

Edgar Filing: Atlas Energy, L.P. - Form 425

Atlas Energy, L.P.
Form 425
November 12, 2014

Filed by Targa Resources Corp.

Pursuant to Rule 425 of the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

of the Securities Exchange Act of 1934

Subject Company: Atlas Energy, L.P.

Commission File No.: 001-32953

This filing relates to a proposed business combination involving Targa Resources Corp. and Atlas Energy, L.P.

Targa Resources
Jefferies 2014
Global Energy Conference
November 11, 2014

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Forward Looking Statements

Certain statements in this presentation 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 presentation that address activities, events or developments that Targa Resources Partners LP (TRP or the Partnership) or Targa Resources Corp. (TRC or the Company) expect, believe or anticipate 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 the Partnership's and the Company's control, which could cause results to differ materially from those expected by management of Targa Resources Partners LP and Targa Resources Corp. Such risks and uncertainties include, but are not limited to, weather, political, economic and market conditions, including declines in the production of natural gas or in the price and market demand for natural gas and natural gas liquids, the timing and success of business development efforts, the credit risk of customers and other uncertainties. These and other applicable uncertainties, factors and risks are described more fully in the Partnership's and the Company's Annual Reports on Form 10-K for the year ended December 31, 2013 and other reports filed with the Securities and Exchange Commission. The Partnership and the Company undertake 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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Additional Information

Additional Information and Where to Find It

In connection with the proposed transaction, Targa Resources Corp. (TRC) will file with the U.S. Securities and Exchange Commission a registration statement on Form S-4 that will include a joint proxy statement of Atlas Energy, L.P. (ATLS) and TRC and a prospectus of ATLS (joint proxy statement/prospectus). In connection with the proposed transaction, TRC plans to mail the definitive TRC joint proxy statement/prospectus to its unitholders, and ATLS plans to mail the definitive TRC joint proxy statement/prospectus to its unitholders.

Also in connection with the proposed transaction, Targa Resources Partners LP (TRP) will file with the SEC a registration statement on Form S-1.

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Targa Resources
Two Public Companies
IPO February 2007
MLP
Owner/Operator of all assets
IPO December 2010
C-Corp

General Partner of NGLS
Targa Resources Partners LP
(NYSE: NGLS; TRP
or the Partnership)

Targa Resources Corp.
(NYSE: TRGP; TRC
or the Company)

Market Cap:

\$6.8 billion

Enterprise Value:

\$10.0 billion

Unit Price:

\$58.93

Yield:

5.4%

Current

Annualized

Distribution:

\$3.19

Sequential / YoY Growth:

2% / 9%

Market Cap:

\$5.1 billion

Enterprise Value:

\$5.2 billion

Share Price:

\$120.16

Yield:

2.4%

Current

Annualized

Dividend:

\$2.93

Sequential / YoY Growth:

6% / 29%

-40%

-20%

0%

20%

40%

60%

80%

100%

120%

140%

160%

180%

NGLS

TRGP

Alerian Index

S&P 500
UTY Index
-40%
40%
120%
200%
280%
360%
440%
520%
600%

Note: Market Cap, Unit/Share Price and Yield as of November 7, 2014. Enterprise Value calculated using current Market Cap balance sheet data as of September 30, 2014. Unit and Stock Price Performance graphs through November 7, 2014

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TRP and TRC Performance

(1)

2010 covers time period from IPO (December 6, 2010) through December 31, 2010

(2)

2014 YTD as November 7, 2014

Source: Bloomberg

TRP

Total
Return
Since
2010
(1)
TRC
Total Return Since IPO
TRC
Dividends
TRP
Distributions
16%
3%
2%
21%
3%
TRGP Out/(Under)
Performance vs. AMZ
20%
42%
30%
44%
25%
-10%
0%
10%
20%
30%
40%
50%
60%
70%
80%
2010
(1)
2011
2012
2013
2014 YTD
(2)
TRGP
AMZ
S&P 500
UTY Index
-10%
0%
10%
20%
30%

40%
50%
60%
NGLS
AMZ
S&P 500
UTY Index
2.19
2.23
2.28
2.33
2.41
2.49
2.57
2.65
2.72
2.79
2.86
2.93
2.99
3.05
3.12
3.19
\$1.00
\$1.25
\$1.50
\$1.75
\$2.00
\$2.25
\$2.50
\$2.75
\$3.00
\$3.25
\$3.50
Q4
Q1
Q2
Q3
Q4
Q1
Q2
Q3
Q4
Q1
Q2
Q3
Q4
Q1
Q2
Q3

