

THE NOMINATING COMMITTEE CHARTER

Status

The Board of Directors (the “Board”) of Regency GP LLC (the “Company”), in its capacity as general partner of Regency GP LP (the “General Partner”), the general partner of Regency Energy Partners LP (the “Partnership”), has established the Nominating Committee (the “Committee”) as a standing committee of the Board.

Composition

The Committee shall consist of at least two members, all of whom are members of the Board. One of the members shall serve as the chairperson of the Committee.

The Board shall appoint the members of the Committee. The chairperson of the Committee shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative vote of the majority of the Committee. The Board may remove or replace the chairperson and any other member of the Committee at any time.

Purposes

The purposes of the Committee are:

1. To assist the Board and the member of the Company (the “Member”) by identifying individuals qualified to become Board members, and to select, or recommend that the Board select, the director nominees for election at the annual or special meetings of the Member or for appointment to fill vacancies;
2. To recommend to the Board director nominees for each committee of the Board;
3. To advise the Board about appropriate composition of the Board and its committees;
4. To advise the Board about and recommend to the Board appropriate corporate governance practices and to assist the Board in implementing those practices;
5. To lead the Board in its annual review of the performance of the Board and its committees;
6. To perform such other functions as the Board may assign to the Committee from time to time.

Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to do the following actions.

1. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance guidelines and modifications from time to time to those guidelines.

2. The Committee shall establish criteria for selecting new directors and actively seek individuals qualified to become board members for recommendation to the Members and the Board.

3. The Committee shall assist in implementing the “independence” standards required by law, applicable listing standards, the limited liability company agreement of the Company, or the Company’s corporate governance guidelines.

4. The Committee shall determine whether or not each director and each prospective director of the Company is independent, disinterested, or a non-employee director under the standards applicable to the committees on which such director is serving or may serve. The Committee may survey any and all of the directors and prospective directors to determine any matter or circumstance that would cause the person not to qualify as an independent, disinterested or non-employee director under applicable standards. The Committee shall report to the Board the existence of any such matter or circumstance.

5. Each year, the Committee shall:

- review the advisability or need for any changes in the number and composition of the Board;
- review the advisability or need for any changes in the number, charters or titles of committees of the Board;
- recommend to the Board the composition of each committee of the Board and the individual director to serve as chairperson of each committee;
- assure that the chairperson of each committee reports to the Board regarding the committee’s annual evaluation of its performance and its charter;
- receive comments from all directors and report to the Board with an assessment of the Board’s performance, to be discussed with the full Board following the end of each fiscal year;
- review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval; and

- make a report to the Board on succession planning and work with the Board to evaluate potential successors to the Chief Executive Officer and President.
6. The Committee shall have the authority to retain, amend the engagement with, and terminate any search firm to be used to identify director candidates. The Committee shall have authority to approve the search firm's fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of the search firm. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.
 7. The Committee shall oversee the evaluation of the Board and management.

Procedures

1. *Meetings.* The Committee shall meet at the request of its chairperson, two or more members of the Committee, or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants, and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the limited liability company agreement of the Company.
2. *Quorum and Approval.* A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
3. *Rules.* The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the chairperson, at any meeting thereof.
4. *Reports.* The Committee shall make regular reports to the Board, directly or through the chairperson.
5. *Review of Charter.* Each year the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
6. *Performance Review.* Each year the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.