base prospectus.

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Price range of common units and distributions

Our common units are listed on the NASDAQ Global Select Market under the symbol RGNC. As of September 5, 2008, the number of holders of record of common units was 40, including Cede & Co., as nominee for the Depository Trust Company, which held of record 43,946,199 common units. Additionally, there were 35 unitholders of record of our subordinated units and one unitholder of record for our Class D common units. There is no established public trading market for our subordinated units or our Class D common units. The following table sets forth, for the periods indicated, the high and low quarterly sales prices per common unit, as reported on the NASDAQ Global Select Market, and the cash distributions declared per common unit.

Period ended:	Price ranges Low	Price ranges High	Cash distributions per unit
Fiscal 2008			
September 30, 2008 (through September 10, 2008)	$ 20.50	$ 26.88	(1)
June 30, 2008(2)	$ 23.93	$ 28.73	$ 0.4450
March 31, 2008(3)	$ 25.78	$ 34.84	$ 0.4200
Fiscal 2007			
December 31, 2007	$ 28.09	$ 33.37	$ 0.4000
September 30, 2007	$ 28.50	$ 35.08	$ 0.3900
June 30, 2007	$ 24.57	$ 33.45	$ 0.3800
March 31, 2007	$ 25.80	$ 28.45	$ 0.3800
Fiscal 2006			
December 31, 2006(4)	$ 21.88	$ 27.60	$ 0.3700
September 30, 2006(4)	$ 21.97	$ 25.48	$ 0.3700
June 30, 2006	$ 20.77	$ 23.90	$ 0.3500
March 31, 2006(5)	$ 19.17	$ 22.23	$ 0.2217

(1) *The distributions attributable to the quarter ended September 30, 2008 has not yet been declared or paid.*

(2) *Represents the minimum quarterly distribution per common unit plus $0.095 per unit excluding the Class D common units, which were not entitled to any distributions until conversion into common units.*

(3) *Represents the minimum quarterly distribution per common unit plus $0.07 excluding the Class D and Class E common units, which were not entitled to any distributions until conversion into common units. The Class E Units converted into common units on a one-for-one basis on May 5, 2008.*

(4) *Represents the minimum quarterly distribution per common unit plus $0.02 per unit excluding the Class B and Class C common units, which were not entitled to any distributions until conversion into common units. The Class B Units and the Class C Units converted into common units on a one-for-one basis on February 15, 2007 and February 8, 2007, respectively.*

(5) *The distribution for the quarter ended March 31, 2006 reflects a pro rata portion of our $0.35 per unit minimum quarterly distribution, covering the period from the February 3, 2006 closing of our initial public offering*

through March 31, 2006.

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Tax considerations

The tax consequences to you of an investment in our common units will depend in part on your own tax circumstances. For a discussion of the principal federal income tax considerations associated with our operations and the purchase, ownership and disposition of our common units and the tax risks related thereto, please read Material Tax Consequences and Risk Factors Tax Risks to Common Unitholders beginning on page 41 and page 17, respectively, of the accompanying base prospectus, and the risk factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2007 and in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008 and June 30, 2008. You are urged to consult with your own tax advisor about the federal, state, local and foreign tax consequences peculiar to your circumstances.

The anticipated after-tax economic benefit of an investment in our common units depends largely on our being treated as a partnership for federal income tax purposes. We have not requested, and do not plan to request, a ruling from the IRS on this or any other tax matter affecting us.

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

We estimate that if you purchase common units in this offering and own them through December 31, 2010, then you will be allocated, on a cumulative basis, an amount of federal taxable income for that period that will be 20% or less of the cash distributed with respect to that period. Thereafter, we anticipate that the ratio of allocable taxable income to cash distributions to the unitholders will increase. These estimates are based upon the assumption that gross income from operations will approximate the amount required to make the minimum quarterly distribution on all units and other assumptions with respect to capital expenditures, cash flow, net working capital and anticipated cash distributions. These estimates and assumptions are subject to, among other things, numerous business, economic, regulatory, competitive and political uncertainties beyond our control. Further, the estimates are based on current tax law and tax reporting positions that we will adopt and with which the IRS could disagree. Accordingly, we cannot assure you that these estimates will prove to be correct. The actual percentage of distributions that will constitute taxable income could be higher or lower than expected, and any differences could be material and could materially affect the value of the common units. For example, the ratio of allocable taxable income to cash distributions to a purchaser of common units in this offering will be greater, and perhaps substantially greater, than our estimate with respect to the period described above if:

- gross income from operations exceeds the amount required to make minimum quarterly distributions on all units, yet we only distribute the minimum quarterly distributions on all units; or

- we make a future offering of common units and use the proceeds of the offering in a manner that does not produce substantial additional deductions during the period described above, such as to repay indebtedness outstanding at the time of this offering or to acquire property that is not eligible for depreciation or amortization for federal income tax purposes or that is depreciable or amortizable at a rate significantly slower than the rate applicable to our assets at the time of this offering.

Ownership of common units by tax-exempt entities and non-U.S. investors raises issues unique to such persons. Please read Material Tax Consequences in the accompanying prospectus.

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Underwriting

The selling unitholders are offering the common units described in this prospectus through the underwriters named below. UBS Securities LLC, Wachovia Capital Markets, LLC and Morgan Stanley & Co. Incorporated are the representatives of the underwriters. Subject to the terms and conditions of an underwriting agreement, which will be filed as an exhibit to the registration statement, each of the underwriters has severally agreed to purchase the number of common units listed next to its name in the following table:

Underwriters	**Number of common units**
UBS Securities LLC	1,775,000
Wachovia Capital Markets, LLC	1,562,000
Morgan Stanley & Co. Incorporated	1,491,000
Citigroup Global Markets Inc.	639,000
Credit Suisse Securities (USA) LLC	639,000
J.P. Morgan Securities Inc.	639,000
ABN AMRO Incorporated	88,750
Comerica Securities, Inc.	88,750
Tudor, Pickering, Holt & Co. Securities, Inc.	88,750
Wells Fargo Securities, LLC	88,750
Total	7,100,000

The underwriting agreement provides that the underwriters must buy all of the common units if they buy any of them. However, the underwriters are not required to take or pay for the common units covered by the underwriters option to purchase additional common units described below.

HM TXRG s common units and the common units of Regency Acquisition to be sold upon the exercise of the underwriters option to purchase additional common units, if any, are offered subject to a number of conditions, including:

Ø receipt and acceptance of our common units by the underwriters, and

Ø the underwriters right to reject orders in whole or in part.

We have been advised by the representatives that the underwriters intend to make a market in our common units, but that they are not obligated to do so and may discontinue making a market at any time without notice.

In connection with this offering, certain of the underwriters or securities dealers may distribute prospectuses electronically.

OPTION TO PURCHASE ADDITIONAL COMMON UNITS

Regency Acquisition has granted the underwriters an option to buy up to an aggregate 1,048,672 additional common units. This option may be exercised if the underwriters sell more than 7,100,000 common units in connection with this offering. The underwriters have 30 days from the date of this prospectus supplement to exercise this option. If the underwriters exercise this option, they will each purchase additional common units approximately in proportion to the amounts specified in the table above.

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Underwriting

COMMISSIONS AND DISCOUNTS

Common units sold by the underwriters to the public will initially be offered at the offering price set forth on the cover of this prospectus. Any common units sold by the underwriters to securities dealers may be sold at a discount of up to $0.47 per common unit from the offering price. Any of these securities dealers may resell any common units purchased from the underwriters to other brokers or dealers at a discount of up to $0.10 per common unit from the public offering price. If all the common units are not sold at the offering price, the representatives may change the offering price and the other selling terms. Sales of common units made outside of the United States may be made by affiliates of the underwriters. Upon execution of the underwriting agreement, the underwriters will be obligated to purchase the common units at the prices and upon the terms stated therein, and, as a result, will thereafter bear any risk associated with changing the offering price to the public or other selling terms.

