

Regency Energy Partners LP  
Form S-4/A  
December 19, 2013  
Table of Contents

As filed with the Securities and Exchange Commission on December 18, 2013

Registration No. 333-192184

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Amendment No. 1**  
**to**  
**FORM S-4**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**REGENCY ENERGY PARTNERS LP**  
**(Exact Name of Registrant as Specified in its Charter)**

<b>Delaware</b> (State or other jurisdiction of Incorporation or Organization)	<b>1311</b> (Primary Standard Industrial Classification Code Number) 2001 Bryan Street, Suite 3700	<b>16-1731691</b> (I.R.S. Employer Identification Number)
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Dallas, Texas 75201

(214) 750-1771

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Thomas E. Long

Regency GP LLC

2001 Bryan Street

Suite 3700

Dallas, Texas 75201

(214) 750-1771

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

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New York, NY 10103  
(212) 237-0000

(214) 953-6500

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after the effectiveness of this registration statement and the satisfaction or waiver of all other conditions to the closing of the merger described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

Table of Contents

**The information in this document is not complete and may be changed. Regency Energy Partners LP may not issue the securities described herein until the registration statement filed with the Securities and Exchange Commission is effective. This document is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**PRELIMINARY SUBJECT TO COMPLETION, DATED DECEMBER 18, 2013**

**MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT**

[            ], [            ]

Dear Unitholder:

On October 9, 2013, PVR Partners, L.P., which is referred to as PVR, and Regency Energy Partners LP, which is referred to as Regency, entered into a merger agreement, as amended, pursuant to which PVR will merge with and into Regency, with Regency continuing as the surviving entity. The board of directors of PVR GP, LLC, which is referred to as PVR GP, the general partner of PVR, has determined that the merger and the merger agreement are advisable and in the best interests of PVR and its unitholders, and has unanimously approved the merger agreement and the merger.

Under the terms of the merger agreement, holders of PVR common units and Class B units will receive 1.020 common units of Regency for each PVR unit held. In addition, PVR unitholders will receive a one-time cash payment at the closing of the merger estimated to be approximately \$40 million in the aggregate. The consideration to be received by PVR unitholders is valued at \$28.68 per common unit based on Regency's closing price as of October 9, 2013, representing a 25.7% premium to the closing price of PVR's common units of \$22.81 on October 9, 2013, and a 24.8% premium to the volume weighted average closing price of PVR's common units for the 10 trading days ending October 9, 2013.

Immediately following completion of the merger, it is expected that PVR unitholders will own approximately [            ]% of the outstanding common units of Regency, based on the number of common units of Regency outstanding, on a fully diluted basis, as of [            ]. The common units of PVR are traded on the New York Stock Exchange under the symbol PVR, and the common units of Regency are traded on the New York Stock Exchange under the symbol RGP.

We are holding a special meeting of unitholders on [            ] at [            ] a.m., local time, at [            ], to obtain your vote to adopt the merger agreement and the transactions contemplated thereby. **Your vote is very important, regardless of the number of units you own. The merger cannot be completed unless the holders of at least a majority of the outstanding PVR common units and PVR Class B units, voting together as a single class, vote for the adoption of the merger agreement and the transactions contemplated thereby at the special meeting.**

**The board of directors of PVR GP recommends that PVR unitholders vote FOR the adoption of the merger agreement and the transactions contemplated thereby, FOR the adjournment of the PVR special meeting if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the PVR special meeting and FOR the related compensation proposal.**

On behalf of the board of directors of PVR GP, I invite you to attend the special meeting. Whether or not you expect to attend the PVR special meeting in person, we urge you to submit your proxy as promptly as possible through one of the delivery methods described in the accompanying proxy statement/prospectus.

