

ARP Barnett, LLC  
Form S-3MEF  
June 10, 2013

As filed with the Securities and Exchange Commission on June 10, 2013

Registration No. 333-

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

**FORM S-3**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**ATLAS RESOURCE PARTNERS, L.P.**  
**ATLAS RESOURCE FINANCE CORPORATION**

**and Other Registrants\***

(see additional registrants below)

(Exact name of registrant as specified in its charter)

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

**45-3591625**  
**90-0812516**  
(I.R.S. Employer

Identification No.)

**Park Place Corporate Center One**  
**1000 Commerce Drive, Suite 400**  
**Pittsburgh, PA 15275**  
**(800) 251-0171**

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

**Edward E. Cohen**  
**Atlas Resource Partners GP, LLC**  
**Park Place Corporate Center One**  
**1000 Commerce Drive, Suite 400**  
**Pittsburgh, PA 15275**  
**(800) 251-0171**

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

*Please send copies of communications to:*

**J. Baur Whittlesey, Esq.**  
**Mark E. Rosenstein, Esq.**  
**Ledgewood**  
**1900 Market Street, Suite 750**  
**Philadelphia, PA 19103**  
**(215) 731-9450**

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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 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:

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.  **File No. 333-180477**

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.

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. (Check one):

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

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered	Proposed	Proposed	Amount of registration fee
		maximum offering price per unit	maximum aggregate offering price	
Common Units	\$58,652,437 <sup>(1)</sup>		\$58,652,437 <sup>(2)</sup>	\$8,000.20

(1) The Registrant previously registered common units, preferred units, subordinated units, warrants, debt securities and guarantees with an aggregate offering price of \$500,000,000 on a registration statement on Form S-3 (File No. 333-180477) (the Prior Registration Statement), which was declared effective April 13, 2012. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended (the Securities Act) an additional amount of common units having a proposed maximum aggregate offering price of \$58,652,437 is hereby registered, representing no more than 20% of the maximum aggregate offering price of securities available for issuance under the Prior Registration Statement. In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration

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- Statement and the Prior Registration Statement exceed those registered under such registration statements.
- (2) Calculated in accordance with Rule 457(o) under the Securities Act. Represents the registration fee only for the additional amount of securities being registered hereby. The Registrant previously registered securities pursuant to the Prior Registration Statement for which a fee of \$57,300 was paid.
  - \* The companies listed on the next page in the Table of Additional Registrant Guarantors are also included in this Registration Statement as additional Registrants.

**This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act.**

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act to register an additional \$58,652,437 of common units of Atlas Resource Partners, L.P. This Registration Statement relates to the Registration Statement on Form S-3 (Reg. No. 333-180477) filed by Atlas Resource Partners, L.P., Atlas Resource Finance Corporation and the other registrants listed in the Table of Additional Guarantors below with the Securities and Exchange Commission, declared effective on April 13, 2012 (the Prior Registration Statement ). The contents of the Prior Registration Statement are incorporated herein by reference.

**\*TABLE OF ADDITIONAL REGISTRANT GUARANTORS**

The following are additional registrants that may guarantee the debt securities registered by the Prior Registration Statement:

<b>Exact name of registrant guarantor as specified in its charter(1)</b>	<b>State or other jurisdiction of incorporation or organization</b>	<b>IRS Employer Identification Number</b>
Atlas Energy Holdings Operating Company, LLC	Delaware	27-4735285
Atlas Resources, LLC	Pennsylvania	20-4822875
Viking Resources, LLC	Pennsylvania	20-5365124
Resource Energy, LLC	Delaware	20-5365174
Atlas Noble, LLC	Delaware	20-5365139
REI-NY, LLC	Delaware	20-5365147
Atlas Energy Indiana, LLC	Indiana	26-3210546
Atlas Energy Tennessee, LLC	Pennsylvania	26-2770794
Atlas Energy Ohio, LLC	Ohio	20-5365198
Atlas Energy Colorado, LLC	Colorado	45-2120015
Resource Well Services, LLC	Delaware	20-5365162
ARP Barnett, LLC	Delaware	90-0812567

- (1) The address, including zip code, and telephone number, including area code, of the principal executive offices and the agent for service of each of the co-registrants named above are the same as those of Atlas Resource Partners, L.P.

**PART II**

**INFORMATION NOT REQUIRED IN THE PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules**

All exhibits filed with or incorporated by reference in the Prior Registration Statement are incorporated herein by reference and shall be deemed to be part of this Registration Statement, except for the following, which are filed herewith:

(a) Exhibits

- 5.1 Opinion of Ledgewood, P.C. as to the legality of the securities being registered
- 23.1 Consent of Grant Thornton LLP
- 23.2 Consent of Grant Thornton LLP
- 23.3 Consent of Grant Thornton LLP
- 23.4 Consent of KPMG LLP
- 23.5 Consent of Wright and Company, Inc.
- 23.6 Consent of Rylander, Clay & Opitz LLP
- 23.7 Consent of Ledgewood (contained in Exhibit 5.1)

**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 New York, New York, on June 10, 2013.

**ATLAS RESOURCE PARTNERS, L.P.**

By: ATLAS RESOURCE PARTNERS GP, LLC,  
its general partner

By: /s/ Sean P. McGrath  
Sean P. McGrath

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 June 10, 2013.

<b>Signature</b>	<b>Title at Atlas Resource Partners GP, LLC</b>
* Edward E. Cohen	Chairman and Chief Executive Officer (principal executive officer)
* Jonathan Z. Cohen	Vice Chairman
* Matthew A. Jones	President, Chief Operating Officer and Director
* Sean P. McGrath	Chief Financial Officer (principal financial officer)
* Jeffrey M. Slotterback	Chief Accounting Officer (principal accounting officer)
* Anthony Coniglio	Director
* DeAnn Craig	Director
* Jeffrey C. Key	Director
* Bruce Wolf	Director

\*By: /s/ Sean McGrath  
Sean McGrath  
Attorney-in-Fact



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 New York, New York, on June 10, 2013.

**ATLAS RESOURCE FINANCE CORPORATION**

By: /s/ Sean P. McGrath  
Sean P. McGrath

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 June 10, 2013.

<b>Signature</b>	<b>Title</b>
* Jonathan Z. Cohen	Chair of the Board
* Matthew A. Jones	Senior Vice President and Director
* Edward E. Cohen	Chief Executive Officer and President (principal executive officer)
* Sean P. McGrath	Chief Financial Officer and Director (principal financial officer and principal accounting officer)

\*By: /s/ Sean McGrath  
Sean McGrath  
Attorney-in-Fact

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**ATLAS ENERGY HOLDINGS OPERATING COMPANY, LLC**

By: Atlas Resource Partners, L.P., its sole member

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

**ATLAS RESOURCES, LLC**

By: Atlas Energy Holdings Operating Company, LLC, its sole member

By: Atlas Resource Partners, L.P., its sole member

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

**VIKING RESOURCES, LLC**

By: Atlas Energy Holdings Operating Company, LLC, its sole member

By: Atlas Resource Partners, L.P., its sole member

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

**RESOURCE ENERGY, LLC**

By: Atlas Energy Holdings Operating Company, LLC, its sole member

By: Atlas Resource Partners, L.P., its sole member

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

**ATLAS NOBLE, LLC**

By: Atlas Energy Holdings Operating Company, LLC, its sole member

By: Atlas Resource Partners, L.P., its sole member

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

**REI-NY, LLC**

By: Atlas Energy Holdings Operating Company, LLC, its sole member

By: Atlas Resource Partners, L.P., its sole member

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

**ATLAS ENERGY INDIANA, LLC**

By: Atlas Energy Holdings Operating Company, LLC, its sole member

By: Atlas Resource Partners, L.P., its sole member

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

**ATLAS ENERGY TENNESSEE, LLC**

By: Atlas Energy Holdings Operating Company, LLC, its sole member

By: Atlas Resource Partners, L.P., its sole member

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

**ATLAS ENERGY OHIO, LLC**

By: Atlas Energy Holdings Operating Company, LLC, its sole member

By: Atlas Resource Partners, L.P., its sole member

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

**ATLAS ENERGY COLORADO, LLC**

By: Atlas Energy Holdings Operating Company, LLC, its sole member

By: Atlas Resource Partners, L.P., its sole member

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

**RESOURCE WELL SERVICES, LLC**

By: Atlas Energy Holdings Operating Company, LLC, its sole member

By: Atlas Resource Partners, L.P., its sole member

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

**ARP BARNETT, LLC**

By: Atlas Energy Holdings Operating Company, LLC, its sole member

By: Atlas Resource Partners, L.P., its sole member

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

By: /s/ Sean P. McGrath  
Sean P. McGrath

Chief Financial Officer

\*By: /s/ Sean McGrath  
Sean McGrath  
Attorney-in-Fact

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* Matthew A. Jones	President, Chief Operating Officer and Director
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* Jeffrey M. Slotterback	Chief Accounting Officer (principal accounting officer)
* Anthony Coniglio	Director
* DeAnn Craig	Director
* Jeffrey C. Key	Director
* Bruce Wolf	Director

\*By: /s/ Sean McGrath  
Sean McGrath  
Attorney-in-Fact