

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>First Reserve GP XI, Inc.</u> <hr/> (Last) (First) (Middle) <u>ONE LAFAYETTE PLACE</u> <hr/> (Street) <u>GREENWICH CT 06830</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/19/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>ENERGY LP [NRGY]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/19/2013</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
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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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>First Reserve GP XI, Inc.</u> <hr/> (Last) (First) (Middle) <u>ONE LAFAYETTE PLACE</u> <hr/> (Street) <u>GREENWICH CT 06830</u> <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>First Reserve GP XI, L.P.</u> <hr/> (Last) (First) (Middle) <u>ONE LAFAYETTE PLACE</u> <hr/> (Street) <u>GREENWICH CT 06830</u> <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>MACAULAY WILLIAM E</u> <hr/> (Last) (First) (Middle) <u>ONE LAFAYETTE PLACE</u> <hr/> (Street) <u>GREENWICH CT 06830</u> <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>FR Midstream Holdings LLC</u>
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(Last) (First) (Middle)
ONE LAFAYETTE PLACE

(Street)
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*
FR XI CMP Holdings LLC

(Last) (First) (Middle)
ONE LAFAYETTE PLACE

(Street)
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Crestwood Holdings Partners, LLC

(Last) (First) (Middle)
700 LOUISIANA STREET, SUITE 2060

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Crestwood Holdings II LLC

(Last) (First) (Middle)
700 LOUISIANA STREET, SUITE 2060

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Crestwood Holdings LLC

(Last) (First) (Middle)
700 LOUISIANA STREET, SUITE 2060

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Crestwood Gas Services Holdings LLC

(Last) (First) (Middle)
700 LOUISIANA STREET, SUITE 2060

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

Explanation of Responses:

Remarks:

(1) This amendment to the Initial Statement of Beneficial Ownership of Securities on Form 3 is being filed to include the Power of Attorney of William E. Macaulay, attached hereto as Exhibit 24. Exhibit List: Exhibit 24 - Power of Attorney of William E. Macaulay

No securities are beneficially owned.

/s/ Michael France, Managing Director for First Reserve GP 10/07/2013

<u>XI, Inc.</u>	
<u>/s/ Anne E. Gold, Attorney-in-Fact for William E. Macaulay</u>	<u>10/07/2013</u>
<u>/s/ Michael France, Managing Director for First Reserve GP XI, Inc. the General Partner of First Reserve GP XI, L.P.</u>	<u>10/07/2013</u>
<u>/s/ Michael France, Managing Director for First Reserve GP XI, Inc., the General Partner of First Reserve GP XI, L.P., the Managing Member of FR Midstream Holdings LLC</u>	<u>10/07/2013</u>
<u>/s/ Michael France, Managing Director for First Reserve GP XI, Inc., the General Partner of First Reserve GP XI, L.P., the Managing Member of FR Midstream Holdings LLC, the Managing Member of FR XI CMP Holdings LLC</u>	<u>10/07/2013</u>
<u>/s/ Joel C. Lambert, Senior Vice President for Crestwood Holdings Partners, LLC</u>	<u>10/07/2013</u>
<u>/s/ Joel C. Lambert, Senior Vice President for Crestwood Holdings II LLC</u>	<u>10/07/2013</u>
<u>/s/ Joel C. Lambert, Senior Vice President for Crestwood Holdings LLC</u>	<u>10/07/2013</u>
<u>/s/ Kelly J. Jameson, Senior Vice President for Crestwood Gas Services Holdings LLC</u>	<u>10/07/2013</u>

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY
(LIMITED)

KNOW ALL MEN BY THESE PRESENTS, that I, WILLIAM E. MACAULAY of the Town/City of GREENWICH, County of FAIRFIELD, State of CONNECTICUT, reposing special trust and confidence in ANNE E. GOLD, of the Town of RYE, County of WESTCHESTER, State of NEW YORK and/or, ROBERT J. GALLAGHER, of the Town of RYE, County of WESTCHESTER, State of NEW YORK, have made, constituted and appointed, and by these presents do make, constitute and appoint each of the said ANNE E. GOLD and/or ROBERT J. GALLAGHER, my true and lawful attorney-in-fact and agent, both FOR ME PERSONALLY and in my name, place and stead, IN MY CAPACITY AS AN OFFICER OR DIRECTOR OF:

