

**CROSSTEX ENERGY GP, LLC
COMPENSATION COMMITTEE CHARTER**

As Amended and Restated April 30, 2013

Article I. Purpose and Duties

The Compensation Committee (the "Committee") has been established by the Board of Directors (the "Board") of Crosstex Energy GP, LLC (the "Company") to assist the Board in the oversight of the Company's compensation programs and to discharge the Board's duties relating to compensation of the Company's executive officers. The duties of the Committee are as follows:

1. The Committee has general oversight responsibility for the Company's compensation plans, policies and programs. This general oversight responsibility includes reviewing and approving compensation policies and practices for all employees, overall payroll, bonus plans, overall bonus payouts, setting bonus targets, and other general compensation matters.
2. By separate delegation, the Committee is authorized to make awards under the Company's Long Term Incentive Plan. The Committee will review and approve the total number of awards to be made from time to time. The allocation of those awards to employees that are not "Executive Officers" (as defined below) will be made by the Chief Executive Officer.
3. Not less than annually, the Committee will review the Company's executive compensation plans and policies. The Committee will review the corporate goals and objectives relevant to the compensation of the Chief Executive Officer, the other executive officers, and each other senior officer that the Committee or the Board may designate (collectively referred to as the "Executive Officers"). The Committee will evaluate the performance of the Chief Executive Officer, and together with the Chief Executive Officer, the performance of each other Executive Officer. The Committee will at least annually review each Executive Officer's base compensation, bonus, awards under the Company's Long Term Incentive Plans, and any other compensation, and make recommendations to the Board regarding each Executive Officer's compensation. The Chief Executive Officer cannot be present during any voting or deliberations by the Committee regarding his or her compensation.
4. The Committee will review and oversee the Company's succession plans and leadership development programs for the Chief Executive Officer and the other Executive Officers, including reviewing from time to time reports and presentations regarding human resources, executive development, staffing, training, performance management, career development and other related matters as necessary.
5. The Committee will review and approve the terms of any employment contracts, severance agreements, or other contracts with any Executive Officer, provided that the Board reserves to itself the approval of the compensation of the Executive Officers as provided in paragraph 3 above.

6. The Committee will prepare an annual report regarding executive compensation for the Company's proxy statement or other public documents, if the report is required.
7. Not less than annually, the Committee will review and assess the adequacy of this formal written charter.

Article II. Committee Membership

The Board will appoint the members of the Committee. The Committee may consist of two or more members of the Board. The Board must affirmatively determine that each member satisfies the independence requirements of the rules of the NASDAQ Global Select Market (including Rules 5605(a)(2) and 5605(d)(2)) or any other market on which the Company's securities are listed or any higher independence standard imposed by the Internal Revenue Code or other applicable law, or the rules of the Securities and Exchange Commission.

Each Committee member will serve until removed or replaced by the Board or until the Committee member ceases to be a Board member, if earlier.

The Board will designate a Chairperson of the Committee who will chair all regular sessions of the Committee and set the agendas for Committee meetings. If the Chairperson is absent from a particular meeting (or not designated by the Board), a majority of the members present will designate an acting chairperson for purposes of that meeting.

The Committee may delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Article III. Meetings

The Committee must meet at least once a year at the call of the Chairperson. Additional meetings may occur as the Committee or its Chairperson deem advisable.

A majority of Committee members is a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet in person, by telephone or videoconference and may take action by unanimous written consent to the fullest extent permitted by the Delaware General Corporation Law.

The Committee will keep minutes of all its proceedings and will report its actions to the Board directly or through its Chairperson. The Secretary or Assistant Secretary of the Company will take the minutes of each meeting of the Committee that he or she attends. If the Secretary or Assistant Secretary is not present, the Committee will designate a person that is present to serve as secretary of the meeting to take minutes. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

Article IV. Authority; Outside Advisers

The Committee has the resources and authority necessary to fulfill the purposes of the Committee and discharge its duties and responsibilities. In particular, the Committee may

retain outside counsel or other experts or consultants as it deems appropriate in its sole discretion without consulting with or obtaining the approval of any officer of the Company in advance. The Company must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to compensation consultants, outside legal counsel or any other advisers retained by the Committee. The Committee shall appoint, set the compensation, and oversee the work of compensation consultants, outside legal counsel and other advisers retained by the Committee. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company. The Committee will take all necessary steps to preserve the privileged nature of those communications.

In retaining or seeking advice from compensation consultants, outside legal counsel and other advisers, the Committee shall evaluate whether any conflict of interest exists and, in particular, shall consider the following factors:

1. the provision of other services to the Company by the person that employs the compensation consultant, outside legal counsel or other adviser;
2. the amount of fees received from the Company by the person that employs the compensation consultant, outside legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, outside legal counsel or other adviser;
3. the policies and procedures of the person that employs the compensation consultant, outside legal counsel or other adviser that are designed to prevent conflicts of interest;
4. any business or personal relationship of the compensation consultant, outside legal counsel or other adviser with a member of the Committee;
5. any units of Crosstex Energy, L.P. owned by the compensation consultant, outside legal counsel or other adviser; and
6. any business or personal relationship of the compensation consultant, outside legal counsel, other adviser or the person employing the foregoing with an Executive Officer of the Company.

The Committee may retain, or receive advice from, any compensation consultant, outside legal counsel or other adviser it prefers, including one that is not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other adviser that (1) acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or directors and that is generally available to all salaried employees or (2) provides information that is not customized for a particular company (or that is customized based on parameters that are not developed by the consultant or adviser) and about which the consultant or adviser does not provide advice.
