ATLAS PIPELINE PARTNERS LP
Form 425
January 07, 2015

Targa Resources
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Filed by Targa Resources Partners LP
Pursuant to Rule 425 of the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
of the Securities Exchange Act of 1934
Subject Company: Atlas Pipeline Partners, L.P.
Commission File No.: 001-14998

This filing relates to a proposed business combination involving Targa Resources Partners LP and Atlas Pipeline Partners, L.P.

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Forward Looking Statements
Certain
statements
in
this
presentation
are

"forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included in this presentation that address activities, events or developments that Targa Resources Partners

LP (TRP or the Partnership) or Targa Resources Corp. (TRC or the Company) expect, believe or anticipate will or may occur in the future are forward-looking statements. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties, factors and risks, many of which are outside the Partnership s and the Company s control, which could cause results to differ materially from those expected by management of Targa Resources Partners LP and Targa Resources Corp. Such risks and uncertainties include, but are not limited to, weather, political, economic and market conditions, including declines in the production of natural gas or in the price and market demand for natural gas and natural gas liquids, the timing and success of business development efforts, the credit risk of customers and other uncertainties. These and other applicable uncertainties, factors and risks are described more fully in the

Partnership's and the Company s Annual Reports on Form 10-K for the year ended December 31, 2013 and other reports filed with the Securities and Exchange Commission. The Partnership and the Company undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events

or
otherwise.

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Additional Information

Additional Information and Where to Find It

In connection with the proposed transaction, Targa Resources Corp. (TRC) will file with the U.S. Securities and Exchange C
statement on Form S-4 that will include a joint proxy statement of Atlas Energy, L.P. (ATLS) and TRC and a prospectus of
statement/prospectus). In connection with the proposed transaction, TRC plans to mail the definitive TRC joint proxy statem
ATLS plans to mail the definitive TRC joint proxy statement/prospectus to its unitholders.

Also in connection with the proposed transaction, Targa Resources Partners LP (TRP) will file with the SEC a registration s

proxy statement of Atlas Pipeline Partners, L.P. (APL) and a prospectus of TRP (the TRP proxy statement/prospectus). I
transaction, APL plans to mail the definitive TRP proxy statement/prospectus to its unitholders.
INVESTORS, SHAREHOLDERS AND UNITHOLDERS ARE URGED TO READ THE TRC JOINT PROXY STATEMEN
STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED OR TO BE
FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN
THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT TRC, TRP, A
TRANSACTION AND RELATED MATTERS.
This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of an
A free copy of the TRC Joint Proxy Statement/Prospectus, the TRP Proxy Statement/Prospectus and other filings containing information about TRC, TRP, ATLS and APL may be obtained at the SEC s Internet site at www.sec.gov. In addition, the documents filed with the SEC

by TRC and TRP may be obtained free of charge by directing such request to: Targa Resources, Attention: Investor Relations, 1000 Louisiana, Suite 4300, Houston, Texas 77002 or emailing InvestorRelations@targaresources.com or calling (713) 584-1133. These documents may also be obtained for free from TRC s and TRP s investor relations website at www.targaresources.com. The documents filed with the SEC by ATLS may be obtained free of charge by directing such request to: Atlas Energy, L.P., Attn: Investor Relations, 1845 Walnut Street, Philadelphia, Pennsylvania 19103 or emailing InvestorRelations@atlasenergy.com. These documents may also be obtained for free from ATLS s investor relations website at www.atlasenergy.com.

The documents filed with the SEC by APL may be obtained free of charge by directing such request to: Atlas Pipeline Partners, L.P., Attn: Investor Relations, 1845 Walnut Street, Philadelphia, Pennsylvania 19103 or emailing IR@atlaspipeline.com. These documents may also be obtained for free from APL s investor relations website at www.atlaspipeline.com.

Participants in Solicitation Relating to the Merger

TRC, TRP, ATLS and APL and their respective directors, executive
officers and other persons may be deemed to be participants in the solicitation of proxies from
TRC, ATLS or APL shareholders or unitholders, as applicable, in respect of the proposed transaction that will be described in t
statement/prospectus and TRP proxy statement/prospectus. Information regarding TRC s directors and executive officers is c
statement dated April 7, 2014, which has been filed with the SEC. Information regarding directors and executive officers of TF
TRP s Annual Report on Form 10-K for the year ended December 31, 2013, which has been filed with the SEC. Information r
officers of ATLS s general partner is contained in ATLS s definitive proxy statement dated March 21, 2014, which has been
directors and executive officers of APL s general partner is contained in APL s Annual Report on Form 10-K for the year en
filed with the SEC.

