

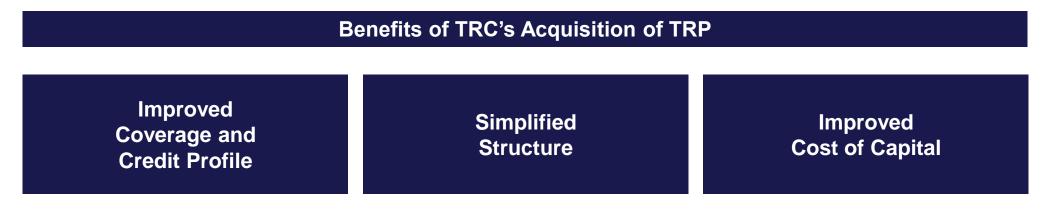
Targa Resources Investor Presentation Fourth Quarter 2015 February 25, 2016

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 (NYSE: NGLS; "TRP" or the "Partnership") or Targa Resources Corp. (NYSE: TRGP; "TRC" or the "Company") (together "Targa") expect, believe or anticipate will or may occur in the future are forwardlooking 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, 2014 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.



Targa Resources Corp. Closes Acquisition of TRP

- On February 17th, Targa Resources Corp. ("Targa" or "TRC") closed its acquisition of all of the outstanding common units of Targa Resources Partners LP ("TRP") not already owned by Targa
 - All stock-for-unit transaction at a ratio of 0.62 Targa common shares per common unit of TRP

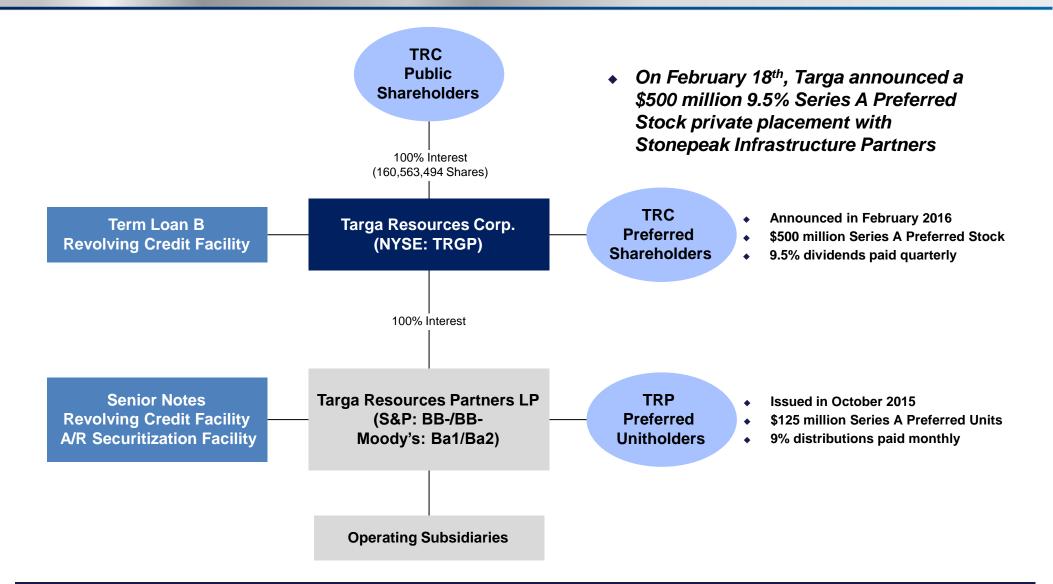


Stronger Near-Term and Long-Term Outlook

Targa is better positioned to execute on attractive, high return projects that may result from the current industry environment to drive long-term value creation for our investors



Targa's New Public Structure

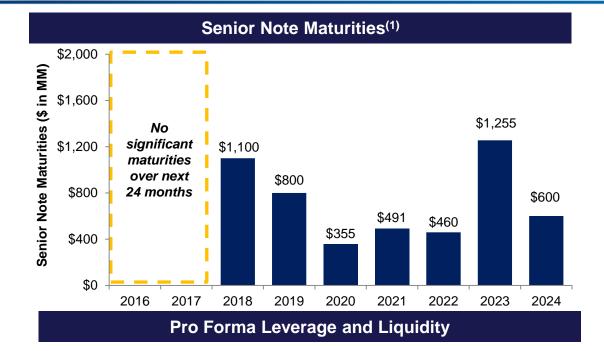


Since October 2015, Targa has raised over \$600 million in preferred equity at a lower all in cost of capital than public common equity

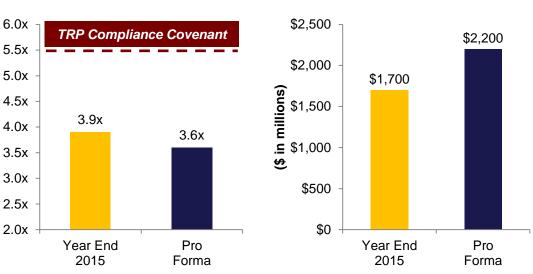


Leverage and Financial Position

- On February 17th, Targa closed its acquisition of TRP – pro forma:
 - TRP continues as a reporting entity, and all existing debt and preferred equity remains outstanding
 - TRP's \$1.6 billion revolver remains outstanding
 - TRP's Series A Preferred Units remain outstanding
 - TRC's \$670 million revolver remains outstanding
 - <u>TRP 5.5x leverage compliance covenant</u> remains in place
 - Targa is <u>not</u> subject to a compliance covenant for consolidated leverage
- On February 18th, Targa announced a \$500 million 9.5% private placement of Series A Preferred Stock
 - Pro forma, TRP compliance leverage ratio reduced from 3.9x to 3.6x
 - Pro forma, Targa liquidity increased from \$1.7 billion to \$2.2 billion



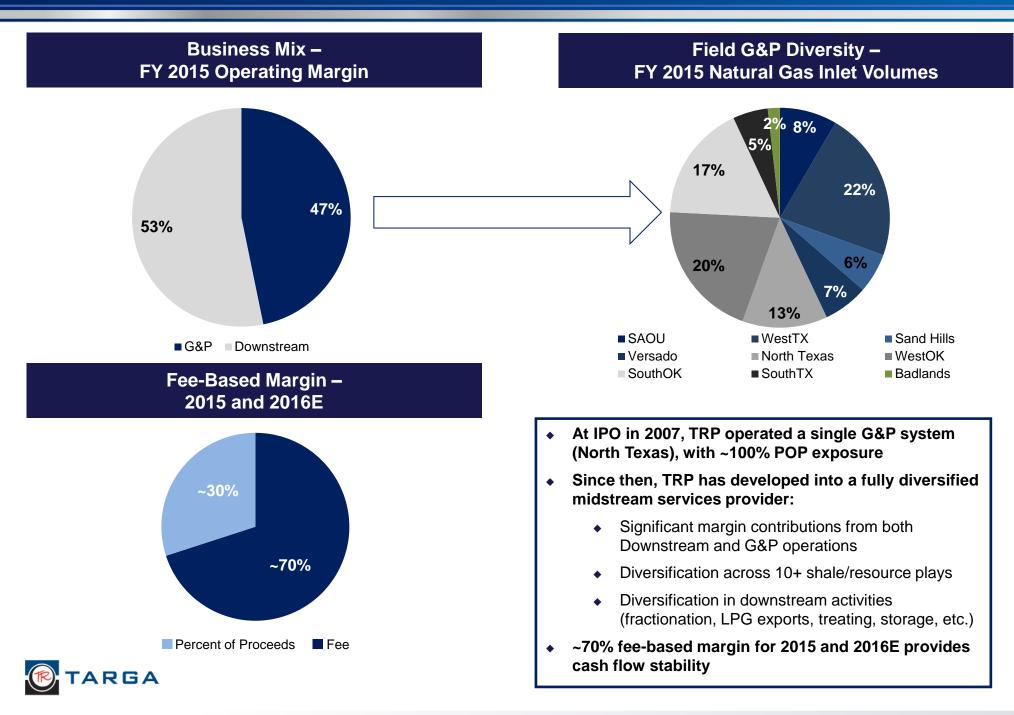
TRP Compliance Leverage



Targa Liquidity

(1) As of December 31, 2015; includes TRP senior notes and TRC Term Loan B. Excludes TRP and TRC revolvers