2011
2012
2013
2014
1.03
1.09
1.16
1.23
1.35
1.46
1.58
1.69
1.83
1.98
2.13
2.28
2.43
2.59
2.76
2.93
\$1.00
\$1.25
\$1.50
\$1.75
\$2.00
\$2.25
\$2.50
\$2.75
\$3.00
\$3.25
Q4
Q1
Q2
Q3
Q4
Q1
Q2
Q3
Q4
Q1
Q2
Q3
Q4
Q1
Q2
Q3
2010
2011
2012
2013

2014
NGLS Out/(Under)
Performance vs. AMZ
2010
2011
2012
2013
2014 YTD
(2)

Targa's Diversified Midstream Platform

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Operating Margin

(1)

(1)

Operating margin percentages based on LTM as of September 30, 2014

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A Strong Footprint in
Active Basins
And a Leading Position
at Mont Belvieu
Drive Targa s
Long-Term Growth
Leadership position in oil

and liquids rich Permian
Basin
Bakken position
capitalizes on strong
crude oil fundamentals
and active drilling activity
Leadership position in the
active portion of Barnett
Shale combo
play
GOM and onshore
Louisiana provide longer
term upside potential for
well positioned assets
Mont Belvieu is the
NGL hub of North
America
Increased domestic
NGL production is
driving capacity
expansions into and at
Mont Belvieu
Second largest
fractionation
ownership position at
Mont Belvieu
One of only two
operating commercial
NGL export facilities on
the Gulf Coast linked to
Mont Belvieu
Position not easily
replicated
Approximately \$2.6 billion
in announced organic
capex projects completed
or underway
Increased capacity to
support multiple U.S.
shale / resource plays
Additional fractionation
expansion to support
increased NGL supply
Increased connectivity to
U.S. end users of NGLs
Expansion of export
services capacity for
global LPG markets at
Galena Park marine
terminal

Investment Highlights

Increasing scale and
diversity

Increasing fee-based
margin

Expected

7

-

9%

NGLS

distribution growth in 2014,
on track for the high end of
the range

Expected TRGP dividend
growth in excess

of 25% in

2014

2014 adjusted EBITDA
guidance of \$925 to \$975

million

Well Positioned for 2014 and Beyond

Major Announced Capital Projects

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Approximately \$2.6 billion of announced projects completed or ongoing
Over \$1 billion of projects completed in 2013 and approximately \$1 billion to be completed in 2014
Additional high quality growth projects under development for 2014 and beyond
Commenced construction of CBF Train 5 Expansion (100 MBbl/d)

(1)

Includes additional spending in both North Texas and Permian Basin

(2)
Additional
gas
processing
plant
estimated
completion
YE
2014
and
in-service
early
2015

(3)

35 Mbbl/d condensate splitter located at the Channelview Terminal expected to be in-service end of 2016 or early 2017, dependant on completion

(4)

~\$2.0 billion of fee-based capital, 77% of listed projects

(4)

G&P Growth Projects

Actual / Expected

Completion

Primarily

Fee-Based

Gathering

&

Processing

Expansion

Program

-

2013

/

2014

(1)

2013 / 2014

North Texas Longhorn Project (200 MMcf/d)

May 2014

SAOU High Plains Plant (200 MMcf/d)

June 2014

Badlands

Expansion

Program

-

2013

/

2014

2013 / 2014

(2)

Other

Total G&P Projects

\$465

Downstream Growth Projects

Actual / Expected

Completion

Primarily

Fee-Based

Petroleum

Logistics

Projects

-

2013

/

2014

(3)

2013 / 2014+

CBF Train 4 Expansion (100 MBbl/d)

Mid 2013

CBF Train 5 Expansion (100 MBbl/d)

Mid 2016

International Export Project

Q3 2013 / Q3 2014

Other

Total Downstream Projects

\$1,520

Total Projects

\$1,985

50

385

0

Total CAP EX

(\$ millions)

2013 CAP EX

(\$ millions)

2014 CAP EX

(\$ millions)

\$185

\$75

\$110

150

40

20

225

125

85

465

250

215

40

25

15

\$1,065

\$515

\$445

Total CAP EX

(\$ millions)

2013 CAP EX

(\$ millions)

2014 CAP EX

(\$ millions)

\$190

\$40

\$50

385

120

20

480

250

165

80

30

50

\$1,520

\$440

\$335

\$2,585

\$955

\$780

Major Capital Projects Under Development

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Over \$2.0 billion of additional opportunities are in various stages of development

