

Regency Energy Partners LP  
Form 8-K  
January 21, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): January 21, 2011 (January 14, 2011)

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

DELAWARE  
(State or other jurisdiction of  
incorporation)

000-51757  
(Commission File Number)

16-1731691  
(IRS Employer  
Identification No.)

2001 Bryan Street, Suite 3700  
Dallas, Texas 75201  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code (214) 750-1771

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.02. Termination of Material Definitive Agreement.

Pursuant to the Master Lease Agreement dated February 26, 2009 between CDM Resource Management LLC (“CDM”) and Caterpillar Financial Services Corporation, as amended (the “Agreement”), CDM exercised an early buyout option on January 14, 2011, to purchase the leased compression equipment for approximately \$9 million (the “Buyout”). In connection with the Buyout, the Agreement was terminated.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REGENCY ENERGY PARTNERS LP

By: Regency GP LP, its general partner

By: Regency GP LLC, its general partner

By: /s/ Paul M. Jolas  
Paul M. Jolas  
Executive Vice President, Chief Legal  
Officer and Secretary

January 21, 2011