In addition, we urge you to read carefully the accompanying proxy statement/prospectus (and the documents incorporated by reference into the accompanying proxy statement/prospectus), which includes important information about the merger agreement, the proposed merger, PVR, Regency and the special meeting. **Please pay particular attention to the section titled Risk Factors beginning on page 30 of the accompanying proxy statement/prospectus.**

On behalf of PVR GP's board of directors, thank you for your continued support.

Sincerely,

William H. Shea, Jr.

*President and Chief Executive Officer of PVR GP, LLC, the  
general partner of PVR Partners, L.P.*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under the accompanying proxy statement/prospectus or determined that the accompanying proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

The accompanying proxy statement/prospectus is dated [            ], [            ] and is first being mailed to the unitholders of PVR on or about [            ], [            ].

Table of Contents

**Three Radnor Corporate Center, Suite 301**

**100 Matsonford Road**

**Radnor, Pennsylvania 19087**

**NOTICE OF SPECIAL MEETING OF UNITHOLDERS**

To the Unitholders of PVR Partners, L.P.:

Notice is hereby given that a special meeting of unitholders of PVR Partners, L.P., which is referred to as PVR, a Delaware limited partnership, will be held on [                    ], at [                    ] a.m., local time, at [                    ], solely for the following purposes:

***Proposal 1:*** to consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of October 9, 2013 (as it may be amended from time to time), which is referred to as the merger agreement, by and among PVR, PVR GP, LLC, the general partner of PVR (or PVR GP), Regency Energy Partners LP (or Regency), Regency GP LP and the general partner of Regency (or Regency GP), a copy of which agreement and an amendment thereto are attached as Annexes A-1 and A-2 to the proxy statement/prospectus accompanying this notice, and the transactions contemplated thereby;

***Proposal 2:*** to consider and vote on a proposal to approve the adjournment of the PVR special meeting, if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the special meeting; and

***Proposal 3:*** to consider and vote on a proposal to approve, on an advisory (non-binding) basis, the related compensation payments that will or may be paid by PVR to its named executive officers in connection with the merger.

These items of business, including the merger agreement and the proposed merger, are described in detail in the accompanying proxy statement/prospectus. **PVR GP's board of directors has determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger, are advisable and in the best interests of PVR and its unitholders and recommends that PVR unitholders vote FOR the proposal to adopt the merger agreement and the transactions contemplated thereby, FOR the adjournment of the PVR special meeting if necessary to solicit additional proxies in favor of such adoption and FOR the related compensation proposal.**

Only unitholders of record as of the close of business on [                    ], [                    ] are entitled to notice of the PVR special meeting and to vote at the PVR special meeting or at any adjournment or postponement thereof. A list of unitholders entitled to vote at the special meeting will be available in our offices located at Three Radnor Corporate Center, Suite 301, 100 Matsonford Road, Radnor, Pennsylvania 19087, during regular business hours for a period of ten days before the special meeting, and at the place of the special meeting during the meeting.

Adoption of the merger agreement and the transactions contemplated thereby by the PVR unitholders is a condition to the consummation of the merger and requires the affirmative vote of holders of at least a majority of the outstanding PVR common units and PVR Class B units, voting together as a single class. Therefore, your vote is very important. **Your failure to vote your units will have the same effect as a vote AGAINST the adoption of the merger agreement and the transactions contemplated thereby.**

**Table of Contents**

By order of the board of directors,

Bruce D. Davis, Jr.

*Executive Vice President, General Counsel and*

*Secretary*

Radnor, Pennsylvania

[            ], [            ]

**YOUR VOTE IS IMPORTANT!**

**WHETHER OR NOT YOU EXPECT TO ATTEND THE PVR SPECIAL MEETING IN PERSON, WE URGE YOU TO SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE (1) BY TELEPHONE, (2) VIA THE INTERNET OR (3) BY MARKING, SIGNING AND DATING THE ENCLOSED PROXY CARD AND RETURNING IT IN THE PREPAID ENVELOPE PROVIDED.** You may revoke your proxy or change your vote at any time before the PVR special meeting. If your common units are held in the name of a bank, broker or other fiduciary, please follow the instructions on the voting instruction card furnished to you by such record holder.

