

EnLink Midstream Partners, LP  
Form SC 13D/A  
April 01, 2015

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 13D/A

(Amendment No. 1)

Under the Securities Exchange Act of 1934

### EnLink Midstream Partners, LP

(Name of Issuer)

Common Units

(Title of Class of Securities)

29336U 10 7

(CUSIP Number)

Lyndon C. Taylor

Executive Vice President and General Counsel

Devon Energy Corporation

333 W. Sheridan Ave.

Oklahoma City, OK 73102-5015

Tel: (405) 235-3611

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 17, 2015

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See

§240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Common Unit CUSIP No. 29336U 10 7

1 NAME OF REPORTING PERSON

Devon Energy Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a):  (b):

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 147,130,063 Units (1)

SOLE DISPOSITIVE POWER

REPORTING

10 SHARED DISPOSITIVE POWER

PERSON

WITH

147,130,063 Units (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

147,130,063 Units (1)

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.55% (2)

14 TYPE OF REPORTING PERSON

CO corporation

- (1) Devon Gas Services, L.P., a Texas limited partnership ( Devon Gas Services ), is the record holder of 87,128,717 common units ( Common Units ) representing limited partner interests in EnLink Midstream Partners, LP, a Delaware limited partnership ( EnLink MLP or the Issuer ), Southwestern Gas Pipeline, L.L.C., a Texas limited liability company (formerly known as Southwestern Gas Pipeline, Inc.) ( Southwestern Gas ), is the record holder of 10,951,883 Common Units, EnLink Midstream, Inc., a Delaware corporation (formerly known as Crosstex Energy, Inc.) ( EMI ), is the record holder of 17,431,152 Common Units and Acacia Natural Gas Corp I, Inc., a Delaware corporation ( Acacia ), is the record holder of 31,618,311 Class D common units ( Class D Units ) representing limited partner interests in the Issuer. The Class D Units will convert into Common Units on a one-for-one basis on the first business day following the record date with respect to the distribution for the first quarter of 2015. Common Units and Class D Units are sometimes collectively referred to herein as the Units. As the indirect owner of (i) 100% of the outstanding limited and general partner interests in Devon Gas Services, (ii) 100% of the outstanding limited liability company interests of Southwestern Gas and (iii) 70.33% of the outstanding membership interest in EnLink Midstream, LLC, a Delaware limited liability company ( EnLink Midstream ) (as well as 100% of the outstanding membership interest in EnLink Midstream Manager, LLC, EnLink Midstream s managing member and a Delaware limited liability company ( EnLink Midstream Manager )), which is the holder of 100% of the outstanding common stock of each of EMI and Acacia, the Reporting Person may be deemed to beneficially own all of the Common Units held by Devon Gas Services, Southwestern Gas and EMI and all of the Class D Units held by Acacia. As the indirect owner of 100% of the outstanding limited liability company interests of EnLink Midstream GP, LLC, a Delaware limited liability company and the general partner of EnLink MLP (the General Partner ), the Reporting Person may also be deemed to be the indirect beneficial owner of (i) the incentive distribution rights (which represent the right to receive increasing percentages of quarterly distributions in excess of specified amounts) (the incentive distribution rights ) and (ii) the approximately 0.55% general partner interest in EnLink MLP. The Reporting Person disclaims beneficial ownership of the reported securities in excess of its pecuniary interests therein.
- (2) Based on a total of 291,034,166 units outstanding as of April 1, 2015 (including 6,704,285 Class C common units ( Class C Units ) representing limited partner interests in the Issuer and 31,618,311 Class D Units).

Common Unit CUSIP No. 29336U 10 7

1 NAME OF REPORTING PERSON

2 Devon Energy Corporation (Oklahoma)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a):  (b):   
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO (see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 ..  
CITIZENSHIP OR PLACE OF ORGANIZATION

Oklahoma, United States  
NUMBER OF 7 SOLE VOTING POWER

SHARES  
8 SHARED VOTING POWER  
BENEFICIALLY

OWNED BY  
EACH 9 147,130,063 Units (1)  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON 10 SHARED DISPOSITIVE POWER

WITH  
147,130,063 Units (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

147,130,063 Units (1)

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.55% (2)

14 TYPE OF REPORTING PERSON

CO corporation

- (1) Devon Gas Services is the record holder of 87,128,717 Common Units, Southwestern Gas is the record holder of 10,951,883 Common Units, EMI is the record holder of 17,431,152 Common Units and Acacia is the record holder of 31,618,311 Class D Units. The Class D Units will convert into Common Units on a one-for-one basis on the first business day following the record date with respect to the distribution for the first quarter of 2015. As the indirect owner of (i) 100% of the outstanding limited and general partner interests in Devon Gas Services, (ii) 100% of the outstanding limited liability company interests of Southwestern Gas and (iii) 70.33% of the outstanding membership interest in EnLink Midstream (as well as 100% of the outstanding membership interest in EnLink Midstream Manager, EnLink Midstream's managing member), which is the holder of 100% of the outstanding common stock of each of EMI and Acacia, the Reporting Person may be deemed to beneficially own all of the Common Units held by Devon Gas Services, Southwestern Gas and EMI and all of the Class D Units held by Acacia. As the indirect owner of 100% of the outstanding limited liability company interests of the General Partner, the Reporting Person may also be deemed to be the indirect beneficial owner of (i) the incentive distribution rights and (ii) the approximately 0.55% general partner interest in EnLink MLP. The Reporting Person disclaims beneficial ownership of the reported securities in excess of its pecuniary interests therein.
- (2) Based on a total of 291,034,166 units outstanding as of April 1, 2015 (including 6,704,285 Class C Units and 31,618,311 Class D Units).

