Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ATLAS ENERGY, L.P. INVESTMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/18/2011

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

ATLAS ENERGY, L.P.

1845 WALNUT STREET
PHILADELPHIA, PA 19103

2b Employer Identification Number (EIN) 43-2094232

2c Sponsor's telephone number 267-256-5911

2d Business code (see instructions) 213110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2013	SHERA CHASE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2013	SHERA CHASE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	696
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	795
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	23
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	818
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	818
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	654
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ATLAS ENERGY, L.P. INVESTMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ATLAS ENERGY, L.P.

D Employer Identification Number (EIN)
43-2094232

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BANK OF AMERICA

94-1687665

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 59 60 62 63 71 72	RECORDKEEPER	5901	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ATLAS ENERGY, L.P. INVESTMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ATLAS ENERGY, L.P.

D Employer Identification Number (EIN)
43-2094232

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY INDEX TRUST

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
22-6575237-014	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX TRUST

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
22-6837207-021	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: NTGI QM CT AGG BD INDEX

b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL INVESTMENT

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-6138590-029	C	275656

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ATLAS ENERGY, L.P. INVESTMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ATLAS ENERGY, L.P.

D Employer Identification Number (EIN)
43-2094232

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	175720	25
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	45763	133097
(2) Participant contributions	1b(2)	15293	7241
(3) Other	1b(3)		151
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2316249	3170901
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	315182	443295
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	718333	787157
(9) Value of interest in common/collective trusts	1c(9)	2374592	275656
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	33858849	45597293
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	39819981	50414816
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	39819981	50414816

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	2162140	
	(B) Participants	2a(1)(B)	4561205	
	(C) Others (including rollovers)	2a(1)(C)	923628	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7646973
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	101	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	34018	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		34119
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	8072	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1385778	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1393850
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	820641	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	816924	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		3717
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	131555	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		131555

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		293879
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		3316138
c Other income	2c		2789
d Total income. Add all **income** amounts in column (b) and enter total	2d		12823020
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2174171	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2174171
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		45764
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	8250	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		8250
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2228185
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		10594835
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: GRANT THORNTON **(2)** EIN: 36-6055558

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		15998
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ATLAS ENERGY, L.P. INVESTMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ATLAS ENERGY, L.P.

D Employer Identification Number (EIN)
43-2094232

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 94-1687665

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

ATLAS ENERGY, L.P. INVESTMENT SAVINGS PLAN

December 31, 2012 and 2011

ATLAS ENERGY, L.P.
INVESTMENT SAVINGS PLAN

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Report of Independent Certified Public Accountants

Grant Thornton LLP
One Cleveland Center
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Cleveland, OH 44114-1739

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Plan Administrator
Atlas Energy, L.P. Investment Savings Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of Atlas Energy, L.P. Investment Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note 5, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Grant Thornton

Supplementary information

The supplemental schedule of delinquent participant contributions for the year ended December 31, 2012 and the supplemental schedule of assets (held at end of year) as of December 31, 2012 are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified information described in Note 5, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Cleveland, Ohio
October 11, 2013

ATLAS ENERGY, L.P. INVESTMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	December 31, 2012	December 31, 2011
ASSETS		
Non-interest bearing cash	$ 25	$ 175,720
Investments, at fair value	49,487,145	38,864,872
Receivables:		
Company contributions	133,097	45,763
Participant contributions	7,241	15,293
Notes receivable from participants	787,157	718,333
Other	151	—
Total receivables	927,646	779,389
Total assets	$ 50,414,816	$ 39,819,981
NET ASSETS AVAILABLE FOR BENEFITS	$ 50,414,816	$ 39,819,981

See accompanying notes to financial statements.

ATLAS ENERGY, L.P. INVESTMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2012

Additions:		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$	3,745,289
Dividend income		1,393,951
Other		2,789
Investment income		5,142,029
Interest income on notes receivable from participants		34,018
Contributions:		
Company		2,162,140
Participants		4,561,205
Rollovers		923,628
		7,646,973
Total additions	$	12,823,020
Deductions:		
Deductions from net assets attributed to:		
Benefits paid to participants	$	2,219,935
Administrative expenses		8,250
Total deductions		2,228,185
Net increase		10,594,835
Net assets available for benefits:		
Beginning of period		39,819,981
End of period	$	50,414,816

See accompanying notes to financial statements.