A more complete description will be available in the registration statement and the joint proxy statement/prospectus.

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Targa Resources
Two Public Companies
(1)
2010 covers time period from IPO (December 6, 2010) through December 31, 2010
Source: Bloomberg
TRP
Annual Total Return Since 2010

TRC
Annual Total Return Since IPO
TRC
Dividends
TRP
Distributions
NGLS Out/(Under)
Performance vs. AMZ
16%
3%
2%
21%
(9)%
TRGP Out/(Under)
Performance vs. AMZ
20%
42%
30%
44%
18%

Targa s Diversified Midstream Platform
5
(1)
Operating margin percentages based on LTM as of September 30, 2014
Operating Margin
(1)

6
A Strong Footprint in
Active Basins
And a Leading Position at
Mont Belvieu
Drive Targa s
Long-Term Growth
Leadership position in oil

and liquids rich Permian
Basin
Bakken position
capitalizes on strong
crude oil fundamentals
and active drilling activity
Leadership position in
the active portion of
Barnett Shale combo
play
GOM and onshore
Louisiana provide longer
term upside potential for
well positioned assets
Mont Belvieu is the
NGL hub of North
America
Increased domestic
NGL production is
driving capacity
expansions into and at
Mont Belvieu
Second largest
fractionation
ownership position at
Mont Belvieu
One of only two
operating commercial
NGL export facilities
on the Gulf Coast
linked to Mont Belvieu
Position not easily
replicated
Approximately $2.6
billion in announced
organic capex projects
completed or underway
Increased capacity to
support multiple U.S.
shale / resource plays
Additional fractionation
expansion to support
increased NGL supply
Increased connectivity to
U.S. end users of NGLs
Expansion of export
services capacity for
global LPG markets at
Galena Park marine
terminal

Positioning Pro Forma for
Targa/Atlas Transaction:
Expect to close Q1 2015
An even stronger footprint in
active
basins

modest
change
in fee based margin % and
G&P %
Additional NGL opportunities
Better growth prospects than
standalone
December 10
th
Press Release:
Maintaining pro forma 2015
estimates of 11-13% distribution
growth at TRP and 35%
dividend growth at TRC
Expect distribution coverage
of 1.0 to 1.2 times
Commodity prices of
$3.75/MMBtu for natural gas,
$60/barrel for crude oil and
$0.60/gallon for NGLs and
related volume expectations
Commodity prices of
$4.00/MMBtu for natural gas,
$80/barrel for crude oil and
$0.80/gallon for NGLs and
related
volume
expectations
Well Positioned for 2014 and Beyond

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2014 End of Year Challenges Continue into 2015

Beginning in Q4 2014, the significant drop and resulting uncertainty in commodity prices is impacting producers, and therefore Targa and other midstream companies

Resulting
difficulty
predicting,
planning

and
adjusting
for
producers
future
activity
and
volume
levels
Targa is focused on:
Cost management and flexibility
Capital expenditure efficiency and flexibility
Other opportunities in a challenging environment

Major Announced Capital Projects and Preliminary 2015 CapEx
8
Over $1 billion of projects completed in 2013 and approximately $1 billion completed in 2014
Additional high quality growth projects under development for 2015 and beyond, with focus on capex efficiency
CBF Train 5 Expansion (100 MBbl/d)
New Badlands Infrastructure and Potential Plant, which may be downsized/delayed
New Delaware Basin Plant, which may be downsized/delayed
(1)

35
MBbl/d
condensate
splitter/alternative
project
expected
to
be
in-service
end
of
2016
or
early
2017,
depending
on
permit
timing
and
customer
preference
(2)
Includes
additional
spending
in
both
Permian
Basin
and
North
Texas
(3)
Additional gas processing plant will be in-service in Q1 2015
(4)
~$2.2-$2.4 billion of fee-based capital, ~74-76% of listed projects
(4)
Downstream Growth Projects
Preliminary
Total CapEx
($ millions)
2013 CapEx
($ millions)
2014 CapEx
($ millions)
Preliminary
2015 CapEx
($ millions)
Actual /

Expected
Completion
Primarily
Fee-Based
Petroleum Logistics Projects -
2013 -
2015+
(1)
$250
$40
$50
$30
2013 -
2015+
CBF Train 4 Expansion (100 MBbl/d)
385
120
20
0
Mid 2013
CBF Train 5 Expansion (100 MBbl/d)
385
0
50
200
Mid 2016
International Export Project
480
250
165
0
Q3 2013/Q3 2014
Other
130
30
50
25
Total Downstream Projects
$1,630
$440
$335
$255
$1,630
G&P Growth Projects
Preliminary
Total CapEx
($ millions)
2013 CapEx
($ millions)
2014 CapEx