Common Unit CUSIP No. 29336U 10 7

1 NAME OF REPORTING PERSON

Devon Gas Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a):  (b):

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 147,130,063 Units (1)  
SOLE DISPOSITIVE POWER

REPORTING

10 SHARED DISPOSITIVE POWER

PERSON

WITH

147,130,063 Units (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

147,130,063 Units (1)

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.55% (2)

14 TYPE OF REPORTING PERSON

CO corporation

- (1) Devon Gas Services is the record holder of 87,128,717 Common Units, Southwestern Gas is the record holder of 10,951,883 Common Units, EMI is the record holder of 17,431,152 Common Units and Acacia is the record holder of 31,618,311 Class D Units. The Class D Units will convert into Common Units on a one-for-one basis on the first business day following the record date with respect to the distribution for the first quarter of 2015. As the owner of (i) 100% of the outstanding limited and general partner interests in Devon Gas Services, (ii) 100% of the outstanding limited liability company interests of Southwestern Gas and (iii) 70.33% of the outstanding membership interest in EnLink Midstream (as well as 100% of the outstanding membership interest in EnLink Midstream Manager, EnLink Midstream's managing member), which is the holder of 100% of the outstanding common stock of each of EMI and Acacia, the Reporting Person may be deemed to beneficially own all of the Common Units held by Devon Gas Services, Southwestern Gas and EMI and all of the Class D Units held by Acacia. As the indirect owner of 100% of the outstanding limited liability company interests of the General Partner, the Reporting Person may also be deemed to be the indirect beneficial owner of (i) the incentive distribution rights and (ii) the approximately 0.55% general partner interest in EnLink MLP. The Reporting Person disclaims beneficial ownership of the reported securities in excess of its pecuniary interests therein.
- (2) Based on a total of 291,034,166 units outstanding as of April 1, 2015 (including 6,704,285 Class C Units and 31,618,311 Class D Units).



Common Unit CUSIP No. 29336U 10 7

1 NAME OF REPORTING PERSON

Southwestern Gas Pipeline, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a):  (b):

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas, United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 10,951,883 Common Units  
SOLE DISPOSITIVE POWER

REPORTING

10 SHARED DISPOSITIVE POWER

PERSON

WITH

10,951,883 Common Units

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,951,883 Common Units

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.76% (1)

14 TYPE OF REPORTING PERSON

OO limited liability company

(1) Based on a total of 291,034,166 units outstanding as of April 1, 2015 (including 6,704,285 Class C Units and 31,618,311 Class D Units).

Common Unit CUSIP No. 29336U 10 7

1 NAME OF REPORTING PERSON

Devon Gas Operating, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a):  (b):

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 136,178,180 Units (1)  
SOLE DISPOSITIVE POWER

REPORTING

10 SHARED DISPOSITIVE POWER

PERSON

WITH

136,178,180 Units (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

136,178,180 Units (1)

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

46.79% (2)

14 TYPE OF REPORTING PERSON

CO corporation

- (1) Devon Gas Services is the record holder of 87,128,717 Common Units, EMI is the record holder of 17,431,152 Common Units and Acacia is the record holder of 31,618,311 Class D Units. The Class D Units will convert into Common Units on a one-for-one basis on the first business day following the record date with respect to the distribution for the first quarter of 2015. As the general partner of Devon Gas Services and the indirect owner of 70.33% of the outstanding membership interest in EnLink Midstream (as well as 100% of the outstanding membership interest in EnLink Midstream Manager, EnLink Midstream's managing member), which is the holder of 100% of the outstanding common stock of each of EMI and Acacia, the Reporting Person may be deemed to beneficially own all of the Common Units held by Devon Gas Services and EMI and all of the Class D Units held by Acacia. As the indirect owner of 100% of the outstanding limited liability company interests of the General Partner, the Reporting Person may also be deemed to be the indirect beneficial owner of (i) the incentive distribution rights and (ii) the approximately 0.55% general partner interest in EnLink MLP. The Reporting Person disclaims beneficial ownership of the reported securities in excess of its pecuniary interests therein.
- (2) Based on a total of 291,034,166 units outstanding as of April 1, 2015 (including 6,704,285 Class C Units and 31,618,311 Class D Units).

Common Unit CUSIP No. 29336U 10 7

1 NAME OF REPORTING PERSON

Devon Gas Services, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a):  (b):

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas, United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 136,178,180 Units (1)  
SOLE DISPOSITIVE POWER

REPORTING

10 SHARED DISPOSITIVE POWER

PERSON

WITH

136,178,180 Units (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

136,178,180 Units (1)

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

46.79% (2)

14 TYPE OF REPORTING PERSON

OO limited partnership

- (1) Devon Gas Services is the record holder of 87,128,717 Common Units, EMI is the record holder of 17,431,152 Common Units and Acacia is the record holder of 31,618,311 Class D Units. The Class D Units will convert into Common Units on a one-for-one basis on the first business day following the record date with respect to the distribution for the first quarter of 2015. As the owner of 70.33% of the outstanding membership interest in EnLink Midstream (as well as 100% of the outstanding membership interest in EnLink Midstream Manager, EnLink Midstream's managing member), which is the holder of 100% of the outstanding common stock of each of EMI and Acacia, the Reporting Person may be deemed to beneficially own all of the Common Units held by EMI and all of the Class D Units held by Acacia. As the indirect owner of 100% of the outstanding limited liability company interests of the General Partner, the Reporting Person may also be deemed to be the indirect beneficial owner of (i) the incentive distribution rights and (ii) the approximately 0.55% general partner interest in EnLink MLP. The Reporting Person disclaims beneficial ownership of the reported securities in excess of its pecuniary interests therein.
- (2) Based on a total of 291,034,166 units outstanding as of April 1, 2015 (including 6,704,285 Class C Units and 31,618,311 Class D Units).

Common Unit CUSIP No. 29336U 10 7

1 NAME OF REPORTING PERSON

EnLink Midstream Manager, LLC  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a):  (b):   
 3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)  
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States  
 7 SOLE VOTING POWER

NUMBER OF  
 SHARES 8 SHARED VOTING POWER  
 BENEFICIALLY  
 OWNED BY

EACH 49,049,463 Units (1)  
 9 SOLE DISPOSITIVE POWER  
 REPORTING

PERSON 10 SHARED DISPOSITIVE POWER

WITH

49,049,463 Units (1)  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,049,463 Units (1)

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.85% (2)

14 TYPE OF REPORTING PERSON

OO limited liability company

- (1) EMI is the record holder of 17,431,152 Common Units and Acacia is the record holder of 31,618,311 Class D Units. The Class D Units will convert into Common Units on a one-for-one basis on the first business day following the record date with respect to the distribution for the first quarter of 2015. As the managing member of EnLink Midstream, the holder of 100% of the outstanding common stock of each of EMI and Acacia, the Reporting Person may be deemed to beneficially own all of the Common Units held by EMI and all the Class D Units held by Acacia. As the indirect owner of 100% of the outstanding limited liability company interests of the General Partner, the Reporting Person may also be deemed to be the indirect beneficial owner of (i) the incentive distribution rights and (ii) the approximately 0.55% general partner interest in EnLink MLP. The Reporting Person disclaims beneficial ownership of the reported securities in excess of its pecuniary interests therein.
- (2) Based on a total of 291,034,166 units outstanding as of April 1, 2015 (including 6,704,285 Class C Units and 31,618,311 Class D Units).



