

PVR PARTNERS, L. P.  
Form 425  
December 10, 2013

Filed by Regency Energy Partners LP pursuant  
to Rule 425 under the Securities Act of 1933 and  
deemed filed pursuant to Rule 14a-12 of the Securities  
Exchange Act of 1934.

Subject Company: PVR Partners, L.P.

Commission File No.: 001-16735

### **IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC**

**INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND THE REGISTRATION STATEMENT REGARDING THE TRANSACTION CAREFULLY WHEN THEY ARE AVAILABLE.** These documents (when they become available), and any other documents filed by PVR or Regency with the Securities and Exchange Commission (the SEC), may be obtained free of charge at the SEC's website, at [www.sec.gov](http://www.sec.gov). In addition, security holders will be able to obtain free copies of the proxy statement/prospectus (when available) from PVR by contacting Investor Relations by mail at Attention: Investor Relations, Three Radnor Corporate Center, Suite 301, 100 Matsonford Road, Radnor, Pennsylvania 19087.

### **PARTICIPANTS IN THE SOLICITATION**

Regency and PVR, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies in respect of the transactions contemplated by the Agreement and Plan of Merger. Information regarding the directors and executive officers of Regency GP LLC, the general partner of Regency's general partner, is contained in Regency's Form 10-K for the year ended December 31, 2012, which has been filed with the SEC. Information regarding PVR's directors and executive officers is contained in PVR's Form 10-K for the year ended December 31, 2012 and its proxy statement filed on April 25, 2013, which are filed with the SEC. A more complete description will be available in the Registration Statement and the Proxy Statement/Prospectus.

### **SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS**

Statements in this document regarding the proposed transaction between Regency and PVR, the expected timetable for completing the proposed transaction, future financial and operating results, benefits and synergies of the proposed transaction, future opportunities for the combined company and any other statements about Regency's or PVR's management's future expectations, beliefs, goals, plans or prospects constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing the words believes, plans, anticipates, expects, estimates and similar expressions) should also be considered to be forward-looking statements.

Regency and PVR cannot give any assurance that expectations and projections about future events will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties and assumptions. These risks and uncertainties include the risks that the proposed transaction may not be consummated or the benefits contemplated therefrom may not be realized. Additional risks include: the ability to obtain requisite regulatory and unitholder approval and the satisfaction of the other conditions to the consummation of the proposed transaction, the ability of

Regency to successfully integrate PVR's operations and employees and realize anticipated synergies and cost savings, the potential impact of the announcement or consummation of the proposed transaction on relationships, including with employees, suppliers, customers, competitors and credit rating agencies, the ability to achieve revenue, DCF and EBITDA growth, volatility in the price of oil, natural gas, and natural gas liquids, declines in the credit markets and the availability of credit for the combined company as well as for producers connected to the combined company's system and its customers, the level of creditworthiness of, and performance by counterparties and customers, the ability to access capital to fund organic growth projects and acquisitions, including significant acquisitions, and the ability to obtain debt and equity financing on satisfactory terms, the use of derivative financial instruments to hedge commodity and interest rate risks, the amount of collateral required to be posted from time-to-time, changes in commodity prices, interest rates, and demand for the combined company's services, changes in laws and regulations impacting the midstream sector of the natural gas industry, weather and other natural phenomena, acts of terrorism and war, industry changes including the impact of consolidations and changes in competition, the ability to obtain required approvals for construction or modernization of facilities and

the timing of production from such facilities, and the effect of accounting pronouncements issued periodically by accounting standard setting boards. Therefore, actual results and outcomes may differ materially from those expressed in such forward-looking statements.

These and other risks and uncertainties are discussed in more detail in filings made by Regency and PVR with the SEC, which are available to the public. Regency and PVR undertake no obligation to update publicly or to revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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Regency Energy Partners LP  
Wells Fargo MLP Conference  
December 10 -  
11, 2013

#### Forward-Looking Statements

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Certain matters discussed in this report include forward-looking statements. Forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. Statements using words such as anticipate, believe, intend, project, plan, expect, continue, estimate, goal, forecast, may or similar expressions help identify forward-looking statements. Although we believe our forward-looking statements are based on reasonable assumptions and current expectations and projections about future events,

we cannot give assurances that such expectations will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties and assumptions. Additional risks include, volatility in the price of oil, natural gas, and natural gas liquids, declines in the credit markets and the availability of credit for the Partnership as well as for producers connected to the Partnership's system and its customers, the level of creditworthiness of, and performance by the Partnership's counterparties and customers, the Partnership's ability to access capital to fund organic growth projects and acquisitions, and the Partnership's ability to obtain debt and equity financing on satisfactory terms, the Partnership's use of derivative financial instruments to hedge commodity and interest rate risks, the amount of collateral required to be posted from time-to-time in the Partnership's transactions, changes in commodity prices, interest rates, and demand for the Partnership's services, changes in laws and regulations impacting the midstream sector of the natural gas industry, weather and other natural phenomena, industry changes including the impact of consolidations and changes in competition, the Partnership's ability to obtain required approvals for construction or modernization of the Partnership's facilities and the timing of production from such facilities, and the effect of accounting pronouncements issued periodically by accounting standard setting boards. Therefore, actual results and outcomes may differ materially from those expressed in such forward-looking information.

