

CROSSTEX ENERGY INC
Form 425
November 07, 2013

Filed by Devon Energy Corporation

Pursuant to Rule 425 of the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

of the Securities Exchange Act of 1934

Subject Company: Crosstex Energy, Inc.

Commission File No.: 000-50536

**Devon Energy Corporation posted an updated investor presentation on its website on November 7, 2013.
Excerpts of the presentation are as follows:**

Investor Presentation
November 2013

NYSE: DVN

www.devonenergy.com

Slide 2

Strategic Midstream Combination

Transaction Overview

Devon and Crosstex to

combine midstream assets to

form new midstream business

Increases scale and
diversification

Enhances growth profile
and financial strength

Benefits from high-quality
upstream sponsorship
Transaction expected to close
in first quarter of 2014

AUSTIN

CHALK

EAGLE

FORD

PERMIAN

BASIN

CANA-

WOODFORD

ARKOMA-

WOODFORD

BARNETT

SHALE

HAYNESVILLE

& COTTON

VALLEY

UTICA

MARCELLUS

LA

TX

OK

OH

WV

PA

Gathering System

Processing Plant

Fractionation Facility

North Texas Systems

LIG System

PNGL System

Cajun-Sibon Expansion

Howard Energy

Ohio River Valley Pipeline

Storage

Crude & Brine Truck Station

Brine Disposal Well

Barge Terminal

Rail Terminal

Strategic Midstream Combination

Benefits to Devon

Slide 3

Retains majority ownership of midstream business (GP 70%; MLP 53%)

Majority interest in public GP with incentive distributions at highest tier

Provides immediate market-based valuation for Devon's U.S. midstream business (Publicly held GP and MLP)

Provides low cost of capital vehicle

Investment-grade credit profile

Potential to fund future midstream growth capital

Potential to drop down additional midstream assets

Improves diversification, scale and growth trajectory of midstream business

NYSE: DVN

www.devonenergy.com

NYSE: DVN

www.devonenergy.com

Slide 4

Strategic Midstream Combination

Unlocking Value

Transaction highly accretive to shareholders

Initially valued assets at \$4.8 billion

Current market value of Devon's ownership interest
in new business:
\$6.5 billion

>20 times 2014e distributable cash flow

>15 times 2014e adjusted EBITDA

25% Devon's of market capitalization
Implies E&P valuation <5 times 2013e EBITDA

(
20% less than average peer group EBITDA multiple)

Note:

Peer group includes: APA, APC, CHK, COP, ECA, EOG, HES, MRO, MUR, NBL,
NFX, OXY, PXD, and TLM

Appendix B
Midstream & Financial

NYSE: DVN
www.devonenergy.com
Slide 6
New Midstream Business
Ownership Structure
Devon Energy Corporation
(NYSE: DVN)
General Partner

(New GP)
Master Limited Partnership
(MLP)
Devon Midstream
Holdings, LP
(Devon Holdings)
New GP
Public
Unitholders
30%
40% LP
53% LP
General Partner,
7% LP and
IDRs
50% LP
50% LP
100% Incentive Distribution Rights (IDRs)
Dist./Q
Splits
\$0.2500
2% / 98%
\$0.3125
15% / 85%
\$0.3750
25% / 75%
\$0.3750
50% / 50%
XTXI currently at
New GP
70%
New GP
Public
Unitholders
MLP
Public
Unitholders

MLP units
(120 MM units)
Slide 7
New Midstream Business
Transaction Overview
Transaction to be structured as a tax-free combination
Devon Energy Corporation
(NYSE: DVN)

General Partner
(New GP)
Master Limited Partnership
(MLP)
Devon Midstream
Holdings, LP
(Devon Holdings)
Crosstex Energy, Inc.
(NASDAQ: XTXI, Crosstex GP)
Crosstex Energy, L.P.
(NASDAQ: XTEX, Crosstex)
\$100
MM
50% LP
(w/no debt)
50% LP
(w/no debt)
Form Holdings
1-for-1 exchange
for New GP
\$2.00/share
53% ownership
New GP units
(115 MM units)
70% ownership
Devon forms and contributes
substantially all of its U.S. based
midstream assets to Devon
Holdings.
Devon contributes \$100 million in
cash and 50% LP interest in Devon
Holdings to the New GP in
exchange for 70% (115 MM units)
of the pro forma common units
outstanding of the New GP.
Devon contributes 50% LP interest
in Devon Holdings to MLP in
exchange for 53% (120 MM
units) of the pro forma common
units outstanding of MLP.
Each share of Crosstex GP is
exchanged for one unit of New GP.
The New GP will make a one-time
cash payment to Crosstex GP
shareholders.

Slide 8

New Midstream Business

2014e Financial Outlook

2014e adjusted EBITDA (pre-synergies)

\$700 MM combined

\$500 MM at the MLP

Synergies contribute to distributable cash flow growth:

Financial: \$25 MM annually

Operational: \$20 MM annually

GP distribution per unit

Increases 50% over XTXI 2013e dividend

Robust coverage of 1.5x

Coverage to decline over time to 1.0x

MLP distribution per unit

Increases 8-10% over XTEX 2013e distribution

Coverage of 1.1x

Long-term growth expectations of high single digits for MLP and 20% or greater for GP

Enhanced balance sheet capacity

Pro Forma

2014e Outlook

Combined Adjusted EBITDA

\$700 MM

MLP Adjusted EBITDA

\$500 MM

Distribution Per Unit (MLP)

\$1.47

Distribution Growth

8%

Dividend Per Unit (GP)

\$0.80

Dividend Growth

50%

Note:

Pro Forma 2014e Outlook is for illustrative purposes only and assumes full-year contribution of EBITDA. Includes Non-GAAP financial measure, see appendix for required disclosures.

