

APL Laurel Mountain, LLC  
Form POS AM  
August 19, 2013

As filed with the Securities and Exchange Commission on August 19, 2013

Registration No. 333-184804

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

**Post-Effective Amendment No. 1**

to

**FORM S-4**  
**REGISTRATION STATEMENT**  
*UNDER*

*THE SECURITIES ACT OF 1933*

**ATLAS PIPELINE PARTNERS, L.P.\***  
**ATLAS PIPELINE FINANCE CORPORATION**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b>	<b>1311</b>	<b>23-3011077</b>
<b>Delaware</b>	<b>1311</b>	<b>20-3879234</b>
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

**Park Place Corporate Center One**

**1000 Commerce Drive, 4<sup>th</sup> Floor**

**Pittsburgh, PA 15275-1011**

**(877) 950-7473**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive office)

**Gerald R. Shrader**

**Atlas Pipeline Partners GP, LLC**

**Park Place Corporate Center One**

**1000 Commerce Drive, 4<sup>th</sup> Floor**

**Pittsburgh, PA 15275-1011**

**(877) 950-7473**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Please send copies of communications to:*

**Mark Rosenstein, Esq.**

**Ledgewood**

**1900 Market Street**

**Philadelphia, Pennsylvania 19103**

**(215) 731-9450**

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\* See table of additional registrants.

**Approximate date of commencement of proposed sale to the public:** Not applicable. This post-effective amendment withdraws from registration all securities of the registrants that remain unsold hereunder and terminates the 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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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Exact name of registrant	State or other jurisdiction of incorporation or organization	I.R.S. Employer Identification Number	Address, including zip code, and telephone number, including area code, of registrant's principal executive offices
as specified in its charter Atlas Pipeline Operating Partnership, L.P.	Delaware	23-3015646	Park Place Corporate Center One  1000 Commerce Drive, 4 <sup>th</sup> Floor  Pittsburgh, PA 15275-1011  (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	37-1492980	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  (877) 950-7473
Velma Gas Processing Company, LLC	Delaware	45-1543387	110 West 7 <sup>th</sup> Street, Suite 2300  Tulsa, Oklahoma 74119

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			(877) 950-7473
Atlas Pipeline NGL Holdings, LLC	Delaware	80-0710914	110 West 7 <sup>th</sup> Street, Suite 2300 Tulsa, Oklahoma 74119
			(877) 950-7473
Atlas Pipeline NGL Holdings II, LLC	Delaware	90-0699888	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
Atlas Pipeline Tennessee, LLC	Pennsylvania	83-0504919	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

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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

**WITHDRAWAL OF SECURITIES FROM REGISTRATION AND  
TERMINATION OF RELATED REGISTRATION STATEMENT**

On November 7, 2012, Atlas Pipeline Partners, L.P., Atlas Pipeline Finance Corporation and the other registrants hereunder (the Registrants ), filed a Registration Statement on Form S-4 (No. 333-184804) (as amended, the Registration Statement ), which was declared effective on April 12, 2013. The Registration Statement registered debt securities with a proposed maximum aggregate offering price of \$500,000,000 and related guarantees.

The Registrants are electing to terminate the offering under the Registration Statement. No offers of securities were made and no securities were sold, leaving all of the securities unsold. Pursuant to the undertakings of the Registrants set forth in Part II of the Registration Statement, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to withdraw from registration under the Securities Act of 1933, as amended, all of the debt securities and guarantees that remain unsold under the Registration Statement and to terminate the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pittsburgh, Pennsylvania, on August 19, 2013.

**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

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 August 19, 2013.

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

for himself and as attorney-in-fact for:

Edward E. Cohen	Chairman
Jonathan Z. Cohen	Vice Chairman
Eugene N. Dubay	President, Chief Executive Officer and Director
Tony C. Banks	Director
Curtis D. Clifford	Director
Gayle P.W. Jackson	Director
Martin Rudolph	Director
Michael L. Staines	Director



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Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pittsburgh, Pennsylvania, on August 19, 2013.

**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 August 19, 2013.

/s/ Robert W. Karlovich, III  
Robert W. Karlovich, III

Chief Financial Officer (principal financial  
officer and principal accounting officer), for  
himself and as attorney-in-fact for:

Edward E. Cohen	Chairman and Chief Executive Officer
Jonathan Z. Cohen	Vice Chairman
Eugene N. Dubay	President and Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pittsburgh, Pennsylvania, on August 19, 2013.

**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

**ATLAS PIPELINE TENNESSEE, 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 PIPELINE NGL 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

**ATLAS PIPELINE NGL HOLDINGS II, LLC**

By: Atlas Pipeline Mid-Continent Holdings, LLC,  
its sole member

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

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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

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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

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 August 19, 2013.



/s/ Robert W. Karlovich, III  
Robert W. Karlovich, III  
Chief Financial Officer and Chief Accounting Officer,  
for himself and as attorney-in-fact for:

Edward E. Cohen	Chairman
Jonathan Z. Cohen	Vice Chairman
Eugene N. Dubay	President, Chief Executive Officer and Director
Tony C. Banks	Director
Curtis D. Clifford	Director
Gayle P.W. Jackson	Director
Martin Rudolph	Director
Michael L. Staines	Director