ATLAS ENERGY, L.P. INVESTMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN

The following brief description of the Atlas Energy, L.P. Investment Savings Plan ("Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Formation

The Plan was formed on February 18, 2011 for the benefit of employees of Atlas Energy, L.P. ("Company"), formally known as Atlas Pipeline Holdings, L.P. ("AHD"). The Plan was established as a result of the transaction on February 17, 2011, whereby Chevron Corporation ("Chevron") acquired certain assets and subsidiaries of Atlas Energy, Inc. ("AEI"), the former parent of the Company and sponsor of the AEI Investment Savings Plan ("AEI Plan"). Concurrent with the Chevron transaction, the Company acquired certain producing natural gas and oil properties, an investment management business, and other assets from AEI. Certain employees of AEI who were not part of the Chevron transaction, became employees of the Company, and subject to eligibility requirements, became participants in the newly-formed Plan. The provisions, terms, and investments of the Plan were adopted in order to form a "mirror" of the AEI Plan under the terms of the Merrill Lynch Base Plan Document.

Assets in the amount of $39,793,186 were transferred from the AEI Plan on March 3, 2011 to the Plan. Participants were credited with their portion of investment income and expenses from the AEI Plan through March 3, 2011, the date of the transfer.

General

The Plan was formed as a defined contribution plan covering all full-time employees of the Company and its subsidiaries. Employees become eligible to participate in the elective deferral portion of the Plan beginning on the first day of the month following their date of hire. Employees with one year of service (1,000 hours) are eligible to receive matching and discretionary contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Participants may elect to defer up to 75% of their pretax annual compensation, as defined in the Plan document and are subject to annual limitations under the Internal Revenue Code ("IRC"). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans or rollover Individual Retirement Accounts ("IRA"). Participants direct the investment of their contributions and employer matching contributions into various investment options offered by the Plan.

Each participant is eligible for a matching contribution from the Company equal to 50% of the participant's elective deferrals, up to a maximum elective deferral of 10% of compensation (as defined) as determined on an annual basis, which is invested as directed by the participant. In addition to matching contributions, the Company may make discretionary contributions as determined by the Company's board of directors. The Company did not make any discretionary contributions in 2012. Contributions are subject to certain IRC limitations.

Investments

The Plan's investment options include mutual funds, collective trust funds and a money market account. In addition and included with the transfer of assets from the AEI Plan on March 3, 2011 (See Note 1, ***Formation***), the Plan received 70,902 shares of Resource America, Inc. (NASDAQ: REXI) ("Resource") common stock, 66,461 shares held at December 31, 2012 and 67,636 shares held at December 31, 2011. Resource is the former parent of AEI. The Plan does not permit participants to direct any portion of their existing account balance or current contributions to Resource common stock. Furthermore, participants who choose to sell their Resource stock are not permitted to sell less than 100% of their holdings.

Participant Accounts

Each participant's account is credited with the participant's contributions, rollover contributions, the Company's matching contributions, an allocation of the Company's discretionary contribution (if any), and actual investment earnings or losses. Company discretionary contributions are allocated based on a participant's compensation as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portions of their accounts is based on years of continuous service. A participant vests at the rate of 20% per year and is 100% vested after five years of credited service. Employer contributions are fully vested upon death of the participant.

Forfeitures

Forfeited amounts are available to reduce future employer contributions and to pay Plan expenses. There were no forfeitures available at either December 31, 2012 or 2011. During the year ended December 31, 2012, $15,009 was used to reduce employer contributions, and no amount was used to pay for administrative expenses from forfeited funds.

Payment of Benefits

Participants generally receive the value of the vested interest in their account as a lump sum distribution upon reaching the normal retirement age of 65. There are additional payment provisions for participants who work beyond normal retirement age, who terminate employment prior to reaching normal retirement age, or who qualify for hardship withdrawals. Hardship withdrawals may occur when a participant is still employed and include specific events as defined by the Internal Revenue Service ("IRS").

