

CONNECT GAS PIPELINE LLC
Form POSASR
April 30, 2015

As filed with the Securities and Exchange Commission on April 30, 2015

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

POST-EFFECTIVE AMENDMENT NO. 4 TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Regency Energy Partners LP

Regency Energy Finance Corp.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

16-1731691

Delaware

38-3747282

(State or Other Jurisdiction of

(I.R.S. Employer

Incorporation or Organization)

Identification No.)

3738 Oak Lawn Avenue

Dallas, TX

(Address of Principal Executive Offices)

75219

(Zip Code)

Thomas E. Long

Regency GP LLC

3738 Oak Lawn Avenue

Dallas, TX 75219

(214) 981-0700

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Approximate date of commencement of proposed sale to the public: Not applicable

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. "

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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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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 or Other Jurisdiction of Incorporation or Formation | I.R.S. Employer Identification Number |
|--|--|--|
| CDM Holdings LLC | Delaware | 30-0840691 |
| CDM Resource Management LLC | Delaware | 26-1716854 |
| CMA Pipeline Partnership, LLC | Texas | 80-0117302 |
| Connect Gas Pipeline LLC | Delaware | N/A |
| Dulcet Acquisition LLC | Delaware | 30-0461025 |
| Fieldcrest Resources LLC | Delaware | 02-0661951 |
| FrontStreet Hugoton LLC | Delaware | 68-0512892 |
| Galveston Bay Gathering, LLC | Texas | 20-4591290 |
| Gulf States Transmission LLC | Louisiana | 72-1146059 |
| Hesco Gathering Company, LLC | Texas | 74-2875152 |
| Hesco Pipeline Company, LLC | Texas | 57-1219129 |
| K Rail LLC | Delaware | 23-3094008 |
| Kanawha Rail LLC | Virginia | 46-2952778 |
| LJL, LLC | West Virginia | 26-3337498 |
| Loadout LLC | Delaware | 23-3094002 |
| Midstream Gas Services LLC | Texas | 33-1103950 |
| Penn Virginia Operating Co., LLC | Delaware | 23-3094000 |
| PVR Midstream JV Holdings LLC | Delaware | 20-2425250 |
| Regency Crude Marketing LLC | Delaware | 27-3416989 |
| Regency DeSoto Pipeline LLC | Texas | 06-1734875 |
| Regency DeSoto-Hesco Services LLC | Texas | 80-0117305 |
| Regency ERCP LLC | Delaware | 46-0808060 |
| Regency Field Services LLC | Delaware | 35-2270502 |
| Regency Gas Services LP | Delaware | 03-0516215 |
| Regency Gas Utility LLC | Delaware | 26-0103022 |
| Regency GOM LLC | Texas | 80-0117311 |
| Regency Haynesville Intrastate Gas LLC | Delaware | 90-0446410 |
| Regency Hydrocarbons LLC | Oklahoma | 73-1410518 |
| Regency Laverne LLC | Oklahoma | 73-1520381 |
| Regency Liquids Pipeline LLC | Delaware | 32-0077619 |
| Regency Logistics and Trading LLC | Delaware | 45-2017795 |
| Regency Marcellus Gas Gathering LLC | Delaware | 27-2142725 |
| Regency Mi Vida LLC | Delaware | 47-2179962 |
| Regency Midcontinent Express LLC | Delaware | 27-2711062 |
| Regency Midstream LLC | Delaware | 45-0921356 |
| Regency NEPA Gas Gathering LLC | Texas | 38-3877838 |
| Regency OLP GP LLC | Delaware | 20-4188520 |
| Regency Pipeline LLC | Delaware | 20-3424891 |
| Regency Quitman Gathering LLC | Delaware | 20-4435455 |
| Regency Ranch JV LLC | Delaware | 45-5341886 |
| Regency Texas Pipeline LLC | Delaware | 27-5225952 |
| Regency Utica Gas Gathering LLC | Delaware | 46-3267657 |

