



## **Targa Resources Partners LP Announces Early Results and Extends Consent Date of Exchange Offer and Consent Solicitation**

HOUSTON, Feb. 2, 2011 (GLOBE NEWSWIRE) -- Targa Resources Partners LP ("Targa Resources Partners" or the "Partnership") (NYSE:NGLS) and its subsidiary Targa Resources Partners Finance Corporation (collectively, the "Issuers") announced today that, based on information provided by the exchange agent with respect to their private offer (the "Exchange Offer") to certain Eligible Holders (as defined below) to exchange any and all outstanding 11¼% Senior Notes due 2017 (CUSIP No. 87612BAD4) (the "Old Notes") for 6¾% Senior Notes due 2021 (the "New Notes") to be issued by the Issuers and cash, and a solicitation of consents (the "Consent Solicitation"), the principal amount of the Old Notes that has been validly tendered and with respect to which consents ("Consents") have been validly delivered was \$155,776,000, as of 5:00 p.m., New York City time, on February 1, 2011 (the "Withdrawal Date"). The Issuers also announced that they intend to accept the Old Notes tendered and Consents received, which amount satisfies the Consent Condition (as defined below), and that they are extending the consent date in connection with the Exchange Offer and Consent Solicitation until 5:00 p.m., New York City time, on February 3, 2011. The Withdrawal Date has not been extended, and the Issuers expect that the settlement for the Old Notes tendered and Consents delivered prior to the consent date will be on February 4, 2011.

Eligible Holders who tender after the consent date but at or prior to Midnight, New York City time, on February 15, 2011, subject to any extension by the Issuers (the "Expiration Date"), will be eligible to receive only the exchange price set out in the Exchange Offer Memorandum (as defined below).

The Old Notes tendered and Consents received as of the Withdrawal Date satisfy the condition (the "Consent Condition") that the Issuers receive Consents to certain proposed amendments (the "Proposed Amendments") to the indenture under which the Old Notes (the "Old Notes Indenture") were issued from holders of at least a majority of the outstanding principal amount of the Old Notes. The Proposed Amendments would eliminate substantially all of the restrictive covenants and certain events of default contained in the Old Notes Indenture.

Except as otherwise described above, the terms and conditions of the Exchange Offer and Consent Solicitation are set forth in a confidential exchange offering memorandum and consent solicitation statement (the "Exchange Offering Memorandum") dated January 19, 2011, and the related letter of transmittal and consent (the "Letter of Transmittal and Consent"). The Exchange Offer and Consent Solicitation are only being made, and copies of the offering documents will only be made available, (1) to "qualified institutional buyers" as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), in a private transaction in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 4(2) thereof and (2) outside the United States, to persons other than "U.S. persons" as defined in Rule 902 under the Securities Act in offshore transactions in compliance with Regulation S under the Securities Act (each, an "Eligible Holder").

The Exchange Offering Memorandum and related Letter of Transmittal and Consent will only be distributed to Eligible Holders who complete and return a letter of eligibility confirming that they are Eligible Holders. Holders of Old Notes who desire a copy of the letter of eligibility may contact D.F. King & Co., Inc., the information agent and exchange agent for the Exchange Offer and Consent Solicitation, at (800) 859-8508 (toll free) or (212) 269-5550 (banks and brokers).

The New Notes have not been registered under the Securities Act, or any state securities laws, and unless so registered, the New Notes may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The New Notes are expected to be eligible for trading by qualified institutional buyers under Rule 144A and non-US persons under Regulation S. This announcement shall not constitute an offer to sell or a solicitation of an offer to buy any of the New Notes or Old Notes, except as required by law. This announcement must be read in conjunction with the Exchange Offering Memorandum and the related Letter of Transmittal and Consent.

### **Forward-Looking Statements**

Certain statements in this release are "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. All statements, other than statements of historical facts, included in this release that address activities, events or developments that the Partnership expects, believes or anticipates will or may occur in the future are forward-looking statements. These forward-looking

statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties, factors and risks, many of which are outside Targa Resources Partners' control, which could cause results to differ materially from those expected by management of Targa Resources Partners. Such risks and uncertainties include, but are not limited to, weather, political, economic and market conditions, including a decline in the price and market demand for natural gas and natural gas liquids, the timing and success of business development efforts; and other uncertainties. These and other applicable uncertainties, factors and risks are described more fully in the Partnership's Annual Report on Form 10-K for the year ended December 31, 2009 and other reports filed with the Securities and Exchange Commission. Targa Resources Partners undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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