The following table shows the per unit and total underwriting discounts and commissions that the selling unitholders will pay to the underwriters assuming both no exercise and full exercise of the underwriters option to purchase up to an additional 1,048,672 units.

	No exercise	Full exercise
Per Unit	$ 0.79	$ 0.79
Total	$ 5,609,000	$ 6,437,451

We have agreed to pay expenses incurred by the selling unitholders and us in connection with this offering. The expenses of the offering that are payable by us are estimated to be $200,000.

INDEMNIFICATION

We, our general partner and the selling unitholders have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, and to contribute to payments that may be required to be made in respect of these liabilities.

LOCK-UP AGREEMENTS

We, our subsidiaries, our general partner and its affiliates, including the executive officers of our General Partner, have entered into lock-up agreements with the underwriters. Under these agreements, we and each of the these persons may not, without the prior written approval of UBS Securities LLC, Wachovia Capital Markets, LLC and Morgan Stanley & Co. Incorporated, offer, sell, contract to sell or otherwise dispose of or hedge our common units or securities convertible into or exchangeable for our common units, enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of the common units, make any demand for or exercise any right or file or cause to be filed a registration statement with respect to the registration of any common units or securities convertible, exercisable or exchangeable into common units or any of our other securities or publicly disclose the intention to do any of the foregoing. These restrictions will be in effect for a period of 60 days after the date of this prospectus.

At any time and without public notice, UBS Securities LLC, Wachovia Capital Markets, LLC and Morgan Stanley & Co. Incorporated may in their discretion, release all or some of the securities from these lock-up agreements.

PRICE STABILIZATION, SHORT POSITIONS AND PENALTY BIDS

In connection with this offering, the underwriters may engage in activities that stabilize, maintain or otherwise affect the price of our common units including:

Ø stabilizing transactions;

Ø short sales;

Underwriting

Ø purchases to cover positions created by short sales;

Ø imposition of penalty bids; and

Ø syndicate covering transactions.

Stabilizing transactions consist of bids or purchases made for the purpose of preventing or retarding a decline in the market price of our common units while this offering is in progress. These transactions may also include making short sales of our common units, which involves the sale by the underwriters of a greater number of common units than they are required to purchase in this offering, and purchasing common units on the open market to cover positions created by short sales. Short sales may be covered shorts, which are short positions in an amount not greater than the underwriters option to purchase additional common units referred to above, or may be naked shorts, which are short positions in excess of that amount. We have been advised by the underwriters that, prior to purchasing the common units being offered pursuant to this prospectus supplement, on September 10, 2008, UBS Securities LLC purchased, on behalf of the syndicate, 358,216 common units at an average price of $21.191182 per unit in stabilizing transactions.

The underwriters may close out any covered short position by either exercising their option to purchase additional common units, in whole or in part, or by purchasing common units in the open market. In making this determination, the underwriters will consider, among other things, the price of common units available for purchase in the open market as compared to the price at which they may purchase common units through their option to purchase additional common units.

Naked short sales are in excess of the underwriters option to purchase additional common units. The underwriters must close out any naked short position by purchasing common units in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the common units in the open market that could adversely affect investors who purchased in this offering.

LISTING

Our common units are traded on the NASDAQ Global Select Market under the symbol RGNC.

AFFILIATIONS

The underwriters and their affiliates may from time to time in the future engage in transactions with us and perform services for us in the ordinary course of business. In addition, some of the underwriters have engaged in, and may in the future engage in, transactions with us and our predecessor and perform services for us in the ordinary course of their business. In particular, affiliates of UBS Securities LLC, Wachovia Capital Markets, LLC, Morgan Stanley & Co. Incorporated and J.P. Morgan Securities Inc. are lenders under our credit agreement. Morgan Stanley & Co. Incorporated served as an advisor to us in connection with the acquisition of our general partner by GE. An affiliate of UBS Securities LLC also served as an advisor on the acquisition of CDM Resource Management, Ltd. The underwriters and their affiliates provide financial advising services to us from time to time. Affiliates of UBS Securities LLC, Morgan Stanley & Co. Incorporated and ABN AMRO Incorporated are lenders in connection with the commitment letters we have obtained related to our Haynesville Shale Expansion Project. Additionally, affiliates of

UBS Securities LLC, Wachovia Capital Markets, LLC and Wells Fargo Securities, LLC are counterparties to some of our interest rate swaps and an affiliate of J.P. Morgan Securities Inc. was a counterparty to some of our prior interest rate swaps. Further, an affiliate of Wachovia Capital Markets, LLC is a counterparty under several of our commodity price hedging contracts.

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Underwriting

FINRA CONDUCT RULES

Because the Financial Industry Regulatory Authority, or the FINRA (formerly known as the National Association of Securities Dealers, Inc., or NASD), views the common units offered by this prospectus supplement as interests in a direct participation program, this offering is being made in compliance with Rule 2810 of the NASD s Conduct Rules.

Pursuant to a requirement by the NASD, the maximum commission or discount to be received by any NASD member or independent broker/dealer may not be greater than eight percent (8%) of the gross proceeds received by us for the sale of any securities being registered pursuant to SEC Rule 415 under the Securities Act of 1933.

ELECTRONIC DISTRIBUTION

A prospectus supplement in electronic format may be made available by one or more of the underwriters or their affiliates. The representatives may agree to allocate a number of common units to underwriters for sale to their online brokerage account holders. The representatives will allocate common units to underwriters that may make Internet distributions on the same basis as other allocations. In addition, common units may be sold by the underwriters to securities dealers who resell common units to online brokerage account holders.

Other than the prospectus supplement in electronic format, the information on any underwriter s web site and any information contained in any other web site maintained by an underwriter is not part of the prospectus supplement or the registration statement of which this prospectus supplement forms a part, has not been approved and/or endorsed by us or any underwriter in its capacity as an underwriter and should not be relied upon by investors.

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Legal matters

The validity of the common units will be passed upon for us by Vinson & Elkins L.L.P., Houston, Texas. Certain legal matters in connection with the common units offered hereby will be passed upon for the underwriters by Andrews Kurth LLP, Houston, Texas.

Experts

The consolidated financial statements of Regency Energy Partners LP and subsidiaries as of and for the year ended December 31, 2007, and the effectiveness of internal control over financial reporting as of December 31, 2007, have been incorporated by reference herein in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The consolidated balance sheet of Regency GP LP, as of December 31, 2007, has been incorporated by reference herein in reliance upon the report of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The financial statements of CDM Resource Management Compression Business as of December 31, 2007 and 2006, and for the years then ended, have been incorporated by reference herein in reliance upon the report of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The consolidated financial statements of Regency Energy Partners LP as of December 31, 2006 and for the two years in the period ended December 31, 2006 incorporated by reference herein have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report (which report expresses an unqualified opinion and includes an explanatory paragraph related to the Partnership s acquisition of TexStar Field Services, L.P. and its general partner, TexStar GP, LLC as acquisitions of entities under common control in a manner similar to a pooling of interests), which is incorporated by reference herein, and have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

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Information regarding forward-looking statements

Some of this information in this prospectus supplement and the documents that we have incorporated herein by reference may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. 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 forwar 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 the following:

- changes in laws and regulations impacting the midstream and compression sectors of the natural gas industry;
- the level of creditworthiness of our counterparties and customers;
- our ability to access the debt and equity markets;
- 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;
- weather and other natural phenomena;
- industry changes including the impact of consolidations and changes in competition;
- our ability to obtain required approvals for construction or modernization of our facilities and the timing of operations of such facilities;
- our ability to successfully execute on our planned Haynesville Shale Expansion Project; 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.

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.

