

Atlas SouthTex Midstream Co LP  
Form POS AM  
March 05, 2015

**As filed with the Securities and Exchange Commission on March 5, 2015**

**Registration No. 333-191571**

**Registration No. 333-191573**

**Registration No. 333-190093**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-4 REGISTRATION STATEMENT NO. 333-191571**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-4 REGISTRATION STATEMENT NO. 333-191573**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-4 REGISTRATION STATEMENT NO. 333-190053**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**ATLAS PIPELINE PARTNERS, L.P.**

**ATLAS PIPELINE FINANCE CORPORATION**

**And Other Registrants\***

(See Table of additional registrants below)

(Exact name of registrant as specified in its charter)

|  |                        |
|--|------------------------|
|  | <b>23-3011077</b>      |
| <b>Delaware</b>  | <b>20-3879234</b>      |
| (State or other jurisdiction of  | (I.R.S. Employer       |
| incorporation or organization)   | Identification Number) |
| <b>1000 Louisiana, Suite 4300</b>  |                        |
| <b>Houston, Texas 77002</b>  |                        |
| <b>(713) 584-1000</b>  |                        |
| (Address, including zip code, and telephone number, including area code, |                        |
| of registrant s principal executive offices)                             |                        |

*Name, address, including zip code, and telephone  
number, including area code, of agent for service:*

**Joe Bob Perkins**  
**Chief Executive Officer**  
**Atlas Pipeline Partners, G.P., LLC**  
**1000 Louisiana, Suite 4300**  
**Houston, Texas 77002**  
**(713) 584-1000**

*Copy of communications to:*

**Christopher Collins**  
**Vinson & Elkins L.L.P.**  
**1001 Fannin Street, Suite 2500**  
**Houston, Texas 77002**  
**(713) 758-2222**

**Approximate date of commencement of proposed sale to the public:** Not applicable. Removal from registration of securities that were not sold pursuant to this registration statement.

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

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

| Exact name of registrant<br>as specified in its charter | State or other<br>jurisdiction of<br>incorporation<br>or<br>organization | I.R.S. Employer<br>Identification<br>Number | Address, including zip code,<br>and telephone number, including<br>area code, of registrant's<br>principal executive offices |
|---|--|---|--|
| Atlas Pipeline Operating Partnership,<br>L.P.           | Delaware   | 23-3015646                                  | 110 West 7 <sup>th</sup> Street, Suite 2300<br><br>Tulsa, Oklahoma 74119<br><br>(877) 950-7473                               |
| Velma Intrastate Gas Transmission<br>Company, LLC       | Delaware   | 26-2877615                                  | 110 West 7 <sup>th</sup> Street, Suite 2300<br><br>Tulsa, Oklahoma 74119<br><br>(877) 950-7473                               |
| Slider WestOk Gathering, LLC                            | Delaware   | 26-3063706                                  | 110 West 7 <sup>th</sup> Street, Suite 2300<br><br>Tulsa, Oklahoma 74119<br><br>(877) 950-7473                               |
| Atlas Pipeline Mid-Continent<br>Holdings, LLC           | Delaware   | 45-5528668                                  | 110 West 7 <sup>th</sup> Street, Suite 2300<br><br>Tulsa, Oklahoma 74119<br><br>(877) 950-7473                               |
| Atlas Pipeline Mid-Continent LLC                        | Delaware   | 37-1492980                                  | 110 West 7 <sup>th</sup> Street, Suite 2300<br><br>Tulsa, Oklahoma 74119<br><br>(877) 950-7473                               |
| Atlas Chaney Dell, LLC                                  | Delaware   | 42-1733101                                  | 110 West 7 <sup>th</sup> Street, Suite 2300<br><br>Tulsa, Oklahoma 74119<br><br>(877) 950-7473                               |
| Atlas Midkiff, LLC                                      | Delaware   | 42-1733099                                  | 110 West 7 <sup>th</sup> Street, Suite 2300<br><br>Tulsa, Oklahoma 74119<br><br>(877) 950-7473                               |
| NOARK Energy Services, L.L.C.                           | Oklahoma   | 73-1551901                                  | 110 West 7 <sup>th</sup> Street, Suite 2300<br><br>Tulsa, Oklahoma 74119   |