Common Unit CUSIP No. 29336U 10 7

1 NAME OF REPORTING PERSON

EnLink Midstream, LLC  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a):  (b):   
 3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)  
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

7 SOLE VOTING POWER  
 NUMBER OF

8 SHARED VOTING POWER  
 SHARES BENEFICIALLY OWNED BY

EACH  
 49,049,463 Units (1)  
 9 SOLE DISPOSITIVE POWER  
 REPORTING

10 SHARED DISPOSITIVE POWER  
 PERSON WITH

49,049,463 Units (1)  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,049,463 Units (1)

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.85% (2)

14 TYPE OF REPORTING PERSON

OO limited liability company

- (1) EMI is the record holder of 17,431,152 Common Units and Acacia is the record holder of 31,618,311 Class D Units. The Class D Units will convert into Common Units on a one-for-one basis on the first business day following the record date with respect to the distribution for the first quarter of 2015. As the owner of 100% of the outstanding common stock of each of EMI and Acacia, the Reporting Person may be deemed to beneficially own all of the Common Units held by EMI and all the Class D Units held by Acacia. As the indirect owner of 100% of the outstanding limited liability company interests of the General Partner, the Reporting Person may also be deemed to be the indirect beneficial owner of (i) the incentive distribution rights and (ii) the approximately 0.55% general partner interest in EnLink MLP. The Reporting Person disclaims beneficial ownership of the reported securities in excess of its pecuniary interests therein.
- (2) Based on a total of 291,034,166 units outstanding as of April 1, 2015 (including 6,704,285 Class C Units and 31,618,311 Class D Units).

Common Unit CUSIP No. 29336U 10 7

1 NAME OF REPORTING PERSON

EnLink Midstream, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a):  (b):

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 17,431,152 Common Units (1)  
SOLE DISPOSITIVE POWER

REPORTING

10 SHARED DISPOSITIVE POWER

PERSON

WITH

17,431,152 Common Units (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,431,152 Common Units (1)

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.99% (2)

14 TYPE OF REPORTING PERSON

CO corporation

- (1) As the owner of 100% of the outstanding limited liability company interests of the General Partner, the Reporting Person may also be deemed to be the indirect beneficial owner of (i) the incentive distribution rights and (ii) the approximately 0.55% general partner interest in EnLink MLP. The Reporting Person disclaims beneficial ownership of the reported securities in excess of its pecuniary interests therein.
- (2) Based on a total of 291,034,166 units outstanding as of April 1, 2015 (including 6,704,285 Class C Units and 31,618,311 Class D Units).

Common Unit CUSIP No. 29336U 10 7

1 NAME OF REPORTING PERSON

Acacia Natural Gas Corp I, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a):  (b):

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 31,618,311 Class D Units (1)  
SOLE DISPOSITIVE POWER

REPORTING

10 SHARED DISPOSITIVE POWER

PERSON

WITH

31,618,311 Class D Units (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,618,311 Class D Units (1)

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.86% (2)

14 TYPE OF REPORTING PERSON

CO corporation

- (1) The Class D Units will convert into Common Units on a one-for-one basis on the first business day following the record date with respect to the distribution for the first quarter of 2015.
- (2) Based on a total of 291,034,166 units outstanding as of April 1, 2015 (including 6,704,285 Class C Units and 31,618,311 Class D Units).

**SCHEDULE 13D/A**

**Item 1. Security and Issuer**

This Schedule 13D/A ( Schedule 13D/A ) relates to the Units of EnLink MLP. The address of the principal executive offices of the Issuer is 2501 Cedar Springs Rd., Dallas, Texas 75201.

**Item 2. Identity and Background**

(a) This Schedule 13D/A is being filed by:

- (i) Devon Energy Corporation, a Delaware corporation ( Devon );
- (ii) Devon Energy Corporation (Oklahoma), an Oklahoma corporation ( Devon OK );
- (iii) Devon Gas Corporation, a Delaware corporation ( Devon Gas );
- (iv) Southwestern Gas;
- (v) Devon Gas Operating, Inc., a Delaware corporation ( Devon Gas Operating );
- (vi) Devon Gas Services;
- (vii) EnLink Midstream Manager;
- (viii) EnLink Midstream;
- (ix) EMI; and
- (x) Acacia (together with Devon, Devon OK, Devon Gas, Southwestern Gas, Devon Gas Operating, Devon Gas Services, EnLink Midstream Manager, EnLink Midstream and EMI, the Reporting Persons ).

Devon is a public company and owns 100% of the outstanding common stock of Devon OK. Devon OK owns 100% of the common stock of Devon Gas. Devon Gas owns (i) 100% of the limited partner interests of Devon Gas Services, (ii) 100% of the outstanding common stock of Devon Gas Operating, the general partner of Devon Gas Services, and (iii) 100% of the outstanding limited liability company interests of Southwestern Gas. Devon Gas Services owns 70.33% of the limited liability company interests of EnLink Midstream and 100% of the limited liability company interests of EnLink Midstream Manager, the managing member of EnLink Midstream. EnLink Midstream owns 100% of the outstanding common stock of each of EMI and Acacia. EMI owns 5.99% of the limited partner interests of EnLink MLP and all of the limited liability company interests of the General Partner. The General Partner owns (i) the incentive distribution rights and (ii) the approximately 0.55% general partner interest in EnLink MLP.

(b) The address of the principal executive offices of the Reporting Persons is 333 West Sheridan Avenue, Oklahoma City, Oklahoma, 73102.

