

Targa Resources Partners LP  
Form SC 13D/A  
November 03, 2015

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

**SCHEDULE 13D/A**  
**(Amendment No. 5)**  
**Under the Securities Exchange Act of 1934**

**TARGA RESOURCES PARTNERS LP**  
**(Name of Issuer)**

**Common Units**  
**(Title of Class of Securities)**

**87611X105**  
**(CUSIP Number)**

**Joe Bob Perkins**  
**1000 Louisiana Street, Suite 4300**  
**Houston, Texas 77002**  
**Tel: (713) 584-1000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**November 2, 2015**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: "

(Continued on following pages)

CUSIP No. 87611X105

(1) Name of reporting person

Targa Resources Corp.

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds

OO (see Item 3)

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware, United States

Number of (7) Sole voting power

shares

beneficially 0 Common Units

(8) Shared voting power (1)

owned by

each

reporting 16,309,595 Common Units

(9) Sole dispositive power

person

with 0 Common Units

(10) Shared dispositive power (1)

Edgar Filing: Targa Resources Partners LP - Form SC 13D/A

16,309,595 Common Units

(11) Aggregate amount beneficially owned by each reporting person (1)

16,309,595 Common Units

(12) Check box if the aggregate amount in Row (11) excludes certain shares

..

(13) Percent of class represented by amount in Row (11)

8.8% of Common Units (2)

(14) Type of reporting person

CO

(1) Targa Resources Corp., Targa Resources Investments Sub Inc., TRI Resources Inc. and Targa Resources LLC do not directly own any Common Units; however, they may be deemed to beneficially own these Common Units. See Item 3.

(2) Based on a total of 184,847,901 Common Units outstanding as of October 31, 2015.

CUSIP No. 87611X105

(1) Name of reporting person

Targa Resources Investments Sub Inc.

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds

OO (see Item 3)

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware, United States

Number of (7) Sole voting power

shares

beneficially 0 Common Units

(8) Shared voting power (1)

owned by

each

reporting 16,309,595 Common Units

(9) Sole dispositive power

person

with 0 Common Units

(10) Shared dispositive power (1)

Edgar Filing: Targa Resources Partners LP - Form SC 13D/A

16,309,595 Common Units

(11) Aggregate amount beneficially owned by each reporting person (1)

16,309,595 Common Units

(12) Check box if the aggregate amount in Row (11) excludes certain shares

..

(13) Percent of class represented by amount in Row (11)

8.8% of Common Units (2)

(14) Type of reporting person

CO

(1) Targa Resources Corp., Targa Resources Investments Sub Inc., TRI Resources Inc. and Targa Resources LLC do not directly own any Common Units; however, they may be deemed to beneficially own these Common Units. See Item 3.

(2) Based on a total of 184,847,901 Common Units outstanding as of October 31, 2015.

CUSIP No. 87611X105

(1) Name of reporting person

TRI Resources Inc.

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds

OO (see Item 3)

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware, United States

Number of (7) Sole voting power

shares

beneficially 0 Common Units

(8) Shared voting power (1)

owned by

each

reporting 16,309,595 Common Units

(9) Sole dispositive power

person

with 0 Common Units

(10) Shared dispositive power (1)

Edgar Filing: Targa Resources Partners LP - Form SC 13D/A

16,309,595 Common Units

(11) Aggregate amount beneficially owned by each reporting person (1)

16,309,595 Common Units

(12) Check box if the aggregate amount in Row (11) excludes certain shares

..

(13) Percent of class represented by amount in Row (11)

8.8% of Common Units (2)

(14) Type of reporting person

CO

(1) Targa Resources Corp., Targa Resources Investments Sub Inc., TRI Resources Inc. and Targa Resources LLC do not directly own any Common Units; however, they may be deemed to beneficially own these Common Units. See Item 3.

(2) Based on a total of 184,847,901 Common Units outstanding as of October 31, 2015.