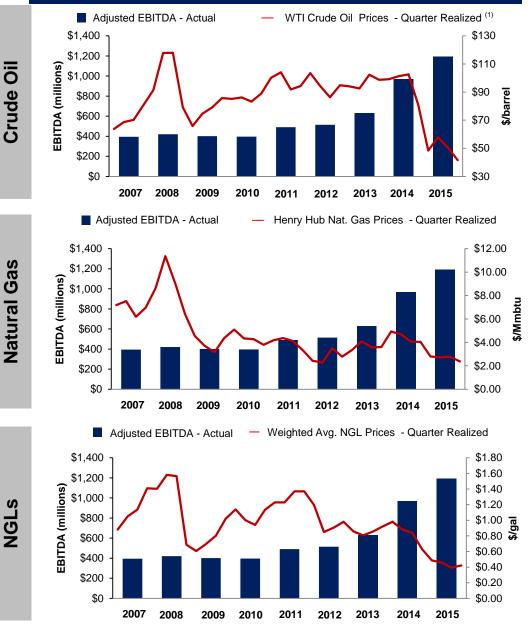
Business Mix, Diversity and Fee Based Margin



Diversity and Scale Help 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
- Based on our estimate of current equity volumes, approximately 40% of natural gas, 40% of condensate and 20% of NGLs are hedged for 2016
- Based on our estimate of current equity volumes, approximately 20% of natural gas, 20% of condensate and 10% of NGLs are hedged for 2017
- Per press release on October 5th, commodity price only sensitivities to 2016 Adjusted EBITDA:
 - +/- \$0.05/gal NGLs = +/- \$20 million Adj. EBITDA
 - ♦ +/- \$0.25/MMBtu nat gas = +/- \$10 million Adj. EBITDA
 - +/- \$5.00/bbl crude oil = +/- \$5 million Adj. EBITDA

Adjusted EBITDA vs. Commodity Prices





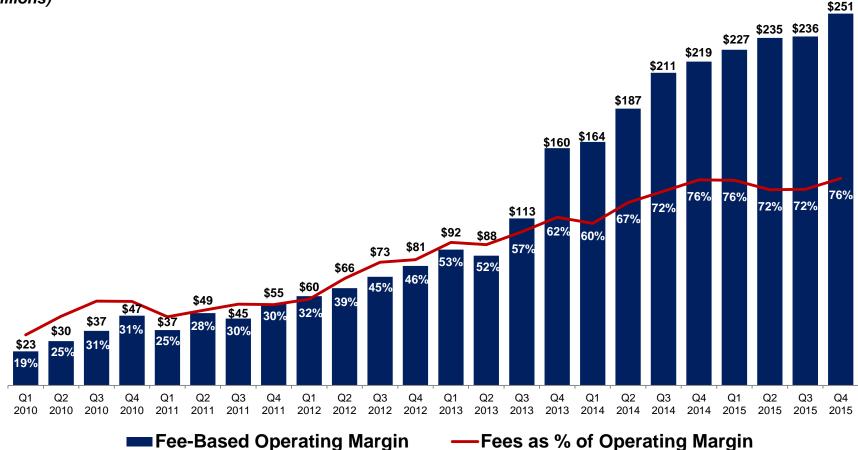
Note: Targa's composite NGL barrel comprises 37% ethane, 35% propane, 6% iso-butane, 12% normal butane, and 10% natural gasoline

(1) Represents average quarterly realized crude prices after the acquisition of Badlands at the end of 2012. All prior periods reflect average posted prices

Fee-Based Margin Provides Cash Flow Stability

Increasing Fee-Based Margin Provides Additional Stability to Our Business

(\$ in millions)



TRP's growth in fee-based margin provides cash flow stability – At least 70% of 2016E operating margin expected to be fee-based



2016 Net Growth Capex

- Targa has four major projects underway, representing approximately \$275 million of 2016E growth capex (net)
 - Pre-funded equity portion of 2016E growth capex via a \$125 million Series A Preferred Unit Offering in October 2015
 - All four projects will provide cash flow in 2016
- Targa has identified up to an additional \$250 million of 2016E growth capex
 - Projects may be deferred depending on market conditions and activity levels
 - High return, strategic projects will be funded utilizing revolver liquidity, debt markets, joint ventures and other equity sources

(\$ in millions)		Total Project Capex	Preliminary 2016E Capex	Expected Completion	Primarily Fee-Based	Additional Cash Flow in 2016
	Downstream					
	CBF Train 5 Expansion (100 MBbl/d)	\$340	\$90	Q2 2016	\checkmark	\checkmark
Major	Noble Crude and Condensate Splitter ⁽¹⁾	130 - 150	80	Q1 2018	\checkmark	\checkmark
Projects in	Gathering & Processing					
Progress	WestTX Buffalo Plant	\$105	\$20	Q2 2016		\checkmark
	SouthTX Sanchez Energy JV	125	85	Q1 2017	\checkmark	\checkmark
	Total (Downstream + G&P)	\$700 - \$720	\$275			
Other						
Other Identified Projects	Other Projects (Downstream + G&P)		\$250			\checkmark
Total			\$525 (or less)			

Targa accessed the capital markets in the late third quarter and fourth quarter of 2015, and announced a \$500 million TRC 9.5% Series A Preferred private placement in February 2016



1) Noble is proceeding with 35Mbpd crude and condensate splitter at Targa Channelview Terminal. Current total project capex estimate is higher than previous public announcement due to changes in project scope and increased labor costs; Targa economics not negatively impacted

	Description of Payments	Area (Predominant Contract Type)	Potential Counterparty Credit Risk	Mitigants
Downstream	 Targa invoices for fees due 	♦ N/A	◆ Low	 Creditworthiness of customers Diversification of customers Significant LCs posted
G&P – Fee	 Targa invoices producer monthly for fees due <u>or</u> In some cases, Targa nets fees due against cash due for marketing product 	 Badlands SouthOK SouthTX 	◆ Low	 Volume and producer counterparty diversification Creditworthiness of producers
G&P – Percent of Proceeds ("POP")	 Targa remits cash payments to producer for production after deducting Targa's share of proceeds and associated fees 	PermianWestOKNorth Texas	◆ Low	 Net payable position Volume and producer counterparty diversification Creditworthiness of producers Wellhead gathering





Targa's Attractive Asset Footprint

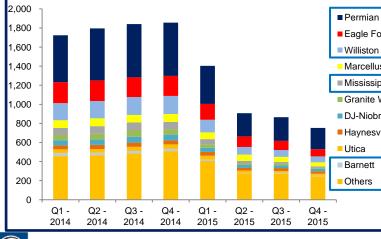
Attractive Asset Positions Despite Lower Producer Activity