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|                                   |          |            |  |
|-----------------------------------|----------|------------|--|
|                                   |          |            | (877) 950-7473   |
| Velma Gas Processing Company, LLC | Delaware | 45-1543387 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119 |
|                                   |          |            | (877) 950-7473   |
| APL Laurel Mountain, LLC          | Delaware | 26-4834348 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119 |
|                                   |          |            | (877) 950-7473   |
| APL Barnett, LLC                  | Delaware | 45-2561587 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119 |
|                                   |          |            | (877) 950-7473   |
| Pecos Pipeline LLC                | Delaware | 26-3633417 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119 |
|                                   |          |            | (877) 950-7473   |
| Tesuque Pipeline, LLC             | Delaware | 27-0632723 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119 |
|                                   |          |            | (877) 950-7473   |
| APL Arkoma Holdings, LLC          | Delaware | 90-0918336 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119 |
|                                   |          |            | (877) 950-7473   |
| APL Arkoma Midstream, LLC         | Delaware | 27-3677594 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119 |
|                                   |          |            | (877) 950-7473   |
| APL Gas Treating, LLC             | Delaware | 27-0592931 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119 |
|                                   |          |            | (877) 950-7473   |
| APL Arkoma, Inc.                  | Delaware | 27-3684911 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119 |
|                                   |          |            | (877) 950-7473   |

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APL SouthTex Midstream LLC

Delaware

27-0350291

110 West 7<sup>th</sup> Street, Suite 2300

Tulsa, Oklahoma 74119

(877) 950-7473

|   |       |            |  |
|---|-------|------------|--|
| APL SouthTex Pipeline Company LLC         | Texas | 20-8721079 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119<br>(877) 950-7473 |
| APL SouthTex Processing Company LP        | Texas | 45-2502762 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119<br>(877) 950-7473 |
| APL SouthTex Midstream Holding Company LP | Texas | 20-8721377 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119<br>(877) 950-7473 |
| APL SouthTex Gas Utility Company LP       | Texas | 20-8721344 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119<br>(877) 950-7473 |
| APL SouthTex Transmission Company LP      | Texas | 80-0920148 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119<br>(877) 950-7473 |
| Atlas SouthTex Midstream Company LP       | Texas | 20-8721274 | 110 West 7 <sup>th</sup> Street, Suite 2300<br>Tulsa, Oklahoma 74119<br>(877) 950-7473 |

**DEREGISTRATION OF SECURITIES**

These Post-Effective Amendments relate to the following Registration Statements on Form S-4 (collectively, the Registration Statements ), originally filed by Atlas Pipeline Partners, L.P., a Delaware limited partnership ( Atlas Pipeline ), with the Securities and Exchange Commission:

Registration No. 333-191571, filed on Form S-4 on October 4, 2013, as amended on November 21, 2013, pertaining to the registration and guarantee of 5 <sup>7</sup>/<sub>8</sub>% Senior Notes due 2023 in the amount of \$650,000,000;

Registration No. 333-191573, filed on Form S-4 on October 4, 2013, as amended on November 21, 2013, pertaining to the registration and guarantee of 4.75% Senior Notes due 2021 in the amount of \$400,000,000; and

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Registration No. 333-190053, filed on Form S-4 on October 4, 2013, as amended on July 22, 2013, pertaining to the registration and guarantee of 6 5/8% Senior Notes due 2020 in the amount of \$500,000,000. On February 27, 2015, Atlas Pipeline was acquired by Targa Resources Partners LP ( TRP ), pursuant to the Agreement and Plan of Merger (the Merger Agreement ), by and among Targa Resources Corp., TRP, Targa Resources GP LLC, Trident MLP Merger Sub LLC, a subsidiary of TRC ( Merger Sub ), Atlas Energy, L.P., Atlas Pipeline and Atlas Pipeline Partners GP, LLC. Pursuant to the Merger Agreement, Merger Sub merged with and into Atlas Pipeline, with Atlas Pipeline continuing as the surviving entity and a subsidiary of TRP.