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(c) The principal business of:

- (i) Devon is to hold equity interests in entities that are involved in the business of the exploration and production of oil and natural gas;
- (ii) Devon OK is to hold equity interests in Devon Gas Corporation and other entities;
- (iii) Devon Gas is to hold equity interests in Southwestern Gas, Devon Gas Services, Devon Gas Operating and other entities;
- (iv) Southwestern Gas is to hold equity interests in EnLink MLP;



- (v) Devon Gas Operating is to hold a general partner interest in Devon Gas Services;
- (vi) Devon Gas Services is to engage in marketing activities related to crude oil, natural gas liquids and natural gas production and to hold equity interests in EnLink MLP, EnLink Midstream and EnLink Midstream Manager;
- (vii) EnLink Midstream Manager is to hold a managing member interest in EnLink Midstream;
- (viii) EnLink Midstream is to hold equity interests in EMI and Acacia;
- (ix) EMI is to hold equity interests in EnLink MLP, the General Partner and other entities; and
- (x) Acacia is to hold equity interests in EnLink MLP and EnLink Midstream Holdings, LP, a Delaware limited partnership ( EMH ).

In accordance with the provisions of General Instruction C to Schedule 13D, certain information concerning the executive officers, directors and partners of the Reporting Persons, as applicable, and persons controlling the Reporting Persons, as applicable (collectively, the Covered Persons ), required by Item 2 of Schedule 13D is provided on Appendix A.

(d) During the last five years, no Reporting Persons nor any person named on Appendix A attached hereto has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, no Reporting Persons nor any person named on Appendix A attached hereto has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

(f) Devon, Devon Gas, Devon Gas Operating, EMI and Acacia are each a Delaware corporation. Devon OK is an Oklahoma corporation. Southwestern Gas is a Texas limited liability company. Devon Gas Services is a Texas limited partnership. EnLink Midstream Manager and EnLink Midstream are each a Delaware limited liability company. All of the persons named on Appendix A attached hereto, other than Mr. Michael M. Kanovsky, are United States citizens. Mr. Kanovsky is a citizen of Canada.

### **Item 3. Source and Amount of Funds or Other Consideration**

On October 22, 2014, EnLink MLP entered into a Contribution and Transfer Agreement (the E2 Drop-Down Agreement ) with EMI, pursuant to which EMI sold 100% of the Class A Units and 50% of the Class B Units (collectively, the E2 Appalachian Units ) in E2 Appalachian Compression, LLC ( E2 Appalachian ), and 93.7% of the Class A Units (the Energy Services Units ) and, together with the E2 Appalachian Units, the Purchased Units ) in E2 Energy Services, LLC ( Energy Services ), to EnLink MLP. The closing of the E2 Drop-Down Agreement occurred simultaneously with its execution. The total consideration paid by EnLink MLP to EMI for the Purchased Units included (i) \$13,000,000 in cash for the Energy Services Units and (ii) \$150,000,000 in cash and 1,016,322 Common Units for the E2 Appalachian Units.

On February 17, 2015, Acacia entered into a Contribution and Transfer Agreement (the EMH Drop-Down Agreement ) with EnLink MLP, pursuant to which Acacia sold a 25% limited partner interest (the EMH Transferred Interests ) in EMH, to EnLink MLP. The closing of the transactions contemplated by the EMH Drop-Down Agreement occurred simultaneously with the execution of the EMH Drop-Down Agreement. As consideration for the EMH Transferred Interests, EnLink MLP issued 31,618,311 Class D Units to Acacia.

The Class D Units are substantially similar in all respects to the Common Units, except that they will only be entitled to a pro rata distribution for the fiscal quarter ended March 31, 2015. The Class D Common Units will automatically convert into Common Units on a one-for-one basis on the first business day following the record date for distribution payments with respect to the distribution for the quarter ended March 31, 2015.

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On March 23, 2015, the Issuer entered into the Contribution, Conveyance and Assumption Agreement (the VEX Drop-Down Agreement ) with Devon Gas Services. Pursuant to the VEX Drop-Down Agreement, on April 1,

2015, the Issuer acquired all of the equity interests in Victoria Express Pipeline, L.L.C., a Texas limited liability company, and certain related assets from Devon Gas Services in exchange for \$171 million in cash (subject to certain post-closing adjustments), the issuance of 338,159 Common Units and the assumption of approximately \$30-\$40 million in certain construction costs related to the contributed assets.

The foregoing description of the E2 Drop-Down Agreement, EMH Drop-Down Agreement and VEX Drop-Down Agreement set forth in this Item 3 does not purport to be complete and is qualified in its entirety by reference to the full text of each of the E2 Drop-Down Agreement, EMH Drop-Down Agreement and VEX Drop-Down Agreement, which have been filed as Exhibits 5, 6 and 9 hereto, respectively. The information set forth in or incorporated by reference in Item 4 of this Schedule 13D/A is incorporated by reference in its entirety into this Item 3.

#### **Item 4. Purpose of Transaction**

On March 7, 2014, Devon combined substantially all of its U.S. midstream business with EMI and EnLink MLP (the Midstream Contribution ) pursuant to (i) a Contribution Agreement, dated October 21, 2013 (the Midstream Contribution Agreement ), among Devon, Devon Gas Services, Devon Gas, Southwestern Gas, EnLink MLP and EnLink Midstream Operating, LP (formerly known as Crosstex Energy Services, L.P.), a Delaware limited partnership and a wholly-owned subsidiary of EnLink MLP, and (ii) a Merger Agreement (as such term is defined in the Midstream Contribution Agreement).

In connection with the closing of the Midstream Contribution, on March 7, 2014, Devon, Devon Gas Services, Southwestern Gas, EnLink MLP and the General Partner entered into a Unitholder Agreement (the Unitholder Agreement ). Under the Unitholder Agreement, in certain circumstances, EnLink MLP is obligated, upon request, to file a registration statement covering the potential sale of Common Units acquired by Devon Gas Services and Southwestern Gas in connection with the Midstream Contribution. In addition, the Unitholder Agreement gives Devon Gas Services and Southwestern Gas piggyback registration rights under certain circumstances. The registration rights are transferable to affiliates of Devon Gas Services and Southwestern Gas and, in certain circumstances, to third parties. The Unitholder Agreement also includes provisions dealing with holdback agreements, indemnification and contribution, and allocation of expenses, as well as EnLink MLP's obligations to provide certain financial and other information to Devon Gas Services and Southwestern Gas.