When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this prospectus supplement and the documents that we have incorporated by reference. We will not update these statements unless the securities laws require us to do so.

Where you can find more information

We file annual, quarterly and current reports and other information with the SEC. You may read and copy any document we file with the SEC at the principal offices of the SEC located at Public Reference Room, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of such materials can be obtained by mail at prescribed rates from the Public Reference Room of the SEC, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call 1-800-SEC-0330 for further information about the operation of the Public Reference Room. Materials also may be obtained from the SEC s web site (http://www.sec.gov), which contains reports, proxy and information statements and other information regarding companies that file electronically with the SEC.

Incorporation of certain documents by reference

We incorporate by reference information into this prospectus supplement, which means that we disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus supplement, except for any information superseded by information contained expressly in this prospectus supplement, and the information we file later with the SEC will automatically supersede this information. You should not assume that the information in this prospectus supplement is current as of any date other than the date on the front page of this prospectus supplement.

Any information that we file prior to the termination of this offering under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, and that is deemed filed with the SEC is incorporated by reference and will automatically update and supersede this information. We incorporate by reference the documents listed below:

- Our Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 29, 2008, except for Items 6, 7 and 8, which have been superseded by the Current Report on Form 8-K, dated May 9, 2008;

- Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008 and June 30, 2008, filed on May 12, 2008 and August 11, 2008, respectively;

- Our Quarterly Report on Form 10-Q/A for the quarter ended June 30, 2008, filed on August 28, 2008;

- Our Current Reports on Form 8-K filed on January 16, 2008, February 19, 2008, February 29, 2008, March 14, 2008, March 19, 2008, March 26, 2008, April 25, 2008, April 29, 2008, May 2, 2008, May 9, 2008 (two reports), May 12, 2008, June 12, 2008, July 14, 2008, July 24, 2008, July 25, 2008, August, 11, 2008, August 28, 2008, September 9, 2008 (three reports) and September 10, 2008;

- Our Current Reports on Form 8-K/A filed on February 12, 2008, March 18, 2008 and May 15, 2008.

You may obtain the documents incorporated by reference to this prospectus supplement from the SEC through the SEC s website at the address provided above. The documents are also available, free of charge, through our website, *www.regencygas.com*, as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC. Information on our website or any other website is not incorporated by reference into this prospectus and does not constitute a part

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Incorporation of certain documents by reference

of this prospectus. You may also request a copy of these filings at no cost, by making written or telephone requests for such copies to:

Regency Energy Partners LP
Investor Relations
1700 Pacific Avenue, Suite 2900
Dallas, Texas 75201
(214) 750-1771

You should rely only on the information incorporated by reference or provided in this prospectus supplement. If information in incorporated documents conflicts with information in this prospectus supplement, you should rely on the most recent information. If information in an incorporated document conflicts with information in another incorporated document, you should rely on the most recent incorporated document. You should not assume that the information in this prospectus supplement or any document incorporated by reference is accurate as of any date other than the date of those documents. We have not authorized anyone else to provide you with any information.

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Prospectus

Regency Energy Partners LP

11,881,353 Common Units

This prospectus relates to an aggregate of 11,881,353 common units representing limited partner interests in Regency Energy Partners LP. Of those,

3,456,255 common units were issued to funds administered by HM Capital Partners LLC, or HM Capital, at the time of our initial public offering;

4,692,417 common units were issued to funds administered by HM Capital on conversion of Class B Common Units issued in connection with our acquisition of TexStar Field Services, L.P. and its general partner, TexStar GP, LLC (together, TexStar);

123,921 common units were issued to other owners of TexStar on conversion of Class B Common Units issued in that acquisition;

2,857,163 common units were issued to certain institutional investors on conversion of Class C Common Units issued to those institutions in a direct private placement and

751,597 common units were issued to the stockholders of Pueblo Midstream Gas Corporation (Pueblo) in connection with our acquisition of Pueblo.

Any or all these common units may be offered and sold by the selling unitholders named in this prospectus or in any supplement to this prospectus from time to time in accordance with the provisions set forth under Plan of Distribution.

The selling unitholders may sell the common units offered by this prospectus from time to time on any exchange on which the common units are listed on terms to be negotiated with buyers. They may also sell the common units in private sales or through dealers or agents. The selling unitholders may sell the common units at prevailing market prices or at prices negotiated with buyers. The selling unitholders will be responsible for any commissions due to brokers, dealers or agents. We will be responsible for all other offering expenses. We will not receive any of the proceeds from the sale by the selling unitholders of the common units offered by this prospectus. For a more detailed discussion of the selling unitholders, please read Selling Unitholders.

You should carefully read this prospectus and any supplement before you invest. You also should read the documents to which we have referred you under Where You Can Find More Information for information about us and our financial statements. This prospectus may not be used to consummate sales of securities unless accompanied by a prospectus supplement.

Our common units are listed on The Nasdaq Stock Market LLC under the symbol RGNC.

Investing in our securities involves risks. Limited partnerships are inherently different from corporations. You should carefully consider the risk factors beginning on page 3 of this prospectus and in the applicable prospectus supplement before you make an investment in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is July 23, 2007.

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In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with any other information. If anyone provides you with different or inconsistent information, you should not rely on it.

You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus. You should not assume that the information contained in the documents incorporated by reference in this prospectus is accurate as of any date other than the respective dates of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, using a shelf registration process. Under this shelf process the selling unitholders named in this prospectus or in any supplement to this prospectus may sell the common units described in this prospectus in one or more offerings. This prospectus provides you with a general description of the common units the selling unitholders may offer. Each time it sells common units, the selling unitholders will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should read both the prospectus and the prospectus supplement relating to the common units offered to you together with the additional information described under the heading Where You Can Find More Information.

As used in this prospectus, Regency Energy Partners, we, our, us or like terms mean Regency Energy Partners LP, the Partnership, and its subsidiaries. References to our general partner or the General Partner refer to Regency GP LP, the general partner of the Partnership, except where otherwise indicated, and to the Managing General Partner refer to Regency GP LLC, the general partner of the General Partner, which effectively manages the business and affairs of the Partnership.

REGENCY ENERGY PARTNERS LP

We are a growth-oriented publicly-traded Delaware limited partnership engaged in the gathering, processing, transportation and marketing of natural gas. We provide these services through systems located in Louisiana, Texas, Kansas, Oklahoma and Colorado. We were formed in September 2005 to capitalize on opportunities in the midstream sector of the natural gas industry.

We divide our operations into two business segments:

> *Gathering and Processing:* in which we provide wellhead-to-market services to producers of natural gas, which include transporting raw natural gas from the wellhead through gathering systems, treating to remove impurities such as hydrogen sulfide and carbon dioxide, processing raw natural gas to separate natural gas liquids, or NGLs, from the raw natural gas and selling or delivering the pipeline-quality natural gas and NGLs to various markets and pipeline systems; and
>
> *Transportation:* in which we deliver natural gas from northwest Louisiana to more favorable markets in northeast Louisiana through our 320-mile Regency Intrastate Pipeline system.

All of our assets are located in well-established areas of natural gas production that are characterized by long-lived, predictable reserves. These areas are generally experiencing increased levels of natural gas exploration, development and production activities as a result of strong demand for natural gas, attractive recent discoveries, infill drilling opportunities and the implementation of new exploration and production techniques.

Our principal executive offices are located in 1700 Pacific, Suite 2900, Dallas, Texas 75201 and our phone number is (214) 750-1771.

