



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

June 26, 2014

Kay Lynn Brumbaugh, Esq.
Andrews Kurth LLP
1717 Main Street, Suite 3700
Dallas, TX 75201

Re: Regency Energy Partners LP/Eagle Rock Energy Partners, L.P.,
File No. 141-0070

Dear Ms. Brumbaugh:

The Federal Trade Commission's Bureau of Competition has been conducting a non-public investigation to determine whether the acquisition of various entities owned by Eagle Rock Energy Partners, L.P. by Regency Energy Partners LP may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon further review of this matter, it now appears that no further action is warranted by the Commission at this time. Accordingly, the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

By direction of the Commission.

Donald S. Clark
Secretary