

Constellation Energy Partners LLC  
Form DEFA14A  
December 06, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Confidential, for Use of the Commission  
Only  
(as permitted by Rule 14a-6(e)(2))**

**Constellation Energy Partners LLC**

*(Name of Registrant as Specified in Its Charter)*

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*(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)*

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

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(4) Date Filed:

**News Release**

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**Constellation Energy Partners Withdraws Proposals**

**Regarding Potential Change in Tax Election**

**HOUSTON** (BUSINESS WIRE) Dec. 6, 2012 Constellation Energy Partners LLC (NYSE MKT: CEP) today announced that it has withdrawn two proposals from consideration at the company's annual meeting, currently scheduled for Dec. 14, 2012, that would have facilitated an election by the company to be treated as a corporation rather than a partnership for income tax purposes.

The decision to withdraw the proposals comes after the company received a Class A Unitholder Ballot on Nov. 30, 2012 from Constellation Energy Partners Management, LLC (CEPM) indicating an election to vote all of the Class A units against both proposals. CEPM is a wholly owned affiliate of PostRock Energy Corporation.

The withdrawn proposals are Proposal Nos. 2 and 3 in the company's proxy statement for the annual meeting, and these proposals will not be presented for a vote at the annual meeting.

Approval of the proposals would have required the affirmative vote of both the holders of a majority of the company's common (or Class B) units outstanding and entitled to vote thereon, voting as a separate class, and the affirmative vote of the holders of a majority of the Class A units outstanding and entitled to vote thereon, voting as a separate class.

**About the Company**

Constellation Energy Partners LLC ([www.constellationenergypartners.com](http://www.constellationenergypartners.com)) is a limited liability company focused on the acquisition, development and production of oil and natural gas properties, as well as related midstream assets.