CUSIP No. 87611X105

(1) Name of reporting person

Targa Resources LLC

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds

OO (see Item 3)

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware, United States

Number of (7) Sole voting power

shares

beneficially 0 Common Units

(8) Shared voting power (1)

owned by

each

reporting 16,309,595 Common Units

(9) Sole dispositive power

person

with 0 Common Units

(10) Shared dispositive power (1)

16,309,595 Common Units

(11) Aggregate amount beneficially owned by each reporting person (1)

16,309,595 Common Units

(12) Check box if the aggregate amount in Row (11) excludes certain shares

..

(13) Percent of class represented by amount in Row (11)

8.8% of Common Units (2)

(14) Type of reporting person

OO limited liability company

(1) Targa Resources Corp., Targa Resources Investments Sub Inc., TRI Resources Inc. and Targa Resources LLC do not directly own any Common Units; however, they may be deemed to beneficially own these Common Units. See Item 3.

(2) Based on a total of 184,847,901 Common Units outstanding as of October 31, 2015.

CUSIP No. 87611X105

(1) Name of reporting person

Targa GP Inc.

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds

OO (see Item 3)

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware, United States

Number of (7) Sole voting power

shares

beneficially 0 Common Units

(8) Shared voting power (1)

owned by

each

reporting 13,079,878 Common Units

(9) Sole dispositive power

person

with 0 Common Units

(10) Shared dispositive power (1)

Edgar Filing: Targa Resources Partners LP - Form SC 13D/A

13,079,878 Common Units

(11) Aggregate amount beneficially owned by each reporting person (1)

13,079,878 Common Units

(12) Check box if the aggregate amount in Row (11) excludes certain shares

..

(13) Percent of class represented by amount in Row (11)

7.0% of Common Units (2)

(14) Type of reporting person

CO

(1) Targa Resources Corp., Targa Resources Investments Sub Inc., TRI Resources Inc. and Targa Resources LLC do not directly own any Common Units; however, they may be deemed to beneficially own these Common Units. See Item 3.

(2) Based on a total of 184,847,901 Common Units outstanding as of October 31, 2015.

CUSIP No. 87611X105

(1) Name of reporting person

Targa LP Inc.

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds

OO (see Item 3)

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware, United States

Number of (7) Sole voting power

shares

beneficially 0 Common Units

(8) Shared voting power (1)

owned by

each

reporting 3,229,717 Common Units

(9) Sole dispositive power

person

with 0 Common Units

(10) Shared dispositive power (1)

Edgar Filing: Targa Resources Partners LP - Form SC 13D/A

3,229,717 Common Units

(11) Aggregate amount beneficially owned by each reporting person (1)

3,229,717 Common Units

(12) Check box if the aggregate amount in Row (11) excludes certain shares

..

(13) Percent of class represented by amount in Row (11)

1.7% of Common Units (2)

(14) Type of reporting person

CO

- (1) Targa Resources Corp., Targa Resources Investments Sub Inc., TRI Resources Inc. and Targa Resources LLC do not directly own any Common Units; however, they may be deemed to beneficially own these Common Units. See Item 3.
- (2) Based on a total of 184,847,901 Common Units outstanding as of October 31, 2015.

CUSIP No. 87611X105

(1) Name of reporting person

Targa Versado Holdings LP

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds

OO (see Item 3)

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware, United States

Number of (7) Sole voting power

shares

beneficially 0 Common Units

(8) Shared voting power (1)

owned by

each

reporting 89,813 Common Units

(9) Sole dispositive power

person

with 0 Common Units

(10) Shared dispositive power (1)

89,813 Common Units

(11) Aggregate amount beneficially owned by each reporting person (1)

89,813 Common Units

(12) Check box if the aggregate amount in Row (11) excludes certain shares

..

(13) Percent of class represented by amount in Row (11)

\*\*\* (2)

(14) Type of reporting person

PN

(1) Targa Resources Corp., Targa Resources Investments Sub Inc., TRI Resources Inc., Targa Resources LLC and Targa GP Inc. do not directly own any Common Units; however, they may be deemed to beneficially own these Common Units. See Item 3.

(2) Based on a total of 184,847,901 Common Units outstanding as of October 31, 2015.

\*\*\* Less than one percent.