Change of Control of Regency Energy Partners

On June 18, 2007, GE Energy Financial Services, or GE EFS, a unit of General Electric Company, or GE, indirectly acquired 100% of the general and limited partner interests in our General Partner as well as 17,763,809 subordinated units, representing 37.3% of the common and subordinated units outstanding or 37.0% after giving effect to the contemporaneous awards of 355,000 restricted units under our long-term incentive plan. Pursuant to this acquisition, which we refer to as the GP Acquisition, GE EFS acquired 91.3% of both the member interest in our Managing General Partner and the outstanding limited partner interests in our General Partner from an affiliate of HM Capital Partners LLC. GE EFS also indirectly acquired from members of our management the remaining 8.7% of the member interest in the Managing General Partner and the remaining 8.7% of the outstanding limited partner interests in our General Partner. In addition, also as a result of this acquisition, GE EFS acquired 17,763,809 subordinated units in us, of which 1,222,717 subordinated units were owned directly or indirectly by certain members of our management team. Members of our management team re-acquired or agreed to acquire interests in an affiliate of GE EFS that entitle them to an indirect 8.2% ownership interest in the Managing General Partner and the General Partner, as well as approximately 58,000 subordinated units.

As a result of these acquisitions and contemporary awards under our Long-Term Incentive Plan, GE EFS owns (i) a 37.0% limited partner interest in us, (ii) the 2% general partner interest in us, and (iii) the right to receive the incentive distributions associated with the general partner interest. As a result of its ownership of our Managing General Partner, GE EFS appoints all of the directors of our Managing General Partner and has appointed five directors to serve on its board of directors. Four partners of HM Capital Partners LLC and two others resigned as directors concurrently with the GP Acquisition, and our chief executive officer and two independent directors remained on the board of directors of our Managing General Partner.

This change of control caused all outstanding unvested option and restricted unit awards under our Long-Term Incentive Plan to vest. As a result, the Partnership will record a non-cash charge of approximately $11.5 million to its results of operations for quarter ending June 30, 2007.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Certain matters discussed in this prospectus and the documents we incorporate by reference herein are forward-looking statements intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995, 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). These forward-looking statements are identified as any statement that does not related strictly to historical or current facts. Statements using words such as anticipate, believe, intend, project, plan, expect, continue, estimate, goal, forecast, expressions help identify forward-looking statements. Although we and our Managing General Partner believe such forward-looking statements are based on reasonable assumptions and current expectations and projections about future events, neither we nor our Managing General Partner can give assurances that such expectations will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties and assumptions.

These risks and uncertainties include, but are not limited to:

- changes in laws and regulations impacting the gathering and processing industry;
- the level of creditworthiness of our counterparties;
- our ability to access the debt and equity markets;
- 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, demand for our services;
- weather and other natural phenomena;
- industry changes including the impact of consolidations and changes in competition;

- 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 vary materially from those anticipated, estimated, projected or expected. When considering forward-looking statements, please read the section titled Risk factors included in this confidential offering memorandum.

Except as required by applicable securities laws, we do not intend to update these forward-looking statements and information.

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RISK FACTORS

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 current quarterly distribution. The amount of cash we can distribute on our units depends principally on the amount of cash we generate from our operations, which will fluctuate from quarter to quarter based on, among other things:

- 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;
- the level of our operating costs, including reimbursement of fees and expenses of our general partner; and
- prevailing economic conditions.

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;
- fluctuations in our working capital needs;
- our ability to borrow funds and access capital markets;
- restrictions contained in our debt agreements;
- the level of capital expenditures we make;
- the cost of acquisitions, if any; and
- the amount of cash reserves established by our general partner.

You should be aware that the amount of cash we have available for distribution depends primarily upon our cash flow and not solely on profitability, which will be affected by non-cash items. As a result, we may make cash distributions during periods when we record losses for financial accounting purposes and may not make cash distributions during periods when we record net earnings for financial accounting purposes.

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

Integration of TexStar with our business and operations will be a complex, time consuming and costly process. Failure to integrate TexStar 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 TexStar or any other acquisitions we may complete in the future. 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 businesses, especially if the assets acquired are in a new business segment or geographic area;

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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 businesses;

the diversion of management s attention from other business concerns;

the failure to realize expected profitability or growth;

the failure to realize expected synergies and cost savings;

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.

While substantial amounts of the transportation capacity of the Regency Intrastate Pipeline System have been contracted, if we are unable to utilize the remaining transportation capacity, our business and our operating results could be adversely affected.

As of March 1, 2007, we had definitive agreements for 562,900 MMBtu/d of firm transportation on the Regency Intrastate Pipeline System, of which 500,679 MMBtu/d was utilized in February 2007. During the month of February 2007, we also provided 195,395 MMBtu/d of interruptible transportation. Additionally, we are currently engaged in discussions with other parties interested in utilizing the system s remaining firm transportation. If we are unable to commit the remaining uncommitted capacity on the system to firm gas transportation contracts and the parties to existing interruptible transportation contracts fail to utilize the capacity, our business and operating results could be adversely affected.

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 of natural gas in our areas of operation could adversely affect our business and operating results.

Our gathering 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 through-put 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 these systems and our ability to compete with other gathering and processing companies for volumes from successful new wells.

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. Natural gas prices reached historic highs in 2005 and early 2006 but have declined substantially in the second half of 2006. The averages of the NYMEX daily settlement prices per MMBtu of natural gas for the year ended December 31, 2005 and 2006 were $9.02 per MMBtu and $6.98 per MMBtu, respectively. A sustained decline in natural gas prices 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. 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, through-put 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.

We depend on certain key producers and other customers for a significant portion of our supply of natural gas. The loss of, or reduction in volumes from, 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. Three customers represented 44 percent of our natural gas supply in our transportation segment for the year ended December 31, 2006. These contracts have terms that are either month-to-month or year-to-year. As these contracts expire, we will have to negotiate extensions or renewals or replace the contracts with those of other suppliers. For example, a significant contract with ExxonMobil expired in August 2006 and was not renewed. 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.

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.

In accordance with industry practice, 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 is 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.

Natural gas, NGLs and other commodity prices are volatile, and a reduction 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. NGL prices generally fluctuate on a basis that correlates to fluctuations in crude oil prices. In the past, the prices of natural gas and crude oil have been extremely volatile, and we expect this volatility to continue. For example, natural gas prices reached historic highs in 2005 and early 2006, but declined substantially in the second half of 2006. The NYMEX daily settlement price for natural gas for the prompt month contract in 2005 ranged from a high of $15.38 per MMBtu to a low of $5.79 per MMBtu and for the year ended December 31, 2006 ranged from a high of $10.63 per MMBtu to a low of $4.20 per MMBtu. The NYMEX daily settlement price for crude oil for the prompt month contract in 2005 ranged from a high of $69.81 per barrel to a low of $42.12 per barrel and for the year ended December 31, 2006 ranged from a high of $77.03 per barrel to a low of $55.81 per barrel. 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 fluctuate with changes in market and economic conditions and other factors, including:

- the impact of weather on the demand for oil and natural gas;
- the level of domestic oil and natural gas production;
- the availability of imported oil and natural gas;

actions taken by foreign oil and gas producing nations;

the availability of local, intrastate and interstate transportation systems;

the availability and marketing of competitive fuels;

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 an agreed percentage of the proceeds (in cash or in-kind) from the sale at market prices of pipeline-quality gas and NGLs or NGL products resulting from our processing activities. 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 NGL prices, it is more profitable for us to process natural gas under keep-whole arrangements. When natural gas prices are high relative to NGL 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. For a detailed discussion of these arrangements, please read Item 1 Business Our Contracts of our Annual Report on Form 10-K incorporated by reference herein.