On March 25, 2015, in furtherance of a request by Devon pursuant to the Unitholder Agreement, the Issuer and Southwestern Gas entered into an underwriting agreement (the Underwriting Agreement ) with Morgan Stanley & Co. LLC, as representative of the several underwriters named therein (the Underwriters ), providing for the offer and sale of 22,800,000 Common Units by Southwestern Gas (the Offering ), and purchase by the Underwriters of the Common Units at a price of \$24.94 per Common Unit. The Offering closed on March 30, 2015. Pursuant to the Underwriting Agreement, the Underwriters were granted a 30-day option to purchase up to an additional 3,420,000 Common Units from Southwestern Gas.

Pursuant to the Underwriting Agreement, Southwestern Gas, the Issuer, Devon Gas Services, EMI and certain directors and officers listed on Schedule 4 to the Underwriting Agreement have each entered into a lock-up agreement (the Lock-Up Agreement ) pursuant to which they agreed with the Underwriters not to offer for sale, sell, pledge, or otherwise dispose of (or enter into any transaction or device that is designed to, or could be expected to, result in the transfer or disposition by any person at any time in the future of) any Common Units or securities convertible into or exchangeable for Common Units during the period from March 25, 2015 continuing through the date 30 days thereafter, except with the prior written of the representative of the Underwriters.

The foregoing descriptions of the Midstream Contribution Agreement, the Unitholder Agreement, the Underwriting Agreement and the Lock-Up Agreement set forth in this Item 4 do not purport to be complete and are qualified in their entirety by reference to the full text of the Midstream Contribution Agreement, which has been filed as Exhibit 1 hereto, the Unitholder Agreement, which has been filed as Exhibit 2 hereto, the Underwriting Agreement, which has been filed as Exhibit 10 hereto, and the Lock-Up Agreement, which is included in the Underwriting Agreement, and are incorporated herein by reference.

Following the closing of the transactions contemplated by the EMH Drop-Down Agreement described in Item 3, Acacia retained a 25% limited partner interest in EMH. Acacia plans to contribute this 25% limited partner interest to EnLink MLP during the second half of 2015, and it is anticipated that at least part of the consideration for this transaction would be units representing limited partner interests in the Issuer.

Except as set forth in this Schedule 13D/A, the Reporting Persons have no present plans which relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons may change their plans or proposals in the future. In determining from time to time whether to sell the Common Units reported as beneficially owned in this statement (and in what amounts) or to retain such securities,





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(a) Amount beneficially owned: 147,130,063 Units                      Percentage: 50.55%

(b) Number of shares to which the Reporting Person has:

i. Sole power to vote or to direct the vote: 0

ii. Shared power to vote or to direct the vote: 147,130,063 Units

iii. Sole power to dispose or to direct the disposition of: 0

iv. Shared power to dispose or to direct the disposition of: 147,130,063 Units

**Southwestern Gas**

(a) Amount beneficially owned: 10,951,883 Common Units                      Percentage: 3.76%

(b) Number of shares to which the Reporting Person has:

- i. Sole power to vote or to direct the vote: 0
- ii. Shared power to vote or to direct the vote: 10,951,883 Common Units
- iii. Sole power to dispose or to direct the disposition of: 0
- iv. Shared power to dispose or to direct the disposition of: 10,951,883 Common Units

**Devon Gas Operating**

(a) Amount beneficially owned: 136,178,180 Units                      Percentage: 46.79%

(b) Number of shares to which the Reporting Person has:

- i. Sole power to vote or to direct the vote: 0
- ii. Shared power to vote or to direct the vote: 136,178,180 Units
- iii. Sole power to dispose or to direct the disposition of: 0
- iv. Shared power to dispose or to direct the disposition of: 136,178,180 Units

**Devon Gas Services**

(a) Amount beneficially owned: 136,178,180 Units                      Percentage: 46.79%

(b) Number of shares to which the Reporting Person has:

- i. Sole power to vote or to direct the vote: 0
- ii. Shared power to vote or to direct the vote: 136,178,180 Units
- iii. Sole power to dispose or to direct the disposition of: 0
- iv. Shared power to dispose or to direct the disposition of: 136,178,180 Units

**EnLink Midstream Manager**

(a) Amount beneficially owned: 49,049,463 Units Percentage: 16.85%

(b) Number of shares to which the Reporting Person has:

i. Sole power to vote or to direct the vote: 0

ii. Shared power to vote or to direct the vote: 49,049,463 Units

iii. Sole power to dispose or to direct the disposition of: 0

iv. Shared power to dispose or to direct the disposition of: 49,049,463 Units

**EnLink Midstream**

(a) Amount beneficially owned: 49,049,463 Units Percentage: 16.85%

(b) Number of shares to which the Reporting Person has:

i. Sole power to vote or to direct the vote: 0





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(d) To the knowledge of the Reporting Persons, no person, other than the Reporting Persons, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Units described in this Item 5.

(e) On March 30, 2015, Southwestern Gas ceased to be the beneficial owner of more than 5% of the outstanding units of the Issuer.

### **Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

The information set forth or incorporated in Item 4 is incorporated herein by reference.

Under the Third Amended and Restated Limited Liability Company Agreement of the General Partner (the Amended GP LLC Agreement ), EMI has the right to elect the members of the Board of the General Partner.

The Seventh Amended and Restated Agreement of Limited Partnership of EnLink MLP, as amended (the Amended MLP LPA ), additionally contains various provisions with respect to the Units governing, among other matters, voting, distributions, transfers, the General Partner s limited call right and allocations of profits and losses to the partners.

References to, and descriptions of, the Amended GP LLC Agreement and the Amended MLP LPA as set forth herein are qualified in their entirety by reference to the copies of the Amended GP LLC Agreement included as Exhibit 3 hereto, and the Amended MLP LPA (and amendments thereto) included as Exhibits 4, 7 and 8 to this Schedule 13D/A, and such agreements, including, as applicable, amendments thereto, are incorporated by reference herein in their entirety where such references and descriptions appear.