($ millions)
Preliminary
2015 CapEx
($ millions)
Actual /
Expected
Completion
Primarily
Fee-Based
Gathering & Processing Expansion Program -
2013 -
2015+
(2)
$185
$75
$110
$50
2013 -
2015+
North Texas Longhorn Project (200 MMcf/d)
150
40
20
0
May 2014
SAOU High Plains Plant (200 MMcf/d)
225
125
85
0
June 2014
Badlands Expansion Program -
2013 -
Q1 2015
(3)
465
250
215
0
2013/Q1 2015
New Badlands Infrastructure and Potential Plant
150-320
0
0
125-250
YE 2015+
New Delaware Basin Plant (100-300 MMcf/d)
100-250
0
0

50-110
Mid 2016+
Other
40
25
15
10
Total G&P Projects
$1,315 -
$1,635
$515
$445
$235 -
$420
$615 -
$785
Total Projects
$2,945 -
$3,265
$955
$780
$490 -
$675
$2,245 -
$2,415

Additional Growth Opportunities
Total CapEx
($ millions)
Estimated
Timing
Primarily
Fee-Based
Badlands Expansion Program

Permian Expansion Program
Train 6 Expansion
Train 7 Expansion
Additional Condensate Splitter/Export Projects
Ethane Export Project
Other Projects
primarily
Total
$2,000+
2015 and beyond
Major Capital Projects Under Development
9
In current environment, Targa is focused on capital efficiency and flexibility
Over $2 billion of additional opportunities are in various stages of development
Opportunities include additional infrastructure in both G&P and Downstream
Increasing NGL supplies across the country will continue to drive the need for more processing, fractionation and connectivity

Diversity and Scale Mitigate Commodity Price Changes
Growth has been driven by investing in the business, not by changes in commodity prices
TRP benefits from multiple factors that help mitigate commodity price volatility, including:
Scale
Business and geographic diversity
Increasing fee-based margin

Hedging
TRP s current hedges include:
Approximately 80% of 2014 natural gas and approximately 30% of 2014 combined NGL and condensate
Approximately 50% to 60% of natural gas equity volumes for 2015
(1)
and 20% to 30% for 2016
(1)
Approximately 45% to 55% of condensate equity volumes for 2015 and 25% to 35% for 2016
Given our hedge position and our large fee-based operating margin, we estimate the following sensitivities
for
Targa
Standalone
2015
EBITDA:
A $5 drop in crude price would decrease EBITDA by ~$3 million
A $0.05 drop in the weighted average NGLS price would decrease EBITDA by ~$12 million
A $0.25 drop in natural gas price would result in an approximate $5 million decrease in EBITDA
10
Adjusted EBITDA vs. Commodity Prices
(1)
Will be towards bottom-end of range if there is significant ethane rejection in these years

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Targa Leverage and Liquidity
(1)
Includes TRP s total availability under the revolver plus cash, less outstanding borrowings and letters of credit under the TRP
(2)
Adjusts EBITDA to provide credit for material capital projects that are in process, but have not started commercial operation, a
(2)
Compliance Leverage Ratio

Liquidity
(1)
Completed $800 million 4.125% unsecured notes offering in October 2014
Pro forma for offering, liquidity as of September 30, 2014 is $1.45 billion including capacity under accounts receivable securitization facility
YTD through September 2014, raised net proceeds of $257 million from equity issuances under at-the-market (ATM) program
Target compliance leverage
3x
-
4x
Debt/EBITDA
Have historically been on low end of range
Leverage increased at end of 2012 due to Badlands acquisition
Q3 2014 compliance leverage was 2.7x