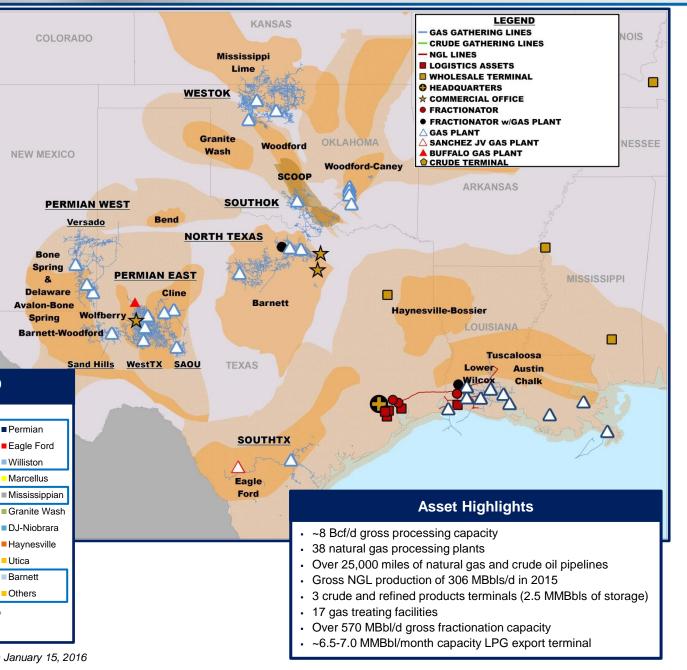


- Rig activity has decreased significantly across the U.S.
- Targa's footprint has been impacted, but positioning in some of the best basins / areas provides resiliency
- Diversified producer customer base

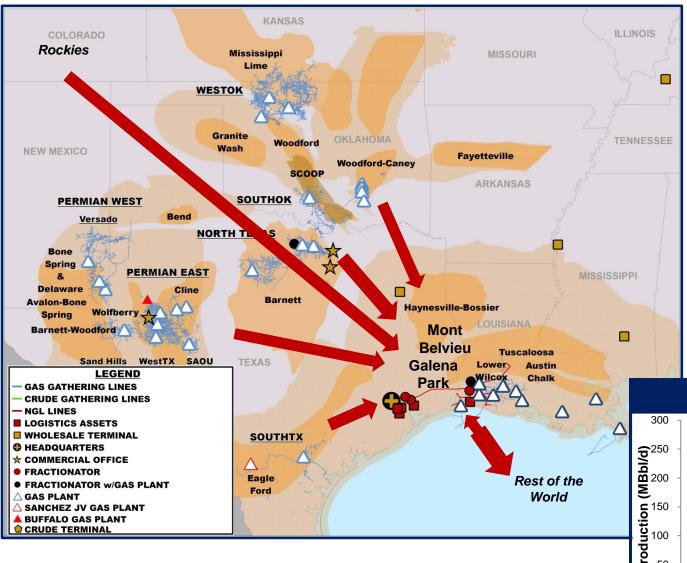
RGA

U.S. Land Rig Count by Basin⁽¹⁾

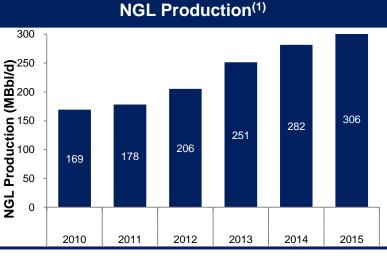




Producer Activity Drives NGL Flows to Mont Belvieu

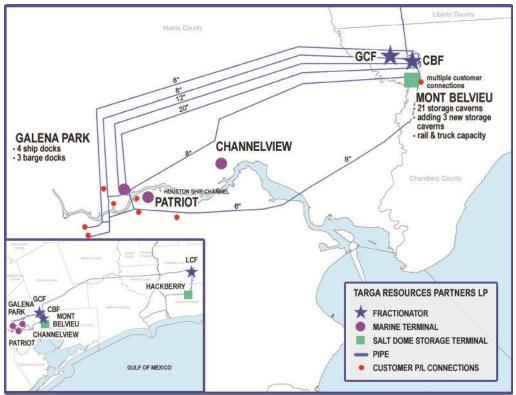


- Growing field NGL production increases NGL flows to Mont Belvieu
- Increased NGL production could support Targa's existing and expanding Mont Belvieu and Galena Park presence
- Petrochemical investments, fractionation and export services will continue to clear additional supply
- Targa's Mont Belvieu and Galena Park businesses very well positioned





Logistics Assets – Extensive Gulf Coast Footprint



G	alena	Park	Marine	Terminal	

	Products	Month
Export Capacity	LEP / HD5 / NC4	~6.5 - 7.0
Other Assets		

700 MBbls in Above Ground Storage Tanks

4 Ship Docks

	Fractionators		
		Gross Capacity (MBbl/d)	Net Capacity (MBbl/d) ⁽²⁾
CBF - Mont Belvieu ⁽¹⁾	Trains 1-3	253	223
	Backend Capacity	40	35
	Train 4	100	88
GCF - Mont Belvieu		125	47
Total - Mont Belvieu		518	393
LCF - Lake Charles		55	55
Total		573	448
	Other Assets		
Mont Belvieu			

30 MBbl/d Low Sulfur/Benzene Treating Natural Gasoline Unit

21 Underground Storage Wells

Adding 3 Underground Storage Wells

Pipeline Connectivity to Petchems/Refineries/LCF/etc.

6 Pipelines Connecting Mont Belvieu to Galena Park

Rail and Truck Loading/Unloading Capabilities

Other Gulf Coast Logistics Assets

Channelview Terminal (Harris County, TX)

Patriot Terminal (Harris County, TX)

Hackberry Underground Storage (Cameron Parish, LA)



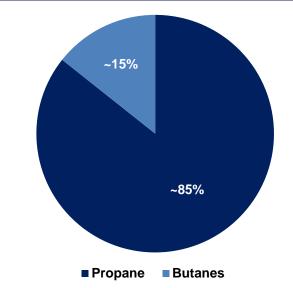
Targa's LPG Export Business



Latin America/South America Caribbean Rest of the World



2015 – Targa Propane and Butane Exports



- Fee based business with no direct commodity price exposure charge fee for loading vessel at the dock
- Targa advantaged versus some competitors given support infrastructure (fractionation, salt cavern storage, refrigeration, de-ethanizers)
- Nameplate capacity of 9.0 MMBbl/month; effective operational capacity of 6.5 – 7.0 MMBbl/month
- Multi-year contracts with end users and international trading houses
 - Also support existing LT clients and other third parties with short-term contracts on as-needed basis
- Majority of Targa volumes staying in the Western Hemisphere, but some volumes traveling to Europe and the Far East
- Targa expects to export more than 5.0 MMBbl/month in 2016

Extensive Field Gathering and Processing Position

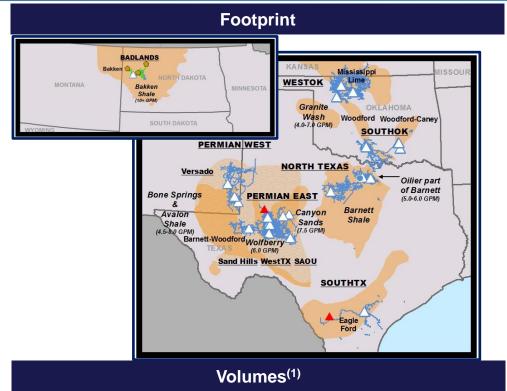
Summary

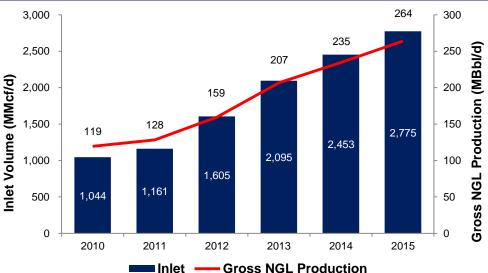
- Over 24,000 miles of pipeline across attractive positions in the Permian Basin, Eagle Ford Shale, Barnett Shale, Anadarko Basin, Ardmore Basin, Arkoma Basin and Williston Basin
- Over 3.4 Bcf/d of gross processing capacity
 - Six new cryogenic plants in service in 2014 and 2015 (High Plains, Longhorn, Little Missouri 3, Edward, Stonewall and Silver Oak II), plus 40 MMcf/d Stonewall plant expansion in service Q3 2015
 - Connected WestTX and Sand Hills in Q3 2015; Sand Hills and SAOU connected in Q3 2014
- Additional gathering and processing expansions:
 - 200 MMcf/d Buffalo plant expected in service in Q2 2016
 - 200 MMcf/d Raptor plant in SouthTX expected in service in Q1 2017
 - Connection of WestTX and SAOU completed in Q1 2016