We urge you to read the accompanying proxy statement/prospectus, including all documents incorporated by reference into the accompanying proxy statement/prospectus, and its annexes carefully and in their entirety. If you have any questions concerning the merger, the adjournment vote, the advisory (non-binding) vote on the related compensation payments that will or may be paid by PVR to its named executive officers in connection with the merger, the special meeting or the accompanying proxy statement/prospectus, would like additional copies of the accompanying proxy statement/prospectus or need help voting your PVR units, please contact PVR's proxy solicitor:

[Name]

[Address]

Unitholders, call toll-free: [            ]

Banks and brokers, call collect: [            ]



**Table of Contents**

**ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates by reference important business and financial information about Regency and PVR from other documents filed with the Securities and Exchange Commission, referred to as the SEC, that are not included in or delivered with this proxy statement/prospectus. See [Where You Can Find More Information](#).

Documents incorporated by reference are available to you without charge upon written or oral request. You can obtain any of these documents by requesting them in writing or by telephone from the appropriate party at the following addresses and telephone numbers.

Regency Energy Partners LP	PVR Partners, L.P.
Investor Relations	Investor Relations
2001 Bryan Street, Suite 3700	Three Radnor Corporate Center
Dallas, Texas 75201	100 Matsonford Road, Suite 301
(214) 750-1771	Radnor, Pennsylvania 19087
	(610) 975-8200

**To receive timely delivery of the requested documents in advance of the PVR special meeting, you should make your request no later than [            ], [            ].**

**ABOUT THIS DOCUMENT**

This document, which forms part of a registration statement on Form S-4 filed with the SEC by Regency (File No. 333-192184), constitutes a prospectus of Regency under Section 5 of the Securities Act of 1933, as amended, which is referred to as the Securities Act, with respect to the Regency common units to be issued pursuant to the merger agreement. This document also constitutes a notice of meeting and a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, which is referred to as the Exchange Act, with respect to the special meeting of PVR unitholders, at which PVR unitholders will be asked to consider and vote on, among other matters, a proposal to adopt the merger agreement and the transactions contemplated thereby.

You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this proxy statement/prospectus. This proxy statement/prospectus is dated [            ], [            ]. The information contained in this proxy statement/prospectus is accurate only as of that date or, in the case of information in a document incorporated by reference, as of the date of such document, unless the information specifically indicates that another date applies. Neither the mailing of this proxy statement/prospectus to PVR unitholders nor the issuance by Regency of its common units pursuant to the merger agreement will create any implication to the contrary.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is unlawful to make any such

offer or solicitation in such jurisdiction.

The information concerning Regency contained in this proxy statement/prospectus or incorporated by reference has been provided by Regency, and the information concerning PVR contained in this proxy statement/prospectus or incorporated by reference has been provided by PVR.