In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than the Partnership has described. The Partnership undertakes no obligation to update publicly or to revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Adjusted EBITDA increased 50% and DCF increased 67% over Legacy third quarter 2012 results, respectively<sup>3</sup>

Average volumes for the third quarter of 2013 increased by more than 50% and NGL production increased 166%, compared to third quarter 2012 volumes

Lone Star's NGL Transportation throughput increased 30% compared to the third quarter of 2012

Revenue generating horsepower reached an all-time high

Key 2013 Highlights

3

1

Via Lone Star Joint Venture

2

Including assumption of net debt

3

Third quarter 2012 adjusted EBITDA results exclude SUGS

In September, announced public offering of \$400 million of

5.75% Senior Notes due 2020

Had approximately \$1 billion of available liquidity at the end of the third quarter

Pro forma leverage ratio of 4.1x as of 9/30/2013

Completed the acquisition of SUGS in May, and integration is substantially complete

Completed construction of 209,000 Bbls/d Gateway NGL

Pipeline and first two 100,000 Bbls/d Mont Belvieu fractionators<sup>1</sup>

Added more than 410 MMcf/d of processing capacity and 150

MMcf/d of treating capacity via organic growth projects

Completed projects continue ramp up in 2014

Creates a leading gathering and processing footprint in key, high-growth plays in the United States with a strong platform for additional growth

Adds a strong growth platform in the Marcellus and Utica Shales and significantly expands Regency's position in the Midcontinent

Expect approximately \$30 million in synergies per year

Anticipate project cash flows will contribute to significant increase in DCF and EBITDA over time

Further Strengthened Balance Sheet

Announced Plans to Purchase PVR Partners for \$5.6 Billion<sup>2</sup>

Delivered solid financial and operating performance,

driven by increased volumes in liquids-rich regions

Completed more than \$3 billion of major, organic growth projects and acquisitions in the last 12 months



4  
Expanding Asset Base  
1  
As of 9/30/12 and 9/30/2013, respectively  
2  
2012 throughput does not include SUGS  
3

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Via Haynesville Joint Venture, in which Regency has a 49.99% interest, and MEP Joint Venture, in which Regency has a 50% interest, in Harrison County, Texas to Caddo Parish, Louisiana

4

Via Lone Star Joint Venture, in which Regency has a 30% interest

Diversified asset portfolio is strategically positioned to benefit from drilling activity in liquids-rich plays

Asset Summary

2012<sup>1</sup>

2013<sup>1</sup>

Gathering Pipeline (miles)

6,345

11,945

Gathering and Processing

Throughput

(Mmbtu/d)

2

1.4 million

2.2 million

Treating/Processing Plants

11

19

Processing Capacity (MMcf/d)

695

1,600

Transportation Pipeline

(miles)

3

960

960

Contract Compression (HP)

873,000

1,014,000

NGL

Transportation

(miles)

4

1,170

1,740

NGL

Fractionation

(Bbls/d)

4

25,000

225,000

47

47

Eagle Ford

Increased capacity of Eagle Ford

Expansion Project by 125 MMcf/d

and added 150 MMcf/d of treating capacity

Permian

Acquired SUGS and completed

125 MMcf/d Ranch JV facility

Haynesville/Cotton Valley

Added 90 MMcf/d of

processing capacity

Midcontinent

Granite Wash

Mississippi Lime

Marcellus

Utica

NGL

Storage

(MMBbls/d)

4

5

Gathering & Processing: West Texas  
Year-Over-Year Growth<sup>1</sup>

Total volumes increased 410% over Legacy Q3 2012

NGL production increased 690% over Legacy Q3 2012

SUGS system integration complete

Processing capacity increased from 125 MMcf/d to 940 MMcf/d

Recently completed 140 MMcf/d of gathering expansions into Reeves County (Delaware Basin)  
2014 Opportunities

Currently constructing 125 MMcf/d of additional gathering capacity into Andrews and Culberson counties (Delaware Basin)

Plans to add 200 MMcf/d of incremental processing capacity in early 2015

Expanding condensate stabilization and transportation systems

1

Comparison is third quarter 2012 versus third quarter 2013; third quarter 2012 results exclude SUGS