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Targa + Atlas: Transaction Overview
Targa Resources Partners LP (NYSE: NGLS;   TRP
or the   Partnership) has executed a definitive agreement to acquire
Atlas Pipeline Partners, L.P. (NYSE: APL) for $5.8 billion
(1)
0.5846 NGLS common units plus a one-time cash payment of $1.26 for each APL LP unit (implied premium
(1)

of 15%)
$1.8 billion of debt at September 30, 2014
Targa Resources Corp. (NYSE: TRGP; TRC
or the Company) has executed a definitive agreement to acquire Atlas
Energy, L.P. (NYSE: ATLS), after its spin-off of non APL-related assets, for $1.9 billion
(1)
Prior to TRGP s acquisition, all assets held by ATLS not associated with APL will be spun out to existing ATLS unitholders
10.35 million TRGP shares issued to ATLS unitholders
$610 million of cash to ATLS
Each existing ATLS (after giving effect to ATLS
spin out) unit will receive 0.1809 TRGP shares and $9.12 in cash
Accretive to NGLS and TRGP cash flow per unit and share, respectively, immediately and over the longer-term, while providing APL and ATLS unitholders increased value now and into the future
Post closing
(2)
, NGLS plans to increase its quarterly distribution by $0.04 per LP unit ($0.16 per LP unit annualized rate)
NGLS expects 11-13% distribution growth in 2015 compared to 7-9% in 2014
Post closing
(2)
, TRGP plans to increase its quarterly dividend by $0.10 per share ($0.40 per share annualized rate)

TRGP expects approximately 35% dividend growth
(3)
in 2015 compared to 25%+ in 2014
Transactions are cross-conditional and subject to shareholder and regulatory approvals
HSR clearance received
Continue to expect transaction to close in Q1 2015
(1) Based on market data as of October 10, 2014, excluding transaction fees and expenses
(2) Management intends to recommend this increase at the first regularly scheduled quarterly distribution declaration Board m
(3) Assumes NGLS distribution growth of 11-13%

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Targa + Atlas: Attractive Positions in Active Basins
Barnett
Eagle Ford
Delaware
Bakken
Mississippi
Lime

Woodford
Pro Forma Asset Highlights
39 natural gas processing plants (~6.9 Bcf/d gross processing capacity)
Over 22,500 miles of natural gas and crude oil gathering pipeline
Gross NGL production of 278.9 MBbls/d in 2Q 2014
3 crude oil and refined products terminals with 2.5 MMBbls of storage
17 gas treating facilities
573 MBbl/d gross fractionation capacity
~6.5 MMBbl/month effective capacity LPG export terminal
Atlas
Natural Gas Processing Plant
Natural Gas Pipeline
Targa
Natural Gas Processing Plant
Terminal
Fractionator
Natural Gas Pipeline
Crude Oil Pipeline
NGL Pipeline
Legend
(1) Source: Baker Hughes Incorporated, as of October 20, 2014
SCOOP
Midland
U.S. Land Rig Count by Basin
(1)

14
World Class Permian Footprint
Atlas
WestTX system sits in the core of the Midland Basin
between Targa s existing SAOU and Sand Hills systems
More than 75% of the rigs currently running in the Midland
Basin are in counties served by the combined systems
Pro forma, NGLS will be the 2

nd
largest Permian processor
with 1.4 Bcf/d in gross processing capacity
Recent activity includes Targa s 200 MMcf/d High Plains
plant
placed
in
service
June
2014
and
Atlas
200
MMcf/d
Edward plant placed in service September 2014
Announced
expansions
include
Atlas
200
MMcf/d
Buffalo
plant (in service mid 2015) and Targa s 300 MMcf/d Delaware
Basin plant (in service mid 2016)
Combined Permian Footprint
Year-End Permian Gross Processing Capacity
Legend
Atlas
Natural Gas Processing Plant
Natural Gas Pipeline
Targa
Natural Gas Processing Plant
Natural Gas Pipeline
Current Permian Gross
Processing Capacity
(MMcf/d)
Miles of Pipeline
SAOU
369
1,800
Sand Hills
175
1,500
Versado
240
3,350
Total: Targa
784
6,650
Atlas WestTX

655
3,600
Total: PF Targa
1,439
10,250
Delaware
Midland

15
Leading Positions in Active Basins
Combined Footprint
Year-End NorthTX/SouthTX/OK Gross Processing Capacity

Atlas
Natural Gas Processing Plant
Natural Gas Pipeline
Targa
Natural Gas Processing Plant
Terminal
Fractionator
Natural Gas Pipeline
Crude Oil Pipeline
NGL Pipeline
Legend
Barnett
Eagle Ford
Woodford
Mississippi Lime
Atlas
assets also provide exposure to significant drilling
activity in the Mississippi Lime, SCOOP, Arkoma Woodford
and Eagle Ford plays
Largest gathering and processing footprint in the Mississippi
Lime with 458 MMcf/d of nameplate capacity
System remains full with volumes offloaded to third parties
Current project underway to connect Velma & Arkoma
systems to create a gathering and processing super-system
Further potential to connect to Targa s North Texas assets
Long-term contracts with active producers in the Eagle Ford
SCOOP
Current North
Texas/SouthTX/OK Gross
Processing Capacity
(MMcf/d)
Miles of Pipeline
SouthOK
500
1,300
WestOK
458
5,700
SouthTX
400
500
Total: Atlas
1,358
7,500
Targa North Texas
478
4,500
Total: PF Targa
1,836
12,000