This Amendment No. 5 to Schedule 13D (the Amendment ) amends and supplements the Schedule 13D originally filed by the Reporting Persons (as defined below) on June 5, 2009, as amended by Amendment No. 1 filed on behalf of the Reporting Person on September 24, 2009, by Amendment No. 2 filed on behalf of the Reporting Persons on April 15, 2010, by Amendment No. 3 filed on behalf of the Reporting Persons on January 23, 2012, and by Amendment No. 4 filed on behalf of the Reporting Persons on March 13, 2015 ( Amendment No. 4 , and together with all amendments, the Schedule 13D ), relating to common units representing limited partner interests (the Common Units ) of Targa Resources Partners LP, a Delaware limited partnership (the Partnership ). Capitalized terms used herein but not defined herein shall have the meaning ascribed to them in the Schedule 13D. This Amendment amends the Schedule 13D as specifically set forth herein.

### **Item 1. Security and Issuer**

No modification is made to Item 1 of the Schedule 13D.

### **Item 2. Identity and Background**

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) Name of Persons Filing this Statement:

- (1) Targa Resources Corp. (TRC ), a corporation formed under the laws of the State of Delaware, owns 100% of the capital stock of Investments Sub (as defined herein).
- (2) Targa Resources Investments Sub Inc. (Investments Sub ), a corporation formed under the laws of the State of Delaware, owns 100% of the capital stock of TRI (as defined herein).
- (3) TRI Resources Inc. (TRI ), a corporation formed under the laws of the state of Delaware, owns 100% of the membership interests of Resources (as defined herein).
- (4) Targa Resources LLC (Resources ), a limited liability company formed under the laws of Delaware, owns 100% of the capital stock of GP Inc. and LP Inc. (each as defined herein).
- (5) Targa GP Inc. (GP Inc.), a corporation incorporated under the laws of Delaware, owns a 1% general partner interest and a 49% limited partner interest in Versado (as defined herein).
- (6) Targa LP Inc. (LP Inc. ), a corporation incorporated under the laws of Delaware, owns a 50% limited partner interest in Versado.
- (7) Targa Versado Holdings LP (Versado and, together with TRC, Investments Sub, TRI, Resources, GP Inc. and LP Inc., the Reporting Persons ) is a limited partnership formed under the laws of Delaware.

(b) Principal Business Address and Principal Office Address of Reporting Persons:

- (1) The principal business address and principal office address of the Reporting Persons is 1000 Louisiana Street, Suite 4300, Houston, Texas 77002.

(c) Present Principal Occupation or Principal Business:

- (1) The principal business of the Reporting Persons is natural gas gathering, processing and transportation and natural gas liquids services.

(d) None of the entities or persons identified in this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the entities or persons identified in this Item 2 has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

(f) Each of the natural persons identified in this Item 2 is a U.S. citizen.

Pursuant to Instruction C to Schedule 13D of the Securities Exchange Act of 1934, as amended (the Exchange Act ), information regarding the directors and executive officers of the Reporting Persons (the Listed Persons ) is provided on Schedule I and incorporated by reference herein. To the Reporting Persons' knowledge, none of the Listed Persons has been, during the last five years, (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### **Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Schedule 13D is hereby amended by adding the following information:

Pursuant to the Merger Agreement (as defined below), the funding for the Merger (as defined below) described in Item 4 of this Amendment (which Item 4 is incorporated herein by reference) will consist entirely of newly issued shares of TRC Common Stock (as defined below) as described in Item 4 and cash in lieu of any fractional shares of TRC Common Stock to which a holder is entitled pursuant to the Merger Agreement.

### **Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended by adding the following information:

On November 2, 2015, TRC and the Partnership entered into an Agreement and Plan of Merger (the Merger Agreement ) by and among TRC, the Partnership, Spartan Merger Sub LLC, a subsidiary of TRC ( Merger Sub ) and Targa Resources GP LLC, the general partner of the Partnership (the General Partner ), pursuant to which TRC will acquire all of the outstanding Common Units not already owned by the Reporting Persons. Upon the terms and conditions set forth in the Merger Agreement, Merger Sub will be merged with and into the Partnership (the Merger ), with the Partnership continuing as the surviving entity and as a subsidiary of TRC.

