

CHEVRON CORP
Form 4
April 27, 2007

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GINN SAM

(Last) (First) (Middle)

C/O VODAFONE, 400 S. EL
CAMINO REAL

(Street)

SAN MATEO, CA 94402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHEVRON CORP [CVX]

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	04/25/2007		A	(A) or (D) A	2,256 (1) \$ 0 39,692 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GINN SAM C/O VODAFONE 400 S. EL CAMINO REAL SAN MATEO, CA 94402		X		

Signatures

Christopher A. Butner on behalf of Sam Ginn 04/27/2007

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This number represents stock units paid under the Non-Employee Directors' Equity Compensation and Deferral Plan.
- (2) This number includes the acquisition of dividend equivalent accruals under the Non-Employee Directors' Equity Compensation and Deferral Plan and the acquisition of stock resulting from the reinvestment of dividends.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. gn="center" valign="bottom"> **Fair**

Carrying Fair

	Amount	Value	Amount	Value
Holdco loan facility ⁽¹⁾	\$ 230.2	\$ 230.2	\$ 385.4	\$ 278.9
Senior secured term loan facility, due 2012 ⁽²⁾	62.2	61.9		
Senior unsecured notes, 81/2% fixed rate ⁽³⁾	250.0	259.2		
Senior unsecured notes of the Partnership, 81/4% fixed rate	209.1	220.6	209.1	206.5

Senior unsecured notes of the Partnership, 11 1/4% fixed rate

231.3 266.0 231.3 253.5

Senior unsecured notes of the Partnership, 7 7/8% fixed rate

250.0 261.6

F-64

Table of Contents

- (1) We are unable to obtain an indicative quote for our Holdco loan facility.
- (2) The carrying amount of the debt as of December 31, 2009 approximates the fair value as the variable rate is periodically reset to prevailing market rates.
- (3) The fair value as of December 31, 2009 represents the value of the last trade of the year which occurred on December 9, 2009. On January 5, 2010 we paid \$264.7 million to complete a cash tender offer for all outstanding aggregate principal amount plus accrued interest of \$3.8 million.

Note 13 Fair Value Measurements

We categorize the inputs to the fair value of our financial assets and liabilities using a three-tier fair value hierarchy that prioritizes the significant inputs used in measuring fair value:

Level 1 observable inputs such as quoted prices in active markets;

Level 2 inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3 unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Our derivative instruments consist of financially settled commodity and interest rate swap and option contracts and fixed price commodity contracts with certain counterparties. We determine the value of our derivative contracts utilizing a discounted cash flow model for swaps and a standard option pricing model for options, based on inputs that are readily available in public markets. We have consistently applied these valuation techniques in all periods presented and believe we have obtained the most accurate information available for the types of derivative contracts we hold.

The following tables present the fair value of our financial assets and liabilities according to the fair value hierarchy. These financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of the fair value assets and liabilities and their placement within the fair value hierarchy levels.

		September 30, 2010		
	Total	Level 1	Level 2	Level 3
Assets from commodity derivative contracts	\$ 65.4	\$	\$ 64.3	\$ 1.1
Assets from interest rate derivatives				
Total assets	\$ 65.4	\$	\$ 64.3	\$ 1.1
Liabilities from commodity derivative contracts	\$ 23.5	\$	\$ 21.2	\$ 2.3
Liabilities from interest rate derivatives	26.0		26.0	
Total liabilities	\$ 49.5	\$	\$ 47.2	\$ 2.3

	Total	December 31, 2009		Level 3
		Level 1	Level 2	
Assets from commodity derivative contracts	\$ 44.7	\$	\$ 44.7	\$
Assets from interest rate derivatives	2.1		2.1	
Total assets	\$ 46.8	\$	\$ 46.8	\$
Liabilities from commodity derivative contracts	\$ 60.4	\$	\$ 46.7	\$ 13.7
Liabilities from interest rate derivatives	12.7		12.7	
Total liabilities	\$ 73.1	\$	\$ 59.4	\$ 13.7

F-65

Table of Contents

The following table sets forth a reconciliation of the changes in the fair value of our financial instruments classified as Level 3 in the fair value hierarchy:

	Commodity Derivative Contracts	
Balance, December 31, 2009	\$	(13.7)
Unrealized gains included in OCI		12.2
Settlements		0.3
Balance, September 30, 2010	\$	(1.2)

Note 14 Income Taxes

On April 14, 2010, Targa LP Inc. closed on a secondary public offering of 8,500,000 common units of the Partnership. The direct tax effect of the change in ownership interest in the Partnership as a result of the secondary public offering was recorded as a reduction in shareholders' equity of \$79.1 million, an increase in current tax liability of \$41.9 million and an increase in deferred tax liability of \$37.2 million. There was no tax impact on consolidated net income as a result of the secondary public offering.

On April 27, 2010, Targa sold its interests in the Permian and Straddle Systems to the Partnership. On September 28, 2010, Targa sold its interests in the Venice Operations to the Partnership. Under applicable accounting principles, the tax consequences of transactions with common control entities are not to be reflected in pre-tax income. Consequently, there was no tax impact on consolidated pre-tax net income as a result of the sale of the Permian and Straddle Systems and the Venice Operations. The tax effect of these sales was recorded as an increase in other long term assets of \$65.9 million, to be amortized over the remaining book life of the underlying assets, an increase in current tax liability of \$93.7 million, a decrease in deferred tax liability of \$26.1 million and an increase in current tax expense of \$1.7 million.

Note 15 Supplemental Cash Flow Information

Supplemental cash flow information was as follows for the periods indicated:

	Nine Months Ended September 30,	
	2010	2009
Cash:		
Interest paid	\$ 99.4	\$ 50.2
Income taxes paid	52.7	1.0
Non-cash:		
Inventory line-fill transferred to property, plant and equipment	0.4	9.8

Note 16 Segment Information

Our operations are presented under four reportable segments: (1) Field Gathering and Processing, (2) Coastal Gathering and Processing, (3) Logistics Assets, and (4) Marketing and Distribution. The financial results of our hedging activities are reported in Other.

The Natural Gas Gathering and Processing division includes assets used in the gathering of natural gas produced from oil and gas wells and processing this raw natural gas into merchantable natural gas by extracting natural gas liquids and removing impurities. The Field Gathering and Processing segment assets are located in North Texas and the Permian Basin and the Coastal Gathering and Processing segment assets are located in the onshore region of the Louisiana Gulf Coast and the Gulf of Mexico.

The NGL Logistics and Marketing division is also referred to as our Downstream Business. It includes all the activities necessary to convert raw natural gas liquids into NGL products, market the finished products and provide certain value added services.

The Logistics Assets segment is involved in transporting and storing mixed NGLs and fractionating, storing, and transporting finished NGLs. These assets are generally connected to and supplied, in part, by

Table of Contents

our gathering and processing segments and are predominantly located in Mont Belvieu, Texas and Southwestern Louisiana.

The Marketing and Distribution segment covers all activities required to distribute and market raw and finished natural gas liquids and all natural gas marketing activities. It includes (1) marketing our own natural gas liquids production and purchasing natural gas liquids products in selected United States markets; (2) providing liquefied petroleum gas balancing services to refinery customers; (3) transporting, storing and selling propane and providing related propane logistics services to multi-state retailers, independent retailers and other end users; and (4) marketing natural gas available to us from our Gathering and Processing segments and the purchase and resale of natural gas in selected United States markets.

The Other segment contains the results of our derivatives and hedging transactions. Eliminations of inter-segment transactions are reflected in the eliminations column.

Our reportable segment information is shown in the following tables:

	Nine Months Ended September 30, 2010						
	Field Gathering and Processing	Coastal Gathering and Processing	Logistics Assets	Marketing and Distribution	Other	Corporate and Eliminations	Total
Third party revenues	\$ 160.5	\$ 351.2	\$ 61.6	\$ 3,361.2	\$ 7.6	\$ (0.1)	\$ 3,942.0
Intersegment revenues	793.4	565.5	61.8	380.3		(1,801.0)	
Total revenues	\$ 953.9	\$ 916.7	\$ 123.4	\$ 3,741.5	\$ 7.6	\$ (1,801.1)	\$ 3,942.0
Operating margin	\$ 176.9	\$ 75.8	\$ 54.8	\$ 48.9	\$ 7.6	\$	\$ 364.0
Other financial information:							
Total assets	\$ 1,627.7	\$ 452.2	\$ 432.7	\$ 426.4	\$ 65.4	\$ 455.5	\$ 3,459.9

	Nine Months Ended September 30, 2009						
	Field Gathering and Processing	Coastal Gathering and Processing	Logistics Assets	Marketing and Distribution	Other	Corporate and Eliminations	Total
Third party revenues	\$ 134.5	\$ 271.4	\$ 52.9	\$ 2,627.1	\$ 59.0	\$ 0.1	\$ 3,145.0
Intersegment revenues	530.8	343.8	57.5	229.4		(1,161.5)	
Total Revenues	\$ 665.3	\$ 615.2	\$ 110.4	\$ 2,856.5	\$ 59.0	\$ (1,161.4)	\$ 3,145.0
Operating margin	\$ 123.8	\$ 52.1	\$ 48.0	\$ 54.5	\$ 59.0	\$	\$ 337.4

Other financial
information:

Total assets	\$ 1,746.4	\$ 476.5	\$ 412.7	\$ 394.2	\$ 86.6	\$ 156.6	\$ 3,273.0
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Note 17 Significant Risks and Uncertainties*Nature of Operations in Midstream Energy Industry*

We operate in the midstream energy industry. Our business activities include gathering, transporting, processing, fractionating and storage of natural gas and NGLs. Our results of operations, cash flows and financial condition may be affected by (i) changes in the commodity prices of these hydrocarbon products and (ii) changes in the relative price levels among these hydrocarbon products. In general, the prices of natural gas, NGLs, condensate and other hydrocarbon products are subject to fluctuations in response to changes in supply, market uncertainty and a variety of additional factors that are beyond our control.

Our profitability could be impacted by a decline in the volume of natural gas, NGLs and condensate transported, gathered or processed at our facilities. A material decrease in natural gas or condensate production or condensate refining, as a result of depressed commodity prices, a decrease in exploration and

F-67

Table of Contents

development activities or otherwise, could result in a decline in the volume of natural gas, NGLs and condensate handled by our facilities.

A reduction in demand for NGL products by the petrochemical, refining or heating industries, whether because of (i) general economic conditions, (ii) reduced demand by consumers for the end products made with NGL products, (iii) increased competition from petroleum-based products due to the pricing differences, (iv) adverse weather conditions, (v) government regulations affecting commodity prices and production levels of hydrocarbons or the content of motor gasoline or (vi) other reasons, could also adversely affect our results of operations, cash flows and financial position.