POP and fee-based contracts

	Current Gross cessing Capacity (MMcf/d)	Miles of Pipeline
AOU - Permian East	369	1,650
	655	4,050
Sand Hills	165	1,550
Versado Permian West	240	3,450
WestOK	458	6,100
SouthOK	560	1,500
North Texas	478	4,550
SouthTX	400	785
Badlands	90	530
Total	3,415	24,165







Permian East – Premier Midland Basin Footprint

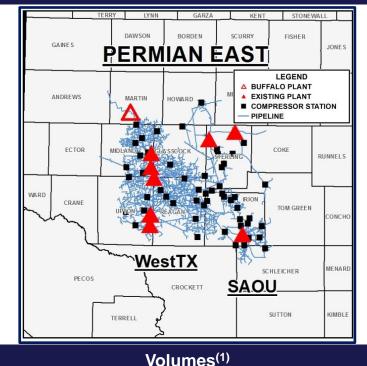
Inlet Volume (MMcf/d)

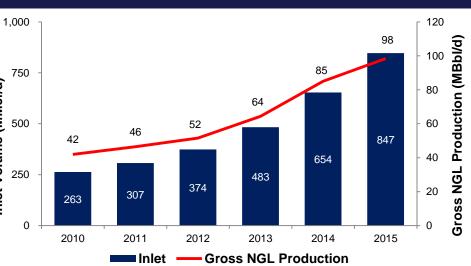
Summary

- Footprint includes approximately 5,700 miles of pipeline in the Midland Basin
- Targa is one of the largest Midland Basin gas processors with over 1.0 Bcf/d in gross processing capacity
 - 200 MMcf/d Buffalo plant expected in service in Q2 2016
 - Reviewing additional opportunities to connect / optimize systems to enhance reliability, optionality and efficiency
- Connected to Permian West via the Midland County Pipeline running between SAOU and Sand Hills
- Traditionally POP contracts, with additional fee-based services for compression, treating, etc.

	Current Gross Processing Capacity (MMcf/d)	Miles of Pipeline
SAOU	369	1,650
WestTX	655	4,050
Permian East Total	1,024	5,700

Footprint





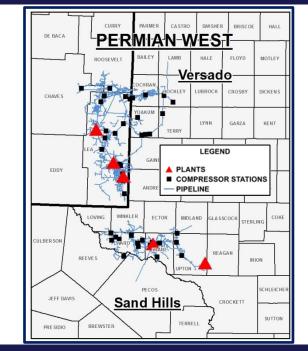
Permian West – Well Positioned to Capture Growth

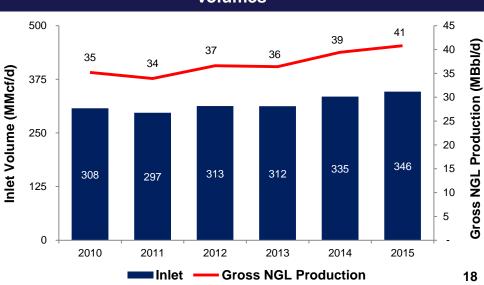
Summary

- Footprint includes approximately 5,000 miles of pipeline
- Growth opportunities driven by continued producer activity
 - Processing capacity available at Versado to capture new volumes
 - Adding compression and a high pressure pipeline to move gas from the Northern Delaware Basin and shallow San Andres development within the Central Basin Platform around the Versado system
- Connected to Permian East via the Midland County Pipeline running between SAOU and Sand Hills
- Traditionally POP contracts, with additional fee-based services for compression, treating, etc.

	Current Gross Processing Capacity (MMcf/d)	Miles of Pipeline
Sand Hills	165	1,550
Versado	240	3,450
Permian West Total	405	5,000

Footprint





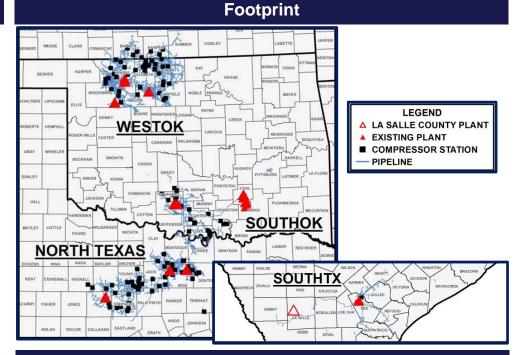
Volumes⁽¹⁾

Strategic North Texas, SouthTX and Oklahoma Positions

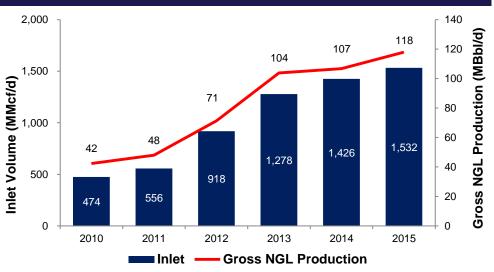
Summary

- Four footprints including approximately 13,000 miles of pipeline
- Over 1.8 Bcf/d of gross processing capacity
 - Announced a joint venture with Sanchez Energy Corporation in October 2015 in SouthTX to build 200 MMcf/d plant and ~45 miles of associated pipelines in La Salle County expected in service in Q1 2017
 - 15 processing plants across the liquids-rich Eagle Ford Shale, Barnett Shale, Anadarko Basin, Ardmore Basin and Arkoma Basin
 - Reviewing opportunities to connect / optimize systems to enhance reliability, optionality and efficiency for producers
- Traditionally POP contracts in North Texas and WestOK with additional fee-based services for compression, treating, etc.
- Majority of SouthTX and SouthOK contracts are feebased

	Current Gross Processing Capacity (MMcf/d)	Miles of Pipeline
WestOK	458	6,100
SouthOK	560	1,500
North Texas	478	4,550
SouthTX	400	785
Total	1,896	12,935



Volumes⁽¹⁾



TARGA (1) Pro forma Targa/TPL for all years

Strategic Position in the Core of the Williston Basin

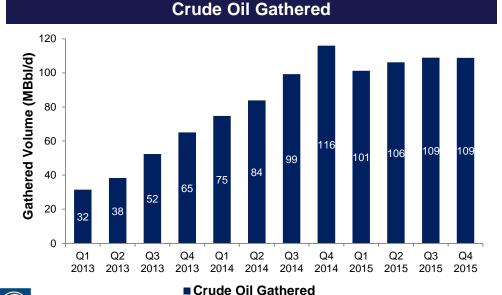
LEGEND

ROPOSED CRUD

North Dakota

Summary

- System currently consists of oil gathering and terminaling and natural gas gathering and processing in McKenzie, Dunn and Mountrail Counties, ND
- Acquired in December 2012; substantial build-out of system since January 2013
 - ~240% growth in crude gathering volumes since acquisition
 - ~235% growth in gas plant inlet volumes since acquisition
- Total natural gas processing capacity of ~90 MMcf/d
 - Little Missouri 3 plant expansion completed in Q1 2015
- Fee-based contracts