Table of Contents

## TABLE OF CONTENTS

	<b>Page</b>
<u>QUESTIONS AND ANSWERS</u>	1
<u>SUMMARY</u>	9
<u>The Parties</u>	9
<u>The Merger</u>	9
<u>Merger Consideration</u>	9
<u>Treatment of Equity Awards</u>	9
<u>PVR Special Unitholder Meeting: Unitholders Entitled to Vote; Vote Required</u>	10
<u>Recommendation of PVR GP's Board of Directors and Its Reasons for the Merger</u>	11
<u>Opinion of the Financial Advisor to the Board of Directors of PVR GP</u>	11
<u>Regency Unitholder Approval is Not Required</u>	12
<u>Directors and Executive Officers of Regency After the Merger</u>	12
<u>Ownership of Regency After the Merger</u>	12
<u>Interests of Directors and Executive Officers of PVR in the Merger</u>	12
<u>Risks Relating to the Merger and Ownership of Regency Common Units</u>	13
<u>Material U.S. Federal Income Tax Consequences of the Merger</u>	14
<u>Accounting Treatment of the Merger</u>	15
<u>Listing of Regency Common Units; Delisting and Deregistration of PVR Common Units</u>	15
<u>No Appraisal Rights</u>	15
<u>Conditions to Completion of the Merger</u>	15
<u>Regulatory Approvals and Clearances Required for the Merger</u>	17
<u>No Solicitation by PVR of Alternative Proposals</u>	17
<u>Change in PVR GP Board Recommendation</u>	18
<u>Termination of the Merger Agreement</u>	18
<u>Expenses</u>	19
<u>Termination Fee</u>	19
<u>Comparison of Rights of Regency Unitholders and PVR Unitholders</u>	20
<u>Litigation Relating to the Merger</u>	20
<u>Organizational Chart</u>	20
<u>Selected Historical Consolidated Financial Data of Regency</u>	22
<u>Selected Historical Consolidated Financial Data of PVR</u>	24
<u>Selected Unaudited Pro Forma Condensed Combined Financial Information</u>	26
<u>Unaudited Comparative Per Unit Information</u>	27
<u>Comparative Unit Prices and Distributions</u>	28
<u>RISK FACTORS</u>	30
<u>Risk Factors Relating to the Merger</u>	30
<u>Risk Factors Relating to the Ownership of Regency Common Units</u>	37
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	46
<u>THE PARTIES</u>	48
<u>THE PVR SPECIAL MEETING</u>	50
<u>PROPOSAL 1: THE MERGER</u>	55
<u>Effect of the Merger</u>	55
<u>Background of the Merger</u>	56
<u>Certain Relationships Between Regency and PVR</u>	67

<u>Recommendation of PVR GP's Board of Directors and Its Reasons for the Merger</u>	67
<u>Opinion of the Financial Advisor to the Board of Directors of PVR GP</u>	70
<u>Unaudited Financial Projections of PVR</u>	84
<u>Regency's Reasons for the Merger</u>	85
<u>Interests of Certain Persons in the Transactions - Evercore</u>	86
<u>Interests of Certain Persons in the Transactions - Citi</u>	86
<u>Interests of Directors and Executive Officers of PVR in the Merger</u>	87

**Table of Contents**

<u>No Appraisal Rights</u>	92
<u>Accounting Treatment of the Merger</u>	92
<u>Regulatory Approvals and Clearances Required for the Merger</u>	92
<u>Directors and Executive Officers of Regency After the Merger</u>	93
<u>Listing of Regency Common Units</u>	93
<u>Delisting and Deregistration of PVR Common Units</u>	93
<u>Regency Unitholder Approval is Not Required</u>	93
<u>Ownership of Regency After the Merger</u>	93
<u>Restrictions on Sales of Regency Common Units Received in the Merger</u>	93
<u>Litigation Relating to the Merger</u>	93
<b><u>THE MERGER AGREEMENT</u></b>	95
<u>The Merger</u>	95
<u>Effective Time: Closing</u>	95
<u>Conditions to Consummation of the Merger</u>	96
<u>PVR Unitholder Approval</u>	98
<u>No Solicitation by PVR of Alternative Proposals</u>	99
<u>Change in PVR GP Board Recommendation</u>	100
<u>Merger Consideration</u>	101
<u>Treatment of Equity Awards</u>	102
<u>Adjustments to Prevent Dilution</u>	103
<u>Withholding</u>	103
<u>Distributions</u>	103
<u>Regulatory Matters</u>	103
<u>Termination of the Merger Agreement</u>	104
<u>Termination Fee</u>	105
<u>Expenses</u>	106
<u>Conduct of Business Pending the Consummation of the Merger</u>	106
<u>Indemnification; Directors and Officers Insurance</u>	109
<u>Employee Matters</u>	110
<u>Financing Matters</u>	111
<u>Amendment of PVR Partnership Agreement</u>	111
<u>Amendment and Waiver</u>	111
<u>Remedies: Specific Performance</u>	111
<u>Representations and Warranties</u>	112
<u>Issuance of PIK Units; Distributions</u>	113
<u>Additional Agreements</u>	113
<b><u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u></b>	114
<b><u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER</u></b>	119
<b><u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF REGENCY COMMON UNIT OWNERSHIP</u></b>	124
<b><u>DESCRIPTION OF REGENCY COMMON UNITS</u></b>	145
<b><u>COMPARISON OF RIGHTS OF REGENCY UNITHOLDERS AND PVR UNITHOLDERS</u></b>	146
<u>Purpose</u>	146
<u>Outstanding Units</u>	146
<u>Issuance of Additional Securities</u>	147
<u>Distributions of Available Cash</u>	147
<u>Incentive Distribution Rights</u>	152
<u>Adjustment to the Minimum Quarterly Distribution and Target Distribution Levels</u>	153