**Item 7. Material to Be Filed as Exhibits**

The information set forth immediately following the signature page hereto is incorporated herein by reference.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 1, 2015

**DEVON ENERGY CORPORATION**

By: /s/ Carla D. Brockman  
Name: Carla D. Brockman  
Title: Vice President Corporate Governance and Secretary

**DEVON ENERGY CORPORATION (OKLAHOMA)**

By: /s/ Carla D. Brockman  
Name: Carla D. Brockman  
Title: Vice President and Secretary

**DEVON GAS CORPORATION**

By: /s/ Carla D. Brockman  
Name: Carla D. Brockman  
Title: Vice President and Secretary

**SOUTHWESTERN GAS PIPELINE, L.L.C.**

By: /s/ Carla D. Brockman  
Name: Carla D. Brockman  
Title: Vice President and Secretary

**DEVON GAS OPERATING, INC.**

By: /s/ Carla D. Brockman  
Name: Carla D. Brockman  
Title: Vice President and Secretary

**DEVON GAS SERVICES, L.P.**

**By: Devon Gas Operating, Inc., its general partner**

By: /s/ Carla D. Brockman  
Name: Carla D. Brockman  
Title: Vice President and Secretary

SIGNATURE PAGE TO

SCHEDULE 13D/A

**ENLINK MIDSTREAM MANAGER, LLC**

By: /s/ Barry E. Davis  
Name: Barry E. Davis  
Title: President and Chief Executive Officer

**ENLINK MIDSTREAM, LLC**

**By: EnLink Midstream Manager, LLC, its  
managing member**

By: /s/ Barry E. Davis  
Name: Barry E. Davis  
Title: President and Chief Executive Officer

**ENLINK MIDSTREAM, INC.**

By: /s/ Barry E. Davis  
Name: Barry E. Davis  
Title: President and Chief Executive Officer

**ACACIA NATURAL GAS CORP I, INC.**

By: /s/ Barry E. Davis  
Name: Barry E. Davis  
Title: President and Chief Executive Officer

SIGNATURE PAGE TO

SCHEDULE 13D/A

**EXHIBIT INDEX**

- Exhibit 1: Contribution Agreement dated October 21, 2013, by and among Devon Energy Corporation, Devon Gas Corporation, Devon Gas Services, L.P., Southwestern Gas Pipeline, Inc., Crosstex Energy, L.P. and Crosstex Energy Services, L.P. (incorporated herein by reference to Exhibit 2.2 to the Devon Energy Corporation Current Report on Form 8-K filed on October 22, 2013).
- Exhibit 2: Unitholder Agreement dated March 7, 2014, by and between Devon Energy Corporation, Devon Gas Services, L.P., Southwestern Gas Pipeline, Inc., Crosstex Energy GP, LLC, and Crosstex Energy, L.P. (incorporated herein by reference to Exhibit 10.2 to the Devon Energy Corporation Current Report on Form 8-K filed on March 10, 2014).
- Exhibit 3: Third Amended and Restated Limited Liability Company Agreement of EnLink Midstream GP, LLC, dated as of July 7, 2014 (incorporated herein by reference to Exhibit 3.2 to the EnLink Midstream Partners, LP Current Report on Form 8-K filed on July 7, 2014).
- Exhibit 4: Seventh Amended and Restated Agreement of Limited Partnership of EnLink Midstream Partners, LP, dated as of July 7, 2014 (incorporated by reference to Exhibit 3.1 to the EnLink Midstream Partners, LP Current Report on Form 8-K filed on July 7, 2014).
- Exhibit 5: Contribution and Transfer Agreement dated October 22, 2014, by and among EnLink Midstream Partners, LP and EnLink Midstream, Inc. (incorporated by reference to Exhibit 10.1 to the EnLink Midstream Partners, LP Current Report on Form 8-K filed on October 22, 2014).
- Exhibit 6: Contribution and Transfer Agreement dated February 17, 2015, by and between Acacia Natural Gas Corp I, Inc. and EnLink Midstream Partners, LP (incorporated by reference to Exhibit 10.1 to the EnLink Midstream Partners, LP Current Report on Form 8-K filed on February 17, 2015).
- Exhibit 7: Amendment No. 1 to Seventh Amended and Restated Agreement of Limited Partnership of EnLink Midstream Partners, LP, dated February 17, 2015 (incorporated by reference to Exhibit 3.1 to the EnLink Midstream Partners, LP Current Report on Form 8-K filed on February 17, 2015).
- Exhibit 8: Amendment No. 2 to Seventh Amended and Restated Agreement of Limited Partnership of EnLink Midstream Partners, LP, dated March 16, 2015 (incorporated by reference to Exhibit 3.1 to the EnLink Midstream Partners, LP Current Report on Form 8-K filed on March 16, 2015).
- Exhibit 9: Contribution, Conveyance and Assumption Agreement dated March 23, 2015, between Devon Gas Services, L.P. and EnLink Midstream Partners, LP (incorporated herein by reference to Exhibit 10.1 to the EnLink Midstream Partners, LP Current Report on Form 8-K filed on March 24, 2015).
- Exhibit 10: Underwriting Agreement, dated as of March 25, 2015, by and among EnLink Midstream Partners, LP, Southwestern Gas Pipeline, L.L.C. and Morgan Stanley & Co. LLC, as representative of the several underwriters named therein (incorporated by reference to Exhibit 1.1 to the EnLink Midstream Partners, LP Current Report on Form 8-K filed on March 25, 2015).
- Exhibit 11: Joint Filing Agreement (filed herewith).

## APPENDIX A

## DIRECTORS AND EXECUTIVE OFFICERS OF THE REPORTING PERSONS

The following tables set forth the names, positions and present principal occupations or employment and business addresses of the members, directors and executive officers of the Reporting Persons. All the individuals listed below, other than Michael M. Kanovsky are citizens of the United States. Mr. Kanovsky is a citizen of Canada.