Opportunities include additional infrastructure in both G&P and Downstream

Increasing NGL supplies across the country will continue to drive the need for more processing, fractionation and connectivity

(1)

Recently approved new 200 MMcf/d plant in the Williston Basin

(2)

Recently approved new 300 MMcf/d plant in the Delaware Basin

(1)

(2)

Additional Growth Opportunities

CAP EX

(\$ millions)

Estimated

Timing

Primarily

Fee-Based

Badlands Expansion Program

Permian Expansion Program

Train 6 Expansion

Train 7 Expansion

Additional Condensate Splitter

Ethane Export Project

Other Projects

primarily

Total

\$2,000+

2015 and beyond

Diversity and Scale Mitigate Commodity Price Changes

Growth has been driven by investing in the business, not by changes in commodity prices

TRP benefits from multiple factors that help mitigate commodity price volatility, including:

Scale

Business and geographic diversity

Increasing fee-based margin

Hedging

Given the current price environment, TRP is less hedged than in previous years, primarily on ethane and propane

TRP currently has hedged approximately 80% of 2014 natural gas and approximately 30% of 2014 combined NGL and condensate

TRP has hedged approximately 50% to 60% of natural gas equity volumes for 2015 and 20% to 30% for 2016

(1)

TRP has hedged approximately 45% to 55% of condensate equity volumes for 2015 and 25% to 35% for 2016

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Adjusted EBITDA vs. Commodity Prices

(1)

Will be towards bottom-end of range if there is significant ethane rejection in these years

(1)

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Targa Leverage and Liquidity

(1)

Includes TRP's total availability under the revolver plus cash, less outstanding borrowings and letters of credit under the TRP

(2)

Adjusts EBITDA to provide credit for material capital projects that are in process, but have not started commercial operation, a

Compliance Leverage Ratio

Liquidity

(1)
0.0x
1.0x
2.0x
3.0x
4.0x
5.0x
6.0x
Q1
Q2
Q3
Q4
Q1
Q2
Q3
Q4
Q1
Q2
Q3
Q4
Q1
Q2
Q3
Q4
Q1
Q2
Q3
Q4
Q1
Q2
Q3
Q4
Q1
Q2
Q3
Q4
Q1
Q2
Q3
2007
2008
2009
2010
2011
2012
2013
2014
0
200
400

600
800
1,000
1,200

Q1
Q2
Q3
Q4
Q1
Q2
Q3
Q4

Q1
Q2
Q3

2012
2013
2014

Target
compliance
leverage
ratio

3x

-

4x

Debt/EBITDA

YTD through September 2014, raised net proceeds of \$257 million from equity issuances under at-the-market (ATM) program

Completed \$800 million 4.125% unsecured notes offering in October 2014. Pro forma for offerings, liquidity as of Sept 30 is \$1.45 billion including capacity under accounts receivable securitization

Have historically been on low end of range
Leverage increased at end of 2012 due to Badlands acquisition

Q3 2014 compliance leverage ratio was 2.7x

Compliance Leverage Ratio

(2)

Targa + Atlas: Transaction Overview
Targa Resources Partners LP (NYSE: NGLS; TRP
or the Partnership) has executed a definitive agreement to
acquire Atlas Pipeline Partners, L.P. (NYSE: APL) for \$5.8 billion
(1)
0.5846
NGLS
common

units
plus
a
one-time
cash
payment
of
\$1.26
for
each
APL
LP
unit
(implied
premium
(1)
of
15%)

\$1.8 billion of debt at September 30, 2014

Targa Resources Corp. (NYSE: TRGP; TRC

or the Company) has executed a definitive agreement to acquire

Atlas Energy, L.P. (NYSE: ATLS), after its spin-off of non APL-related assets, for \$1.9 billion

(1)

Prior to TRGP's acquisition, all assets held by ATLS not associated with APL will be spun out to existing ATLS unitholders

10.35 million TRGP shares issued to ATLS unitholders

\$610 million of cash to ATLS

Each
existing
ATLS
(after
giving
effect
to
ATLS
spin
out)
unit
will
receive
0.1809
TRGP
shares
and
\$9.12
in
cash

Accretive to NGLS and TRGP cash flow per unit and share, respectively, immediately and over the longer-term, while providing APL and ATLS unitholders increased value now and into the future

Post

closing
(2)
,
NGLS
plans
to
increase
its
quarterly
distribution

by
\$0.04
per
LP
unit
(\$0.16
per
LP
unit
annualized
rate)

