

Marlin Midstream Partners, LP  
Form S-3/A  
April 28, 2015

As filed with the Securities and Exchange Commission on April 27, 2015

Registration No. 333-203451

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

**AMENDMENT NO. 1 TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Marlin Midstream Partners, LP\***

**Marlin Midstream Finance Corporation**

**(Exact Name of Registrant as specified in its charter)**

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

**4922**  
**(Primary Standard Industrial**  
**Classification Code Number)**  
**12377 Merit Drive, Suite 300**

**46-2627595**  
**(IRS Employer**  
**Identification Number)**

**Dallas, Texas 75251**

**(972) 674-5200**

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

**Eric T. Kalamaras**

**12377 Merit Drive, Suite 300**

**Dallas, Texas 75251**

**(972) 674-5200**

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

*with a copy to:*

**Douglas E. McWilliams**

**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:** From time to time after this Registration Statement becomes effective.

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. x

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, 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. "

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

**The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment that specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**TABLE OF ADDITIONAL REGISTRANT GUARANTORS**

The following are additional registrants that may guarantee the debt securities registered hereby:

<b>Exact Name of Registrant Guarantor(1)</b>	<b>State of Other Jurisdiction of Incorporation or Organization</b>	<b>IRS Employer Identification Number</b>
Marlin Midstream, LLC	Texas	20-0262587
Marlin Logistics, LLC	Texas	27-3368460
Turkey Creek Pipeline, LLC	Texas	30-0331161
Marlin G&P I, LLC	Texas	20-2136073
Murvaul Gas Gathering, LLC	Texas	20-2020826
Talco Midstream Assets, Ltd.	Texas	75-2957004
Azure Holdings GP, LLC	Delaware	35-2530537
Azure TGG, LLC	Delaware	35-2526233

(1) The address for the additional registrant guarantors is 12377 Merit Drive, Suite 300, Dallas, Texas 75251, and the telephone number for the registrant guarantors is (972) 674-5200. The Primary Industrial Classification Code for the registrant guarantors is 4922.

**EXPLANATORY NOTE**

This Amendment No. 1 ( Amendment No. 1 ) to the registration statement on Form S-3 filed with the Securities and Exchange Commission (the Commission ) on April 16, 2015 (the Registration Statement ) is being filed to correct a filing error by which Marlin Midstream Finance Corporation was inadvertently omitted as a co-registrant of the Registration Statement on the Commission s Electronic Data Gathering, Analysis and Retrieval ( EDGAR ) system. Amendment No. 1 is being filed to add Marlin Midstream Finance Corporation as a co-registrant of the Registration Statement on the EDGAR system.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Dallas, State of Texas, on the 27th day of April, 2015.

**MARLIN MIDSTREAM PARTNERS, LP**

By: MARLIN MIDSTREAM GP, LLC,

its General Partner

By: /s/ Eric T. Kalamaras

Name: Eric T. Kalamaras

Title: Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-3 has been signed on the dates set forth below by the following persons in the capacities indicated.

April 27, 2015 By: \*  
I.J. Chip Berthelot, II  
President, Chief Executive Officer and Director of  
Marlin Midstream GP, LLC, General Partner of  
Marlin Midstream Partners, LP (Principal Executive  
Officer)

April 27, 2015 By: /s/ Eric T. Kalamaras  
Eric T. Kalamaras  
Chief Financial Officer of Marlin Midstream GP,  
LLC, General Partner of Marlin Midstream Partners,  
LP (Principal Financial Officer and Principal  
Accounting Officer)

April 27, 2015 By: \*  
Thomas O. Whitener, Jr.  
Director, Chairman of the Board of Marlin  
Midstream GP, LLC, General Partner of Marlin  
Midstream Partners, LP

April 27, 2015 By: \*  
W. Keith Maxwell, III  
Director of Marlin Midstream GP, LLC, General  
Partner of Marlin Midstream Partners, LP

April 27, 2015 By: \*  
Thomas R. Fuller  
Director of Marlin Midstream GP, LLC, General  
Partner of Marlin Midstream Partners, LP

April 27, 2015 By: \*  
James Lytal  
Director of Marlin Midstream GP, LLC, General  
Partner of Marlin Midstream Partners, LP