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 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 the Gathering and Processing segment, we are a seller of NGLs and are exposed to commodity price risk associated with downward movements in NGL prices. As a result of the volatility of NGL and other commodity, we have executed swap contracts settled against ethane, propane, butane and natural gasoline market prices, supplemented with crude oil put options. (Historically, changes in the prices of heavy NGLs, such as natural gasoline, have generally correlated with changes in the price of crude oil.) As of December 31, 2006, we have hedged approximately 66 percent of our expected exposure to NGL prices based upon current production levels in 2007, approximately 43 percent in 2008 and approximately 15 percent in 2009. We continually monitor our hedging and contract portfolio and expect to continue to adjust our hedge position as conditions warrant. Also, we may seek to limit our exposure to changes in interest rates by using financial derivative instruments and other hedging mechanisms from time to time. For more information about our risk management activities, please read Item 7A Quantitative and Qualitative Disclosures about Market Risk of our Annual Report on Form 10-K incorporated by reference herein.

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.

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 operation.

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. 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 its completion 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 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 finance the construction or modification project and on our ability to hire, train and retain qualified personnel to manage and operate these facilities when completed.

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 indenture 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. For a definition of available cash, please see our partnership agreement. If we are unable to obtain adequate financing from these sources, our ability to grow will be limited.

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 and petrochemical companies that have greater financial resources and access to supplies of natural gas than we do. In addition, our customers who are significant producers or consumers of NGLs may develop their 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. All of these competitive pressures could have a material adverse effect on our business, results of operations and financial condition.

If third-party pipelines interconnected to our processing plants become unavailable to transport NGLs, our cash flow and results of operations could be adversely affected.

We depend upon third party pipelines that provide delivery options to and from our processing plants for the benefit of our customers. For example:

- all of the NGLs produced at our north Louisiana system are transported on the Black Lake Pipeline, which is owned by BP Energy Company and Duke Energy Field Services;

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all of the NGLs produced at the Waha processing plants are transported by the Louis Dreyfus pipeline and ExxonMobil Corporation s NGL pipeline; and

all of the NGLs produced at our Mocane processing plant are transported by ONEOK Hydrocarbon Southwest L.L.C. s NGL pipeline.

If any of these pipelines become unavailable to transport the NGLs produced at our related processing plants, we would be required to find alternative means to transport the NGLs out of our processing plants, which could increase our costs, reduce the revenues we might obtain from the sale of NGLs or reduce our ability to process natural gas at these plants.

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 our key customers could reduce our ability to make distributions to our unitholders. 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 NGLs, including:

damage to our gathering and processing facilities, pipelines, related equipment and surrounding properties caused by tornadoes, floods, fires and other natural disasters and acts of terrorism;

inadvertent damage from construction and farm equipment;

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

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. 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.

Due to our lack of asset diversification, adverse developments in our midstream operations would adversely affect our cash flows and results of operations.

We rely exclusively on the revenues generated from our midstream energy business, and as a result, our financial condition depends upon prices of, and continued demand for, natural gas and NGLs. Due to our lack of diversification in asset type, an adverse development in this business would have a significantly greater impact on our financial condition and results of operations than if we maintained more diverse assets.

Failure of the 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 through-put volumes or revenues. Please see Item 1 Business of our Annual Report on Form 10-K incorporated by reference herein.

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

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 for specified periods of time. 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 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 supplies to our existing gathering lines 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.

A successful challenge to the rates we charge on our Regency Intrastate Pipeline may reduce the amount of cash we generate.

To the extent our Regency Intrastate Pipeline transports natural gas in interstate commerce, the rates, terms and conditions of that transportation service are subject to regulation by the FERC, pursuant to Section 311 of the NGPA, which regulates, among other things, the provision of transportation services by an intrastate natural gas pipeline on behalf of an interstate natural gas pipeline. Under Section 311, rates charged for transportation must be fair and equitable, and the FERC is required to approve the terms and conditions of the service. Rates established pursuant to Section 311 are generally analogous to the cost based rates FERC deems just and reasonable for interstate pipelines under the NGA. FERC may therefore apply its NGA policies to determine costs that can be included in cost of service used to establish Section 311 rates. These

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rate policies include the recent FERC policy on income tax allowance that permits interstate pipelines to include, as part of the cost of service, a full income tax allowance for all entities owning the utility asset provided such entities or individuals are subject to an actual or potential tax liability. If the Section 311 rates presently approved for Regency through May 1, 2008 are successfully challenged in a complaint or after such date the FERC disallows the inclusion of costs in the cost of service, changes its regulations or policies, or establishes more onerous terms and conditions applicable to Section 311 service, this may adversely affect our business. Any reduction in our rates could have an adverse effect on our business, results of operations and financial condition.

A change in the characterization of some of our assets by federal, state or local regulatory agencies or a change in policy by those agencies may result in increased regulation of our assets, which may cause our revenues to decline and operating expenses to increase.

Our natural gas gathering 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. FERC s policies and practices, including, for example, its policies on open access transportation, ratemaking, capacity release, and market center promotion, indirectly affect intrastate markets. In recent years, FERC has pursued pro-competitive regulatory policies. We cannot assure you, however, that FERC will continue this approach as it considers matters such as pipeline rates and rules and policies that may affect rights of access to natural gas transportation capacity. In addition, the distinction between FERC-regulated transmission service and federally unregulated gathering services is the subject of regular litigation at FERC and in the courts and of policy discussions at FERC, so, in such circumstances, the classification and regulation of some of our gathering facilities or our intrastate transportation pipeline 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.

Other state and local regulations also affect our business. Our gathering lines 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. States in which we operate have adopted complaint-based regulation of oil and natural gas gathering activities, which allows oil and natural gas producers and shippers to file complaints with state regulators in an effort to resolve grievances relating to oil and natural gas gathering access and rate discrimination. Please read Item 1 Business Regulation of our Annual Report on Form 10-K incorporated by reference herein.

We may incur significant costs and liabilities in the future resulting from a failure to comply with new or existing environmental regulations or an accidental release of hazardous substances 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 petroleum products, 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 believe, based on current information, that any costs we may incur relating to environmental matters will not adversely affect us. We cannot be certain, however, 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. Please read Item 1 Business Regulation Environmental matters and Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations Other Matters Environmental Matters of our Annual Report on Form 10-K incorporated by reference herein.

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.

The United States Department of Transportation, or DOT, has adopted regulations requiring pipeline operators to develop integrity management programs for transportation pipelines 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.

We currently estimate that we will incur costs of approximately $2.0 million between 2007 and 2010 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.

If we fail to develop or maintain an effective system of internal controls, we may not be able to report our financial results accurately or prevent fraud.

We became subject to the public reporting requirements of the Securities Exchange Act of 1934 on February 3, 2006. We produce our consolidated financial statements in accordance with the requirements of GAAP, but we do not become subject to certain of the internal controls standards applicable to most companies with publicly traded securities until 2008. We may not currently meet all those standards. Effective internal controls are necessary for us to provide reliable financial reports to prevent fraud and to operate successfully as a publicly traded partnership. Our efforts to develop and maintain our internal controls compliance program may not be successful, and we may be unable to maintain adequate controls over our financial processes and reporting in the future, including compliance with the obligations under Section 404 of the Sarbanes-Oxley Act of 2002, which we refer to as Section 404. For example, Section 404 will require us, among other things, annually to review and report on, and our independent registered public accounting firm to attest to, our internal control over financial reporting. We must comply with Section 404 for our fiscal year ending December 31, 2007. Any failure to develop or maintain an effective internal controls compliance program or difficulties encountered in its implementation or other effective improvement of our internal controls could harm our operating results or cause us to fail to meet our reporting obligations. Given the difficulties inherent in the design and operation of internal controls over financial reporting, we can provide no assurance as to our conclusions under Section 404, or those of our independent registered public accounting

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firm, regarding the effectiveness of our internal controls. Ineffective internal controls subject us to regulatory scrutiny and a loss of confidence in our reported financial information, which could have an adverse effect on our business, results of operations and financial condition.

Our leverage may limit our ability to borrow additional funds, 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, 2006 was 76 percent. As of March 22, 2007, our total outstanding long-term debt was $698.1 million. We will be prohibited from making cash distributions during an event of default under any of our indebtedness. Various limitations in our credit facility, as well as the indentures for the 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 to otherwise fully realize 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.