FRC FOUNDERS CORPORATION ("FOUNDERS")
FIRST RESERVE CORPORATION, L.L.C. ("FRC")
FIRST RESERVE PARTNERS LIMITED ("FRPL")
FIRST RESERVE MANAGEMENT LIMITED ("FRML")
FIRST RESERVE GP XII LIMITED ("GP XII")
FIRST RESERVE GP XI, INC. ("GP XI")
FR XI OFFSHORE GP LIMITED ("OFFSHORE XI")
FR HORIZON GP LIMITED ("FR HORIZON")
FIRST RESERVE GP X, INC. ("GP X")
FR X OFFSHORE GP LIMITED ("OFFSHORE X")
FIRST RESERVE ENERGY INFRASTRUCTURE GP LIMITED ("FREI")

or any entity of which any the foregoing is the direct or indirect general partner or for which any of the foregoing otherwise has the authority to act (collectively with FOUNDERS, FRC, FRPL, FRML, GP XII, GP XI, OFFSHORE XI, FR HORIZON, GP X, OFFSHORE X, and FREI the "First Reserve Entities"), with full power and authority to do and perform each and every act necessary, as fully as I might do if personally present, to accomplish and complete the following acts or transactions:

1. With respect to any entity in which any First Reserve Entities have an investment (each a "Company"), sign on my behalf any and all filings (including filings with the Securities and Exchange Commission), agreements, notices or documents arising from, or related to any Company, including, (a) any holdings or investments of any First Reserve Entities in any Company; and (b) any holdings or investments of mine in any Company.

2. Seek or obtain, as my representative and on my behalf, from any third party, including brokers, employee benefit plan administrators and trustees, information on transactions involving any Company or the securities of any Company, and I hereby authorize any such persons to release any such information to either attorney-in-fact designated hereunder and approve and ratify any such release of information; and

3. Perform any and all other acts which in the discretion of either such attorney-in-fact are necessary or desirable for and on my behalf in connection with the foregoing.

I acknowledge that:

(a) this Power of Attorney authorizes, but does not require, either such attorney-in-fact to act in his or her discretion on information provided to either such attorney-in-fact without independent verification of such information;

(b) any documents prepared and/or executed by either such attorney-in-fact on my behalf pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as either such attorneys-in-fact, in his or her discretion, deems necessary or desirable;

(c) neither such attorney-in-fact nor any Company assumes (i) any liability for my responsibility to comply with the requirements of any law or regulation, including without limitation the Securities Act of 1933, as amended (the "Securities Act") or the Exchange Act of 1934, as amended (the "Exchange Act"), or (ii) any liability of mine for any failure to comply with such requirements; and

(d) this Power of Attorney does not relieve me from responsibility for compliance with my obligations under any law or regulation, including without limitation the requirements under the Securities Act and the Exchange Act.

I hereby give and grant ANNE E. GOLD and/or ROBERT J. GALLAGHER, in the capacity set forth above, full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as I might or could do if present, hereby ratifying all that either such attorney-in-fact of, for and on my behalf, shall lawfully do or cause to be done by virtue of

this Power of Attorney.

This POWER OF ATTORNEY shall remain in effect until revoked and shall not be affected by disability of the Principal.

EXECUTED this 11 day of April, 2012

/s/ William E. Macaculay

William E. Macaculay

STATE OF CONNECTICUT)

)SS.

COUNTY OF FAIRFIELD)

The foregoing instrument was acknowledged before me this 11 day of April, 2012, by William E. Macaulay, the Principal.

Witness my hand and official seal: _____, Notary My commission expires:

/S/ Anne E. Gold

Specimen Signature of Agent-Attorney
Anne E. Gold

/s/ Robert J. Gallagher

Specimen Signature of Agent-Attorney
Robert J. Gallagher

/s/ Maryann Ghirardelli

MARYANN GHIRARDELLI
NOTARY PUBLIC
STATE OF CONNECTICUT

My Commission Expires Jan. 31, 2017