

CROSSTEX ENERGY INC

Filed by

DEVON ENERGY CORP/DE

FORM 425

(Filing of certain prospectuses and communications in connection with business combination transactions)

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Address	C/O CROSSTEX ENERGY, INC. 2501 CEDAR SPRINGS STE 600 DALLAS, TX 75201
Telephone	2149539500
CIK	0001209821
Symbol	XTXI
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Pursuant to Rule 425 of the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
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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


devon

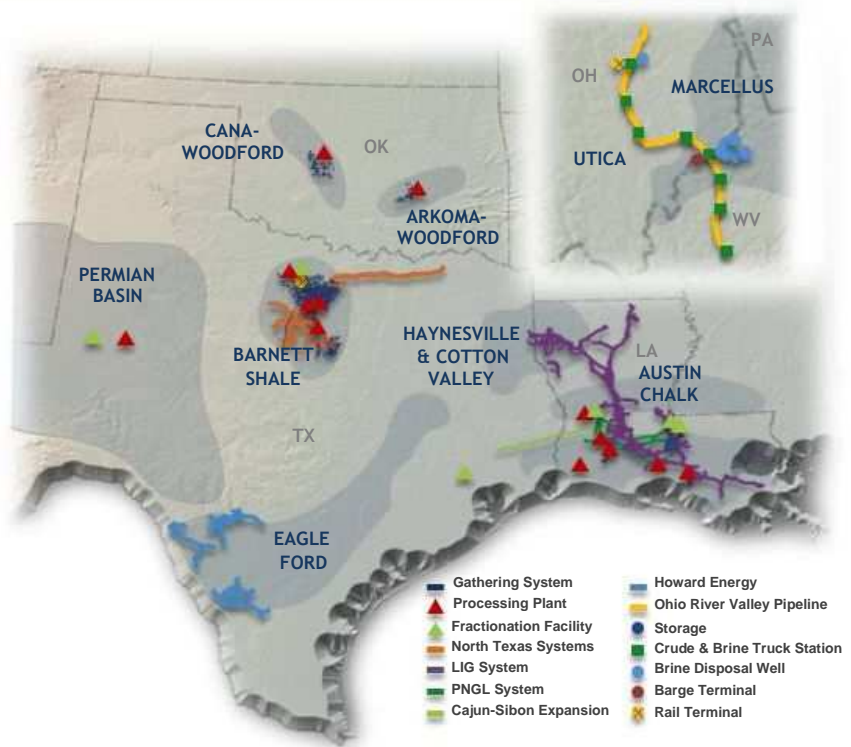
Strategic Midstream Combination

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



Strategic Midstream Combination

Benefits to Devon

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

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)

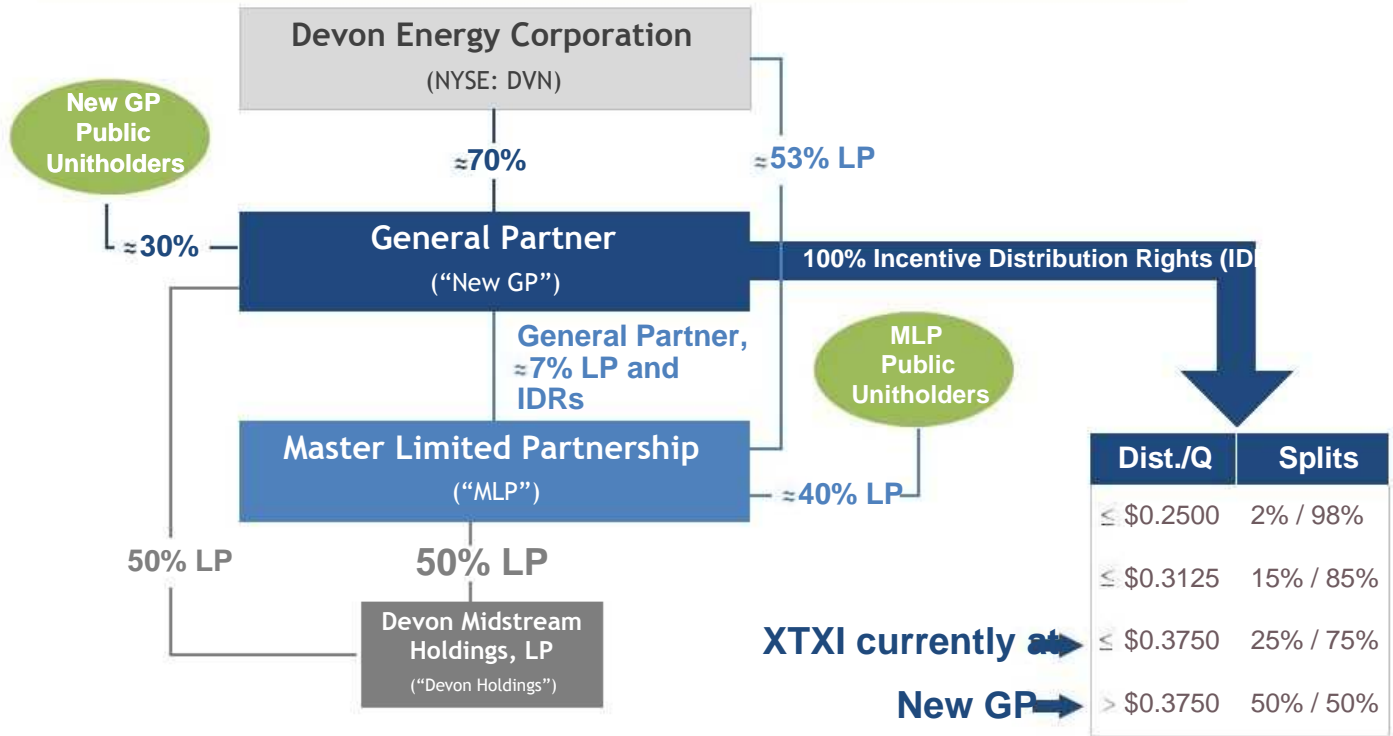
Note: Peer group includes: APA, APC, CHK, COP, ECA, EOG, HES, MRO, MUR, NBL, NFX, OXY, PXD, and TLM



