

Velma Intrastate Gas Transmission Company, LLC  
Form POSASR  
March 05, 2015

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

**Registration No. 333-192464**

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**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)**

**Delaware**  
**(State or other jurisdiction of  
incorporation or organization)**

**1000 Louisiana, Suite 4300**

**Houston, Texas 77002**

**(713) 584-1000**

**23-3011077**  
**20-3879234**  
**(I.R.S. Employer  
Identification Number)**

**(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 only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please 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(c) under the Securities Act, please 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

<b>Exact name of registrant as specified in its charter</b>	<b>State or other jurisdiction of incorporation  or  organization</b>	<b>I.R.S. Employer Identification Number</b>	<b>Address, including zip code, and telephone number, including area code, of registrant's principal executive offices</b>
Atlas Pipeline Operating Partnership, L.P.	Delaware	23-3015646	110 West 7 <sup>th</sup> Street, Suite 2300  Tulsa, Oklahoma 74119  (877) 950-7473
Velma Intrastate Gas Transmission Company, LLC	Delaware	26-2877615	110 West 7 <sup>th</sup> Street, Suite 2300  Tulsa, Oklahoma 74119  (877) 950-7473
Slider WestOk Gathering, LLC	Delaware	26-3063706	110 West 7 <sup>th</sup> Street, Suite 2300  Tulsa, Oklahoma 74119  (877) 950-7473
Atlas Pipeline Mid-Continent Holdings, LLC	Delaware	45-5528668	110 West 7 <sup>th</sup> Street, Suite 2300  Tulsa, Oklahoma 74119  (877) 950-7473
Atlas Pipeline Mid-Continent LLC	Delaware	37-1492980	110 West 7 <sup>th</sup> Street, Suite 2300  Tulsa, Oklahoma 74119  (877) 950-7473
Atlas Chaney Dell, LLC	Delaware	42-1733101	110 West 7 <sup>th</sup> Street, Suite 2300  Tulsa, Oklahoma 74119  (877) 950-7473
Atlas Midkiff, LLC	Delaware	42-1733099	110 West 7 <sup>th</sup> Street, Suite 2300  Tulsa, Oklahoma 74119  (877) 950-7473
NOARK Energy Services, L.L.C.	Oklahoma	73-1551901	110 West 7 <sup>th</sup> Street, Suite 2300  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 Tulsa, Oklahoma 74119
			(877) 950-7473
APL Laurel Mountain, LLC	Delaware	26-4834348	110 West 7 <sup>th</sup> Street, Suite 2300 Tulsa, Oklahoma 74119
			(877) 950-7473
APL Barnett, LLC	Delaware	45-2561587	110 West 7 <sup>th</sup> Street, Suite 2300 Tulsa, Oklahoma 74119
			(877) 950-7473
Pecos Pipeline LLC	Delaware	26-3633417	110 West 7 <sup>th</sup> Street, Suite 2300 Tulsa, Oklahoma 74119
			(877) 950-7473
Tesuque Pipeline, LLC	Delaware	27-0632723	110 West 7 <sup>th</sup> Street, Suite 2300 Tulsa, Oklahoma 74119
			(877) 950-7473
APL Arkoma Holdings, LLC	Delaware	90-0918336	110 West 7 <sup>th</sup> Street, Suite 2300 Tulsa, Oklahoma 74119
			(877) 950-7473
APL Arkoma Midstream, LLC	Delaware	27-3677594	110 West 7 <sup>th</sup> Street, Suite 2300 Tulsa, Oklahoma 74119
			(877) 950-7473
APL Gas Treating, LLC	Delaware	27-0592931	110 West 7 <sup>th</sup> Street, Suite 2300 Tulsa, Oklahoma 74119
			(877) 950-7473
APL Arkoma, Inc.	Delaware	27-3684911	110 West 7 <sup>th</sup> Street, Suite 2300 Tulsa, Oklahoma 74119
			(877) 950-7473

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

### DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to Registration Statement on Form S-3 (Registration No. 333-192464) (the Registration Statement) of Atlas Pipeline Partners, L.P., a Delaware limited liability partnership (Atlas Pipeline), Atlas Pipeline Finance Corporation, a Delaware corporation (Finance Co), and the other registrants listed in the table above, filed on November 20, 2013, which was deemed effective upon filing. The Registration Statement pertained to common units representing limited partner interests, preferred units representing limited partner interests, subordinated units representing limited partner interests, debt securities and warrants.

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

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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 Statement. In accordance with an undertaking made by Atlas Pipeline in the Registration Statement to remove from registration, by means of a post-effective amendment, 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 Statement.

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**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-3 and has duly caused this Post-Effective Amendment No. 1 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, this Registration Statement has 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>
/s/ Joe Bob Perkins	Chief Executive Officer and Director of the	
Joe Bob Perkins	General Partner	March 5, 2015
	(Principal Executive Officer)	
/s/ Robert W. Karlovich III	Chief Financial Officer and	March 5, 2015
Robert W. Karlovich III	Chief Accounting Officer	
	(Principal Financial Officer and Principal	
	Accounting Officer)	
/s/ Jeffrey J. McParland	Director of the General Partner	March 5, 2015
Jeffrey J. McParland		

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-3 and has duly caused this Post-Effective Amendment No. 1 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 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, this registration statement has 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	General Partner	March 5, 2015
Joe Bob Perkins	(Principal Executive Officer)	
	Chief Financial Officer	March 5, 2015
/s/ Robert W. Karlovich III	(Principal Financial Officer and Principal Accounting Officer)	
Robert W. Karlovich III		
/s/ Jeffrey J. McParland		March 5, 2015
Jeffrey J. McParland	Director of the General Partner	

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pittsburgh, Pennsylvania, on March 5, 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.,

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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.,

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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, this registration statement has 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 Joe Bob Perkins	General Partner (Principal Executive Officer)	March 5, 2015
/s/ Robert W. Karlovich III Robert W. Karlovich III	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 5, 2015
/s/ Jeffrey J. McParland Jeffrey J. McParland	Director of the General Partner	March 5, 2015