

Atlas Resource Partners, L.P.  
Form 10-12B  
October 17, 2011

As filed with the Securities and Exchange Commission on October 17, 2011

Registration No.

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

Washington, D.C. 20549

**FORM 10**

**GENERAL FORM FOR REGISTRATION OF SECURITIES**

**Pursuant to Section 12(b) or (g) of The Securities Exchange Act of 1934**

**ATLAS RESOURCE PARTNERS, L.P.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of

Incorporation or Organization)

**1550 Coraopolis Heights Road**

**Moon Township, Pennsylvania**  
(Address of Principal Executive Offices)

**45-3591625**  
(I.R.S. Employer

Identification No.)

**15108**  
(Zip Code)

**(800) 251-0171**

(Registrant's telephone number, including area code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

| Title of each class<br>to be so registered          | Name of each exchange on which<br>each class is to be registered |
|---|--|
| Common Units representing Limited Partner Interests | New York Stock Exchange  |

**Securities to be registered pursuant to Section 12(g) of the Act**

**None**

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. (Check one):

|                         |   |                           |                          |
|-------------------------|---|---------------------------|--------------------------|
| Large accelerated filer | <input type="checkbox"/>  | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input checked="" type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND**

**ITEMS OF FORM 10**

Our information statement is filed as Exhibit 99.1 to this Form 10. For your convenience, we have provided below a cross-reference sheet identifying where the items required by Form 10 can be found in our information statement.

| <b>Item No.</b> | <b>Caption</b>  | <b>Location in Information Statement</b>   |
|-----------------|---|--|
| Item 1.         | Business  | See Information Statement Summary, Risk Factors, The Separation and Distribution, Capitalization, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business, Certain Relationships and Related Transactions and Where You Can Find More Information  |
| Item 1A.        | Risk Factors  | See Risk Factors   |
| Item 2.         | Financial Information   | See Information Statement Summary, Capitalization, Summary Historical and Unaudited Pro Forma Condensed Combined Financial Information, Index to Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations  |
| Item 3.         | Properties  | See Business Natural Gas and Oil Leases  |
| Item 4.         | Security Ownership of Certain Beneficial Owners and Management                                  | See Security Ownership of Management, Directors and Principal Unitholders  |
| Item 5.         | Directors and Executive Officers  | See Management   |
| Item 6.         | Executive Compensation and Related Party Transactions   | See Management and Certain Relationships and Related Transactions  |
| Item 7.         | Certain Relationships and Related Transactions and Director Independence                        | See Management's Discussion and Analysis of Financial Condition and Results of Operations, Management, Management Composition of the Board of Directors of our General Partner, Management Committees of the Board of Directors of our General Partner and Certain Relationships and Related Transactions  |
| Item 8.         | Legal Proceedings   | See Business Legal Proceedings   |
| Item 9.         | Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters | See Information Statement Summary, The Separation and Distribution, Capitalization and Cash Distribution Policy  |
| Item 10.        | Recent Sales of Unregistered Securities   | On October 13, 2011, in connection with the formation of Atlas Resource Partners, L.P., we issued (i) the 2% general partner interest in us to Atlas Resource Partners GP, LLC for \$20 and (ii) the 98% limited partner interest in us to Atlas Energy, L.P. for \$980, in each case, in an offering exempt from registration under Section 4(2) of the Securities Act. |

There have been no other sales of unregistered securities within the past three years.

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| Item No. | Caption  | Location in Information Statement   |
|----------|--|---|
| Item 11. | Description of Registrant's Securities to be Registered                              | See The Separation and Distribution, Cash Distribution Policy and Description of Our Common Units   |
| Item 12. | Indemnification of Directors and Officers  | See Management and Our Partnership Agreement Indemnification  |
| Item 13. | Financial Statements and Supplementary Data  | See Summary Historical and Unaudited Pro Forma Condensed Combined Financial Information and Index to Financial Statements and the statements referenced therein |
| Item 14. | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | Not applicable  |
| Item 15. | Financial Statements and Exhibits  | See Summary Historical and Unaudited Pro Forma Condensed Combined Financial Information and Index to Financial Statements and the statements referenced therein |