Alexander Terminal MCKENZIE

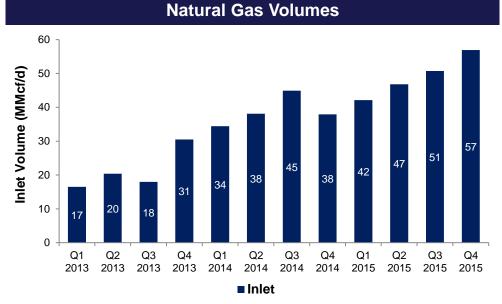
Little

Missouri

Processing

Plant

DUNN



Footprint

Stanley Terminal

New Town

Terminal

Fort Berthold Reservation

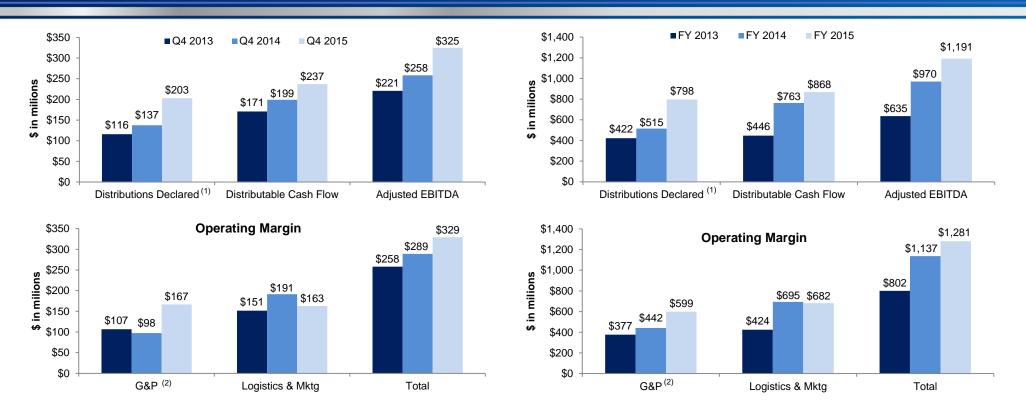
MCLEAN





Additional Information

TRP Update



Q4 2015 Highlights

- Adjusted EBITDA increased 26% in Q4 2015 compared to Q4 2014, primarily due to contributions from TPL, partially offset by lower commodity prices
- Field Gathering & Processing operating margin increased 82% in Q4 2015 versus Q4 2014 primarily driven by TPL contributions, partially offset by lower commodity prices



Cash and Debt	Maturity	Coupon	Actual 9/30/2015	Adjustments	Actual 12/31/2015	\$500MM Preferred Adjustments	Pro Forma 12/31/2015
Cash and Cash Equivalents			\$92.8	\$42.6	\$135.4	\$0.7	\$136.1
Accounts Receivable Securitization	Dec-15		135.5	\$83.8	219.3	(\$219.3)	-
Revolving Credit Facility	Oct-17		435.0	(\$155.0)	280.0	(\$280.0)	
Total Senior Secured Debt			570.5		499.3		-
Senior Notes	Feb-21	6.875%	483.6		483.6		483.6
Senior Notes	Aug-22	6.375%	300.0	_	300.0	_	300.0
Senior Notes	May-23	5.250%	600.0	(16.3)	583.7	_	583.7
Senior Notes	Nov-23	4.250%	625.0	(1.5)	623.5	_	623.5
Senior Notes	Nov-19	4.125%	800.0	(800.0	_	800.0
Senior Notes	Oct-20	6.625%	342.1	_	342.1	_	342.1
Senior Notes	Feb-18	5.000%	1,100.0	_	1,100.0	_	1,100.0
New Senior Notes	Mar-24	6.750%	600.0	_	600.0	_	600.0
Jnamortized Discounts on TRP Debt		0110070	(23.0)	0.9	(22.1)	_	(22.1
Jnamortized Premium on TRP Debt			5.2	(0.2)	5.0	_	5.0
TPL Senior Notes	Oct-20	6.625%	13.1	(0.2)	12.9	_	12.9
TPL Senior Notes	Aug-23	5.875%	48.1		48.1	_	48.1
TPL Senior Notes	Nov-21	4.750%	6.5	_	6.5	_	6.5
Jnamortized Premium on TPL Debt			0.8	(0.1)	0.7	_	0.7
Total Consolidated Debt			\$5,471.9		\$5,383.3		\$4,884.0
Compliance Leverage Ratio ⁽¹⁾			4.0x		3.9x		3.6x
Liquidity:							
Credit Facility Commitment			\$1,600.0	-	\$1,600.0	-	\$1,600.0
Funded Borrowings			(435.0)	155.0	(280.0)	280.0	-
Letters of Credit			(11.2)	(1.7)	(12.9)		(12.9
Total Revolver Availability Cash			\$1,153.8 92.8		\$1,307.1 135.4		\$1,587. 136.
Fotal Liquidity			\$1,246.6		\$1,442.5		\$1,723.2
Available A/R Securitization Capacity			φ1 <u>,</u> =1010		φ1, 11 <u>2</u> .0		219.3

TARGA (1) Adjusts EBITDA to provide credit for material capital projects that are in process, but have not started commercial operation, and other items; compliance debt excludes senior notes of Targa Pipeline Partners, L.P. ("TPL") and \$150 million of borrowings under the A/R Securitization Facility

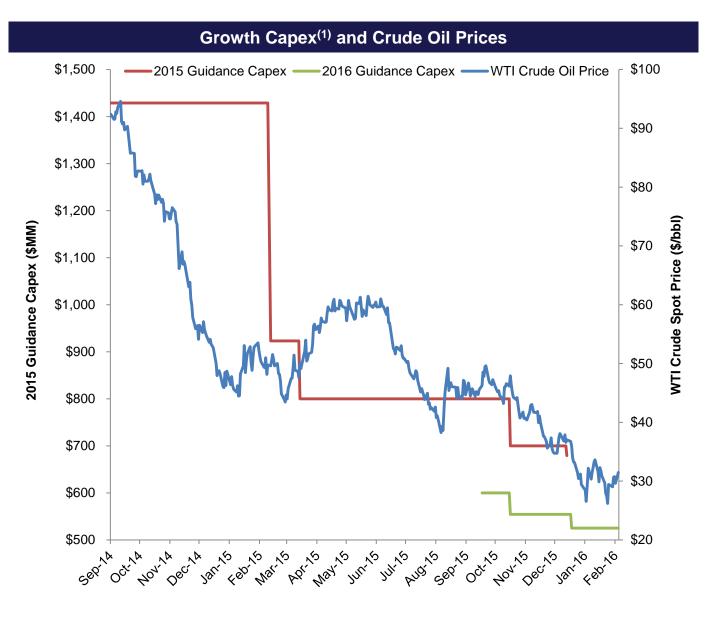
(\$ millions)

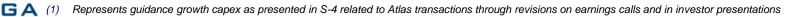
Capitalization	Maturity	Actual 9/30/2015	Adjustments	Actual 12/31/2015	\$500MM Preferred Adjustments	Pro Forma 12/31/2015
Cash and Cash Equivalents		\$10.1	(\$5.3)	\$4.8		\$4.8
Senior Secured Revolver (\$670 MM)	Feb-20	445.0	(5.0)	440.0		440.0
Term Loan B	Feb-22	160.0		160.0		160.0
Unamortized Discount		(2.6)	0.1	(2.5)		(2.5)
Total TRC Debt		\$602.4		\$597.5		\$597.5
Compliance EBITDA		\$232.0	\$2.3	\$234.3		\$234.3
Total Compliance Leverage (1)		2.6x		2.5x		2.5>
Liquidity						
Revolving Credit Facility Commitment		\$670.0	_	\$670.0	_	\$670.0
Funded Borrowings		(445.0)	5.0	(440.0)	_	(440.0)
Total Revolver Availability		\$225.0		\$230.0		\$230.0
Cash		\$10.1		\$4.8		\$4.8
Liquidity		\$235.1		\$234.8		\$234.8