**Directors and Executive Officers of Devon Energy Corporation**

Name	Position at Devon Energy Corporation	Present Principal Occupation or Employment and Business Address
J. Larry Nichols	Executive Chairman of the Board	Executive Chairman of the Board of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
John Richels	President, Chief Executive Officer and Vice Chairman of the Board	President and Chief Executive Officer of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
Darryl G. Smette	Executive Vice President Marketing, Facilities, Pipeline and Supply Chain	Executive Vice President Marketing, Facilities, Pipeline and Supply Chain of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
Lyndon C. Taylor	Executive Vice President and General Counsel	Executive Vice President and General Counsel of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
Thomas L. Mitchell	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
David A. Hager	Chief Operating Officer	Chief Operating Officer of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
Frank W. Rudolph	Executive Vice President Human Resources	Executive Vice President Human Resources of Devon Energy Corporation

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333 West Sheridan Avenue

Oklahoma City, Oklahoma 73102

Tony D. Vaughn

Executive Vice President Exploration and  
Production

Executive Vice President Exploration and Production of Devon Energy  
Corporation

333 West Sheridan Avenue

Oklahoma City, Oklahoma 73102

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Name	Position at Devon Energy Corporation	Present Principal Occupation or Employment and Business Address
R. Alan Marcum	Executive Vice President Administration	Executive Vice President Administration of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
John A. Hill	Lead Director	Vice Chairman and Managing Director of First Reserve Corporation One Lafayette Place Greenwich, CT 06830
Michael M. Kanovsky	Director	President of Sky Energy Corporation 2000, 400 3 <sup>rd</sup> Ave., S.W. Calgary, AB Canada T2P4H2
Mary P. Ricciardello	Director	Director of Devon Energy Corporation and Noble Corporation c/o Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
Robert A. Mosbacher, Jr.	Director	Chairman of Mosbacher Energy Company 888 16 <sup>th</sup> Street, NW, Suite 800 Washington, DC 20006
Duane C. Radtke	Director	President and Chief Executive Officer of Valiant Exploration LLC c/o Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
Robert H. Henry	Director	President and Chief Executive Officer of Oklahoma City University 2501 N Blackwelder, Suite 205 Oklahoma City, OK 73106
Barbara M. Baumann	Director	President of Cross Creek Energy Corp. 621 17th St # 811 Denver, CO 80293
John E. Bethancourt	Director	Board of Trustees of the Texas A&M Foundation

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c/o Devon Energy Corporation

333 West Sheridan Avenue

Oklahoma City, Oklahoma 73102

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**Directors and Executive Officers of Devon Energy Corporation (Oklahoma)**

Name	Position at Devon Energy Corporation (Oklahoma)	Present Principal Occupation or Employment and Business Address
John Richels	President and Chief Executive Officer and Director	President and Chief Executive Officer of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
Darryl G. Smette	Executive Vice President and Director	Executive Vice President Marketing, Facilities, Pipeline and Supply Chain of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
David A. Hager	Chief Operating Officer and Director	Chief Operating Officer of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
Lyndon C. Taylor	Executive Vice President	Executive Vice President and General Counsel of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
R. Alan Marcum	Executive Vice President	Executive Vice President Administration of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
Frank W. Rudolph	Executive Vice President	Executive Vice President Human Resources of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
Thomas L. Mitchell	Executive Vice President	Executive Vice President and Chief Financial Officer of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
Tony D. Vaughn	Executive Vice President	Executive Vice President Exploration and Production of Devon Energy Corporation  333 West Sheridan Avenue



**Directors and Executive Officers of Devon Gas Corporation**

<b>Name</b>	<b>Position at Devon Gas Corporation</b>	<b>Present Principal Occupation or Employment and Business Address</b>
John Richels	President and Chief Executive Officer and Director	President and Chief Executive Officer of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
Darryl G. Smette	Executive Vice President and Director	Executive Vice President Marketing, Facilities, Pipeline and Supply Chain of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
David A. Hager	Chief Operating Officer and Director	Chief Operating Officer of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
Lyndon C. Taylor	Executive Vice President	Executive Vice President and General Counsel of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
R. Alan Marcum	Executive Vice President	Executive Vice President Administration of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
Frank W. Rudolph	Executive Vice President	Executive Vice President Human Resources of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
Thomas L. Mitchell	Executive Vice President	Executive Vice President and Chief Financial Officer of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102

**Directors and Executive Officers of Southwestern Gas Pipeline, L.L.C.**

Southwestern Gas Pipeline, L.L.C. has the officers listed below and is managed by Devon Gas Corporation, its sole member, whose directors and executive officers are listed above.

<b>Name</b>	<b>Position at Southwestern</b>	<b>Present Principal Occupation</b>
	<b>Gas Pipeline, L.L.C.</b>	<b>or Employment and</b>
		<b>Business Address</b>
John Richels	President and Chief Executive Officer	President and Chief Executive Officer of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
Darryl G. Smette	Executive Vice President	Executive Vice President Marketing, Facilities, Pipeline and Supply Chain of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102

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David A. Hager	Chief Operating Officer	Chief Operating Officer of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
Lyndon C. Taylor	Executive Vice President	Executive Vice President and General Counsel of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
R. Alan Marcum	Executive Vice President	Executive Vice President Administration of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
Frank W. Rudolph	Executive Vice President	Executive Vice President Human Resources of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
Thomas L. Mitchell	Executive Vice President	Executive Vice President and Chief Financial Officer of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102

**Directors and Executive Officers of Devon Gas Operating, Inc.**

Name	Position at Devon Gas Operating, Inc.	Present Principal Occupation or Employment and Business Address
John Richels	President and Chief Executive Officer and Director	President and Chief Executive Officer of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
Darryl G. Smette	Executive Vice President and Director	Executive Vice President Marketing, Facilities, Pipeline and Supply Chain of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
David A. Hager	Chief Operating Officer and Director	Chief Operating Officer of Devon Energy Corporation 333 West Sheridan Avenue

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Lyndon C. Taylor	Executive Vice President	Oklahoma City, Oklahoma 73102 Executive Vice President and General Counsel of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
R. Alan Marcum	Executive Vice President	Executive Vice President Administration of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102

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Name	Position at Devon Gas Operating, Inc.	Present Principal Occupation
		or Employment and Business Address
Frank W. Rudolph	Executive Vice President	Executive Vice President Human Resources of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
Thomas L. Mitchell	Executive Vice President	Executive Vice President and Chief Financial Officer of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102

**General Partner and Limited Partner of Devon Gas Services, L.P.**

The sole general partner of Devon Gas Services, L.P. is Devon Gas Operating, Inc. and the sole limited partner is Devon Gas Corporation. Information regarding the directors and executive officers of each of these entities are listed above.