16
16
Producer Activity Drives NGL Flows to Mont Belvieu
Growing field NGL production
increases NGL flows to Mont
Belvieu
Increased NGL production
could support Targa s existing

and expanding Mont Belvieu
and Galena Park presence
Petrochemical investments,
fractionation and export
services will continue to clear
additional supply
Targa s Mont Belvieu and
Galena Park businesses very
well positioned
Barnett
Eagle Ford
Midland
Mississippi Lime
Woodford
Delaware
Marcellus &
Others
Rockies
Galena Park Marine
Import / Export
Terminal
Mont
Belvieu
Terminal
SCOOP

Market Cap
~ $10 Billion
(1)
~ $3 Billion
(2)
~ $13 Billion
(1)
Enterprise Value
~ $13 Billion
(1)
~ $6 Billion
(2)
~ $19 Billion
(1)
2014E EBITDA ($MM)
$925 - $975 Million
$400 - $425 Million
$1,325 - $1,400 Million
2014E Growth
CAPEX ($MM)
$780 Million
$400 - $450 Million
$1,180 - $1,230 Million
2014E Operating
Margin by Segment
YE 2014E % Fee-
Based
68%
32%
Fixed Fee

Percent of Proceeds
35%
7%
38%
20%
Field G&P
Coastal G&P
Logistics
Marketing and Dist.
40%
60%
Texas
Oklahoma
25%
5%
27%
15%
11%
17%
Field G&P - Targa
Coastal G&P - Targa
Logistics - Targa
Marketing and Dist. - Targa
Texas - Atlas
Oklahoma - Atlas
40%
60%
Fixed Fee
Percent of Proceeds
60%
40%
Fixed Fee
Percent of Proceeds
17
Targa + Atlas: Increased Size and Scale Enhance Credit Profile
Targa
Atlas
Pro Forma Targa
(1) Represents
combined
market
cap
and
enterprise
value
for
NGLS
and
TRGP
as

of
December
31,
2014,
less
the
value
of
NGLS
units
or
PF
NGLS
units
owned
by
TRGP

(2) Represents combined market cap and enterprise value for APL and ATLS as of December 31, 2014 based on transaction co

(3) Includes keep-whole at 1% of total margin

(3)

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Targa + Atlas: Strategic Highlights
Attractive Positions
in Active Basins
Creates World-
Class Permian
Footprint
Complementary

Assets with
Significant Growth
Opportunities
Enhances
Credit Profile
Significant Long-
Term Value Creation
Already strong positions in Permian and Bakken enhanced with entry into Mississippi Lime and Eagle Ford
4
of
the
top
5
basins
by
active
rig
count
and
unconventional
well
spuds
(1)
Top 3 basins by oil production
(1)
Also
exposed
to
emerging
SCOOP
play
and
continued
development
of
NGL-rich
Barnett
Shale
Adds diversity and leadership position in all basins/plays
Combines strong Permian Basin positions to create a premier franchise
Provides new customer relationships with the most active operators in each basin
Current combined processing capacity of 1,439 MMcf/d
Significant organic growth project opportunities
2014 pro forma growth capex of ~$1.2 billion
Additional projects under development of over $3 billion
NGL production to support Targa s leading NGL position in Mont Belvieu and Galena Park
Estimated
pro
forma
leverage

ratio
of
3.3x
Total
Debt
/
2014E
EBITDA
(4)
at
NGLS
Increased size and scale move NGLS credit metrics closer to investment grade over time
Immediately accretive to distributable cash flow at both NGLS and TRGP
Increases FY 2015 vs FY 2014 distribution growth at NGLS to 11-13% and at TRGP to approximately 35%
Provides larger asset base with additional long-term growth opportunities
Higher long-term distribution/dividend growth profile than Targa standalone
(1) Source: Oil & Gas Investor
(2) Based
on
market
data
as
of
December
31,
2014,
less
the
value
of
16.3
MM
PF
NGLS
units
owned
by
TRGP
(3) Based on NGLS and APL guidance ranges
(4) Based on estimated compliance ratio
Increased Size and
Scale
Combined partnership will be one of the largest diversified MLPs
Pro forma enterprise value
(2)
of $19 billion
Pro
forma
2014E
EBITDA

of
approximately
$1.3-$1.4
billion
(3)