Our principal market risks are our exposure to changes in commodity prices, particularly to the prices of natural gas and NGLs, as well as changes in interest rates. The fair value of our commodity and interest rate derivative instruments, depending on the type of instrument, was determined by the use of present value methods or standard option valuation models with assumptions about commodity prices based on those observed in underlying markets. These contracts may expose us to the risk of financial loss in certain circumstances. Our hedging arrangements provide us protection on the hedged volumes if prices decline below the prices at which these hedges are set. If prices rise above the prices at which we have hedged, we will receive less revenue on the hedged volumes than we would receive in the absence of hedges.

Commodity Price Risk. A majority of the revenues from our natural gas gathering and processing business are derived from percent-of-proceeds contracts under which we receive a portion of the natural gas and/or NGLs or equity volumes, as payment for services. The prices of natural gas and NGLs are subject to market fluctuations in response to changes in supply, demand, market uncertainty and a variety of additional factors beyond our control. We monitor these risks and enter into commodity derivative transactions designed to mitigate the impact of commodity price fluctuations on our business. Cash flows from a derivative instrument designated as a hedge are classified in the same category as the cash flows from the item being hedged.

In an effort to reduce the variability of our cash flows we have hedged the commodity price associated with a significant portion of our expected natural gas, NGL and condensate equity volumes for the years 2010 through 2013 by entering into derivative financial instruments including swaps and purchased puts (or floors). The percentages of our expected equity volumes that are hedged decrease over time. With swaps, we typically receive an agreed upon fixed price for a specified notional quantity of natural gas or NGL and we pay the hedge counterparty a floating price for that same quantity based upon published index prices. Since we receive from our customers substantially the same floating index price from the sale of the underlying physical commodity, these transactions are designed to effectively lock-in the agreed fixed price in advance for the volumes hedged. In order to avoid having a greater volume hedged than our actual equity volumes, we typically limit our use of swaps to hedge the prices of less than our expected natural gas and NGL equity volumes. We utilize purchased puts (or floors) to hedge additional expected equity commodity volumes without creating volumetric risk. Our commodity hedges may expose us to the risk of financial loss in certain circumstances. Our hedging arrangements provide us protection on the hedged volumes if market prices decline below the prices at which these hedges are set. If market prices rise above the prices at which we have hedged, we will receive less revenue on the hedged volumes than we would receive in the absence of hedges.

Interest Rate Risk. We are exposed to changes in interest rates, primarily as a result of our variable rate borrowings under our credit facility. In an effort to reduce the variability of our cash flows, we have entered into several interest rate swap and interest rate basis swap agreements. Under these agreements, which are accounted for as cash flow hedges, the base interest rate on the specified notional amount of our variable rate debt is effectively fixed for the term of each agreement.

Counterparty Risk Credit and Concentration

Derivative Counterparty Risk

Where we are exposed to credit risk in our financial instrument transactions, management analyzes the counterparty's financial condition prior to entering into an agreement, establishes credit and/or margin

F-68

Table of Contents

limits and monitors the appropriateness of these limits on an ongoing basis. Generally, management does not require collateral and does not anticipate nonperformance by our counterparties.

We have agreements with all of our hedge counterparties that allow us to net settle asset and liability positions with the same counterparties. As of September 30, 2010, we had \$19.7 million in liabilities to offset the default risk of counterparties with which we also had asset positions of \$41.9 million as of that date. Our credit exposure related to commodity derivative instruments is represented by the fair value of contracts with a net positive fair value to us at the reporting date. At such times, these outstanding instruments expose us to credit loss in the event of nonperformance by the counterparties to the agreements. Should the creditworthiness of one or more of our counterparties decline, our ability to mitigate nonperformance risk is limited to a counterparty agreeing to either a voluntary termination and subsequent cash settlement or a novation of the derivative contract to a third party. In the event of a counterparty default, we may sustain a loss and our cash receipts could be negatively impacted.

As of September 30, 2010, affiliates of Barclays, Goldman Sachs and BP accounted for 47%, 20% and 18% of our net counterparty credit exposure related to commodity derivative instruments. Goldman Sachs and Barclays are major financial institutions or corporations, BP is a major industrial company, each possessing investment grade credit ratings based upon minimum credit ratings assigned by Standard & Poor's Ratings Services.

Customer Credit Risk

We extend credit to customers and other parties in the normal course of business. We have established various procedures to manage our credit exposure, including initial credit approvals, credit limits and terms, letters of credit, and rights of offset. We also use prepayments and guarantees to limit credit risk to ensure that our established credit criteria are met.

Significant Commercial Relationships

We are exposed to concentration risk when a significant customer or supplier accounts for a significant portion of our business activity. We have not had a material change in the make-up of our customers or suppliers during the nine months ended September 30, 2010.

Casualty or Other Risks

We maintain coverage in various insurance programs on our behalf, which provides us with property damage, business interruption and other coverages which are customary for the nature and scope of our operations. A portion of the costs of these insurance programs is allocated to the Partnership by us pursuant to the Omnibus Agreement between the Partnership and us.

Note 18 Stock and Other Compensation Plans

Stock Option Plan

As discussed in our annual financial statements, our 2005 Incentive Compensation Plan (the Plan) grants options to purchase a fixed number of shares of our stock to our employees, directors and consultants. Generally, options granted under the Plan have a vesting period of four years and remain exercisable for ten years from the date of grant.

The following table shows stock activity for the period indicated:

	Number of Options
Outstanding at December 31, 2009	4,505,853
Granted	93,593
Exercised	(2,419,990)
Forfeited	(50,777)
Outstanding at September 30, 2010	2,128,679

F-69

Table of Contents

In connection with TRI's extraordinary special distribution of dividends to our common and common equivalent shareholders (Note 6) in May 2010, we reduced the strike price on all of our outstanding options by \$2.77. This reduction is considered an award modification for accounting purposes, therefore, we redetermined the fair value of the options immediately following the reduction. The modification did not result in any additional compensation expense.

Note 19 Revenue Reclassification

During 2009, we reclassified NGL marketing fractionation and other service fees to revenues that were originally recorded in product purchase costs. This reclassification had no impact on our income from operations, net income, financial position or cash flows. For the nine months ended September 30, 2009, the adjustment was \$18.6 million.

F-70

Table of Contents

Targa Resources Corp.

Unaudited Pro Forma Condensed Consolidated Financial Statements

Introduction

The unaudited pro forma condensed consolidated financial statements of Targa Resources Corp., formerly Targa Resources Investments Inc., (TRC) as of September 30, 2010, for the year ended December 31, 2009, and for the nine months ended September 30, 2010 are based upon the historical audited and unaudited financial statements of TRC, as adjusted for the transactions discussed in more detail in the notes accompanying these pro forma financial statements. The unaudited pro forma condensed consolidated financial statements should be read in conjunction with the notes accompanying these unaudited pro forma condensed consolidated financial statements and with the historical consolidated financial statements and related notes of TRC set forth elsewhere in this prospectus.

The adjustments to the historical audited and unaudited financial statements are based upon currently available information and certain estimates and assumptions. The actual effect of the transactions discussed below may ultimately differ from the pro forma adjustments assumed herein. However, management believes that the assumptions provide a reasonable basis for presenting the significant effects of the transactions as contemplated and that the pro forma adjustments are factually supportable, give appropriate effect to the expected impact of events that are directly attributable to the transactions, and reflect those items expected to have a continuing impact on TRC.

The unaudited pro forma condensed consolidated financial statements are not necessarily indicative of the results that actually would have occurred if TRC had completed the transactions on the dates indicated or which could be obtained in the future.

Table of Contents

TARGA RESOURCES CORP.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
SEPTEMBER 30, 2010

	Targa Resources Corp.	Pro Forma Adjustments (In millions)	Targa Resources Corp. Pro Forma
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 350.0	\$ (3.3) (b) (137.4) (c) (3.0) (l) (18.0) (n)	\$ 188.3
Trade receivables	350.5		350.5
Other current assets	103.2		103.2
Total current assets	803.7	(161.7)	642.0
Property, plant and equipment, at cost	3,276.3		3,276.3
Accumulated depreciation	(781.4)		(781.4)
Property, plant and equipment, net	2,494.9		2,494.9
Long-term assets from risk management activities	27.5		27.5
Other assets	133.9	(0.9) (c)	133.0
Total assets	\$ 3,460.0	\$ (162.6)	\$ 3,297.4
LIABILITIES AND OWNERS EQUITY			
Current liabilities:			
Accounts payable	\$ 174.0		\$ 174.0
Accrued liabilities	314.5		314.5
Current maturities of debt			
Liabilities from risk management activities	20.5		20.5
Deferred income taxes	16.0		16.0
Total current liabilities	525.0		525.0
Long-term debt, less current maturities	1,663.4	(141.3) (c)	1,522.1
Long-term liabilities from risk management activities	29.0		29.0
Deferred income taxes	84.6		84.6
Other long-term liabilities	66.9		66.9
Commitments and contingencies			
Convertible cumulative participating series B preferred stock	96.8	(78.8) (a) (18.0) (n)	

Owners equity:			
Targa Resources Corp. stockholders equity:			
Common stock			
Additional paid-in capital	151.4	78.8 (a)	241.3
		11.1 (l)	
Accumulated deficit	(93.0)	(3.3) (b)	(107.4)
		3.9 (c)	
		(0.9) (c)	
		(3.0) (l)	
		(11.1) (l)	
Accumulated other comprehensive income (loss)	1.0		1.0
Treasury stock, at cost	(0.6)		(0.6)
Total Targa Resources Corp. stockholders equity	58.8	75.5	134.3
Noncontrolling interest in subsidiaries	935.5		935.5
Total owners equity	994.3	75.5	1,069.8
Total liabilities and owners equity	\$ 3,460.0	\$ (162.6)	\$ 3,297.4

See accompanying notes to unaudited pro forma condensed consolidated financial statements