At the effective time of the Merger (the Effective Time ), each Common Unit issued and outstanding (other than (x) Common Units that are owned immediately prior to the Effective Time by the Partnership or its subsidiaries, which shall be automatically cancelled and shall cease to exist, and (y) Common Units owned immediately prior to the Effective Time by the Reporting Persons, which shall remain outstanding in the Partnership, unaffected by the Merger) will be converted into the right to receive 0.62 of a share of common stock of TRC, par value \$0.001 per share ( TRC Common Stock ).

Pursuant to the Merger Agreement, TRC has agreed to vote or cause to be voted all Common Units beneficially owned by it in favor of the Merger, unless the board of directors of the General Partner (the Board ) or the Conflicts Committee of the Board changes its recommendation in accordance with the Merger Agreement.

The foregoing summary of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement, a copy of which is filed as Exhibit B hereto and incorporated by reference in its entirety into this Item 4.

As promptly as possible after the Effective Time, the Reporting Persons will cause the Common Units to be (a) delisted from the New York Stock Exchange and (b) deregistered under the Exchange Act.

Other than as described above, none of the Reporting Persons has any plan or proposals of the type referred to in clauses (a) through (j) of Item 4 of Schedule 13D, although they reserve the right to formulate such plans or proposals in the future.

**Item 5. Interest in Securities of the Issuer**

(a) (b) The aggregate number and percentage shares of Common Units beneficially owned by the Reporting Persons (based on a total of 184,847,901 Common Units outstanding as of October 31, 2015) are as follows:

**Targa Resources Corp.**

(a) Amount beneficially owned: 16,309,595 Common Units                      Percentage: 8.8%

(b) Number of shares to which the Reporting Person has:

- i. Sole power to vote or to direct the vote: 0
- ii. Shared power to vote or to direct the vote: 16,309,595 Common Units
- iii. Sole power to dispose or to direct the disposition of: 0
- iv. Shared power to dispose or to direct the disposition of: 16,309,595 Common Units

**Targa Resources Investments Sub Inc.**

(a) Amount beneficially owned: 16,309,595 Common Units                      Percentage: 8.8%

(b) Number of shares to which the Reporting Person has:

- i. Sole power to vote or to direct the vote: 0
- ii. Shared power to vote or to direct the vote: 16,309,595 Common Units
- iii. Sole power to dispose or to direct the disposition of: 0
- iv. Shared power to dispose or to direct the disposition of: 16,309,595 Common Units

**TRI Resources Inc.**

(a) Amount beneficially owned: 16,309,595 Common Units                      Percentage: 8.8%

(b) Number of shares to which the Reporting Person has:

- i. Sole power to vote or to direct the vote: 0

Edgar Filing: Targa Resources Partners LP - Form SC 13D/A

ii. Shared power to vote or to direct the vote: 16,309,595 Common Units

iii. Sole power to dispose or to direct the disposition of: 0

iv. Shared power to dispose or to direct the disposition of: 16,309,595 Common Units

**Targa Resources LLC**

(a) Amount beneficially owned: 16,309,595 Common Units                      Percentage: 8.8%

(b) Number of shares to which the Reporting Person has:

i. Sole power to vote or to direct the vote: 0

ii. Shared power to vote or to direct the vote: 16,309,595 Common Units

iii. Sole power to dispose or to direct the disposition of: 0

iv. Shared power to dispose or to direct the disposition of: 16,309,595 Common Units

**Targa GP Inc.**

(a) Amount beneficially owned: 13,079,878 Common Units                      Percentage: 7.0%

(b) Number of shares to which the Reporting Person has:

i. Sole power to vote or to direct the vote: 0

ii. Shared power to vote or to direct the vote: 13,079,878 Common Units

iii. Sole power to dispose or to direct the disposition of: 0

iv. Shared power to dispose or to direct the disposition of: 13,079,878 Common Units

**Targa LP Inc.**

(c) Amount beneficially owned: 3,229,717 Common Units                      Percentage: 1.7%

(d) Number of shares to which the Reporting Person has:

Edgar Filing: Targa Resources Partners LP - Form SC 13D/A

- i. Sole power to vote or to direct the vote: 0
- ii. Shared power to vote or to direct the vote: 3,229,717 Common Units
- iii. Sole power to dispose or to direct the disposition of: 0
- iv. Shared power to dispose or to direct the disposition of: 3,229,717 Common Units

**Targa Versado Holdings LP**

(e) Amount beneficially owned: 89,813 Common Units                      Percentage: less than one percent

(f) Number of shares to which the Reporting Person has:

x. Sole power to vote or to direct the vote: 0

xi. Shared power to vote or to direct the vote: 89,813 Common Units

xii. Sole power to dispose or to direct the disposition of: 0

Shared power to dispose or to direct the disposition of: 89,813 Common Units

(c) None of the Reporting Persons, or to the Reporting Person's knowledge, the Listed Persons has effected transactions in the Common Units in the past sixty days.

(d) The Reporting Persons have the right to receive distributions from, and the proceeds from the sale of, the respective Common Units reported by such persons on the cover pages of this Schedule 13D and in this Item 5. See Item 2 for the information applicable to the Listed Persons. Except for the foregoing and the cash distributions as described in the partnership agreement of the Partnership, no other person is known by the Reporting Persons or, to the Reporting Persons' knowledge, the Listed Persons, to have the right to receive or the power to direct the receipt of distributions from, or the proceeds from the sale of, Common Units beneficially owned by the Reporting Persons or the Listed Persons.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

No modification is made to Item 6 of the Schedule 13D.

**Item 7. Material to Be Filed as Exhibits**

Exhibit A    Second Amended and Restated Agreement of Limited Partnership of Targa Resources Partners LP, dated October 15, 2015 (incorporated herein by reference to Exhibit 3.1 of the Targa Resources Partners LP's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 15, 2015 (File No. 001-33303))

Exhibit B    Agreement and Plan of Merger, dated as of November 2, 2015, by and among Targa Resources Corp., Spartan Merger Sub LLC, Targa Resources Partners LP and Targa Resources GP LLC

Exhibit C    Joint Filing Statement among the parties regarding filing of Schedule 13D, dated November 3, 2015





**Signatures**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 3, 2015

**TARGA RESOURCES CORP.**

By: /s/ Paul W. Chung  
Name: Paul W. Chung  
Title: Executive Vice President, General  
Counsel and Secretary

**TARGA RESOURCES INVESTMENTS  
SUB INC.**

By: /s/ Paul W. Chung  
Name: Paul W. Chung  
Title: Executive Vice President, General  
Counsel and Secretary

**TRI RESOURCES INC.**

By: /s/ Paul W. Chung  
Name: Paul W. Chung  
Title: Executive Vice President, General  
Counsel and Secretary

**TARGA RESOURCES LLC**

By: /s/ Paul W. Chung  
Name: Paul W. Chung  
Title: Executive Vice President, General  
Counsel and Secretary

**TARGA GP INC.**

By: /s/ Paul W. Chung  
Name: Paul W. Chung  
Title: Executive Vice President, General  
Counsel and Secretary

**TARGA LP INC.**

By: /s/ Paul W. Chung

Name: Paul W. Chung

Title: Executive Vice President, General  
Counsel and Secretary

**TARGA VERSADO HOLDINGS LP**

By: Targa GP Inc., its general partner

By: /s/ Paul W. Chung

Name: Paul W. Chung

Title: Executive Vice President, General  
Counsel and Secretary

**EXHIBIT INDEX**

- Exhibit A Second Amended and Restated Agreement of Limited Partnership of Targa Resources Partners LP, dated October 15, 2015 (incorporated herein by reference to Exhibit 3.1 of the Targa Resources Partners LP's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 15, 2015 (File No. 001-33303))
- Exhibit B Agreement and Plan of Merger, dated as of November 2, 2015, by and among Targa Resources Corp., Spartan Merger Sub LLC, Targa Resources Partners LP and Targa Resources GP LLC
- Exhibit C Joint Filing Statement among the parties regarding filing of Schedule 13D, dated November 3, 2015