April 27, 2015 By: \*  
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Director of Marlin Midstream GP, LLC, General  
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April 27, 2015 By: \*  
James P. Benson  
Director of Marlin Midstream GP, LLC, General  
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April 27, 2015 By: \*  
Jay M. Frisbie  
Director of Marlin Midstream GP, LLC, General  
Partner of Marlin Midstream Partners, LP

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April 27, 2015

By:

\*

Mark Mulhern

Director of Marlin Midstream GP, LLC, General  
Partner of Marlin Midstream Partners, LP

\*By: /s/ Eric T. Kalamaras  
Eric T. Kalamaras  
Attorney-in-fact



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**MARLIN MIDSTREAM FINANCE CORPORATION**

By: /s/ Eric T. Kalamaras  
Name: Eric T. Kalamaras  
Title: Chief Financial Officer and  
Director (Principal Financial Officer)

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April 27, 2015

By: \*  
I.J. Chip Berthelot, II  
President, Chief Executive Officer and Director of  
Marlin Midstream Finance Corporation (Principal  
Executive Officer)

April 27, 2015

By: /s/ Eric T. Kalamaras  
Eric T. Kalamaras  
Chief Financial Officer and Director of Marlin  
Midstream Finance Corporation (Principal Financial  
Officer)

April 27, 2015

By: \*  
Stacy A. Murray  
Chief Accounting Officer and Director of Marlin  
Midstream Finance Corporation (Principal  
Accounting Officer)

\* By: /s/ Eric T. Kalamaras  
Eric T. Kalamaras  
Attorney-in-fact

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**MARLIN MIDSTREAM, LLC**

By: MARLIN MIDSTREAM PARTNERS,  
LP,

its Sole Member

By: MARLIN MIDSTREAM GP, LLC,

its General Partner

By: /s/ Eric T. Kalamaras  
Name: Eric T. Kalamaras  
Title: Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)

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April 27, 2015

By:

\*

Mark Mulhern

Director of Marlin Midstream GP, LLC, General  
Partner of Marlin Midstream Partners, LP

\*By: /s/ Eric T. Kalamaras  
Eric T. Kalamaras  
Attorney-in-fact

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**MARLIN LOGISTICS, LLC**

By: MARLIN MIDSTREAM PARTNERS,  
LP,

its Sole Member

By: MARLIN MIDSTREAM GP, LLC,

its General Partner

By: /s/ Eric T. Kalamaras  
Name: Eric T. Kalamaras  
Title: Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)

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April 27, 2015 By: /s/ Eric T. Kalamaras  
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Chief Financial Officer of Marlin Midstream GP,  
LLC, General Partner of Marlin Midstream Partners,  
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April 27, 2015

By:

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Mark Mulhern

Director of Marlin Midstream GP, LLC, General  
Partner of Marlin Midstream Partners, LP



\*By: /s/ Eric T. Kalamaras  
Eric T. Kalamaras  
Attorney-in-fact

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**TURKEY CREEK PIPELINE, LLC**

By: MARLIN MIDSTREAM, LLC,

its Sole Member

By: MARLIN MIDSTREAM PARTNERS,  
LP,

its Sole Member

By: MARLIN MIDSTREAM GP, LLC,

its General Partner

By: /s/ Eric T. Kalamaras  
Name: Eric T. Kalamaras  
Title: Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)

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April 27, 2015 By: /s/ Eric T. Kalamaras  
Eric T. Kalamaras  
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Mark Mulhern  
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\*By: /s/ Eric T. Kalamaras  
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**MARLIN G&P I, LLC**

By: MARLIN MIDSTREAM, LLC,

its Sole Member

By: MARLIN MIDSTREAM PARTNERS,  
LP,

its Sole Member

By: MARLIN MIDSTREAM GP, LLC,

its General Partner

By: /s/ Eric T. Kalamaras  
Name: Eric T. Kalamaras  
Title: Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)

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Marlin Midstream Partners, LP (Principal Executive  
Officer)

April 27, 2015 By: /s/ Eric T. Kalamaras  
Eric T. Kalamaras  
Chief Financial Officer of Marlin Midstream GP,  
LLC, General Partner of Marlin Midstream Partners,  
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Mark Mulhern

