

Regency Energy Partners LP  
Form 3  
February 08, 2006

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hicks, Muse, Tate & Furst  
Equity Fund V, L.P.

(Last) (First) (Middle)

1700 PACIFIC, SUITE 2900

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)  
02/03/2006

3. Issuer Name and Ticker or Trading Symbol  
Regency Energy Partners LP [RGNC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Common Units

5,353,896

D

A

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)  
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Subordinated Units	Â (1)	Â (1)	Common Units 19,103,896 \$ (1)	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hicks, Muse, Tate & Furst Equity Fund V, L.P. 1700 PACIFIC, SUITE 2900 DALLAS, TX 75201	Â	Â X	Â	Â
HM5/GP, LLC 1700 PACIFIC, SUITE 2900 DALLAS, TX 75201	Â	Â X	Â	Â

## Signatures

REGENCY ACQUISITION LP By: Regency Holdings LLC, its general partner, By: /s/ David W. Knickel, Vice President	02/07/2006
Signature of Reporting Person	Date
REGENCY HOLDINGS LLC By: /s/ David W. Knickel, Vice President	02/07/2006
Signature of Reporting Person	Date
HMTF REGENCY, L.P. By: HMTF Regency, L.L.C., its general partner, By: /s/ David W. Knickel, Vice President	02/07/2006
Signature of Reporting Person	Date
HMTF REGENCY, L.L.C., By: /s/ David W. Knickel, Vice President	02/07/2006
Signature of Reporting Person	Date
HICKS, MUSE, TATE & FURST EQUITY FUND V, L.P. By: HM5/GP LLC, its general partner, By: /s/ David W. Knickel, Vice President	02/07/2006
Signature of Reporting Person	Date
HM5/GP LLC, By: /s/ David W. Knickel, Vice President	02/07/2006
Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Subordinated Units shall convert into Common Units on a one-for-one basis after December 31, 2006, upon satisfaction of the conditions for conversion set forth in the Issuers First Amended and Restated Agreement of Limited Partnership. The conditions are based on the amount of quarterly distributions by the Issuer with respect to its Common Units and Subordinated Units. The Subordinated Units have no expiration date.

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### Remarks:

This Form 3 is filed by each of Regency Acquisition LP (Acquisition); Regency Holdings LLC (H

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HMTF Regency, L.L.C. (HMTF GP); Hicks, Muse, Tate & Furst Equity Fund V, L.P. (Fund V); is the general partner of Fund V, which is the sole member of HMTF GP, which is the general sole member of Holdings, which is the general partner of Acquisition, which directly owns the Company herein. HMTF Regency also owns all of the limited partner interest in Acquisition. Each reporting person disclaims beneficial ownership of these securities (except to the extent of such reporting person's interest in such securities described above), and this report shall not be deemed an admission that such reporting person is the owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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