<u>Distributions of Cash upon Liquidation</u>	154
<u>Merger, Sale or Other Disposition of Assets</u>	154
<u>Election of General Partner and Directors of the General Partner</u>	155

**Table of Contents**

<u>Meetings; Voting</u>	156
<u>Advance Notice Requirements for Nominations and Other Proposals</u>	159
<u>Withdrawal or Removal of the General Partner</u>	161
<u>Transfer of General Partner Interests</u>	163
<u>Transfer of Incentive Distribution Rights</u>	163
<u>Limited Preemptive Right</u>	164
<u>Limited Call Right</u>	164
<u>Amendment of Partnership Agreement</u>	165
<u>Indemnification</u>	168
<u>Conflicts of Interest</u>	169
<u>Change of Management Provisions</u>	170
<u>Termination and Dissolution</u>	170
<u>Liquidation</u>	171
<u>Non-Citizen Assignees; Redemption</u>	172
<u>Transfer of Common Units; Status as Unitholder or Assignee</u>	172
<u>PROPOSAL 2: ADJOURNMENT OF THE PVR SPECIAL MEETING</u>	174
<u>PROPOSAL 3: ADVISORY VOTE ON RELATED COMPENSATION</u>	174
<u>PVR UNITHOLDER PROPOSALS</u>	175
<u>LEGAL MATTERS</u>	176
<u>EXPERTS</u>	176
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	177
 ANNEXES	
<u>ANNEX A-1 AGREEMENT AND PLAN OF MERGER</u>	A-1-1
<u>ANNEX A-2 AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER</u>	A-2-1
<u>ANNEX B OPINION OF EVERCORE GROUP, L.L.C.</u>	B-1

**Table of Contents**

**QUESTIONS AND ANSWERS**

*Set forth below are questions that you, as a unitholder of PVR, may have regarding the merger, the adjournment proposal, the related compensation proposal and the PVR special meeting, and brief answers to those questions. You are urged to read carefully this proxy statement/prospectus and the other documents referred to in this proxy statement/prospectus in their entirety, including the merger agreement and an amendment thereto, which are attached as Annexes A-1 and A-2 to this proxy statement/prospectus, and the documents incorporated by reference into this proxy statement/prospectus, because this section may not provide all of the information that is important to you with respect to the merger and the special meeting. You may obtain a list of the documents incorporated by reference into this proxy statement/prospectus in the section titled *Where You Can Find More Information*.*

**Q: Why am I receiving this proxy statement/prospectus?**

A: Regency and PVR have agreed to a merger, pursuant to which PVR will merge with and into Regency. Regency will continue its existence as the surviving entity, the separate existence of PVR will cease, and PVR will cease to be a publicly held limited partnership. In order to complete the merger, PVR unitholders must vote to adopt the Agreement and Plan of Merger, dated as of October 9, 2013, among PVR, PVR GP, Regency and Regency GP, which agreement, as amended by an amendment thereto dated as of November 7, 2013 and as may be further amended from time to time, is referred to as the merger agreement, and the transactions contemplated thereby. PVR is holding a special meeting of unitholders to obtain such unitholder approval. PVR unitholders will also be asked to approve, on an advisory (non-binding) basis, the related compensation payments that will or may be paid by PVR to its named executive officers in connection with the merger.

