

MARTIN MIDSTREAM PARTNERS LP

Form S-4

September 16, 2010

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**As filed with the Securities and Exchange Commission on September 16, 2010  
Registration Statement No. 333-**

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

**Form S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**MARTIN MIDSTREAM PARTNERS L.P.\*  
MARTIN MIDSTREAM FINANCE CORP.**  
*(Exact name of registrant as specified in its charter)*

<b>Delaware</b>	<b>5171</b>	<b>05-0527861</b>
<b>Delaware</b>	<b>5171</b>	<b>27-2121037</b>
<i>(State or other jurisdiction of incorporation or organization)</i>	<i>(Primary Standard Industrial Classification Code Number)</i>	<i>(I.R.S. Employer Identification No.)</i>

**4200 Stone Road  
Kilgore, Texas 75662  
(903) 983-6200**  
*(Address, Including Zip Code, and  
Telephone Number, Including Area Code, of  
Registrant's Principal Executive Offices)*

**Ruben S. Martin  
Martin Midstream Partners L.P.  
4200 Stone Road  
Kilgore, Texas 75662  
(903) 983-6200**  
*(Name, Address, Including Zip Code,  
and Telephone Number, Including  
Area Code, of Agent for Service)*

**Copy to:**

**David F. Taylor  
Locke Lord Bissell & Liddell LLP  
600 Travis Street, Suite 2800  
Houston, Texas 77002  
(713) 226-1200**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) 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.

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  Smaller reporting company   
 (Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Note	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
87/8% Senior Notes due 2018 Guarantees(2)	\$200,000,000	100%	\$200,000,000	\$14,260(2)

(1) Determined in accordance with Rule 457(f) under the Securities Act of 1933, as amended.

(2) No separate consideration will be received for the guarantees, and no separate fee is payable pursuant to Rule 457(n) under the Securities Act of 1933, as amended.

\* Includes certain subsidiaries of Martin Midstream Partners L.P. identified on the following page.

**The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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<b>Exact Name of Registrant as Specified in its Charter*</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>I.R.S. Employer Identification No</b>
Martin Operating GP LLC	Delaware	76-0712101
Martin Operating Partnership, L.P.	Delaware	76-0712100
Prism Gas Systems I, L.P.	Texas	20-1995429
Prism Gas Systems GP, L.L.C.	Texas	20-1995342
Prism Gulf Coast Systems, L.L.C.	Texas	20-1995457
McLeod Gas Gathering and Processing Company, L.L.C.	Louisiana	72-1437080
Woodlawn Pipeline Co., Inc.	Texas	75-2596945
Prism Liquids Pipeline LLC	Texas	26-1548825

\* The address for each registrant's principal executive office is 4200 Stone Road, Kilgore, Texas 75662 and the telephone number for each registrant's principal executive office is (903) 983-6200.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and it is not soliciting any offer to buy these securities in any state where the offer or sale is not permitted.

**SUBJECT TO COMPLETION, DATED SEPTEMBER 16, 2010**

**PROSPECTUS**

**Martin Midstream Partners L.P.  
Martin Midstream Finance Corp.**

**Offer to Exchange  
up to**

**\$200,000,000 of 87/8% Senior Notes due 2018  
that have been registered under the Securities Act of 1933  
for**

**\$200,000,000 of 87/8% Senior Notes due 2018  
that have not been registered under the Securities Act of 1933**

Martin Midstream Partners L.P. ( Martin ) is offering to exchange (this exchange offer ) up to \$200,000,000 aggregate principal amount of its registered 87/8% Senior Notes due 2018, which are referred to herein as the exchange notes , for \$200,000,000 aggregate principal amount of its outstanding unregistered 87/8% Senior Dues due 2018, which are referred to as the outstanding notes . The terms of the exchange notes are identical in all material respects to the terms of the outstanding notes, except that the exchange notes have been registered under the Securities Act of 1933 and, therefore, the terms relating to the transfer restrictions, registration rights and additional interest applicable to the outstanding notes are not applicable to the exchange notes, and the exchange notes will bear different CUSIP numbers.

The exchange notes, like the outstanding notes, will be jointly and severally guaranteed by all of our current wholly-owned subsidiaries and by certain of our future subsidiaries, who we refer to as our subsidiary guarantors .

**Please read Risk Factors beginning on page 7 for a discussion of factors you should consider before participating in the exchange offer.**

**Neither the Securities and Exchange Commission nor any state securities commission**