**Directors and Executive Officers of EnLink Midstream Manager, LLC**

Name	Position at EnLink Midstream Manager, LLC	Present Principal Occupation
		or Employment and Business Address
John Richels	Chairman	President and Chief Executive Officer of Devon Energy Corporation 333 West Sheridan Avenue Oklahoma City, Oklahoma 73102
Barry E. Davis	President and Chief Executive Officer, Director	President and Chief Executive Officer of EnLink Midstream Manager, LLC 2501 Cedar Springs Rd. Dallas, Texas 75201
Michael J. Garberding	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer of EnLink Midstream Manager, LLC 2501 Cedar Springs Rd. Dallas, Texas 75201
Steven J. Hoppe	Executive Vice President / Business Unit President	Executive Vice President / Business Unit President of EnLink Midstream Manager, LLC 2501 Cedar Springs Rd.

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McMillan (Mac) Hummel	Executive Vice President / Business Unit President	Dallas, Texas 75201 Executive Vice President / Business Unit President of EnLink Midstream Manager, LLC 2501 Cedar Springs Rd. Dallas, Texas 75201
Alaina K. Brooks	Senior Vice President, General Counsel and Secretary	Senior Vice President, General Counsel and Secretary of EnLink Midstream Manager, LLC 2501 Cedar Springs Rd. Dallas, Texas 75201

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Name	Position at EnLink Midstream Manager, LLC	Present Principal Occupation or Employment and Business Address
Stan Golemon	Senior Vice President-Engineering and Operations	Senior Vice President-Engineering and Operations of EnLink Midstream Manager, LLC  2501 Cedar Springs Rd.  Dallas, Texas 75201
Thomas L. Mitchell	Director	Executive Vice President and Chief Financial Officer of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
David A. Hager	Director	Chief Operating Officer of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
Darryl G. Smette	Director	Executive Vice President Marketing, Facilities, Pipeline and Supply Chain of Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
Mary P. Ricciardello	Director	Director of Devon Energy Corporation, Noble Corporation and Midstates Petroleum Company, Inc.  c/o Devon Energy Corporation  333 West Sheridan Avenue  Oklahoma City, Oklahoma 73102
James C. Crain	Director	Investor  300 Crescent Court, Suite 900  Dallas, TX 75201
Leldon E. Echols	Director	Director of Trinity Industries, Inc. and Holly Frontier Corporation  c/o EnLink Midstream, LLC  2501 Cedar Springs Rd.  Dallas, TX 75201
Rolf A. Gafvert	Director	Director of EnLink Midstream Manager, LLC  c/o EnLink Midstream, LLC  2501 Cedar Springs Rd.

Dallas, TX 75201

**Directors and Executive Officers of EnLink Midstream, LLC**

EnLink Midstream, LLC has no officers or directors and is managed by EnLink Midstream Manager, LLC, its managing member, whose directors and executive officers are listed above.

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**Directors and Executive Officers of EnLink Midstream, Inc.**

Name	Position at EnLink Midstream, Inc.	Present Principal Occupation or Employment and Business Address
Barry E. Davis	President and Chief Executive Officer, Director	President and Chief Executive Officer of EnLink Midstream Manager, LLC  2501 Cedar Springs Rd.  Dallas, Texas 75201
Michael J. Garberding	Executive Vice President and Chief Financial Officer, Director	Executive Vice President and Chief Financial Officer of EnLink Midstream Manager, LLC  2501 Cedar Springs Rd.  Dallas, Texas 75201
Alaina K. Brooks	Senior Vice President, General Counsel and Secretary, Director	Senior Vice President, General Counsel and Secretary of EnLink Midstream Manager, LLC  2501 Cedar Springs Rd.  Dallas, Texas 75201
Steven J. Hoppe	Executive Vice President / Business Unit President	Executive Vice President / Business Unit President of EnLink Midstream Manager, LLC  2501 Cedar Springs Rd.  Dallas, Texas 75201
McMillan (Mac) Hummel	Executive Vice President / Business Unit President	Executive Vice President / Business Unit President of EnLink Midstream Manager, LLC  2501 Cedar Springs Rd.  Dallas, Texas 75201
Stan Golemon	Senior Vice President-Engineering and Operations	Senior Vice President-Engineering and Operations of EnLink Midstream Manager, LLC  2501 Cedar Springs Rd.  Dallas, Texas 75201

**Directors and Executive Officers of Acacia Natural Gas Corp I, Inc.**

Name	Position at Acacia Natural Gas Corp I, Inc.	Present Principal Occupation or Employment and Business Address
Barry E. Davis	President and Chief Executive Officer, Director	President and Chief Executive Officer of EnLink Midstream Manager, LLC

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2501 Cedar Springs Rd.

Dallas, Texas 75201

Michael J. Garberding    Executive Vice President and Chief  
Financial Officer, Director

Executive Vice President and Chief Financial Officer of EnLink  
Midstream Manager, LLC

2501 Cedar Springs Rd.

Dallas, Texas 75201

Alaina K. Brooks        Senior Vice President, General Counsel and  
Secretary, Director

Senior Vice President, General Counsel and Secretary of EnLink  
Midstream Manager, LLC

2501 Cedar Springs Rd.

Dallas, Texas 75201

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Name	Position at Acacia Natural Gas Corp I, Inc.	Present Principal Occupation or Employment and Business Address
Steven J. Hoppe	Executive Vice President / Business Unit President	Executive Vice President / Business Unit President of EnLink Midstream Manager, LLC  2501 Cedar Springs Rd.  Dallas, Texas 75201
McMillan (Mac) Hummel	Executive Vice President / Business Unit President	Executive Vice President / Business Unit President of EnLink Midstream Manager, LLC  2501 Cedar Springs Rd.  Dallas, Texas 75201
Stan Golemon	Senior Vice President-Engineering and Operations	Senior Vice President-Engineering and Operations of EnLink Midstream Manager, LLC  2501 Cedar Springs Rd.  Dallas, Texas 75201

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