

CROSSTEX ENERGY GP, LLC

FINANCE COMMITTEE CHARTER

Adopted May 6, 2010

Article I. Purpose and Duties

The Finance Committee has been established by the Board of Directors (the “Board”) of Crosstex Energy GP, LLC (the “Company”) to assist the Board in discharging its duties in connection with the Company’s financial planning and significant financial transactions. The specific duties delegated by the Board to the Committee are as follow:

- A. Review and evaluate the Company’s distribution policy and review and make recommendations to the Board regarding the timing and amount of any distributions;
- B. Review and make recommendations to the Board regarding transactions that involve the sale or issuance of equity or debt securities;
- C. Review and make recommendations to the Board regarding transactions that involve the issuance, termination or material amendments to the Company’s senior secured credit facility;
- D. At the request of the Board, CEO, or the Chairman of the Board, review and make recommendations to the Board regarding material capital projects, acquisitions of assets or businesses, dispositions of assets or businesses, or any other material transactions; and
- E. Perform such other duties and responsibilities relating to the Company’s financial planning and transactions as requested by the Board, CEO, or the Chairman of the Board from time to time.

Article II. Committee Membership

The Board will appoint the members of the Committee. The Committee may consist of one or more members of the Board. 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 may meet as often as it determines necessary to discharge its duties at the call of the Chairperson. 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

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, at the Company's expense, 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. 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 not waive the attorney-client privilege of those communications without the approval of the Board.