In the merger, Regency will issue Regency common units as the consideration to be paid to holders of PVR common units and Class B units. This document is being delivered to you as both a proxy statement of PVR and a prospectus of Regency in connection with the merger. It is the proxy statement by which the PVR GP board of directors is soliciting proxies from you to vote on the adoption of the merger agreement and the transactions contemplated thereby at the special meeting or at any adjournment or postponement of the special meeting. It is also the prospectus by which Regency will issue Regency common units to you in the merger.

**Q: What will happen in the merger?**

A: In the merger, PVR will merge with and into Regency. Regency will be the surviving limited partnership in the merger. The separate existence of PVR will cease following completion of the merger.

**Q: What will I receive in the merger?**

A: If the merger is completed, your PVR common units and Class B units will be cancelled and converted automatically into the right to receive (i) a number of Regency common units, which is referred to as the unit consideration, equal to 1.020 multiplied by the number of your PVR common units or Class B units and (ii) an



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amount of cash, which is referred to as the cash consideration and, together with the unit consideration, as the merger consideration, equal to the difference (if positive) between (x) PVR's annualized quarterly distribution immediately prior to the effective time of the merger and (y) 1.020 times Regency's annualized quarterly distribution prior to the effective time. This one-time cash payment is estimated to equal approximately \$40 million in the aggregate. PVR unitholders will receive cash for any fractional Regency common units that they would otherwise receive in the merger.

Based on the closing price for Regency common units on the New York Stock Exchange, which is referred to as the NYSE, on October 9, 2013, the last trading day before the public announcement of the merger

**Table of Contents**

agreement, and the last quarterly distributions declared by each of PVR and Regency prior to that date, the merger consideration represented approximately \$28.68 in value for each PVR unit. Based on the closing price of \$[ ] for Regency common units on the NYSE on [ ], the most recent practicable trading day prior to the date of this proxy statement/prospectus, and the last quarterly distributions declared by each of PVR and Regency prior to that date, the merger consideration represented approximately \$[ ] in value for each PVR common unit. The market price of Regency common units will fluctuate prior to the merger, and the market price of Regency common units when received by PVR unitholders after the merger is completed could be greater or less than the current market price of Regency common units. See **Risk Factors** beginning on page 30 of this proxy statement/prospectus.

**Q: What will happen to my PVR phantom units, restricted units and deferred common units in the merger?**

A: If the merger is completed, each outstanding PVR phantom unit, restricted unit and deferred common unit will be converted into the right to receive the merger consideration. PVR equity award holders will receive cash for any fractional Regency common units that they would otherwise receive in the merger. In the case of performance-based phantom units, except as otherwise expressly provided in the original grant terms of a particular award, performance will be deemed to be attained at target. See **The Merger Agreement Treatment of Equity Awards** beginning on page 102 of this proxy statement/prospectus.

**Q: What happens if the merger is not completed?**

A: If the merger agreement is not adopted by PVR unitholders or if the merger is not completed for any other reason, you will not receive any form of consideration for your PVR units in connection with the merger. Instead, PVR will remain an independent publicly traded limited partnership and its common units will continue to be listed and traded on the NYSE. If the merger agreement is terminated under specified circumstances, including if unitholder approval is not obtained, PVR will be required to pay all of the reasonably documented out-of-pocket expenses incurred by Regency and its affiliates in connection with the merger agreement and the transactions contemplated thereby, up to a maximum amount of \$20.0 million. In addition, if the merger agreement is terminated in specified circumstances, including due to an adverse recommendation change having occurred, PVR will be required to pay Regency a termination fee of \$134.5 million, less any expenses previously paid by PVR to Regency. Following payment of the termination fee, PVR will not be obligated to pay any additional expenses incurred by Regency or its affiliates. Please read **The Merger Agreement Expenses and Termination Fee** beginning on page 105 of this proxy statement/prospectus.