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| | | |
|------------------------------|----------|------------|
| Regency Utica Holdco LLC | Delaware | 47-1527484 |
| Regency Vaughn Gathering LLC | Texas | 20-3296893 |
| RGP Marketing LLC | Texas | 75-2468080 |
| RGP Westex Gathering Inc. | Texas | 75-2400144 |

| Exact Name of Registrant Guarantor(1) | State or Other Jurisdiction of Incorporation or Formation | I.R.S. Employer Identification Number |
|--|--|--|
| RGU West LLC | Texas | 20-0068473 |
| RHEP Crude LLC | Texas | 45-2869473 |
| Suncrest Resources LLC | Delaware | 02-0662120 |
| Superior Gas Compression, LLC | Texas | 87-0802353 |
| Toney Fork LLC | Delaware | N/A |
| West Texas Gathering Company | Delaware | 75-0976094 |
| WGP-KHC, LLC | Delaware | 48-1267995 |

- (1) The address, including zip code, and telephone number, including area code, of each additional registrant guarantor's principal executive office is 2001 Bryan Street, Suite 3700, Dallas, Texas 75201, (214) 750-1771.

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the Automatic Shelf Registration Statement on Form S-3 (as amended, the Registration Statement), File No. 333-185179, of Regency Energy Partners LP, a Delaware limited partnership (Regency), Regency Energy Finance Corp., a Delaware corporation (Finance), and Regency's subsidiary guarantor registrants (together with Regency and Finance, the Registrants) filed with the Securities and Exchange Commission on November 28, 2012. The Registration Statement registered the offer and sale from time to time of an indeterminate number of common units representing limited partner interests and debt securities (and any guarantees thereof) (collectively, the Securities).

On April 28, 2015, the unitholders of Regency approved the Agreement and Plan of Merger, dated as of January 25, 2015, as amended by Amendment No. 1 thereto (as so amended, the Merger Agreement), by and among (i) Energy Transfer Partners, L.P., a Delaware limited partnership (ETP), (ii) Energy Transfer Partners GP, L.P., a Delaware limited partnership, (iii) Rendezvous I LLC, a Delaware limited liability company (Merger Sub), (iv) Rendezvous II LLC, a Delaware limited liability company, (v) Regency, (vi) Regency GP LP, a Delaware limited partnership, (vii) ETE GP Acquirer LLC, a Delaware limited liability company (ETE Acquirer), and, solely for purposes of certain provisions therein, Energy Transfer Equity, L.P., a Delaware limited partnership. Pursuant to the terms of the Merger Agreement, Regency merged with Merger Sub, with Regency continuing as the surviving entity and as a wholly owned subsidiary of ETP (the Merger). Each outstanding common unit representing a limited partner interest of Regency and Class F unit representing a limited partner interest of Regency was converted into the right to receive 0.4124 newly issued common units representing limited partner interests of ETP.

In connection with the anticipated completion of the transactions contemplated by the Merger Agreement, the Registrants have terminated all offerings of Securities pursuant to the Registration Statement. In accordance with undertakings made by the Registrants in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the Securities that had been registered for issuance that remain unsold at the termination of such offering, the Registrants hereby remove from registration all of such Securities of the Registrants registered but unsold under the Registration Statement.

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 Post-Effective Amendment No. 4 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 April 30, 2015.

REGENCY ENERGY PARTNERS LP

By: Regency GP LP, its general partner

By: Regency GP LLC, its general partner

By: /s/ Michael J. Bradley
 Name: Michael J. Bradley
 Title: President, Chief Executive Officer
 and Director

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 4 to the Registration Statement has been signed by the following persons in their capacities indicated, which are with Regency GP LLC, the general partner of Regency GP LP, the general partner of Regency Energy Partners LP, on the dates indicated:

| Signature | Title | Date |
|------------------------|---|----------------|
| /s/ Michael J. Bradley | President, Chief Executive Officer and Director (Principal Executive Officer) | April 30, 2015 |
| Michael J. Bradley | | |
| * | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | April 30, 2015 |
| Thomas E. Long | | |
| * | Vice President and Controller (Principal Accounting Officer) | April 30, 2015 |
| A. Troy Sturrock | | |
| * | Director | April 30, 2015 |
| James W. Bryant | | |
| * | Director | April 30, 2015 |
| Rodney L. Gray | | |
| * | Director | April 30, 2015 |
| John W. McReynolds | | |
| /s/ Matthew S. Ramsey | Director | April 30, 2015 |

Matthew S. Ramsey

/s/ Richard D. Brannon

Director

April 30, 2015

Richard D. Brannon

* By: /s/ Michael J. Bradley

Michael J. Bradley, Attorney-in-fact

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Amendment No. 4 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 April 30, 2015.