NGLS expects 11-13% distribution growth in 2015 compared to 7-9% in 2014

Post
closing
(2)

,
TRGP
plans
to
increase
its
quarterly
dividend
by
\$0.10
per
share
(\$0.40
per
share
annualized
rate)

TRGP
expects
approximately
35%
dividend
growth
(3)
in

2015
compared
to
25%+
in
2014

Transactions are cross-conditional and expected to close Q1 2015, subject to shareholder and regulatory approvals
HSR verbal notice of clearance received 11/4/2014

(1) Based on market data as of October 10, 2014, excluding transaction fees and expenses

(2) Management intends to recommend this increase at the first regularly scheduled quarterly distribution declaration Board meeting

(3) Assumes NGLS distribution growth of 11-13%

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Targa + Atlas: Attractive Positions in Active Basins

Barnett

Eagle Ford

Delaware

Bakken

Mississippi

Lime

Woodford

Legend

U.S. Land Rig Count by Basin

(1)

(1) Source: Baker Hughes Incorporated, as of October 20, 2014

SCOOP

Midland

Pro Forma Asset Highlights

Atlas

Natural Gas Processing Plant

Natural Gas Pipeline

Targa

Natural Gas Processing Plant

Terminal

Fractionator

Natural Gas Pipeline

Crude Oil Pipeline

NGL Pipeline

39 natural gas processing plants (~6.9 Bcf/d gross processing capacity)

Over 22,500 miles of natural gas and crude oil gathering pipeline

Gross NGL production of 278.9 MBbls/d in 2Q 2014

3 crude oil and refined products terminals with 2.5 MMBbls of storage

17 gas treating facilities

573 MBbl/d gross fractionation capacity

~6.5 MMBbl/month effective capacity LPG export terminal

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Producer Activity Drives NGL Flows to Mont Belvieu

Growing field NGL production

increases NGL flows to Mont

Belvieu

Increased NGL production

could support Targa's existing

and expanding Mont Belvieu
and Galena Park presence
Petrochemical investments,
fractionation and export
services will continue to clear
additional supply
Targa's Mont Belvieu and
Galena Park businesses very
well positioned
Barnett
Eagle Ford
Midland
Mississippi Lime
Woodford
Delaware
Marcellus &
Others
Rockies
Galena Park Marine
Import / Export
Terminal
Atlas
Natural Gas Processing Plant
Natural Gas Pipeline
Targa
Natural Gas Processing Plant
Terminal
Fractionator
Natural Gas Pipeline
Crude Oil Pipeline
NGL Pipeline
Legend
Combined NGL Production (MBbl/d)
SCOOP
Mont
Belvieu
Terminal
121
124
129
137
149
48
54
77
115
118
169
178
206

251
268
0
50
100
150
200
250
300
2010
2011
2012
2013
YTD 2014
Targa
Atlas
Third Party
Ethylene Cracker
Illustrative Y-Grade Flows
Import / Export

Market Cap

~ \$12 Billion

(1)

~ \$5 Billion

(2)

~ \$17 Billion

(1)

Enterprise Value

~ \$15 Billion

(1)

~ \$8 Billion

(2)

~ \$23 Billion

(1)

2014E EBITDA (\$MM)

\$925 - \$975 Million

\$400 - \$425 Million

\$1,325 - \$1,400 Million

2014E Growth

CAPEX (\$MM)

\$780 Million

\$400 - \$450 Million

\$1,180 - \$1,230 Million

2014E Operating

Margin by Segment

YE 2014E % Fee-

Based

68%

32%

Fixed Fee

Percent of Proceeds

35%

7%

38%

20%

Field G&P

Coastal G&P

Logistics

Marketing and Dist.

40%

60%

Texas

Oklahoma

25%

5%

27%

15%

11%

17%

Field G&P - Targa

Coastal G&P - Targa

Logistics - Targa

Marketing and Dist. - Targa

Texas - Atlas

Oklahoma - Atlas

40%

60%

Fixed Fee

Percent of Proceeds

60%

40%

Fixed Fee

Percent of Proceeds

15

Targa + Atlas: Increased Size and Scale Enhance Credit Profile

Targa

Atlas

Pro Forma Targa

(1)

Represents

combined

market

cap

and

enterprise

value

for

NGLS

and

TRGP

as
of
October
10,
2014,
less
the
value
of
NGLS
units
or
PF
NGLS
units
owned
by
TRGP

(2) Represents combined market cap and enterprise value for APL and ATLS as of October 10, 2014 based on transaction cons