Managing Capex Spending – Illustrative Example

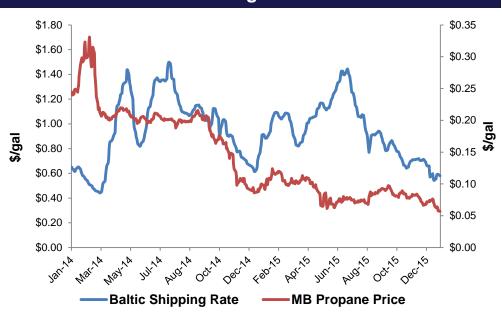
- Targa managed its 2015 growth capex spending based on market conditions and will manage 2016 with the same focus
 - High graded and deferred projects
 - Re-negotiated terms
 - Pursued capital and asset optimization opportunities to connect systems to reduce capital outlay
 - Continued to identify and spend on high return, strategic opportunities
- Targa opportunistically accessed the capital markets throughout the year
 - \$375 million raised from equity issuances from January through July 2015
 - \$600 million 6.75% notes issued in September 2015
 - \$125 million raised from a Series A Preferred Offering in October 2015
 - Announced a \$500 million TRC 9.5% Series A Preferred private placement in February 2016



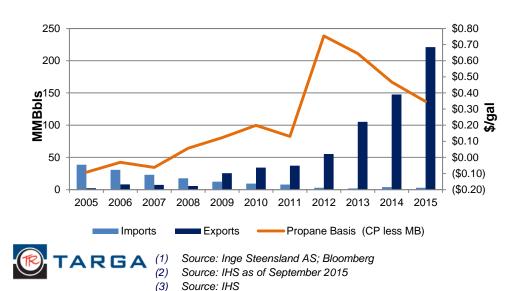


Dynamics of the LPG Market

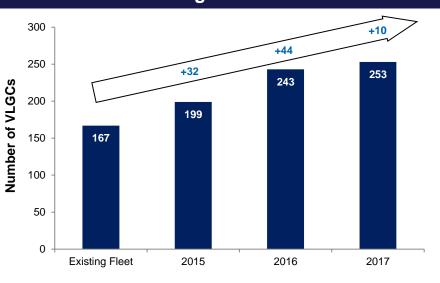
VLGC Freight Rates⁽¹⁾



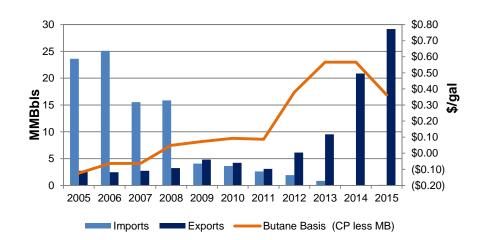
U.S. Propane⁽³⁾



Increasing VLGC Fleet⁽²⁾



U.S. Butane⁽³⁾



Petroleum Logistics – Highlights



Terminal	Current Storage	Products	Capabilities
Targa Channelview Houston, TX	553 MBbl	Crude oil, blend stock, asphalt, marine diesel oil, used motor oil, vacuum gas oil, residual fuel oil	Truck and barge transport; Blending and heating; Vapor controls
Targa Sound Tacoma, WA	1,457 MBbl	Crude oil, gasoline, distillates, asphalt, residual fuel oils, LPGs, ethanol, biodiesel	Ship, barge, pipe, rail, and truck transport; Blending and heating; Vapor controls
Targa Baltimore Baltimore, MD	505 MBbl	Asphalt, fuel oil, vacuum gas oil; ability to expand product handling	Truck, rail, and barge transport; Blending and heating; Can add pipe and ship

• At TRP's Channelview and Patriot Terminals:

- Expanding presence along the Houston Ship Channel
- In 2014 completed construction of a new 8 bay truck rack and installed a marine vapor combustor for crude barge loading at Channelview
- Agreements with Noble Americas Corp. to build a 35 Mbpd crude and condensate splitter at Channelview that is expected to be completed in Q1 2018

• At TRP's Sound Terminal:

- Increased storage capacity in 2014, and added ethanol, biodiesel and gasoline blending to the truck loading racks
- Evaluating rail capacity expansions, new dock access for deeper draft and other growth opportunities

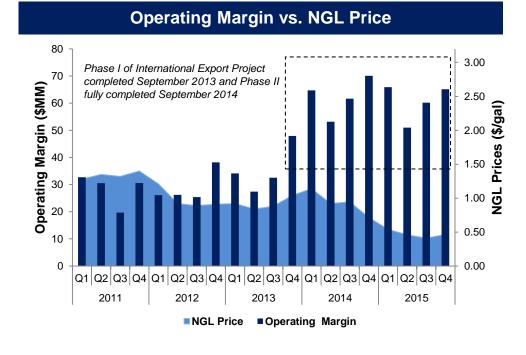


2,515MBbl

Total

Marketing and Distribution Segment





Marketing and Distribution Highlights

- NGL and Natural Gas Marketing
 - Manage physical distribution of mixed NGLs and specification products using owned and third party facilities
 - Manage inventories for Targa downstream business
 - Provide propane and butane for international export with ~50% / 50% margin split with Logistics
 - Buy and sell natural gas to optimize Targa assets
- Wholesale Propane
 - Sell propane to multi-state, independent retailers and industrial accounts on a fixed or posted price at delivery
 - Tightly managed inventory sold at an index plus
- Refinery Services
 - Balance refinery NGL supply and demand requirements
 - Propane, normal butane, isobutane, butylenes
 - Contractual agreements with major refiners to market NGLs by barge, rail and truck
 - Margin-based fees with a fixed minimum per gallon
- Commercial Transportation
 - All fee-based
 - 700 railcars leased and managed
 - 80 owned and leased transport tractors
 - 20 pressurized NGL barges

This segment incorporates the skills and capabilities that enable other Targa businesses



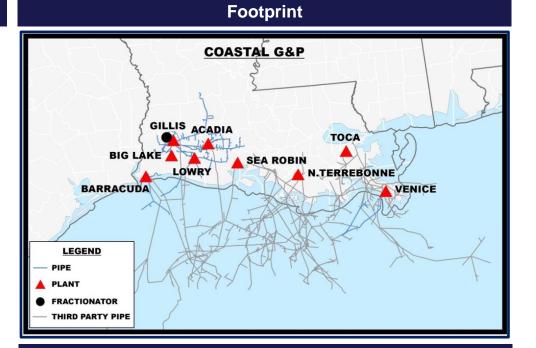
Well Positioned Along the Louisiana Gulf Coast

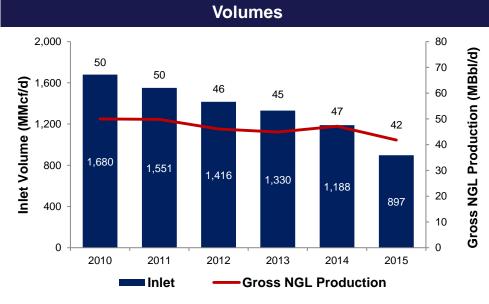
Summary

LOU (Louisiana Operating Unit)

- 440 MMcf/d of gas processing (180 MMcf/d Gillis plant, 80 MMcf/d Acadia plant and 180 MMcf/d Big Lake plant)
- Interconnected to Lake Charles Fractionator (LCF)
- Coastal Straddles (including VESCO)
 - Positioned on mainline gas pipelines processing volumes of gas collected from offshore
- Inlet volumes and gross NGL production have been declining, but NGL production decreases have been partially offset by moving volumes to more efficient plants
- Primarily POL contracts

	Current Gross Processing Capacity (MMcf/d)	NGL Production (MBbl/d)
LOU	440	7
Vesco	750	27
Other Coastal Straddles	3,255	8
Total	4,445	_









Reconciliations

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.