NYSE: DVN
www.devonenergy.com
Slide 9
Debt Maturity Schedule
As of September 30, 2013
Due Date
Interest Rate
\$ In Billions

Commercial Paper

0.4%

\$1.6

January 2014

5.6%

\$0.5

July 2016

2.4%

\$0.5

May 2017

1.9%

\$0.8

July 2018

8.3%

\$0.1

January 2019

6.3%

\$0.7

July 2021

4.0%

\$0.5

May 2022

3.3%

\$1.0

2023+

4.8% -

8.0%

\$4.4

Total Debt

\$10.1

Cash and cash equivalents

\$4.3

Net Debt

\$5.8

Slide 10

Attractively Hedged

Oil Hedges

Oil Hedges

Q4 2013: 70 MBOPD swapped at \$100 per BBL

Q4 2013: 72 MBOPD collared at \$111 ceiling and \$91 floor

2014: 101 MBOPD protected at \$92 per BBL

WCS

WCS

Regional Oil Basis Swaps

Regional Oil Basis Swaps

Q4 2013: 40 MBOPD at a \$22 differential to WTI

Natural Gas Hedges

Natural Gas Hedges

Q4 2013: 1.0 BCFD swapped at \$4.09 per MCF

Q4 2013: 0.7 BCFD collared at \$4.28 ceiling and \$3.61 floor

2014: 1.0 BCFD protected at \$4.33 per MCF

Note:

The pricing points referenced above are weighted average prices.

NYSE: DVN

www.devonenergy.com

Slide 11

Sources and Uses of Cash

Before Share Buybacks and Dividends

\$ In Billions

2009

2010

| | |
|---------------------------|--|
| 2011 | |
| 2012 | |
| 2009-2012 | |
| Total | |
| Operating Cash Flow | |
| 4.8 | |
| 5.5 | |
| 6.2 | |
| 5.0 | |
| 21.5 | |
| Asset Sales / JV Proceeds | |
| 0.0 | |
| 7.0 | |
| 3.4 | |
| 1.5 | |
| 11.9 | |
| Capital Expenditures | |
| (5.4) | |
| (7.0) | |
| (7.6) | |
| (8.2) | |
| (28.2) | |
| Net Cash Effect | |
| (0.6) | |
| 5.5 | |
| 2.0 | |
| (1.7) | |
| 5.2 | |

Cautionary Note to Investors

Investors are urged to consider closely disclosures in Devon's and Crosstex's Form 10-K, available from the SEC by calling 1-800-333-3437 or at www.sec.gov.

Additional Information and Where to Find It

This presentation contains information about the proposed merger involving a Devon entity and Crosstex Energy Inc. In connection with the proposed merger, the General Partner entity will file with the Securities and Exchange Commission (SEC) a registration statement on Form S-4 that will contain information about the proposed merger. Investors and stockholders are urged to read the proxy statement/prospectus and other relevant documents filed or to be filed with the SEC (as they become available), and any other documents filed by Crosstex or Devon with the SEC, may be obtained free of charge at the SEC's website at www.sec.gov.

addition, shareholders will be able to obtain free copies of the proxy statement/prospectus from Crosstex Energy, Inc. by contacting
Attention: Investor Relations, 2501 Cedar Springs, Dallas, Texas 75201.

NYSE: DVN

www.devonenergy.com

Slide 12

Investor Notices Related to

Proposed Crosstex Transaction

Participants in the Solicitation

Devon, Crosstex and their respective directors and officers may be deemed to be participants in the solicitation of proxies from Devon and Crosstex in respect of the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of proxies from stockholders of Crosstex Energy, Inc. in connection with the proposed transaction, including a description of their direct or indirect ownership of Crosstex Energy, Inc. or otherwise, will be set forth in the proxy statement/prospectus when it is filed with the SEC. Information regarding Crosstex Energy, Inc. and its executive officers is contained in its Annual Report on Form 10-K for the year ended December 31, 2012, which is filed with the SEC. Information regarding Devon Energy's executive officers is contained in its Annual Report on Form 10-K for the year ended December 31, 2012, which is filed with the SEC.

Non-GAAP Financial Information

This presentation contains non-generally accepted accounting principle financial measures that Devon and Crosstex refer to as "Adjusted EBITDA." Adjusted EBITDA is defined as net income plus interest expense, provision for income taxes, depreciation and amortization expense, impairments, losses on non-cash derivatives, distribution from a limited liability company and non-controlling interest; less gain on sale of property and equipment of a limited liability company. Devon and Crosstex believe this non-GAAP measure is useful to investors because it may provide users of the information with a comparison between current results and prior-reported results. Adjusted EBITDA, as defined above, is not a measure of financial performance. This measure should not be considered in isolation or as an indicator of Devon's, Crosstex's or the New Company's performance. Adjusted EBITDA is not a measure of liquidity or a substitute for a metric prepared in accordance with GAAP.

Safe Harbor

Some of the information provided in this presentation includes "forward-looking statements" as defined by the Securities and Exchange Act of 1933. "forecasts," "projections," "estimates," "plans," "expectations," "targets," and other comparable terminology often identify forward-looking statements. Forward-looking statements concerning future performance are subject to a variety of risks and uncertainties that could cause Devon's or Crosstex's actual performance to differ materially from the forward-looking statements contained herein, including as a result of the items described under "Risk Factors" in Devon's or Crosstex's Annual Report on Form 10-K. Forward-looking statements include, but are not limited to, Devon's and Crosstex's ability to integrate their businesses successfully. Any forward-looking statement is made as of the date which such statement is made, and Devon and Crosstex undertake no obligation to correct or update any forward-looking statement to reflect subsequent information, future events or otherwise, except as required by applicable law.