Targa Resources
Diversified MLP with Increased Scale
19
MLPs
Ranked
by
2015E
EBITDA

(1)
Creates 11th largest diversified MLP on EBITDA basis (upper mid-cap / lower large-cap MLP)
Note: TRP/APL combination includes $20 million of synergies
(1) Source: Wall Street research estimates
Investment Grade MLPs
Non-Investment Grade MLPs

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Targa + Atlas: Current Commodity Price Environment

Despite the current and forward commodity price environment being weaker than when the Targa/Atlas transaction was announced on October 13, 2014, we maintain the pro forma distribution and dividend growth estimates originally provided:

2015 distribution growth for TRP of 11% to 13%

2015 dividend growth for TRC of 35%

TRP

currently expects the above referenced pro forma distribution growth range for 2015, along with pro forma distribution coverage of approximately 1.0 to 1.2 times, under a range of possible scenarios: (i) (a) commodity prices of $3.75 per MMBtu for natural gas, $60 per barrel for crude oil and $0.60 per gallon for NGLs; (b) current expectations of activity levels at these prices, resulting in low single digit annual volume growth for pro forma TRP and APL field gathering and processing businesses compared to current estimated fourth quarter 2014 volumes; and (c) only LPG export volumes that are currently under contract

(ii) (a) commodity prices of \$4.00 per MMBtu for natural gas, \$80 per barrel for crude oil and \$0.80 per gallon for NGLs; (b) volume growth in line with historical growth rates as expected at the time of announcement for pro forma TRP and APL field gathering and processing businesses;

and
(c)
a
modest
level
of
export
volumes
above
those
currently
under
contract

Targa Investment Highlights
21
Well positioned in U.S.
shale / resource plays, with
an even stronger footprint in
active basins with close of
the Targa/Atlas transaction
Leadership position at Mont

Belvieu and associated LPG export facility at Houston Ship Channel
Increasing scale, diversity and fee-based margin
Strong financial profile
Strong track record of distribution and dividend growth
Experienced management team

Appendix

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This presentation includes the non-GAAP financial measure of Adjusted EBITDA. The presentation provides a reconciliation of this non-GAAP financial measures to its most directly comparable financial measure calculated and presented in accordance with generally accepted accounting principles in the United States of America ("GAAP"). Our non-GAAP financial measures should not be considered as alternatives to GAAP measures such as net income, operating income, net cash flows provided by operating activities or any other GAAP measure of liquidity or financial performance.

Non-GAAP Measures Reconciliation

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Adjusted EBITDA

The Partnership and Targa define Adjusted EBITDA as net income attributable to Targa
Resources Partners LP before: interest; income taxes; depreciation and amortization; gains or losses on debt
repurchases and redemptions; early debt extinguishment and asset
disposals; non-cash risk management activities
related to derivative instruments; changes in the fair value of the Badlands acquisition contingent consideration and the non-controlling interest portion of depreciation and amortization expenses. Adjusted EBITDA is used as a

supplemental financial measure by our management and by external users of our financial statements such as investors, commercial banks and others. The economic substance behind management s use of Adjusted EBITDA is to measure the ability of our assets to generate cash sufficient to pay interest costs, support our indebtedness and make distributions to our investors.

Adjusted EBITDA is a non-GAAP financial measure. The GAAP measures most directly comparable to Adjusted EBITDA are net cash provided by operating activities and net income (loss) attributable to Targa Resources Partners LP. Adjusted EBITDA should not be considered as an alternative to GAAP net cash provided by operating activities or GAAP net income. Adjusted EBITDA has important limitations as an analytical tool. Investors should not consider Adjusted EBITDA in isolation or as a substitute for analysis of our results as reported under GAAP. Because Adjusted EBITDA excludes some, but not all, items that affect net income and net cash provided by operating activities and is defined differently by different companies in our industry, our definition of Adjusted EBITDA may not be comparable to similarly titled measures of other companies.

Management compensates for the limitations of Adjusted EBITDA as an analytical tool by reviewing the comparable GAAP measures, understanding the differences between the measures and incorporating these insights into management s decision-making processes.

Non-GAAP Measures Reconciliation

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1000 Louisiana
Suite 4300
Houston, TX 77002
Phone: (713) 584-1000
Email: InvestorRelations@targaresources.com
Website: www.targaresources.com