

APL SouthTex Transmission Co LP
Form S-4/A
September 03, 2013
Table of Contents

As filed with the Securities and Exchange Commission on September 3, 2013

Registration No. 333-190053

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

Amendment No. 2
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)

Delaware	1311	23-3011077
Delaware	1311	20-3879234
(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, 4th 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, 4th 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 E. Rosenstein, Esq.

Ledgewood

1900 Market Street

Philadelphia, Pennsylvania 19103

(215) 731-9450

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

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. "

* See table of additional registrants.

Table of Contents

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) ..

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Exact name of registrant as specified in its charter	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
Atlas Pipeline Operating Partnership, L.P.	Delaware	23-3015646	Park Place Corporate Center One 1000 Commerce Drive, 4 th Floor Pittsburgh, PA 15275-1011 (877) 950-7473
Velma Intrastate Gas Transmission Company, LLC	Delaware	26-2877615	110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119 (877) 950-7473
Slider WestOk Gathering, LLC	Delaware	26-3063706	110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119 (877) 950-7473
Atlas Pipeline Mid-Continent Holdings, LLC	Delaware	37-1492980	110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119 (877) 950-7473

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Atlas Pipeline Mid-Continent LLC	Delaware	37-1492980	110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119 (877) 950-7473
Atlas Chaney Dell, LLC	Delaware	42-1733101	110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119 (877) 950-7473
Atlas Midkiff, LLC	Delaware	42-1733099	110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119 (877) 950-7473
NOARK Energy Services, L.L.C.	Oklahoma	73-1551901	110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119 (877) 950-7473
Velma Gas Processing Company, LLC	Delaware	45-1543387	110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119 (877) 950-7473
Atlas Pipeline NGL Holdings, LLC	Delaware	80-0710914	110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119 (877) 950-7473

Table of Contents

Exact name of registrant as specified in its charter	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
Atlas Pipeline NGL Holdings II, LLC	Delaware	90-0699888	110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119
APL Laurel Mountain, LLC	Delaware	26-4834348	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119
Atlas Pipeline Tennessee, LLC	Pennsylvania	83-0504919	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119
APL Barnett, LLC	Delaware	45-2561587	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119
Pecos Pipeline LLC	Delaware	26-3633417	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119
Tesuque Pipeline, LLC	Delaware	27-0632723	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119
APL Arkoma Holdings, LLC	Delaware	90-0918336	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119
APL Arkoma Midstream, LLC	Delaware	27-3677594	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119
APL Gas Treating LLC	Delaware	27-0592931	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119
APL Arkoma, Inc.	Delaware	27-3684911	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119

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APL SouthTex Midstream LLC	Delaware	27-0350291	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119
APL SouthTex Pipeline Company LLC	Texas	20-8721079	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119
APL SouthTex Processing Company LP	Texas	45-2502762	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119
APL SouthTex Midstream Holding Company LP	Texas	20-8721377	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119
APL SouthTex Gas Utility Company LP	Texas	20-8721344	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119 (877) 950-7473

Table of Contents

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 APL SouthTex Transmission Company LP	Texas	80-0920148	110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119
Atlas SouthTex Midstream Company LP	Texas	20-8721274	(877) 950-7473 110 West 7 th Street, Suite 2300 Tulsa, Oklahoma 74119 (877) 950-7473

Table of Contents

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion, dated September 3, 2013

Prospectus

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

Offer to Exchange

Registered $6\frac{5}{8}\%$ Senior Notes due 2020

for

**All outstanding $6\frac{5}{8}\%$ Senior Notes due 2020 issued September 28, 2012
and December 20, 2012**

(\$500,000,000 in principal amount outstanding)

Terms of the exchange offer:

We are offering to exchange, upon the terms of and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal, all of our outstanding $6\frac{5}{8}\%$ Senior Notes due 2020 issued on September 28, 2012 and December 20, 2012 for our registered $6\frac{5}{8}\%$ Senior Notes due 2020. In this prospectus, we refer to the notes we originally issued on September 28, 2012 and December 20, 2012 as the new issue notes and the registered notes as the exchange notes.

The terms of the exchange notes will be identical in all material respects to the terms of the new issue notes, except that the transfer restrictions, registration rights and additional interest provisions of the new issue notes will not apply to the exchange notes.

