

Targa Resources Corp.
Form 10-Q
November 03, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2017

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-34991

TARGA RESOURCES CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

20-3701075

(I.R.S. Employer Identification No.)

1000 Louisiana St, Suite 4300, Houston, Texas

(Address of principal executive offices)

77002

(Zip Code)

(713) 584-1000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was

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required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company
		Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 31, 2017, there were 215,632,882 shares of the registrant’s common stock, \$0.001 par value, outstanding.

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CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS

Targa Resources Corp.'s (together with its subsidiaries, including Targa Resources Partners LP ("the Partnership" or "TRP"), "we," "us," "our," "Targa," "TRC," or the "Company") reports, filings and other public announcements may from time to time contain statements that do not directly or exclusively relate to historical facts. Such statements are "forward-looking statements." You can typically identify forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, by the use of forward-looking statements, such as "may," "could," "project," "believe," "anticipate," "expect," "estimate," "potential," "plan," "forecast" and other similar words.

All statements that are not statements of historical facts, including statements regarding our future financial position, business strategy, budgets, projected costs and plans and objectives of management for future operations, are forward-looking statements.

These forward-looking statements reflect our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors, many of which are outside our control. Important factors that could cause actual results to differ materially from the expectations expressed or implied in the forward-looking statements include known and unknown risks. Known risks and uncertainties include, but are not limited to, the following risks and uncertainties:

- the timing and extent of changes in natural gas, natural gas liquids, crude oil and other commodity prices, interest rates and demand for our services;
- the level and success of crude oil and natural gas drilling around our assets, our success in connecting natural gas supplies to our gathering and processing systems, oil supplies to our gathering systems and natural gas liquid supplies to our logistics and marketing facilities and our success in connecting our facilities to transportation services and markets;
- our ability to access the capital markets, which will depend on general market conditions and the credit ratings for the Partnership's and our debt obligations;
- the amount of collateral required to be posted from time to time in our transactions;
- our success in risk management activities, including the use of derivative instruments to hedge commodity price risks;
- the level of creditworthiness of counterparties to various transactions with us;
- changes in laws and regulations, particularly with regard to taxes, safety and protection of the environment;
- weather and other natural phenomena;
- industry changes, including the impact of consolidations and changes in competition;
- our ability to obtain necessary licenses, permits and other approvals;
- our ability to grow through acquisitions or internal growth projects and the successful integration and future performance of such assets;
- general economic, market and business conditions; and
- the risks described in our Annual Report on Form 10-K for the year ended December 31, 2016 ("Annual Report") and our reports and registration statements filed from time to time with the United States Securities and Exchange Commission ("SEC").

Although we believe that the assumptions underlying our forward-looking statements are reasonable, any of the assumptions could be inaccurate, and, therefore, we cannot assure you that the forward-looking statements included in this Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 ("Quarterly Report") will prove to be accurate. Some of these and other risks and uncertainties that could cause actual results to differ materially from such forward-looking statements are more fully described in our Annual Report. Except as may be required by applicable law, we undertake no obligation to publicly update or advise of any change in any forward-looking statement, whether as a result of new information, future events or otherwise.

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

Bbl	Barrels (equal to 42 U.S. gallons)
BBtu	Billion British thermal units
Bcf	Billion cubic feet
Btu	British thermal units, a measure of heating value
/d	Per day
GAAP	Accounting principles generally accepted in the United States of America
gal	U.S. gallons
GPM	Liquid volume equivalent expressed as gallons per 1000 cu. ft. of natural gas
LACT	Lease Automatic Custody Transfer
LIBOR	London Interbank Offered Rate
LPG	Liquefied petroleum gas
MBbl	Thousand barrels
MMBbl	Million barrels
MMBtu	Million British thermal units
MMcf	Million cubic feet
MMgal	Million U.S. gallons
NGL(s)	Natural gas liquid(s)
NYMEX	New York Mercantile Exchange
NYSE	New York Stock Exchange

Price Index Definitions

C2-OPIS-MB	Ethane, Oil Price Information Service, Mont Belvieu, Texas
C3-OPIS-MB	Propane, Oil Price Information Service, Mont Belvieu, Texas
C5-OPIS-MB	Natural Gasoline, Oil Price Information Service, Mont Belvieu, Texas
EP-PERMIAN	Inside FERC Gas Market Report, El Paso (Permian Basin)
IC4-OPIS-MB	Iso-Butane, Oil Price Information Service, Mont Belvieu, Texas
IF-PB	Inside FERC Gas Market Report, Permian Basin
IF-PEPL	Inside FERC Gas Market Report, Oklahoma Panhandle, Texas-Oklahoma Midpoint
IF-Waha	Inside FERC Gas Market Report, West Texas WAHA
NC4-OPIS-MB	Normal Butane, Oil Price Information Service, Mont Belvieu, Texas
NG-NYMEX	NYMEX, Natural Gas
WTI-NYMEX	NYMEX, West Texas Intermediate Crude Oil

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

TARGA RESOURCES CORP.

CONSOLIDATED BALANCE SHEETS

	September 30, 2017 (Unaudited) (In millions)	December 31, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 114.1	\$ 73.5
Trade receivables, net of allowances of \$0.1 and \$0.9 million at September 30, 2017 and December 31, 2016	710.4	674.6
Inventories	267.4	137.7
Assets from risk management activities	18.7	16.8
Income tax receivable	4.6	67.8
Other current assets	85.6	36.4
Total current assets	1,200.8	1,006.8
Property, plant and equipment	13,692.0	12,518.7
Accumulated depreciation	(3,623.2)	(2,827.7)
Property, plant and equipment, net	10,068.8	9,691.0
Intangible assets, net	2,214.8	1,654.0
Goodwill, net	256.6	210.0
Long-term assets from risk management activities	13.7	5.1
Investments in unconsolidated affiliates	222.1	240.8
Other long-term assets	21.5	63.5
Total assets	\$ 13,998.3	\$ 12,871.2
LIABILITIES, SERIES A PREFERRED STOCK AND OWNERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 1,024.0	\$ 843.5
Liabilities from risk management activities	80.9	49.1
Current debt obligations	528.4	275.0
Total current liabilities	1,633.3	1,167.6
Long-term debt	4,368.6	4,606.0
Long-term liabilities from risk management activities	14.9	26.1
Deferred income taxes, net	728.5	941.2
Other long-term liabilities	497.8	215.1
Contingencies (see Note 18)		
Series A Preferred 9.5% Stock, \$1,000 per share liquidation preference, (1,200,000 shares authorized, issued and outstanding 965,100 shares), net of discount (see Note 12)	209.8	190.8

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Owners' equity:			
Targa Resources Corp. stockholders' equity:			
Common stock (\$0.001 par value, 300,000,000 shares authorized)		0.2	0.2
	Issued	Outstanding	
September 30, 2017	216,214,005	215,632,641	
December 31, 2016	185,234,405	184,720,525	
Preferred stock (\$0.001 par value, after designation of Series A Preferred Stock: 98,800,000 shares authorized, no shares issued and outstanding)			
		—	—
Additional paid-in capital		6,434.9	5,506.2
Retained earnings (deficit)		(360.5)	(187.3)
Accumulated other comprehensive income (loss)		(43.5)	(38.3)
Treasury stock, at cost (581,364 shares as of September 30, 2017 and 513,880 as of December 31, 2016)			
		(35.3)	(32.2)
Total Targa Resources Corp. stockholders' equity		5,995.8	5,248.6
Noncontrolling interests in subsidiaries		549.6	475.8
Total owners' equity		6,545.4	5,724.4
Total liabilities, Series A Preferred Stock and owners' equity		\$13,998.3	\$12,871.2

See notes to consolidated financial statements.

TARGA RESOURCES CORP.

CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months		Nine Months Ended	
	Ended September 30, 2017	2016	2017	2016
	(Unaudited)			
	(In millions, except per share amounts)			
Revenues				
Sales of commodities	\$1,871.5	\$1,398.7	\$5,353.1	\$3,882.9
Fees from midstream services	260.3	253.6	759.0	795.5
Total revenues	2,131.8	1,652.3	6,112.1	4,678.4
Costs and expenses:				
Product purchases	1,663.1	1,222.7	4,737.8	3,378.9
Operating expenses	155.5	143.0	462.7	414.0
Depreciation and amortization expense	208.3	184.0	602.8	563.6
General and administrative expense	49.9	46.1	149.5	138.3
Impairment of property, plant and equipment	378.0	—	378.0	—
Impairment of goodwill	—	—	—	24.0
Other operating (income) expense	0.6	4.9	17.2	6.1
Income (loss) from operations	(323.6)	51.6	(235.9)	153.5
Other income (expense):				
Interest expense, net	(56.1)	(62.7)	(181.2)	(187.0)
Equity earnings (loss)	0.2	(2.2)	(16.6)	(11.4)
Gain (loss) from financing activities	—	—	(16.5)	21.4
Change in contingent considerations	126.8	0.3	125.6	0.3
Other, net	0.2	1.1	(2.7)	0.9
Income (loss) before income taxes	(252.5)	(11.9)	(327.3)	(22.3)
Income tax (expense) benefit	97.4	8.7	132.3	3.9
Net income (loss)	(155.1)	(3.2)	(195.0)	(18.4)
Less: Net income attributable to noncontrolling interests	12.5	7.5	34.3	18.2
Net income (loss) attributable to Targa Resources Corp.	(167.6)	(10.7)	(229.3)	(36.6)
Dividends on Series A Preferred Stock	22.9	22.9	68.8	49.7
Deemed dividends on Series A Preferred Stock	6.5	5.8	19.0	12.3
Net income (loss) attributable to common shareholders	\$(197.0)	\$(39.4)	\$(317.1)	\$(98.6)
Net income (loss) per common share - basic	\$(0.91)	\$(0.23)	\$(1.56)	\$(0.68)
Net income (loss) per common share - diluted	\$(0.91)	\$(0.23)	\$(1.56)	\$(0.68)
Weighted average shares outstanding - basic	215.6	168.0	203.8	145.5
Weighted average shares outstanding - diluted	215.6	168.0	203.8	145.5
Dividends per common share declared for the period	\$0.91	\$0.91	\$2.73	\$2.73

See notes to consolidated financial statements.

TARGA RESOURCES CORP.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Three Months Ended September 30,					
	2017			2016		
	Pre-Tax (Unaudited) (In millions)	Related Income Tax	After Tax	Pre-Tax	Related Income Tax	After Tax
Net income (loss) attributable to Targa Resources Corp.			\$ (167.6)			\$ (10.7)
Other comprehensive income (loss) attributable to Targa Resources Corp.						
Commodity hedging contracts:						
Change in fair value	\$ (106.8)	\$ 40.6	(66.2)	\$ 12.9	\$ (4.9)	8.0
Settlements reclassified to revenues	2.1	(0.9)	1.2	(8.1)	3.1	(5.0)
Other comprehensive income (loss) attributable to Targa Resources Corp.	(104.7)	39.7	(65.0)	4.8	(1.8)	3.0
Comprehensive income (loss) attributable to						
Targa Resources Corp.			\$ (232.6)			\$ (7.7)
Net income (loss) attributable to noncontrolling interests			\$ 12.5			\$ 7.5
Other comprehensive income (loss) attributable to noncontrolling interests						
Commodity hedging contracts:						
Change in fair value	—	—	—	—	—	—
Settlements reclassified to revenues	—	—	—	—	—	—
Other comprehensive income (loss) attributable to noncontrolling interests	—	—	—	—	—	—
Comprehensive income (loss) attributable to noncontrolling interests			\$ 12.5			\$ 7.5
Total						
Net income (loss)			\$ (155.1)			\$ (3.2)
Other comprehensive income (loss)						
Commodity hedging contracts:						
Change in fair value	(106.8)	40.6	(66.2)	12.9	(4.9)	8.0
Settlements reclassified to revenues	2.1	(0.9)	1.2	(8.1)	3.1	(5.0)
Other comprehensive income (loss)	\$ (104.7)	\$ 39.7	(65.0)	\$ 4.8	\$ (1.8)	3.0
Total comprehensive income (loss)			\$ (220.1)			\$ (0.2)

See notes to consolidated financial statements.

TARGA RESOURCES CORP.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Nine Months Ended September 30,					
	2017			2016		
	Pre-Tax	Related Income Tax	After Tax	Pre-Tax	Related Income Tax	After Tax
	(Unaudited)					
	(In millions)					
Net income (loss) attributable to Targa Resources Corp.			\$ (229.3)			\$ (36.6)
Other comprehensive income (loss) attributable to Targa Resources Corp.						
Commodity hedging contracts:						
Change in fair value	\$ (10.5)	\$ 4.1	(6.4)	\$ (64.1)	\$ 24.4	(39.7)
Settlements reclassified to revenues	2.2	(1.0)	1.2	(39.5)	15.0	(24.5)
Other comprehensive income (loss) attributable to Targa Resources Corp.	(8.3)	3.1	(5.2)	(103.6)	39.4	(64.2)
Comprehensive income (loss) attributable to						
Targa Resources Corp.			\$ (234.5)			\$ (100.8)
Net income (loss) attributable to noncontrolling interests			\$ 34.3			\$ 18.2
Other comprehensive income (loss) attributable to noncontrolling interests						
Commodity hedging contracts:						
Change in fair value	—	—	—	23.6	—	23.6
Settlements reclassified to revenues	—	—	—	(11.1)	—	(11.1)
Other comprehensive income (loss) attributable to noncontrolling interests	—	—	—	12.5	—	12.5
Comprehensive income (loss) attributable to noncontrolling interests			\$ 34.3			\$ 30.7
Total						
Net income (loss)			\$ (195.0)			\$ (18.4)
Other comprehensive income (loss)						
Commodity hedging contracts:						
Change in fair value	(10.5)	4.1	(6.4)	(40.5)	24.4	(16.1)
Settlements reclassified to revenues	2.2	(1.0)	1.2	(50.6)	15.0	(35.6)
Other comprehensive income (loss)	\$ (8.3)	\$ 3.1	(5.2)	\$ (91.1)	\$ 39.4	(51.7)
Total comprehensive income (loss)			\$ (200.2)			\$ (70.1)

See notes to consolidated financial statements

TARGA RESOURCES CORP.

CONSOLIDATED STATEMENTS OF CHANGES IN OWNERS' EQUITY AND SERIES A PREFERRED STOCK

	Common Shares (Unaudited) (In millions, except shares in thousands)	Stock Amount	Additional Paid in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Treasury Shares	Treasury Amount	Noncontrolling Interests	Total Owner's Equity	Series A Preferred Stock
Balance, December 31, 2016	184,721	\$0.2	\$5,506.2	\$(187.3)	\$(38.3)	514	\$(32.2)	\$475.8	\$5,724.4	\$190.8
Impact of accounting standard adoption (see Note 3)	—	—	—	56.1	—	—	—	—	56.1	—
Compensation on equity grants	—	—	31.7	—	—	—	—	—	31.7	—
Distribution equivalent rights	—	—	(7.0)	—	—	—	—	—	(7.0)	—
Shares issued under compensation program	258	—	—	—	—	—	—	—	—	—
Shares and units tendered for tax withholding obligations	(67)	—	—	—	—	67	(3.1)	—	(3.1)	—
Issuance of common stock	30,721	—	1,558.4	—	—	—	—	—	1,558.4	—
Series A Preferred Stock dividends										
Dividends	—	—	—	(68.8)	—	—	—	—	(68.8)	—
Dividends in excess of retained earnings	—	—	(68.8)	68.8	—	—	—	—	—	—
Deemed dividends - accretion of beneficial conversion feature	—	—	(19.0)	—	—	—	—	—	(19.0)	19.0
Common stock dividends										
Dividends	—	—	—	(553.2)	—	—	—	—	(553.2)	—
Dividends in excess of retained earnings	—	—	(553.2)	553.2	—	—	—	—	—	—
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(41.8)	(41.8)	—
Contributions from noncontrolling interests	—	—	—	—	—	—	—	93.8	93.8	—
	—	—	(13.4)	—	—	—	—	(12.5)	(25.9)	—

Purchase of noncontrolling interests in subsidiaries, net of tax impact										
Other comprehensive income (loss)	—	—	—	—	(5.2)	—	—	—	(5.2)	—
Net income (loss)	—	—	—	(229.3)	—	—	—	34.3	(195.0)	—
Balance, September 30, 2017	215,633	\$0.2	\$6,434.9	\$(360.5)	\$(43.5)	581	\$(35.3)	\$549.6	\$6,545.4	\$209.8

See notes to consolidated financial statements.

TARGA RESOURCES CORP.

CONSOLIDATED STATEMENTS OF CHANGES IN OWNERS' EQUITY AND SERIES A PREFERRED STOCK

	Common Stock		Additional Paid in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Treasury Shares	Treasury Amount	Noncontrolling Interests	Total Owner's Equity	Series A Preferred Stock
	Shares (Unaudited)	Amount				Shares				
	(In millions, except shares in thousands)									
Balance, December 31, 2015	56,020	\$0.1	\$1,457.4	\$26.9	\$5.7	426	\$(28.7)	\$4,788.8	\$6,250.2	\$—
Compensation on equity grants	—	—	20.0	—	—	—	—	2.2	22.2	—
Distribution equivalent rights	—	—	(6.8)	—	—	—	—	(0.2)	(7.0)	—
Shares issued under compensation program	331	—	—	—	—	—	—	—	—	—
Shares and units tendered for tax withholding obligations	(81)	—	—	—	—	81	(3.1)	(0.1)	(3.2)	—
Issuance of common stock	9,211	—	398.0	—	—	—	—	—	398.0	—
Issuance of Series A preferred and detachable warrants	—	—	796.8	—	—	—	—	—	796.8	173.3
Exercise of warrants - shares settled	3,186.0	—	—	—	—	—	—	—	—	—
Series A Preferred Stock dividends										
Dividends	—	—	—	(49.7)	—	—	—	—	(49.7)	—
Dividends in excess of retained	—	—	(45.9)	45.9	—	—	—	—	—	—

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earnings											
Deemed dividends - accretion of beneficial conversion feature	—	—	(12.3)	—	—	—	—	—	(12.3)	12.3	
Common stock dividends											
Dividends	—	—	—	(349.0)	—	—	—	—	(349.0)	—	
Dividends in excess of retained earnings	—	—	(325.9)	325.9	—	—	—	—	—	—	
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(164.3)	(164.3)	—	
Contributions from noncontrolling interests	—	—	—	—	—	—	—	32.8	32.8	—	
Acquisition of TRP noncontrolling common interests, net of acquisition costs and deferred income taxes	104,526	0.1	3,096.4	—	55.7	—	—	(4,119.7)	(967.5)	—	
Other comprehensive income (loss)	—	—	—	—	(64.1)	—	—	12.4	(51.7)	—	
Net income (loss)	—	—	—	(36.6)	—	—	—	18.2	(18.4)	—	
Balance, September 30, 2016	173,193	\$0.2	\$5,377.7	\$(36.6)	\$(2.7)	507	\$(31.8)	\$570.1	\$5,876.9	\$185.6	

See notes to consolidated financial statements

TARGA RESOURCES CORP.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended September 30, 2017 2016 (Unaudited) (In millions)	
Cash flows from operating activities		
Net income (loss)	\$(195.0)	\$(18.4)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Amortization in interest expense	8.8	12.1
Compensation on equity grants	31.7	22.2
Depreciation and amortization expense	602.8	563.6
Impairment of property, plant and equipment	378.0	—
Impairment of goodwill	—	24.0
Accretion of asset retirement obligations	3.0	3.5
Increase (decrease) in redemption value of mandatorily redeemable preferred interests	8.5	(18.8)
Deferred income tax expense (benefit)	(132.6)	(3.9)
Equity (earnings) loss of unconsolidated affiliates	16.6	11.4
Distributions of earnings received from unconsolidated affiliates	8.4	1.8
Risk management activities	13.8	11.7
(Gain) loss on sale or disposition of assets	16.6	5.7
(Gain) loss from financing activities	16.5	(21.4)
Change in contingent considerations included in Other expense (income)	(125.6)	(0.3)
Changes in operating assets and liabilities, net of business acquisitions:		
Receivables and other assets	67.8	(94.1)
Inventories	(136.4)	(27.8)
Accounts payable and other liabilities	(51.0)	89.4
Net cash provided by operating activities	531.9	560.7
Cash flows from investing activities		
Outlays for property, plant and equipment	(866.6)	(425.0)
Outlays for business acquisition, net of cash acquired	(570.8)	—
Investments in unconsolidated affiliates	(7.5)	(4.6)
Return of capital from unconsolidated affiliates	2.2	3.4
Other, net	(14.8)	4.2
Net cash used in investing activities	(1,457.5)	(422.0)
Cash flows from financing activities		
Debt obligations:		
Proceeds from borrowings under credit facilities	2,406.0	1,497.0
Repayments of credit facilities	(1,966.0)	(1,942.0)
Proceeds from borrowings under accounts receivable securitization facility	281.6	121.4
Repayments of accounts receivable securitization facility	(278.5)	(115.7)
Open market purchases of senior notes	—	(534.3)
Redemption of senior notes and term loan	(447.6)	—
Proceeds from issuance of common stock	1,573.4	401.0

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Proceeds from issuance of preferred stock and warrants	—	994.1
Costs incurred in connection with financing arrangements	(15.1)	(46.1)
Repurchase of shares and units under compensation plans	(3.1)	(3.2)
Purchase of noncontrolling interests in subsidiary	(12.5)	—
Contributions from noncontrolling interests	93.8	32.8
Distributions to noncontrolling interests	(33.4)	(16.8)
Distributions to Partnership unitholders	(8.4)	(147.5)
Dividends paid to common and Series A preferred shareholders	(624.0)	(378.2)
Payments of distribution equivalent rights	—	(0.3)
Net cash provided by (used in) financing activities	966.2	(137.8)
Net change in cash and cash equivalents	40.6	0.9
Cash and cash equivalents, beginning of period	73.5	140.2
Cash and cash equivalents, end of period	\$114.1	\$141.1

See notes to consolidated financial statements.

TARGA RESOURCES CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Except as noted within the context of each footnote disclosure, the dollar amounts presented in the tabular data within these footnote disclosures are stated in millions of dollars.

Note 1 — Organization and Operations

Our Organization

Targa Resources Corp. (“TRC”) is a publicly traded Delaware corporation formed in October 2005. Our common stock is listed on the New York Stock Exchange under the symbol “TRGP.” In this Quarterly Report, unless the context requires otherwise, references to “we,” “us,” “our,” “the Company” or “Targa” are intended to mean our consolidated business and operations.

Our Operations

The Company is engaged in the business of:

- gathering, compressing, treating, processing and selling natural gas;
- storing, fractionating, treating, transporting and selling NGLs and NGL products, including services to LPG exporters;
- gathering, storing, terminaling and selling crude oil; and
- storing, terminaling and selling refined petroleum products.

See Note 21 – Segment Information for certain financial information regarding our business segments.

Note 2 — Basis of Presentation

We have prepared these unaudited consolidated financial statements in accordance with GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not

include all of the information and footnotes required by GAAP for complete financial statements. While we derived the year-end balance sheet data from audited financial statements, this interim report does not include all disclosures required by GAAP for annual periods. These unaudited consolidated financial statements and other information included in this Quarterly Report should be read in conjunction with our consolidated financial statements and notes thereto included in our Annual Report.

The unaudited consolidated financial statements for the three and nine months ended September 30, 2017 include all adjustments that we believe are necessary for a fair statement of the results for interim periods. All significant intercompany balances and transactions have been eliminated in consolidation. Certain amounts in prior periods may have been reclassified to conform to the current year presentation.

Our financial results for the three and nine months ended September 30, 2017 are not necessarily indicative of the results that may be expected for the full year.

One of our indirect subsidiaries is the sole general partner of Targa Resources Partners LP (“the Partnership” or “TRP”). Prior to February 17, 2016, our interests in the Partnership consisted of the following:

- a 2% general partner interest, which we hold through our 100% ownership interest in the general partner of the Partnership;
 - all Incentive Distribution Rights (“IDRs”);
 - 16,309,594 common units representing limited partner interests in the Partnership (“common units”), representing an 8.8% limited partnership interest; and
 - a Special GP Interest representing retained tax benefits related to the contribution to the Partnership from us of the Atlas Pipeline Partners, L.P. (“APL”) general partner interest acquired in the Atlas Energy L.P. (“ATLS”) merger.
- On February 17, 2016, we completed the transactions contemplated by the Agreement and Plan of Merger (the “TRC/TRP Merger Agreement,” and such transactions, the “TRC/TRP Merger” or “Buy-in Transaction”), dated November 2, 2015, by and among us, the general partner of TRP, TRC and Spartan Merger Sub LLC, a subsidiary of us (“Merger Sub”) and we acquired indirectly all of the

outstanding TRP common units that we and our subsidiaries did not already own. Upon the terms and conditions set forth in the TRC/TRP Merger Agreement, Merger Sub merged with and into TRP, with TRP continuing as the surviving entity and as a subsidiary of TRC.

At the effective time of the TRC/TRP Merger, each outstanding TRP common unit not owned by us or our subsidiaries was converted into the right to receive 0.62 shares of our common stock. We issued 104,525,775 shares of our common stock to third-party unitholders of the common units of the Partnership in exchange for all of the 168,590,009 outstanding common units of the Partnership that we previously did not own. No fractional shares were issued in the TRC/TRP Merger, and TRP common unitholders instead received cash in lieu of fractional shares. There were no changes to our other interests in the Partnership.

TRP's 5,000,000 9.0% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (the "Preferred Units") remain outstanding after the TRC/TRP Merger. The Preferred Units are listed on the NYSE under "NGLS PRA" and are publicly traded. The Preferred Units are reported as noncontrolling interests in our financial statements.

As we continued to control the Partnership after the TRC/TRP Merger, the resulting change in our ownership interest was accounted for as an equity transaction, which is reflected on our Consolidated Balance Sheets as a reduction of noncontrolling interests and a corresponding increase in common stock and additional paid in capital. The TRC/TRP Merger was a taxable exchange that resulted in a book/tax difference in the basis of the underlying assets acquired (our investment in TRP). The tax impact is presented as a reduction of additional paid-in capital consistent with the accounting for tax effects of transactions with noncontrolling interests.

The earnings recorded by TRP that were attributed to its common units held by the public prior to February 17, 2016 are reflected within Net income attributable to noncontrolling interests in our Consolidated Statements of Operations for periods prior to the merger date.

On October 19, 2016, TRP executed the Third Amended and Restated Agreement of Limited Partnership of Targa Resources Partners LP (the "Third A&R Partnership Agreement"), effective as of December 1, 2016. The Third A&R Partnership Agreement (i) eliminated the IDRs held by the General Partner, and related distribution and allocation provisions, (ii) eliminated the Special GP Interest held by the General Partner, (iii) provided the ability to declare monthly distributions in addition to quarterly distributions, (iv) modified certain provisions relating to distributions from available cash, (v) eliminated the Class B Unit provisions and (vi) made changes to reflect the passage of time and removed provisions that were no longer applicable. In connection with the Third A&R Partnership Agreement, on December 1, 2016, TRP issued to the General Partner (i) 20,380,286 Common Units and 424,590 General Partner Units in exchange for the elimination of the IDRs and (ii) 11,267,485 Common Units and 234,739 General Partner Units in exchange for the elimination of the Special GP Interest.

We have historically calculated the provision for income taxes during interim reporting periods by applying an estimate of the annual effective tax rate for the full fiscal year to ordinary income or loss (pretax income or loss excluding unusual or infrequently occurring discrete items) for the reporting period. When calculating the annual estimated effective income tax rate for the nine months ended September 30, 2017, we were subject to a loss limitation rule because the year-to-date ordinary loss is expected to exceed the full-year expected ordinary loss. The tax benefit for that year-to-date ordinary loss was limited to the amount that would be recognized if the year-to-date ordinary loss were the anticipated ordinary loss for the full year. This requires us to use our statutory rate of 37.3% rather than the annual estimated effective tax rate to calculate the benefit for the period.

Note 3 — Significant Accounting Policies

Accounting Policy Updates

The accounting policies that we follow are set forth in Note 3 – Significant Accounting Policies of the Notes to Consolidated Financial Statements in our Annual Report. There were no significant updates or revisions to our policies during the nine months ended September 30, 2017, except as noted below.

Recent Accounting Pronouncements

Revenue from Contracts with Customers

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606), which supersedes the revenue recognition requirements in Topic 605, Revenue Recognition, and most industry-specific guidance. The update also creates a new Subtopic 340-40, Other Assets and Deferred Costs – Contracts with Customers, which provides guidance for the incremental costs of obtaining a contract with a customer and those costs incurred in fulfilling a contract with a customer that are not in the scope of another topic. The new revenue standard requires that entities should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the

consideration to which the entities expect to be entitled in exchange for those goods or services. To achieve that core principle, the standard requires a five step process of (1) identifying the contracts with customers, (2) identifying the performance obligations in the contracts, (3) determining the transaction price, (4) allocating the transaction price to the performance obligations, and (5) recognizing revenue when, or as, the performance obligations are satisfied. The amendment also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

With the issuance in August 2015 of ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, the revenue recognition standard is effective for the annual period beginning after December 15, 2017, and for annual and interim periods thereafter. Earlier adoption is permitted for annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. We must retrospectively apply the new revenue recognition standard to transactions in all prior periods presented, but will have a choice between either (1) restating each prior period presented or (2) presenting a cumulative effect adjustment in the period the standard is adopted.

In March 2016, the FASB issued ASU 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations. The amendments in this update improve the operability and understandability of the implementation guidance on principal versus agent considerations, including clarifying that an entity should determine whether it is a principal or an agent for each specified good or service promised to a customer. These amendments are effective for fiscal years, and interim periods within those years, beginning on or after December 15, 2017, with early adoption permitted.

In April 2016, the FASB issued ASU 2016-10, Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing. These amendments clarify the guidance on identification of performance obligations and licensing. The amendments include that entities do not have to decide if goods and services are performance obligations if they are considered immaterial in the context of a contract. Entities are also permitted to account for the shipping and handling that takes place after the customer has gained control of the goods as actions to fulfill the contract rather than separate services. In order to identify a performance obligation in a customer contract, an entity has to determine whether the goods or services are distinct, and ASU No. 2016-10 clarifies how the determination can be made.

In May 2016, the FASB issued ASU 2016-12, Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients. These amendments address certain implementation issues related to assessing collectability, presentation of sales taxes, noncash consideration, and completed contracts and contract modifications at transition, and also provide additional practical expedients.

In December 2016, the FASB issued ASU 2016-20, Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers. The amendments in this update clarify the disclosure requirements for performance obligations, provide optional exemptions from the disclosure requirement for remaining performance obligations for specific situations in which an entity need not estimate variable consideration to recognize revenue and provide clarified guidance regarding impairment testing of capitalized contract costs.

We have disaggregated contracts within our two segments and are in the process of completing our review of contracts and transaction types with counterparties in order to evaluate how the new standard would impact our current revenue recognition and disclosure policies upon adoption.

Gathering and Processing Segment

Based on our progress to date, we have preliminarily concluded that the contracts within our Gathering and Processing segment where we purchase and obtain control of the entire natural gas stream are contracts with suppliers rather than customers and therefore, not included in the scope of Topic 606. However, these supplier contracts are subject to updated guidance in ASC 705, Cost of Sales and Services, whereby any embedded fees within such contracts, which historically have been reported as “Fees from midstream services,” will be reported instead as a reduction of “Product purchases” upon adoption of Topic 606. In addition, we have concluded that in most cases, we are acting as the principal in the sale of hydrocarbons to end customers. We are continuing to assess certain Gathering and Processing contracts whereby we obtain control over some, but not all, of the natural gas and natural gas liquids stream, including arrangements where the producer takes or may elect to take a portion of the merchantable gas and/or natural gas liquids in kind. Specifically, when such arrangements contain both a service revenue element and a supply element, we are in the process of determining how each element should be measured.

Logistics and Marketing Segment

At this time, we are not anticipating a significant change in revenue recognition for the contracts within our Logistics and Marketing segment, although the potential effects of contributions in aid of construction (which may also affect certain Gathering and Processing contracts where we are acting as an agent for the producer), tiered pricing, and excess fuel are currently being evaluated. We are also anticipating additional disclosures for fixed consideration allocated to performance obligations that are unsatisfied (or partially

unsatisfied) as of the end of the current reporting period, separate presentation of revenue from contracts with customers and non-customer revenue (i.e. the effects of derivative activity and lease revenue) as well as unbilled receivables and deferred revenue.

The new revenue recognition standard is effective for us on January 1, 2018, and currently we plan to adopt using the modified retrospective method and will recognize a cumulative effect adjustment, if any, in the first quarter of 2018. However, we will continue to evaluate our planned adoption method based on our views regarding stakeholder needs and a final determination on remaining accounting matters still under evaluation. We have also established a cross-functional team to assist with the implementation through documentation of process changes, identification of implementation risks, update and development of mitigating controls, determination of data requirements, and identification of changes in system mapping and configuration.

Leases

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). The amendments in this update require, among other things, that lessees recognize the following for all leases (with the exception of short-term leases) at the commencement date: (1) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Lessees and lessors must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. We expect to adopt the amendments in the first quarter of 2019 and are currently evaluating the impacts of the amendments to our consolidated financial statements and accounting practices for leases.

Measurement of Credit Losses on Financial Instruments

In June 2016, the FASB issued ASU 2016-13, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. These amendments change the measurement of credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The amendments in this update affect investments in loans, investments in debt securities, trade receivables, net investments in leases, off-balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash. The amendments replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. We expect to adopt this guidance on January 1, 2019, and are continuing to evaluate the impact on our measurement of credit losses.

Cash Flow Classification

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force). These amendments clarify how entities should classify certain cash receipts and cash payments in the statement of cash flows related to the following transactions: (1) debt prepayment or extinguishment costs; (2) settlement of zero-coupon debt instruments or other debt instruments with coupon rates that are insignificant in relation to the effective interest rate of the borrowing; (3) contingent consideration payments made after a business combination; (4) proceeds from the settlement of insurance claims; (5) proceeds from the settlement of corporate-owned life insurance; (6) distributions received from equity method investees; and (7) beneficial interests in securitization transactions. Additionally, the update clarifies how the predominance principle should be applied when cash receipts and cash payments have aspects of more than one class of cash flows. These amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2017, with early adoption permitted. We plan to adopt the applicable amendments in the first quarter of 2018 and expect a minimal effect on our consolidated financial statements.

Recognition of Intra-Entity Transfers of Assets Other than Inventory

In October 2016, the FASB issued ASU 2016-16, Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other than Inventory. The amendments in this update are intended to improve the accounting for the income tax consequences of intra-entity transfers of assets other than inventory. Current GAAP prohibits the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party or otherwise recovered, which is an exception to the principle of comprehensive recognition of current and deferred income taxes in GAAP. This update eliminates the exception by requiring entities to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs.

We early adopted the applicable amendments in first quarter of 2017 on a modified retrospective basis which resulted in a cumulative effect adjustment on retained earnings as of January 1, 2017 of \$56.1 million in order to recognize unamortized tax expense previously deferred of \$40.1 million and deferred tax assets previously unrecognized of \$96.2 million. We did not have intra-entity transfers of assets other than inventory during the current period.

Business Combinations

In January 2017, the FASB issued ASU 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business. The amendments clarify the definition of a business to assist entities with evaluating whether transactions should be accounted for as

acquisitions (or disposals) of assets or businesses by providing an initial required screen to determine when an integrated set of assets and activities is not a business. The screen requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. This screen reduces the number of transactions that need to be further evaluated. If the screen is not met, then the amendments (1) require that to be considered a business, a set must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output and (2) remove the evaluation of whether a market participant could replace missing elements. The amendments also provide a framework to assist entities in evaluating whether both an input and a substantive process are present. These amendments are effective for annual periods beginning after December 15, 2017, including interim periods within those periods, with early application permitted for transactions that have not been previously reported. We will apply this guidance to all transactions completed subsequent to our adoption of these amendments.

Impairment of Goodwill

In January 2017, FASB issued ASU 2017-04, Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment, which eliminates Step 2 from the goodwill impairment test. Step 2 required entities to compute the implied fair value of goodwill if it was determined that the carrying amount of a reporting unit exceeded its fair value. Under the amendments in this update, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. The goodwill impairment recognized should not exceed the total amount of goodwill allocated to that reporting unit. Additionally, an entity should consider income tax effects from any tax deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. These amendments are effective for annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. We expect to apply these amendments for our annual goodwill impairment test as of November 30, 2017. Had we applied this new guidance for our November 2016 impairment test date, the full balance of our goodwill would have been impaired. We expect to apply these amendments for our annual goodwill impairment test as of November 30, which may result in impairment of goodwill for 2017.

Other Income

In February 2017, FASB issued ASU 2017-05, Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20), which clarifies the scope of Subtopic 610-20 and adds guidance for partial sales of nonfinancial assets. Specifically, the amendments clarify that the guidance applies to all nonfinancial assets and in substance nonfinancial assets unless other specific guidance applies and defines "in substance financial asset" as an asset or group of assets for which substantially all of the fair value consists of nonfinancial assets and the group or subsidiary is not a business. These amendments also impact the accounting for partial sales of nonfinancial assets, whereby an entity that transfers its controlling interest in a nonfinancial asset, but retains a noncontrolling ownership interest, will measure the retained interest at fair value resulting in the full gain/loss recognition upon sale. These amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2017, with early adoption permitted. We are currently evaluating the effect of such amendments on our consolidated financial statements.

Stock Compensation – Scope of Modification Accounting

In May 2017, FASB issued ASU 2017-09, Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting, which clarifies when changes to the terms or conditions of a share-based payment award must be

accounted for as modifications. Under the new guidance, an entity will apply modification accounting only if the fair value, vesting conditions or the classification of the award changes as a result of the change in terms or conditions of a share-based payment award. In addition, the new guidance clarifies that regardless of whether an entity is required to apply modification accounting, the existing disclosure requirements and other aspects of GAAP associated with modifications continue to apply. These amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2017, with early adoption permitted. We early adopted the applicable amendments in the second quarter of 2017 and will apply the new guidance prospectively to any awards modified on or after the adoption date.

Financial Instruments with Down Round Features

In July 2017, FASB issued ASU 2017-11, Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815): (Part I) Accounting for Certain Financial Instruments with Down Round Features, (Part II) Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests with a Scope Exception. The amendments in this update are intended to simplify the accounting for certain equity-linked financial instruments and embedded features with down round features that result in the strike price being reduced on the basis of the pricing of future equity offerings. Under the new guidance, a down round feature will no longer need to be considered when determining whether certain financial instruments or embedded features should be classified as liabilities

or equity instruments. That is, a down round feature will no longer preclude equity classification when assessing whether an instrument or embedded feature is indexed to an entity's own stock. In addition, the amendments clarify existing disclosure requirements for equity-classified instruments. These amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, with early adoption permitted. We early adopted the applicable amendments in the second quarter of 2017 on a retrospective basis noting no effect on our consolidated financial statements.

Targeted Improvements to Accounting for Hedge Activities

In August 2017, FASB issued ASU 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedge Activities, which are intended to better align risk management activities and financial reporting for hedging relationships. The new guidance covers multiple aspects of hedge accounting: (1) changes the way in which ineffectiveness is accounted, (2) allows for new hedge strategies, and (3) changes hedge disclosures. Under the new guidance, companies will have the option to perform a qualitative quarterly effectiveness assessment once the initial quantitative test has been performed. In addition, any ineffectiveness that exists is required to be recorded in other comprehensive income instead of in earnings as is required under current guidance. Several new hedging strategies will be allowed to be given hedge accounting treatment, most of which involve the hedging of contractually specified components. Lastly, disclosure requirements will be updated to (1) require that hedge income be presented on the same line item as the related hedged item, (2) require hedge program objectives to be disclosed, and (3) eliminate the requirement to separately disclose ineffectiveness. These amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, with early adoption permitted. We plan to adopt the applicable amendments in the first quarter of 2018 and expect an immaterial effect on our consolidated financial statements.

Note 4 – Acquisitions and Divestitures

2017 Acquisitions

Permian Acquisition

On March 1, 2017, Targa completed the purchase of 100% of the membership interests of Outrigger Delaware Operating, LLC, Outrigger Southern Delaware Operating, LLC (together “New Delaware”) and Outrigger Midland Operating, LLC (“New Midland” and together with New Delaware, the “Permian Acquisition”).

We paid \$484.1 million in cash at closing on March 1, 2017, and paid an additional \$90.0 million in cash on May 30, 2017 (collectively, the “initial purchase price”). Subject to certain performance-linked measures and other conditions, additional cash of up to \$935.0 million may be payable to the sellers of New Delaware and New Midland in potential earn-out payments that would occur in 2018 and 2019. The potential earn-out payments will be based upon a multiple of realized gross margin from contracts that existed on March 1, 2017.

New Delaware's gas gathering and processing and crude gathering assets are located in Loving, Winkler, Pecos and Ward counties in Texas. The operations are backed by producer dedications of more than 145,000 acres under long-term, largely fee-based contracts, with an average weighted contract life of 14 years. The New Delaware assets include 70 MMcf/d of processing capacity, and we are in the process of installing a 60 MMcf/d plant, known as the Oahu Plant, in the Delaware Basin with expectations of commencing operations in the fourth quarter of 2017. Currently, there is 40 MBbl/d of crude gathering capacity on the New Delaware system. Since March 1, 2017, financial and statistical data of New Delaware have been included in Sand Hills operations.

New Midland's gas gathering and processing and crude gathering assets are located in Howard, Martin and Borden counties in Texas. The operations are backed by producer dedications of more than 105,000 acres under long-term, largely fee-based contracts, with an average weighted contract life of 13 years. The New Midland assets include 10 MMcf/d of processing capacity. Currently, there is 40 MBbl/d of crude gathering capacity on the New Midland system. Since March 1, 2017, financial and statistical data of New Midland have been included in SAOU operations.

New Delaware's gas gathering and processing assets were connected to our Sand Hills system in the first quarter of 2017, and the New Midland's gas gathering and processing assets were connected to our existing WestTX system in October 2017. We believe connecting the acquired assets to our legacy Permian footprint creates operational and capital synergies, and will afford enhanced flexibility in serving our producer customers.

On January 26, 2017, we completed a public offering of 9,200,000 shares of our common stock (including the shares sold pursuant to the underwriters' overallotment option) at a price to the public of \$57.65, providing net proceeds of \$524.2 million. We used the net proceeds from this public offering to fund the cash portion of the Permian Acquisition purchase price due upon closing and for general corporate purposes.

The acquired businesses contributed revenues of \$75.2 million and a net loss of \$13.4 million to us for the period from March 1, 2017 to September 30, 2017, and are reported in our Gathering and Processing segment. As of September 30, 2017, we had incurred \$5.6 million of acquisition-related costs. These expenses are included in Other expense in our Consolidated Statements of Operations for the nine months ended September 30, 2017.

Pro Forma Impact of Permian Acquisition on Consolidated Statement of Operations

The following summarized unaudited pro forma Consolidated Statement of Operations information for the nine months ended September 30, 2017 and September 30, 2016 assumes that the Permian Acquisition occurred as of January 1, 2016. We prepared the following summarized unaudited pro forma financial results for comparative purposes only. The summarized unaudited pro forma information may not be indicative of the results that would have occurred had we completed this acquisition as of January 1, 2016, or that would be attained in the future.

	Three Months		Nine Months Ended	
	Ended September 30, 2017	2016	2017	2016
	Pro	Pro	Pro	Pro
	Forma	Forma	Forma	Forma
Revenues	\$2,131.8	\$1,663.0	\$6,126.2	\$4,697.3
Net income (loss)	(154.8)	(11.1)	(196.0)	(47.1)

The pro forma consolidated results of operations amounts have been calculated after applying our accounting policies, and making the following adjustments to the unaudited results of the acquired businesses for the periods indicated:

✶ Reflect the amortization expense resulting from the fair value of intangible assets recognized as part of the Permian Acquisition.

✶ Reflect the change in depreciation expense resulting from the difference between the historical balances of the Permian Acquisition's property, plant and equipment, net, and the fair value of property, plant and equipment acquired.

✶ Exclude \$5.6 million of acquisition-related costs incurred as of September 30, 2017 from pro forma net income for the nine months ended September 30, 2017. Pro forma net income for the nine months ended September 30, 2016 was adjusted to include those charges.

✶ Reflect the income tax effects of the above pro forma adjustments.

The following table summarizes the consideration transferred to acquire New Delaware and New Midland:

Fair Value of Consideration Transferred:	
Cash paid, net of \$3.3 million cash acquired	\$570.8
Contingent consideration valuation as of the acquisition date	416.3
Total	\$987.1

We accounted for the Permian Acquisition as an acquisition of a business under purchase accounting rules. The assets acquired and liabilities assumed related to the Permian Acquisition were recorded at their fair values as of the closing date of March 1, 2017. The fair value of the assets acquired and liabilities assumed at the acquisition date is shown below:

	March 1, 2017
Fair value determination (final):	
Trade and other current receivables, net	\$6.7
Other current assets	0.6
Property, plant and equipment	255.8
Intangible assets	692.3
Current liabilities	(14.1)
Other long-term liabilities	(0.8)
Total identifiable net assets	940.5
Goodwill	46.6
Total fair value of assets acquired and liabilities assumed	\$987.1

Under the acquisition method of accounting, the assets acquired and liabilities assumed are recognized at their estimated fair values, with any excess of the purchase price over the estimated fair value of the identifiable net assets acquired recorded as goodwill. Such

excess of purchase price over the fair value of net assets acquired was approximately \$46.6 million, which was recorded as goodwill. The goodwill is attributable to expected operational and capital synergies. The goodwill is amortizable for tax purposes.

The fair value of assets acquired included trade receivables of \$6.7 million, substantially all of which has been subsequently collected.

The valuation of the acquired assets and liabilities was prepared using fair value methods and assumptions including projections of future production volumes and cash flows, benchmark analysis of comparable public companies, expectations regarding customer contracts and relationships, and other management estimates. The fair value measurements of assets acquired and liabilities assumed are based on inputs that are not observable in the market and therefore represent Level 3 inputs, as defined in Note 17 – Fair Value Measurements. These inputs require significant judgments and estimates at the time of valuation.

During the three months ended June 30, 2017, we recorded measurement period adjustments to our preliminary acquisition date fair values due to the refinement of our valuation models, assumptions and inputs, including forecasts of future volumes, capital expenditures and operating expenses. The measurement period adjustments were based upon information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the measurement of the amounts recognized at that date. We recognized these measurement period adjustments in the three months ended June 30, 2017, with the effect in the Consolidated Statements of Operations resulting from the change to the provisional amounts calculated as if the acquisition had been completed at March 1, 2017. During the three months ended June 30, 2017, the acquisition date fair value of contingent consideration liability decreased by \$45.3 million, intangible assets increased by \$66.7 million, and other assets, net, increased by \$0.4 million, which resulted in a decrease in goodwill of \$112.4 million. These adjustments resulted in an increase in depreciation and amortization expense of \$0.4 million recorded for the three months ended June 30, 2017.

During the three months ended September 30, 2017, we finalized the purchase price allocation with no additional measurement period adjustments.

Contingent Consideration

A contingent consideration liability arising from potential earn-out payments in connection with the Permian Acquisition has been recognized at its fair value. We agreed to pay up to an additional \$935.0 million in potential earn-out payments that would occur in 2018 and 2019. The acquisition date fair value of the potential earn-out payments of \$416.3 million was recorded within Other long-term liabilities on our Consolidated Balance Sheets. Changes in the fair value of this liability (that were not accounted for as revisions of the acquisition date fair value) are included in earnings. During the three and nine months ended September 30, 2017, we recognized \$126.6 million

and \$125.5 million as Other income related to the change in fair value of the contingent consideration. See Note 11 – Other Long-term Liabilities and Note 17 – Fair Value Measurements for additional discussion of the change in fair value and the fair value methodology.

As of September 30, 2017, the fair value of the first potential earn-out payment of \$5.9 million has been recorded as a component of Accounts payable and accrued liabilities, which are included within current liabilities on our Consolidated Balance Sheets. As of September 30, 2017, the fair value of the second potential earn-out payment of \$284.9 million has been recorded within Other long-term liabilities on our Consolidated Balance Sheets.

Flag City Acquisition

On May 9, 2017, we purchased all of the equity interests in Flag City Processing Partners, LLC ("FCCP") from Boardwalk Midstream, LLC ("Boardwalk") and all of the equity interests in FCCP Pipeline, LLC from Boardwalk Field Services, LLC ("BFS") for a base purchase price of \$60.0 million subject to customary closing adjustments. The final adjustment to the base purchase price paid to Boardwalk was an additional \$3.6 million. As part of the acquisition (the "Flag City Acquisition"), we acquired a natural gas processing plant with 150 MMcf/d of operating capacity (the "Flag City Plant") located in Jackson County, Texas; 24 miles of gas gathering pipeline systems and related rights-of-ways located in Bee and Karnes counties in Texas; 102.1 acres of land surrounding the Flag City Plant; and a limited number of gas supply contracts.

The gas processing activities under the Flag City Plant contracts have been transferred to our Silver Oak Plants. We have shut down the Flag City Plant and are moving the plant and its component parts to other Targa locations.

We accounted for this purchase as an asset acquisition and have capitalized less than \$0.1 million of acquisition related costs as a component of the cost of assets acquired, which resulted in an allocation of \$52.3 million of property, plant and equipment, \$7.7 million of intangible assets for customer contracts and \$3.6 million of current assets and liabilities, net.

Purchase of Outstanding Silver Oak II Interest

Effective as of June 1, 2017, we repurchased from SN Catarina, LLC (a subsidiary of Sanchez Energy Corp.) their 10% interest in our consolidated Silver Oak II Gas processing facility and other related assets located in Bee County, Texas for a purchase price of \$12.5 million. The change in our ownership interest was accounted for as an equity transaction representing the acquisition of a noncontrolling interest and no gain or loss was recognized in our Consolidated Statements of Operations as a result.

2017 Divestiture

Sale of Venice Gathering System, L.L.C.

Through our 76.8% ownership interest in Venice Energy Services Company, L.L.C. (“VESCO”), we have operated the Venice Gas Plant and the Venice gathering system. On April 4, 2017, VESCO entered into a purchase and sale agreement with Rosefield Pipeline Company, LLC, an affiliate of Arena Energy, LP, to sell its 100% ownership interests in Venice Gathering System, L.L.C. (“VGS”), a Delaware limited liability company engaged in the business of transporting natural gas in interstate commerce, under authorization granted by and subject to the jurisdiction of the Federal Energy Regulatory Commission (“FERC”), for approximately \$0.4 million in cash. Additionally, the VGS asset retirement obligations (“ARO”) were assumed by the buyer. VGS owns and operates a natural gas gathering system in the Gulf of Mexico. Historically, VGS has been reported in our Gathering and Processing segment. After the sale of VGS, we continue to operate the Venice Gas Plant through our ownership in VESCO. Targa Midstream Services LLC continued to operate the Venice gathering system for four months after closing pursuant to a Transition Services Agreement with VGS.

As a result of the April 4, 2017 sale, we recognized a loss of \$16.1 million in our Consolidated Statements of Operations for the three months ended March 31, 2017 as part of Other operating (income) expense to impair our basis in the VGS net assets to its fair value.

2017 Joint Venture

Grand Prix Joint Venture

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In May 2017, we announced plans to construct a new common carrier NGL pipeline. The NGL pipeline (“Grand Prix”) will transport volumes from the Permian Basin and our North Texas system to our fractionation and storage complex in the NGL market hub at Mont Belvieu, Texas. Grand Prix will be supported by our volumes and other third party customer commitments, and is expected to be in service in the second quarter of 2019. The capacity of the pipeline from the Permian Basin will be approximately 300 MBbl/d, expandable to 550 MBbl/d.

In September 2017, we sold to funds managed by Blackstone Energy Partners (“Blackstone”) a 25% interest in our consolidated subsidiary, Grand Prix Pipeline LLC (the “Grand Prix Joint Venture”). We are the operator and construction manager of Grand Prix. Our share of total growth capital expenditures for Grand Prix is expected to be approximately \$975 million, with approximately \$275 million of spending in 2017.

Concurrent with the sale of the minority interest in the Grand Prix Joint Venture to Blackstone, we and EagleClaw Midstream Ventures, LLC (“EagleClaw”), a Blackstone portfolio company, executed a long-term Raw Product Purchase Agreement for transportation and fractionation whereby EagleClaw has dedicated and committed significant NGLs associated with EagleClaw’s natural gas volumes produced or processed in the Delaware Basin.

Note 5 — Inventories

	September 30, 2017	December 31, 2016
Commodities	\$ 255.6	\$ 126.9
Materials and supplies	11.8	10.8
	\$ 267.4	\$ 137.7

Note 6 — Property, Plant and Equipment and Intangible Assets

	September 30, 2017	December 31, 2016	Estimated Useful Lives (In Years)
Gathering systems	\$ 6,900.8	\$ 6,626.8	5 to 20
Processing and fractionation facilities	3,577.9	3,390.2	5 to 25
Terminals and storage facilities	1,238.0	1,205.0	5 to 25
Transportation assets	343.2	451.4	10 to 25
Other property, plant and equipment	284.9	274.2	3 to 25
Land	123.8	121.3	—
Construction in progress	1,223.4	449.8	—
Property, plant and equipment	13,692.0	12,518.7	
Accumulated depreciation	(3,623.2)	(2,827.7)	
Property, plant and equipment, net	\$ 10,068.8	\$ 9,691.0	
Intangible assets	\$ 2,736.6	\$ 2,036.6	10 to 20
Accumulated amortization	(521.8)	(382.6)	
Intangible assets, net	\$ 2,214.8	\$ 1,654.0	

Impairment of North Texas Gathering and Processing Assets

We recorded a non-cash pre-tax impairment charge of \$378.0 million in the third quarter of 2017 for the partial impairment of gas processing facilities and gathering systems associated with our North Texas operations in our Gathering and Processing segment. The impairment is a result of our current assessment that forecasted undiscounted future net cash flows from operations, while positive, will not be sufficient to recover the existing total net book value of the underlying assets. Given the current price environment, Targa is projecting a continuing decline in natural gas production across the Barnett Shale in North Texas due in part to producers pursuing more attractive opportunities in other basins. We measured the impairment of property, plant and equipment using discounted estimated future cash flow analysis (“DCF”) including a terminal value (a Level 3 fair value measurement). The future cash flows are based on our estimates of future revenues, income from operations and other factors, such as timing of capital expenditures. We take into account current and expected industry and market conditions, including commodity prices and volumetric forecasts. The discount rate used in our DCF analysis is based on a weighted average cost of capital determined from relevant market comparisons. These carrying value adjustments are included in Impairment of property, plant and equipment in our Consolidated Statements of Operations.

Intangible Assets

Intangible assets consist of customer contracts and customer relationships acquired in the Permian and Flag City Acquisitions in 2017, the mergers with ATLS and APL in 2015 (collectively, the “Atlas mergers”) and our Badlands acquisition in 2012. The fair values of these acquired intangible assets were determined at the date of acquisition

based on the present values of estimated future cash flows. Key valuation assumptions include probability of contracts under negotiation, renewals of existing contracts, economic incentives to retain customers, past and future volumes, current and future capacity of the gathering system, pricing volatility and the discount rate. Amortization expense attributable to these assets is recorded over the periods in which we benefit from services provided to customers.

The intangible assets acquired in the Permian Acquisition were recorded at a fair value of \$692.3 million. We are amortizing these intangible assets over a 15-year life using the straight-line method.

The intangible assets acquired in the Flag City Acquisition were recorded at a fair value of \$7.7 million. We are amortizing these intangible assets over a 10-year life using the straight-line method.

The intangible assets acquired in the Atlas mergers are being amortized over a 20-year life using the straight-line method, as a reliably determinable pattern of amortization could not be identified. Amortization expense attributable to our intangible assets related to the Badlands acquisition is recorded using a method that closely reflects the cash flow pattern underlying their intangible asset valuation over a 20-year life.

The estimated annual amortization expense for intangible assets is approximately \$188.4 million, \$182.6 million, \$171.6 million, \$159.4 million and \$149.5 million for each of the years 2017 through 2021.

The changes in our intangible assets are as follows:

Balance at December 31, 2016	\$1,654.0
Additions from Permian Acquisition	692.3
Additions from Flag City Acquisition	7.7
Amortization	(139.2)
Balance at September 30, 2017	\$2,214.8

Note 7 – Goodwill

As described in Note 3 – Significant Accounting Policies, we evaluate goodwill for impairment at least annually on November 30, or more frequently if we believe necessary based on events or changes in circumstances. During the first quarter of 2016, we finalized our 2015 impairment assessment and recorded additional impairment expense of \$24.0 million in our Consolidated Statement of Operations. The impairment of goodwill was primarily due to the effects of lower commodity prices, and a higher cost of capital for companies in our industry compared to conditions in February 2015 when we acquired Atlas.

Changes in the net book value of our goodwill are as follows:

	WestTX	SouthTX	Permian	Total
Balance at December 31, 2016, net	\$ 174.7	\$ 35.3	\$ —	\$210.0
Permian Acquisition, March 1, 2017	—	—	46.6	46.6
Balance at September 30, 2017, net	\$ 174.7	\$ 35.3	\$ 46.6	\$256.6

Note 8 – Investments in Unconsolidated Affiliates

Our investments in unconsolidated affiliates consist of the following:

- a 38.8% non-operated ownership interest in Gulf Coast Fractionators LP (“GCF”);
 - three non-operated joint ventures in South Texas acquired in the Atlas mergers in 2015: a 75% interest in T2 LaSalle, a gas gathering company; a 50% interest in T2 Eagle Ford, a gas gathering company; and a 50% interest in T2 EF Cogen (“Cogen”), which owns a cogeneration facility, (together the “T2 Joint Ventures”); and
 - a 50% operated ownership interest in Cayenne Pipeline, LLC (“Cayenne Joint Venture”).
- The terms of these joint venture agreements do not afford us the degree of control required for consolidating them in our consolidated financial statements, but do afford us the significant influence required to employ the equity method

of accounting.

The T2 Joint Ventures were formed to provide services for the benefit of its joint interest owners. The T2 LaSalle and T2 Eagle Ford gathering companies have capacity lease agreements with its joint interest owners, which cover costs of operations (excluding depreciation and amortization).

In July 2017, we entered into the Cayenne Joint Venture with American Midstream LLC to convert an existing 62-mile gas pipeline to an NGL pipeline connecting the VESCO plant in Venice, Louisiana to the Enterprise Products Operating LLC (“Enterprise”) pipeline at Toca, Louisiana, for delivery to Enterprise’s Norco Fractionator. We acquired a 50% interest in the Cayenne Joint Venture for \$5.0 million. The project is expected to be completed by November 2017.

The following table shows the activity related to our investments in unconsolidated affiliates:

	GCF	T2 LaSalle	T2 Eagle Ford	T2 EF Cogen	Cayenne	Total
Balance at December 31, 2016	\$46.1	\$ 58.6	\$118.6	\$17.5	\$ —	\$240.8
Equity earnings (loss)	8.4	(3.7)	(7.9)	(13.4)	—	(16.6)
Cash distributions (1)	(10.6)	—	—	—	—	(10.6)
Acquisition	—	—	—	—	5.0	5.0
Contributions (2)	—	0.4	1.2	0.1	1.8	3.5
Balance at September 30, 2017	\$43.9	\$ 55.3	\$111.9	\$4.2	\$ 6.8	\$222.1

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- (1) Includes \$2.2 million in distributions received from GCF in excess of our share of cumulative earnings for the nine months ended September 30, 2017. Such excess distributions are considered a return of capital and disclosed in cash flows from investing activities in the Consolidated Statements of Cash Flows in the period in which they occur.
- (2) Includes a \$1.0 million contribution of property, plant and equipment to T2 Eagle Ford.

Our equity loss for the nine months ended September 30, 2017 includes the effect of an impairment in the carrying value of our investment in T2 EF Cogen. As a result of the decrease in current and expected future utilization of the underlying cogeneration assets, we have determined that factors indicate that a decrease in the value of our investment occurred that was other than temporary. As a result of this evaluation, we recorded an impairment loss of approximately \$12.0 million in the first quarter of 2017, which represented our proportionate share (50%) of an impairment charge recorded by the joint venture, as well as our impairment of the unamortized excess fair value resulting from the Atlas mergers.

The carrying values of the T2 Joint Ventures include the effects of the Atlas mergers purchase accounting, which determined fair values for the joint ventures as of the date of acquisition. As of September 30, 2017, \$26.8 million of unamortized excess fair value over the T2 LaSalle and T2 Eagle Ford capital accounts remained. These basis differences, which are attributable to the underlying depreciable tangible gathering assets, are being amortized on a straight-line basis as components of equity earnings over the estimated 20-year useful lives of the underlying assets.

Subsequent Event

Gulf Coast Express Joint Venture

In October 2017, we announced that we had executed a letter of intent along with Kinder Morgan Texas Pipeline LLC (“KMTP”) and DCP Midstream Partners, LP with respect to the joint development of the proposed Gulf Coast Express Pipeline Project (“GCX Project”), which would provide an outlet for increased natural gas production from the Permian Basin to growing markets along the Texas Gulf Coast. Under the terms of the letter of intent, we would own a 25% interest in the GCX Project. KMTP would serve as the operator and constructor of the GCX Project, and we would commit significant volumes to it, including certain volumes provided by Pioneer Natural Resources Company, a joint owner in our WestTX Permian Basin system. The participation of the three parties involved with GCX Project is subject to negotiation and execution of definitive agreements.

Note 9 — Accounts Payable and Accrued Liabilities

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	September 30, 2017	December 31, 2016
Commodities	\$ 600.9	\$ 574.4
Other goods and services	222.3	117.0
Interest	49.2	52.3
Income and other taxes	61.2	24.2
Permian Acquisition contingent consideration, estimated current portion	5.9	—
Compensation and benefits	37.6	37.2
Preferred Series A dividends payable	22.9	22.9
Other	24.0	15.5
	\$ 1,024.0	\$ 843.5

Accounts payable and accrued liabilities includes \$29.4 million and \$30.5 million of liabilities to creditors to whom we have issued checks that remained outstanding as of September 30, 2017 and December 31, 2016. The estimated current portion of the Permian Acquisition contingent consideration represents the fair value as of September 30, 2017 of the first potential earn-out payment that would be payable in May 2018. The estimated remaining portion would be payable in May 2019 and is recorded within Other long-term liabilities on our Consolidated Balance Sheets.

Note 10 — Debt Obligations

	September 30, 2017	December 31, 2016
Current:		
Obligations of the Partnership: (1)		
Accounts receivable securitization facility, due December 2017	\$ 278.1	\$ 275.0
Senior unsecured notes, 5% fixed rate, due January 2018 (2)	250.5	—
	528.6	275.0
Debt issuance costs, net of amortization	(0.2)	—
Current debt obligations	528.4	275.0
Long-term:		
TRC obligations:		
TRC Senior secured revolving credit facility, variable rate, due		
February 2020 (3)	435.0	275.0
TRC Senior secured term loan, variable rate, due February 2022	—	160.0
Unamortized discount	—	(2.2)
Obligations of the Partnership: (1)		
Senior secured revolving credit facility, variable rate, due		
October 2020 (4)	430.0	150.0
Senior unsecured notes:		
5% fixed rate, due January 2018 (2)	—	250.5
4 % fixed rate, due November 2019	749.4	749.4
6 % fixed rate, due August 2022	—	278.7
5¼% fixed rate, due May 2023	559.6	559.6
4¼% fixed rate, due November 2023	583.9	583.9
6¾% fixed rate, due March 2024	580.1	580.1
5 % fixed rate, due February 2025	500.0	500.0
5 % fixed rate, due February 2027	500.0	500.0
TPL notes, 4¾% fixed rate, due November 2021 (5)	6.5	6.5
TPL notes, 5 % fixed rate, due August 2023 (5)	48.1	48.1
Unamortized premium	0.4	0.5
	4,393.0	4,640.1
Debt issuance costs, net of amortization	(24.4)	(34.1)
Long-term debt	4,368.6	4,606.0
Total debt obligations	\$ 4,897.0	\$ 4,881.0
Irrevocable standby letters of credit:		
Letters of credit outstanding under the TRC Senior		
secured credit facility (3)	\$ —	\$ —
Letters of credit outstanding under the Partnership senior		
secured revolving credit facility (4)	22.4	13.2
	\$ 22.4	\$ 13.2

- (1) While we consolidate the debt of the Partnership in our financial statements, we do not have the obligation to make interest payments or debt payments with respect to the debt of the Partnership or Targa Pipeline Partners, L.P. (“TPL”).
- (2) The 5% Notes (“5% Senior Notes due 2018”) were reclassified to a current liability in January 2017. Prior to that date, the notes were classified as a long-term liability on our Consolidated Balance Sheets. These notes were redeemed on October 30, 2017.
- (3) As of September 30, 2017, availability under TRC’s \$670.0 million senior secured revolving credit facility (“TRC Revolver”) was \$235.0 million.
- (4) As of September 30, 2017, availability under the Partnership’s \$1.6 billion senior secured revolving credit facility (“TRP Revolver”) was \$1,147.6 million.
- (5) TPL notes are not guaranteed by us or the Partnership.

The following table shows the range of interest rates and weighted average interest rate incurred on variable-rate debt obligations during the nine months ended September 30, 2017:

	Range of Interest Rates Incurred	Weighted Average Interest Rate Incurred
TRC Revolver	2.5% - 4.5%	2.8%
TRC Senior secured term loan (1)	5.75%	5.75%
TRP Revolver	3.0% - 5.3%	3.2%
Partnership's accounts receivable securitization facility	1.8% - 2.2%	2.0%

(1) The TRC Senior secured term loan is a Eurodollar rate loan with an interest rate of LIBOR (with a LIBOR floor of 1%) plus an applicable rate of 4.75%.

Compliance with Debt Covenants

As of September 30, 2017, we were in compliance with the covenants contained in our various debt agreements.

Securitization Facility

On February 23, 2017, we amended the Partnership's accounts receivable securitization facility ("Securitization Facility") to increase the facility size from \$275.0 million to \$350.0 million. As of September 30, 2017, there was \$278.1 million outstanding under the Securitization Facility.

Debt Repurchases & Extinguishments

In March 2017, we repaid the entirety of the TRC Senior secured term loan in the amount of \$160.0 million. The repayment resulted in write offs of \$2.1 million of discount and \$3.7 million of debt issuance costs, which are reflected as Loss from financing activities on the Consolidated Statements of Operations.

In June 2017, the Partnership redeemed its outstanding 6 % Senior Notes due August 2022 (“6 % Senior Notes”), totaling \$278.7 million in aggregate principal amount, at a price of 103.188% plus accrued interest through the redemption date. The redemption resulted in a \$10.7 million loss, which is reflected as Loss from financing activities in the Consolidated Statements of Operations, consisting of premiums paid of \$8.9 million and a non-cash loss to write-off \$1.8 million of unamortized debt issuance costs.

Subsequent Events

In October 2017, the Partnership issued \$750.0 million aggregate principal amount of 5% senior notes due January 2028 (the “5% Senior Notes due 2028”). The Partnership used the net proceeds of \$744.4 million after costs from this offering to redeem its 5% Senior Notes due 2018, reduce borrowings under its credit facilities, and for general partnership purposes.

In October 2017, the Partnership redeemed its outstanding 5% Senior Notes due 2018 at par value plus accrued interest through the redemption date. The redemption resulted in a non-cash Loss from financing activities to write-off \$0.2 million of unamortized debt issuance costs in the fourth quarter of 2017.

Note 11 — Other Long-term Liabilities

Other long-term liabilities are comprised of the following obligations:

	September 30, 2017	December 31, 2016
Asset retirement obligations	\$ 49.9	\$ 64.6
Mandatorily redeemable preferred interests	80.0	68.5
Deferred revenue	67.5	69.8
Permian Acquisition contingent consideration, noncurrent portion	284.9	—
Other liabilities	15.5	12.2
Total long-term liabilities	\$ 497.8	\$ 215.1

Asset Retirement Obligations

Our ARO primarily relate to certain gas gathering pipelines and processing facilities. The changes in our ARO are as follows:

Balance at December 31, 2016	\$64.6
Additions (1)	0.8
Reduction due to sale of VGS	(21.6)
Change in cash flow estimate	3.1
Accretion expense	3.0
Balance at September 30, 2017	\$49.9

(1) Amount reflects ARO assumed from the Permian Acquisition.

Mandatorily Redeemable Preferred Interests

Our consolidated financial statements include our interest in two joint ventures that, separately, own a 100% interest in the WestOK natural gas gathering and processing system and a 72.8% undivided interest in the WestTX natural gas gathering and processing system. Our partner in the joint ventures holds preferred interests in each joint venture that are redeemable: (i) at our or our partner's election, on or after July 27, 2022; and (ii) mandatorily, in July 2037.

For reporting purposes under GAAP, an estimate of our partner's interest in each joint venture is required to be recorded as if the redemption had occurred on the reporting date. Because redemption cannot occur before 2022, the actual value of our partner's allocable share of each joint venture's assets at the time of redemption may differ from our estimate of redemption value as of September 30, 2017.

The following table shows the changes attributable to mandatorily redeemable preferred interests:

Balance at December 31, 2016	\$68.5
Income attributable to mandatorily redeemable preferred interests	3.0
Change in estimated redemption value included in interest expense	8.5
Balance at September 30, 2017	\$80.0

Deferred Revenue

We have certain long-term contractual arrangements under which we have received consideration, but which require future performance by Targa. These arrangements result in deferred revenue, which will be recognized over the periods that performance will be provided.

Deferred revenue includes consideration received related to the construction and operation of a crude oil and condensate splitter. On December 27, 2015, Targa Terminals LLC and Noble Americas Corp., a subsidiary of Noble Group Ltd., entered into a long-term, fee-based agreement (“Splitter Agreement”) under which we will build and operate a crude oil and condensate splitter at our Channelview Terminal on the Houston Ship Channel (“Channelview Splitter”) and provide approximately 730,000 barrels of storage capacity. The Channelview Splitter will have the capability to split approximately 35,000 barrels per day of crude oil and condensate into its various components, including naphtha, kerosene, gas oil, jet fuel, and liquefied petroleum gas and will provide segregated storage for the crude, condensate and components. The Channelview Splitter project is expected to be completed by the first half of 2018, and has an estimated total cost of approximately \$140.0 million. The first annual advance payment due under the Splitter Agreement was received in October 2016 and has been recorded as deferred revenue, as the Splitter Agreement requires future performance by Targa. The Splitter Agreement provides that subsequent annual payments of \$43.0 million (subject to an annual inflation factor) are to be paid to Targa through 2022. In October 2017, we received \$43.0 million representing the second annual payment under the Splitter Agreement, which will be recorded as deferred revenue. The deferred revenue receipts will be recognized over the contractual period that future performance will be provided, currently anticipated to commence with start-up in 2018 and continuing through 2025.

Deferred revenue also includes nonmonetary consideration received in a 2015 amendment (the “gas contract amendment”) to a gas gathering and processing agreement. We measured the estimated fair value of the gathering assets transferred to us using significant other observable inputs representative of a Level 2 fair value measurement. Because the gas contract amendment will require future performance by Targa, we have recorded the consideration received as deferred revenue. The deferred revenue related to this amendment is being recognized on a straight-line basis through the end of the agreement’s term in 2030.

Deferred revenue also includes consideration received for other construction activities of facilities connected to our systems. The deferred revenue related to these other construction activities will be recognized over the periods that future performance will be provided, which extend through 2023.

The following table shows the components of deferred revenue:

	September 30, 2017	December 31, 2016
Splitter agreement	\$ 43.0	\$ 43.0
Gas contract amendment	18.6	19.7
Other deferred revenue	5.9	7.1
Total deferred revenue	\$ 67.5	\$ 69.8

The following table shows the changes in deferred revenue:

Balance at December 31, 2016	\$69.8
Additions	—
Revenue recognized	(2.3)
Balance at September 30, 2017	\$67.5

Contingent Consideration

Upon closing of the Permian Acquisition, a contingent consideration liability arising from potential earn-out provisions was recognized at its preliminary fair value. The potential earn-out payments will be based upon a multiple of gross margin realized during the first two annual periods after the acquisition date from contracts that existed on March 1, 2017. The first potential earn-out payment would occur in May 2018 and the second potential earn-out payment would occur in May 2019. The preliminary acquisition date fair value of the contingent consideration of \$461.6 million was recorded within Other long-term liabilities on our Consolidated Balance Sheets as of March 31, 2017. Subsequent changes in the fair value of the contingent consideration that were not accounted for as revisions (measurement period adjustments) to the acquisition date fair value have been included in Other income (expense).

During the three months ended June 30, 2017, we recognized certain adjustments that were accounted for as revisions to the acquisition date fair value and decreased the acquisition date fair value of the contingent consideration by \$45.3 million to \$416.3 million. During the three months ended September 30, 2017, we finalized the purchase price allocation with no additional revisions to the acquisition date fair value. See Note 4 – Acquisitions and Divestments for additional discussion.

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For the period from the acquisition date to September 30, 2017, the fair value of this liability decreased by \$125.5 million, bringing the total Permian Acquisition contingent consideration to \$290.8 million at September 30, 2017. The decrease in fair value of the contingent consideration was primarily related to reductions in actual and forecasted volumes and gross margin as a result of changes in producers' drilling activity in the region since the acquisition date. Such changes in estimated fair value of the contingent consideration are attributable to events and circumstances that occurred after the acquisition date, and as such have been recognized in Other income (expense).

As of September 30, 2017, the fair value of the first potential earn-out payment of \$5.9 million has been recorded as a component of Accounts payable and accrued liabilities, which are current liabilities on our Consolidated Balance Sheets. As of September 30, 2017, the fair value of the second potential earn-out payment of \$284.9 million has been recorded within Other long-term liabilities on our Consolidated Balance Sheets. See Note 17 – Fair Value Measurements for additional discussion of the fair value methodology.

The following table shows the changes in contingent consideration:

Balance at March 1, 2017 (acquisition date)	\$461.6
Measurement period adjustment of acquisition date value	(45.3)
Decrease in fair value due to factors occurring after acquisition date	(125.5)
Balance at September 30, 2017	290.8
Less: Current portion	(5.9)
Long-term balance at September 30, 2017	\$284.9

Note 12 – Preferred Stock

Preferred Stock and Detachable Warrants

In the first quarter of 2016, TRC sold in two tranches to investors in a private placement 965,100 shares of Series A Preferred Stock (“Series A Preferred”) with detachable Series A Warrants exercisable into a maximum of 13,550,004 shares of our common stock and Series B Warrants exercisable into a maximum of 6,533,727 shares of our common stock (collectively the “Warrants”) for an aggregate purchase price of \$994.1 million in cash.

The Series A Preferred has a liquidation value of \$1,000 per share and bears a cumulative 9.5% fixed dividend payable quarterly 45 days after the end of each fiscal quarter. The Series A Preferred ranks senior to the common outstanding stock with respect to the payment of dividends and distributions in liquidation. The Company may elect to pay dividends for any quarter with a paid-in-kind election (“PIK”) through December 31, 2017. Under the PIK election, unpaid dividends would be added to the liquidation preference and a commensurate amount of Series A and Series B Warrants would be issued. We have not made an election to PIK through September 30, 2017. The Series A Preferred has no mandatory redemption date, but is redeemable at our election in year six for a 10% premium to the liquidation preference and for a 5% premium to the liquidation preference thereafter. If the Series A Preferred is not redeemed by the end of year twelve, the investors have the right to convert the Series A Preferred into TRC common stock at an exercise price of \$20.77, which represented a 10% premium over the ten-day volume weighted average price (“VWAP”) prior to the February 18, 2016 signing date (\$18.88) of the Purchase Agreement underlying the first tranche. If the investors do not elect to convert their Series A Preferred into TRC common stock, Targa has a right after year twelve to force conversion, but only if the VWAP for the ten preceding trading days is greater than 120% of the conversion price. A change of control provision could result in forced redemption, at the option of the investor, if the Series A Preferred could not otherwise remain outstanding or be replaced with a “substantially equivalent security.”

The Series A Preferred does not qualify as a liability instrument under ASC 480 – Distinguishing Liabilities from Equity, because it is not mandatorily redeemable. However, as SEC Regulation S-X, Rule 5-02-27 does not permit a probability assessment for a change of control provision our Series A Preferred must be presented as mezzanine equity between liabilities and shareholders’ equity on our Consolidated Balance Sheets because a change of control event, although not considered probable, could force the Company to redeem the Series A Preferred. At each balance sheet date, we must re-evaluate whether the Series A Preferred continues to qualify for treatment as an equity instrument. Under the terms of the Registration Rights Agreement covering common stock issuable upon conversion of the Series A Preferred (the “Preferred Registration Rights Agreement”), we will cause a registration statement with respect to the common shares underlying the Series A Preferred to be declared effective within 12 years of the March 16, 2016 issue date (the “Effective Date”), and pay liquidated damages in the event we fail to do so. A maximum of 46,466,057 common shares would be issued upon conversion of the Series A Preferred.

The detachable Warrants have a seven-year term and were exercisable beginning on September 16, 2016. They were issued in two series: Series A Warrants exercisable into a maximum number of 13,550,004 shares of our common stock with an exercise price of \$18.88 and 6,533,727 Series B Warrants with an exercise price of \$25.11. The Warrants may be net settled in cash or shares of common stock at the Company’s option. The Warrants qualify as freestanding financial instruments and meet the derivatives accounting scope exception in ASC 815 because they are indexed to our equity and otherwise meet the applicable criteria for equity classification. The portion of proceeds allocated to the Series A and Series B Warrants was recorded as additional paid-in capital. See exercise of the Warrants in Note 13 – Common Stock and Related Matters.

Net cash proceeds were allocated on a relative fair value basis to the Series A Preferred, Series A Warrants and Series B Warrants. The \$178.1 million discount on the Series A Preferred created by the relative fair value allocation of proceeds, which is not subject to periodic accretion, would be reported as a deemed dividend in the event a

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redemption occurs. As described below, \$614.4 million of the \$787.1 million allocated to the Series A Preferred was allocated to additional paid-in capital to give effect to the intrinsic value of a beneficial conversion feature (“BCF”).

The following table summarizes the accounting upon issuance of our Series A Preferred:

		Allocation of Proceeds			
		Series A Preferred	Series A Warrants	Series B Warrants	Additional Paid-in Capital Beneficial Conversion Feature
Gross proceeds	\$994.1				
Transaction fees	(24.8)				
Net Proceeds- Initial Relative Fair Value Allocation	\$969.3	\$787.1	\$135.7	\$46.5	\$—
Allocation to BCF		(614.4)	—	—	614.4
Per balance sheet upon issuance		\$172.7	\$135.7	\$46.5	\$614.4

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Beneficial Conversion Feature

ASC 470-20-20 – Debt – Debt with conversion and Other Options (“ASC 470-20”) defines BCF as a nondetachable conversion feature that is in the money at the issuance date. We were required by ASC 470-20 to allocate a portion of the proceeds from the preferred offering equal to the intrinsic value of the BCF to additional paid-in capital. The intrinsic value of the BCF is calculated at the issuance date as the difference between the “accounting conversion price” and the market price of our common shares multiplied by the number of shares into which our Series A Preferred is convertible. The accounting conversion price of \$17.02 per share is different from the \$20.77 per share contractual conversion price. It is derived by dividing the proceeds allocated to the Series A Preferred by the number of common shares into which the Series A Preferred shares are convertible. We are recording the accretion of the \$614.4 million Series A Preferred discount attributable to the BCF as a deemed dividend using the effective yield method over the twelve-year period prior to the effective date of the holders’ conversion right.

We have the right to redeem the Series A Preferred beginning after year five. As such, we can effectively mitigate or limit the Series A Preferred Holders’ ability to benefit from their conversion right after year twelve by paying either a \$96.5 million (10%) redemption premium in year six or a \$48.3 million (5%) redemption premium in years seven through twelve. In either case, the redemption premium would be significantly less than the \$614.4 million BCF required to be recognized under GAAP. Upon exercise of our redemption rights, any previously recognized accretion of deemed dividends would be reversed in the period of redemption and reflected as income attributable to common shareholders in our Consolidated Statement of Operations and related per share amounts.

Preferred Stock Dividends

As of September 30, 2017, we have accrued cumulative preferred dividends of \$22.9 million, which will be paid on November 14, 2017. During the nine months ended September 30, 2017, we paid \$68.8 million of dividends to preferred shareholders, and recorded deemed dividends of \$19.0 million attributable to accretion of the preferred discount resulting from the BCF accounting described above. Such accretion is included in the book value of the Series A Preferred Stock.

Note 13 — Common Stock and Related Matters

Public Offerings of Common Stock

On January 26, 2017, we completed a public offering of 9,200,000 shares of our common stock (including the shares sold pursuant to the underwriters’ overallotment option) at a price to the public of \$57.65, providing net proceeds of \$524.2 million. We used the net proceeds from this public offering to fund the cash portion of the Permian Acquisition purchase price due upon closing and for general corporate purposes.

For the nine months ended September 30, 2017, we issued 4,521,310 shares of common stock under our Equity Distribution Agreement entered into in December 2016 (the “December 2016 EDA”), receiving net proceeds of \$257.0 million. As of September 30, 2017, we have \$411.2 million remaining under the December 2016 EDA.

On May 9, 2017, we entered into an equity distribution agreement under the May 2016 Shelf (the “May 2017 EDA”), pursuant to which we may sell through our sales agents, at our option, up to an aggregated amount of \$750.0 million of our common stock. For the nine months ended September 30, 2017, no shares of common stock have been issued under the May 2017 EDA.

On June 1, 2017, we completed a public offering of 17,000,000 shares of our common stock at a price to the public of \$46.10, providing net proceeds after underwriting discounts, commissions and other expenses of \$777.3 million. We used the net proceeds from this public offering to fund a portion of the capital expenditures related to the construction of the Grand Prix NGL pipeline, repay outstanding borrowings under our credit facilities, redeem the Partnership’s 6 % Senior Notes, and for general corporate purposes.

Warrants

During 2016, 19,983,843 warrants were exercised and net settled for 11,336,856 shares of common stock. For the nine months ended September 30, 2017, no detachable Warrants were exercised. As a result, Series A Warrants exercisable into a maximum of 67,392 shares of common stock and Series B Warrants exercisable into maximum of 32,496 shares of common stock were outstanding as of September 30, 2017.

Dividends

The following table details the dividends declared and/or paid by us to common shareholders for the nine months ended September 30, 2017.

Three Months Ended	Date Paid or To Be Paid	Total Common Dividends Declared	Amount of Common Dividends Paid or To Be Paid	Accrued Dividends (1)	Dividends Declared per Share of Common Stock (per share amounts)
September 30, 2017	November 15, 2017	\$ 199.0	\$ 196.2	\$ 2.8	\$ 0.91000
June 30, 2017	August 15, 2017	198.6	196.2	2.4	0.91000
March 31, 2017	May 16, 2017	182.8	180.3	2.5	0.91000
December 31, 2016	February 15, 2017	178.3	176.5	1.8	0.91000

(1) Represents accrued dividends on restricted stock and restricted stock units that are payable upon vesting. Dividends declared are recorded as a reduction of retained earnings to the extent that retained earnings was available at the close of the prior quarter, with any excess recorded as a reduction of additional paid-in capital.

Note 14 — Partnership Units and Related Matters

Distributions

As a result of the TRC/TRP Merger, we are entitled to receive all Partnership distributions from available cash on the Partnership's common units after payment of preferred unit distributions each quarter. The Partnership has discretion under the Third A&R Partnership Agreement as to whether to distribute all available cash for any period. See Note 2 – Basis of Presentation.

The following details the distributions declared or paid by the Partnership for the nine months ended September 30, 2017.

Three Months Ended	Date Paid Or to Be Paid	Total Distributions	Distributions to
--------------------	-------------------------	---------------------	------------------

		Targa Resources Corp.	
September 30, 2017	November 10, 2017	\$ 225.4	\$ 222.6
June 30, 2017	August 10, 2017	225.4	222.6
March 31, 2017	May 11, 2017	209.6	206.8
December 31, 2016	February 10, 2017	198.1	195.3

Contributions

Subsequent to December 1, 2016, the effective date of the Third A&R Partnership Agreement, no units will be issued for capital contributions to the Partnership, but all capital contributions will continue to be allocated 98% to the limited partner and 2% to the general partner. For the nine months ended September 30, 2017, we made total capital contributions to the Partnership of \$1,620.0 million.

Preferred Units

In October 2015, the Partnership completed an offering of 5,000,000 Preferred Units at a price of \$25.00 per unit. The Preferred Units are listed on the NYSE under the symbol "NGLS PRA."

At any time on or after November 1, 2020, the Partnership may redeem the Preferred Units, in whole or in part, from any source of funds legally available for such purpose, by paying \$25.00 per unit plus an amount equal to all accumulated and unpaid distributions thereon to the date of redemption, whether or not declared. In addition, the Partnership (or a third party with the Partnership's prior written consent) may redeem the Preferred Units following certain changes of control, as described in the Partnership Agreement. Holders of Preferred Units have no voting rights except for certain exceptions set forth in the Partnership's Partnership Agreement.

Distributions on the Partnership's Preferred Units are cumulative from the date of original issue in October 2015 and are payable monthly in arrears on the 15th day of each month of each year, when, as and if declared by the board of directors of the Partnership's general partner. Distributions on the Preferred Units are payable out of amounts legally available at a rate equal to 9.0% per annum. On and after November 1, 2020, distributions on the Preferred Units will accumulate at an annual floating rate equal to the one-month LIBOR plus a spread of 7.71%.

The Partnership paid \$2.8 million and \$8.4 million of distributions to the holders of preferred units (“Preferred Unitholders”) for the three and nine months ended September 30, 2017. The Preferred Units are reported as noncontrolling interests in our financial statements.

Subsequent Event

In October 2017, the board of directors of the general partner of the Partnership declared a cash distribution of \$0.1875 per Preferred Unit. This distribution will be paid on November 15, 2017.

Note 15 — Earnings per Common Share

The following table sets forth a reconciliation of net income and weighted average shares outstanding (in millions) used in computing basic and diluted net income per common share:

	Three Months Ended September 30, 2017		Nine Months Ended September 30, 2016	
Net income	\$(155.1)	\$(3.2)	\$(195.0)	\$(18.4)
Less: Net income attributable to noncontrolling interests	12.5	7.5	34.3	18.2
Less: Dividends on preferred stock	29.4	28.7	87.8	62.0
Net income attributable to common shareholders for basic earnings per share	\$(197.0)	\$(39.4)	\$(317.1)	\$(98.6)
Weighted average shares outstanding - basic	215.6	168.0	203.8	145.5
Net income available per common share - basic	\$(0.91)	\$(0.23)	\$(1.56)	\$(0.68)
Weighted average shares outstanding	215.6	168.0	203.8	145.5
Dilutive effect of common stock equivalents	—	—	—	—
Weighted average shares outstanding - diluted	215.6	168.0	203.8	145.5
Net income available per common share - diluted	\$(0.91)	\$(0.23)	\$(1.56)	\$(0.68)

The following potential common stock equivalents are excluded from the determination of diluted earnings per share because the inclusion of such shares would have been anti-dilutive (in millions on a weighted-average basis):

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	Three Months Ended September 30, 2017		Nine Months Ended September 30, 2016	
Unvested restricted stock awards	1.2	0.8	1.2	0.5
Warrants to purchase common stock	0.1	8.9	0.1	6.1
Series A Preferred Stock (1)	46.5	46.5	46.5	33.7

(1) The Series A Preferred has no mandatory redemption date, but is redeemable at our election in year six for a 10% premium to the liquidation preference and for a 5% premium to the liquidation preference thereafter. If the Series A Preferred is not redeemed by the end of year twelve, the investors have the right to convert the Series A Preferred into TRC common stock. See Note 12 – Preferred Stock.

Note 16 — Derivative Instruments and Hedging Activities

The primary purpose of our commodity risk management activities is to manage our exposure to commodity price risk and reduce volatility in our operating cash flow due to fluctuations in commodity prices. We have hedged the commodity prices associated with a portion of our expected (i) natural gas, NGL, and condensate equity volumes in our Gathering and Processing operations that result from percent-of-proceeds processing arrangements and (ii) future commodity purchases and sales in our Logistics and Marketing segment by entering into derivative instruments. These hedge positions will move favorably in periods of falling commodity prices and unfavorably in periods of rising commodity prices. We have designated these derivative contracts as cash flow hedges for accounting purposes.

The hedges generally match the NGL product composition and the NGL delivery points of our physical equity volumes. Our natural gas hedges are a mixture of specific gas delivery points and Henry Hub. The NGL hedges may be transacted as specific NGL hedges or as baskets of ethane, propane, normal butane, isobutane and natural gasoline based upon our expected equity NGL composition. We believe this approach avoids uncorrelated risks resulting from employing hedges on crude oil or other petroleum products as “proxy” hedges of NGL prices. Our natural gas and NGL hedges are settled using published index prices for delivery at various locations.

We hedge a portion of our condensate equity volumes using crude oil hedges that are based on the NYMEX futures contracts for West Texas Intermediate light, sweet crude, which approximates the prices received for condensate. This exposes us to a market differential risk if the NYMEX futures do not move in exact parity with the sales price of our underlying condensate equity volumes.

As part of the Atlas mergers, outstanding TPL derivative contracts with a fair value of \$102.1 million as of February 27, 2015 (the "acquisition date"), were novated to us and included in the acquisition date fair value of assets acquired. We received derivative settlements of \$1.4 million and \$6.3 million for the three and nine months ended September 30, 2017 and \$5.8 million and \$20.9 million for the three and nine months ended September 30, 2016, related to these novated contracts. From the acquisition date through September 30, 2017, we have received derivative settlements of \$100.9 million. The remainder of the novated contracts will settle by the end of 2017. These settlements were reflected as a reduction of the acquisition date fair value of the TPL derivative assets acquired and had no effect on results of operations.

The "off-market" nature of these acquired derivatives can introduce a degree of ineffectiveness for accounting purposes due to an embedded financing element representing the amount that would be paid or received as of the acquisition date to settle the derivative contract. The resulting ineffectiveness can either potentially disqualify the derivative contract in its entirety for hedge accounting or alternatively affect the amount of unrealized gains or losses on qualifying derivatives that can be deferred from inclusion in periodic net income. Additionally, we recorded ineffectiveness losses of less than \$0.1 million and \$0.1 million for the three and nine months ended September 30, 2017 and less than \$0.1 million and \$0.3 million for the three and nine months ended September 30, 2016, related to otherwise qualifying TPL derivatives, which are primarily natural gas swaps.

We also enter into derivative instruments to help manage other short-term commodity-related business risks. We have not designated these derivatives as hedges and record changes in fair value and cash settlements to revenues.

At September 30, 2017, the notional volumes of our commodity derivative contracts were:

Commodity Instrument	Unit	2017	2018	2019	2020
Natural Gas Swaps	MMBtu/d	160,347	151,100	116,136	-
Natural Gas Basis Swaps	MMBtu/d	92,200	15,726	12,500	10,445
Natural Gas Futures	MMBtu/d	-	1,103	-	-
Natural Gas Options	MMBtu/d	22,900	9,486	-	-
NGL Swaps	Bbl/d	23,432	12,858	7,399	-
NGL Futures	Bbl/d	38,880	6,589	329	-
NGL Options	Bbl/d	3,094	2,986	410	-
Condensate Swaps	Bbl/d	3,150	2,420	1,293	-
Condensate Options	Bbl/d	1,380	691	590	-

Our derivative contracts are subject to netting arrangements that permit our contracting subsidiaries to net cash settle offsetting asset and liability positions with the same counterparty within the same Targa entity. We record derivative assets and liabilities on our Consolidated Balance Sheets on a gross basis, without considering the effect of master netting arrangements. The following schedules reflect the fair values of our derivative instruments and their location on our Consolidated Balance Sheets as well as pro forma reporting assuming that we reported derivatives subject to master netting agreements on a net basis:

	Balance Sheet Location	Fair Value as of September 30, 2017		Fair Value as of December 31, 2016	
		Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities
Derivatives designated as hedging instruments					
Commodity contracts	Current	\$ 18.4	\$ 79.9	\$ 16.7	\$ 48.6
	Long-term	13.7	14.4	5.1	26.1
Total derivatives designated as hedging instruments		\$ 32.1	\$ 94.3	\$ 21.8	\$ 74.7
Derivatives not designated as hedging instruments					
Commodity contracts	Current	\$ 0.3	\$ 1.0	\$ 0.1	\$ 0.5
	Long-term	-	0.5	-	-
Total derivatives not designated as hedging instruments		\$ 0.3	\$ 1.5	\$ 0.1	\$ 0.5
Total current position		\$ 18.7	\$ 80.9	\$ 16.8	\$ 49.1
Total long-term position		13.7	14.9	5.1	26.1
Total derivatives		\$ 32.4	\$ 95.8	\$ 21.9	\$ 75.2

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The pro forma impact of reporting derivatives on our Consolidated Balance Sheets on a net basis is as follows:

	Gross Presentation			Pro forma net presentation	
	Asset	Liability	Collateral	Asset	Liability
September 30, 2017					
Current Position					
Counterparties with offsetting positions or collateral	\$ 18.7	\$ (79.5)	\$ 44.6	\$ 3.6	\$ (19.8)
Counterparties without offsetting positions - assets	-	-	-	-	-
Counterparties without offsetting positions - liabilities	-	(1.4)	-	-	(1.4)
	18.7	(80.9)	44.6	3.6	(21.2)
Long Term Position					
Counterparties with offsetting positions or collateral	13.5	(14.2)	-	6.5	(7.2)
Counterparties without offsetting positions - assets	0.2	-	-	0.2	-
Counterparties without offsetting positions - liabilities	-	(0.7)	-	-	(0.7)
	13.7	(14.9)	-	6.7	(7.9)
Total Derivatives					
Counterparties with offsetting positions or collateral	32.2	(93.7)	44.6	10.1	(27.0)
Counterparties without offsetting positions - assets	0.2	-	-	0.2	-
Counterparties without offsetting positions - liabilities	-	(2.1)	-	-	(2.1)
	\$ 32.4	\$ (95.8)	\$ 44.6	\$ 10.3	\$ (29.1)
December 31, 2016					
Current Position					
Counterparties with offsetting positions or collateral	\$ 16.8	\$ (46.1)	\$ 7.0	\$ 5.7	\$ (28.0)
Counterparties without offsetting positions - assets	-	-	-	-	-
Counterparties without offsetting positions - liabilities	-	(3.0)	-	-	(3.0)
	16.8	(49.1)	7.0	5.7	(31.0)
Long Term Position					
Counterparties with offsetting positions or collateral	5.1	(18.7)	-	-	(13.6)
Counterparties without offsetting positions - assets	-	-	-	-	-
Counterparties without offsetting positions - liabilities	-	(7.4)	-	-	(7.4)
	5.1	(26.1)	-	-	(21.0)
Total Derivatives					
Counterparties with offsetting positions or collateral	21.9	(64.8)	7.0	5.7	(41.6)
Counterparties without offsetting positions - assets	-	-	-	-	-
Counterparties without offsetting positions - liabilities	-	(10.4)	-	-	(10.4)
	\$ 21.9	\$ (75.2)	\$ 7.0	\$ 5.7	\$ (52.0)

Our payment obligations in connection with a majority of these hedging transactions are secured by a first priority lien in the collateral securing the TRP Revolver that ranks equal in right of payment with liens granted in favor of the Partnership's senior secured lenders. Some of our hedges are futures contracts executed through a broker that clears the hedges through an exchange. We maintain a margin deposit with the broker in an amount sufficient enough to cover

the fair value of our open futures positions. The margin deposit is considered collateral, which is located within other current assets on our Consolidated Balance Sheets and is not offset against the fair values of our derivative instruments.

The fair value of our 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. The estimated fair value of our derivative instruments was a net liability of \$63.4 million as of September 30, 2017. The estimated fair value is net of an adjustment for credit risk based on the default probabilities as indicated by market quotes for the counterparties' credit default swap rates. The credit risk adjustment was immaterial for all periods presented. Our futures contracts that are cleared through an exchange are margined daily and do not require any credit adjustment.

The following tables reflect amounts recorded in Other Comprehensive Income and amounts reclassified from OCI to revenue and expense for the periods indicated:

Derivatives in Cash Flow	Gain (Loss) Recognized in OCI on			
	Derivatives (Effective Portion)			
	Three Months		Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
Hedging Relationships				
Commodity contracts	\$(106.8)	\$12.9	\$(10.5)	\$(40.5)

Gain (Loss) Reclassified from OCI into					
Income (Effective Portion)					
		Three Months		Nine Months	
		Ended September		Ended September	
		30,		30,	
Location of Gain (Loss)	2017	2016	2017	2016	
Revenues	\$ (2.1)	\$ 8.1	\$ (2.2)	\$ 50.6	

Our consolidated earnings are also affected by the use of the mark-to-market method of accounting for derivative instruments that do not qualify for hedge accounting or that have not been designated as hedges. The changes in fair value of these instruments are recorded on the balance sheet and through earnings rather than being deferred until the anticipated transaction settles. The use of mark-to-market accounting for financial instruments can cause non-cash earnings volatility due to changes in the underlying commodity price indices.

Location of Gain		Gain (Loss) Recognized in Income on Derivatives			
		Three Months		Nine Months	
		Ended		Ended	
Derivatives Not Designated as Hedging Instruments	Recognized in Income on Derivatives	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
Commodity contracts	Revenue	\$(1.5)	\$(0.3)	\$ (2.9)	\$ 1.3

Based on valuations as of September 30, 2017, we expect to reclassify commodity hedge-related deferred losses of \$64.1 million included in accumulated other comprehensive income into earnings before income taxes through the end of 2019, with \$63.0 million of losses to be reclassified over the next twelve months.

See Note 17 – Fair Value Measurements for additional disclosures related to derivative instruments and hedging activities.

Note 17 — Fair Value Measurements

Under GAAP, our Consolidated Balance Sheets reflect a mixture of measurement methods for financial assets and liabilities (“financial instruments”). Derivative financial instruments and contingent consideration related to business acquisitions are reported at fair value on our Consolidated Balance Sheets. Other financial instruments are reported at historical cost or amortized cost on our Consolidated Balance Sheets. The following are additional qualitative and quantitative disclosures regarding fair value measurements of financial instruments.

Fair Value of Derivative Financial Instruments

Our derivative instruments consist of financially settled commodity swaps, futures, option contracts and fixed-price forward commodity contracts with certain counterparties. We determine the fair value of our derivative contracts using present value methods or standard option valuation models with assumptions about commodity prices based on those observed in underlying markets. We have consistently applied these valuation techniques in all periods presented and we believe we have obtained the most accurate information available for the types of derivative contracts we hold.

The fair values of our derivative instruments are sensitive to changes in forward pricing on natural gas, NGLs and crude oil. The financial position of these derivatives at September 30, 2017, a net liability position of \$63.4 million, reflects the present value, adjusted for counterparty credit risk, of the amount we expect to receive or pay in the future on our derivative contracts. If forward pricing on natural gas, NGLs and crude oil were to increase by 10%, the result would be a fair value reflecting a net liability of \$149.9 million, ignoring an adjustment for counterparty credit risk. If forward pricing on natural gas, NGLs and crude oil were to decrease by 10%, the result would be a fair value reflecting a net asset of \$22.2 million, ignoring an adjustment for counterparty credit risk.

Fair Value of Other Financial Instruments

Due to their cash or near-cash nature, the carrying value of other financial instruments included in working capital (i.e., cash and cash equivalents, accounts receivable, accounts payable) approximates their fair value. Long-term debt is primarily the other financial instrument for which carrying value could vary significantly from fair value. We determined the supplemental fair value disclosures for our long-term debt as follows:

- The TRC Revolver, TRP Revolver, and the Partnership's accounts receivable securitization facility are based on carrying value, which approximates fair value as their interest rates are based on prevailing market rates; and
- Our term loan (prior to its repayment) and the Partnership's senior unsecured notes are based on quoted market prices derived from trades of the debt.

Contingent consideration liabilities related to business acquisitions are carried at fair value.

Fair Value Hierarchy

We categorize the inputs to the fair value measurements of financial assets and liabilities at each balance sheet reporting date 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 we can directly or indirectly observe to the extent that the markets are liquid for the relevant settlement periods; and
- Level 3 – unobservable inputs in which little or no market data exists, therefore we must develop our own assumptions.

The following table shows a breakdown by fair value hierarchy category for (1) financial instruments measurements included on our Consolidated Balance Sheets at fair value and (2) supplemental fair value disclosures for other financial instruments:

	September 30, 2017				
	Carrying Value	Fair Value Total	Level 1	Level 2	Level 3
Financial Instruments Recorded on Our					
Consolidated Balance Sheets at Fair Value:					
Assets from commodity derivative contracts (1)	\$32.0	\$32.0	\$ —	\$29.0	\$3.0
Liabilities from commodity derivative contracts (1)	95.4	95.4	—	86.5	8.9
Permian Acquisition contingent consideration (2)	290.8	290.8	—	—	290.8
TPL contingent consideration (3)	2.5	2.5	—	—	2.5
Financial Instruments Recorded on Our					
Consolidated Balance Sheets at Carrying Value:					
Cash and cash equivalents	114.1	114.1	—	—	—
TRC Revolver	435.0	435.0	—	435.0	—
TRC term loan	—	—	—	—	—
TRP Revolver	430.0	430.0	—	430.0	—
Partnership's Senior unsecured notes	3,778.5	3,881.2	—	3,881.2	—
Partnership's accounts receivable securitization facility	278.1	278.1	—	278.1	—
December 31, 2016					
Carrying Fair Value					
	Value	Total	Level 1	Level 2	Level 3
Financial Instruments Recorded on Our					
Consolidated Balance Sheets at Fair Value:					
Assets from commodity derivative contracts (1)	\$21.0	\$21.0	\$ —	\$19.6	\$1.4
Liabilities from commodity derivative contracts (1)	74.2	74.2	—	69.3	4.9

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Permian Acquisition contingent consideration (2)	—	—	—	—	—
TPL contingent consideration (3)	2.6	2.6	—	—	2.6
Financial Instruments Recorded on Our					
Consolidated Balance Sheets at Carrying Value:					
Cash and cash equivalents	73.5	73.5	—	—	—
TRC Revolver	275.0	275.0	—	275.0	—
TRC term loan	157.8	158.4	—	158.4	—
TRP Revolver	150.0	150.0	—	150.0	—
Partnership's Senior unsecured notes	4,057.3	4,101.6	—	4,101.6	—
Partnership's accounts receivable securitization facility	275.0	275.0	—	275.0	—

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- (1) The fair value of derivative contracts in this table is presented on a different basis than the Consolidated Balance Sheets presentation as disclosed in Note 16 – Derivative Instruments and Hedging Activities. The above fair values reflect the total value of each derivative contract taken as a whole, whereas the Consolidated Balance Sheets presentation is based on the individual maturity dates of estimated future settlements. As such, an individual contract could have both an asset and liability position when segregated into its current and long-term portions for Consolidated Balance Sheets classification purposes.
- (2) We have a contingent consideration liability related to the Permian Acquisition, which is carried at fair value. See Note 4 – Acquisitions and Divestitures.
- (3) We have a contingent consideration liability for TPL’s previous acquisition of a gas gathering system and related assets, which is carried at fair value.

Additional Information Regarding Level 3 Fair Value Measurements Included on Our Consolidated Balance Sheets

We reported certain of our swaps and option contracts at fair value using Level 3 inputs due to such derivatives not having observable implied volatilities or market prices for substantially the full term of the derivative asset or liability. For valuations that include both observable and unobservable inputs, if the unobservable input is determined to be significant to the overall inputs, the entire valuation is categorized in Level 3. This includes derivatives valued using indicative price quotations whose contract length extends into unobservable periods.

The fair value of these swaps is determined using a discounted cash flow valuation technique based on a forward commodity basis curve. For these derivatives, the primary input to the valuation model is the forward commodity basis curve, which is based on observable or public data sources and extrapolated when observable prices are not available.

As of September 30, 2017, we had 31 commodity swap and option contracts categorized as Level 3. The significant unobservable inputs used in the fair value measurements of our Level 3 derivatives are (i) the forward natural gas liquids pricing curves, for which a significant portion of the derivative’s term is beyond available forward pricing and (ii) implied volatilities, which are unobservable as a result of inactive natural gas liquids options trading. The change in the fair value of Level 3 derivatives associated with a 10% change in the forward basis curve where prices are not observable is immaterial.

The fair value of the Permian Acquisition contingent consideration was determined using a Monte Carlo simulation model. Significant inputs used in the fair value measurement include expected gross margin (calculated in accordance with the terms of the purchase and sale agreements), term of the earn-out period, risk adjusted discount rate and volatility associated with the underlying assets. A significant decrease in expected gross margin during the earn-out period, or significant increase in the discount rate or volatility would result in a lower fair value estimate. The fair value of the TPL contingent consideration was determined using a probability-based model measuring the likelihood of meeting certain volumetric measures. The inputs for both models are not observable; therefore, the entire valuations of the contingent considerations are categorized in Level 3. Changes in the fair value of these liabilities are included in Other income (expense) in the Consolidated Statements of Operations.

The following table summarizes the changes in fair value of our financial instruments classified as Level 3 in the fair value hierarchy:

Commodity	Contingent
-----------	------------

	Derivative Contracts Asset/(Liability) Liability	
Balance, December 31, 2016	\$ (3.6)	\$ (2.6)
Change in fair value of TPL contingent consideration	-	0.1
Fair value of Permian Acquisition contingent consideration (1)	-	(290.8)
New Level 3 derivative instruments	(0.8)	-
Transfers out of Level 3 (2)	1.6	-
Settlements included in Revenue	0.4	-
Unrealized gain/(loss) included in OCI	(3.5)	-
Balance, September 30, 2017	\$ (5.9)	\$ (293.3)

- (1) Represents the September 30, 2017 balance of the contingent consideration that arose as part of the Permian Acquisition in the first quarter of 2017. See Note 4 – Acquisitions and Divestitures for discussion of the initial fair value.
- (2) Transfers relate to long-term over-the-counter swaps for NGL products for which observable market prices became available for substantially their full term.

Note 18 – Contingencies

Legal Proceedings

We and the Partnership are parties to various legal, administrative and regulatory proceedings that have arisen in the ordinary course of our business.

Note 19 – Other Operating (Income) Expense

Other operating (income) expense is comprised of the following:

	Three Months Ended September 30, 2017		Nine Months Ended September 30, 2016	
Loss on sale or disposal of assets (1)	\$0.3	\$4.7	\$16.6	\$5.7
Miscellaneous business tax	0.3	0.2	0.6	0.4
	\$0.6	\$4.9	\$17.2	\$6.1

(1) Comprised primarily of a \$16.1 million loss in the first quarter of 2017 due to the reduction in the carrying value of our ownership interest in VGS in connection with the April 4, 2017 sale.

Note 20 - Supplemental Cash Flow Information

	Nine Months Ended September 30,	
	2017	2016
Cash:		
Interest paid, net of capitalized interest (1)	\$ 164.1	\$ 211.2
Income taxes paid, net of refunds	(67.4)	1.2
Non-cash investing activities:		
Deadstock commodity inventory transferred to property, plant and equipment	\$ 8.3	\$ 16.9
Impact of capital expenditure accruals on property, plant and equipment	118.3	(0.4)
Transfers from materials and supplies inventory to property, plant and equipment	2.8	1.9
Contribution of property, plant and equipment to investments in unconsolidated affiliates	1.0	—
Change in ARO liability and property, plant and equipment due to revised cash flow estimate	3.1	(9.1)
Non-cash financing activities:		
Reduction of Owner's Equity related to accrued dividends on unvested equity awards under share compensation arrangements	\$ 7.0	\$ 6.8
Allocation of Series A Preferred Stock net book value of BCF to additional paid-in capital	—	614.4
Change in accrued dividends of Series A Preferred Stock	—	22.9
Accretion of deemed dividends on Series A Preferred Stock	19.0	12.3
Transfer within additional paid-in capital for exercise of Warrants	—	53.2
Impact of accounting standard adoption recorded in retained earnings	56.1	—
Non-cash balance sheet movements related to the Permian Acquisition (See Note 4 - Acquisitions and Divestitures):		
Contingent consideration recorded at the acquisition date	\$ 416.3	\$ —
Non-cash balance sheet movements related to the purchase of noncontrolling interests in subsidiary (See Note 4 - Acquisitions and Divestitures):		
Additional paid-in capital	(13.7)	—
Deferred tax liability	13.7	—
Non-cash balance sheet movements related to the TRC/TRP Merger:		
Prepaid transaction costs reclassified in the additional paid-in capital	—	4.5
Issuance of common stock	—	0.1
Additional paid-in capital	0.3	3,120.0
Accumulated other comprehensive income	—	55.7
Noncontrolling interests	—	(4,119.7)
Deferred tax liability	(0.3)	943.9

(1) Interest capitalized on major projects was \$8.3 million and \$7.2 million for the nine months ended September 30, 2017 and 2016.

Note 21 — Segment Information

We operate in two primary segments: (i) Gathering and Processing, and (ii) Logistics and Marketing (also referred to as the Downstream Business).

Our Gathering and Processing segment 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 NGLs and removing impurities; and assets used for crude oil gathering and terminaling. The Gathering and Processing segment's assets are located in the Permian Basin of West Texas and Southeast New Mexico; the Eagle Ford Shale in South Texas; the Barnett Shale in North Texas; the Anadarko, Ardmore, and Arkoma

Basins in Oklahoma and South Central Kansas; the Williston Basin in North Dakota and in the onshore and near offshore regions of the Louisiana Gulf Coast and the Gulf of Mexico.

Our Logistics and Marketing segment includes all the activities necessary to convert mixed NGLs into NGL products and provides certain value added services such as storing, terminaling, distributing and marketing of NGLs, the storage and terminaling of refined petroleum products and crude oil and certain natural gas supply and marketing activities in support of our other businesses including services to LPG exporters. It also includes certain natural gas supply and marketing activities in support of our other operations, as well as transporting natural gas and NGLs. The Logistics and Marketing segment also includes our Grand Prix project.

Logistics and Marketing operations are generally connected to and supplied in part by our Gathering and Processing segment and are predominantly located in Mont Belvieu, Galena Park and Channelview, Texas; Lake Charles, Louisiana and Tacoma, Washington.

Other contains the results (including any hedge ineffectiveness) of commodity derivative activities included in operating margin and mark-to-market gains/losses related to derivative contracts that were not designated as cash flow hedges. Elimination of inter-segment transactions are reflected in the corporate and eliminations column.

Reportable segment information is shown in the following tables:

	Three Months Ended September 30, 2017				
	Corporate				
	Gathering and Processing	Logistics and Marketing	Other	and Eliminations	Total
Revenues					
Sales of commodities	\$200.3	\$1,672.2	\$(1.0)	\$—	\$1,871.5
Fees from midstream services	148.5	111.8	—	—	260.3
	348.8	1,784.0	(1.0)	—	2,131.8
Intersegment revenues					
Sales of commodities	783.7	80.6	—	(864.3)	—
Fees from midstream services	1.7	7.0	—	(8.7)	—
	785.4	87.6	—	(873.0)	—
Revenues	\$1,134.2	\$1,871.6	\$(1.0)	\$(873.0)	\$2,131.8
Operating margin	\$198.3	\$115.9	\$(1.0)	\$—	*
Other financial information:					
Total assets (1)	\$10,644.3	\$3,240.9	\$30.8	\$82.3	\$13,998.3
Goodwill	\$256.6	\$—	\$—	\$—	\$256.6
Capital expenditures	\$295.9	\$71.0	\$—	\$11.8	\$378.7

(1)Corporate assets at the segment level primarily include tax-related assets, cash, prepaids and debt issuance costs for our revolving credit facilities.

*Total operating margin is not presented in this table as it represents a non-GAAP measure.

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Three Months Ended September 30, 2016
Corporate

	Gathering and Processing	Logistics and Marketing	Other	and Eliminations	Total
Revenues					
Sales of commodities	\$ 172.2	\$ 1,215.3	\$ 11.2	\$ —	\$ 1,398.7
Fees from midstream services	120.6	133.0	—	—	253.6
	292.8	1,348.3	11.2	—	1,652.3
Intersegment revenues					
Sales of commodities	574.8	76.3	—	(651.1)	—
Fees from midstream services	1.9	6.6	—	(8.5)	—
	576.7	82.9	—	(659.6)	—
Revenues	\$ 869.5	\$ 1,431.2	\$ 11.2	\$ (659.6)	\$ 1,652.3
Operating margin	\$ 149.4	\$ 126.0	\$ 11.2	\$ —	*
Other financial information:					
Total assets (1)	\$ 10,047.3	\$ 2,737.5	\$ 47.2	\$ 223.6	\$ 13,055.6
Goodwill	\$ 393.0	\$ —	\$ —	\$ —	\$ 393.0
Capital expenditures	\$ 97.1	\$ 36.2	\$ —	\$ 1.3	\$ 134.6

(1) Corporate assets at the segment level primarily include tax-related assets, cash, prepaids and debt issuance costs for our revolving credit facilities.

* Total operating margin is not presented in this table as it represents a non-GAAP measure.

Nine Months Ended September 30, 2017
Corporate

	Gathering and Processing	Logistics and Marketing	Other	and Eliminations	Total
Revenues					
Sales of commodities	\$ 544.4	\$ 4,804.8	\$ 3.9	\$ —	\$ 5,353.1
Fees from midstream services	399.3	359.7	—	—	759.0
	943.7	5,164.5	3.9	—	6,112.1
Intersegment revenues					
Sales of commodities	2,209.2	237.8	—	(2,447.0)	—
Fees from midstream services	5.1	21.1	—	(26.2)	—
	2,214.3	258.9	—	(2,473.2)	—
Revenues	\$ 3,158.0	\$ 5,423.4	\$ 3.9	\$ (2,473.2)	\$ 6,112.1
Operating margin	\$ 549.3	\$ 358.5	\$ 3.9	\$ (0.1)	*
Other financial information:					
Total assets (1)	\$ 10,644.3	\$ 3,240.9	\$ 30.8	\$ 82.3	\$ 13,998.3
Goodwill	\$ 256.6	\$ —	\$ —	\$ —	\$ 256.6
Capital expenditures	\$ 730.7	\$ 241.8	\$ —	\$ 15.2	\$ 987.7
Business acquisition	\$ 987.1	\$ —	\$ —	\$ —	\$ 987.1

(1) Corporate assets at the segment level primarily include tax-related assets, cash, prepaids and debt issuance costs for our revolving credit facilities.

* Total operating margin is not presented in this table as it represents a non-GAAP measure.

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Nine Months Ended September 30, 2016
Corporate

	Gathering and Processing	Logistics and Marketing	Other	and Eliminations	Total
Revenues					
Sales of commodities	\$441.3	\$ 3,384.7	\$56.9	\$ —	\$3,882.9
Fees from midstream services	360.9	434.6	—	—	795.5
	802.2	3,819.3	56.9	—	4,678.4
Intersegment revenues					
Sales of commodities	1,455.8	176.3	—	(1,632.1)	—
Fees from midstream services	5.8	15.1	—	(20.9)	—
	1,461.6	191.4	—	(1,653.0)	—
Revenues	\$2,263.8	\$ 4,010.7	\$56.9	\$ (1,653.0)	\$4,678.4
Operating margin	\$404.1	\$ 424.5	\$56.9	\$ —	*
Other financial information:					
Total assets (1)	\$10,047.3	\$ 2,737.5	\$47.2	\$ 223.6	\$13,055.6
Goodwill	\$393.0	\$ —	\$ —	\$ —	\$393.0
Capital expenditures	\$271.3	\$ 151.9	\$ —	\$ 3.3	\$426.5

(1) Corporate assets at the segment level primarily include tax-related assets, cash, prepaids and debt issuance costs for our revolving credit facilities.

*Total operating margin is not presented in this table as it represents a non-GAAP measure.

The following table shows our consolidated revenues by product and service for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Sales of commodities:				
Natural gas	\$504.1	\$465.6	\$1,480.9	\$1,102.0
NGL	1,274.9	866.7	3,623.9	2,575.8
Condensate	44.9	35.0	135.9	96.2
Petroleum products	48.6	20.2	108.5	52.0
Derivative activities	(1.0)	11.2	3.9	56.9
	1,871.5	1,398.7	5,353.1	3,882.9
Fees from midstream services:				
Fractionating and treating	29.8	33.2	92.8	94.8
Storage, terminaling, transportation and export	75.0	89.7	247.8	316.3
Gathering and processing	138.0	110.9	368.5	329.9
Other	17.5	19.8	49.9	54.5
	260.3	253.6	759.0	795.5
Total revenues	\$2,131.8	\$1,652.3	\$6,112.1	\$4,678.4

The following table shows a reconciliation of reportable segment operating margin to income (loss) before income taxes for the periods presented:

	Three Months Ended September 30, 2017		Nine Months Ended September 30, 2016	
Reconciliation of reportable segment operating				
margin to income (loss) before income taxes:				
Gathering and Processing operating margin	\$ 198.3	\$ 149.4	\$ 549.3	\$ 404.1
Logistics and Marketing operating margin	115.9	126.0	358.5	424.5
Other operating margin	(1.0)	11.2	3.9	56.9
Depreciation and amortization expenses	(208.3)	(184.0)	(602.8)	(563.6)
General and administrative expenses	(49.9)	(46.1)	(149.5)	(138.3)
Impairment of property, plant and equipment	(378.0)	—	(378.0)	—
Impairment of goodwill	—	—	—	(24.0)
Interest expense, net	(56.1)	(62.7)	(181.2)	(187.0)
Other, net	126.6	(5.7)	72.5	5.1
Income (loss) before income taxes	\$ (252.5)	\$ (11.9)	\$ (327.3)	\$ (22.3)

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the year ended December 31, 2016 ("Annual Report"), as well as the unaudited consolidated financial statements and Notes hereto included in this Quarterly Report on Form 10-Q.

Overview

Targa Resources Corp. (NYSE: TRGP) is a publicly traded Delaware corporation formed in October 2005. Targa is a leading provider of midstream services and is one of the largest independent midstream energy companies in North America. We own, operate, acquire and develop a diversified portfolio of complementary midstream energy assets.

On February 17, 2016, TRC completed its acquisition of all of the outstanding common units of Targa Resources Partners LP ("the Partnership" or "TRP") pursuant to the Agreement and Plan of Merger (the "TRC/TRP Merger Agreement" and such transaction, the "TRC/TRP Merger" or "Buy-in Transaction"). We issued 104,525,775 shares of common stock in exchange for all of the outstanding common units of the Partnership that we previously did not own, which were listed on the New York Stock Exchange ("NYSE") under the symbol "NGLS" prior to the consummation of the TRC/TRP Merger. As a result of the completion of the TRC/TRP Merger, the TRP common units are no longer publicly traded. The Partnership's 9.00% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (the "Preferred Units") that were issued in October 2015 remain outstanding as limited partner interests in TRP and continue to trade on the NYSE under the symbol "NGLS PRA".

As we continue to control the Partnership, the change in our ownership interest as a result of the TRC/TRP Merger was accounted for as an equity transaction and no gain or loss was recognized in our Consolidated Statements of Operations related to the Buy-in Transaction. The equity interests in TRP (which are consolidated in our financial statements) that were owned by the public prior to February 17, 2016 are reflected within "noncontrolling interests" on our Consolidated Balance Sheets for periods prior to the merger date. The earnings recorded by TRP that were attributed to its common units held by the public prior to February 17, 2016 are reflected within Net income attributable to noncontrolling interests in our Consolidated Statements of Operations for periods prior to the merger date.

Our Operations

We are engaged in the business of:

- gathering, compressing, treating, processing and selling natural gas;
- storing, fractionating, treating, transporting and selling NGLs and NGL products, including services to LPG exporters;
- gathering, storing, terminaling and selling crude oil; and
- storing, terminaling and selling refined petroleum products.

To provide these services, we operate in two primary segments: (i) Gathering and Processing, and (ii) Logistics and Marketing (also referred to as the Downstream Business).

Our Gathering and Processing segment 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 NGLs and removing impurities; and assets used for crude oil gathering and terminaling. The Gathering and Processing segment's assets are located in the Permian Basin of West Texas and Southeast New Mexico; the Eagle Ford Shale in South Texas; the Barnett Shale in North Texas; the Anadarko, Ardmore, and Arkoma Basins in Oklahoma and South Central Kansas; the Williston Basin in North Dakota and in the onshore and near offshore regions of the Louisiana Gulf Coast and the Gulf of Mexico.

Our Logistics and Marketing segment includes all the activities necessary to convert mixed NGLs into NGL products and provides certain value added services such as storing, fractionating, terminaling, transporting and marketing of NGLs and NGL products, including services to LPG exporters; storing and terminaling of refined petroleum products and crude oil and certain natural gas supply and marketing activities in support of our other businesses. The Logistics and Marketing segment also includes our Grand Prix project.

Logistics and Marketing operations are generally connected to and supplied in part by our Gathering and Processing segment and are predominantly located in Mont Belvieu, Galena Park and Channelview, Texas; Lake Charles, Louisiana and Tacoma, Washington.

Other contains the results (including any hedge ineffectiveness) of our commodity derivative activities that are included in operating margin.

Recent Developments

Gathering and Processing Segment Expansion

Permian Acquisition

On March 1, 2017, we completed the purchase of 100% of the membership interests of Outrigger Delaware Operating, LLC, Outrigger Southern Delaware Operating, LLC (together “New Delaware”) and Outrigger Midland Operating, LLC (“New Midland” and together with New Delaware, the “Permian Acquisition”).

We paid \$484.1 million in cash at closing on March 1, 2017, and paid an additional \$90.0 million in cash on May 30, 2017 (collectively, the “initial purchase price”). Subject to certain performance-linked measures and other conditions, additional cash of up to \$935.0 million may be payable to the sellers of New Delaware and New Midland in potential earn-out payments that would occur in 2018 and 2019. The potential earn-out payments will be based upon a multiple of realized gross margin from contracts that existed on March 1, 2017.

New Delaware's gas gathering and processing and crude gathering assets are located in Loving, Winkler, Pecos and Ward counties. The operations are backed by producer dedications of more than 145,000 acres under long-term, largely fee-based contracts, with an average weighted contract life of 14 years. The New Delaware assets include 70 MMcf/d of processing capacity and we are in the process of installing a 60 MMcf/d plant, known as the Oahu Plant, in the Delaware Basin with expectations of commencing operations in the fourth quarter of 2017. Currently, there is 40 MBbl/d of crude gathering capacity on the New Delaware system.

New Midland's gas gathering and processing and crude gathering assets are located in Howard, Martin and Borden counties. The operations are backed by producer dedications of more than 105,000 acres under long-term, largely fee-based contracts, with an average weighted contract life of 13 years. The New Midland assets include 10 MMcf/d of processing capacity. Currently, there is 40 MBbl/d of crude gathering capacity on the New Midland system.

New Delaware's gas gathering and processing assets were connected to our Sand Hills system in the first quarter of 2017, and the New Midland's gas gathering and processing assets were connected to our existing WestTX system in

October 2017. We believe connecting the acquired assets to our legacy Permian footprint creates operational and capital synergies, and will afford enhanced flexibility in serving our producer customers.

Additional Permian System Processing Capacity

In November 2016, we announced plans to restart the idled 45 MMcf/d Benedum cryogenic processing plant and to add 20 MMcf/d of capacity at our Midkiff Plant in our WestTX system. The Benedum Plant was idled in September 2014 after the start-up of the 200 MMcf/d Edward Plant, and was brought back online in the first quarter of 2017. The addition of 20 MMcf/d of capacity at our Midkiff Plant was completed in the second quarter of 2017 and increased overall plant capacity of the Midkiff/Consolidator Plant complex in Reagan County, Texas from 210 MMcf/d to 230 MMcf/d. Also in November 2016, we announced plans to build the 200 MMcf/d Joyce Plant, which is expected to be completed in the first quarter of 2018. We expect total net growth capital expenditures for the Joyce Plant to be approximately \$80 million.

In May 2017, we announced plans to build a new plant and expand the gathering footprint of our Permian Midland system in the Midland Basin. This project includes a new 200 MMcf/d cryogenic processing plant, known as the Johnson Plant, which is expected to begin operations in the third quarter of 2018. We expect total net growth capital expenditures for the Johnson Plant to be approximately \$100 million.

Also in May 2017, we announced plans to build a new plant and expand the gathering footprint of our Permian Delaware system in the Delaware Basin. This project includes a new 250 MMcf/d cryogenic processing plant, known as the Wildcat Plant, which is expected to begin operations in the second quarter of 2018. We expect total net growth capital expenditures for the Wildcat Plant to be approximately \$130 million.

Eagle Ford Shale Natural Gas Gathering and Processing Joint Ventures

In October 2015, we announced that we had entered into the Carnero Joint Ventures with Sanchez Energy Corporation (“Sanchez”) to construct the 200 MMcf/d Raptor Plant and approximately 45 miles of associated pipelines. In July 2016, Sanchez sold its interest in the gathering joint venture to Sanchez Midstream Partners, L.P. (“SNMP”), formerly known as Sanchez Production Partners, L.P., and in November 2016, sold its interest in the processing joint venture to SNMP. Through the Carnero Joint Ventures, we indirectly own a 50% interest in the plant and the approximately 45 miles of high pressure gathering pipelines that will connect SNMP's Catarina gathering system to the plant. We hold the capacity on the high pressure gathering pipelines, and pay the gathering joint venture fees for transportation.

The Raptor Plant began operations in the second quarter of 2017, and is capable of processing 200 MMcf/d. In February 2017, we announced the addition of compression to increase the processing capacity of the Raptor Plant to 260 MMcf/d, which we expect to be completed in the fourth quarter of 2017. The Raptor Plant accommodates growing production from Sanchez’s premier Eagle Ford Shale acreage position in Dimmit, La Salle and Webb Counties, Texas and from other third party producers. The plant and high pressure gathering pipelines are supported by long-term, firm, fee-based contracts and acreage dedications with Sanchez. We manage operations of the high pressure gathering lines and the plant. Prior to the plant being placed in service, we benefited from Sanchez natural gas volumes that were processed at our Silver Oak facilities in Bee County, Texas.

Eagle Ford Shale Acquisition of Flag City Natural Gas Processing Plant

In May 2017, we acquired a 150 MMcf/d natural gas processing plant (the “Flag City Plant”) and associated assets from subsidiaries of Boardwalk Pipeline Partners, L.P. (“Boardwalk”) for \$60.0 million, subject to customary closing adjustments. The gas processing activities under the Flag City Plant contracts have been transferred to our Silver Oak facilities. We shut down the Flag City Plant and are moving the plant and its component parts to other Targa locations.

Badlands

During 2017, we expect to invest approximately \$150 million to expand our crude gathering and natural gas processing business in the Williston Basin, North Dakota. The expansion includes the addition of pipelines, LACT units, compression and other infrastructure to support continued growth in producer activity.

Sale of Venice Gathering System, L.L.C.

Through our 76.8% ownership interest in Venice Energy Services Company, L.L.C. (“VESCO”), we have operated the Venice Gas Plant and the Venice gathering system. On April 4, 2017, VESCO entered into a purchase and sale agreement with Rosefield Pipeline Company, LLC, an affiliate of Arena Energy, LP, to sell its 100% ownership interests in Venice Gathering System, L.L.C. (“VGS”), a Delaware limited liability company engaged in the business of transporting natural gas in interstate commerce, under authorization granted by and subject to the jurisdiction of the Federal Energy Regulatory Commission (“FERC”), for approximately \$0.4 million in cash. Additionally, the VGS asset retirement obligations were assumed by the buyer. VGS owns and operates a natural gas gathering system in the Gulf of Mexico. Historically, VGS has been reported in our Gas Gathering and Processing segment. After the sale of VGS, we continue to operate the Venice Gas Plant through our ownership in VESCO. Targa Midstream Services LLC operated the Venice gathering system for four months after closing pursuant to a Transition Services Agreement with VGS.

Downstream Segment Expansion

Grand Prix NGL Pipeline

In May 2017, we announced plans to construct a new common carrier NGL pipeline. The NGL pipeline (“Grand Prix”) will transport volumes from the Permian Basin and our North Texas system to our fractionation and storage complex in the NGL market hub at Mont Belvieu, Texas. Grand Prix will be supported by our volumes and other third party customer commitments, and is expected to be in service in the second quarter of 2019. The capacity of the pipeline from the Permian Basin will be approximately 300 MBbl/d, expandable to 550 MBbl/d.

In September 2017, we sold to funds managed by Blackstone Energy Partners (“Blackstone”) a 25 percent interest in our consolidated subsidiary, Grand Prix Pipeline LLC (the “Grand Prix Joint Venture”). We are the operator and construction manager of Grand Prix. Our share of total growth capital expenditures for Grand Prix is expected to be approximately \$975 million, with approximately \$275 million of spending in 2017.

Concurrent with the sale of the minority interest in the Grand Prix Joint Venture to Blackstone, we and EagleClaw Midstream Ventures, LLC ("EagleClaw"), a Blackstone portfolio company, executed a long-term Raw Product Purchase Agreement for transportation and fractionation services whereby EagleClaw has dedicated and committed significant NGLs associated with EagleClaw's natural gas volumes produced or processed in the Delaware Basin.

Gulf Coast Express Pipeline

In October 2017, we announced that we executed a letter of intent along with Kinder Morgan Texas Pipeline LLC, a subsidiary of Kinder Morgan, Inc. ("Kinder Morgan") and DCP Midstream, LP with respect to the joint development of the proposed Gulf Coast Express Pipeline Project ("GCX Project"), which would provide an outlet for increased natural gas production from the Permian Basin to growing markets along the Texas Gulf Coast. Under the terms of the letter of intent, we would own a 25 percent interest in the GCX Project. KMTP would serve as the operator and constructor of the GCX Project, and we would commit significant volumes to it, including certain volumes provided by Pioneer Natural Resources Company ("Pioneer"), a joint owner in our WestTX Permian Basin system. The participation of the three parties involved with the GCX Project is subject to negotiation and execution of definitive agreements.

The GCX Project is expected to have capacity of approximately 1.92 billion cubic feet per day, and would include a lateral into the Midland Basin, consisting of approximately 50 miles of 36-inch pipeline and associated compression to serve gas processing facilities owned by us, as well as those owned jointly by us and Pioneer in our WestTX system. The expected in-service date of the pipeline continues to be scheduled for the second half of 2019, pending the timely completion of definitive agreements with shippers and a final investment decision by the three parties.

Financing Activities

On January 26, 2017, we completed a public offering of 9,200,000 shares of common stock (including underwriters' overallotment option) at a price to the public of \$57.65, providing net proceeds after underwriting discounts, commissions and other expenses of \$524.2 million. We used the net proceeds from this public offering to fund the cash portion of the Permian Acquisition purchase price due upon closing and for general corporate purposes.

On February 23, 2017, we amended the Partnership's account receivable securitization facility ("Securitization Facility") to increase the facility size to \$350.0 million from \$275.0 million.

On March 14, 2017, we used borrowings under our senior secured revolving credit facility (“TRC Revolver”) to repay in full the \$160.0 million outstanding balance on our senior secured term loan.

During the nine months ended September 30, 2017, we sold 4,521,310 shares under the December 2016 EDA associated with our ATM program, resulting in net proceeds of \$257.0 million.

On June 26, 2017, the Partnership redeemed its 6 % Senior Notes due August 2022 (“6 % Senior Notes”). The redemption price was 103.188% of the principal amount. The \$278.7 million principal amount outstanding was redeemed on June 26, 2017 for a total redemption payment of \$287.6 million, excluding accrued interest.

On May 9, 2017, we entered into an equity distribution agreement under the May 2016 Shelf (the “May 2017 EDA”), pursuant to which we may sell through our sales agents, at our option, up to an aggregated amount of \$750.0 million of our common stock. For the nine months ended September 30, 2017, no shares of common stock have been issued under the May 2017 EDA.

On June 1, 2017, we issued 17,000,000 shares of our common stock at a price to the public of \$46.10, providing net proceeds after underwriting discounts, commissions and other expenses of \$777.3 million. We used the net proceeds from this public offering to fund a portion of the capital expenditures related to the construction of Grand Prix, repay outstanding borrowings under our credit facilities, redeem the Partnership’s 6 % Senior Notes, and for general corporate purposes.

On October 17, 2017, the Partnership issued \$750.0 million aggregate principal amount of 5% senior notes due January 2028 (the “5% Senior Notes due 2028”). The Partnership used the net proceeds of \$744.4 million after costs from this offering to redeem its 5% Senior Notes due 2018, reduce borrowings under its credit facilities, and for general partnership purposes.

On October 30, 2017, the Partnership redeemed its outstanding 5% Senior Notes due 2018 at par value plus accrued interest through the redemption date. The redemption resulted in a non-cash loss from financing activities to write-off \$0.2 million of unamortized debt issuance costs in the fourth quarter of 2017.

Recent Accounting Pronouncements

For a discussion of recent accounting pronouncements that will affect us, see “Recent Accounting Pronouncements” included within Note 3 – Significant Accounting Policies in our Consolidated Financial Statements.

How We Evaluate Our Operations

The profitability of our business segments is a function of the difference between: (i) the revenues we receive from our operations, including fee-based revenues from services and revenues from the natural gas, NGLs, crude oil and condensate we sell, and (ii) the costs associated with conducting our operations, including the costs of wellhead natural gas, crude oil and mixed NGLs that we purchase as well as operating, general and administrative costs and the impact of our commodity hedging activities. Because commodity price movements tend to impact both revenues and costs, increases or decreases in our revenues alone are not necessarily indicative of increases or decreases in our profitability. Our contract portfolio, the prevailing pricing environment for crude oil, natural gas and NGLs, and the volumes of crude oil, natural gas and NGL throughput on our systems are important factors in determining our profitability. Our profitability is also affected by the NGL content in gathered wellhead natural gas, supply and demand for our products and services, utilization of our assets and changes in our customer mix.

Our profitability is also impacted by fee-based revenues. Our growth strategy, based on expansion of existing facilities as well as third-party acquisitions of businesses and assets, has increased the percentage of our revenues that are fee-based. Fixed fees for services such as fractionation, storage, terminaling and crude oil gathering are not directly tied to changes in market prices for commodities.

Management uses a variety of financial measures and operational measurements to analyze our performance. These include: (1) throughput volumes, facility efficiencies and fuel consumption, (2) operating expenses, (3) capital expenditures and (4) the following non-GAAP measures: gross margin, operating margin, adjusted EBITDA and distributable cash flow.

Throughput Volumes, Facility Efficiencies and Fuel Consumption

Our profitability is impacted by our ability to add new sources of natural gas supply and crude oil supply to offset the natural decline of existing volumes from oil and natural gas wells that are connected to our gathering and processing systems. This is achieved by connecting new wells and adding new volumes in existing areas of production, as well as by capturing crude oil and natural gas supplies currently gathered by third-parties. Similarly, our profitability is impacted by our ability to add new sources of mixed NGL supply, typically connected by third-party transportation, to our Downstream Business fractionation facilities. We fractionate NGLs generated by our gathering and processing plants, as well as by contracting for mixed NGL supply from third-party facilities.

In addition, we seek to increase operating margin by limiting volume losses, reducing fuel consumption and by increasing efficiency. With our gathering systems’ extensive use of remote monitoring capabilities, we monitor the volumes received at the wellhead or central delivery points along our gathering systems, the volume of natural gas received at our processing plant inlets and the volumes of NGLs and residue natural gas recovered by our processing plants. We also monitor the volumes of NGLs received, stored, fractionated and delivered across our logistics assets. This information is tracked through our processing plants and Downstream Business facilities to determine customer settlements for sales and volume related fees for service and helps us increase efficiency and reduce fuel consumption.

As part of monitoring the efficiency of our operations, we measure the difference between the volume of natural gas received at the wellhead or central delivery points on our gathering systems and the volume received at the inlet of our processing plants as an indicator of fuel consumption and line loss. We also track the difference between the volume of natural gas received at the inlet of the processing plant and the NGLs and residue gas produced at the outlet of such plant to monitor the fuel consumption and recoveries of our facilities. Similar tracking is performed for our crude oil gathering and logistics assets. These volume, recovery and fuel consumption measurements are an important part of our operational efficiency analysis and safety programs.

Operating Expenses

Operating expenses are costs associated with the operation of specific assets. Labor, contract services, repair and maintenance, utilities and ad valorem taxes comprise the most significant portion of our operating expenses. These expenses, other than fuel and power, generally remain relatively stable and independent of the volumes through our systems, but fluctuate depending on the scope of the activities performed during a specific period.

Capital Expenditures

Capital projects associated with growth and maintenance projects are closely monitored. Return on investment is analyzed before a capital project is approved, spending is closely monitored throughout the development of the project, and the subsequent operational performance is compared to the assumptions used in the economic analysis performed for the capital investment approval.

Gross Margin

We define gross margin as revenues less product purchases. It is impacted by volumes and commodity prices as well as by our contract mix and commodity hedging program.

Gathering and Processing segment gross margin consists primarily of revenues from the sale of natural gas, condensate, crude oil and NGLs and fee revenues related to natural gas and crude oil gathering and services, less producer payments and other natural gas and crude oil purchases.

Logistics and Marketing segment gross margin consists primarily of

- service fee revenues (including the pass-through of energy costs included in fee rates),
- system product gains and losses, and
- NGL and natural gas sales less NGL and natural gas purchases, transportation costs and the net inventory change.

The gross margin impacts of cash flow hedge settlements are reported in Other.

Operating Margin

We define operating margin as gross margin less operating expenses. Operating margin is an important performance measure of the core profitability of our operations.

Management reviews business segment gross margin and operating margin monthly as a core internal management process. We believe that investors benefit from having access to the same financial measures that management uses in evaluating our operating results. Gross margin and operating margin provide useful information to investors because they are used as supplemental financial measures by management and by external users of our financial statements, including investors and commercial banks, to assess:

- the financial performance of our assets without regard to financing methods, capital structure or historical cost basis;
- our operating performance and return on capital as compared to other companies in the midstream energy sector, without regard to financing or capital structure; and
- the viability of acquisitions and capital expenditure projects and the overall rates of return on alternative investment opportunities.

Gross margin and operating margin are non-GAAP measures. The GAAP measure most directly comparable to gross margin and operating margin is net income. Gross margin and operating margin are not alternatives to GAAP net income and have important limitations as analytical tools. Investors should not consider gross margin and operating margin in isolation or as a substitute for analysis of our results as reported under GAAP. Because gross margin and operating margin exclude some, but not all, items that affect net income and are defined differently by different companies in our industry, our definitions of gross margin and operating margin may not be comparable with similarly titled measures of other companies, thereby diminishing their utility. Management compensates for the limitations of gross margin and operating margin as analytical tools by reviewing the comparable GAAP measures, understanding the differences between the measures and incorporating these insights into its decision-making processes.

Adjusted EBITDA

We define Adjusted EBITDA as net income (loss) available to TRC before: interest; income taxes; depreciation and amortization; impairments of goodwill and property, plant and equipment; gains or losses on debt repurchases, redemptions, amendments, exchanges and early debt extinguishments and asset disposals; risk management activities related to derivative instruments including the cash impact of hedges acquired in the mergers with Atlas Energy L.P. and Atlas Pipeline Partners L.P. in 2015; non-cash compensation on equity grants; transaction costs related to business acquisitions; the Splitter Agreement adjustment; net income attributable to TRP preferred limited partners; earnings/losses from unconsolidated affiliates net of distributions, distributions from preferred interests, change in contingent consideration and the noncontrolling interest portion of depreciation and amortization

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

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

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

Distributable Cash Flow

We define distributable cash flow as Adjusted EBITDA less distributions to TRP preferred limited partners, the Splitter Agreement adjustment, cash interest expense on debt obligations, cash tax (expense) benefit and maintenance capital expenditures (net of any reimbursements of project costs). This measure includes the impact of noncontrolling interests on the prior adjustment items.

Distributable cash flow is a significant performance metric used by us and by external users of our financial statements, such as investors, commercial banks and research analysts, to compare basic cash flows generated by us (prior to the establishment of any retained cash reserves by our board of directors) to the cash dividends we expect to pay our shareholders. Using this metric, management and external users of our financial statements can quickly compute the coverage ratio of estimated cash flows to cash dividends. Distributable cash flow is also an important financial measure for our shareholders since it serves as an indicator of our success in providing a cash return on investment. Specifically, this financial measure indicates to investors whether or not we are generating cash flow at a level that can sustain or support an increase in our quarterly dividend rates.

Distributable cash flow is a non-GAAP financial measure. The GAAP measure most directly comparable to distributable cash flow is net income (loss) attributable to TRC. Distributable cash flow should not be considered as an alternative to GAAP net income (loss) available to common and preferred shareholders. It has important limitations as an analytical tool. Investors should not consider distributable cash flow in isolation or as a substitute for analysis of our results as reported under GAAP. Because distributable cash flow excludes some, but not all, items that affect net income and is defined differently by different companies in our industry, our definition of distributable cash flow may not be comparable to similarly titled measures of other companies, thereby diminishing its utility.

Management compensates for the limitations of distributable cash flow as an analytical tool by reviewing the comparable GAAP measure, understanding the differences between the measures and incorporating these insights into our decision-making processes.

Our Non-GAAP Financial Measures

The following tables reconcile the non-GAAP financial measures used by management to the most directly comparable GAAP measures for the periods indicated.

	Three Months		Nine Months Ended	
	Ended September 30, 2017	2016	September 30, 2017	2016
(In millions)				
Reconciliation of Net Income (Loss) attributable to TRC to Operating Margin and Gross Margin:				
Net income (loss) attributable to TRC	\$ (167.6)	\$ (10.7)	\$ (229.3)	\$ (36.6)
Net income (loss) attributable to noncontrolling interests	12.5	7.5	34.3	18.2
Net income (loss)	(155.1)	(3.2)	(195.0)	(18.4)
Depreciation and amortization expense	208.3	184.0	602.8	563.6
General and administrative expense	49.9	46.1	149.5	138.3
Impairment of property, plant and equipment	378.0	—	378.0	—
Impairment of goodwill	—	—	—	24.0
Interest expense, net	56.1	62.7	181.2	187.0
Income tax expense (benefit)	(97.4)	(8.7)	(132.3)	(3.9)
(Gain) loss on sale or disposition of assets	0.3	4.7	16.6	5.7
(Gain) loss from financing activities	—	—	16.5	(21.4)
Other, net	(126.9)	1.0	(105.7)	10.6
Operating margin	313.2	286.6	911.6	885.5
Operating expenses	155.5	143.0	462.7	414.0
Gross margin	\$ 468.7	\$ 429.6	\$ 1,374.3	\$ 1,299.5

		Nine Months Ended September 30,
Three Months Ended		September 30,
September 30, 2017	2016	