Notes Receivable from Participants

The Plan allows participants to borrow any amount up to 50% of their vested account balance, up to a maximum of $50,000 minus their highest outstanding loan amount during the prior twelve months. Participants may elect a repayment term of up to 60 months with longer terms available when the loan is used for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the fixed rate of prime plus 1% at the time the loan is made. Principal and interest is paid ratably through bi-weekly payroll deductions or directly to the Plan. Interest rates on outstanding participant loans ranged from 4.25% to 9.25% at December 31, 2012 and 2011.

Investment Management Fees and Operating Expenses

Investment management fees and operating expenses charged to the Plan for investments in mutual funds are deducted from income earned on a daily basis and are reflected as a component of net appreciation in fair value of investments.

Administrative Expenses

The Company has the option, but not the obligation, to pay administrative expenses of the Plan. During 2012, the Company paid Plan and administrative expenses totaling approximately $46,300. In addition, certain administrative functions were performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan, nor is the Plan charged by the Company for these services. Fees related to administration of a participant's loan are deducted from the participant's applicable account.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Plan have been prepared in conformity with accounting principles generally accepted in the United States of America ("US GAAP") as applied to defined contribution plans, and in accordance with the terms of the Plan document. A summary of the significant accounting policies applied in the preparation of the accompanying financial statements follows.

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Recently Issued Accounting Standards

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2011-04, "Fair Value Measurement and Disclosures (Topic 820)–Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS" ("Update 2011-04"). Update 2011-04 expands existing fair value disclosure requirements, particularly for Level 3 inputs, including: quantitative disclosure of the unobservable inputs and assumptions used in the measurement, description of the valuation processes in place and sensitivity of the fair value to changes in unobservable inputs and interrelationships between those inputs. The amendments in Update 2011-04 must be applied prospectively and are effective during interim and annual periods beginning after December 15, 2011. The implementation of the disclosure requirement did not have a material impact on the Plan's financial statements.

NOTE 3 – FAIR VALUE MEASUREMENTS

FASB Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three-tier levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1: – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: – Inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability, and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Money Market accounts: Valued at a net asset value ("NAV") of $1.00 per share held by the Plan at year-end.

Mutual funds: Valued based on quoted market prices which represent the NAV of shares held by the Plan at year-end.

Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

Collective Trust Funds: Investments in collective trust funds are valued at the NAV of the units held by the Plan which are based on the quoted market prices of the underlying securities of the funds. All investments in this category can be redeemed daily, have a daily redemption notice period, and have no unfunded commitments. The investments underlying the collective trust funds primarily include domestic equities and domestic fixed income securities. In the event that a collective trust fund initial valuation is not deemed representative of market value, the trustee or its advisors may make adjustments as approved by the respective trustee board of directors to achieve a price believed to be more reflective of fair value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's fair value measurements at December 31, 2012:

	Fair Value Measurements			
	Level 1	**Level 2**	**Level 3**	**Total**
December 31, 2012				
Money market accounts	$ 3,170,901	$ —	$ —	$ 3,170,901
Collective trust fund - Index fund[(a)]	—	275,656	—	275,656
Equity securities:				
Common stock:				
Resource America, Inc.	443,295	—	—	443,295
Mutual funds:				
Growth funds	13,109,469	—	—	13,109,469
Value funds	8,862,969	—	—	8,862,969
Blended funds	6,639,959	—	—	6,639,959
International funds	4,640,437	—	—	4,640,437
Emerging market funds	723,074	—	—	723,074
Domestic real estate funds	547,937	—	—	547,937
Fixed income funds	11,073,448	—	—	11,073,448
Total mutual funds	45,597,293	—	—	45,597,293
Total equity securities	46,040,588	—	—	46,040,588
Total investments, at fair value	$ 49,211,489	$ 275,656	$ —	$ 49,487,145