REGENCY ENERGY FINANCE CORP.

By: /s/ Michael J. Bradley
Name: Michael J. Bradley
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 4 to the Registration Statement has been signed by the following persons in their capacities indicated on the dates indicated:

| Signature | Title | Date |
|------------------------|--------------------------------|----------------|
| /s/ Michael J. Bradley | President and Director | April 30, 2015 |
| Michael J. Bradley | (Principal Executive Officer) | |
| * | Vice President and Director | April 30, 2015 |
| Thomas E. Long | (Principal Financial Officer) | |
| * | Vice President | April 30, 2015 |
| A. Troy Sturrock | (Principal Accounting Officer) | |

* By: /s/ Michael J. Bradley

Michael J. Bradley, Attorney-in-fact

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Amendment No. 4 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 April 30, 2015.

REGENCY GAS SERVICES LP

By: Regency OLP GP LLC, its general partner

By: /s/ Michael J. Bradley
 Name: Michael J. Bradley
 Title: President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 4 to the Registration Statement has been signed by the following persons in their capacities indicated, which are with Regency OLP GP LLC, the general partner of Regency Gas Services LP, on the dates indicated:

| Signature | Title | Date |
|------------------------|---|----------------|
| /s/ Michael J. Bradley | President and Director (Principal Executive Officer) | April 30, 2015 |
| Michael J. Bradley | | |
| * | Vice President and Director | April 30, 2015 |
| Thomas E. Long | (Principal Financial Officer) | |
| * | Vice President and Director | April 30, 2015 |
| A. Troy Sturrock | (Principal Accounting Officer) | |

* By: /s/ Michael J. Bradley
 Michael J. Bradley, Attorney-in-fact

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrants (each, a Corporate Guarantor) certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and have duly caused this Amendment No. 4 to the Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on April 30, 2015.

RGP WESTEX GATHERING INC.

WEST TEXAS GATHERING COMPANY

By: /s/ Michael J. Bradley
Name: Michael J. Bradley
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 4 to the Registration Statement has been signed by the following persons in their capacities with each Corporate Guarantor indicated on the dates indicated:

| Signature | Title | Date |
|------------------------|--------------------------------|----------------|
| /s/ Michael J. Bradley | President and Director | April 30, 2015 |
| Michael J. Bradley | (Principal Executive Officer) | |
| * | Vice President and Director | April 30, 2015 |
| Thomas E. Long | (Principal Financial Officer) | |
| * | Vice President | April 30, 2015 |
| A. Troy Sturrock | (Principal Accounting Officer) | |

* By: /s/ Michael J. Bradley
Michael J. Bradley, Attorney-in-fact

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrants (each, a LLC Guarantor) certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and have duly caused this Amendment No. 4 to the Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on April 30, 2015.