(a) *List of Financial Statements and Schedules.*

The following financial statements are included in the information statement and filed as part of this Registration Statement on Form 10:

- (1) Summary Historical and Unaudited Pro Forma Condensed Combined Financial Information of Atlas Resource Partners, L.P.; and
- (2) Financial Statements, including Report of Independent Registered Public Accounting Firm

(b) *Exhibits.*

The following documents are filed as exhibits hereto:

| Exhibit Number | Exhibit Description  |
|----------------|--|
| 2.1            | Form of Separation and Distribution Agreement by and among Atlas Energy, L.P., Atlas Resource Partners GP, LLC and Atlas Resource Partners, L.P.*  |
| 3.1            | Certificate of Limited Partnership of Atlas Resource Partners, L.P.**  |
| 3.2            | Form of Amended and Restated Limited Partnership Agreement of Atlas Resource Partners, L.P.*   |
| 3.3            | Certificate of Formation of Atlas Resource Partners GP, LLC.**   |
| 3.4            | Form of Amended and Restated Limited Liability Company Agreement of Atlas Resource Partners GP, LLC.*  |
| 10.1           | Pennsylvania Operating Services Agreement dated as of February 17, 2011 between Chevron North America Exploration and Production (f/k/a Atlas Energy, Inc.), Atlas Energy, L.P. (f/k/a Atlas Pipeline Holdings, L.P.) and Atlas Resources, LLC. Specific terms in this exhibit have been redacted, as marked by three asterisks (***) , because confidential treatment for those terms has been requested. The redacted material has been separately filed with the Securities and Exchange Commission. Exhibit 10.1 is incorporated by reference to Exhibit 10.10 of Atlas Energy, L.P.'s Quarterly Report on Form 10-Q, filed on May 16, 2011. |
| 10.2           | Petro-Technical Services Agreement, dated as of February 17, 2011 between Chevron North America Exploration and Production (f/k/a Atlas Energy, Inc.) and Atlas Energy, L.P. (f/k/a Atlas Pipeline Holdings, L.P.). Specific terms in this exhibit have been redacted, as marked by three asterisks (***) , because confidential treatment for those terms has been requested. The redacted material has been separately filed with the Securities and Exchange Commission. Exhibit 10.2 is incorporated by reference to Exhibit 10.11 of Atlas Energy, L.P.'s Quarterly Report on Form 10-Q, filed on May 16, 2011.                             |