Table of Contents

TARGA RESOURCES CORP.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
NINE MONTHS ENDED SEPTEMBER 30, 2010

	Targa Resources Corp.	Pro Forma Adjustments <i>(In millions)</i>	Targa Resources Corp. Pro Forma
Revenues	\$ 3,942.0	\$	\$ 3,942.0
Costs and expenses:			
Product purchases	3,387.6		3,387.6
Operating expenses	190.4		190.4
Depreciation and amortization expense	136.9		136.9
General and administrative expense	81.0	8.8 (d)	89.8
Other	(0.4)		(0.4)
	3,795.5	8.8	3,804.3
Income from operations	146.5	(8.8)	137.7
Other income (expense):			
Interest expense, net	(83.9)	(0.4) (e) (0.4) (f) (12.5) (g) 18.6 (h)	(78.6)
Equity in earnings of unconsolidated investments	3.8		3.8
Loss on debt repurchases	(17.4)		(17.4)
Gain (loss) on early debt extinguishment	8.1		8.1
Other income	0.4		0.4
Income before income taxes	57.5	(3.5)	54.0
Income tax expense:	(18.5)	1.2 (j) (1.6) (m)	(18.9)
Net income	39.0	(3.9)	35.1
Less: Net income attributable to noncontrolling interest	46.2	28.9 (i)	75.1
Net income (loss) attributable to Targa Resources Corp.	(7.2)	(32.8)	(40.0)
Dividends on Series B preferred stock	(8.4)	8.4 (a)	
Distributions to common equivalents	(177.8)	177.8 (a)	
Net income (loss) available to common shareholders	\$ (193.4)	\$ 153.4	\$ (40.0)
Net income (loss) available per common share basic and diluted	\$ (21.51)		\$ (0.95)

Weighted average shares outstanding	basic and diluted	9.0	42.3 (k)
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See accompanying notes to unaudited pro forma condensed consolidated financial statements

F-73

Table of Contents

TARGA RESOURCES CORP.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
YEAR ENDED DECEMBER 31, 2009

	Targa Resources Corp.	Pro Forma Adjustments (In millions)	Targa Resources Corp. Pro Forma
Revenues	\$ 4,536.0	\$	\$ 4,536.0
Costs and expenses:			
Product purchases	3,791.1		3,791.1
Operating expenses	235.0		235.0
Depreciation and amortization expenses	170.3		170.3
General and administrative expenses	120.4	11.7 (d)	132.1
Other	2.0		2.0
	4,318.8	11.7	4,330.5
Income from operations	217.2	(11.7)	205.5
Other income (expense):			
Interest expense, net	(132.1)	(0.5) (e) (0.6) (f) (28.5) (g) 33.5 (h)	(128.2)
Equity in earnings of unconsolidated investments	5.0		5.0
Loss on debt repurchases	(1.5)		(1.5)
Gain (loss) on early debt extinguishment	9.7		9.7
Gain on mark-to-market derivative instruments	0.3		0.3
Other income	1.2		1.2
Income before income taxes	99.8	(7.8)	92.0
Income tax expense:	(20.7)	2.6 (j) (4.4) (m)	(22.5)
Net income (loss)	79.1	(9.6)	69.5
Less: Net income attributable to noncontrolling interest	49.8	52.1 (i)	101.9
Net income (loss) attributable to Targa Resources Corp.	29.3	(61.7)	(32.4)
Dividends on Series B preferred stock	(17.8)	17.8 (a)	
Undistributed earnings attributable to preferred shareholders	(11.5)	11.5 (a)	
Net income (loss) available to common shareholders	\$	\$ (32.4)	\$ (32.4)
Net income (loss) available per common share basic and diluted	\$		\$ (0.77)

Weighted average shares outstanding	basic and diluted	7.8	42.3 (k)
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See accompanying notes to unaudited pro forma condensed consolidated financial statements

F-74

Table of Contents

TARGA RESOURCES CORP.

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 Basis of Presentation

The unaudited pro forma condensed consolidated financial statements of Targa Resources Corp., formerly Targa Resources Investments Inc., (TRC) as of September 30, 2010, for the year ended December 31, 2009, and for the nine months ended September 30, 2010 are based upon the historical audited and unaudited financial statements of TRC, as adjusted for the Offering Transactions, Recent Transactions and Other Transactions described in more detail below.

The unaudited pro forma condensed consolidated balance sheet as of September 30, 2010 has been prepared as if the Offering Transactions, Recent Transactions and Other Transactions occurred on September 30, 2010. The unaudited pro forma condensed consolidated statements of operations for the year ended December 31, 2009 and the nine months ended September 30, 2010 have been prepared as if the Offering Transactions, Recent Transactions and Other Transactions occurred as of January 1, 2009.

The unaudited pro forma condensed consolidated statements of operations do not include the transaction costs associated with the offering as those costs represent a non-recurring item related to the Offering Transactions that will occur subsequent to September 30, 2010.

The Partnership accounts for certain commodity derivative contracts on a mark-to-market basis, because they do not qualify for hedge accounting at the Partnership level for certain predecessor periods. At the TRC level, these derivative contracts qualify for hedge accounting purposes. The non-controlling interest adjustment shown in these pro forma financial statements reflects the reclassification of derivative contracts from mark-to-market to hedge accounting and its impact on the net income of the Partnership.

Offering Transactions

Certain Offering Transactions will impact these unaudited pro forma condensed consolidated financial statements and are discussed below and elsewhere in this prospectus:

This is the initial public offering of our common stock. All of the shares of common stock are being sold by the selling stockholders. We will not receive any proceeds from the sale of shares by the selling stockholders, but we expect to incur approximately \$3.3 million of expenses associated with the offering.

Following effectiveness of the registration statement of which this prospectus forms a part, (1) we will effect a 1 for 2.05x reverse split of our common stock to reduce the number of shares of our common stock that are currently outstanding and (2) all of our shares of Series B Preferred will automatically convert into shares of common stock, based on (a) the 10 to 1 conversion ratio applicable to the Series B Preferred plus (b) the accreted value per share of the Series B Preferred divided by the initial public offering price for this offering after deducting underwriting discounts and commissions, in each case after giving effect to the reverse split. For purposes of these unaudited pro forma condensed consolidated financial statements, we have assumed an initial public offering price of \$20.00 per share.

Upon completion of this offering, we anticipate incurring incremental general and administrative expenses of approximately \$1.0 million per year. These estimated incremental expenses relate to being a public corporation, such as costs associated with preparation and distribution of annual and quarterly reports to shareholders, tax returns, investor relations, registrar and transfer agent fees, director compensation and incremental insurance costs, including

director and officer liability insurance. The unaudited pro forma condensed consolidated financial statements do not reflect these anticipated incremental general and administrative expenses.

F-75

Table of Contents

TARGA RESOURCES CORP.

**NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS (Continued)**

Note 1 Basis of Presentation (Continued)

Recent Transactions

The pro forma financial statements reflect those transactions which occurred subsequent to September 30, 2010 as follows:

repurchase agreements that we entered into on November 5, 2010 with certain holders of the TRC Holdco debt, whereby we agreed to purchase \$141.3 million of face value for \$137.4 million;

the expected award by the Company of 1.9 million shares of restricted stock under the long-term incentive plan that we expect to adopt in connection with this offering; and

the \$18.0 million cash dividend on the Series B preferred stock that was declared by the TRC board of directors on November 19, 2010 and will be paid on November 22, 2010. The cash dividend represents a portion of the accreted value of the Series B preferred stock included in our September 30, 2010 balance sheet.

Other Transactions

The pro forma financial statements reflect those transactions which occurred subsequent to January 1, 2009 as follows:

the Partnership's \$250 million private placement of 11 1/4% Senior Notes due July 2017, which was completed in July 2009;

the Partnership's prior offerings, consisting of the following:

6,900,000 common units, which was completed in August 2009

6,325,000 common units, which was completed on January 19, 2010

secondary offering of 8,500,000 common units which was completed on April 19, 2010

7,475,000 common units, which was completed on August 13, 2010

our sales of the Permian Assets and Coastal Straddles, which closed on April 27, 2010, and the Downstream Business which closed on September 24, 2009;

our mandatory prepayment of debt related to the sale of the Downstream Assets in September 2009 and the sale of the Permian Assets and Coastal Straddles in April 2010

our refinancing of our senior secured credit facility in January 2010 and related transactions

the Partnership's entry on July 19, 2010 into an amended and restated credit agreement that replaced its prior variable rate senior secured credit facility with a new variable rate senior secured credit facility due July 2015

the Partnership's private placement of \$250 million of 77/8% Senior Notes due August 2018, which was completed on August 13, 2010

our sales of our equity interests in Versado and Venice Operations to the Partnership, which closed on August 25, 2010 and September 25, 2010, respectively, together with related financing

mandatory and voluntary prepayments totaling \$240.7 million of indebtedness in August and September 2010 under our senior secured credit facility in connection with the Versado and Venice Operations transactions.

F-76

Table of Contents

TARGA RESOURCES CORP.

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 2 Pro Forma Adjustments and Assumptions

(a) Reflects conversion of Series B preferred stock to common shares as a result of this offering. The unaudited condensed consolidated pro forma statements of operations for the nine months ended September 30, 2010 and for the year ended December 31, 2009 reflect the elimination of the dividends on the Series B preferred stock, the undistributed earnings attributable to preferred shareholders and the distributions to common equivalents as these amounts or transactions were associated with the Series B preferred stock.

(b) Reflects estimated expenses of \$3.3 million associated with the Offering Transactions. These expenses were allocated to Owners' Equity.

(c) Reflects the repurchase of \$141.3 million in face value of Holdco debt for \$137.4 million in cash, the write-off of unamortized debt issue costs of \$0.9 million and an estimated \$0.4 million of expenses associated with this transaction. The gain on the repurchase is non-recurring and therefore is not recognized in the unaudited pro forma statement of operations.

(d) Reflects the estimated expense related to the 1.35 million shares of restricted stock under the new long term incentive plan that the Company is adopting in connection with this offering. The actual number of shares of restricted stock to be issued will be determined upon pricing of the offering and will be effective at closing. The restricted stock issued will vest over three years. This adjustment increased pro forma general & administrative expense by \$8.8 million for the nine months ended September 30, 2010 and \$11.7 million for the year ended December 31, 2009 in the unaudited condensed consolidated pro forma statements of operations.

(e) Reflects the amortization of debt issue costs related to the \$15.0 million of debt issue costs associated with the Partnership's new variable rate senior secured credit facility, which was completed on July 19, 2010. The pro forma amortization of debt issue costs increased interest expense by \$0.5 million for the year ended December 31, 2009 and \$0.4 million for the nine months ended September 30, 2010 due to the increased debt issue costs.

(f) Reflects the amortization of debt issue costs related to the Partnership's private placement of \$250 million of 77/8% Senior Notes due October 2018, which was completed on August 13, 2010. The amortization of debt issue costs related to the Partnership's 77/8% Senior Notes increased interest expense by \$0.6 million for the year ended December 31, 2009 and \$0.4 million for the nine months ended September 30, 2010 due to the increased debt issue costs.

(g) Adjustments to interest expense, net, reflect the following transactions:

The interest expense, net, that would have been incurred on the Partnership's July 2009 issuance of \$250 million of 111/4% senior secured notes due 2017, and the use of the \$237.4 million in net proceeds to repay outstanding borrowings. This adjustment increased pro forma interest expense, net, by \$12.3 million for the year ended December 31, 2009 in the unaudited condensed consolidated pro forma statements of operations.