**Q: Will I continue to receive future distributions?**

A: Before completion of the merger, PVR expects to continue to pay its regular quarterly cash distribution on its common units, which currently is \$0.55 per PVR common unit. However, PVR and Regency will coordinate the timing of distribution declarations leading up to the merger so that, in any quarter, a holder of PVR common units will either receive distributions in respect of its PVR common units and Class B units or distributions in respect

of Regency common units that such holder will receive in the merger (but will not receive distributions in respect of both in any quarter). Receipt of the regular quarterly distribution will not reduce the merger consideration you receive. After completion of the merger, you will be entitled only to distributions on any Regency common units you receive in the merger and hold through the applicable distribution record date. While Regency provides no assurances as to the level or payment of any future distributions on its common units, and Regency determines the amount of its distributions each quarter, for the quarter ended September 30, 2013, Regency has declared a cash distribution of \$0.47 per Regency common unit, payable on November 14, 2013 to holders of record as of the close of business on November 4, 2013.

**Table of Contents**

**Q: What am I being asked to vote on?**

A: PVR's unitholders are being asked to vote on the following proposals:

**Proposal 1:** to adopt the merger agreement and an amendment thereto, copies of which are attached as Annexes A-1 and A-2 to this proxy statement/prospectus, and the transactions contemplated thereby;

**Proposal 2:** to approve the adjournment of the PVR special meeting, if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the special meeting; and

**Proposal 3:** to approve, on an advisory (non-binding) basis, the related compensation payments that will or may be paid by PVR to its named executive officers in connection with the merger.

The approval of the proposal to adopt the merger agreement and the transactions contemplated thereby by PVR unitholders is a condition to the obligations of PVR and Regency to complete the merger. Neither the approval of the proposal to adjourn the PVR special meeting, if necessary, nor the approval of the related compensation proposal is a condition to the obligations of PVR or Regency to complete the merger.

**Q: Does the board of directors of PVR's general partner recommend that unitholders adopt the merger agreement and the transactions contemplated thereby?**

A: Yes. The board of directors of PVR GP, the general partner of PVR, has unanimously approved the merger agreement and the transactions contemplated thereby, including the merger, and determined that these transactions are advisable and in the best interests of the PVR unitholders. Therefore, the board of directors of PVR GP unanimously recommends that you vote **FOR** the proposal to adopt the merger agreement and the transactions contemplated thereby at the special meeting. See **Proposal 1: The Merger Recommendation of PVR GP's Board of Directors and Its Reasons for the Merger** beginning on page 67 of this proxy statement/prospectus. In considering the recommendation of the board of directors of PVR GP with respect to the merger agreement and the transactions contemplated thereby, including the merger, you should be aware that directors and executive officers of PVR are parties to agreements or participants in other arrangements that give them interests in the merger that may be different from, or in addition to, your interests as a unitholder of PVR. You should consider these interests in voting on this proposal. These different interests are described under **Proposal 1: The Merger Interests of Directors and Executive Officers of PVR in the Merger** beginning on page 87 of this proxy statement/prospectus.

**Q: Does PVR GP's board of directors recommend that unitholders approve the adjournment of the PVR special meeting, if necessary?**

A: Yes. PVR GP's board of directors unanimously recommends that you vote **FOR** the proposal to adjourn the PVR special meeting if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger

agreement at the time of the PVR special meeting. See Proposal 2: Adjournment of the PVR Special Meeting beginning on page 174 of this proxy statement/prospectus.