Restrictions in our credit agreement could limit our ability to make distributions upon the occurrence of certain events.

Our payment of principal and interest on our debt will reduce cash available for distributions on our common units. Our credit agreement limits our ability to make distributions upon the occurrence of the following events, among others:

- failure to pay any principal, interest, fees or other amounts when due;
- any representation or warranty proves to be false or misleading in any material respect;
- failure to perform or otherwise comply with the covenants in the credit agreement or any loan document;
- failure to pay any other material debt or failure to perform or otherwise to comply with the covenants of the agreements governing any material debt;
- a bankruptcy or insolvency event involving us, our general partner or any of our subsidiaries;
- the entry of, and failure to pay, one or more adverse judgments in excess of a specified amount against which enforcement proceedings are brought or that are not stayed pending appeal;
- a change in control of us (waived by our lenders in the case of the GP Acquisition);
- the occurrence of certain events with respect to employee benefit plans subject to ERISA;
- any security interest or lien in excess of a specified amount is no longer valid or in effect; and

any loan document is declared null and void or a proceeding is initiated to challenge the validity or enforceability of the loan document.

Any subsequent refinancing of our current debt or any new debt could have similar or more restrictive provisions. For more information regarding our credit agreement, please read Management s Discussion and Analysis of Financial Condition and Results of Operations Capital Requirements Fourth Amended and Restated Credit Agreement of our Annual Report on Form 10-K incorporated by reference herein.

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Increases in interest rates, which have recently experienced record lows, could adversely impact our unit price and our ability to issue additional equity, in order to make acquisitions, to reduce debt or for other purposes.

During 2004 and 2005, the credit markets experienced 50-year record lows in interest rates. During the latter half of 2005 and in 2006, interest rates increased. If the overall economy continues to strengthen, monetary policy may tighten further, resulting in higher interest rates to counter possible inflation. The interest rate on our senior notes is fixed and the loans outstanding under our credit facility bear interest at a floating rate. An increase of 100 basis points in the LIBOR rate would increase our annual payment by approximately $1,100,000. Additionally, interest rates on future credit facilities and debt offerings could be 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.

You may not be able to sell large blocks of our common units in a single day without realizing a lower than expected sales price.

During the six months ended March 15, 2007, the average daily volume of our common units traded on the NASDAQ was 43,000. The median of the daily volume for the same period was 39,200. The maximum and minimum daily volume for the same period was 120,400 and 8,500, respectively. If we are unable to increase the market demand for our equity securities, you may be adversely affected.

Risks Related to Our Structure

GE owns 37.0 percent of the limited partner units outstanding and controls our general partner, which has sole responsibility for conducting our business and managing our operations.

GE owns 37.0 percent of the limited partner units outstanding and controls our general partner. Although our general partner has a fiduciary duty to manage us in a manner beneficial to us and our unitholders, the directors and officers of our general partner have a fiduciary duty to manage our general partner in a manner beneficial to its owner, GE. Conflicts of interest may arise between GE and its affiliates, including our general partner, on the one hand, and us, on the other hand. In resolving these conflicts of interest, our general partner may favor its own interests and the interests of its affiliates over our interests. These conflicts include, among others, the following situations:

- neither our partnership agreement nor any other agreement requires GE or its affiliates to pursue a business strategy that favors us;
- our general partner is allowed to take into account the interests of parties other than us, such as GE, in resolving conflicts of interest;
- GE and its affiliates may engage in competition with us;
- our general partner has limited its liability and reduced its fiduciary duties, and has also restricted the remedies available to our unitholders for actions that, without such limitations, might constitute breaches of fiduciary duty;

our general partner determines the amount and timing of asset purchases and sales, capital expenditures, borrowings and repayments of debt, issuance of additional partnership securities, and cash reserves, each of which can affect the amount of cash available to pay interest on, and principal of, the notes;

our general partner determines which costs incurred by it and its affiliates are reimbursable by us;

our partnership agreement does not restrict our general partner from causing us to pay it or its affiliates for any services rendered to us or entering into additional contractual arrangements with any of these entities on our behalf;

our general partner intends to limit its liability regarding our contractual and other obligations; and

our general partner controls the enforcement of obligations owed to us by our general partner and its affiliates.

GE and its affiliates may compete directly with us.

GE and its affiliates are not prohibited from owning assets or engaging in businesses that compete directly or independently with us. GE and its affiliates currently own various midstream assets and conduct midstream business that may potentially compete with us. In addition, GE or its affiliates may acquire, construct or dispose of any additional midstream or other assets in the future, without any obligation to offer us the opportunity to purchase or construct or dispose of those assets.

Our reimbursement of our general partner s expenses will reduce our cash available for distribution to you.

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. Please read Item 13. Certain Relationships and Related Party Transactions of our Annual Report on Form 10-K incorporated by reference herein. The reimbursement of expenses of our general partner and its affiliates could adversely affect our ability to pay cash distributions to you.

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 would 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 that our general partner is entitled to make other decisions in good faith if it believes that the decision is in our best interests;

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, our limited partners or assignees for any acts or omissions unless there has been a final and nonappealable 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.

By purchasing a common unit, a common unitholder will become bound by the provisions in the partnership agreement, including the provisions 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 did not elect our general partner or its board of directors and will 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 were 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 the common units will 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.

The unitholders are currently unable to remove the general partner without its consent because the general partner and its affiliates own sufficient units to be able to prevent its removal. The vote of the holders of at least 662/3 percent of all outstanding units voting together as a single class is required to remove the general partner. Our general partner and its affiliates own 37.0 percent of the total of our common and subordinated units. Moreover, if our general partner is removed without cause during the subordination period and units held by our general partner and its affiliates are not voted in favor of that removal, all remaining subordinated units will automatically convert into common units and any existing arrearages on the common units will be extinguished. A removal of the general partner under these circumstances would adversely affect the common units by prematurely eliminating their distribution and liquidation preference over the subordinated units, which would otherwise have continued until we had met certain distribution and performance tests.

Our partnership agreement restricts the voting rights of those unitholders owning 20 percent or more of our common units.

Unitholders voting rights are further restricted by the partnership agreement provision providing that any units held by a person that owns 20 percent 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 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 the unitholders ability to influence the manner or direction of 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 to a third party in a merger or in a sale of all or substantially all of its assets without the consent of the 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 Regency GP LLC 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 your approval, which would dilute your existing ownership interest.

Our general partner, without the approval of our unitholders, may cause us to issue an unlimited number of additional common units. For example, in the registration statement of which this prospectus is a part, we have registered a total of $691,322,449 of equity and debt securities, some of which we expect to offer as common units.

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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;
- because a lower percentage of total outstanding units will be subordinated units, the risk that a shortfall in the payment of the minimum quarterly distribution will be borne by our common unitholders will increase;
- 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 you to sell your units at an undesirable time or price.

If at any time our general partner and its affiliates own more than 80 percent 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, you may be required to sell your common units at an undesirable time or price and may not receive any return on your investment. You may also incur a tax liability upon a sale of your units. Our general partner and its affiliates do not currently own any of our common units. At the end of the subordination period, assuming no additional issuances of common units, our general partner and its affiliates will own approximately 37.0 percent of the common units.

Your liability may not be limited if a court finds that unitholder action constitutes control of our business.