The exchange offer expires at 5:00 p.m., New York City time, on _____, 2013, unless extended.

You may withdraw your tender of new issue notes at any time before the expiration of the exchange offer. We will exchange all new issue notes validly tendered and not withdrawn.

The exchange offer is not subject to any condition other than that the exchange offer not violate applicable law or any applicable interpretation of the staff of the Securities and Exchange Commission.

There is no existing public market for the exchange notes. We do not intend to list the exchange notes on any securities exchange or seek approval for quotation through any automated trading system.

We will not receive any cash proceeds from the exchange offer.

Interest on the exchange notes will be paid at the rate of $6\frac{5}{8}\%$ per annum, semi-annually in arrears on each April 1 and October 1.

Please read Risk Factors beginning on page 10 for a discussion of factors you should consider before participating in the exchange offer.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

Each broker-dealer that receives the exchange notes for its own account pursuant to this exchange offer must acknowledge by way of the letter of transmittal that it will deliver a prospectus in connection with any resale of the notes. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the exchange notes received in exchange for new issue notes where such new issue notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed to make this prospectus available for a period of 180 days from the expiration date of this exchange offer to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

The date of this prospectus is _____, 2013.

Table of Contents

TABLE OF CONTENTS

<u>SUMMARY</u>	1
<u>RISK FACTORS</u>	10
<u>SELECTED HISTORICAL FINANCIAL DATA</u>	30
<u>USE OF PROCEEDS</u>	34
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	34
<u>CAPITALIZATION</u>	35
<u>EXCHANGE OFFER</u>	36
<u>DESCRIPTION OF OTHER INDEBTEDNESS</u>	43
<u>DESCRIPTION OF THE EXCHANGE NOTES</u>	45
<u>CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES</u>	89
<u>PLAN OF DISTRIBUTION</u>	90
<u>LEGAL MATTERS</u>	92
<u>EXPERTS</u>	92
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	92

This prospectus is part of a registration statement we filed with the Securities and Exchange Commission. In making your investment decision, you should rely only on the information contained in or incorporated by reference into this prospectus and in the letter of transmittal accompanying this prospectus. We have not authorized anyone to provide you with any other information. If you receive any unauthorized information, you must not rely on it. We are not making an offer to sell these securities in any state where the offer is not permitted. You should not assume that the information contained in this prospectus or in the documents incorporated by reference into this prospectus are accurate as of any date other than the date on the front cover of this prospectus or the date of such incorporated documents, as the case may be.

This prospectus incorporates by reference business and financial information about us that is not included in or delivered with this prospectus. This information is available without charge upon written or oral request directed to: Investor Relations, Atlas Pipeline Partners, L.P., Park Place Corporate Center One, 1000 Commerce Drive, 4th Floor, Pittsburgh, PA 15275-1011; telephone number: (877) 950-7473. To obtain timely delivery, you must request the information no later than [redacted], 2013 [5 business days before expiration date].

Table of Contents

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The matters discussed or incorporated by reference in this prospectus may include forward-looking statements. These statements may be identified by the use of forward-looking terminology such as anticipate, believe, continue, could, estimate, expect, intend, may, might, potential, predict, should, or will, or the negative thereof or other variations thereon or comparable terminology. In particular, statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance contained in this prospectus, including certain statements under the headings Summary and Risk Factors, are forward-looking statements. We have based these forward-looking statements on our current expectations, assumptions, estimates and projections. While we believe these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond our control. These and other important factors, including those discussed in this prospectus under the headings Summary and Risk Factors, may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Some of the key factors that could cause actual results to differ from our expectations include:

the demand for natural gas and natural gas liquids;

the price volatility of natural gas and natural gas liquids;

the effectiveness of our hedging program, and the creditworthiness of our hedging counterparties;

our ability to connect new wells to our gathering systems;

the amount of NGL content in the natural gas we process and the volume of natural gas we gather;

our indebtedness, which could limit our flexibility, adversely affect our financial health and prevent us from paying debt service on the notes;

adverse effects of governmental and environmental regulation;

limitations on our access to capital or on the market for our common units; and

the strength and financial resources of our competitors.

Other factors that could cause actual results to differ from those implied by the forward-looking statements in this prospectus are more fully described in the Risk Factors section and elsewhere in this prospectus. Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements included in this prospectus are made only as of the date hereof. We do not undertake and specifically decline any obligation to update any such statements or to publicly announce the results of any revisions to any of these statements to reflect future events or developments.