Adjusted EBITDA - The Partnership defines Adjusted EBITDA as net income attributable to Targa Resources Partners LP before: interest; income taxes; depreciation and amortization; impairment of goodwill; gains or losses on debt repurchases, redemptions, amendments, exchanges and early debt extinguishments and asset disposals; risk management activities related to derivative instruments including the cash impact of hedges acquired in the APL merger; non-cash compensation on Partnership equity grants; transaction costs related to business acquisitions; earnings/losses from unconsolidated affiliates net of distributions, distributions from preferred interests and the non-controlling interest portion of depreciation and amortization expenses. Adjusted EBITDA is used as a supplemental financial measure by the Partnership and by external users of its 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 its assets to generate cash sufficient to pay interest costs, support its indebtedness and make distributions to its 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 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 the Partnership's 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 the Partnership's industry, the Partnership's definition of Adjusted EBITDA may not be comparable to similarly titled measures of other companies, thereby diminishing its utility.

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 its decision-making processes.



Non-GAAP Reconciliation – Q4 2015 EBITDA and Gross Margin

The following table presents a reconciliation of Adjusted EBITDA and operating margin to net income (loss) for the periods shown for TRP:

	Th	ree Mon Decem				Year E Decem		
		2015		2014		2015		2014
		(\$ in m	illio	ns)				
Reconciliation of net income (loss) attributable to Targa Resources Partners LP to Adjusted EBITDA:								
Net income (loss) to Targa Resources Partners LP	\$	(190.1)	\$	108.2	\$	(23.0)	\$	467.7
Add:								
Interest expense, net		30.6		39.7		207.8		143.8
Income tax expense (benefit)		0.2		1.1		0.6		4.8
Depreciation and amortization expense		228.8		93.7		677.1		346.5
Provisional goodwill impairment		290.0		-		290.0		-
Gain on sale or disposition of assets		(7.8)		0.8		(8.0)		(4.8)
Loss from financing activities		(3.3)		12.4		(2.8)		12.4
(Earnings) loss from unconsolidated affiliates		1.4		(4.3)		2.5		(18.0)
Distributions from unconsolidated affiliates and preferred partner interests		9.9		4.3		21.1		18.0
Change in contingent consideration		(1.2)		-		(1.2)		-
Compensation on TRP equity grants		3.8		2.2		16.6		9.2
Transaction costs related to business acquisitions		(0.1)		-		14.8		-
Risk management activities		18.8		3.8		64.8		4.7
Other		-		-		0.6		-
Noncontrolling interest adjustment		(56.3)		(3.6)		(69.7)		(14.0)
Adjusted EBITDA	\$	324.7	\$	258.3	\$	1,191.2	\$	970.3
	Th	ree Mon	the	Ended		Year E	Ind	ed
	•••	Decem				· 31,		
		2015		2014	_	2015		2014
		(\$ in m	illio	ns)				
Reconciliation of gross margin and operating		(*		,				
margin to net income (loss):								
Gross margin	\$	452.0	\$	398.2	\$	1,785.6	\$	1,569.6
Operating expenses		(122.8)		(109.4)		(504.6)		(433.0)
Operating margin	_	329.2		288.8		1,281.0		1,136.6
Depreciation and amortization expenses		(228.8)		(93.7)		(677.1)		(346.5)
General and administrative expenses		(23.5)		(24.6)		(153.6)		(139.8)
Provisional goodwill impairment		(290.0)		(24.0)		(290.0)		(100.0)
Interest expense, net		(30.6)		(39.7)		(207.8)		(143.8)
Income tax expense		(30.0)		(39.7)		(207.8)		(143.8)
Gain on sale or disposition of assets		(0.2)		(0.8)		(0.8) 8.0		(4.8) 4.8
•		7.9 3.4		` '		8.0 2.8		-
Gain (loss) from financing activities Other, net		3.4 (6.7)		(12.4) (1.8)		2.8 (17.6)		(12.4) 11.0
Net income	¢		¢	/	¢		\$	
	Φ	(239.3)	\$	114.7	<u>\$</u>	(53.7)	φ	505.1



The following table presents a reconciliation of reported distributable cash flow to net income (loss) for the periods shown for TRP:

	Three Months Ended											
(\$ in millions)	31-Mar	30-Jun	30-Sep	31-Dec	31-Mar	30-Jun	30-Sep	31-Dec	31-Mar	30-Jun	30-Sep	31-Dec
	2013	2013	2013	2013	2014	2014	2014	2014	2015	2015	2015	2015
Reconciliation of net income (loss) attributable to												
Targa Resources Partners LP to distributable cash flow:												
Net income (loss) attributable to Targa Resources Partners LP	\$ 38.9	\$ 26.3	\$ 59.7	\$ 108.6	\$ 122.4	\$ 108.8	128.3	\$ 108.2	\$ 71.6	\$ 45.8	\$ 48.5	\$ (190.1)
Add:												
Depreciation and amortization expense	63.9	65.7	68.9	73.1	79.5	85.8	87.5	93.7	119.6	163.9	165.8	228.8
Goodwill impairments	-	-	-	-	-	-	-	-	-	-	-	290.0
Deferred income tax (expense) benefit	0.4	0.4	-	0.1	0.4	0.3	0.4	0.5	0.6	(0.3)	(0.6)	0.1
Non-cash interest expense	4.0	4.0	3.8	3.7	3.4	3.3	2.2	2.5	3.0	3.0	3.3	3.3
Loss from financing activities	-	7.4	7.4	-	-	-	-	12.4	-	-	0.5	(3.3)
(Earnings) loss from unconsolidated affiliates	-	-	-	-	-	-	-	-	1.0	1.5	1.6	1.4
Distributions from unconsolidated affiliates	-	-	-	-	-	-	-	-	-	4.3	4.2	3.8
Change in redemption value of non-controlling mandatorily redeemable interests	-	-	-	-	-	-	-	-	-	-	-	(30.6)
Change in contingent consideration	0.3	(6.5)	(9.1)	-	-	-	-	-	-	-	-	(1.2)
Gain on sale or disposition of assets	(0.1)	3.9	(0.7)	0.8	(0.8)) (0.5)	(4.4)	0.8	0.6	(0.1)	-	(7.8)
Compensation on equity grants	-	-	-	-	2.6	2.3	2.3	2.2	3.8	5.1	3.9	3.8
Risk management activities	(0.2)	0.2	(0.3)	(0.3)	(0.2)) (0.4)	1.5	3.8	(0.7)	24.8	21.8	18.8
Maintenance capital expenditures	(21.7)	(21.8)	(17.0)	(19.5)	(13.7)) (20.0)	(21.9)	(23.6)	(20.3)	(27.6)	(26.7)	(24.9)
Non-recurring transaction costs related to business acquisitions	-	-	-	-	-	-	-	-	13.7	0.6	0.6	(0.1)
Other		(0.6)	(1.9)	(1.6)	(2.0)) (2.0)	(1.1)	(1.2)	(2.0)	(2.6)	(2.2)	(55.0)
Distributable cash flow	<u>\$ 85.5</u>	<u>\$ 79.0</u>	<u>\$ 110.8</u>	<u>\$ 164.9</u>	\$ 191.6	\$ 177.6	\$ 194.8	<u>\$ 199.3</u>	\$ 190.9	\$ 218.4	\$ 220.7	\$ 237.0
Common Distributions Declared	\$95.7	\$102.4	\$108.5	\$115.8	\$121.3	\$125.7	\$130.9	\$137.4	\$193.9	\$200.4	\$200.4	\$200.4
Preferred Distributions Declared	-	-	-	-	-	-	-	-	-	-	-	2.4
Total Distributions Declared	\$95.7	\$102.4	\$108.5	\$115.8	\$121.3	\$125.7	\$130.9	\$137.4	\$193.9	\$200.4	\$200.4	\$202.8
Distribution Coverage	0.9x	0.8x	1.0x	1.4x	1.6>	x 1.4x	1.5x	1.5x	1.0x	1.1x	1.1x	1.2x