	Fair Value Measurements			
	Level 1	**Level 2**	**Level 3**	**Total**
December 31, 2011				
Money market accounts	$ 2,316,249	$ —	$ —	$ 2,316,249
Collective trust funds - Index funds[(a)]	—	2,374,592	—	2,374,592
Equity securities:				
Common stock:				
Resource America, Inc.	315,182	—	—	315,182
Mutual funds:				
Growth funds	8,657,398	—	—	8,657,398
Value funds	8,736,420	—	—	8,736,420
Blended funds	1,935,009	—	—	1,935,009
International funds	4,960,693	—	—	4,960,693
Emerging market funds	439,088	—	—	439,088
Domestic real estate funds	432,871	—	—	432,871
Fixed income funds	8,697,370	—	—	8,697,370
Total mutual funds	33,858,849	—	—	33,858,849
Total equity securities	34,174,031	—	—	34,174,031
Total investments, at fair value	$ 36,490,280	$ 2,374,592	$ —	$ 38,864,872

(a) The collective trust funds are index based funds and include the following:

a. Merrill Lynch Equity Trust II (2011) – index fund which includes investments that seek to replicate the total return and composition of the S&P 500 index.

b. Merrill Lynch Mid Cap Index Trust (2011) – index fund which includes investments that seek to replicate the total return and composition of the S&P Mid-Cap 400 Index, which is a market-weighted index, composed of 400 common stocks issued by mid-capitalization companies in a wide range of businesses.

c. NTGI QM CT Aggregate Bond Index Tier Q (2012 and 2011) – index fund which represents the Northern Trust Global Investment Quantitative Management Collective Daily Aggregate Bond Index Fund, which invests in fixed income securities that seeks to provide investment results that approximate the overall performance of the Barclays Capital aggregate Bond Index (formally the Lehman Aggregate Bond Index).

NOTE 4 – INVESTMENTS

The fair values of individual investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2012 or December 31, 2011 were as follows:

	December 31, 2012	December 31, 2011
Retirement Reserves Money Fund	$ 3,170,901	$ 2,316,249
ML Equity Index Trust II	$ —	$ 2,092,703
Pimco Total Return Fund CL A	$ 6,253,778	$ 4,712,603
Mainstay Large-Cap Growth Fd A	$ 5,768,159	$ 4,685,110
Columbia Dividend Income Fund	$ 5,182,424	$ —
MFS International Grth Fd CL A	$ 4,272,174	$ 3,440,815
American Cent Gov Bd Fd Adv CL A	$ 3,895,125	$ 3,246,319
Allianz NFJ Small-Cap Value CL A	$ 2,741,511	$ 2,348,093
Eaton Vance Large-Cap Value Fd A	$ —	$ 3,992,294

Net Appreciation in Fair Value of Investments

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $3,745,289 as follows:

Common Stock:	
Resource America, Inc.	$ 135,273
Mutual funds	3,316,137
Collective trust funds	293,879
	$ 3,745,289

NOTE 5 – INFORMATION CERTIFIED BY TRUSTEE

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Bank of America, N.A., the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Investment income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for year ended December 31, 2012.
- Investment information as of December 31, 2012 and 2011 included in Note 4.
- Schedule H, line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2012.

NOTE 6 – RELATED-PARTY TRANSACTIONS

Certain Plan assets are invested in shares of Resource common stock, which were included as part of the transferred assets from the AEI Plan (See Note 1, ***Investments***). The Plan held 66,461 and 67,636 shares of Resource common stock at December 31, 2012 and December 31, 2011, respectively. During the year ended December 31, 2012, Resource common stock appreciated in value by $135,273.

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

Certain Plan investments are shares or units of mutual funds, collective trust funds and a money market managed by Merrill Lynch, an affiliate of the trustee, and therefore, these transactions qualify as party-in-interest transactions.

NOTE 7 – TAX STATUS

The IRS has issued an opinion letter dated March 31, 2008 stating that the prototype plan used by the Plan was designed in accordance with applicable sections of the IRC. The Plan administrator believes that the Plan is designed and being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 – PLAN TERMINATION

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in the employer contribution portion of their account.

NOTE 9 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in mutual funds, collective trust funds, and money market funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. See Note 4 – Investments. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect participants' account balances reported in the statements of net assets available for benefits.

NOTE 10 – PROHIBITED TRANSACTIONS

During the year ended December 31, 2012, the Plan Sponsor failed to timely deposit certain participant contributions (aggregating approximately $16,000) within the timeframe required by the United States Department of Labor ("DOL") regulations. As such, these late deposits are considered prohibited transactions. All late deposits have been contributed to the Plan, and the Plan Sponsor has credited participant accounts for lost interest as a result of the delay in remitting contributions.