TERMS USED IN THIS PROSPECTUS

Unless otherwise noted or indicated by the context, in this prospectus:

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the terms the Partnership, we, our and us refer to Atlas Pipeline Partners, L.P. and its subsidiaries;

the term our general partner refers to Atlas Pipeline Partners GP, LLC, a wholly-owned subsidiary of Atlas Energy, L.P. (NYSE: ATLS);

we refer to natural gas liquids, such as ethane, propane, normal butane, isobutane and natural gasoline, as NGLs ;

we refer to billion cubic feet as Bcf, million cubic feet as MMcf, thousand cubic feet as Mcf, million cubic feet per day as MMcfd, thousand cubic feet per day as Mcfd, barrels as Bbl, barrels per day as Bbld, British Thermal Unit as Btu and million British Thermal Units as MMBtu ; and

Table of Contents

the \$365.8 million in outstanding principal amount of $8\frac{3}{4}\%$ senior notes due 2018 we originally issued on June 27, 2008 and November 21, 2011 are referred to as the 8.75% Senior Notes; the \$650.0 million outstanding principal amount of 5.875% senior notes due 2023 we originally issued on February 11, 2013 are referred to as the 5.875% Senior Notes; the \$400.0 million outstanding principal amount of 4.75% senior notes due 2021 we originally issued on May 10, 2013 are referred to as the 4.75% Senior Notes; the new issue notes, the 5.875% Senior Notes and the 4.75% Senior Notes are collectively referred to as the existing notes; the \$500.0 million of $6\frac{5}{8}\%$ senior notes due 2020 we issued on September 28, 2012 and December 20, 2012 are referred to as the new issue notes; the registered notes are referred to as the exchange notes; and the new issue notes and the exchange notes are collectively referred to as the notes.

Table of Contents

SUMMARY

This summary highlights information included or incorporated by reference in this prospectus. It may not contain all of the information that is important to you. This prospectus includes information about the exchange offer and includes or incorporates by reference information about our business and our financial and operating data. Before deciding to participate in the exchange offers, you should read this entire prospectus carefully, including the financial data and related notes incorporated by reference in this prospectus and the Risk Factors section.

Atlas Pipeline Partners, L.P.

We are a publicly-traded Delaware limited partnership formed in 1999 whose common units are listed on the New York Stock Exchange under the symbol APL. We are a leading provider of natural gas gathering, processing and treating services in the Anadarko, Arkoma and Permian Basins located in the southwestern and mid-continent regions of the United States; a provider of natural gas gathering services in the Appalachian Basin in the northeastern region of the United States; and a provider of NGL transportation services in the southwestern region of the United States.

We conduct our business in the midstream segment of the natural gas industry through two reportable segments: Gathering and Processing; and Transportation, Treating and Other (Transportation and Treating).

The Gathering and Processing segment consists of (1) the Arkoma, South TX, WestOK, WestTX and Velma operations, which are comprised of natural gas gathering and processing assets servicing drilling activity in the Eagle Ford Shale play in Texas and the Anadarko, Arkoma and Permian Basins; (2) natural gas gathering assets located in the Barnett Shale play in Texas and the Appalachian Basin in Tennessee; and (3) through the year ended December 31, 2011, the revenues and gain on sale related to our former 49% interest in Laurel Mountain Midstream, LLC (Laurel Mountain). Gathering and Processing revenues are primarily derived from the sale of residue gas and NGLs and the gathering processing of natural gas.

Our Gathering and Processing operations, own, have interests in and operate fourteen natural gas processing plants with aggregate capacity of approximately 1,490 MMCFD located in Oklahoma and Texas; a gas treating facility located in Oklahoma; and approximately 10,600 miles of active natural gas gathering systems located in Oklahoma, Kansas, Tennessee and Texas. Our gathering systems gather natural gas from oil and natural gas wells and central delivery points and deliver to this gas to processing plants, as well as third-party pipelines.