As a result of the completion of the transactions contemplated by the Merger Agreement, Atlas Pipeline has terminated all offerings of securities pursuant to the Registration Statements. In accordance with an undertaking made by Atlas Pipeline in the Registration Statements to remove from registration, by means of post-effective amendments, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, Atlas Pipeline hereby removes from registration all of such securities registered but unsold under the Registration Statements.



**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused these Post-Effective Amendments to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, in the State of Texas, on this 5<sup>th</sup> day of March, 2015.

**ATLAS PIPELINE PARTNERS, L.P.**

By: ATLAS PIPELINE PARTNERS GP,  
LLC,  
its General Partner

By: /s/ Robert W. Karlovich, III  
Robert W. Karlovich, III  
Chief Financial Officer and Chief  
Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, these Registration Statements have been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 5, 2015.

| SIGNATURE  | TITLE  | DATE          |
|--|--|---------------|
|  | Chief Executive Officer and Director of the  |               |
| /s/ Joe Bob Perkins<br>Joe Bob Perkins                 | General Partner<br>(Principal Executive Officer)   | March 5, 2015 |
| /s/ Robert W. Karlovich III<br>Robert W. Karlovich III | Chief Financial Officer and<br>Chief Accounting Officer<br><br>(Principal Financial Officer and Principal<br>Accounting Officer) | March 5, 2015 |
| /s/ Jeffrey J. McParland<br>Jeffrey J. McParland       | Director of the General Partner  | March 5, 2015 |

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, in the State of Texas, on this 5<sup>th</sup> day of March, 2015.

**ATLAS PIPELINE FINANCE  
CORPORATION**

By: /s/ Robert W. Karlovich, III  
Robert W. Karlovich, III  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, these Registration Statements have been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 5, 2015.

| SIGNATURE  | TITLE  | DATE          |
|--|--|---------------|
|  | Chief Executive Officer and Director of the  |               |
| /s/ Joe Bob Perkins<br>Joe Bob Perkins                 | General Partner<br>(Principal Executive Officer)   | March 5, 2015 |
| /s/ Robert W. Karlovich III<br>Robert W. Karlovich III | Chief Financial Officer<br>(Principal Financial Officer and Principal<br><br>Accounting Officer) | March 5, 2015 |
| /s/ Jeffrey J. McParland<br>Jeffrey J. McParland       | Director of the General Partner  | March 5, 2015 |

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, in the State of Texas, on this 5<sup>th</sup> day of March, 2015.

**ATLAS PIPELINE OPERATING  
PARTNERSHIP, L.P.**

By: Atlas Pipeline Partners GP, LLC

its general partner

**ATLAS PIPELINE MID-CONTINENT  
HOLDINGS, LLC**

By: Atlas Pipeline Operating Partnership,  
L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

**APL LAUREL MOUNTAIN, LLC**

By: Atlas Pipeline Operating Partnership,  
L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

**ATLAS PIPELINE MID-CONTINENT  
LLC**

By: Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership,  
L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

**VELMA INTRASTATE GAS  
TRANSMISSION COMPANY, LLC**

By: Atlas Pipeline Mid-Continent LLC,

its sole member

By: Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

**SLIDER WESTOK GATHERING, LLC**

By: Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

**VELMA GAS PROCESSING COMPANY,  
LLC**

By: Atlas Pipeline Mid-Continent LLC,

its sole member

By: Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

**ATLAS MIDKIFF, LLC**

By: Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

**ATLAS CHANEY DELL, LLC**

By: Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

**NOARK ENERGY SERVICES, L.L.C.**

By: Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

**APL BARNETT, LLC**

By: Atlas Pipeline Mid-Continent Holdings, LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