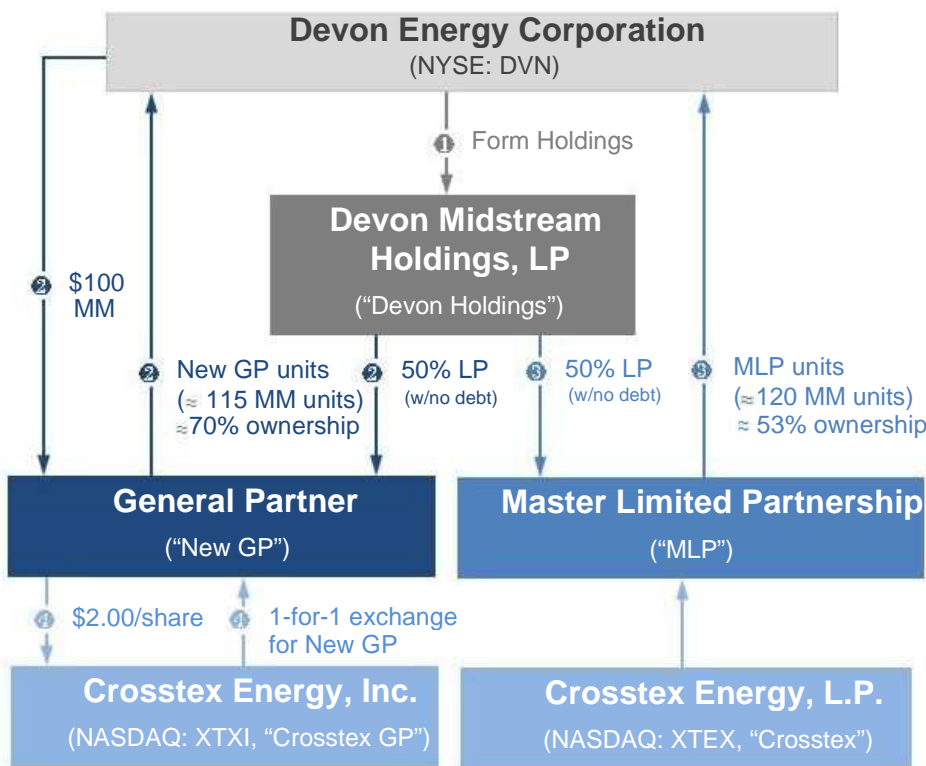
Appendix B

Midstream & Financial

New Midstream Business Ownership Structure



New Midstream Business Transaction Overview



Transaction to be structured as a tax-free combination

- 1 Devon forms and contributes substantially all of its U.S. based midstream assets to Devon Holdings.
- 2 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.
- 3 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.
- 4 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.

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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.

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

Attractively Hedged

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 - Regional Oil Basis Swaps

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

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.



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Sources and Uses of Cash

Before Share Buybacks and Dividends

\$ In Billions

	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	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

Investor Notices Related to Proposed Crosstex Transaction

Safe Harbor

Some of the information provided in this presentation includes “forward-looking statements” as defined by the Securities and Exchange Commission (SEC). Words such as “forecasts,” “projections,” “estimates,” “plans,” “expectations,” “targets,” and other comparable terminology often identify forward-looking statements. Such statements concerning future performance are subject to a variety of risks and uncertainties that could cause Devon’s or Crosstex’s actual results 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 most recent Form 10-K. These include, but are not limited to, Devon’s and Crosstex’s ability to integrate their businesses successfully. Any forward-looking statement speaks only as of the date on which such statement is made, and Devon and Crosstex undertake no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law.

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-SEC-0330 or from the SEC’s website 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 mergers, the new General Partner entity will file with the Securities and Exchange Commission (SEC) a registration statement on Form S-4 that will include a proxy statement/prospectus. Investors and stockholders are urged to read the proxy statement/prospectus and other relevant documents filed or to be filed with the SEC. These documents (when 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. In addition, shareholders will be able to obtain free copies of the proxy statement/prospectus from Crosstex Energy, Inc. by contacting Investor Relations by mail at Attention: Investor Relations, 2501 Cedar Springs, Dallas, Texas 75201.

Participants in the Solicitation

Devon, Crosstex and their respective directors and officers may be deemed to be participants in the solicitation of proxies from the stockholders of Crosstex Energy, Inc. 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 the stockholders of Crosstex Energy, Inc. in connection with the proposed transaction, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement/prospectus when it is filed with the SEC. Information regarding Crosstex Energy, Inc.’s directors and 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’s directors and 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, stock-based compensation, (gain) loss on non-cash derivatives, distribution from a limited liability company and non-controlling interest; less gain on sale of property and equity in income (loss) of limited liability company. Devon and Crosstex believe this non-GAAP measure is useful to investors because it may provide users of this financial information with a meaningful comparison between current results and prior-reported results. Adjusted EBITDA, as defined above, is not a measure of financial performance or liquidity under GAAP. This measure should not be considered in isolation or as an indicator of Devon’s, Crosstex’s or the New Company’s performance. Furthermore, it should not be seen as a measure of liquidity or a substitute for a metric prepared in accordance with GAAP.