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| 10.3           | Base Contract for Sale and Purchase of Natural Gas dated as of November 8, 2010 between Chevron Natural Gas, a division of Chevron U.S.A. Inc. and Atlas Resources, LLC, Viking Resources, LLC, and Resource Energy, LLC. Specific terms in this exhibit have been redacted, as marked by three asterisks (***) , because confidential treatment for those terms has been requested. The redacted material has been separately filed with the Securities and Exchange Commission. Exhibit 10.3 is incorporated by reference to Exhibit 10.12(a) of Atlas Energy, L.P. s Quarterly Report on Form 10-Q, filed on May 16, 2011.  |
| 10.4           | Amendment No. 1 to the Base Contract for Sale and Purchase of Natural Gas dated as of November 8, 2010 between Chevron Natural Gas, a division of Chevron U.S.A. Inc. and Atlas Resources, LLC, Viking Resources, LLC, and Resource Energy, LLC, dated as of January 6, 2011. Exhibit 10.4 is incorporated by reference to Exhibit 10.12(b) of Atlas Energy, L.P. s Quarterly Report on Form 10-Q, filed on May 16, 2011.  |
| 10.5           | Amendment No. 2 to the Base Contract for Sale and Purchase of Natural Gas dated as of November 8, 2010 between Chevron Natural Gas, a division of Chevron U.S.A. Inc. and Atlas Resources, LLC, Viking Resources, LLC, and Resource Energy, LLC, dated as of February 2, 2011. Specific terms in this exhibit have been redacted, as marked by three asterisks (***) , because confidential treatment for those terms has been requested. The redacted material has been separately filed with the Securities and Exchange Commission. Exhibit 10.5 is incorporated by reference to Exhibit 10.12(c) of Atlas Energy, L.P. s Quarterly Report on Form 10-Q, filed on May 16, 2011.   |
| 10.6           | Transaction Confirmation, Supply Contract No. 0001, under Base Contract for Sale and Purchase of Natural Gas dated as of November 8, 2010 between Chevron Natural Gas, a division of Chevron U.S.A. Inc. and Atlas Resources, LLC, Viking Resources, LLC, and Resource Energy, LLC, dated February 17, 2011. Specific terms in this exhibit have been redacted, as marked by three asterisks (***) , because confidential treatment for those terms has been requested. The redacted material has been separately filed with the Securities and Exchange Commission. Exhibit 10.6 is incorporated by reference to Exhibit 10.13 of Atlas Energy, L.P. s Quarterly Report on Form 10-Q, filed on May 16, 2011.  |
| 10.7           | Gas Gathering Agreement for Natural Gas on the Legacy Appalachian System dated as of June 1, 2009 between Laurel Mountain Midstream, LLC and Atlas America, LLC, Atlas Energy Resources, LLC, Atlas Energy Operating Company, LLC, Atlas Noble, LLC, Resource Energy, LLC, Viking Resources, LLC, Atlas Pipeline Partners, L.P. and Atlas Pipeline Operating Partnership, L.P. Specific terms in this exhibit have been redacted, as marked by three asterisks (***) , because confidential treatment for those terms has been requested. The redacted material has been separately filed with the Securities and Exchange Commission. Exhibit 10.7 is incorporated by reference to Exhibit 10.14 of Atlas Energy, L.P. s Quarterly Report on Form 10-Q, filed on May 16, 2011.    |
| 10.8           | Gas Gathering Agreement for Natural Gas on the Expansion Appalachian System dated as of June 1, 2009 between Laurel Mountain Midstream, LLC and Atlas America, LLC, Atlas Energy Resources, LLC, Atlas Energy Operating Company, LLC, Atlas Noble, LLC, Resource Energy, LLC, Viking Resources, LLC, Atlas Pipeline Partners, L.P. and Atlas Pipeline Operating Partnership, L.P. Specific terms in this exhibit have been redacted, as marked by three asterisks (***) , because confidential treatment for those terms has been requested. The redacted material has been separately filed with the Securities and Exchange Commission. Exhibit 10.8 is incorporated by reference to Exhibit 10.15 of Atlas Energy, L.P. s Quarterly Report on Form 10-Q, filed on May 16, 2011. |
| 10.9           | Form of 2012 Long-Term Incentive Plan of Atlas Resource Partners, L.P.**   |
| 10.10          | Non-Competition and Non-Solicitation Agreement, by and between Chevron Corporation and Edward E. Cohen, dated as of November 8, 2010. Exhibit 10.10 is incorporated by reference to Exhibit 99.2 of Atlas Energy, L.P. s Current Report on Form 8-K, filed on November 12, 2010.   |

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| 10.11                 | Non-Competition and Non-Solicitation Agreement, by and between Chevron Corporation and Jonathan Z. Cohen, dated as of November 8, 2010. Exhibit 10.11 is incorporated by reference to Exhibit 99.3 of Atlas Energy, L.P.'s Current Report on Form 8-K, filed on November 12, 2010. |
| 21.1                  | Subsidiaries of Atlas Resource Partners, L.P.**  |
| 99.1                  | Information Statement of Atlas Resource Partners, L.P., preliminary and subject to completion, dated October 17, 2011**  |
| 99.2                  | Summary Reserve Report of Wright & Company, Inc.**   |

\* To be filed by amendment

\*\* Filed herewith

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

ATLAS RESOURCE PARTNERS, L.P.

By: Atlas Resource Partners GP, LLC, its general partner

By: Atlas Energy, L.P., its sole member

By: Atlas Energy GP, LLC, its general partner

By: /s/ Edward E. Cohen  
Name: Edward E. Cohen  
Title: Chief Executive Officer

Dated: October 17, 2011

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**EXHIBIT INDEX**

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