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ATLAS PIPELINE PARTNERS LP
Form 10-K/A
August 26, 2002

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

FORM 10-K/A

(Mark One)

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

For the fiscal year ended December 31, 2001

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: 1-14998

ATLAS PIPELINE PARTNERS, L.P.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

23-3011077
(I.R.S. Employer
Identification No.)

311 Rouser Road
Moon Township, Pennsylvania
(Address of principal executive office)

15108
(Zip code)

Registrant's telephone number, including area code: (412) 262-2830
Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|--|--|
| Common Units of Limited Partnership Interest | American Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act:

N/A

Title of class

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 No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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The aggregate market value of the equity securities held by non-affiliates of the registrant, based on the closing price on August 22, 2002 was approximately \$38.5 million.

DOCUMENTS INCORPORATED BY REFERENCE
None

PART III

ITEM 11. EXECUTIVE COMPENSATION

Executive Compensation

We do not directly compensate the executive officers of our general partner. Rather, Atlas America and its affiliates allocate the compensation of the executive officers between activities on behalf of our general partner and us and activities on behalf of Atlas America and its affiliates, and we reimburse our general partner for the compensation allocated to us. The compensation allocation for fiscal 2001 was \$397,500. The following table sets forth the compensation allocation since the Partnership commenced operations for the general partner's president. No other executive officer of the general partner received aggregate salary and bonus in excess of \$100,000 during fiscal 2001.

Summary Compensation Table

| Name and Principal Position | Year | Salary |
|---|------|-----------|
| Michael L. Staines, President, Chief Operating Officer, Secretary and Managing Board Member | 2001 | \$191,442 |
| | 2000 | \$100,000 |

Compensation of Managing Board Members

No additional remuneration will be paid to officers or employees of our general partner who also serve as managing board members. Each independent managing board member receives an annual retainer of \$6,000 together with \$1,000 for each board meeting attended, \$1,000 for each committee meeting attended where he is chairman of the committee and \$500 for each committee meeting attended where he is not chairman. In addition, we reimburse each independent board member for his out-of-pocket expenses in connection with attending meetings of the board or committees. We indemnify our general partner's managing board members for actions associated with being managing board members to the extent permitted under Delaware law.

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

August 26, 2002

ATLAS PIPELINE PARTNERS, L.P. (Registrant)
By: Atlas Pipeline Partners GP, LLC, its General Partner
By: /s/ Michael L. Staines

President, Chief Operating Officer, Secretary and
Managing Board Member

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated as of August 26, 2002.

| | |
|---|--|
| /s/ Edward E. Cohen ----- EDWARD E. COHEN | Chairman of the Managing Board of the General Partner |
| /s/ Jonathan Z. Cohen ----- JONATHAN Z. COHEN | Vice Chairman of the Managing Board of the General Partner |
| /s/ Michael L. Staines ----- MICHAEL L. STAINES | President, Chief Operating Officer, Secretary and Managing Board Member of the General Partner (Principal Executive Officer) |
| /s/ Nancy J. McGurk ----- NANCY J. MCGURK | Chief Accounting Officer of the General Partner |
| /s/ Louis Tierno, Jr. ----- LOUIS TIERNO, JR. | Controller |
| ----- TONY C. BANKS | Managing Board Member of the General Partner |
| /s/ William R. Bagnell ----- WILLIAM R. BAGNELL | Managing Board Member of the General Partner |
| ----- GEORGE C. BEYER, JR. | Managing Board Member of the General Partner |
| /s/ Murray S. Levin ----- MURRAY S. LEVIN | Managing Board Member of the General Partner |