**Q: What are the related compensation payments and why am I being asked to vote on them?**

A: The SEC has adopted rules that require PVR to seek an advisory (non-binding) vote on the related compensation payments. The related compensation payments are certain compensation payments that are tied to or based on the merger and that will or may be paid by PVR to its named executive officers in connection with the merger. This proposal is referred to as the related compensation proposal.

**Q: Does PVR GP's board of directors recommend that unitholders approve the related compensation proposal?**

A: Yes. The PVR GP board of directors unanimously recommends that you vote FOR the proposal to approve the related compensation payments that will or may be paid by PVR to its named executive officers in connection with the merger. See Proposal 3: Advisory Vote on Related Compensation beginning on page 174 of this proxy statement/prospectus.

**Table of Contents**

**Q: What happens if the related compensation proposal is not approved?**

A: Approval of the related compensation proposal is not a condition to completion of the merger. The vote is an advisory vote and is not binding. If the merger is completed, PVR will pay the related compensation to its named executive officers in connection with the merger even if PVR unitholders fail to approve the related compensation proposal.

**Q: What unitholder vote is required for the approval of each proposal?**

A: The following are the vote requirements for the proposals:

***Proposal 1: Adoption of the Merger Agreement.*** The affirmative vote of holders of at least a majority of the outstanding PVR common units and Class B units, voting together as a single class. Accordingly, abstentions and unvoted units will have the same effect as votes AGAINST adoption.

***Proposal 2: Adjournment of the PVR Special Meeting (if necessary).*** If a quorum is present at the meeting, the affirmative vote of at least a majority of the outstanding PVR common units and Class B units, voting together as a single class; *provided* that, if a quorum is not present at the meeting, the affirmative vote of holders of a majority of the outstanding PVR common units and Class B units entitled to vote at such meeting represented either in person or by proxy, voting together as a single class, will be required to approve the proposal. Accordingly, abstentions and unvoted units will have the same effect as votes AGAINST the proposal.

***Proposal 3: Approval of Related Compensation.*** The affirmative vote of at least a majority of the outstanding PVR common units and Class B units, voting together as a single class. Accordingly, abstentions and unvoted units will have the same effect as votes AGAINST the proposal.

**Q: What constitutes a quorum for the special meeting?**

A: At least a majority of the outstanding PVR common units and Class B units, voting together as a single class, must be represented in person or by proxy at the meeting in order to constitute a quorum.

**Q: When is this proxy statement/prospectus being mailed?**

A: This proxy statement/prospectus and the proxy card are first being sent to PVR unitholders on or about [            ].

**Q: Who is entitled to vote at the special meeting?**

A: Holders of each of PVR's common units outstanding and Class B units outstanding (as each is defined in PVR's agreement of limited partnership) as of the close of business on [ ], the record date, are entitled to one vote per unit at the special meeting.

As of the record date, there were [ ] common units outstanding and [ ] Class B units outstanding, all of which are entitled to vote at the special meeting.

**Q: When and where is the special meeting?**

A: The special meeting will be held at [ ], on [ ], at [ ] a.m., local time.

**Q: How do I vote my units at the special meeting?**

A: There are four ways you may cast your vote. You may vote:

*In Person.* If you are a unitholder of record, you may vote in person at the special meeting. Units held by a broker, bank or other nominee may be voted in person by you only if you obtain a legal proxy from the record holder (which is your broker, bank or other nominee) giving you the right to vote the units;

**Table of Contents**

*Via the Internet.* You may vote electronically via the Internet by accessing the Internet address provided on each proxy card (if you are a unitholder of record) or vote instruction card (if your units are held by a broker, bank or other nominee);

*By Telephone.* You may vote by using the toll-free telephone number listed on the enclosed proxy card (if you are a unitholder of record) or vote instruction card (if your units are held by a broker, bank or other nominee); or

*By Mail.* You may vote by filling out, signing and dating the enclosed proxy card (if you are a unith