Our Gathering and Processing operations are all located in or near areas of abundant and long-lived natural gas production, including the Golden Trend, Mississippian Limestone and Hugoton field in the Anadarko Basin; the Woodford Shale; the Spraberry Trend, which is an oil play with associated natural gas in the Permian Basin; the Barnett Shale; and the Eagle Ford Shale. Our gathering systems are connected to approximately 8,600 receipt points, consisting primarily of individual well connections and, secondarily, central delivery points, which are linked to multiple wells. We believe we have significant scale in each of our primary service areas. We provide gathering, processing and treating services to the wells connected to our systems, primarily under long-term contracts. As a result of the location and capacity of our gathering, processing and treating assets, we believe we are strategically positioned to capitalize on the drilling activity in our service areas.

Our Transportation and Treating operations consist of (1) seventeen gas treating facilities used to provide contract treating services to natural gas producers located in Arkansas, Louisiana, Oklahoma and Texas; and (2) a 20% interest in West Texas LPG Pipeline Limited Partnership (WTLPG), which owns a common-carrier pipeline system that transports NGLs from New Mexico and Texas to Mont Belvieu, Texas for fractionation.

Table of Contents

WTLPG is operated by Chevron Pipeline Company, an affiliate of Chevron Corporation, a Delaware corporation (Chevron NYSE: CVX), which owns the remaining 80% interest. The contract gas treating operations are located in various shale plays including the Avalon, Eagle Ford, Granite Wash, Haynesville, Fayetteville and Woodford.

In connection with the acquisition of 100% of the equity interests in three subsidiaries wholly-owned by Cardinal Midstream LLC (the Cardinal Acquisition) and the acquisition of 100% of the outstanding member and other ownership interests of TEAK Midstream, LLC (the TEAK Acquisition), we reviewed the acquired assets to determine the proper alignment of these assets within the existing reportable segments. The gas gathering and processing facilities acquired, along with their related assets, for both the Cardinal Acquisition and the TEAK Acquisition are included in the Gathering and Processing segment. The fixed fee contract gas treating business acquired in the Cardinal Acquisition generates revenue based upon monthly lease fees. We have included these assets in the Pipeline Transportation segment and renamed it Transportation, Treating and Other.

Recent Developments

On January 7, 2013, we paid \$6.0 million for the first of two contingent payments related to the acquisition of a gas gathering system and related assets in February 2012. We originally agreed to pay up to an additional \$12.0 million, payable in two equal amounts, if certain volumes were achieved on the acquired gathering system within specified periods of time. Sufficient volumes were achieved in December 2012 to meet the required volumes for the first contingent payments.

On February 11, 2013 we issued \$650.0 million of the 5.875% Senior Notes in a private placement transaction. The 5.875% Senior Notes were issued at par. We received net proceeds of \$637.1 million and utilized the proceeds to redeem the 8.75% Senior Notes and repay a portion of our outstanding indebtedness under our revolving credit facility. We have agreed to file a registration statement with respect to the 5.875% Senior Notes.

Prior to issuance of the 5.875% Senior Notes and in anticipation thereof, on January 28, 2013, we commenced a cash tender offer for any and all of our outstanding 8.75% Senior Notes, and a solicitation of consents to eliminate most of the restrictive covenants and certain of the events of default contained in the indenture governing the 8.75% Senior Notes (8.75% Senior Notes Indenture). Approximately \$268.4 million aggregate principal amount of the 8.75% Senior Notes, (representing approximately 73.4% of the outstanding notes) were validly tendered as of the expiration date of the consent solicitation. On February 11, 2013, we accepted for purchase all 8.75% Senior Notes validly tendered as of the expiration date of the consent solicitation and entered into a supplemental indenture amending and supplementing the 8.75% Senior Notes Indenture. We also issued a notice to redeem all the 8.75% Senior Notes not purchased in connection with the tender offer on March 12, 2013. We funded the redemption with a portion of the net proceeds from the issuance of the 5.875% Senior Notes.

On April 16, 2013, we executed a Class D preferred unit purchase agreement for a private placement of \$400.0 million of our Class D convertible preferred units (Class D Preferred Units) to third party investors, at a negotiated price per unit of \$29.75 for net proceeds of \$397.7 million. We also received a capital contribution from the General Partner of \$8.2 million to maintain its 2.0% general partner interest in us. We used the proceeds to fund a portion of the purchase price of 100% of the equity interests held by TEAK.