The following table presents a reconciliation of operating margin to net income (loss) for the periods shown for TRP:

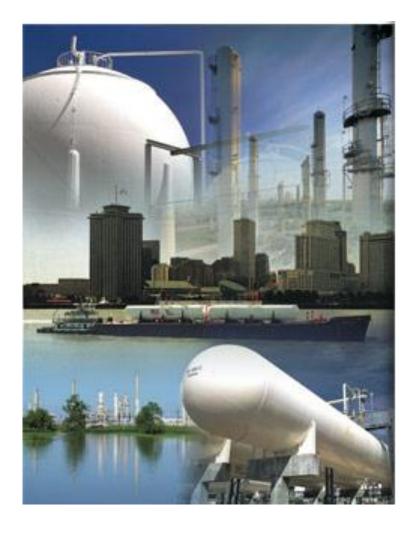
	Three Months Ended																							
	3/3	1/2010	6/3	0/2010	9/30	/2010	12/	/31/2010	3/3	1/2011	6/3	0/2011	9/3	30/2011	12/3	1/2011	3/31/	2012	6/30	/2012	9/3	0/2012	12/3	1/2012
							((\$ in millio	ns)															
Reconciliation of gross margin and operating																								
margin to net income (loss):																								
Gross margin	\$	185.9	\$	179.8	\$	184.8	\$	221.7	\$	213.9	\$	248.2	\$	227.2	\$	258.8	\$ 2	61.4	\$	243.8	\$	239.9	\$	259.6
Operating expenses		(62.2)		(62.0)		(66.0)		(69.4)		(65. <u>9</u>)		(71.6)		(76. <u>5</u>)		(72.9)	(71.6)		(77.2)		(78.3)		(85.8)
Operating margin		123.7		117.8		118.8		152.3		148.0		176.6		150.7		185.9	1	89.8		166.6		161.6		173.8
Depreciation and amortization expenses		(42.0)		(43.0)		(43.3)		(47.8)		(42.7)		(44.5)		(45.0)		(46.0)	(46.7)		(47.6)		(47.9)		(55.2)
General and administrative expenses		(25.0)		(28.2)		(26.7)		(42.5)		(31.8)		(33.2)		(33.7)		(29.2)	(32.9)		(33.5)		(33.5)		(31.6)
Interest expense, net		(31.0)		(27.6)		(27.2)		(24.2)		(27.5)		(27.2)		(25.7)		(27.3)	(29.4)		(29.4)		(29.0)		(29.0)
Income tax expense		(1.5)		(0.9)		(1.7)		0.1		(1.8)		(1.9)		(1.5)		0.9		(1.0)		(0.8)		(0.9)		(1.5)
Loss (gain) on sale or disposal of assets		-		-		-		-		-		-		0.3		(0.5)		-		-		(15.6)		3.2
(Loss) gain on debt redemption and early debt extinguishments		-		-		(0.8)		-		-		-		-		-		-		-		-		(12.8)
Change in contingent consideration		-		-		-		-		-		-		-		-		-		-		-		-
Risk management activities		25.4		2.4		(1.9)		-		-		(3.2)		(1.8)		-		-		-		-		-
Equity in earnings of unconsolidated investments		0.3		2.4		1.1		1.6		1.7		1.3		2.2		-		-		-		-		-
Other Operating income (loss)		-		-		-		3.3		-		-		-		-		-		-		-		-
Other, net		-		-		-		-		(0.2)		0.1		(0.6)		3.1		2.0		(0.6)		(6.6)		(8.3)
Netincome	\$	49.9	\$	22.9	\$	18.3	\$	42.8	\$	45.7	\$	68.0	\$	44.9	\$	86.9	\$	81.8	\$	54.7	\$	28.1	\$	38.6
Fee Based operating margin percentage		19%		25%		31%		31%		25%		28%		30%		30%		32%		39%		45%		46%
Fee Based operating margin	\$	23.0	\$	30.0	\$	36.9	\$	47.1	\$	37.3	\$	48.8	\$	44.8	\$	55.3	\$	60.3	\$	65.7	\$	73.3	\$	80.0



The following table presents a reconciliation of operating margin to net income (loss) for the periods shown for TRP:

	Three Months Ended														
	3/31/2013	6/30/2013	9/30/2013	12/31/2013	3/31/2014	6/30/2014	9/30/2014	12/31/2014	3/31/2015	6/30/2015	9/30/2015	12/31/2015			
(\$ in millions)						(\$ in milli	ons)								
Reconciliation of gross margin and operating															
margin to net income (loss):															
Gross margin Operating expenses	\$ 260.3 (86.1	•		\$ 355.1 (96.5)	\$ 379.6 (104.3)	\$ 384.0 (106.6)	\$ 407.8 (112.8)	\$ 398.2 (109.4)	\$ 411.4 <u>(111.3</u>)	\$ 462.4 (136.9)	\$ 459.7 (133.6)	\$ 452.0 (122.8)			
Operating margin	174.2	169.1	199.5	258.6	275.3	277.4	295.0	288.8	300.1	325.5	326.1	329.2			
Depreciation and amortization expenses	(63.9) (65.7)) (68.9)	(73.1)	(79.5)	(85.8)	(87.5)	(93.7)	(119.6)	(163.9)	(165.8)	(228.8)			
General and administrative expenses	(34.1) (36.1)) (35.4)	(37.4)	(35.9)	(39.1)	(40.4)	(24.6)	(40.3)	(46.8)	(42.9)	(23.5)			
Provisional goodwill impairment	-	-	-	-	-	-	-	-	-	-	-	(290.0)			
Interest expense, net	(31.4) (31.6) (32.6)	(35.4)	(33.1)	(34.9)	(36.0)	(39.7)	(50.9)	(62.2)	(64.1)	(30.6)			
Income tax (expense) benefit	(0.9) (0.9)) (0.7)	(0.4)	(1.1)	(1.3)	(1.3)	(1.1)	(1.1)	0.3	0.4	(0.2)			
Gain on sale or disposition of assets	0.1	(3.9)) 0.7	(0.8)	0.8	0.5	4.4	(0.8)	(0.6)	0.1	-	7.9			
(Loss) from financing activities	-	(7.4) (7.4)	-	-	-	-	(12.4)	-	-	(0.5)	3.4			
Other, net	1.0	2.7	0.7	4.1	4.8	4.1	4.0	(1.8)	(11.1)	0.3	0.1	(6.7)			
Net income	<u>\$45.3</u>	\$ 32.7	<u>\$65.0</u>	<u>\$ 115.6</u>	<u>\$ 131.3</u>	<u>\$ 120.9</u>	<u>\$ 138.2</u>	<u>\$ 114.7</u>	<u>\$ 76.5</u>	<u>\$53.3</u>	<u>\$53.3</u>	<u>\$ (239.3)</u>			
Fee Based operating margin percentage Fee Based operating margin	53% \$91.8			62% <u>\$ 160.2</u>	60% <u>\$ 164.0</u>	67% <u>\$ 187.0</u>	72% <u>\$211.1</u>	76% <u>\$218.6</u>	76% <u>\$226.7</u>	72% <u>\$234.6</u>	72% <u>\$235.6</u>	76% <u>\$251.1</u>			





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