**PECOS PIPELINE LLC**

By: APL Barnett, LLC, its sole member

By: Atlas Pipeline Mid-Continent Holdings, LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC

its general partner

**TESUQUE PIPELINE, LLC**

By: APL Barnett, LLC, its sole member

By: Atlas Pipeline Mid-Continent Holdings, LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC

its general partner

**APL ARKOMA MIDSTREAM, LLC**

By: APL Arkoma Holdings, LLC

By: Atlas Pipeline Mid-Continent Holdings, LLC,

its sole member  
By: Atlas Pipeline Operating Partnership, L.P.,

its sole member  
By: Atlas Pipeline Partners GP, LLC,

its general partner

**APL GAS TREATING, LLC**

By: Atlas Pipeline Mid-Continent Holdings, LLC,

its sole member



By: Atlas Pipeline Operating Partnership, L.P.,  
its sole member

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

**APL ARKOMA HOLDINGS, LLC**

By: Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,  
its sole member

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

**APL SOUTHTEX MIDSTREAM LLC**

By: Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,  
its sole member

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

**APL SOUTHTEX PIPELINE COMPANY  
LLC**

By: APL SouthTex Midstream LLC,  
its sole member

By: Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,  
its sole member

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

**APL SOUTHTEX MIDSTREAM  
HOLDING COMPANY LP**

By: APL SouthTex Pipeline Company LLC,

its sole general partner

By: APL SouthTex Midstream LLC,

its sole member

By: Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

**APL SOUTHTEX GAS UTILITY  
COMPANY LP**

By: APL SouthTex Pipeline Company LLC,

its sole general partner

By: APL SouthTex Midstream LLC,

its sole member

By: Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

**ATLAS SOUTHTEX MIDSTREAM  
COMPANY LP**

By: APL SouthTex Pipeline Company LLC,

its sole general partner

By: APL SouthTex Midstream LLC,

its sole member

By: Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

**APL SOUTHTEX TRANSMISSION  
COMPANY LP**

By: APL SouthTex Pipeline Company LLC,

its sole general partner

By: APL SouthTex Midstream LLC,

its sole member

By:

Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership, L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

**APL SOUTHTEX PROCESSING  
COMPANY LP**

By: APL SouthTex Pipeline Company LLC,

its sole general partner

By: APL SouthTex Midstream LLC,

its sole member

By: Atlas Pipeline Mid-Continent Holdings,  
LLC,

its sole member

By: Atlas Pipeline Operating Partnership,  
L.P.,

its sole member

By: Atlas Pipeline Partners GP, LLC,

its general partner

By: /s/ Robert W. Karlovich, III

Name: Robert W. Karlovich, III

Title: Chief Financial Officer

**APL ARKOMA, INC.**

By: /s/ Robert W. Karlovich, III

Name: Robert W. Karlovich, III

Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, these Registration Statements have been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 5, 2015.

| <b>SIGNATURE</b>                                       | <b>TITLE</b>   | <b>DATE</b>   |
|--|--|---------------|
|  | Chief Executive Officer and Director of the  |               |
| /s/ Joe Bob Perkins<br>Joe Bob Perkins                 | General Partner<br>(Principal Executive Officer)   | March 5, 2015 |
| /s/ Robert W. Karlovich III<br>Robert W. Karlovich III | Chief Financial Officer and<br>Chief Accounting Officer<br><br>(Principal Financial Officer and Principal<br>Accounting Officer) | March 5, 2015 |

/s/ Jeffrey J. McParland  
Jeffrey J. McParland

Director of the General Partner

March 5, 2015