A general partner of a partnership generally has unlimited liability for the obligations of the partnership, except for those contractual obligations of the partnership that are expressly made without recourse to the general partner. Our partnership is organized under Delaware law and we conduct business in a number of other states. The limitations on the liability of holders of limited partner interests for the obligations of a limited partnership have not been clearly established in some of the other states in which we do business. In most states, a limited partner is only liable if he participates in the control of the business of the partnership. These statutes generally do not define control, but do permit limited partners to engage in certain activities, including, among other actions, taking any action with respect to the dissolution of the partnership, the sale, exchange, lease or mortgage of any asset of the partnership, the admission or removal of the general partner and the amendment of the partnership agreement. You could, however, be liable for any and all of our obligations as if you were a general partner if:

- a court or government agency determined that we were conducting business in a state but had not complied with that particular state s partnership statute; or
- your right to act with other unitholders to take other actions under our partnership agreement is found to constitute control of our business.

Unitholders may have liability to repay distributions that were wrongfully distributed to them.

Under certain circumstances, unitholders may have to repay amounts wrongfully returned or distributed to them. Under Section 17-607 of the Delaware Revised Uniform Limited Partnership Act, we may not make a distribution to you if the distribution would cause our liabilities to exceed the fair value of our assets. Delaware law provides that for a period of three years from the date of the distribution, limited partners who received an impermissible distribution and who knew at the time of the distribution that it violated Delaware law will be liable to the limited partnership for the distribution amount. Substituted limited partners are liable for the obligations of the assignor to make required contributions to the partnership other than contribution obligations that are unknown to the substituted limited partner at the time it became a limited partner and that could not be ascertained from the partnership agreement. Liabilities to partners on account of their partnership

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interest and liabilities that are non-recourse to the partnership are not counted for purposes of determining whether a distribution is permitted.

Tax Risks to Common Unitholders

In addition to reading the following risk factors, you should read Material Tax Consequences for a more complete discussion of the expected material federal income tax consequences of owning and disposing of common units.

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. If the IRS were to treat us as a corporation or if we become subject to a material amount of entity-level taxation for state tax purposes, it would reduce the amount of cash available for distribution to you.

The anticipated after-tax economic benefit of an investment in our common units depends largely on our being treated as a partnership for federal income tax purposes. We have not requested, and do not plan to request, a ruling from the IRS on this or any other tax matter affecting us.

If we were treated as a corporation for federal income tax purposes, we would pay federal income tax on our taxable income at the corporate tax rate, which is currently a maximum of 35%, and would likely pay state income tax at varying rates. Distributions to you would generally be taxed again as corporate distributions, and no income, gains, losses or deductions would flow through to you. Because a tax would be imposed upon us as a corporation, our cash available for distribution to you 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 our common 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. In addition, 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, beginning in 2008, we will be required to pay Texas franchise tax at a maximum effective rate of 0.7% of our gross income apportioned to Texas in the prior year. Imposition of such a tax on us by Texas and, if applicable, by any other state will reduce the cash available for distribution to you.

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 will be adjusted to reflect the impact of that law on us.

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

We have not requested a ruling from the IRS with respect to our treatment as a partnership for federal income tax purposes or any other matter affecting us. The IRS may adopt positions that differ from the conclusions of our counsel expressed in this prospectus or from the positions we take. It may be necessary to resort to administrative or court proceedings to sustain some or all of our counsel s conclusions or the positions we take. A court may not agree with some or all of our counsel s conclusions or 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.

You may be required to pay taxes on your share of our income 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, you will be required to pay any federal income taxes and, in some cases, state and local income taxes on your share of our taxable income even if you receive no cash distributions from us. You may not receive cash distributions from us equal to your share of our taxable income or even equal to the actual tax liability that results from that income.

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

If you sell your common units, you will recognize a gain or loss equal to the difference between the amount realized and your tax basis in those common units. Because distributions in excess of your allocable share of our net taxable income decrease your tax basis in your common units, the amount, if any, of such prior excess distributions with respect to the units you sell will, in effect, become taxable income to you if you sell such units at a price greater than your tax basis in those units, even if the price you receive is less than your original cost. Furthermore, a substantial portion of the amount realized, whether or not representing gain, may be taxed as ordinary income due to potential recapture items, including depreciation recapture. In addition, because the amount realized includes a unitholder s share of our nonrecourse liabilities, if you sell your units, you may incur a tax liability in excess of the amount of cash you receive from the sale. Please read Material Tax Consequences Disposition of Common Units Recognition of Gain or Loss for a further discussion of the foregoing.

Tax-exempt entities and foreign persons face unique tax issues from owning our 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), 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 individual retirement accounts 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 you are a tax exempt entity or a foreign person, you should consult your tax advisor before investing in our common units.

We will treat each purchaser of 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 adopt 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 benefits available to you. It also could affect the timing of these tax benefits or the amount of gain from your sale of common units and could have a negative impact on the value of our common units or result in audit adjustments to your tax returns. Please read Material Tax Consequences Tax Consequences of Unit Ownership Section 754 Election for a further discussion of the effect of the depreciation and amortization positions we adopted.

We have adopted certain valuation 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. Although we may from time to time consult with professional appraisers regarding valuation matters, including the valuation of our assets, we make many of the fair market value estimates of our assets ourselves using a methodology based on the market value of our common units as a means to measure the fair market value of our assets. 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.

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. Pursuant to the GP Acquisition, GE EFS acquired (i) a 37.3% limited partner interest in us (reduced to 37.0% after giving effect to the contemporaneous awards under our long-term incentive plan), (ii) the 2% general partner interest in us, and (iii) the right to receive the incentive distributions associated with the general partner interest. We believe, and will take the position, that the GP Acquisition, together with all other common units sold within the prior twelve-month period, represented a sale or exchange of 50% or more of the total interest in our capital and profits interests. Our termination would, among other things, result in the closing of our taxable year for all unitholders on June 18, 2007 and upon any future termination. Such a closing of the books could result in a significant deferral of depreciation deductions allowable in computing our taxable income. We anticipate that the impact of this termination to our unitholders will be an increased amount of taxable income as a percentage of the cash distributed to our unitholders. Although the amount of increase cannot be estimated because it depends upon numerous factors including the timing of the termination, the amount could be material. Moreover, 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. Our termination currently would not affect our classification as a partnership for federal income tax purposes, but instead, we would be 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 determine that a termination occurred. Please read Material Tax Consequences Disposition of Common Units Constructive Termination for a discussion of the consequences of our termination for federal income tax purposes.

You will likely be subject to state and local taxes and return filing requirements in states where you do not live as a result of investing in our common units.

In addition to federal income taxes, you will likely be subject to other taxes, including foreign, 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 foreign, state and local income tax returns and pay state and local income taxes in some or all of these various jurisdictions. Further, you may be subject to penalties for failure to comply with those requirements. We will initially own assets and do business in Arkansas, Colorado, Kansas, Louisiana, Oklahoma, and Texas. Each of these states, other than Texas, currently imposes a personal income tax on individuals. Most of these states also impose an income tax on corporations and other entities. As we make acquisitions or expand our business, we may own assets or conduct 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. Our counsel has not rendered an opinion on the state or local tax consequences of an investment in our common units.

USE OF PROCEEDS

The common units to be offered and sold using this prospectus will be offered and sold by the selling unitholders named in this prospectus or in any supplement to this prospectus. We will not receive any proceeds from the sale of such common units.

DESCRIPTION OF THE COMMON UNITS

The Units

The common units and the subordinated units are separate classes of limited partner interests in us. The holders of units are entitled to participate in partnership distributions and exercise the rights or privileges available to limited partners under our partnership agreement. For a description of the relative rights and preferences of holders of common units and subordinated units in and to partnership distributions, please read this section and How We Make Cash Distributions. For a description of the rights and privileges of limited partners under our partnership agreement, including voting rights, please read The Partnership Agreement.

Our outstanding common units are listed on the Nasdaq Stock Market LLC, or Nasdaq, and trade in the Nasdaq Global Select Market under the symbol RGNC.

The transfer agent and registrar for our common units is American Stock Transfer & Trust Company.