Red Bluff Expansion

Ranch JV Expansion

6

Gathering & Processing: South Texas  
Year-Over-Year Growth<sup>1</sup>

Total South Texas volumes have increased nearly 40%

Total NGL production has increased nearly 40%

Eagle Ford Expansion Project volumes have increased  
60%

Increased total treating capacity from 170 MMcf/d to  
320 MMcf/d

Added 17,000 Bbls/d of oil gathering capacity  
2014 Opportunities

Continued volume ramp up across all systems

Pursuing approximately 70,000 Bbls/d of crude  
gathering

Expect to further increase treating capacity

1

Comparison is third quarter 2012 versus third quarter 2013; third quarter 2012 results exclude SUGS

Eagle Ford Expansion

Edwards Lime

Expansion

Tilden

Expansion

7  
Gathering & Processing: North Louisiana  
Dubach  
Expansion  
Dubberly  
Expansion  
2014 Opportunities



Completing construction of 400 MMcf/d of additional gathering capacity by January 1, 2014

Completing 200 MMcf/d processing upgrade at Dubberly

Planning to add 100 MMcf/d of gathering capacity

Evaluating new cryogenic processing expansion at Dubberly

Growth from Cotton Valley expected to bring new volumes to RIGS

1

Comparison is third quarter 2012 versus third quarter 2013; third quarter 2012 results exclude SUGS

Dubach volumes have increased more than 60%

Dubach NGL production has increased more than 50%

Increased processing capacity from 140 MMcf/d to 210 MMcf/d

Built 22 miles of high-pressure gathering pipeline with a capacity of 100 MMcf/d

8  
Lone Star Opportunities  
Expect Lone Star's EBITDA to increase significantly as projects come online and volumes ramp up in 2014 and 2015  
West Texas Gateway NGL  
Pipeline  
Frac 1 & 2

Mariner  
South  
209,000 Bbls/d Gateway Pipeline in service and began  
ramp up  
Announced 6 million Bbls/month LPG export facility  
(In service 2015)  
Continued volume ramp up on Gateway and Fracs I and II  
Permitting 100,000 Bbls/d Frac III  
Evaluating expansion of NGL transportation capacity from  
Permian Basin  
Opportunities to expand downstream transportation  
infrastructure and NGL purity product markets  
Year-Over-Year Growth  
2014  
Opportunities  
Added  
200,000  
Bbls/d  
of  
Fractionation  
Capacity  
(Frac  
II  
came  
online  
November  
2013)

Contract Services Opportunities

New opportunities driving increased capex spending for compression due to continued strong demand, particularly in the Permian Basin, Eagle Ford, Niobrara and Appalachian Shales

Contract Compression Growth Opportunities

As of November 1

st

, have approximately

50,000 HP booked to be set for the remainder of 2013

Larger gas-lift opportunities and turn-key facility installations, including for compression and production facilities, will drive growth in the Eagle Ford and Permian

100,000

HP

potential

Oil and liquids activity is increasing Utica Shale

opportunities

for

2014

40,000

HP

potential

Expect additional growth in the Niobrara Shale as customers solidify expansion plans

40,000

HP

potential

Other

20,000

HP

potential

9

Barnett/Haynesville

Marcellus/Utica

Niobrara

Fayetteville

Permian/Avalon/

Bone Spring

Granite Wash

Gulf Coast

Eagle Ford

Overview of PVR  
Partners Acquisition

Strategic Highlights

Combination of Regency and PVR creates a premiere, diversified gas gathering and processing MLP with scaled presence in the most economic, high-growth, oil and gas plays in North America

Increased Scale and  
Basin Diversification

PVR  
adds

a  
strategic  
presence  
in  
three  
prolific  
areas;  
the  
Marcellus  
and  
Utica  
Shales  
in  
the  
Appalachian  
Basin, and the Granite Wash in the Mid-Continent  
Meaningful Growth  
Projects  
PVR has several projects under development or construction  
which are expected to add significant  
volumes in 2015  
Announced Utica Ohio River Project will provide a substantial growth opportunity with in-service date  
early 2015  
First-mover  
advantage  
Significant upside  
Acquisition of Largely  
Fee-Based EBITDA  
Stable contracted, fee-based asset portfolio with a majority of PVR gross margin under fixed-fee  
contracts  
Marcellus expected to comprise ~55% of PVR EBITDA in 2013E  
and is all fee-based; significant demand  
charges on trunklines  
Enhanced Long-Term  
Value Creation  
Significant increase in EBITDA and DCF expected over time as the combined company benefits from  
project cash flows  
Estimate achieving synergies of approximately \$30 million per year (beginning in year 1)  
Transaction and pro forma credit profile is in keeping with Regency long-term investment grade rating  
objective  
11  
Combination strengthens Regency's position for long-term distribution growth



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Expanding Asset Base

Pro Forma Asset Base

PVR combination will expand Regency's position in the major growth plays in the lower 48