NOTE 11 – SUBSEQUENT EVENTS

The Plan has evaluated all subsequent events from the date of the statement of net assets available for benefits through October 11, 2013, the date these financial statements were available to be issued. There were no material events or transactions occurring during this subsequent event reporting period which require recognition or disclosure in the financial statements.

ATLAS ENERGY, L.P.
INVESTMENT SAVINGS PLAN

SCHEDULE H, LINE 4a –
SCHEDULE OF
DELINQUENT PARTICIPANT CONTRIBUTIONS

For the Year Ended December 31, 2012

Employer Identification Number 43-2094232
Plan Number: 001

Participant Contributions Transferred Late To Plan [1]	Total that Constitute Non-exempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside of VFCP [1]	Contributions Pending Correction In VFCP	
$ 15,998	$ —	$ 15,998	$ —	$ —

[1] During 2012 the Plan Sponsor remitted participant contributions of $15,998 to the Plan, which amount plus lost earnings was fully corrected as of December 31, 2012.

SUPPLEMENTAL SCHEDULE
ATLAS ENERGY, L.P. - INVESTMENT SAVINGS PLAN
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Employer Identification Number: 43-2094232
Plan Number: 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	RAI Stock Fund	Common Stock, 66,461 shares	$ 443,295
*	Retirement Reserves Money Fund	Money Market	$ 2,849,138
*	Retirement GM Reserves Money Fund	Money Market	$ 321,763
*	Northern Tr CL AGG Bd IDX Tr Q	Collective Trust	$ 275,656
	Aberdeen Emerging Mrkts A	Mutual Fund	$ 723,074
	Alger Capital Appreciation A	Mutual Fund	$ 120,033
	Allianz NFJ Small Cap Value CL A	Mutual Fund	$ 1,918,461
	Allianz NFJ Small Cap Value CL A GM	Mutual Fund	$ 823,050
	American Cap World Gr & Inc R3	Mutual Fund	$ 1,881,498
	American Cent Gov Bd Fd Adv CI	Mutual Fund	$ 648,237
	American Cent Gov Bd Fd Adv GM	Mutual Fund	$ 3,246,888
*	Blackrock Global Opportunities	Mutual Fund	$ 121,976
*	Blackrock HL Sc Opp A Fund	Mutual Fund	$ 375,993
*	Blackrock S&P 500 Index I	Mutual Fund	$ 2,458,733
	Columbia Dividend Income	Mutual Fund	$ 2,465,450
	Columbia Dividend Income GM	Mutual Fund	$ 2,716,974
	Columbia Midcap Index Fd CL A	Mutual Fund	$ 434,698
	Columbia Seligman Comm & Info Fd CL A	Mutual Fund	$ 82,107
	Columbia Value AND CL A	Mutual Fund	$ 166,712
	Davis Series Financial Fd CL A	Mutual Fund	$ 50,260
	Eaton Vance Atlanta Cptl Smd	Mutual Fund	$ 1,438,381
	Eaton Vance Atlanta Cptl Smd GM	Mutual Fund	$ 824,390
	Invesco Mid Cap Growth Fd CL A	Mutual Fund	$ 297,495
	Invesco Real Estate Fd CL A	Mutual Fund	$ 547,937
	Invesco Small Cap Discovery A	Mutual Fund	$ 614,782
	Invesco Small Cap Discovery A GM	Mutual Fund	$ 454,038
	Invesco Small Cap Value A	Mutual Fund	$ 382,820
	John Hancock Disciplined	Mutual Fund	$ 471,054
	John Hancock Disciplined GM	Mutual Fund	$ 1,393,976
	JP Morgan US Equity Fd CL A	Mutual Fund	$ 2,421,377
	Loomis Sayles Invt Grade A	Mutual Fund	$ 634,625
	Mainstay Large Cap Growth Fd A	Mutual Fund	$ 3,640,142
	Mainstay Large Cap Growth Fd GM	Mutual Fund	$ 2,128,017
	MFS Government Secs	Mutual Fund	$ 289,920
	MFS International Grth Fd CL A	Mutual Fund	$ 618,989
	MFS International Grth Fd CL A GM	Mutual Fund	$ 3,653,185
	MFS Utilities Fund CL A	Mutual Fund	$ 257,599
	Pimco Total Return Fund CL A	Mutual Fund	$ 2,889,946
	Pimco Total Return Fund CL A GM	Mutual Fund	$ 3,363,832
	Prudential Jennison Natural Resources Fund	Mutual Fund	$ 314,897
	Sentinel Small Company Fd A	Mutual Fund	$ 225,581
	Thornburg International	Mutual Fund	$ 368,263
	Victory Established	Mutual Fund	$ 131,903
		Investments, at Fair Value	$ 49,487,145
*	Participants' Loans Receivable	4.25% - 9.25%	$ 787,157
		Total Assets Held	$ 50,274,302

