

Talco Midstream Assets, Ltd.
Form POS AM
March 27, 2017

As filed with the Securities and Exchange Commission on March 27, 2017

Registration No. 333-203451

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-3

REGISTRATION STATEMENT NO. 333-203451

Azure Midstream Partners, LP*

Marlin Midstream Finance Corporation

(Exact name of registrant as specified in its charter)

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

46-2627595
27-2121037
(IRS Employer Identification No.)

12377 Merit Drive, Suite 300
Dallas, Texas 75251

(972) 674-5200

(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)

Roy E. Bertolatus

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General Counsel

Azure Midstream Partners, LP

12377 Merit Drive, Suite 300

Dallas, Texas 75251

(972) 674-5200

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

* And certain subsidiaries identified in the Table of Registrant Guarantors below.

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.

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.

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):

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Large accelerated filer

Accelerated filer

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

Smaller reporting company

Table of Additional Registrant Guarantors

Exact Name of Registrant Guarantor(1)	State of Other Jurisdiction of Incorporation or Organization	IRS Employer Identification Number
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 each registrant's principal executive office is 12377 Merit Drive, Suite 300, Dallas, Texas 75251, and the telephone number for each is (972) 674-5200.

DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment (the Post-Effective Amendment) filed by Azure Midstream Partners, LP (the Partnership), Marlin Midstream Financial Corporation, and the guarantors identified in the Table of Additional Registrant Guarantors above (collectively, the Registrants), deregisters all securities remaining unsold relating to the following Registration Statement on Form S-3 (the Registration Statement) filed by the Registrants with the U.S. Securities and Exchange Commission (the Commission):

- Registration Statement on Form S-3 (No. 333-203451), pertaining to the registration of primary offerings of common units representing limited partner interests, debt securities, guarantees of debt securities, and other classes of units representing limited partner interests with an aggregate offering price of \$1,000,000,000, as well as the registration of secondary offerings of up to 10,663,810 common units representing limited partner interests, filed with the Commission on April 16, 2015, as amended by Amendment No. 1, filed on April 28, 2015.

As previously disclosed, on January 30, 2017, Azure Midstream Partners GP, LLC, the general partner of the Partnership, the Partnership, and the Partnership's direct and indirect subsidiaries, filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the Bankruptcy Court).

In view of the Bankruptcy Court's order on March 15, 2017, approving the sale of substantially all of the assets of the debtors, and in anticipation of the approval and effectiveness pursuant to an order of the Bankruptcy Court of a plan of liquidation, the offering pursuant to the Registration Statement has been terminated. In accordance with the undertaking made by the Registrants in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the offering, the Registrants hereby remove from registration all such securities registered under the Registration Statement but not sold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on March 27, 2017.

AZURE MIDSTREAM PARTNERS, LP

By: Azure Midstream Partners GP, LLC, its General Partner

By: /s/ I.J. Chip Berthelot
 Name: I.J. Chip Berthelot
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to the Registration Statement been signed by the following persons in the capacities indicated on the dates set forth below.

Date	Signature	Title**
March 27, 2017	/s/ I.J. Chip Berthelot I.J. Chip Berthelot	President, Chief Executive Officer, and Director (Principal Executive Officer)
March 27, 2017	/s/ Amanda Bush Amanda Bush	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
	* James P. Benson	Director
	* Jay M. Frisbie	Director
	* Thomas R. Fuller	Director
	* James H. Lytal	Director
	* Mark F. Mulhern	Director
	* Paul G. Smith	Director
	* Thomas O. Whitener	Director
March 27, 2017	*By: /s/ I.J. Chip Berthelot	

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I.J. Chip Berthelot,

Attorney in fact

**With Azure Midstream Partners GP, LLC, the general partner of Azure Midstream Partners, LP

SIGNATURES

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MARLIN MIDSTREAM FINANCE CORPORATION

By: /s/ I.J. Chip Berthelot
Name: I.J. Chip Berthelot
Title: President and Chief Executive Officer

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March 27, 2017	/s/ Amanda Bush Amanda Bush	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

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MARLIN MIDSTREAM, LLC

By: Azure Midstream Partners, LP, its Sole Member

By: Azure Midstream Partners GP, LLC, its General Partner

By: /s/ I.J. Chip Berthelot
 Name: I.J. Chip Berthelot
 Title: President and Chief Executive Officer

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Attorney in fact

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MARLIN LOGISTICS, LLC

By: Azure Midstream Partners, LP, its Sole Member

By: Azure Midstream Partners GP, LLC, its General Partner

By: /s/ I.J. Chip Berthelot
 Name: I.J. Chip Berthelot
 Title: President and Chief Executive Officer

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TURKEY CREEK PIPELINE, LLC

By: Marlin Midstream, LLC, its Sole Member

By: Azure Midstream Partners, LP, its Sole Member

By: Azure Midstream Partners GP, LLC, its General Partner

By: /s/ I.J. Chip Berthelot
 Name: I.J. Chip Berthelot
 Title: President and Chief Executive Officer

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Thomas O. Whitener

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MARLIN G&P I, LLC

By: Marlin Midstream, LLC, its Sole Member

By: Azure Midstream Partners, LP, its Sole Member

By: Azure Midstream Partners GP, LLC, its General Partner

By: /s/ I.J. Chip Berthelot
 Name: I.J. Chip Berthelot
 Title: President and Chief Executive Officer

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MURVAUL GAS GATHERING, LLC

By: Marlin Midstream, LLC, its Sole Member

By: Azure Midstream Partners, LP, its Sole Member

By: Azure Midstream Partners GP, LLC, its General Partner

By: /s/ I.J. Chip Berthelot
 Name: I.J. Chip Berthelot
 Title: President and Chief Executive Officer

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TALCO MIDSTREAM ASSETS, LTD.

By: Azure Holdings GP, LLC, its General Partner

By: Marlin Midstream, LLC, its Sole Member

By: Azure Midstream Partners, LP, its Sole Member

By: Azure Midstream Partners GP, LLC, its General Partner

By: /s/ I.J. Chip Berthelot
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*
Thomas O. Whitener

Director

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AZURE TGG, LLC

By: Marlin Midstream, LLC, its Sole Member

By: Azure Midstream Partners, LP, its Sole Member

By: Azure Midstream Partners GP, LLC, its General Partner

By: /s/ I.J. Chip Berthelot
 Name: I.J. Chip Berthelot
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AZURE HOLDINGS GP, LLC

By: Marlin Midstream, LLC, its Sole Member

By: Azure Midstream Partners, LP, its Sole Member

By: Azure Midstream Partners GP, LLC, its General Partner

By: /s/ I.J. Chip Berthelot
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