CDM RESOURCE MANAGEMENT LLC

CONNECT GAS PIPELINE LLC

DULCET ACQUISITION LLC

FIELDCREST RESOURCES LLC

FRONTSTREET HUGOTON LLC

GULF STATES TRANSMISSION LLC

K RAIL LLC

KANAWHA RAIL LLC

LJL, LLC

LOADOUT LLC

PENN VIRGINIA OPERATING CO., LLC

PVR MIDSTREAM JV HOLDINGS LLC

REGENCY FIELD SERVICES LLC

REGENCY GAS SERVICES LP

REGENCY GAS UTILITY LLC

**REGENCY HAYNESVILLE
INTRASTATE GAS LLC**

REGENCY HYDROCARBONS LLC

REGENCY LAVERNE LLC

REGENCY LIQUIDS PIPELINE LLC

**REGENCY MARCELLUS GAS
GATHERING LLC**

**REGENCY MIDCONTINENT EXPRESS
LLC**

REGENCY MIDSTREAM LLC

**REGENCY NEPA GAS GATHERING
LLC**

REGENCY PIPELINE LLC

REGENCY RANCH JV LLC

REGENCY TEXAS PIPELINE LLC

**REGENCY UTICA GAS GATHERING
LLC**

RGP MARKETING LLC

RGU WEST LLC

RHEP CRUDE LLC

SUNCREST RESOURCES LLC

TONEY FORK LLC

WGP-KHC, LLC

By: FrontStreet Hugoton LLC, its sole
member

By: Regency Gas Services LP, its sole
member

By: Regency OLP GP LLC, its general partner

By: /s/ Michael J. Bradley
Name: Michael J. Bradley
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 4 to the Registration Statement has been signed by the following persons in their capacities indicated, which are with Regency OLP GP LLC, the general partner of Regency Gas Services LP, the sole member of each LLC Guarantor (and, with respect to WGP-KHC, LLC, the sole member of such entity's sole member), on the dates indicated:

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| Signature | | Title | Date |
|--|---|---|----------------|
| /s/ Michael J. Bradley Michael J. Bradley | | President and Director (Principal Executive Officer) | April 30, 2015 |
| | * | | |
| Thomas E. Long | | Vice President and Director (Principal Financial Officer) | April 30, 2015 |
| | * | | |
| A. Troy Sturrock | | Vice President and Director (Principal Accounting Officer) | April 30, 2015 |

* By: /s/ Michael J. Bradley
Michael J. Bradley, Attorney-in-fact

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and have duly caused this Amendment No. 4 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 April 30, 2015.

REGENCY OLP GP LLC

By: /s/ Michael J. Bradley
Name: Michael J. Bradley
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 4 to the Registration Statement has been signed by the following persons in their capacities indicated on the dates indicated:

| Signature | Title | Date |
|--|---|----------------|
| /s/ Michael J. Bradley Michael J. Bradley | President and Director (Principal Executive Officer) | April 30, 2015 |
| * Thomas E. Long | Vice President and Director (Principal Financial Officer) | April 30, 2015 |
| * A. Troy Sturrock | Vice President and Director (Principal Accounting Officer) | April 30, 2015 |

* By: /s/ Michael J. Bradley
Michael J. Bradley, Attorney-in-fact

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrants (each, a New LLC Guarantor) certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and have duly caused this Amendment No. 4 to the Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on April 30, 2015.

CDM HOLDINGS LLC

By: CDM Resource Management LLC, its
sole member

CMA PIPELINE PARTNERSHIP, LLC

GALVESTON BAY GATHERING, LLC

HESCO GATHERING COMPANY, LLC

HESCO PIPELINE COMPANY, LLC

MIDSTREAM GAS SERVICES LLC

REGENCY CRUDE MARKETING LLC

REGENCY DESOTO PIPELINE LLC

**REGENCY DESOTO-HESCO SERVICES
LLC**

REGENCY ERCP LLC

REGENCY GOM LLC

**REGENCY LOGISTICS AND TRADING
LLC**

REGENCY MI VIDA LLC

REGENCY QUITMAN GATHERING LLC

REGENCY UTICA HOLDCO LLC

REGENCY VAUGHN GATHERING LLC

SUPERIOR GAS COMPRESSION LLC

By: Regency Gas Services LP, its sole
member

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By: Regency OLP GP LLC, its general partner

By: /s/ Michael J. Bradley
Name: Michael J. Bradley
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 4 to the Registration Statement has been signed by the following persons in their capacities indicated, which are with Regency OLP GP LLC, the general partner of Regency Gas Services LP, the sole member of each New LLC Guarantor or such New LLC Guarantor's sole member, on the dates indicated:

| Signature | Title | Date |
|--|---|----------------|
| /s/ Michael J. Bradley Michael J. Bradley | President and Director (Principal Executive Officer) | April 30, 2015 |
| /s/ Thomas E. Long Thomas E. Long | Vice President and Director (Principal Financial Officer) | April 30, 2015 |
| /s/ A. Troy Sturrock A. Troy Sturrock | Vice President and Director (Principal Accounting Officer) | April 30, 2015 |

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