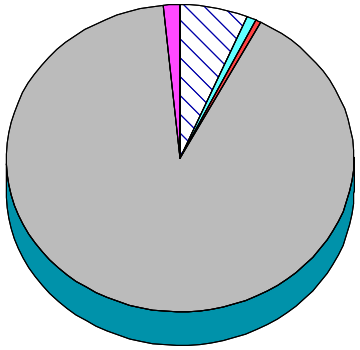
* Represents a party-in-interest

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2012 - 12/31/2012

ATLAS ENERGY, L.P. INVESTMENT
SAVINGS PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



- 6.31% MONEY MARKET
- 0.55% COMMON / COLLECTIVE TRUSTS
- 1.57% LOANS
- 0.00% ACCRUED INCOME
- 0.88% COMMON STOCK
- 90.69% MUTUAL FUNDS
- 0.00% PENDING SETTLEMENT FUNDS
- 0.00% CASH

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
MONEY MARKET					
RETIREMENT RESERVES MONEY FUND	2,849,137.7800	1.000	2,849,137.78	2,849,137.78	5.67%
RETIREMENT GM RESERVE MONEY FD	321,763.5760	1.000	321,763.59	321,763.58	0.64%
TOTAL MONEY MARKET			3,170,901.37	3,170,901.36	6.31%
COMMON STOCK					
RESOURCE AMER INC CL A	66,461.0669	6.670	321,477.47	443,295.32	0.88%
COMMON / COLLECTIVE TRUSTS					
NORTHERN TR CL AGG BD IDX TR Q	579.8322	475.406	269,543.50	275,655.71	0.55%
MUTUAL FUNDS					
PRUDENTIAL JENNISON NATURAL RE	6,983.7410	45.090	376,991.61	314,896.88	0.63%
BLACKROCK HL SC OPP A	11,966.6930	31.420	376,296.91	375,993.49	0.75%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2012 - 12/31/2012

ATLAS ENERGY, L.P. INVESTMENT SAVINGS PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
JP MORGAN US EQUITY FD CL A	216,001.5567	11.210	2,384,820.43	2,421,377.45	4.82%
AMERICAN CAP WORLD GR & INC R3	50,865.0521	36.990	1,831,077.20	1,881,498.28	3.74%
EATON VANCE ATLANTA CPTL SMD	84,461.6087	17.030	1,316,446.71	1,438,381.20	2.86%
EATON VANCE ATLANTA CPTLSMD GM	48,408.0806	17.030	749,207.19	824,389.61	1.64%
COLUMBIA DIVIDEND INCOME	167,149.1319	14.750	2,434,330.92	2,465,449.70	4.90%
COLUMBIA DIVIDEND INCOME GM	184,201.6371	14.750	2,717,063.92	2,716,974.15	5.40%
AMERICAN CENT GOV BD FD CL A	56,614.5956	11.450	632,840.46	648,237.12	1.29%
AMERICAN CENT GOV BD GM CL A	283,571.0421	11.450	3,187,532.13	3,246,888.43	6.46%
INVESCO SMALL CAP VALUE A	23,399.7458	16.360	419,264.46	382,819.84	0.76%
INVESCO SMALL CAP DISCOVERY A	60,929.7864	10.090	691,839.69	614,781.54	1.22%
INVESCO SMALL CAP DISCOVERY A	44,998.8583	10.090	499,264.94	454,038.48	0.90%
INVESCO MID CAP GROWTH FD CL A	10,617.2224	28.020	318,464.82	297,494.57	0.59%
JOHN HANCOCK DISCIPLINED	36,487.5296	12.910	432,944.09	471,054.01	0.94%
JOHN HANCOCK DISCIPLINED GM	107,976.4302	12.910	1,275,082.63	1,393,975.71	2.77%
COLUMBIA MIDCAP INDEX FD CL A	36,683.3544	11.850	437,263.20	434,697.75	0.86%
VICTORY ESTABLISHED	4,798.2349	27.490	132,655.35	131,903.48	0.26%
MAINSTAY LARGE CAP GROWTH FD A	470,302.6112	7.740	3,523,448.94	3,640,142.21	7.24%
MAINSTAY LARGE CAP GRTH A GM	274,937.6420	7.740	2,067,263.28	2,128,017.35	4.23%
BLACKROCK GLOBAL OPPORTUNITIES	10,794.3071	11.300	121,569.24	121,975.67	0.24%
THORNBURG INTERNATIONAL	13,474.6836	27.330	364,412.13	368,263.10	0.73%
ABERDEEN EMERGING MRKTS CL A	45,619.7955	15.850	655,883.70	723,073.76	1.44%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2012 - 12/31/2012