On April 17, 2013, we sold 11,845,000 of our common units in a registered public offering at a price of \$34.00 per unit, yielding net proceeds of \$388.4 million after underwriting commissions and expenses. We also

Table of Contents

received a capital contribution from the General Partner of \$8.3 million to maintain its 2.0% general partnership interest. We used the proceeds from this offering to fund a portion of the purchase price of the TEAK Acquisition.

On April 19, 2013, we entered into an amendment to our amended and restated credit agreement, which, among other changes, (1) allowed the TEAK Acquisition to be a Permitted Investment, as defined in the credit agreement; (2) does not require the joint venture interests acquired in the TEAK Acquisition to be guarantors; (3) modified the definitions of Consolidated Funded Debt Ratio, Interest Coverage Ratio and Consolidated EBITDA to allow for an Acquisition Period whereby the terms for calculating each of these ratios have been adjusted; and (4) permitted the payment of cash distributions, if any, on the Class D Preferred Units so long as we have a pro forma Minimum Liquidity, as defined in the credit agreement, of greater than or equal to \$50.0 million.

On May 7, 2013, we completed the TEAK Acquisition for \$1.0 billion in cash, subject to customary purchase price adjustments, less cash received.

On May 10, 2013, we completed the private issuance and sale of \$400.0 million of the 4.75% Senior Notes. The 4.75% Senior Notes are fully and unconditionally guaranteed, subject to certain customary release provisions, by our existing restricted subsidiaries (other than Atlas Pipeline Finance Corporation (Finance Co.), Atlas Pipeline Mid-Continent WestOk, LLC (WestOK), Atlas Pipeline Mid-Continent WestTex, LLC (WestTX), Centrahoma Processing, LLC (Centrahoma) and T2 LaSalle Gathering Company LLC, T2 Eagle Ford Gathering Company LLC and T2 EF Cogeneration Holdings LLC (collectively, the TEAK Joint Ventures), and their respective subsidiaries) and any future subsidiary that guarantees our indebtedness or the indebtedness of any other subsidiary. We have agreed to file a registration statement with respect to the 4.75% Senior Notes.

On July 23, 2013, we declared a cash distribution of \$0.62 per unit on our outstanding common limited partner units, representing the cash distribution for the quarter ended June 30, 2013. The \$54.0 million distribution, including \$5.9 million to our General Partner for its general partner interest and incentive distribution rights, will be paid on August 14, 2013 to unitholders of record at the close of business on August 7, 2013.

Our Organizational Structure

We conduct our operations through, and our operating assets are owned by, our subsidiaries. Our general partner has sole responsibility for conducting our business and managing our operations. Our general partner does not receive any management fee or other compensation in connection with its management of our business apart from its general partner interest and incentive distribution rights, but it is reimbursed for direct and indirect expenses incurred on our behalf. Our executive offices are located at Park Place Corporate Center One, 1000 Commerce Drive, Suite 400, Pittsburgh, Pennsylvania 15275, telephone number (877) 950-7473. Our website address is www.atlaspipeline.com. The information on our website is not part of this prospectus and you should rely only on the information contained or incorporated by reference in this prospectus when making a decision as to whether or not to invest in the notes.

Table of Contents

Summary of the Exchange Offer

On each of September 28, 2012 and December 20, 2012, we completed a private offering of the new issue notes. As part of these private offerings, we entered into registration rights agreements, referred to herein as the Registration Rights Agreements, with the initial purchasers of the new issue notes in which we agreed, among other things, to deliver this prospectus to you and to use our reasonable best efforts to complete the exchange offer within 360 days of the respective issue date. The following is a summary of the exchange offer.