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The reversal of interest expense related to borrowings that would have been repaid with the net proceeds to the Partnership of \$103.5 million from the issuance and sale of 6,900,000 common units completed in August 2009. This adjustment reduced pro forma interest expense, net, by \$1.1 million for the year ended December 31, 2009 in the unaudited condensed consolidated pro forma statements of operations.

The reversal of interest expense related to borrowings that would have been repaid with the net proceeds to the Partnership of \$140.2 million from the issuance and sale of 6,325,000

F-77

Table of Contents

TARGA RESOURCES CORP.

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 2 Pro Forma Adjustments and Assumptions (Continued)

common units completed in January 2010. This adjustment reduced pro forma interest expense, net, by \$0.1 million for the nine months ended September 30, 2010 and \$2.4 million for the year ended December 31, 2009 in the unaudited condensed consolidated pro forma statements of operations.

The interest expense, net, that would have been incurred on the Partnership's August 2010 issuance of \$250 million of 77/8% senior secured notes due 2018, and the use of the \$244 million in net proceeds to repay outstanding borrowings. This adjustment increased pro forma interest expense, net, by \$9.2 million for the nine months ended September 30, 2010 and \$15.6 million for the year ended December 31, 2009 in the unaudited condensed consolidated pro forma statements of operations.

The reversal of interest expense related to borrowings that would have been repaid with the net proceeds to the Partnership of \$181.4 million from the issuance and sale of 7,475,000 common units completed in August 2010. This adjustment reduced pro forma interest expense, net, by \$2.1 million for the nine months ended September 30, 2010 and \$3.1 million for the year ended December 31, 2009 in the unaudited condensed consolidated pro forma statements of operations.

The interest expense, net, related to increased borrowings under the Partnership's senior secured credit facility incurred in connection with the sale of our equity interests in Versado and Venice Operations:

The borrowings of \$244.7 million by the Partnership under its variable rate senior secured credit facility due July 2015 for the Versado transaction increased pro forma interest expense, net, by \$3.0 million for the nine months ended September 30, 2010 and \$4.2 million for the year ended December 31, 2009 in the unaudited condensed consolidated pro forma statements of operations;

The borrowings of \$175.6 million by the Partnership under its variable rate senior secured credit facility due July 2015 for the Venice Operations transaction increased pro forma interest expense, net, by \$2.5 million for the nine months ended September 30, 2010 and \$3.0 million for the year ended December 31, 2009 in the unaudited condensed consolidated pro forma statements of operations;

Pro forma interest expense under the Partnership's variable rate senior secured credit facility due July 2015 is calculated at an estimated annual rate of 1.9% for the nine months ended September 30, 2010, and 1.7% for the year ended December 31, 2009. These rates represent historical weighted average interest rates paid on the Partnership's existing variable rate senior secured revolving credit facility for the periods presented. A one-eighth percentage point change in the interest rate would change pro forma interest expense by \$0.3 million for the nine months ended September 30, 2010, and \$0.5 million for the year ended December 31, 2009.

(h) Reflects the reversal of interest expense associated with term loan prepayments under our senior secured credit facility and senior unsecured 81/2% notes due November 2013 as well as the reversal of interest expense associated with our repurchase of \$141.3 million of Holdco debt. Our senior secured credit facilities had historical weighted average interest rates of 5.8% for the nine months ended September 30, 2010 and 3.5% for the year ended

December 31, 2009. Our Holdco loan facility had historical weighted average interest rates of 5.3% for the nine months ended September 30, 2010 and 6.3% for the year ended

F-78

Table of Contents**TARGA RESOURCES CORP.****NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Note 2 Pro Forma Adjustments and Assumptions (Continued)**

December 31, 2009. The following is the impact on pro forma interest expense, net, of each prepayment on the unaudited condensed consolidated pro forma statements of operations for the periods indicated (in millions):

Prepayment Description	Nine Months Ended September 30, 2010	Year Ended December 31, 2009
\$141.3 Million Face Value of Holdco Debt repurchased	\$ 4.6	\$ 7.2
\$152.5 Million Mandatory Prepayment Permian and Straddles transaction	4.2	13.0
\$91.3 Million Mandatory Prepayment Versado transaction	3.3	4.6
\$73.5 Million Mandatory Prepayment Venice Operations transaction	3.2	6.0
\$75.9 Million Voluntary Prepayment Venice Operations transaction	3.3	2.7
Total reversal of interest expense	\$ 18.6	\$ 33.5

(i) The adjustments to noncontrolling interest reflect (i) the impact on our ownership of our sales to the Partnership of Venice Operations, Versado, Permian Assets and Coastal Straddles and the Downstream Business, (ii) issuances of common units by the Partnership and (iii) a sale of common units owned by us to the public in a secondary offering and the impact of such sale on our percentage ownership in the Partnership, as if these transactions had occurred as of January 1, 2009 for each of the unaudited pro forma consolidated statements of operations presented and as of September 30, 2010 for the pro forma consolidated balance sheet. Partnership level pro forma income has been adjusted to reflect (i) our sales of assets as described above to the Partnership as if the Partnership owned these assets as of January 1, 2009 and (ii) the impact of TRC consolidation entries including the elimination of affiliated interest expense with TRC and the elimination of mark-to-market accounting at the Partnership on certain commodity derivative contracts. Certain of our derivative contracts that are part of our corporate hedging program qualify for cash flow hedge accounting treatment in the TRC historical financial statements, but not in the Partnership's historical financial statements, as the Partnership was not a direct party to these hedge transactions. Pro forma net income attributable to noncontrolling interest for the nine months ended September 30, 2010 was adjusted \$8.8 million for Venice Operations, \$10.7 million for Versado and \$9.4 million for Permian Assets and Coastal Straddles. Pro forma net income attributable to noncontrolling interest for the year ended December 31, 2009 was adjusted \$8.0 million for Venice Operations, \$4.5 million for Versado, and \$39.6 million for the Downstream Business.

(j) Represents the adjustment to income taxes to reflect the unaudited pro forma adjustments at a statutory tax rate of 35.0%.

(k) The pro forma weighted average shares outstanding for the nine months ended September 30, 2010 and for the year ended December 31, 2009 reflect the impacts of (i) the reverse split of our outstanding common stock, (ii) conversion of the Series B preferred stock plus the accreted value per share of the Series B Preferred to common stock in each case after giving effect to the reverse split and (iii) the expected award of additional shares of restricted stock related to the new long term incentive plan that we are adopting in connection with this offering.

F-79

Table of Contents

TARGA RESOURCES CORP.

**NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS (Continued)**

(l) Reflects a bonus stock award to management of approximately 540,000 shares of common stock under the new incentive plan that the Company is adopting in connection with this offering and a \$3 million cash award to management in connection with the offering. The actual number of shares of restricted stock to be issued will be determined upon pricing of this offering and will be granted at closing. The common stock granted is not subject to a vesting requirement.

(m) Reflects the additional amortization expense of the deferred charge associated with income taxes related to the Permian Assets and Coastal Straddles transaction and the Vesco transaction as if they had occurred on January 1, 2009.

(n) Reflects an \$18.0 million cash dividend on the Series B preferred stock that was declared by the TRC board of directors on November 19, 2010 and will be paid on November 22, 2010. The cash dividend represents a portion of the accreted value of the Series B preferred stock included in our September 30, 2010 balance sheet.

F-80

Table of Contents

APPENDIX A

GLOSSARY OF SELECTED TERMS

As generally used in the energy industry and in this registration statement, the identified terms have the following meanings:

Abbreviation	Term
Bbl	Barrels (equal to 42 gallons)
BBtu	Billion British thermal units
/d	Per day
gal	Gallons
MBbl	Thousand barrels
Mcf	Thousand cubic feet
MMBbl	Million barrels
MMBtu	Million British thermal units
MMcf	Million cubic feet

A-1

Table of Contents

13,750,000 Shares

Targa Resources Corp.

Common Stock

Prospectus
, 2010

**Barclays Capital
Morgan Stanley
BofA Merrill Lynch
Citi
Deutsche Bank Securities**

**Credit Suisse
J.P. Morgan
Wells Fargo Securities
Raymond James
RBC Capital Markets
UBS Investment Bank**

**Baird
ING**

Table of Contents**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 13. *Other Expenses of Issuance and Distribution***

Set forth below are the expenses (other than underwriting discounts and commissions) expected to be incurred in connection with the issuance and distribution of the securities registered hereby. With the exception of the SEC Registration Fee and FINRA Filing Fee, the amounts set forth below are estimates. The selling stockholders will not bear any portion of such expenses.

SEC Registration Fee	\$ 23,676
FINRA Filing Fee	33,706
New York Stock Exchange listing fee	200,000
Accountants fees and expenses	600,000
Legal fees and expenses	1,000,000
Printing and engraving expenses	500,000
Transfer agent and registrar fees	25,000
Miscellaneous	100,000
 Total	 \$ 2,482,382

Item 14. *Indemnification of Directors and Officers*

Our bylaws provide that a director will not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of the law, (3) under section 174 of the DGCL for unlawful payment of dividends or improper redemption of stock or (4) for any transaction from which the director derived an improper personal benefit. In addition, if the DGCL is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided for in our certificate of incorporation, will be limited to the fullest extent permitted by the amended DGCL. Our bylaws further provide that the corporation will indemnify, and advance expenses to, any officer or director to the fullest extent authorized by the DGCL.

Section 145 of the DGCL provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement in connection with specified actions, suits and proceedings whether civil, criminal, administrative, or investigative, other than a derivative action by or in the right of the corporation, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification extends only to expenses, including attorneys' fees, incurred in connection with the defense or settlement of such action and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's certificate of incorporation, bylaws, disinterested director vote, stockholder vote, agreement or otherwise.

Our certificate of incorporation also contains indemnification rights for our directors and our officers. Specifically, our certificate of incorporation provides that we shall indemnify the personal liability of each director of the corporation for monetary damages for breach of fiduciary duties as a director shall be eliminated and limited to the full extent permitted by the laws of the State of Delaware. Further, our bylaws provide that we may maintain insurance on behalf of our officers and

II-1

Table of Contents

directors against expense, liability or loss asserted incurred by them in their capacities as officers and directors.

We have obtained directors and officers insurance to cover our directors, officers and some of our employees for certain liabilities.

We have entered into written indemnification agreements with our directors and executive officers. Under these proposed agreements, if an officer or director makes a claim of indemnification to us, either a majority of the independent directors or independent legal counsel selected by the independent directors must review the relevant facts and make a determination whether the officer or director has met the standards of conduct under Delaware law that would permit (under Delaware law) and require (under the indemnification agreement) us to indemnify the officer or director.