ATLAS ENERGY, L.P. INVESTMENT SAVINGS PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
COLUMBIA VALUE AND CL A	3,788.0374	44.010	191,770.14	166,711.53	0.33%
SENTINEL SMALL COMPANY FD A	35,137.2085	6.420	269,862.10	225,580.88	0.45%
DAVIS SERIES FINANCIAL FD CL A	1,652.7439	30.410	50,529.72	50,259.94	0.10%
MFS INTERNATIONAL GRTH FD CL A	24,690.4120	25.070	587,488.21	618,988.63	1.23%
MFS INTERNATIONAL GRTH CL A GM	145,719.3889	25.070	3,519,501.60	3,653,185.08	7.27%
ALGER CAPITAL APPRECIATION A	7,179.0127	16.720	118,752.28	120,033.09	0.24%
LOOMIS SAYLES INVT GRADE A	50,287.2340	12.620	622,760.80	634,624.89	1.26%
PIMCO TOTAL RETURN FUND CL A	257,112.6503	11.240	2,843,217.53	2,889,946.19	5.75%
PIMCO TOT RET FD CL A GM	299,273.2951	11.240	3,290,941.07	3,363,831.84	6.69%
BLACKROCK S&P500 INDEX I	141,144.2544	17.420	2,431,245.50	2,458,732.91	4.89%
ALLIANZ NFJ SM-CAP VALUE CL A	67,480.1488	28.430	2,013,335.46	1,918,460.63	3.82%
ALLIANZ NFJ SM-CAP VL CL A GM	28,950.0455	28.430	848,520.58	823,049.79	1.64%
INVESCO REAL ESTATE FUND A	22,438.0512	24.420	530,095.83	547,937.21	1.09%
MFS GOVERNMENT SECS	27,664.1185	10.480	287,729.94	289,919.96	0.58%
COLUMBIA SELIGMAN COMM FD A	1,995.3082	41.150	91,475.26	82,106.93	0.16%
MFS UTILITIES FUND CL A	13,834.5235	18.620	241,194.28	257,598.83	0.51%
TOTAL MUTUAL FUNDS			44,884,384.25	45,597,292.11	90.69%
LOANS					
LOAN FUND	788,997.2400	1.000	788,997.24	788,997.24	1.57%
PENDING SETTLEMENT FUNDS					
PENDING SETTLEMENT FUND	150.0000	1.000	150.00	150.00	0.00%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2012 - 12/31/2012

ATLAS ENERGY, L.P. INVESTMENT SAVINGS PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
INVESTMENT TOTAL			49,435,453.83	50,276,291.74	100.00%
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			0.88	0.88	0.00%
CASH			25.00	25.00	0.00%
TOTAL ASSETS			49,435,479.71	50,276,317.62	100.00%

The balance in the cash fund may be temporarily invested in the BIF Money Fund. Additional amounts not reported as cash may also be invested in the BIF Money Fund pending settlement of trades.

Balances include the effect of pending trades