**Schedule I**

***Directors of Targa Resources Corp.***

**Joe Bob Perkins**

Address: 1000 Louisiana Street, Suite 4300, Houston, Texas 77002

Principal Occupation: Chief Executive Officer and Director of TRC, Investments Sub, TRI, Resources, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 60,900

**James W. Whalen**

Address: 1000 Louisiana Street, Suite 4300, Houston, Texas 77002

Principal Occupation: Executive Chairman of the Board and Director

Citizenship: USA

Amount Beneficially Owned: 144,348.672

**Rene R. Joyce**

Address: 1000 Louisiana Street, Suite 4300, Houston, Texas 77002

Principal Occupation: Director of TRC

Citizenship: USA

Amount Beneficially Owned: 115,589

**Charles R. Crisp**

Address: 1000 Louisiana Street, Suite 4300, Houston, Texas 77002

Principal Occupation: Director of TRC and several other non-affiliated companies

Citizenship: USA

Amount Beneficially Owned: 11,350

**Chris Tong**

Address: 1000 Louisiana Street, Suite 4300, Houston, Texas 77002

Principal Occupation: Former Senior Vice President and Chief Financial Officer of Noble Energy, Inc.

Citizenship: USA

Amount Beneficially Owned: 23,150

**Ershel C. Redd Jr.**

Address: 1000 Louisiana, Suite 4300, Houston, Texas 77002

Principal Occupation: Director of TRC

Citizenship: USA

Amount Beneficially Owned: 1,100

**Laura C. Fulton**

Address: 1000 Louisiana, Suite 4300, Houston, Texas 77002

Principal Occupation: Chief Financial Officer of Hi-Crush GP LLC

Citizenship: USA

Amount Beneficially Owned: None

**Waters Davis**

Address: 1000 Louisiana, Suite 4300, Houston, Texas 77002

Principal Occupation: Director of TRC and several other non-affiliated companies

Citizenship: USA

Amount Beneficially Owned: None

*Directors of Targa Resources Investments Sub Inc., TRI Resources Inc, Targa GP Inc. and Targa LP Inc.*

**Joe Bob Perkins**

(see above)

**Jeffrey J. McParland**

Address: 1000 Louisiana Street, Suite 4300, Houston, Texas 77002

Principal Occupation: President Finance and Administration of TRC, Investments Sub, TRI, Resources, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 32,353

***Managers of Targa Resources LLC***

**Jeffrey J. McParland**

(see above)

**Joe Bob Perkins**

(see above)

***General Partner of Targa Versado Holdings LP***

**Targa GP Inc.**

(see above)

***Executive Officers of Targa Resources Corp***

**Joe Bob Perkins**

(see above)

**James W. Whalen**

(see above)

**Michael A. Heim**

Address: 1000 Louisiana Street, Suite 4300, Houston, Texas 77002

Principal Occupation: President and Chief Operating Officer of TRC, Investments Sub, TRI, Resources, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 26,216

**Jeffrey J. McParland**

(see above)

**Paul W. Chung**

Address: 1000 Louisiana Street, Suite 4300, Houston, Texas 77002

Principal Occupation: Executive Vice President, General Counsel and Secretary of TRC, Investments Sub, TRI, Resources, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 40,499

**Matthew J. Meloy**

Address: 1000 Louisiana Street, Suite 4300, Houston, Texas 77002

Principal Occupation: Executive Vice President, Chief Financial Officer and Treasurer of TRC, Investments Sub, TRI, Resources, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 14,798

**John R. Sparger**

Address: 1000 Louisiana Street, Suite 4300, Houston, Texas 77002

Principal Occupation: Senior Vice President and Chief Accounting Officer of TRC, Investments Sub, TRI, Resources, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 26,397



*Executive Officers of Targa Resources Investments Sub Inc., TRI Resources Inc., Targa Resources LLC, Targa GP Inc. and Targa LP Inc.*

**Joe Bob Perkins**

(see above)

**Michael A. Heim**

(see above)

**Jeffrey J. McParland**

(see above)

**Paul W. Chung**

(see above)

**Matthew J. Meloy**

(see above)

*Executive Officers of Targa Versado Holdings LP*

None