Item 15. *Recent Sales of Unregistered Securities*

In December 2007, pursuant to our 2005 Stock Incentive Plan, we issued 38,034 stock options with an exercise price of \$3.45 to members of our management. April 2008, also pursuant to our 2005 Stock Incentive Plan we issued 20,000 shares of restricted stock and 170,000 stock options with an exercise price of \$3.45 to members of management. In August 2008, also pursuant to our 2005 Stock Incentive Plan, we issued 10,000 stock options with an exercise price of \$6.00 to members of management. In April 2010, also pursuant to our 2005 Stock Incentive Plan, we issued 61,418 shares of restricted stock and 93,593 stock options with an exercise price of \$3.55 to members of our management. None of these four transactions involved any underwriters or public offerings, and we believe that each of these transactions was exempt from the registration requirements pursuant to Section 4(2) of the Securities Act.

All shares of Series B preferred stock will automatically be converted into shares of common stock upon the completion of this offering. See Summary Our Structure and Ownership After This Offering in the Prospectus. This conversion will be exempt from registration under Section 3(a)(9) of the Securities Act.

Item 16. *Exhibits and Financial Statement Schedules*

(a) Exhibits

The following documents are filed as exhibits to this registration statement:

- 1.1* Form of Underwriting Agreement.
- 2.1 Purchase and Sale Agreement, dated as of September 18, 2007, by and between Targa Resources Holdings LP and Targa Resources Partners LP (incorporated by reference to Exhibit 2.1 to Targa Resources Partners LP's Current Report on Form 8-K filed September 21, 2007 (File No. 001-33303)).
- 2.2 Amendment to Purchase and Sale Agreement, dated October 1, 2007, by and between Targa Resources Holdings LP and Targa Resources Partners LP (incorporated by reference to Exhibit 2.2 to Targa Resources Partners LP's Current Report on Form 8-K filed October 24, 2007 (File No. 001-33303)).
- 2.3 Purchase and Sale Agreement dated July 27, 2009, by and between Targa Resources Partners LP, Targa GP Inc. and Targa LP Inc. (incorporated by reference to Exhibit 2.1 to Targa Resources Partners LP's Current Report on Form 8-K filed July 29, 2009 (File No. 001-33303)).

- 2.4 Purchase and Sale Agreement, dated as of March 31, 2010, by and among Targa Resources Partners LP, Targa LP Inc., Targa Permian GP LLC and Targa Midstream Holdings LLC (incorporated by reference to Exhibit 2.1 to Targa Resources Partners LP's Current Report on Form 8-K filed April 1, 2010 (File No. 001-33303)).

Table of Contents

- 2.5 Purchase and Sale Agreement, dated as of August 6, 2010, by and among Targa Resources Partners LP and Targa Versado Holdings LP (incorporated by reference to Exhibit 2.1 to Targa Resources Partners LP's Current Report on Form 8-K filed August 9, 2010 (File No. 001-33303)).
- 3.1* Form of Amended and Restated Certificate of Incorporation of Targa Resources Corp.
- 3.2* Form of Amended and Restated Bylaws of Targa Resources Corp.
- 3.3 Certificate of Limited Partnership of Targa Resources Partners LP (incorporated by reference to Exhibit 3.2 to Targa Resources Partners LP's Registration Statement on Form S-1 filed November 16, 2006 (File No. 333-138747)).
- 3.4 Certificate of Formation of Targa Resources GP LLC (incorporated by reference to Exhibit 3.3 to Targa Resources Partners LP's Registration Statement on Form S-1/A filed January 19, 2007 (File No. 333-138747)).
- 3.5 First Amended and Restated Agreement of Limited Partnership of Targa Resources Partners LP (incorporated by reference to Exhibit 3.1 to Targa Resources Partners LP's current report on Form 8-K filed February 16, 2007 (File No. 001-33303)).
- 3.6 Amendment No. 1 to First Amended and Restated Agreement of Limited Partnership of Targa Resources Partners LP (incorporated by reference to Exhibit 3.5 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 14, 2008 (File No. 001-33303)).
- 3.7 Limited Liability Company Agreement of Targa Resources GP LLC (incorporated by reference to Exhibit 3.4 to Targa Resources Partners LP's Registration Statement on S-1/A filed January 19, 2007 (File No. 333-138747)).
- 3.8 Amended and Restated Certificate of Incorporation of Targa Resources, Inc. (incorporated by reference to Exhibit 3.1 to Targa Resources, Inc.'s Registration Statement on Form S-4 filed October 31, 2007 (File No. 333-147066)).
- 3.9 Amended and Restated Bylaws of Targa Resources, Inc. (incorporated by reference to Exhibit 3.2 to Targa Resources, Inc.'s Registration Statement on Form S-4 filed October 31, 2007 (File No. 333-147066)).
- 4.1* Specimen Common Stock Certificate.
- 5.1* Opinion of Vinson & Elkins L.L.P. as to the legality of the securities registered hereby.
- 8.1* Opinion of Vinson & Elkins L.L.P. as to tax matters.
- 10.1* Registration Rights Agreement, dated as of October 31, 2005.
- 10.2* Credit Agreement, dated as of January 5, 2010 among Targa Resources, Inc., as the borrower, Deutsche Bank Trust Company Americas, as the administrative agent, Deutsche Bank Securities Inc. and Credit Suisse Securities (USA) LLC, as joint lead arrangers, Credit Suisse Securities (USA) LLC

and Citadel Securities LLC, as the co-syndication agents, Deutsche Bank Securities Inc., Credit Suisse Securities (USA) LLC, Citadel Securities LLC, Banc of America Securities LLC and Barclays Capital, as joint book runners, Bank of America, N.A., Barclays Bank PLC and ING Capital LLC, as the co-documentation agents and the other lenders party thereto.

- 10.3* Holdco Credit Agreement, dated as of August 9, 2007 among Targa Resources Investments Inc., as the borrower, Credit Suisse, as the administrative agent, Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. and, as joint lead arrangers, Deutsche Bank Securities Inc., as the syndication agent, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Lehman Brothers, Inc. and Merrill Lynch Capital Corporation, as joint book runners, Lehman Commercial Paper Inc. and Merrill Lynch Capital Corporation, as the co-documentation agents and the other lenders party thereto.
- 10.4* Form of Indemnification Agreement between Targa Resources Investments Inc. and each of the directors and officers thereof.

Table of Contents

- 10.5 Targa Resources Investments Inc. Amended and Restated Stockholders Agreement dated as of October 28, 2005 (incorporated by reference to Exhibit 10.2 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.6 First Amendment to Amended and Restated Stockholders Agreement, dated January 26, 2006 (incorporated by reference to Exhibit 10.3 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.7 Second Amendment to Amended and Restated Stockholders Agreement, dated March 30, 2007 (incorporated by reference to Exhibit 10.4 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.8 Third Amendment to Amended and Restated Stockholders Agreement, dated May 1, 2007 (incorporated by reference to Exhibit 10.5 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.9 Fourth Amendment to Amended and Restated Stockholders Agreement, dated December 7, 2007 (incorporated by reference to Exhibit 10.6 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.10 Fifth Amendment to Amended and Restated Stockholders Agreement, dated December 1, 2009 (incorporated by reference to Exhibit 10.1 to Targa Resources, Inc. s Current Report on Form 8-K filed December 2, 2009 (File No. 333-147066)).
- 10.11* Form of Sixth Amendment to Amended and Restated Stockholders Agreement.
- 10.12 Targa Resources Investments Inc. 2005 Stock Incentive Plan (incorporated by reference to Exhibit 10.10 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.13 First Amendment to Targa Resources Investments Inc. 2005 Stock Incentive Plan (incorporated by reference to Exhibit 10.11 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.14 Second Amendment to Targa Resources Investments Inc. 2005 Stock Incentive Plan (incorporated by reference to Exhibit 10.12 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.15 Form of Targa Resources Investments Inc. Nonstatutory Stock Option Agreement (Non-Employee Directors) (incorporated by reference to Exhibit 10.13 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.16 Form of Targa Resources Investments Inc. Nonstatutory Stock Option Agreement (Non-Director Management and Other Employees) (incorporated by reference to Exhibit 10.14 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.17

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Form of Targa Resources Investments Inc. Incentive Stock Option Agreement (incorporated by reference to Exhibit 10.15 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).

- 10.18 Form of Targa Resources Investments Inc. Restricted Stock Agreement (incorporated by reference to Exhibit 10.16 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.19 Form of Targa Resources Investments Inc. Restricted Stock Agreement (relating to preferred stock option exchange for directors) (incorporated by reference to Exhibit 10.17 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.20 Form of Targa Resources Investments Inc. Restricted Stock Agreement (relating to preferred stock option exchange for employees) (incorporated by reference to Exhibit 10.18 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).

II-4

Table of Contents

- 10.21 Targa Resources Investments Inc. Long-Term Incentive Plan (incorporated by reference to Exhibit 10.27 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.22 Form of Targa Resources Investments Inc. Performance Unit Grant Agreement 2007 (incorporated by reference to Exhibit 10.3 to Targa Resources Partners LP s Current Report on Form 8-K filed with the SEC on February 13, 2007 (File No. 001-33303)).
- 10.23 Form of Targa Resources Investments Inc. Performance Unit Grant Agreement 2008 (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP s Current Report on Form 8-K filed January 22, 2008 (File No. 001-33303)).
- 10.24 Form of Targa Resources Investments Inc. Performance Unit Grant Agreement 2009 (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP s Current Report on Form 8-K filed January 28, 2009 (File No. 001-33303)).
- 10.25 Form of Targa Resources Investments Inc. Performance Unit Grant Agreement 2010 (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP s Current Report on Form 8-K filed December 7, 2009 (File No. 001-33303)).
- 10.26 Targa Resources Investments Inc. 2008 Annual Incentive Compensation Plan (incorporated by reference to Exhibit 10.13 to Targa Resources Partners LP s Annual Report on Form 10-K filed February 27, 2009 (File No. 001-33303)).
- 10.27 Targa Resources Investments Inc. 2009 Annual Incentive Compensation Plan (incorporated by reference to Exhibit 10.14 to Targa Resources Partners LP s Annual Report on Form 10-K filed February 27, 2009 (File No. 001-33303)).
- 10.28 Targa Resources Investments Inc. 2010 Annual Incentive Compensation Plan (incorporated by reference to Exhibit 10.22 to Targa Resources Partners LP s Annual Report on Form 10-K filed March 4, 2010 (File No. 001-33303)).
- 10.29 Targa Resources Partners LP Long-Term Incentive Plan (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP s Registration Statement on Form S-1/A filed February 1, 2007 (File No. 333-138747)).
- 10.30 Form of Targa Resources Partners LP Restricted Unit Grant Agreement 2007 (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP s Current Report on Form 8-K filed February 13, 2007 (File No. 001-33303)).
- 10.31 Form of Targa Resources Partners LP Restricted Unit Grant Agreement 2010 (incorporated by reference to Exhibit 10.15 to Targa Resources Partners LP s Form 10-K filed March 4, 2010 (File No. 001-33303)).
- 10.32 Amended and Restated Credit Agreement, dated July 19, 2010, by and among Targa Resources Partners LP, as the borrower, Bank of America, N.A., as the administrative agent, Wells Fargo Bank, National Association and the Royal Bank of Scotland plc, as the co-syndication agents, Deutsche

Bank Securities Inc. and Barclays Bank PLC, as the co-documentation agents, Banc of America Securities LLC, Wells Fargo Securities, LLC and RBS Securities Inc., as joint lead arrangers and co-book managers and the other lenders part thereto (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Form 8-K filed on July 21, 2010 (File No. 001-33303)).