Director of Marlin Midstream GP, LLC, General  
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\*By: /s/ Eric T. Kalamaras  
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**MURVAUL GAS GATHERING, LLC**

By: MARLIN MIDSTREAM, LLC,

its Sole Member

By: MARLIN MIDSTREAM PARTNERS,  
LP,

its Sole Member

By: MARLIN MIDSTREAM GP, LLC,

its General Partner

By: /s/ Eric T. Kalamaras

Name: Eric T. Kalamaras

Title: Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)

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April 27, 2015 By: /s/ Eric T. Kalamaras  
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Chief Financial Officer of Marlin Midstream GP,  
LLC, General Partner of Marlin Midstream Partners,  
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April 27, 2015 By: \*  
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Director of Marlin Midstream GP, LLC, General  
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Eric T. Kalamaras  
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**TALCO MIDSTREAM ASSETS, LTD.**

By: AZURE HOLDINGS GP, LLC,

its General Partner

By: MARLIN MIDSTREAM, LLC,

its Sole Member

By: MARLIN MIDSTREAM PARTNERS,  
LP,

its Sole Member

By: MARLIN MIDSTREAM GP, LLC,

its General Partner

By: /s/ Eric T. Kalamaras

Name: Eric T. Kalamaras

Title: Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)

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April 27, 2015 By: /s/ Eric T. Kalamaras  
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\*By: /s/ Eric T. Kalamaras  
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**AZURE TGG, LLC**

By: MARLIN MIDSTREAM, LLC,

its Sole Member

By: MARLIN MIDSTREAM PARTNERS,  
LP,

its Sole Member

By: MARLIN MIDSTREAM GP, LLC,

its General Partner

By: /s/ Eric T. Kalamaras  
Name: Eric T. Kalamaras  
Title: Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)

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**AZURE HOLDINGS GP, LLC**

By: MARLIN MIDSTREAM, LLC,

its Sole Member

By: MARLIN MIDSTREAM PARTNERS,  
LP,

its Sole Member

By: MARLIN MIDSTREAM GP, LLC,

its General Partner

By: /s/ Eric T. Kalamaras  
Name: Eric T. Kalamaras  
Title: Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-3 has been signed on the dates set forth below by the following persons in the capacities indicated.

April 27, 2015 By: \*  
I.J. Chip Berthelot, II  
President, Chief Executive Officer and Director of  
Marlin Midstream GP, LLC, General Partner of  
Marlin Midstream Partners, LP (Principal Executive  
Officer)

April 27, 2015 By: /s/ Eric T. Kalamaras  
Eric T. Kalamaras  
Chief Financial Officer of Marlin Midstream GP,  
LLC, General Partner of Marlin Midstream Partners,  
LP (Principal Financial Officer and Principal  
Accounting Officer)

April 27, 2015 By: \*  
Thomas O. Whitener, Jr.  
Director, Chairman of the Board of Marlin  
Midstream GP, LLC, General Partner of Marlin  
Midstream Partners, LP

April 27, 2015 By: \*  
W. Keith Maxwell, III  
Director of Marlin Midstream GP, LLC, General  
Partner of Marlin Midstream Partners, LP

April 27, 2015 By: \*  
Thomas R. Fuller  
Director of Marlin Midstream GP, LLC, General  
Partner of Marlin Midstream Partners, LP

April 27, 2015 By: \*  
James Lytal  
Director of Marlin Midstream GP, LLC, General  
Partner of Marlin Midstream Partners, LP

April 27, 2015 By: \*  
Paul G. Smith  
Director of Marlin Midstream GP, LLC, General  
Partner of Marlin Midstream Partners, LP

April 27, 2015 By: \*  
James P. Benson  
Director of Marlin Midstream GP, LLC, General  
Partner of Marlin Midstream Partners, LP

April 27, 2015 By: \*  
Jay M. Frisbie  
Director of Marlin Midstream GP, LLC, General  
Partner of Marlin Midstream Partners, LP

April 27, 2015

By: \*

Mark Mulhern  
Director of Marlin Midstream GP, LLC, General  
Partner of Marlin Midstream Partners, LP



\*By: /s/ Eric T. Kalamaras  
Eric T. Kalamaras  
Attorney-in-fact