

Targa Resources Partners LP
Form SC 13D
June 05, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

TARGA RESOURCES PARTNERS LP

(Name of Issuer)

Common Units

(Title of Class of Securities)

87611X105

(CUSIP Number)

Rene R. Joyce

1000 Louisiana Street, Suite 4300

Houston, Texas 77002

Tel: (713) 584-1000

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

May 28, 2009

(Date of Event Which Requires Filing of this Statement)

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

(Continued on following pages)

CUSIP No. 87611X105

NAME OF REPORTING PERSON

1

Targa Resources Investments Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

NUMBER OF

0 Common Units

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER(1)

11,528,231 Common Units

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER(1)

10

11,528,231 Common Units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)

11

11,528,231 Common Units

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

25.0% of Common Units

TYPE OF REPORTING PERSON

14

CO

(1) Targa GP Inc. and Targa LP Inc. are the beneficial owners of these common units. Targa Resources Investments Sub Inc., Targa Resources, Inc., Targa Resources LLC, Targa Resources II LLC, Targa Resources Holdings GP LLC, Targa Resources Holdings LP, Targa Midstream GP LLC and Targa Midstream Services Limited Partnership may be deemed to beneficially own these Common Units. See Item 3.

CUSIP No. 87611X105

NAME OF REPORTING PERSON

1

Targa Resources Investments Sub Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

NUMBER OF 0 Common Units

SHARED VOTING POWER(1)

SHARES BENEFICIALLY OWNED BY 8

11,528,231 Common Units

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER(1)

10

11,528,231 Common Units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)

11

11,528,231 Common Units

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

25.0% of Common Units

TYPE OF REPORTING PERSON

14

CO

(1) Targa GP Inc. and Targa LP Inc. are the beneficial owners of these common units. Targa Resources Investments Inc., Targa Resources, Inc., Targa Resources LLC, Targa Resources II LLC, Targa Resources Holdings GP LLC, Targa Resources Holdings LP, Targa Midstream GP LLC and Targa Midstream Services Limited Partnership may be deemed to beneficially own these Common Units. See Item 3.

CUSIP No. 87611X105

NAME OF REPORTING PERSON

1

Targa Resources, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

NUMBER OF

0 Common Units

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER(1)

11,528,231 Common Units

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

0 Common Units

WITH

SHARED DISPOSITIVE POWER(1)

10

11,528,231 Common Units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)

11

11,528,231 Common Units

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

25.0% of Common Units

TYPE OF REPORTING PERSON

14

CO

(1) Targa GP Inc. and Targa LP Inc. are the beneficial owners of these common units. Targa Resources Investments Inc., Targa Resources Investments Sub Inc., Targa Resources LLC, Targa Resources II LLC, Targa Resources Holdings GP LLC, Targa Resources Holdings LP, Targa Midstream GP LLC and Targa Midstream Services Limited Partnership may be deemed to beneficially own these Common Units. See Item 3.

CUSIP No. 87611X105

NAME OF REPORTING PERSON

1

Targa Resources LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

NUMBER OF

0 Common Units

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER(1)

11,528,231 Common Units

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER(1)

10

11,528,231 Common Units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)

11

11,528,231 Common Units

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

25.0% of Common Units

TYPE OF REPORTING PERSON

14

OO limited liability company

(1) Targa GP Inc. and Targa LP Inc. are the beneficial owners of these common units. Targa Resources Investments Inc., Targa Resources Investments Sub Inc., Targa Resources, Inc., Targa Resources II LLC, Targa Resources Holdings GP LLC, Targa Resources Holdings LP, Targa Midstream GP LLC and Targa Midstream Services Limited Partnership may be deemed to beneficially own these Common Units. See Item 3.

CUSIP No. 87611X105

NAME OF REPORTING PERSON

1

Targa Resources II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

NUMBER OF

0 Common Units

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER(1)

11,528,231 Common Units

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER(1)

10

11,528,231 Common Units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)

11

11,528,231 Common Units

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

25.0% of Common Units

TYPE OF REPORTING PERSON

14

OO limited liability company

(1) Targa GP Inc. and Targa LP Inc. are the beneficial owners of these common units. Targa Resources Investments Inc., Targa Resources Investments Sub Inc., Targa Resources, Inc., Targa Resources LLC, Targa Resources Holdings GP LLC, Targa Resources Holdings LP, Targa Midstream GP LLC and Targa Midstream Services Limited Partnership may be deemed to beneficially own these Common Units. See Item 3.

CUSIP No. 87611X105

1 NAME OF REPORTING PERSON

Targa Resources Holdings GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a) b
- (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

7 SOLE VOTING POWER

NUMBER OF 0 Common Units

8 SHARES BENEFICIALLY OWNED BY

11,528,231 Common Units

9 EACH REPORTING SOLE DISPOSITIVE POWER

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER(1)

10

11,528,231 Common Units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)

11

11,528,231 Common Units

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

25.0% of Common Units

TYPE OF REPORTING PERSON

14

OO limited liability company

(1) Targa GP Inc. and Targa LP Inc. are the beneficial owners of these common units. Targa Resources Investments Inc., Targa Resources Investments Sub Inc., Targa Resources, Inc., Targa Resources LLC, Targa Resources II LLC, Targa Resources Holdings LP, Targa Midstream GP LLC and Targa Midstream Services Limited Partnership may be deemed to beneficially own these Common Units. See Item 3.

CUSIP No. 87611X105

NAME OF REPORTING PERSON

1

Targa Resources Holdings LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

NUMBER OF

0 Common Units

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER(1)

11,528,231 Common Units

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

0 Common Units

WITH

SHARED DISPOSITIVE POWER(1)

10

11,528,231 Common Units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)

11

11,528,231 Common Units

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

25.0% of Common Units

TYPE OF REPORTING PERSON

14

PN

(1) Targa GP Inc. and Targa LP Inc. are the beneficial owners of these common units. Targa Resources Investments Inc., Targa Resources Investments Sub Inc., Targa Resources, Inc., Targa Resources LLC, Targa Resources II LLC, Targa Resources Holdings GP LLC, Targa Midstream GP LLC and Targa Midstream Services Limited Partnership may be deemed to beneficially own these Common Units. See Item 3.

CUSIP No. 87611X105

NAME OF REPORTING PERSON

1

Targa Midstream GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

NUMBER OF

0 Common Units

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER(1)

11,528,231 Common Units

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER(1)

10

11,528,231 Common Units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)

11

11,528,231 Common Units

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

25.0% of Common Units

TYPE OF REPORTING PERSON

14

OO limited liability company

(1) Targa GP Inc. and Targa LP Inc. are the beneficial owners of these common units. Targa Resources Investments Inc., Targa Resources Investments Sub Inc., Targa Resources, Inc., Targa Resources LLC, Targa Resources II LLC, Targa Resources Holdings GP LLC, Targa Resources Holdings LP and Targa Midstream Services Limited Partnership may be deemed to beneficially own these Common Units. See Item 3.

CUSIP No. 87611X105

NAME OF REPORTING PERSON

1
Targa Midstream Services Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4
OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
Delaware, United States

SOLE VOTING POWER

7

NUMBER OF 0 Common Units

SHARED VOTING POWER(1)

SHARES BENEFICIALLY OWNED BY **8**
11,528,231 Common Units

SOLE DISPOSITIVE POWER

EACH REPORTING **9**

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER(1)

10

11,528,231 Common Units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)

11

11,528,231 Common Units

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

25.0% of Common Units

TYPE OF REPORTING PERSON

14

PN

(1) Targa GP Inc. and Targa LP Inc. are the beneficial owners of these common units. Targa Resources Investments Inc., Targa Resources Investments Sub Inc., Targa Resources, Inc., Targa Resources LLC, Targa Resources II LLC, Targa Resources Holdings GP LLC, Targa Midstream GP LLC and Targa Resources Holdings LP may be deemed to beneficially own these Common Units. See Item 3.