Transfer of Common Units

By transfer of our common units in accordance with our partnership agreement, each transferee of our common units will be admitted as a unitholder with respect to the common units transferred when such transfer and admission is reflected in our books and records. Additionally, each transferee of our common units:

- represents that the transferee has the capacity, power and authority to become bound by our partnership agreement;
- automatically agrees to be bound by the terms and conditions of, and is deemed to have executed, our partnership agreement; and
- gives the consents and approvals contained in our partnership agreement.

An assignee will become a substituted limited partner of our partnership for the transferred common units automatically upon the recording of the transfer on our books and records. The general partner will cause any transfers to be recorded on our books and records no less frequently than quarterly.

We may, at our discretion, treat the nominee holder of a common unit as the absolute owner. In that case, the beneficial holder s rights are limited solely to those that it has against the nominee holder as a result of any agreement between the beneficial owner and the nominee holder.

Common units are securities and are transferable according to the laws governing transfers of securities. In addition to other rights acquired upon transfer, the transferor gives the transferee the right to become a substituted limited partner in our partnership for the transferred common units.

Until a common unit has been transferred on our books, we and the transfer agent, notwithstanding any notice to the contrary, may treat the record holder of the unit as the absolute owner for all purposes, except as otherwise required by law or stock exchange regulations.

HOW WE MAKE CASH DISTRIBUTIONS

Set forth below is a summary of the significant provisions of our partnership agreement that relate to cash distributions.

General

Our partnership agreement requires that, within 45 days after the end of each quarter, we distribute all of our available cash to the holders of record of our common units on the applicable record date. All cash distributed to unitholders will be characterized as either operating surplus or capital surplus. We treat distributions of available cash from operating surplus differently than distributions of available cash from capital surplus.

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Operating Surplus and Capital Surplus

Characterization of Cash Distributions

We will treat all available cash distributed as coming from operating surplus until the sum of all available cash distributed since we began operations equals the operating surplus as of the most recent date of determination of available cash. We will treat any amount distributed in excess of operating surplus, regardless of its source, as capital surplus. We do not anticipate that we will make any distributions from capital surplus.

Definition of Available Cash

Available cash is defined in our partnership agreement and generally means, for each fiscal quarter, all cash on hand at the end of such quarter:

- less the amount of cash reserves established by our general partner:
  - to provide for the proper conduct of our business (including reserves for future capital expenditures and for our anticipated credit needs);
  - to comply with applicable law, any of our debt instruments or other agreements; and
  - to provide funds for distribution to our unitholders and to our general partner for any one or more of the next four quarters;
- plus all cash on hand on the date of determination of available cash for the quarter resulting from working capital borrowings made after the end of the quarter for which the determination is being made. Working capital borrowings are generally borrowings that will be made under our credit facility and in all cases are used solely for working capital purposes or to pay distributions to partners.

Definition of Operating Surplus

Operating surplus is defined in our partnership agreement, and for any period it generally means:

- our cash balance on the closing date of our initial public offering in February 2006 offering; plus
- $20.0 million (as described below); plus
- all of our cash receipts after the closing of our initial public offering, excluding cash from (1) borrowings that are not working capital borrowings, (2) sales of equity and debt securities and (3) sales or other dispositions of assets outside the ordinary course of business; plus
- working capital borrowings made after the end of a quarter but before the date of determination of operating surplus for the quarter; less
- operating expenses; less
- the amount of cash reserves established by our general partner for future operating expenditures.

If a working capital borrowing, which increases operating surplus, is not repaid during the twelve-month period following the borrowing, it will be deemed repaid at the end of such period, thus decreasing operating surplus at such time. When such working capital is in fact repaid, it will not be treated as a reduction in operating surplus because operating surplus will have been previously reduced by the deemed repayment.

As described above, operating surplus does not reflect actual cash on hand at closing that is available for distribution to our unitholders. For example, it includes a provision that will enable us, if we choose, to distribute as operating surplus up to $20.0 million of cash we receive in the future from non-operating sources, such as asset sales, issuances of securities, and long-term borrowings, that would otherwise be distributed as capital surplus.

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Definition of Capital Surplus

Capital surplus is defined in our partnership agreement, and it will generally be generated only by:

- borrowings other than working capital borrowings;
- sales of debt and equity securities; and
- sales or other disposition of assets for cash, other than inventory, accounts receivable and other current assets sold in the ordinary course of business or non-current assets sold as part of normal retirements or replacements of assets.

Subordination Period

Overview

During the subordination period, which we define below and is defined in our partnership agreement, the common units have the right to receive distributions of available cash from operating surplus in an amount equal to the minimum quarterly distribution of $0.35 per quarter, plus any arrearages in the payment of the minimum quarterly distribution on the common units from prior quarters, before any distributions of available cash from operating surplus may be made on the subordinated units. Distribution arrearages do not accrue on the subordinated units. The purpose of the subordinated units is to increase the likelihood that during the subordination period there will be available cash from operating surplus to be distributed on the common units.

Definition of Subordination Period

The subordination period is defined in our partnership agreement. Except as described below under Early Termination of Subordination Period, the subordination period will extend until the first day of any quarter beginning after December 31, 2008 that each of the following tests are met:

- distributions of available cash from operating surplus on each of the outstanding common units and subordinated units equaled or exceeded the minimum quarterly distribution for each of the three consecutive, non-overlapping four-quarter periods immediately preceding that date;
- the adjusted operating surplus (as defined below) generated during each of the three consecutive, non-overlapping four-quarter periods immediately preceding that date equaled or exceeded the sum of the minimum quarterly distributions on all of the outstanding common units and subordinated units during those periods on a fully diluted basis and the related distribution on the 2% general partner interest during those periods; and
- there are no arrearages in payment of the minimum quarterly distribution on the common units.

Early Termination of Subordination Period

The subordination period will automatically terminate and all of the subordinated units will convert into common units on an one-for-one basis if each of the following occurs:

distributions of available cash from operating surplus on each outstanding common unit and subordinated unit equaled or exceeded $2.10 (150% of the annualized minimum quarterly distribution) for any four-quarter period ending on or after December 31, 2006;

the adjusted operating surplus (as defined below) generated during any four-quarter period immediately preceding that date equaled or exceeded the sum of a distribution of $2.10 (150% of the annualized minimum quarterly distribution) on all of the outstanding common units and subordinated units on a fully diluted basis; and

there are no arrearages in payment of the minimum quarterly distribution on the common units.

Definition of Adjusted Operating Surplus

Adjusted operating surplus is defined in our partnership agreement, and for any period it generally means:

- operating surplus generated with respect to that period; less
- any net increase in working capital borrowings with respect to that period; less
- any net reduction in cash reserves for operating expenditures made with respect to that period not relating to an operating expenditure made with respect to that period; plus
- any net decrease in working capital borrowings with respect to that period; plus
- any net increase in cash reserves for operating expenditures with respect to that period required by any debt instrument for the repayment of principal, interest or premium.

Adjusted operating surplus is intended to reflect the cash generated from operations during a particular period and therefore excludes net increases in working capital borrowings and net drawdowns of reserves of cash generated in prior periods.

Effect of Expiration of the Subordination Period

Upon expiration of the subordination period, each outstanding subordinated unit will convert into one common unit and will then participate pro rata with the other common units in distributions of available cash. In addition, if the unitholders remove our general partner other than for cause and units held by our general partner and its affiliates are not voted in favor of such removal:

- The subordination period will end and each subordinated unit will immediately convert into one common unit;
- any existing arrearages in payment of the minimum quarterly distribution on the common units will be extinguished; and
- our general partner will have the right to convert its general partner interest and, if any, its incentive distribution rights into common units or to receive cash in exchange for those interests.

Distributions of Available Cash from Operating Surplus During the Subordination Period

We will make distributions of available cash from operating surplus for any quarter during the subordination period in the following manner: