MACGINNITIE WALTER J
Form 4
February 23, 2006

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MACGINNITIE WALTER J
(Last) (First) (Middle)
RENAISSANCE HOUSE, 8-20 EAST BROADWAY
(Street)
PEMBROKE HM 19, BERMUDA
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
RENAISSANCERE HOLDINGS LTD [RNR]

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2006

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/21/2006		A		6,726 (1)	A	$ 0	22,292	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACGINNITIE WALTER J RENAISSANCE HOUSE 8-20 EAST BROADWAY PEMBROKE HM 19, BERMUDA	X			

Signatures

/s/ Stephen H. Weinstein, Attorney-in-Fact	02/23/2006
**Signature of Reporting Person	Date

Explanation of Responses:

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

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

(1) Shares will vest in three equal installments beginning on Feb 21, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. indent:0pt;;color:#000000;font-size:8pt;font-family:Times New Roman;font-weight:normal;font-style:normal;text-transform:none;font-variant: normal;">

NGL realized price, $/gal

$

0.76

$

0.58

$

0.18

31

%

$

0.76

$

0.62

$

0.14

23

%

(1) Segment operating statistics include intersegment amounts, which have been eliminated from the consolidated presentation. For all volume statistics presented, the numerator is the total volume sold during the quarter and the denominator is the number of calendar days during the quarter.
(2) Fractionation and treating contracts include pricing terms composed of base fees and fuel and power components that vary with the cost of energy. As such, the Logistics and Marketing segment results include effects of variable energy costs that impact both gross margin and operating expenses.

54

(3) Fractionation volumes reflect those volumes delivered and settled under fractionation contracts.
(4) Export volumes represent the quantity of NGL products delivered to third-party customers at our Galena Park Marine Terminal that are destined for international markets.

Three Months Ended June 30, 2018 Compared to Three Months Ended June 30, 2017

Logistics and Marketing gross margin increased due to higher fractionation margin, higher marketing gains, higher terminaling and storage throughput, higher domestic marketing margin and higher LPG export margin, partially offset by slightly lower treating margin. Fractionation margin increased due to higher supply volume, partially offset by lower system product gains. Fractionation margin was partially impacted by the variable effects of fuel and power that are largely reflected in operating expenses (see footnote (2) above). Marketing gains increased primarily due to optimization of gas transportation arrangements. Domestic marketing margin increased due to higher terminal margins and volumes. LPG export margin increased due to higher volumes and fees, partially offset by the absence of cancellation fees in 2018. Treating margin decreased due to lower benzene treating volumes which were zero in the second quarter 2018; however, we continue to receive take-or-pay payments related to the contract we have in place through 2018.

Operating expenses increased due to higher compensation and benefits and higher taxes, partially offset by lower fuel and power costs that are largely passed through.

Six Months Ended June 30, 2018 Compared to Six Months Ended June 30, 2017

Logistics and Marketing gross margin increased due to higher fractionation margin, higher marketing gains, higher terminaling and storage throughput and higher domestic marketing margin, partially offset by lower LPG export margin and lower treating margin. Fractionation margin increased due to higher supply volume and higher system product gains. Fractionation margin was partially impacted by the variable effects of fuel and power that are largely reflected in operating expenses (see footnote (2) above). Marketing gains increased primarily due to optimization of liquids arrangements. Domestic marketing margin increased due to higher terminal margins and volumes. LPG export margin decreased due to slightly lower fees and the absence of cancellation fees in 2018, partially offset by higher volumes. Treating margin decreased primarily due to lower benzene treating volumes which were zero in the second quarter 2018; however, we continue to receive take-or-pay payments related to the contract we have in place through 2018.

Operating expenses increased due to higher compensation and benefits and higher taxes, partially offset by lower maintenance costs, and lower fuel and power costs that are largely passed through.

Other

	Three Months Ended June 30,			Six Months Ended June 30,		
	2018	2017	2018 vs. 2017	2018	2017	2018 vs. 2017
	(In millions)					
Gross margin	$(3.5)	$6.0	$(9.5)	$(21.4)	$4.9	$(26.3)
Operating margin	$(3.5)	$6.0	$(9.5)	$(21.4)	$4.9	$(26.3)

Other contains the results of commodity derivative activities related to Gathering and Processing hedges of equity volumes that are included in operating margin and mark-to-market gain/losses related to derivative contracts that were not designated as cash flow hedges. The primary purpose of our commodity risk management activities is to mitigate a portion of the impact of commodity prices on our operating cash flow. We have entered into derivative instruments to hedge the commodity price associated with a portion of our expected natural gas, NGL and condensate equity volumes in our Gathering and Processing operations that result from percent of proceeds/liquids processing arrangements. Because we are essentially forward-selling a portion of our future plant equity volumes, these hedge positions will move favorably in periods of falling commodity prices and unfavorably in periods of rising commodity prices.

55

The following table provides a breakdown of the change in Other operating margin:

	Three Months Ended June 30, 2018			Three Months Ended June 30, 2017		
	(In millions, except volumetric data and price amounts)					
	Volume Settled	Price Spread (1)	Gain (Loss)	Volume Settled	Price Spread (1)	Gain (Loss)
Natural gas (BBtu)	17.0	$ 1.01	$ 17.1	15.5	$ 0.16	$ 2.5
NGL (MMgal)	94.8	(0.15)	(14.0)	59.4	0.01	0.8
Crude oil (MBbl)	0.5	(14.21)	(7.2)	0.3	6.93	2.3
Non-hedge accounting (2)			0.6			0.4
Ineffectiveness (3)			—			—
			$ (3.5)			$ 6.0

	Six Months Ended June 30, 2018			Six Months Ended June 30, 2017		
	(In millions, except volumetric data and price amounts)					
	Volume Settled	Price Spread (1)	Gain (Loss)	Volume Settled	Price Spread (1)	Gain (Loss)
Natural gas (BBtu)	32.8	$ 0.70	$ 22.9	26.0	$ 0.09	$ 2.6
NGL (MMgal)	187.3	(0.12)	(23.4)	102.7	(0.01)	(1.1)
Crude oil (MBbl)	1.0	(11.72)	(11.8)	0.6	6.29	3.5
Non-hedge accounting (2)			(9.1)			(0.3)
Ineffectiveness (3)			—			0.2
			$ (21.4)			$ 4.9

(1) The price spread is the differential between the contracted derivative instrument pricing and the price of the corresponding settled commodity transaction.

(2) Mark-to-market income (loss) associated with derivative contracts that are not designated as hedges for accounting purposes.

(3) Effective upon the adoption of ASU 2017-12 on January 1, 2018, we are no longer required to recognize ineffectiveness through operating margin. Previously, ineffectiveness primarily related to certain crude hedging contracts and certain acquired hedges of Targa Pipeline Partners, L.P. ("TPL") that did not qualify for hedge accounting.

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 $1.9 million and $4.9 million for the three and six months ended June 30, 2017. The final settlement was received in December 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.

Liquidity and Capital Resources

As of June 30, 2018, we had $281.6 million of “Cash and cash equivalents,” on our Consolidated Balance Sheets. We believe our cash position, remaining borrowing capacity on our credit facilities (discussed below in “Short-term Liquidity”), and our cash flows from operating activities are adequate to allow us to manage our day-to-day cash requirements and anticipated obligations as discussed further below.

Our liquidity and capital resources are managed on a consolidated basis. We have the ability to access the Partnership’s liquidity, subject to the limitations set forth in the Partnership Agreement and any restrictions contained in the covenants of the Partnership’s debt agreements, as well as the ability to contribute capital to the Partnership, subject to any restrictions contained in the covenants of our debt agreements.

On a consolidated basis, our ability to finance our operations, including funding capital expenditures and acquisitions, meeting our indebtedness obligations, refinancing our indebtedness and meeting our collateral requirements, and to pay dividends declared by our board of directors will depend on our ability to generate cash in the future. Our ability to generate cash is subject to a number of factors, some of which are beyond our control. These include commodity prices, weather and ongoing efforts to manage operating costs and maintenance capital expenditures, as well as general economic, financial, competitive, legislative, regulatory and other factors.

We are entitled to the entirety of distributions made by the Partnership on its equity interests, other than those made to the TRP Preferred Unitholders. The actual amount we declare as dividends continues to depend on our consolidated financial condition, results of operations, cash flow, the level of our capital expenditures, future business prospects, compliance with our debt covenants and any other matters that our board of directors deems relevant.

The Partnership's debt agreements and obligations to its Preferred Unitholders may restrict or prohibit the payment of distributions if the Partnership is in default, threat of default, or arrears. In addition, so long as any shares of our Preferred Shares are outstanding, certain common stock distribution limitations exist. If the Partnership cannot make distributions to us, we may be limited in our ability, or unable, to pay dividends on our common stock.

On a consolidated basis, our main sources of liquidity and capital resources are internally generated cash flows from operations, borrowings under the TRC Revolver, the TRP Revolver, and the Securitization Facility, and access to debt and equity capital markets. We may supplement these sources of liquidity with proceeds from potential asset sales and/or joint ventures. For companies involved in hydrocarbon production, transportation and other oil and gas related services, the capital markets have experienced and may continue to experience volatility. Our exposure to adverse credit conditions includes our credit facilities, cash investments, hedging abilities, customer performance risks and counterparty performance risks.

Short-term Liquidity

Our short-term liquidity on a consolidated basis as of August 6, 2018, was:

	August 6, 2018 (In millions)		
			Consolidated
	TRC	TRP	Total
Cash on hand	$ 15.1	$ 439.1	$ 454.2
Total availability under the TRC Revolver	670.0	—	670.0
Total availability under the TRP Revolver	—	2,200.0	2,200.0
Total availability under the Securitization Facility	—	350.0	350.0
	685.1	2,989.1	3,674.2
Less: Outstanding borrowings under the TRC Revolver	(160.0)	—	(160.0)
Outstanding borrowings under the TRP Revolver	—	(80.0)	(80.0)
Outstanding borrowings under the Securitization Facility	—	(350.0)	(350.0)
Outstanding letters of credit under the TRP Revolver	—	(71.5)	(71.5)
Total liquidity	$ 525.1	$ 2,487.6	$ 3,012.7

Other potential capital resources associated with our existing arrangements include:

- Our right to request an additional $200 million in commitment increases under the TRC Revolver, subject to the terms therein. The TRC Revolver matures on June 29, 2023.
- Our right to request an additional $500 million in commitment increases under the TRP Revolver, subject to the terms therein. The TRP Revolver matures on June 29, 2023.

A portion of our capital resources are allocated to letters of credit to satisfy certain counterparty credit requirements. These letters of credit reflect our non-investment grade status, as assigned to us by Moody's and S&P. They also reflect certain counterparties' views of our financial condition and ability to satisfy our performance obligations, as well as commodity prices and other factors.

Working Capital

Working capital is the amount by which current assets exceed current liabilities. On a consolidated basis, at the end of any given month, accounts receivable and payable tied to commodity sales and purchases are relatively balanced, with receivables from NGL customers being offset by plant settlements payable to producers. The factors that typically cause overall variability in our reported total working capital are: (i) our cash position; (ii) liquids inventory levels and valuation, which we closely manage; (iii) changes in the fair value of the current portion of derivative contracts; (iv) monthly swings in borrowings under the Securitization Facility; and (v) major structural changes in our asset base or business operations, such as acquisitions or divestitures and certain organic growth projects.

57

Working capital as of June 30, 2018 decreased $175.1 million compared to December 31, 2017. Our working capital, exclusive of current debt obligations and reclassifications from other long term liabilities, decreased $32.7 million from December 31, 2017 to June 30, 2018. The major items contributing to this decrease in working capital were increases in accounts payable and accruals especially those related to our Grand Prix and Train 6 projects, a reduction in inventories primarily attributable to a decrease in prices and volumes in storage, and a decrease in net risk management position due to changes in forward prices of commodities, partially offset by higher cash balances. Working capital as of June 30, 2018 was also impacted by a $312.4 million decrease due to the reclassification of the May 2019 estimated contingent consideration payment from noncurrent liabilities and a $170.0 million increase due to lower borrowings under our Securitization Facility.

Based on our anticipated levels of operations and absent any disruptive events, we believe that our internally generated cash flow, borrowings available under the TRC Revolver, the TRP Revolver and the Securitization Facility and proceeds from debt and equity offerings, as well as joint ventures and/or potential asset sales, should provide sufficient resources to finance our operations, capital expenditures, long-term debt obligations, collateral requirements and quarterly cash dividends for at least the next twelve months.

Long-term Financing

In February 2018, we formed three DevCo JVs with Stonepeak, which committed a maximum of approximately $960 million of capital to the DevCo JVs. For the six months ended June 30, 2018, total contributions from Stonepeak were $337.3 million, which are included in noncontrolling interests.

During 2018, we issued 4,405,867 shares of common stock under the December 2016 EDA, receiving net proceeds of $214.8 million. We also sold 3,274,128 shares of common stock under our May 2017 EDA, receiving net proceeds of $154.8 million. As of August 1, 2018, we have $107.7 million remaining under the December 2016 EDA and $594.0 million remaining under the May 2017 EDA.

From time to time, we issue long-term debt securities, which we refer to as senior notes. Our senior notes issued to date, generally have similar terms other than interest rates, maturity dates and redemption premiums. As of June 30, 2018 and December 31, 2017, the aggregate principal amount outstanding of our senior notes and other various long-term debt obligations (excluding current maturities) was $5,427.6 million and $4,732.6 million, respectively.

We consolidate the debt of the Partnership with that of our own; however, we do not have the contractual obligation to make interest or principal payments with respect to the debt of the Partnership. Our debt obligations do not restrict the ability of the Partnership to make distributions to us. Our Credit Agreement has restrictions and covenants that may limit our ability to pay dividends to our stockholders. See Note 9 – Debt Obligations for more information regarding our debt obligations.

The majority of our consolidated long-term debt is fixed rate borrowings; however, we have some exposure to the risk of changes in interest rates, primarily as a result of the variable rate borrowings under the TRC Revolver, the TRP Revolver and the Securitization Facility. We may enter into interest rate hedges with the intent to mitigate the impact of changes in interest rates on cash flows. As of June 30, 2018, we did not have any interest rate hedges.

In April 2018, the Partnership issued $1.0 billion aggregate principal amount of the 5 % Senior Notes due 2026. The Partnership used the net proceeds of $991.9 million after costs from this offering to repay borrowings under its credit facilities and for general partnership purposes.

In June 2018, we entered into an agreement to amend the TRC Revolver which extended the maturity date from February 2020 to June 2023. The available commitments of $670.0 million and our ability to request additional commitments of $200.0 million remained unchanged. The TRC Revolver continues to bear interest costs that are dependent on our ratio of non-Partnership consolidated funded indebtedness to consolidated adjusted EBITDA and the covenants remained substantially the same.

In June 2018, the Partnership entered into an agreement to amend and restate the TRP Revolver which extended the maturity date from October 2020 to June 2023 and increased available commitments from $1.6 billion to $2.2 billion. The Partnership's ability to request additional commitments of $500.0 million remained unchanged. The TRP Revolver continues to bear interest costs that are dependent on the ratio of the Partnership's consolidated funded indebtedness to consolidated adjusted EBITDA and the covenants remained substantially the same.

To date, our and our subsidiaries' debt balances have not adversely affected our operations, ability to grow or ability to repay or refinance indebtedness. For additional information about our debt-related transactions, see Note 9 - Debt Obligations to our consolidated financial statements. For information about our interest rate risk, see "Item 3. Quantitative and Qualitative Disclosures About Market Risk—Interest Rate Risk."

Compliance with Debt Covenants

As of June 30, 2018, both we and the Partnership were in compliance with the covenants contained in our various debt agreements.

Cash Flow

Cash Flows from Operating Activities

Six Months Ended June 30,		
		2018 vs.
2018	2017	2017
(In millions)		
$543.7	$464.5	$79.2

The primary drivers of cash flows from operating activities are (i) the collection of cash from customers from the sale of NGLs, natural gas and other petroleum commodities, as well as fees for gas processing, crude gathering, export, fractionation, terminaling, storage and transportation, (ii) the payment of amounts related to the purchases of NGLs and natural gas, and (iii) the payment of other expenses, primarily field operating costs, general and administrative expense and interest expense. In addition, we use derivative instruments to manage our exposure to commodity price risk. Changes in the prices of the commodities we hedge impact our derivative settlements as well as our margin deposit requirements on unsettled futures contracts.

Net cash provided by operations increased from 2017 to 2018 primarily due to the impact of higher commodity prices and volumes, higher capitalized interest, increases in distributions from unconsolidated affiliates and lower acquisition costs, partially offset by a tax refund received in 2017. The increase in commodity prices and volumes resulted in higher cash collections from customers, partially offset by higher product purchases and an increase in cash payments related to our derivative contracts. Higher capitalized interest resulted in lower interest payments included in operating cash flows. Increases in earnings from unconsolidated affiliates contributed to higher distributions. In 2017, we paid acquisition costs related to a business acquisition, which did not recur in 2018.

Cash Flows from Investing Activities

Six Months Ended June 30,		
		2018 vs.
2018	2017	2017

(In millions)		
$(1,236.9)	$(1,108.6)	$(128.3)

Cash used in investing activities increased in 2018 compared to 2017, primarily due to increased outlays for property, plant and equipment and contributions to unconsolidated affiliates, partially offset by lower outlays for business acquisitions and higher proceeds from the sale of assets.

Our capital expenditures for property, plant and equipment increased $634.9 million in 2018 primarily related to a large number of capital projects, and our contributions to unconsolidated affiliates increased $142.0 million primarily due to the construction activities of GCX and LM4.

We have made no cash payment for business acquisitions in 2018, whereas in 2017 we paid $570.8 million for the initial cash portion of the Permian Acquisition. In 2018, we received proceeds of $69.3 million from the sale of our inland marine barge business.

Cash Flows from Financing Activities

	Six Months Ended June 30,	
	2018	2017
Source of Financing Activities, net	(In millions)	
Debt, including financing costs	$506.2	$(462.6)
Contributions from noncontrolling interests	447.1	16.5
Equity offerings, net of financing costs	369.5	1,558.5
Dividends and distributions	(450.9)	(408.6)
Other	(34.3)	(34.5)
Net cash provided by (used in) financing activities	$837.6	$669.3

59

In 2018, we realized a net source of cash from financing activities primarily due to a net increase of debt outstanding and contributions from noncontrolling interests, partially offset by payments of dividends and distributions. The issuance of 5 % Senior Notes due 2026, partially offset by repayments of outstanding borrowings under our credit facilities contributed to the net increase of debt outstanding. The contributions from noncontrolling interests were primarily from Stonepeak and Blackstone to fund growth projects.

In 2017, we realized a net source of cash from financing activities, primarily due to equity offerings, offset by a net reduction of debt outstanding and payment of dividends and distributions. We issued 9,200,000 shares of common stock in January 2017 and 17,000,000 shares of common stock in June 2017 through public offerings in addition to common stock offerings through our December 2016 EDA. A portion of the proceeds from the equity issuances was used to repay outstanding borrowings under the TRP Revolver and to redeem TRP's 6 % Senior Notes.

Common Dividends

The following table details the dividends on common stock declared and/or paid by us for the six months ended June 30, 2018:

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
(In millions, except per share amounts)					
June 30, 2018	August 15, 2018	$ 208.9	$ 205.2	$ 3.7	$ 0.91000
March 31, 2018	May 16, 2018	203.1	199.7	3.4	0.91000
December 31, 2017	February 15, 2018	202.4	199.1	3.3	0.91000

(1) Represents accrued dividends on restricted stock and restricted stock units that are payable upon vesting.

Preferred Dividends

Our 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.

Cash dividends of $45.8 million were paid to holders of the Series A Preferred during the six months ended June 30, 2018. As of June 30, 2018, cash dividends accrued for our Series A Preferred were $22.9 million, which will be paid on August 14, 2018.

Capital Requirements

Our capital requirements relate to capital expenditures, which are classified as growth capital expenditures, business acquisitions, and maintenance expenditures. Growth capital expenditures improve the service capability of the existing assets, extend asset useful lives, increase capacities from existing levels, add capabilities, reduce costs or enhance revenues, and fund acquisitions of businesses or assets. Maintenance capital expenditures are those expenditures that are necessary to maintain the service capability of our existing assets, including the replacement of system components and equipment, which are worn, obsolete or completing their useful life and expenditures to remain in compliance with environmental laws and regulations.

	Six Months Ended June 30,	
	2018	2017
	(In millions)	
Capital requirements:		
Consideration for business acquisition	$—	$987.1
Contingent consideration (1)	—	(416.3)
Cash outlay for business acquisition, net of cash acquired	—	570.8
Growth (2)	1,245.6	560.0
Maintenance (2)	47.1	49.1
Gross capital expenditures	1,292.7	609.1
Transfers of capital expenditures to investment in unconsolidated affiliates	16.0	—
Transfers from materials and supplies inventory to property, plant and equipment	(1.0)	(1.5)
Change in capital project payables and accruals	(145.2)	(80.0)
Cash outlays for capital projects	1,162.5	527.6
Total capital outlays	$1,162.5	$1,098.4

60

(1) See Note 4 – Newly-Formed Joint Ventures and Acquisitions of the "Consolidated Financial Statements." Represents the fair value of contingent consideration at the acquisition date.
(2) Growth capital expenditures, net of contributions from noncontrolling interests, were $1,034.0 million and $543.4 million for the six months ended June 30, 2018 and 2017. Maintenance capital expenditures, net of contributions from noncontrolling interests, were $46.0 million and $48.5 million for the six months ended June 30, 2018 and 2017.

We currently estimate that we will invest at least $2,180 million in net growth capital expenditures (exclusive of outlays for business acquisitions) and contributions to investments in unconsolidated affiliates for announced projects in 2018. Given our objective of growth through expansions of existing assets, other internal growth projects, and acquisitions, we anticipate that over time that we will invest significant amounts of capital to grow and acquire assets. Future growth capital expenditures may vary significantly based on investment opportunities. We expect that 2018 net maintenance capital expenditures will be approximately $120 million.

Total growth capital expenditures increased for the six months ended June 30, 2018 as compared to the six months ended June 30, 2017, primarily due to spending related to Grand Prix, additional processing plants and associated infrastructure in the Permian Basin, SouthOK and Badlands, and construction of Train 6. Total maintenance capital expenditures were relatively flat for the comparable periods.

Off-Balance Sheet Arrangements

As of June 30, 2018, there were $50.3 million in surety bonds outstanding related to various performance obligations. These are in place to support various performance obligations as required by (i) statutes within the regulatory jurisdictions where we operate and (ii) counterparty support. Obligations under these surety bonds are not normally called, as we typically comply with the underlying performance requirement.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Our principal market risks are our exposure to changes in commodity prices, particularly to the prices of natural gas, NGLs and crude oil, changes in interest rates, as well as nonperformance by our customers.

Risk Management

We evaluate counterparty risks related to our commodity derivative contracts and trade credit. We have all our commodity derivatives with major financial institutions or major oil companies. Should any of these financial counterparties not perform, we may not realize the benefit of some of our hedges under lower commodity prices, which could have a material adverse effect on our results of operations. We sell our natural gas, NGLs and condensate to a variety of purchasers. Non-performance by a trade creditor could result in losses.

Crude oil, NGL and natural gas prices are also volatile. In an effort to reduce the variability of our cash flows, we have entered into derivative instruments to hedge the commodity price associated with a portion of our expected natural gas equity volumes, NGL equity volumes and condensate equity volumes and future commodity purchases and sales through 2021. Market conditions may also impact our ability to enter into future commodity derivative contracts.

Commodity Price Risk

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

61

The primary purpose of our commodity risk management activities is to hedge some of the exposure to commodity price risk and reduce fluctuations in our operating cash flow due to fluctuations in commodity prices. In an effort to reduce the variability of our cash flows, as of June 30, 2018, we have hedged the commodity price associated with a portion of our expected (i) natural gas, NGL, and condensate equity volumes in our Gathering and Processing operations that result from our percent-of-proceeds processing arrangements and (ii) future commodity purchases and sales in our Logistics and Marketing segment by entering into derivative instruments. We hedge a higher percentage of our expected equity volumes in the current year compared to future years, for which we hedge incrementally lower percentages of expected equity volumes. With swaps, we typically receive an agreed fixed price for a specified notional quantity of natural gas or NGLs and we pay the hedge counterparty a floating price for that same quantity based upon published index prices. Since we receive from our customers substantially the same floating index price from the sale of the underlying physical commodity, these transactions are designed to effectively lock-in the agreed fixed price in advance for the volumes hedged. In order to avoid having a greater volume hedged than our actual equity volumes, we typically limit our use of swaps to hedge the prices of less than our expected natural gas and NGL equity volumes. We utilize purchased puts (or floors) and calls (or caps) to hedge additional expected equity commodity volumes without creating volumetric risk. We may buy calls in connection with swap positions to create a price floor with upside. We intend to continue to manage our exposure to commodity prices in the future by entering into derivative transactions using swaps, collars, purchased puts (or floors), futures or other derivative instruments as market conditions permit.

When entering into new hedges, we intend to generally match the NGL product composition and the NGL and natural gas delivery points to those of our physical equity volumes. The NGL hedges cover specific NGL products based upon the expected equity NGL composition. We believe this strategy avoids uncorrelated risks resulting from employing hedges on crude oil or other petroleum products as “proxy” hedges of NGL prices. The natural gas and NGL hedges’ fair values are based on published index prices for delivery at various locations, which closely approximate the actual natural gas and NGL delivery points. A portion of our condensate sales are hedged using crude oil hedges that are based on the NYMEX futures contracts for West Texas Intermediate light, sweet crude.

A majority of these commodity price hedges are documented pursuant to a standard International Swap Dealers Association form with customized credit and legal terms. The principal counterparties (or, if applicable, their guarantors) have investment grade credit ratings. Our payment obligations in connection with substantially all of these hedging transactions and any additional credit exposure due to a rise in commodity prices relative to the fixed prices set forth in the hedges are secured by a first priority lien in the collateral securing the Partnership’s senior secured indebtedness that ranks equal in right of payment with liens granted in favor of the Partnership’s senior secured lenders. Absent federal regulations resulting from the Dodd-Frank Act, and as long as this first priority lien is in effect, we expect to have no obligation to post cash, letters of credit or other additional collateral to secure these hedges at any time, even if a counterparty’s exposure to our credit increases over the term of the hedge as a result of higher commodity prices or because there has been a change in our creditworthiness. A purchased put (or floor) transaction does not expose our counterparties to credit risk, as we have no obligation to make future payments beyond the premium paid to enter into the transaction; however, we are exposed to the risk of default by the counterparty, which is the risk that the counterparty will not honor its obligation under the put transaction.

We also enter into commodity price hedging transactions using futures contracts on futures exchanges. Exchange traded futures are subject to exchange margin requirements, so we may have to increase our cash deposit due to a rise in natural gas and NGL prices. Unlike bilateral hedges, we are not subject to counterparty credit risks when using futures on futures exchanges.

Our operating revenues increased (decreased) by $(9.9) million and $5.4 million during the three months ended June 30, 2018 and 2017, and $(48.7) million and $(1.3) million during the six months ended June 30, 2018 and 2017, as a result of transactions accounted for as derivatives. We account for derivatives designated as hedges that mitigate commodity price risk as cash flow hedges. Changes in fair value are deferred in other comprehensive income until the underlying hedged transactions settle. 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.

Our risk management position has moved from a net liability position of $38.2 million at December 31, 2017 to a net liability position of $62.8 million at June 30, 2018. The fixed prices we currently expect to receive on derivative contracts are below the aggregate forward prices for commodities related to those contracts, creating this net liability position.

As of June 30, 2018, we had the following derivative instruments that will settle during the years shown below:

Natural GAS

Instrument		Price					
Type	Index	$/MMBtu	MMBtu/d				Fair Value (In millions)
			2018	2019	2020	2021	
Gathering & Processing							
Swap	IF-Waha	2.6470	93,600	-	-	-	$ 17.4
Swap	IF-Waha	2.6327	-	65,383	-	-	27.6
			93,600	65,383	-	-	
Swap	IF-PB	2.4802	45,900	-	-	-	7.6
Swap	IF-PB	2.3700	-	35,000	-	-	12.0
			45,900	35,000	-	-	
Swap	IF-PEPL	2.5960	31,370	-	-	-	1.9
Swap	IF-PEPL	2.5333	-	31,370	-	-	4.9
Swap	IF-PEPL	2.0700	-	-	15,500	-	(0.1)
Swap	IF-PEPL	2.4750	-	-	-	3,822	0.2
			31,370	31,370	15,500	3,822	
Gathering & Processing total			170,870	131,753	15,500	3,822	$ 71.5
Other (1)							
Swap	NG-NYMEX	2.9000	(130)	-	-	-	$ 0.0
Swap	NG-NYMEX	2.8367	-	(247)	-	-	(0.0)
			(130)	(247)	-	-	
Basis Swap	Various	Various	135,842	97,377	30,417	16,658	(11.6)
Other total			135,712	97,130	30,417	16,658	$ (11.6)
							$ 59.9

(1) Other includes derivative agreements entered into for the purpose of hedging future commodity purchases and sales in our Logistics and Marketing segment.

63

NGLs

Instrument		Price						
Type	Index	$/gal		Bbl/d				Fair Value (In millions)
				2018	2019	2020	2021	
Gathering & Processing								
Swap	C2-OPIS-MB	0.2822		5,720	-	-	-	(1.2)
Swap	C2-OPIS-MB	0.2928		-	5,270	-	-	0.9
Swap	C2-OPIS-MB	0.2994		-	-	2,237	-	0.2
Swap	C2-OPIS-MB	0.3010		-	-	-	163	(0.0)
Total				5,720	5,270	2,237	163	
Swap	C3-OPIS-MB	0.7124		9,870	-	-	-	(17.4)
Swap	C3-OPIS-MB	0.6654		-	7,240	-	-	(15.2)
Swap	C3-OPIS-MB	0.6349		-	-	3,150	-	(5.3)
Swap	C3-OPIS-MB	0.6640		-	-	-	217	(0.3)
Total				9,870	7,240	3,150	217	
Swap	IC4-OPIS-MB	0.8824		1,320	-	-	-	(2.4)
Swap	IC4-OPIS-MB	0.8188		-	780	-	-	(1.3)
Swap	IC4-OPIS-MB	0.7343		-	-	430	-	(0.9)
Swap	IC4-OPIS-MB	0.7640		-	-	-	30	(0.0)
Total				1,320	780	430	30	
Swap	NC4-OPIS-MB	0.8780		3,850	-	-	-	(6.1)
Swap	NC4-OPIS-MB	0.8114		-	2,260	-	-	(3.6)
Swap	NC4-OPIS-MB	0.7275		-	-	1,230	-	(2.4)
Swap	NC4-OPIS-MB	0.7560		-	-	-	86	(0.1)
Total				3,850	2,260	1,230	86	
Swap	C5-OPIS-MB	1.2034		2,540	-	-	-	(7.2)
Swap	C5-OPIS-MB	1.2291		-	1,919	-	-	(8.0)
Swap	C5-OPIS-MB	1.1337		-	-	760	-	(2.8)
Swap	C5-OPIS-MB	1.1600		-	-	-	54	(0.2)
Total				2,540	1,919	760	54	
		Put Price	Call Price					
Collar	C3-OPIS-MB	0.5300	0.6500	900	-	-	-	(2.1)
		Put Price	Call Price					
Collar	IC4-OPIS-MB	0.6500	0.8400	110	-	-	-	(0.2)
Collar	IC4-OPIS-MB	0.6400	0.8000	-	110	-	-	(0.3)
Total				110	110	-	-	

		Put Price	Call Price					
Collar	NC4-OPIS-MB	0.6500	0.8000	300	-	-	-	(0.7)
Collar	NC4-OPIS-MB	0.6400	0.7600	-	300	-	-	(0.9)
Total				300	300	-	-	
Gathering & Processing total				24,610	17,879	7,807	550	$ (77.5)
Other (1)(2)								
Future	C2-OPIS-MB	0.2596		3,098	-	-	-	$ (1.0)
Future	C2-OPIS-MB	0.2772		-	1,507	-	-	(0.1)
Future	C2-OPIS-MB	0.2820		-	-	3,115	-	(0.6)
Total				3,098	1,507	3,115	-	
Future	C3-OPIS-MB	0.8029		5,033	-	-	-	(5.4)
Future	C3-OPIS-MB	0.8786		-	438	-	-	(0.4)
Total				5,033	438	-	-	
Future	IC4-OPIS-MB	0.8525		489	-	-	-	(0.9)
Future	NC4-OPIS-MB	0.8665		1,793	-	-	-	(2.9)
Future	C5-OPIS-MB	1.8810		(136)	-	-	-	(0.3)
Other total				10,277	1,945	3,115	-	$ (11.6)
								$ (89.1)

64

---

(1) Other includes derivative agreements entered into for the purpose of hedging future commodity purchases and sales in our Logistics and Marketing segment.
(2) The "Future" line items are comprised of futures transactions entered into on both the Intercontinental Exchange ("ICE") and Chicago Mercantile Exchange ("CME").

CONDENSATE

Instrument		Price						
Type	Index	$/Bbl		Bbl/d				Fair Value (In millions)
				2018	2019	2020	2021	
Gathering & Processing								
Swap	WTI-NYMEX	53.38		4,990	-	-	-	$ (15.7)
Swap	WTI-NYMEX	55.16		-	3,413	-	-	(12.5)
Swap	WTI-NYMEX	56.49		-	-	770	-	(1.2)
Swap	WTI-NYMEX	54.43		-	-	-	190	(0.3)
				4,990	3,413	770	190	
		Put Price	Call Price					
Collar	WTI-NYMEX	48.00	56.25	590	-	-	-	(1.6)
Collar	WTI-NYMEX	48.00	56.25	-	590	-	-	(2.3)
				590	590	-	-	
Total				5,580	4,003	770	190	
								$ (33.6)

These contracts may expose us to the risk of financial loss in certain circumstances. Generally, our hedging arrangements provide us protection on the hedged volumes if prices decline below the prices at which these hedges are set. If prices rise above the prices at which they have been hedged, we will receive less revenue on the hedged volumes than we would receive in the absence of hedges (other than with respect to purchased calls). For derivative instruments not designated as cash flow hedges, these contracts are marked-to-market and recorded in revenues.

We account for the fair value of our financial assets and liabilities using a three-tier fair value hierarchy, which prioritizes the significant inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. We determine the value of our derivative contracts utilizing a discounted cash flow model for swaps and a standard option pricing model for options, based on inputs that are readily available in public markets. For the contracts that have inputs from quoted prices, the classification of these instruments is Level 2 within the fair value hierarchy. For those contracts which we are unable to obtain quoted prices for at least 90% of the full term of the commodity contract, the valuations are classified as Level 3 within the fair value hierarchy. See Note 16 - Fair Value Measurements in this Quarterly Report for more information regarding classifications within the fair value hierarchy.

Interest Rate Risk

We are exposed to the risk of changes in interest rates, primarily as a result of variable rate borrowings under the TRC Revolver, the TRP Revolver and the Securitization Facility. As of June 30, 2018, we do not have any interest rate hedges. However, we may enter into interest rate hedges in the future with the intent to mitigate the impact of changes in interest rates on cash flows. To the extent that interest rates increase, interest expense for the TRC Revolver, the TRP Revolver and the Securitization Facility will also increase. As of June 30, 2018, the Partnership had $180.0 million in outstanding variable rate borrowings under the TRP Revolver and Securitization Facility, and we had outstanding variable rate borrowings of $150.0 million under the TRC Revolver. A hypothetical change of 100 basis points in the interest rate of our variable rate debt would impact the Partnership's annual interest expense by $1.8 million and our consolidated annual interest expense by $3.3 million.

65

Counterparty Credit Risk

We are subject to risk of losses resulting from nonpayment or nonperformance by our counterparties. The credit exposure related to commodity derivative instruments is represented by the fair value of the asset position (i.e. the fair value of expected future receipts) at the reporting date. Our futures contracts have limited credit risk since they are cleared through an exchange and are margined daily. Should the creditworthiness of one or more of the counterparties decline, our ability to mitigate nonperformance risk is limited to a counterparty agreeing to either a voluntary termination and subsequent cash settlement or a novation of the derivative contract to a third party. In the event of a counterparty default, we may sustain a loss and our cash receipts could be negatively impacted. We have master netting provisions in the International Swap Dealers Association agreements with all our derivative counterparties. These netting provisions allow us to net settle asset and liability positions with the same counterparties within the same Targa entity, and would reduce our maximum loss due to counterparty credit risk by $75.9 million as of June 30, 2018. The range of losses attributable to our individual counterparties would be between $6.4 million and $22.3 million, depending on the counterparty in default.

Customer Credit Risk

We extend credit to customers and other parties in the normal course of business. We have an established policy and various procedures to manage our credit exposure risk, including performing initial and subsequent credit risk analyses, setting maximum credit limits and terms and requiring credit enhancements when necessary. We use credit enhancements including (but not limited to) letters of credit, prepayments, parental guarantees and rights of offset to limit credit risk to ensure that our established credit criteria are followed and financial loss is mitigated or minimized.

We have an active credit management process, which is focused on controlling loss exposure to bankruptcies or other liquidity issues of counterparties. If an assessment of uncollectible accounts resulted in a 1% reduction of our third-party accounts receivable as of June 30, 2018, our operating income would decrease by $8.7 million in the year of the assessment.

During the three and six months ended June 30, 2018, sales of commodities and fees from midstream services provided to Petredec (Europe) Limited comprised approximately 17% and 15% of our consolidated revenues. No customer comprised greater than 10% of our consolidated revenues in the three and six months ended June 30, 2017.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the design and effectiveness of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) as of the end of the period covered in this Quarterly Report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of June 30, 2018, the design and operation of our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and (ii) accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

During the three months ended June 30, 2018, we implemented a new enterprise resource planning ("ERP") system. The new ERP system consolidates two legacy ERP systems and represents a change in our internal control over financial reporting. We have taken steps to implement appropriate internal control over financial reporting during this period of change and will continue to evaluate the design and operating effectiveness of our internal controls during subsequent periods. We will complete our evaluation and testing of the internal control changes as of December 31, 2018.

Other than the ERP implementation, there have been no changes in our internal control over financial reporting that occurred during the quarter that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, during our most recent fiscal quarter.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

The information required for this item is provided in Note 18 – Contingencies, under the heading “Legal Proceedings” included in the Notes to Consolidated Financial Statements included under Part I, Item 1 of this Quarterly Report, which is incorporated by reference into this item.

Item 1A. Risk Factors.

For an in-depth discussion of our risk factors, see “Part I—Item 1A. Risk Factors” of our Annual Report. All of these risks and uncertainties could adversely affect our business, financial condition and/or results of operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Recent Sales of Unregistered Securities.

None.

Repurchase of Equity by Targa Resources Corp. or Affiliated Purchasers.

Period	Total number of shares withheld (1)	Average price per share	Total number of shares purchased as part of publicly announced plans	Maximum number of shares that may yet to be purchased under the plan
April 1, 2018 - April 30, 2018	599	$ 48.03	—	—
May 1, 2018 - May 31, 2018	558	$ 46.97	—	—
June 1, 2018 - June 30, 2018	44,725	$ 49.59	—	—

(1) Represents shares that were withheld by us to satisfy tax withholding obligations of certain of our officers, directors and key employees that arose upon the lapse of restrictions on restricted stock.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

67

Item 6. Exhibits

Number	Description
3.1	Amended and Restated Certificate of Incorporation of Targa Resources Corp. (incorporated by reference to Exhibit 3.1 to Targa Resources Corp.'s Current Report on Form 8-K filed December 16, 2010 (File No. 001-34991)).
3.2	Certificate of Designations of Series A Preferred Stock of Targa Resources Corp., filed with the Secretary of State of the State of Delaware on March 16, 2016 (incorporated by reference to Exhibit 3.1 to Targa Resources Corp.'s Current Report on Form 8-K/A filed March 17, 2016 (File No. 001-34991)).
3.3	Amended and Restated Bylaws of Targa Resources Corp. (incorporated by reference to Exhibit 3.2 to Targa Resources Corp.'s Current Report on Form 8-K filed December 16, 2010 (File No. 001-34991)).
3.4	First Amendment to the Amended and Restated Bylaws of Targa Resources Corp. (incorporated by reference to Exhibit 3.1 to Targa Resources Corp.'s Current Report on Form 8-K filed January 15, 2016 (File No. 001-34991)).
3.5	Certificate of Limited Partnership of Targa Resources Partners LP (incorporated by reference to Exhibit 3.2 to Targa Resources Partners LP's Registration Statement on Form S-1 filed November 16, 2006 (File No. 333-138747)).
3.6	Certificate of Formation of Targa Resources GP LLC (incorporated by reference to Exhibit 3.3 to Targa Resources Partners LP's Registration Statement on Form S-1/A filed January 19, 2007 (File No. 333-138747)).
3.7	Third Amended and Restated Agreement of Limited Partnership of Targa Resources Partners LP, effective December 1, 2016 (incorporated by reference to Exhibit 3.1 to Targa Resources Partners LP's Current Report on Form 8-K filed October 21, 2016 (File No. 001-33303)).
3.8	Amendment No. 1 to the Third Amended and Restated Agreement of Limited Partnership of Targa Resources Partners LP (incorporated by reference to Exhibit 3.1 to Targa Resources Partners LP's Current Report on Form 8-K (File No. 001-33303) filed December 12, 2017).
3.9	Limited Liability Company Agreement of Targa Resources GP LLC (incorporated by reference to Exhibit 3.4 to Targa Resources Partners LP's Registration Statement on Form S-1/A filed January 19, 2007 (File No. 333-138747)).
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Targa Resources Corp.'s Registration Statement on Form S-1/A filed November 12, 2010 (File No. 333-169277)).
4.2	Indenture dated as of April 12, 2018 among the Issuers, the Guarantors and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Current Report on Form 8-K (File No. 001-33303) filed April 16, 2018).
4.3	

	Registration Rights Agreement dated as of April 12, 2018 among the Issuers, the Guarantors and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several Initial Purchasers party thereto (incorporated by reference to Exhibit 4.2 to Targa Resources Partners LP's Current Report on Form 8-K (File No. 001-33303) filed April 16, 2018).
10.1	Purchase Agreement dated as of April 5, 2018, among the Issuers, the Guarantors and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several initial purchasers (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K (File No. 001-33303) filed April 6, 2018).
10.2	First Amendment to Credit Agreement dated as of June 29, 2018, by and among Targa Resources Corp., Bank of America, N.A., and the other parties signatory thereto (incorporated by reference to Exhibit 10.1 to Targa Resources Corp.'s Current Report on Form 8-K filed July 3, 2018 (File No. 001-34991)).
10.3	Third Amendment and Restatement Agreement dated as of June 29, 2018, by and among Targa Resources Partners LP, Bank of America, N.A., and the other parties signatory thereto (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K (File No. 001-33303) filed July 3, 2018).
10.4*	Supplemental Indenture dated July 24, 2018 to Indenture dated October 25, 2012, among the Guaranteeing Subsidiary, Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association).
10.5*	Supplemental Indenture dated July 24, 2018 to Indenture dated May 14, 2013, among the Guaranteeing Subsidiary, Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association).

68

Number	Description
10.6*	Supplemental Indenture dated July 24, 2018 to Indenture dated October 28, 2014, among the Guaranteeing Subsidiary, Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association).
10.7*	Supplemental Indenture dated July 24, 2018 to Indenture dated September 14, 2015, among the Guaranteeing Subsidiary, Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association).
10.8*	Supplemental Indenture dated July 24, 2018 to Indenture dated October 6, 2016, among the Guaranteeing Subsidiary, Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association).
10.9*	Supplemental Indenture dated July 24, 2018 to Indenture dated October 17, 2017, among the Guaranteeing Subsidiary, Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association).
10.10*	Supplemental Indenture dated July 24, 2018 to Indenture dated April 12, 2018, among the Guaranteeing Subsidiary, Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association).
31.1*	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith
** Furnished herewith

69

Explanation of Responses:

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	Targa Resources Corp. (Registrant)	
Date: August 8, 2018	By:	/s/ Jennifer R. Kneale Jennifer R. Kneale Chief Financial Officer (Principal Financial Officer)

70