New issue notes	\$500.0 million aggregate principal amount of 6 ⁵ / ₈ % Senior Notes due 2020.
Exchange notes	6 ⁵ / ₈ % Senior Notes due 2020. The terms of the exchange notes are substantially identical to those terms of the new issue notes, except that the transfer restrictions, registration rights and provisions for additional interest relating to the new issue notes do not apply to the exchange notes.
Exchange offer	We are offering to exchange up to \$500.0 million principal amount of our 6 ⁵ / ₈ % Senior Notes due 2020 that have been registered under the Securities Act of 1933 for an equal amount of our outstanding 6 ⁵ / ₈ % Senior Notes due 2020 to satisfy our obligations under the Registration Rights Agreements.
Expiration date	The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2013, unless we decide to extend it.
Conditions to the exchange offer	The Registration Rights Agreements do not require us to accept new issue notes for exchange if the exchange offer or the making of any exchange by a holder of the new issue notes would violate any applicable law or interpretation of the staff of the SEC or if any legal action has been instituted or threatened that would impair our ability to proceed with the exchange offer. A minimum aggregate principal amount of new issue notes being tendered is not a condition to the exchange offer. Please read Exchange Offer Conditions to the Exchange Offer for more information about the conditions to the exchange offer.
Procedures for tendering new issue notes	To participate in the exchange offer, you must follow the automatic tender offer program, or ATOP, procedures established by The Depository Trust Company, or DTC, for tendering notes held in book-entry form. The ATOP procedures require that the exchange agent receive, before the expiration date of the exchange offer, a computer-generated message known as an agent's message that is transmitted through ATOP and that DTC confirms that: DTC has received instructions to exchange your notes; and you agree to be bound by the terms of the letter of transmittal. For more details, please read Exchange Offer Terms of the Exchange Offer and Exchange Offer Procedures for Tendering.

Guaranteed delivery procedures

None.

4

Table of Contents

Withdrawal of tenders	You may withdraw your tender of new issue notes at any time before the expiration date. To withdraw, you must submit a notice of withdrawal to the exchange agent using ATOP procedures before 5:00 p.m., New York City time, on the expiration date of the exchange offer. Please read Exchange Offer Withdrawal of Tenders.
Acceptance of new issue notes and delivery of exchange notes	If you fulfill all conditions required for proper acceptance of new issue notes, we will accept any and all new issue notes that you properly tender in the exchange offer before 5:00 p.m., New York City time, on the expiration date. We will return any new issue note that we do not accept for exchange to you without expense promptly after the expiration date. We will deliver the exchange notes promptly after the expiration date and acceptance of the new issue notes for exchange. Please read Exchange Offer Terms of the Exchange Offer.
Fees and expenses	We will bear all expenses related to the exchange offer. Please read Exchange Offer Fees and Expenses.
Use of proceeds	The issuance of the exchange notes will not provide us with any new proceeds. We are making the exchange offer solely to satisfy our obligations under the Registration Rights Agreements.
Consequences of failure to exchange new issue notes	<p>If you do not exchange your new issue notes in the exchange offer, your new issue notes will continue to be subject to the restrictions on transfer currently applicable to the new issue notes. In general, you may offer or sell your new issue notes only:</p> <ul style="list-style-type: none">if they are registered under the Securities Act and applicable state securities laws;if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws; orif they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws. <p>Following completion of the exchange offer, we do not currently intend to register any remaining new issue notes under the Securities Act. Under some circumstances, however, holders of the new issue notes, including holders who are not permitted to participate in the exchange offer or who may not freely resell exchange notes received in the exchange offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of new issue notes by these holders. For more information regarding the consequences of not tendering your new issue notes and our obligation to file a shelf registration statement, please read Exchange Offer Consequences of Failure to Exchange and Description of the Exchange Notes Registration Rights; Additional Interest.</p>

Table of Contents

U.S. federal income tax consequences The exchange of exchange notes for new issue notes in the exchange offer should not be a taxable event for U.S. federal income tax purposes. Please read *Certain Federal Income Tax Consequences*.

Exchange agent We have appointed U.S. Bank National Association as the exchange agent for the exchange offer. You should direct questions and requests for assistance and requests for additional copies of this prospectus (including the letter of transmittal) to the exchange agent addressed as follows: Attn: Lori Buckles, U.S. Bank Corporate Trust Services, Specialized Finance Dept., 60 Livingston Avenue, St. Paul, Minnesota 55107; telephone number (651) 466-6728. Eligible institutions may make requests by facsimile at (651) 466-7372.

Summary of Terms of the Exchange Notes

The exchange notes will be identical to the new issue notes, except that the exchange notes are registered under the Securities Act and will not have restrictions on transfer, registration rights or provisions for additional interest. The exchange notes will evidence the same debt as the new issue notes, and the same indenture will govern the exchange notes and the new issue notes.

*The following summary contains basic information about the exchange notes and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of the exchange notes, please read *Description of the Exchange Notes*.*

Issuers Atlas Pipeline Partners, L.P. and Atlas Pipeline Finance Corporation