- 10.33 Indenture dated June 18, 2008, among Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the Guarantors named therein and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to Targa Resources, Inc.'s Form 10-Q filed August 11, 2008 (File No. 333-147066)).
- 10.34 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Downstream GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.3 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).

Table of Contents

- 10.35 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Downstream LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.5 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.36 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa LSNG GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.7 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.37 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa LSNG LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.9 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.38 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Sparta LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.11 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.39 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Midstream Barge Company LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.13 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.40 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Retail Electric LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.15 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.41 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa NGL Pipeline Company LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.17 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.42 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Transport LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.19 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).

- 10.43 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Co-Generation LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.21 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.44 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Liquids GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.23 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).

II-6

Table of Contents

- 10.45 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Liquids Marketing and Trade, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.25 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.46* Supplemental Indenture dated August 10, 2010 to Indenture dated June 18, 2008, among Targa MLP Capital, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association.
- 10.47 Supplemental Indenture dated April 27, 2010 to Indenture dated June 18, 2008, among Targa Gas Marketing LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.48 Supplemental Indenture dated April 27, 2010 to Indenture dated June 18, 2008, among Targa Midstream Services Limited Partnership, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.3 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.49 Supplemental Indenture dated April 27, 2010 to Indenture dated June 18, 2008, among Targa Permian LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.5 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.50 Supplemental Indenture dated April 27, 2010 to Indenture dated June 18, 2008, among Targa Permian Intrastate LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.7 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.51 Supplemental Indenture dated April 27, 2010 to Indenture dated June 18, 2008, among Targa Straddle LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.9 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.52 Supplemental Indenture dated April 27, 2010 to Indenture dated June 18, 2008, among Targa Straddle GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.11 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.53

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Indenture dated as of July 6, 2009, among Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the Guarantors named therein and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Current Report on Form 8-K filed July 6, 2009 (File No. 001-33303)).

- 10.54 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Downstream GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.4 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.55 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Downstream LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.6 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).

II-7

Table of Contents

- 10.56 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa LSNG GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.8 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.57 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa LSNG LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.10 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.58 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Sparta LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.12 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.59 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Midstream Barge Company LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.14 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.60 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Retail Electric LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.16 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.61 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa NGL Pipeline Company LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.18 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.62 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Transport LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.20 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.63 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Co-Generation LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.22 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).

- 10.64 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Liquids GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.24 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.65 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Liquids Marketing and Trade, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.26 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).

II-8

Table of Contents

- 10.66* Supplemental Indenture dated August 10, 2010 to Indenture dated July 6, 2009, among Targa MLP Capital, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association.
- 10.67 Supplemental Indenture dated April 27, 2010 to Indenture dated July 6, 2009, among Targa Gas Marketing LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.2 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.68 Supplemental Indenture dated April 27, 2010 to Indenture dated July 6, 2009, among Targa Midstream Services Limited Partnership, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.4 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.69 Supplemental Indenture dated April 27, 2010 to Indenture dated July 6, 2009, among Targa Permian LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.6 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.70 Supplemental Indenture dated April 27, 2010 to Indenture dated July 6, 2009, among Targa Permian Intrastate LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.8 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.71 Supplemental Indenture dated April 27, 2010 to Indenture dated July 6, 2009, among Targa Straddle LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.10 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.72 Supplemental Indenture dated April 27, 2010 to Indenture dated July 6, 2009, among Targa Straddle GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.12 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.73 Indenture dated as of August 13, 2010 among the Issuers and the Guarantors and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Current Report on Form 8-K filed August 16, 2010 (File No. 001-33303)).
- 10.74 Contribution, Conveyance and Assumption Agreement, dated February 14, 2007, by and among Targa Resources Partners LP, Targa Resources Operating LP, Targa Resources GP LLC, Targa Resources Operating GP LLC, Targa GP Inc., Targa LP Inc., Targa Regulated Holdings LLC, Targa

North Texas GP LLC and Targa North Texas LP (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP's Current Report on Form 8-K filed February 16, 2007 (File No. 001-33303)).

- 10.75 Contribution, Conveyance and Assumption Agreement, dated October 24, 2007, by and among Targa Resources Partners LP, Targa Resources Holdings LP, Targa TX LLC, Targa TX PS LP, Targa LA LLC, Targa LA PS LP and Targa North Texas GP LLC (incorporated by reference to Exhibit 10.4 to Targa Resources Partners LP's Current Report on Form 8-K filed October 24, 2007 (File No. 001-33303)).
- 10.76 Contribution, Conveyance and Assumption Agreement, dated September 24, 2009, by and among Targa Resources Partners LP, Targa GP Inc., Targa LP Inc., Targa Resources Operating LP and Targa North Texas GP LLC (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed September 24, 2009 (File No. 001-33303)).

Table of Contents

- 10.77 Contribution, Conveyance and Assumption Agreement, dated April 27, 2010, by and among Targa Resources Partners LP, Targa LP Inc., Targa Permian GP LLC, Targa Midstream Holdings LLC, Targa Resources Operating LP, Targa North Texas GP LLC and Targa Resources Texas GP LLC (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed April 29, 2010 (File No. 001-33303)).
- 10.78 Contribution, Conveyance and Assumption Agreement, dated August 25, 2010, by and among Targa Resources Partners LP, Targa Versado Holdings LP and Targa North Texas GP LLC (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed August 26, 2010 (File No. 001-33303)).
- 10.79 Registration Rights Agreement dated as of August 13, 2010 among the Issuers, the Guarantors and Banc of America Securities LLC, as representative of the several initial purchasers (incorporated by reference to Exhibit 4.2 to Targa Resources Partners LP's Current Report on Form 8-K filed August 16, 2010 (File No. 001-33303)).
- 10.80 Second Amended and Restated Omnibus Agreement, dated September 24, 2009, by and among Targa Resources Partners LP, Targa Resources, Inc., Targa Resources LLC and Targa Resources GP LLC (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP's Current Report on Form 8-K filed September 24, 2009 (file No. 001-33303)).
- 10.81 First Amendment to Second Amended and Restated Omnibus Agreement, dated April 27, 2010, by and among Targa Resources Partners LP, Targa Resources, Inc., Targa Resources LLC and Targa Resources GP LLC (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP's Current Report on Form 8-K filed April 29, 2010 (File No. 001-33303)).
- 10.82 Targa Resources Partners LP Indemnification Agreement for Barry R. Pearl dated February 14, 2007 (incorporated by reference to Exhibit 10.11 to Targa Resources Partners LP's Annual Report on Form 10-K filed April 2, 2007 (File No. 001-33303)).
- 10.83 Targa Resources Partners LP Indemnification Agreement for Robert B. Evans dated February 14, 2007 (incorporated by reference to Exhibit 10.12 to Targa Resources Partners LP's Annual Report on Form 10-K filed April 2, 2007 (File No. 001-33303)).
- 10.84 Targa Resources Partners LP Indemnification Agreement for Williams D. Sullivan dated February 14, 2007 (incorporated by reference to Exhibit 10.13 to Targa Resources Partners LP's Annual Report on Form 10-K filed April 2, 2007 (File No. 001-33303)).
- 10.85 Supplemental Indenture dated September 20, 2010 to Indenture dated June 18, 2008, among Targa Versado LP and Targa Versado GP LLC, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.3 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 5, 2010 (File No. 001-33303)).
- 10.86 Supplemental Indenture dated September 20, 2010 to Indenture dated July 6, 2009, among Targa Versado LP and Targa Versado GP LLC, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National

Association (incorporated by reference to Exhibit 4.4 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 5, 2010 (File No. 001-33303)).

- 10.87 Supplemental Indenture dated September 20, 2010 to Indenture dated August 13, 2010, among Targa Versado LP and Targa Versado GP LLC, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.5 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 5, 2010 (File No. 001-33303)).
- 10.88 Supplemental Indenture dated October 25, 2010 to Indenture dated June 18, 2008, among Targa Capital LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.6 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 5, 2010 (File No. 001-33303)).

Table of Contents

- 10.89 Supplemental Indenture dated October 25, 2010 to Indenture dated July 6, 2009, among Targa Capital LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.7 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 5, 2010 (File No. 001-33303)).
- 10.90 Supplemental Indenture dated October 25, 2010 to Indenture dated August 13, 2010, among Targa Capital LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.8 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 5, 2010 (File No. 001-33303)).
- 10.91 Contribution, Conveyance and Assumption Agreement, dated September 28, 2010, by and among Targa Resources Partners LP, Targa Versado Holdings LP and Targa North Texas GP LLC (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed October 4, 2010 (file No. 001-33303)).
- 10.92* Amendment No. 1 to Holdco Credit Agreement, dated January 5, 2010 among Targa Resources Investments Inc., as the Borrower, Targa Resources, Inc., as Lender, Targa Capital, LLC, as Lender, and Credit Suisse AG, Cayman Islands Branch, as Administrative Agent.
- 10.93* Form of Targa Resources Corp. 2010 Stock Incentive Plan.
- 10.94* Amendment No. 1 to Credit Agreement, dated November 12, 2010 among TRI Resources Inc., as the Borrower, Deutsche Bank Trust Company Americas, Credit Suisse AG, Cayman Islands Branch, Bank of America, N.A., ING Capital LLC and Barclays Bank PLC, as Lenders, and Deutsche Bank Trust Company Americas, as Administrative Agent.
- 21.1* List of Subsidiaries of Targa Resources Investments Inc.
- 23.1 Consent of PricewaterhouseCoopers LLP
- 23.2* Consent of Vinson & Elkins L.L.P. (contained in Exhibits 5.1 and 8.1)
- 24.1* Powers of Attorney

* Previously filed.

Item 17. *Undertakings.*

The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreement certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised

that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to

II-11

Table of Contents

Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) For the purpose of determining liability under the Securities Act to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(4) For the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on November 19, 2010.

TARGA RESOURCES CORP.

By: /s/ Matthew J. Meloy

Name: Matthew J. Meloy

Title: Senior Vice President and
Chief Financial Officer

(Principal Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the dates indicated:

Signature	Title	Date
* Rene R. Joyce	Chief Executive Officer and Director (Principal Executive Officer)	November 19, 2010
/s/ Matthew J. Meloy Matthew J. Meloy	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	November 19, 2010
* John Robert Sparger	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	November 19, 2010
* James W. Whalen	Director	November 19, 2010
* Peter R. Kagan	Director	November 19, 2010
* Chansoo Joung	Director	November 19, 2010
* Charles R. Crisp	Director	November 19, 2010

* Director November 19, 2010

Chris Tong

* Director November 19, 2010

In Seon Hwang

*By: /s/ Jeffrey J. McParland

Jeffrey J. McParland
Attorney-in-Fact

II-13

Table of Contents

INDEX TO EXHIBITS

- 1.1* Form of Underwriting Agreement.
- 2.1 Purchase and Sale Agreement, dated as of September 18, 2007, by and between Targa Resources Holdings LP and Targa Resources Partners LP (incorporated by reference to Exhibit 2.1 to Targa Resources Partners LP's Current Report on Form 8-K filed September 21, 2007 (File No. 001-33303)).
- 2.2 Amendment to Purchase and Sale Agreement, dated October 1, 2007, by and between Targa Resources Holdings LP and Targa Resources Partners LP (incorporated by reference to Exhibit 2.2 to Targa Resources Partners LP's Current Report on Form 8-K filed October 24, 2007 (File No. 001-33303)).
- 2.3 Purchase and Sale Agreement dated July 27, 2009, by and between Targa Resources Partners LP, Targa GP Inc. and Targa LP Inc. (incorporated by reference to Exhibit 2.1 to Targa Resources Partners LP's Current Report on Form 8-K filed July 29, 2009 (File No. 001-33303)).
- 2.4 Purchase and Sale Agreement, dated as of March 31, 2010, by and among Targa Resources Partners LP, Targa LP Inc., Targa Permian GP LLC and Targa Midstream Holdings LLC (incorporated by reference to Exhibit 2.1 to Targa Resources Partners LP's Current Report on Form 8-K filed April 1, 2010 (File No. 001-33303)).
- 2.5 Purchase and Sale Agreement, dated as of August 6, 2010, by and among Targa Resources Partners LP and Targa Versado Holdings LP (incorporated by reference to Exhibit 2.1 to Targa Resources Partners LP's Current Report on Form 8-K filed August 9, 2010 (File No. 001-33303)).
- 3.1* Form of Amended and Restated Certificate of Incorporation of Targa Resources Corp.
- 3.2* Form of Amended and Restated Bylaws of Targa Resources Corp.
- 3.3 Certificate of Limited Partnership of Targa Resources Partners LP (incorporated by reference to Exhibit 3.2 to Targa Resources Partners LP's Registration Statement on Form S-1 filed November 16, 2006 (File No. 333-138747)).
- 3.4 Certificate of Formation of Targa Resources GP LLC (incorporated by reference to Exhibit 3.3 to Targa Resources Partners LP's Registration Statement on Form S-1/A filed January 19, 2007 (File No. 333-138747)).
- 3.5 First Amended and Restated Agreement of Limited Partnership of Targa Resources Partners LP (incorporated by reference to Exhibit 3.1 to Targa Resources Partners LP's current report on Form 8-K filed February 16, 2007 (File No. 001-33303)).
- 3.6 Amendment No. 1 to First Amended and Restated Agreement of Limited Partnership of Targa Resources Partners LP (incorporated by reference to Exhibit 3.5 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 14, 2008 (File No. 001-33303)).
- 3.7 Limited Liability Company Agreement of Targa Resources GP LLC (incorporated by reference to Exhibit 3.4 to Targa Resources Partners LP's Registration Statement on Form S-1/A filed January 19, 2007 (File No. 333-138747)).
- 3.8 Amended and Restated Certificate of Incorporation of Targa Resources, Inc. (incorporated by reference to Exhibit 3.1 to Targa Resources, Inc.'s Registration Statement on Form S-4 filed October 31, 2007 (File No. 333-147066)).
- 3.9 Amended and Restated Bylaws of Targa Resources, Inc. (incorporated by reference to Exhibit 3.2 to Targa Resources, Inc.'s Registration Statement on Form S-4 filed October 31, 2007 (File No. 333-147066)).
- 4.1* Specimen Common Stock Certificate.
- 5.1* Opinion of Vinson & Elkins L.L.P. as to the legality of the securities registered hereby.
- 8.1* Opinion of Vinson & Elkins L.L.P. as to tax matters.
- 10.1* Registration Rights Agreement, dated as of October 31, 2005.

Table of Contents

- 10.2* Credit Agreement, dated as of January 5, 2010 among Targa Resources, Inc., as the borrower, Deutsche Bank Trust Company Americas, as the administrative agent, Deutsche Bank Securities Inc. and Credit Suisse Securities (USA) LLC, as joint lead arrangers, Credit Suisse Securities (USA) LLC and Citadel Securities LLC, as the co-syndication agents, Deutsche Bank Securities Inc., Credit Suisse Securities (USA) LLC, Citadel Securities LLC, Banc of America Securities LLC and Barclays Capital, as joint book runners, Bank of America, N.A., Barclays Bank PLC and ING Capital LLC, as the co-documentation agents and the other lenders party thereto.
- 10.3* Holdco Credit Agreement, dated as of August 9, 2007 among Targa Resources Investments Inc., as the borrower, Credit Suisse, as the administrative agent, Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. and, as joint lead arrangers, Deutsche Bank Securities Inc., as the syndication agent, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Lehman Brothers, Inc. and Merrill Lynch Capital Corporation, as joint book runners, Lehman Commercial Paper Inc. and Merrill Lynch Capital Corporation, as the co-documentation agents and the other lenders party thereto.
- 10.4* Form of Indemnification Agreement between Targa Resources Investments Inc. and each of the directors and officers thereof.
- 10.5 Targa Resources Investments Inc. Amended and Restated Stockholders Agreement dated as of October 28, 2005 (incorporated by reference to Exhibit 10.2 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.6 First Amendment to Amended and Restated Stockholders Agreement, dated January 26, 2006 (incorporated by reference to Exhibit 10.3 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.7 Second Amendment to Amended and Restated Stockholders Agreement, dated March 30, 2007 (incorporated by reference to Exhibit 10.4 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.8 Third Amendment to Amended and Restated Stockholders Agreement, dated May 1, 2007 (incorporated by reference to Exhibit 10.5 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.9 Fourth Amendment to Amended and Restated Stockholders Agreement, dated December 7, 2007 (incorporated by reference to Exhibit 10.6 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.10 Fifth Amendment to Amended and Restated Stockholders Agreement, dated December 1, 2009 (incorporated by reference to Exhibit 10.1 to Targa Resources, Inc. s Current Report on Form 8-K filed December 2, 2009 (File No. 333-147066)).
- 10.11* Form of Sixth Amendment to Amended and Restated Stockholders Agreement.
- 10.12 Targa Resources Investments Inc. 2005 Stock Incentive Plan (incorporated by reference to Exhibit 10.10 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.13 First Amendment to Targa Resources Investments Inc. 2005 Stock Incentive Plan (incorporated by reference to Exhibit 10.11 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.14 Second Amendment to Targa Resources Investments Inc. 2005 Stock Incentive Plan (incorporated by reference to Exhibit 10.12 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.15 Form of Targa Resources Investments Inc. Nonstatutory Stock Option Agreement (Non-Employee Directors) (incorporated by reference to Exhibit 10.13 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.16

Form of Targa Resources Investments Inc. Nonstatutory Stock Option Agreement (Non-Director Management and Other Employees) (incorporated by reference to Exhibit 10.14 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).

II-15

Table of Contents

- 10.17 Form of Targa Resources Investments Inc. Incentive Stock Option Agreement (incorporated by reference to Exhibit 10.15 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.18 Form of Targa Resources Investments Inc. Restricted Stock Agreement (incorporated by reference to Exhibit 10.16 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.19 Form of Targa Resources Investments Inc. Restricted Stock Agreement (relating to preferred stock option exchange for directors) (incorporated by reference to Exhibit 10.17 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.20 Form of Targa Resources Investments Inc. Restricted Stock Agreement (relating to preferred stock option exchange for employees) (incorporated by reference to Exhibit 10.18 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.21 Targa Resources Investments Inc. Long-Term Incentive Plan (incorporated by reference to Exhibit 10.27 to Targa Resources Inc. s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.22 Form of Targa Resources Investments Inc. Performance Unit Grant Agreement 2007 (incorporated by reference to Exhibit 10.3 to Targa Resources Partners LP s Current Report on Form 8-K filed with the SEC on February 13, 2007 (File No. 001-33303)).
- 10.23 Form of Targa Resources Investments Inc. Performance Unit Grant Agreement 2008 (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP s Current Report on Form 8-K filed January 22, 2008 (File No. 001-33303)).
- 10.24 Form of Targa Resources Investments Inc. Performance Unit Grant Agreement 2009 (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP s Current Report on Form 8-K filed January 28, 2009 (File No. 001-33303)).
- 10.25 Form of Targa Resources Investments Inc. Performance Unit Grant Agreement 2010 (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP s Current Report on Form 8-K filed December 7, 2009 (File No. 001-33303)).
- 10.26 Targa Resources Investments Inc. 2008 Annual Incentive Compensation Plan (incorporated by reference to Exhibit 10.13 to Targa Resources Partners LP s Annual Report on Form 10-K filed February 27, 2009 (File No. 001-33303)).
- 10.27 Targa Resources Investments Inc. 2009 Annual Incentive Compensation Plan (incorporated by reference to Exhibit 10.14 to Targa Resources Partners LP s Annual Report on Form 10-K filed February 27, 2009 (File No. 001-33303)).
- 10.28 Targa Resources Investments Inc. 2010 Annual Incentive Compensation Plan (incorporated by reference to Exhibit 10.22 to Targa Resources Partners LP s Annual Report on Form 10-K filed March 4, 2010 (File No. 001-33303)).
- 10.29 Targa Resources Partners LP Long-Term Incentive Plan (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP s Registration Statement on Form S-1/A filed February 1, 2007 (File No. 333-138747)).
- 10.30 Form of Targa Resources Partners LP Restricted Unit Grant Agreement 2007 (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP s Current Report on Form 8-K filed February 13, 2007 (File No. 001-33303)).
- 10.31 Form of Targa Resources Partners LP Restricted Unit Grant Agreement 2010 (incorporated by reference to Exhibit 10.15 to Targa Resources Partners LP s Form 10-K filed March 4, 2010 (File No. 001-33303)).

Table of Contents

- 10.32 Amended and Restated Credit Agreement, dated July 19, 2010, by and among Targa Resources Partners LP, as the borrower, Bank of America, N.A., as the administrative agent, Wells Fargo Bank, National Association and the Royal Bank of Scotland plc, as the co-syndication agents, Deutsche Bank Securities Inc. and Barclays Bank PLC, as the co-documentation agents, Banc of America Securities LLC, Wells Fargo Securities, LLC and RBS Securities Inc., as joint lead arrangers and co-book managers and the other lenders part thereto (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Form 8-K filed on July 21, 2010 (File No. 001-33303)).
- 10.33 Indenture dated June 18, 2008, among Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the Guarantors named therein and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to Targa Resources, Inc.'s Form 10-Q filed August 11, 2008 (File No. 333-147066)).
- 10.34 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Downstream GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.3 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.35 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Downstream LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.5 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.36 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa LSNG GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.7 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.37 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa LSNG LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.9 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.38 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Sparta LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.11 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.39 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Midstream Barge Company LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.13 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.40 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Retail Electric LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.15 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.41 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa NGL Pipeline Company LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners

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Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association
(incorporated by reference to Exhibit 4.17 to Targa Resources Partners LP's Quarterly Report on Form
10-Q filed November 9, 2009 (File No. 001-33303)).

II-17

Table of Contents

- 10.42 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Transport LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.19 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.43 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Co-Generation LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.21 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.44 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Liquids GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.23 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.45 Supplemental Indenture dated September 24, 2009 to Indenture dated June 18, 2008, among Targa Liquids Marketing and Trade, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.25 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.46* Supplemental Indenture dated August 10, 2010 to Indenture dated June 18, 2008, among Targa MLP Capital, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association.
- 10.47 Supplemental Indenture dated April 27, 2010 to Indenture dated June 18, 2008, among Targa Gas Marketing LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.48 Supplemental Indenture dated April 27, 2010 to Indenture dated June 18, 2008, among Targa Midstream Services Limited Partnership, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.3 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.49 Supplemental Indenture dated April 27, 2010 to Indenture dated June 18, 2008, among Targa Permian LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.5 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.50 Supplemental Indenture dated April 27, 2010 to Indenture dated June 18, 2008, among Targa Permian Intrastate LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.7 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.51 Supplemental Indenture dated April 27, 2010 to Indenture dated June 18, 2008, among Targa Straddle LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.9 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).

- 10.52 Supplemental Indenture dated April 27, 2010 to Indenture dated June 18, 2008, among Targa Straddle GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.11 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).

Table of Contents

- 10.53 Indenture dated as of July 6, 2009, among Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the Guarantors named therein and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Current Report on Form 8-K filed July 6, 2009 (File No. 001-33303)).
- 10.54 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Downstream GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.4 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.55 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Downstream LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.6 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.56 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa LSNG GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.8 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.57 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa LSNG LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.10 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.58 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Sparta LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.12 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.59 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Midstream Barge Company LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.14 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.60 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Retail Electric LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.16 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.61 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa NGL Pipeline Company LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.18 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.62 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Transport LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.20 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed

November 9, 2009 (File No. 001-33303)).

- 10.63 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Co-Generation LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.22 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).

Table of Contents

- 10.64 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Liquids GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.24 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.65 Supplemental Indenture dated September 24, 2009 to Indenture dated July 6, 2009, among Targa Liquids Marketing and Trade, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.26 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 9, 2009 (File No. 001-33303)).
- 10.66* Supplemental Indenture dated August 10, 2010 to Indenture dated July 6, 2009, among Targa MLP Capital, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association.
- 10.67 Supplemental Indenture dated April 27, 2010 to Indenture dated July 6, 2009, among Targa Gas Marketing LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.2 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.68 Supplemental Indenture dated April 27, 2010 to Indenture dated July 6, 2009, among Targa Midstream Services Limited Partnership, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.4 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.69 Supplemental Indenture dated April 27, 2010 to Indenture dated July 6, 2009, among Targa Permian LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.6 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.70 Supplemental Indenture dated April 27, 2010 to Indenture dated July 6, 2009, among Targa Permian Intrastate LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.8 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.71 Supplemental Indenture dated April 27, 2010 to Indenture dated July 6, 2009, among Targa Straddle LP, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.10 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.72 Supplemental Indenture dated April 27, 2010 to Indenture dated July 6, 2009, among Targa Straddle GP LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.12 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2010 (File No. 001-33303)).
- 10.73 Indenture dated as of August 13, 2010 among the Issuers and the Guarantors and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Current Report on Form 8-K filed August 16, 2010 (File No. 001-33303)).
- 10.74 Contribution, Conveyance and Assumption Agreement, dated February 14, 2007, by and among Targa Resources Partners LP, Targa Resources Operating LP, Targa Resources GP LLC, Targa

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Resources Operating GP LLC, Targa GP Inc., Targa LP Inc., Targa Regulated Holdings LLC, Targa North Texas GP LLC and Targa North Texas LP (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP's Current Report on Form 8-K filed February 16, 2007 (File No. 001-33303)).

II-20

Table of Contents

- 10.75 Contribution, Conveyance and Assumption Agreement, dated October 24, 2007, by and among Targa Resources Partners LP, Targa Resources Holdings LP, Targa TX LLC, Targa TX PS LP, Targa LA LLC, Targa LA PS LP and Targa North Texas GP LLC (incorporated by reference to Exhibit 10.4 to Targa Resources Partners LP's Current Report on Form 8-K filed October 24, 2007 (File No. 001-33303)).
- 10.76 Contribution, Conveyance and Assumption Agreement, dated September 24, 2009, by and among Targa Resources Partners LP, Targa GP Inc., Targa LP Inc., Targa Resources Operating LP and Targa North Texas GP LLC (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed September 24, 2009 (File No. 001-33303)).
- 10.77 Contribution, Conveyance and Assumption Agreement, dated April 27, 2010, by and among Targa Resources Partners LP, Targa LP Inc., Targa Permian GP LLC, Targa Midstream Holdings LLC, Targa Resources Operating LP, Targa North Texas GP LLC and Targa Resources Texas GP LLC (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed April 29, 2010 (File No. 001-33303)).
- 10.78 Contribution, Conveyance and Assumption Agreement, dated August 25, 2010, by and among Targa Resources Partners LP, Targa Versado Holdings LP and Targa North Texas GP LLC (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed August 26, 2010 (File No. 001-33303)).
- 10.79 Registration Rights Agreement dated as of August 13, 2010 among the Issuers, the Guarantors and Banc of America Securities LLC, as representative of the several initial purchasers (incorporated by reference to Exhibit 4.2 to Targa Resources Partners LP's Current Report on Form 8-K filed August 16, 2010 (File No. 001-33303)).
- 10.80 Second Amended and Restated Omnibus Agreement, dated September 24, 2009, by and among Targa Resources Partners LP, Targa Resources, Inc., Targa Resources LLC and Targa Resources GP LLC (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP's Current Report on Form 8-K filed September 24, 2009 (file No. 001-33303)).
- 10.81 First Amendment to Second Amended and Restated Omnibus Agreement, dated April 27, 2010, by and among Targa Resources Partners LP, Targa Resources, Inc., Targa Resources LLC and Targa Resources GP LLC (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP's Current Report on Form 8-K filed April 29, 2010 (File No. 001-33303)).
- 10.82 Targa Resources Partners LP Indemnification Agreement for Barry R. Pearl dated February 14, 2007 (incorporated by reference to Exhibit 10.11 to Targa Resources Partners LP's Annual Report on Form 10-K filed April 2, 2007 (File No. 001-33303)).
- 10.83 Targa Resources Partners LP Indemnification Agreement for Robert B. Evans dated February 14, 2007 (incorporated by reference to Exhibit 10.12 to Targa Resources Partners LP's Annual Report on Form 10-K filed April 2, 2007 (File No. 001-33303)).
- 10.84 Targa Resources Partners LP Indemnification Agreement for Williams D. Sullivan dated February 14, 2007 (incorporated by reference to Exhibit 10.13 to Targa Resources Partners LP's Annual Report on Form 10-K filed April 2, 2007 (File No. 001-33303)).
- 10.85 Supplemental Indenture dated September 20, 2010 to Indenture dated June 18, 2008, among Targa Versado LP and Targa Versado GP LLC, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.3 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 5, 2010 (File No. 001-33303)).
- 10.86 Supplemental Indenture dated September 20, 2010 to Indenture dated July 6, 2009, among Targa Versado LP and Targa Versado GP LLC, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.4 to Targa Resources Partners LP's Quarterly

Table of Contents

10.87	Supplemental Indenture dated September 20, 2010 to Indenture dated August 13, 2010, among Targa Versado LP and Targa Versado GP LLC, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.5 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 5, 2010 (File No. 001-33303)).
10.88	Supplemental Indenture dated October 25, 2010 to Indenture dated June 18, 2008, among Targa Capital LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.6 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 5, 2010 (File No. 001-33303)).
10.89	Supplemental Indenture dated October 25, 2010 to Indenture dated July 6, 2009, among Targa Capital LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.7 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 5, 2010 (File No. 001-33303)).
10.90	Supplemental Indenture dated October 25, 2010 to Indenture dated August 13, 2010, among Targa Capital LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.8 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 5, 2010 (File No. 001-33303)).
10.91	Contribution, Conveyance and Assumption Agreement, dated September 28, 2010, by and among Targa Resources Partners LP, Targa Versado Holdings LP and Targa North Texas GP LLC (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed October 4, 2010 (file No. 001-33303)).
10.92*	Amendment No. 1 to Holdco Credit Agreement, dated January 5, 2010 among Targa Resources Investments Inc., as the Borrower, Targa Resources, Inc., as Lender, Targa Capital, LLC, as Lender, and Credit Suisse AG, Cayman Islands Branch, as Administrative Agent.
10.93*	Form of Targa Resources Corp. 2010 Stock Incentive Plan.
10.94*	Amendment No. 1 to Credit Agreement, dated November 12, 2010 among TRI Resources Inc., as the Borrower, Deutsche Bank Trust Company Americas, Credit Suisse AG, Cayman Islands Branch, Bank of America, N.A., ING Capital LLC and Barclays Bank PLC, as Lenders, and Deutsche Bank Trust Company Americas, as Administrative Agent.
21.1*	List of Subsidiaries of Targa Resources Investments Inc.
23.1	Consent of PricewaterhouseCoopers LLP
23.2*	Consent of Vinson & Elkins L.L.P. (contained in Exhibits 5.1 and 8.1)
24.1*	Powers of Attorney

* Previously filed.