(3) Includes keep-whole at 1% of total margin

(3)

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Targa + Atlas: Strategic Highlights
Attractive
Positions in Active
Basins
Creates World-
Class Permian
Footprint

Complementary
Assets with
Significant Growth
Opportunities
Enhances
Credit Profile
Significant Long-
Term Value
Creation

Already strong positions in Permian and Bakken enhanced with entry into Mississippi Lime and Eagle Ford
4 of the top

5
basins
by
active
rig
count
and
unconventional
well
spuds

(1)
Top 3 basins by oil production

(1)
Also exposed
to
emerging
SCOOP
play
and
continued
development
of
NGL-rich
Barnett
Shale

Adds diversity and leadership position in all basins/plays

Combines strong Permian Basin positions to create a premier franchise

Provides new customer relationships with the most active operators in each basin

Current combined processing capacity of 1,439 MMcf/d plus 500 MMcf/d of announced expansions

Significant organic growth project opportunities

2014 growth capex of ~\$1.2 billion

2015 growth capex expected to exceed \$1.2 billion

Additional projects under development of over \$3 billion

NGL production to support Targa's leading NGL position in Mont Belvieu and Galena Park

Estimated
pro
forma
leverage
ratio

of
3.3x
Total
Debt
/
2014E
EBITDA
(4)
at
NGLS

Increased size and scale move NGLS credit metrics closer to investment grade over time

Immediately accretive to distributable cash flow at both NGLS and TRGP

Increases FY 2015 vs FY 2014 distribution growth at NGLS to 11-13% and at TRGP to approximately 35%

Provides larger asset base with additional long-term growth opportunities

Higher long-term distribution/dividend growth profile than Targa standalone

(1) Source: Oil & Gas Investor

(2) Based on market data as of October 10, 2014, less the value of 16.3 MM PF NGLS units owned by TRGP

(3) Based on NGLS and APL guidance ranges

(4) Based on estimated compliance ratio

Increased Size and

Scale

Combined partnership will be one of the largest diversified MLPs

Pro forma

enterprise

value

(2)

of \$23 billion

Pro

forma

2014E

EBITDA

of

approximately

\$1.3-\$1.4

billion

(3)

Appendix

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Non-GAAP Measures Reconciliation

This presentation includes the non-GAAP financial measure of Adjusted EBITDA. The presentation provides a reconciliation of this non-GAAP financial measures to its most directly comparable financial measure calculated and presented in accordance with generally accepted accounting principles in the United States of America ("GAAP"). Our non-GAAP financial measures should not be considered as alternatives to GAAP measures such as net income, operating income, net cash flows provided by operating activities or any other GAAP measure of liquidity or financial performance.

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Non-GAAP Measures Reconciliation

Adjusted EBITDA The Partnership and Targa define Adjusted EBITDA as net income attributable to Targa Resources Partners LP before: interest; income taxes; depreciation and amortization; gains or losses on debt repurchases and redemptions; early debt extinguishment and asset disposals; non-cash risk management activities related to derivative instruments; changes in the fair value of the Badlands acquisition contingent consideration and the non-controlling interest portion of depreciation and amortization expenses. Adjusted EBITDA is used as a supplemental financial measure by our management and by external users of our

financial statements such as investors, commercial banks and others. The economic substance behind management's use of Adjusted EBITDA is to measure the ability of our assets to generate cash sufficient to pay interest costs, support our indebtedness and make distributions to our investors.

Adjusted EBITDA is a non-GAAP financial measure. The GAAP measures most directly comparable to Adjusted EBITDA are net cash provided by operating activities and net income (loss) attributable to Targa Resources Partners LP. Adjusted EBITDA should not be considered as an alternative to GAAP net cash provided by operating activities or 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 net cash provided by operating activities 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.

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 management's decision-making processes.

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The following table presents a reconciliation of 2014 projected Adjusted EBITDA to net income for NGLS:
Low Range
High Range
(\$ in millions)
Reconciliation of net income attributable to Targa
Resources Partners LP to Adjusted EBITDA:
Net income attributable to Targa Resources Partners LP

444.5

\$

494.5

\$

Add:

Interest expense, net

150.0

150.0

Income tax expense

4.0

4.0

Depreciation and amortization expenses

340.0

340.0

Noncontrolling interests adjustment

(13.5)

(13.5)

Adjusted EBITDA

925.0

\$

975.0

\$

Twelve Months Ended 12/31/2014

Non-GAAP Reconciliation 2014 EBITDA

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