ATLAS PIPELINE PARTNERS LP Form 10-Q May 07, 2010 Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2010

OR

" TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 1-4998

ATLAS PIPELINE PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

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DELAWARE (State or other jurisdiction of

incorporation or organization)

1550 Coraopolis Heights Road

23-3011077 (I.R.S. Employer

Identification No.)

Moon Township, Pennsylvania15108(Address of principal executive office)(Zip code)Registrant s telephone number, including area code: (412) 262-2830

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No "

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes "No"

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, a ccelerated filer and smaller reporting company in rule 12b-2 of the Exchange Act.

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Large accelerated filerAccelerated filerxNon-accelerated filer" (Do not check if a smaller reporting company)Smaller reporting company"Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).Yes " No x"

The number of common units of the registrant outstanding on May 4, 2010 was 53,211,498.

ATLAS PIPELINE PARTNERS, L.P. AND SUBSIDIARIES

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ON FORM 10-Q

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ATLAS PIPELINE PARTNERS, L.P. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in thousands)

(Unaudited)

	March 31, 2010	December 31, 2009	
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 159	\$ 1,021	
Accounts receivable	69,853	100,721	
Current portion of derivative asset	635	998	
Prepaid expenses and other	15,586	15,404	
Total current assets	86,233	118,144	
Property, plant and equipment, net	1,679,472	1,684,384	
Intangible assets, net	161,702	168,091	
Investment in joint venture	130,461	132,990	
Long-term portion of derivative asset		361	
Other assets, net	32,689	33,993	
	\$ 2,090,557	\$ 2,137,963	

LIABILITIES AND PARTNERS CAPITAL

Current liabilities:		
Current portion of long-term debt	\$ 590	\$
Accounts payable affiliates	5,012	2,043
Accounts payable	12,080	22,928
Accrued liabilities	16,431	14,348
Accrued interest payable	16,556	9,652
Current portion of derivative liability	13,311	33,547
Accrued producer liabilities	65,621	66,211
Total current liabilities	129,601	148,729
Long-term portion of derivative liability	7,893	11,126
Long-term debt, less current portion	1,202,808	1,254,183
Other long-term liability	355	398
Commitments and contingencies		
Partners capital:		
Class B preferred limited partner s interest	14,955	14,955
Common limited partners interests	803,839	787,834

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Investment in Class B cumulative preferred member units of Atlas Pipeline Holdings II, LLC (reported as		
treasury units)	(15,000)	(15,000)
General partner s interest	15,864	15,853
Accumulated other comprehensive loss	(38,472)	(49,190)
	781,186	754,452
Non-controlling interest	(31,286)	(30,925)
Total partners capital	749,900	723,527
	\$ 2,090,557	\$ 2,137,963

See accompanying notes to consolidated financial statements

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ATLAS PIPELINE PARTNERS, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per unit data)

(Unaudited)

		M	Ionths Ended arch 31,
D		2010	2009
Revenue:		¢ 2 < 0, 0, 10	¢ 1 4 4 1 2 2
Natural gas and liquids	6011 ·	\$ 260,949	. ,
Transportation, compression, processing and other fees	affiliates	176	,
Transportation, compression, processing and other fees	third parties	14,079	,
Equity income in joint venture		1,462	
Other income, net		6,569	5,149
Total revenue and other income, net		283,235	174,241
Costs and expenses:			
Natural gas and liquids		206,663	,
Plant operating		15,534	
Transportation and compression		189	-,
General and administrative		9,419	
Compensation reimbursement affiliates		375	
Depreciation and amortization		22,746	
Interest		26,431	21,108
Total costs and expenses		281,357	206,353
Income (loss) from continuing operations		1.878	(32,112)
Income from discontinued operations			8,876
		1.070	(22.22.6)
Net income (loss)		1,878	(-))
Income attributable to non-controlling interests		(1,317	
Preferred unit dividends			(900)
Net income (loss) attributable to common limited partne	rs and the general partner	\$ 561	\$ (24,605)



Allocation of net income (loss) attributable to common limited partners and the general partners: Common limited partners interest: Continuing operations S 50 (24,110) General Partner s interest: Continuing operations I1 (673) Discontinued operations I1 (495) I					
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		5	2,950	τЈ,	//1

See accompanying notes to consolidated financial statements

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ATLAS PIPELINE PARTNERS, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF PARTNERS CAPITAL

FOR THE THREE MONTHS ENDED MARCH 31, 2010

(in thousands, except unit data)

(Unaudited)

		of Limited er Units Common	Class B Preferred Limited Partner	Common Limited Partners	General Partner	ccumulated Other mprehensive (Loss)	Class B Preferred Units of Atlas Pipeline Holdings II, LLC	Non- controlling Interest	Partners Capital
Balance at January 1, 2010	15,000	50,517,103	\$ 14,955	\$ 787,834	\$ 15,853	\$ (49,190)	\$ (15,000)	\$ (30,925)	\$ 723,527
Issuance of common units		2,689,765		15,332					15,332
Distributions to non-controlling interests								(1,678)	(1,678)
Issuance of units under incentive plans		2,866		123					123
Other comprehensive income						10,718			10,718
Net income				550	11			1,317	1,878