Expands reach into

Cline Shale

Greatly expands

Midcontinent

into Granite Wash

Mississippi Lime

Adds major position in

Marcellus and

Utica Shales

1

As of 9/30/13

2

Operated within Regency's Gathering & Processing Segment

3

Via Haynesville Joint Venture, in which Regency has a 49.99% interest, and MEP Joint Venture, in which Regency has a 50%

Harrison County, Texas to Caddo Parish, Louisiana

4

Via Lone Star Joint Venture, in which Regency has a 30% interest

Announced Utica Ohio

River Project

1

Gathering Pipeline (miles)

16,738

Treating/Processing Plants

25

Transportation Pipeline (miles)

960

Contract Compression (HP)

1,014,000

NGL Transportation (miles)

1,740

NGL Fractionation (Bbls/d)

225,000

NGL Storage

(MMBbls/d)

47

Pro Forma Asset Summary

4

4

2

3

4

13

Marcellus Productivity: Finding the Sweet Spots

Source: U.S. Capital Advisors

Indicates county in which PVR has operations in service

Indicates county in which PVR has acreage dedications/systems under development

PVR's assets sit in most of the top producing counties in the Marcellus Shale

Marcellus Productivity Rankings

Source: U.S. Capital Advisors

Marcellus EUR Scatter by County

PVR has assets in 6 of the 10 counties generating the highest EURs in the Marcellus Shale

Indicates county in which PVR has operations

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Summary  
15  
Extensive  
midstream  
portfolio  
and  
strong

position  
in  
majority  
of  
high-growth  
shale  
plays  
driving  
expansion opportunities  
Strong Visibility for  
Continued Growth  
High-Quality Assets  
Integrated Midstream  
Platform  
Focused on Execution

Completed \$3+ billion in  
organic projects and  
acquisitions with continued  
ramp up in 2014 and beyond

PVR acquisition will add  
considerable scale and  
significant growth  
opportunities, which supports  
long-term distribution growth

New organic growth  
opportunities continue to  
develop across all operating  
areas

Assets strategically located in  
majority of the most prolific  
shale plays and basins

Strong position in oil and  
liquids-rich plays driving  
significant organic growth  
program

High percentage of fee-based  
margins

Comprehensive midstream  
service provider with  
significant presence across  
the midstream value chain

Diversity of business mix,

large scale, along with  
strategically located assets  
enhances stability of cash  
flows

SUGS integration  
substantially complete

PVR integration plan  
underway

Continue to develop and  
execute organic projects on  
time and within budget

Maintain strong balance  
sheet and financial flexibility  
Regency is well positioned for long-term distribution growth

Appendix



17

Recently Completed Expansions

1.

Represents Regency s 33.33% share

2.

Represents Regency s 30% share

3.

Represents Regency's 60% share

4.  
Represents total project costs. Regency's expected costs since April 30, 2013 are expected to be \$69 million  
Project

RGP Growth Capital  
(\$ in millions)

Estimated Completion Date

Expected Ramp Up

Ranch

JV

Processing

Facility

1

\$33

Refrigeration Plant June 2012

Cryogenic Processing Plant

Operational December 2012

Currently operating at 75% capacity; 100% contracted  
under firm contracts

Lone

Star

Gateway

NGL

Pipeline

2

\$275

December 2012

Expect volumes to continue to increase in  
2014 and 2015

Lone

Star

Fractionator

1

2

\$118

December 2012

Throughput reached 72,000 Bbls/d for Q3 2013; 100%  
contracted

Tilden Treating Plant Expansion

\$40

January 2013

Volumes have increased more than 40% since the  
expansion came online in January 2013

Dubach Expansion

\$75

JT Plant November 2012

Cryogenic Processing Plant June 2013

Legacy and expanded cryogenic operating at 100%  
capacity

Red

Bluff

Expansion

4

\$330

In service August 2013

Currently flowing at 70% of capacity which will increase with new gathering tie ins and additional expansion planned for the area

Edwards Lime JV Gathering

System

Expansion

3

\$90

Online Q3 2013

Increased capacity of the treating facility by nearly 45% and Q3 2013 volumes have increased 28% over Q3 2012

Added 17,000 Bbls/d oil gathering system that is currently flowing 10,000 Bbls/d

Lone

Star

Fractionator

2

2

\$105

Q4 2013

Expect volumes to tier up into 2015

Eagle Ford Expansion

\$490

Ongoing; Final Completion Early 2014

Build out 90% complete; Moving over 400 million a day, handling three-phase flow of oil, gas and water

Total Growth Capital

\$1,556

100% fee-based:

Firm reservation charges provide a floor on returns

Additional volumetric fees based upon actual volumes

Gathering Pipeline / Trunkline Miles: 252

Well Connects: 261 (through July 31, 2013)

2013 Q2 Volume (MMcfd): 1,310

377,000+ dedicated acres with substantial producers committed to development

Fresh water pipeline JV supplies producers