CUSIP No. 87611X105

NAME OF REPORTING PERSON

1

Targa GP Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

NUMBER OF

0 Common Units

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER(1)

5,449,338 Common Units

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER(1)

10

5,449,338 Common Units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)

11

5,449,338 Common Units

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

11.8% of Common Units

TYPE OF REPORTING PERSON

14

CO

(1) Targa Resources Investments Inc., Targa Resources Investments Sub Inc., Targa Resources, Inc., Targa Resources LLC, Targa Resources II LLC, Targa Resources Holdings GP LLC, Targa Resources Holdings LP, Targa Midstream GP LLC and Targa Midstream Services Limited Partnership may be deemed to beneficially own these Common Units. See Item 3.

CUSIP No. 87611X105

NAME OF REPORTING PERSON

1

Targa LP Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (see Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

NUMBER OF

0 Common Units

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER(1)

6,078,893 Common Units

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON 0 Common Units

WITH SHARED DISPOSITIVE POWER(1)

10

6,078,893 Common Units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)

11

6,078,893 Common Units

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

13.2% of Common Units

TYPE OF REPORTING PERSON

14

CO

(1) Targa Resources Investments Inc., Targa Resources Investments Sub Inc., Targa Resources, Inc., Targa Resources LLC, Targa Resources II LLC, Targa Resources Holdings GP LLC, Targa Resources Holdings LP, Targa Midstream GP LLC and Targa Midstream Services Limited Partnership may be deemed to beneficially own these Common Units. See Item 3.

Item 1. Security and Issuer

This schedule relates to the common units representing limited partner interests (the Common Units) of Targa Resources Partners LP, a Delaware limited partnership (the Partnership), which has its principal executive offices at 1000 Louisiana Street, Suite 4300, Houston, Texas 77002.

Item 2. Identity and Background

(a) Name of Persons Filing this Statement:

- (1) Targa Resources Investments Inc. (Targa Investments), a corporation formed under the laws of the State of Delaware, owns 100% of the capital stock of Investments Sub (as defined herein).
- (2) Targa Resources Investments Sub Inc. (Investments Sub), a corporation formed under the laws of the State of Delaware, owns 100% of the capital stock of Targa (as defined herein).
- (3) Targa Resources, Inc. (Targa), a corporation formed under the laws of the state of Delaware, owns 100% of the membership interests of Resources (as defined herein).
- (4) Targa Resources LLC (Resources), a limited liability company formed under the laws of Delaware, owns 100% of the membership interests in Resources II (as defined herein) and 100% of the membership interests in Resources Holding (as defined herein).
- (5) Targa Resources II LLC (Resources II), a limited liability company formed under the laws of Delaware, owns a 99% limited partner interest in Holdings (as defined herein).
- (6) Targa Resources Holdings GP LLC (Resources Holding), a limited liability company formed under the laws of Delaware, owns a 1% general partner interest in Holdings (as defined herein).
- (7) Targa Resources Holdings LP (Holdings), a limited partnership formed under the laws of Delaware, owns a 96.6126% limited partner interest in TMSLP (as defined herein) and 100% of the membership interests in Midstream (as defined herein).
- (8) Targa Midstream GP LLC (Midstream), a limited liability company formed under the laws of Delaware, owns a 3.3874% general partner interest in TMSLP (as defined herein).
- (9) Targa Midstream Services Limited Partnership (TMSLP), a limited partnership formed under the laws of Delaware, owns 100% of the capital stock of GP Inc. and LP Inc. (as defined herein).

(10) Targa GP Inc. (GP Inc.) is a corporation formed under the laws of Delaware.

(11) Targa LP Inc. (LP Inc.) and together with Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Holdings, Midstream, TMSLP and GP Inc., the Reporting Persons) is a corporation formed under the laws of Delaware.

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

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

(c) Present Principal Occupation or Principal Business:

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

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

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

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

Pursuant to Instruction C to Schedule 13D of the Securities Exchange Act of 1934, as amended (the Exchange Act), information regarding the directors and executive officers of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc. (the Listed Persons) is provided on Schedule I and incorporated by reference herein. None of the Listed Persons beneficially own in excess of 1% of the outstanding Common Units.

Item 3. Source and Amount of Funds or Other Consideration

On February 14, 2007, the Partnership issued 5,449,338 subordinated units representing limited partner interests in the Partnership (Subordinated Units) to GP Inc. and 6,078,893 Subordinated Units to LP Inc. in connection with the contribution of certain equity interests to the Partnership.

Due to the satisfaction of the subordination test described in Section 5.7(b) of the Partnership's First Amended and Restated Limited Partnership Agreement, as amended, which is incorporated herein by reference (the Partnership Agreement), on May 28, 2009, the Board of Directors of the general partner of the Partnership confirmed that, effective May 19, 2009, 100%

of the Subordinated Units then held by the Reporting Persons (or 11,528,231 Subordinated Units) converted into 11,528,231 Common Units.

Item 4. Purpose of Transaction

The Reporting Persons acquired the Common Units reported herein solely for investment purposes. The Reporting Persons may make additional purchases or other acquisitions of Common Units either in the open market or in private transactions depending on the Partnership's business, prospects and financial condition, the market for the Common Units, general economic conditions, money and stock market conditions and other future developments. As disclosed in Targa's Annual Report on Form 10-K for the year ended December 31, 2008 and in the Partnership's Annual Report on Form 10-K for the year ended December 31, 2008, each filed with the Securities and Exchange Commission, the Partnership plans to pursue acquisition and other growth opportunities from Targa. In addition, Targa has indicated that it intends to use the Partnership as a growth vehicle to pursue the acquisition and expansion of midstream natural gas, natural gas liquids and other complementary energy businesses and assets. The Partnership intends to finance drop-downs from Targa through a combination of debt and equity securities, including commercial debt facilities and public and private offerings of debt and equity securities.

The following describes plans or proposals that the Reporting Persons may have with respect to the matters set forth in Item 4(a)-(j) of Schedule 13D:

- (a) None.
- (b) None.
- (c) None.
- (d) None.
- (e) None.
- (f) None.
- (g) None.
- (h) None.
- (i) None.

(j) Except as described in this Item 4, the Reporting Persons do not have, as of the date of this Schedule 13D, any other plans or proposals that relate to or would result in any of the actions or events specified in clauses (a) through (i) of Item 4 of Schedule 13D. The Reporting Persons may change their plans or proposals in the future. In determining from time to time whether to sell the Common Units reported as beneficially owned in this Schedule 13D (and in what amounts) or to retain such securities, the Reporting Persons will take into consideration such factors as they deem relevant, including the business and prospects of the Issuer, anticipated

future developments concerning the Issuer, existing and anticipated market conditions from time to time, general economic conditions, regulatory matters, and other opportunities available to the Reporting Persons. The Reporting Persons reserve the right to acquire additional securities of the Issuer in the open market, in privately negotiated transactions (which may be with the Issuer or with third parties) or otherwise, to dispose of all or a portion of their holdings of securities of the Issuer or to change their intention with respect to any or all of the matters referred to in this Item 4.

Item 5. Interest in Securities of the Issuer

(a) (1) GP Inc. is the record and beneficial owner of an aggregate of 5,449,338 Common Units. These holdings represent approximately 11.8% of the outstanding Common Units.

(2) LP Inc. is the record and beneficial owner of an aggregate of 6,078,893 Common Units. These holdings represent approximately 13.2% of the outstanding Common Units.

(3) Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Holdings, Midstream and TMSLP do not directly own any Common Units. Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Holdings, Midstream and TMSLP may, pursuant to Rule 13d-3 under the Exchange Act, be deemed to be the beneficial owner of the aggregate of 11,528,231 Common Units. These holdings represent approximately 25.0% of the outstanding Common Units.

(4) Please see the information in Item 2 for the aggregate number and percentage of Common Units beneficially owned by the Listed Persons.

(b) The information set forth in Items 7 through 11 of the cover pages hereto is incorporated herein by reference. The executive officers and members of the board of directors of Targa, who are identified in Item 2 hereof, share the power to vote or to direct the vote, and to dispose or to direct the disposition of, the Common Units owned by the Reporting Persons, subject to certain exceptions.

(c) On May 28, 2009, the Board of Directors of the general partner of the Partnership confirmed that, effective May 19, 2009, 100% of the outstanding Subordinated Units converted into Common Units, due to the satisfaction of the conditions described in Section 5.7(b) of the Partnership Agreement. Other than this conversion, which is described in Item 3 hereof, none of the Reporting Persons, or to the Reporting Person's knowledge, the Listed Persons has effected transactions in the Common Units in the past sixty days.

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

receive or the power to direct the receipt of distributions from, or the proceeds from the sale of, Common Units beneficially owned by the Reporting Persons or, to the Reporting Persons' knowledge, the Listed Persons.

(e) Not applicable.

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

The Subordinated Units acquired by the Reporting Persons on February 14, 2007 were acquired in private placements and are restricted securities. The Common Units issued upon conversion of the Subordinated Units continue to be restricted securities. Certain transfer restrictions and voting rights of the Reporting Persons and the allocation of profits and losses among the partners are set forth in the Partnership Agreement, which is incorporated herein by reference. The Common Units issued upon conversion of the Subordinated Units will be pledged to the lenders under the Credit Agreement dated October 31, 2005 between Targa Resources Inc., the lenders named therein, Credit Suisse, as Administrative Agent, Swing Line Lender, Revolving L/C Issuer and Synthetic L/C Issuer, Credit Suisse and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Joint Lead Arrangers, Credit Suisse, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Goldman Sachs Credit Partners L.P., as Joint Bookrunners, Merrill Lynch Capital Corporation, as Syndication Agent, and Bank of America, N.A., Lehman Commercial Paper Inc. and Wachovia Bank, N.A. as Co-Documentation Agents.

Item 7. Material to Be Filed as Exhibits

Exhibit 4.1: First Amended and Restated Limited Partnership Agreement of Targa Resources Partners LP, dated as of February 14, 2007 (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. 1-33303)).

Exhibit 4.2: Amendment No. 1, dated May 13, 2008, to the First Amended and Restated Limited Partnership Agreement 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. 1-33303)).

Exhibit 99.1: Joint Filing Statement among the parties regarding filing of Schedule 13D, dated May 29, 2009.

Signature

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

May 29, 2009

TARGA RESOURCES INVESTMENTS INC.

By: /s/ Paul W. Chung

Name: Paul W. Chung

Title: Executive Vice President, General
Counsel
and Secretary

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Signature

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

May 29, 2009

**TARGA RESOURCES INVESTMENTS SUB
INC.**

By: /s/ Paul W. Chung

Name: Paul W. Chung

Title: Executive Vice President, General
Counsel and Secretary

19

Signature

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

May 29, 2009

TARGA RESOURCES, INC.

By: /s/ Paul W. Chung

Name: Paul W. Chung

Title: Executive Vice President, General
Counsel and Secretary

Signature

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

May 29, 2009

TARGA RESOURCES LLC

By: /s/ Paul W. Chung

Name: Paul W. Chung

Title: Executive Vice President, General
Counsel and Secretary

Signature

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

May 29, 2009

TARGA RESOURCES II LLC

By: /s/ Paul W. Chung

Name: Paul W. Chung

Title: Executive Vice President, General
Counsel and Secretary

Signature

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

May 29, 2009

TARGA RESOURCES HOLDINGS GP LLC

By: /s/ Paul W. Chung

Name: Paul W. Chung

Title: Executive Vice President, General
Counsel and Secretary

Signature

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

May 29, 2009

TARGA RESOURCES HOLDINGS LP

By: Targa Resources Holdings GP LLC, its
general partner

By: /s/ Paul W. Chung

Name: Paul W. Chung

Title: Executive Vice President, General
Counsel and Secretary

Signature

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

May 29, 2009

TARGA MIDSTREAM GP LLC

By: /s/ Paul W. Chung

Name: Paul W. Chung

Title: Executive Vice President, General
Counsel and Secretary

Signature

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

May 29, 2009

**TARGA MIDSTREAM SERVICES LIMITED
PARTNERSHIP**

By: Targa Midstream GP LLC, its general partner

By: /s/ Paul W. Chung

Name: Paul W. Chung

Title: Executive Vice President, General
Counsel and Secretary

Signature

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

May 29, 2009

TARGA GP INC.

By: /s/ Paul W. Chung

Name: Paul W. Chung

Title: Executive Vice President, General
Counsel and Secretary

Signature

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

May 29, 2009

TARGA LP INC.

By: /s/ Paul W. Chung

Name: Paul W. Chung

Title: Executive Vice President, General
Counsel and Secretary

EXHIBIT INDEX

- Exhibit 4.1: First Amended and Restated Limited Partnership Agreement of Targa Resources Partners LP, dated as of February 14, 2007 (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. 1-33303)).
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- Exhibit 99.1: Joint Filing Statement among the parties regarding filing of Schedule 13D, dated May 29, 2009.

Schedule I

Executive Officers of Targa Resources Investments Inc.

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Joe Bob Perkins

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

Principal Occupation: President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 32,100

James W. Whalen

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

Principal Occupation: President Finance and Administration of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 111,152

Michael A. Heim

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

Principal Occupation: Executive Vice President and Chief Operating Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 8,000

Roy E. Johnson

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

Principal Occupation: Executive Vice President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 10,000

Jeffrey J. McParland

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

Principal Occupation: Executive Vice President and Chief Financial Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc. Director/Manager of Investments Sub, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 16,500

Paul W. Chung

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

Principal Occupation: Executive Vice President, General Counsel and Secretary of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 17,500

Directors of Targa Resources Investments Inc.

Charles R. Crisp

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

Principal Occupation: Director of Targa Investments, Targa and several other non-affiliated companies

Citizenship: USA

Amount Beneficially Owned: 9,100

Joe B. Foster

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

Principal Occupation: Director of Targa Investments, Targa and several other non-affiliated companies

Citizenship: USA

Amount Beneficially Owned: 12,700

In Seon Hwang

Address: 466 Lexington Avenue, New York, New York 10017

Principal Occupation: Member and Managing Director of Warburg Pincus LLC

Citizenship: USA

Amount Beneficially Owned: 0

Chansoo Joung

Address: 466 Lexington Avenue, New York, New York 10017

Principal Occupation: Member and Managing Director of Warburg Pincus LLC

Citizenship: USA

Amount Beneficially Owned: 8,000

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Peter R. Kagan

Address: 466 Lexington Avenue, New York, New York 10017

Principal Occupation: Member and Managing Director of Warburg Pincus LLC

Citizenship: USA

Amount Beneficially Owned: 8,000

James W. Whalen

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

Principal Occupation: President Finance and Administration of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 111,152

Chris Tong

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

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

Citizenship: USA

Amount Beneficially Owned: 20,900

Executive Officers of Targa Resources Investments Sub Inc.

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Joe Bob Perkins

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

Principal Occupation: President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 32,100

James W. Whalen

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

Principal Occupation: President Finance and Administration of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 111,152

Michael A. Heim

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

Principal Occupation: Executive Vice President and Chief Operating Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 8,000

Roy E. Johnson

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

Principal Occupation: Executive Vice President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 10,000

Jeffrey J. McParland

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

Principal Occupation: Executive Vice President and Chief Financial Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc. Director/Manager of Investments Sub, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

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Principal Occupation: Executive Vice President, General Counsel and Secretary of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 17,500

Directors of Targa Resources Investments Sub Inc.

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Jeffrey J. McParland

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

Principal Occupation: Executive Vice President and Chief Financial Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc. Director/Manager of Investments Sub, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 16,500

Executive Officers of Targa Resources, Inc.

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Joe Bob Perkins

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

Principal Occupation: President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

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Citizenship: USA

Amount Beneficially Owned: 10,000

Jeffrey J. McParland

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Amount Beneficially Owned: 111,152

Chris Tong

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

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

Citizenship: USA

Amount Beneficially Owned: 20,900

Executive Officers of Targa Resources LLC

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Joe Bob Perkins

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

Principal Occupation: President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 32,100

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Citizenship: USA

Amount Beneficially Owned: 111,152

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

Principal Occupation: Executive Vice President and Chief Operating Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 8,000

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

Principal Occupation: Executive Vice President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

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

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Citizenship: USA

Amount Beneficially Owned: 16,500

Paul W. Chung

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

Principal Occupation: Executive Vice President, General Counsel and Secretary of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 17,500

Managers of Targa Resources LLC

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Jeffrey J. McParland

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

Principal Occupation: Executive Vice President and Chief Financial Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc. Director/Manager of Investments Sub, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 16,500

Executive Officers of Targa Resources II LLC

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Joe Bob Perkins

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

Principal Occupation: President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 32,100

James W. Whalen

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

Principal Occupation: President Finance and Administration of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 111,152

Michael A. Heim

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

Principal Occupation: Executive Vice President and Chief Operating Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 8,000

Roy E. Johnson

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

Principal Occupation: Executive Vice President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 10,000

Jeffrey J. McParland

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

Principal Occupation: Executive Vice President and Chief Financial Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc. Director/Manager of Investments Sub, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 16,500

Paul W. Chung

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

Principal Occupation: Executive Vice President, General Counsel and Secretary of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 17,500

Managers of Targa Resources II LLC

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Jeffrey J. McParland

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

Principal Occupation: Executive Vice President and Chief Financial Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc. Director/Manager of Investments Sub, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 16,500

Executive Officers of Targa Resources Holdings GP LLC

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Joe Bob Perkins

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

Principal Occupation: President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 32,100

James W. Whalen

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

Principal Occupation: President Finance and Administration of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc

Citizenship: USA

Amount Beneficially Owned: 111,152

Michael A. Heim

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

Principal Occupation: Executive Vice President and Chief Operating Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

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Roy E. Johnson

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

Principal Occupation: Executive Vice President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

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Jeffrey J. McParland

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

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Paul W. Chung

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Principal Occupation: Executive Vice President, General Counsel and Secretary of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 17,500

Managers of Targa Resources Holdings GP LLC

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Jeffrey J. McParland

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

Principal Occupation: Executive Vice President and Chief Financial Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc. Director/Manager of Investments Sub, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 16,500

Executive Officers of Targa Midstream GP LLC

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Joe Bob Perkins

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

Principal Occupation: President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

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Principal Occupation: Executive Vice President, General Counsel and Secretary of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 17,500

Managers of Targa Midstream GP LLC

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Jeffrey J. McParland

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

Principal Occupation: Executive Vice President and Chief Financial Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc. Director/Manager of Investments Sub, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 16,500

Executive Officers of Targa GP Inc.

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Joe Bob Perkins

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

Principal Occupation: President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 32,100

James W. Whalen

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

Principal Occupation: President Finance and Administration of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 111,152

Michael A. Heim

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

Principal Occupation: Executive Vice President and Chief Operating Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 8,000

Roy E. Johnson

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

Principal Occupation: Executive Vice President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 10,000

Jeffrey J. McParland

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

Principal Occupation: Executive Vice President and Chief Financial Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc. Director/Manager of Investments Sub, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 16,500

Paul W. Chung

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

Principal Occupation: Executive Vice President, General Counsel and Secretary of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 17,500

Directors of Targa GP Inc.

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Jeffrey J. McParland

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

Principal Occupation: Executive Vice President and Chief Financial Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc. Director/Manager of Investments Sub, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 16,500

Executive Officers of Targa LP Inc.

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Joe Bob Perkins

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

Principal Occupation: President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 32,100

James W. Whalen

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

Principal Occupation: President Finance and Administration of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 111,152

Michael A. Heim

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

Principal Occupation: Executive Vice President and Chief Operating Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 8,000

Roy E. Johnson

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

Principal Occupation: Executive Vice President of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 10,000

Jeffrey J. McParland

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

Principal Occupation: Executive Vice President and Chief Financial Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc. Director/Manager of Investments Sub, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 16,500

Paul W. Chung

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

Principal Occupation: Executive Vice President, General Counsel and Secretary of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 17,500

Directors of Targa LP Inc.

Rene R. Joyce

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

Principal Occupation: Chief Executive Officer and Director/Manager of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 81,000

Jeffrey J. McParland

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

Principal Occupation: Executive Vice President and Chief Financial Officer of Targa Investments, Investments Sub, Targa, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc. Director/Manager of Investments Sub, Resources, Resources II, Resources Holding, Midstream, GP Inc. and LP Inc.

Citizenship: USA

Amount Beneficially Owned: 16,500