ATLAS PIPELINE PARTNERS LP
Form 425
December 12, 2014

Filed by Targa Resources Partners LP

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 Pipeline Partners, L.P.

Commission File No.: 001-14998

This filing relates to a proposed business combination involving Targa Resources Partners LP and Atlas Pipeline Partners, L.P.

Targa Resources
All Employee Meeting
December 12, 2014
2014 Proprietary and Confidential Information

Today s Discussion
2
2014 has been a good year
From an industry standpoint, 2014 is finishing with challenges that will continue in 2015
Targa is well positioned to handle the challenges (that includes position after Targa/Atlas close)

Preliminary Summary of Performance vs 2014 Business Priorities
2014 Business Priorities
Execute on all business dimensions, including
2014 guidance for EBITDA and distribution/dividend
growth as furnished from time to time
Continue to control all costs operating, capital
and G&A
Continue to attract and retain the operational and

professional talent needed in our businesses
Continue to manage tightly credit, inventory,
interest rate and commodity price exposures
Pursue commercial and financial approaches to
achieve maximum value and manage risks
Execute on major capital and development
projects finalizing negotiations, completing projects
on time and on budget, and optimizing economics
and capital funding
Pursue selected growth opportunities including
G&P build outs, fee-based capex projects, and
potential
purchases
of
strategic
assets
Continue the expansion of system capabilities and
the commercialization of our Bakken shale
midstream business including volume targets for
2014
Continue priority emphasis and strong performance
relative to a safe workplace
Reinforce business philosophy and mindset that
promotes compliance in all aspects of our business
including environmental and regulatory compliance
3
Continued strong HS&E track record and performance, industry recognition
> 1700 contractor FTEs at our facilities with no significant safety incidents
Execution and performance across our businesses
2014 continues transformation that was underway in 2013 to a diversified mid-stream
company with increased scale
Each reportable segment at or above Plan
Distribution/dividend growth
Fractionation and export volumes
Balance sheet management and credit ratings
Major project execution
Capital markets execution, including equity
ATM
Expense control
~
Most business units above plan
Credit, inventory, hedging
Execution on capital projects continues long-term organic growth
CBF Train 5
Low Ethane Exports Phase 2
High Plains / Longhorn Plant Startups
Midland County Pipeline
Little Missouri 40 & 200 MMcf/d Plants
300 MMcf/d Winkler County Plant
Condensate Splitter

Continued development of potential expansion project portfolio
Ethane Exports
Additional Condensate Splitter
CBF Trains 6 and 7
Additional G&P and Badlands Expansions
Targa/Atlas merger agreement structuring, negotiation and execution
Adds attractive positions in active basins
Increases scale and enhances credit profile
Adds significant growth opportunities
Creates significant long-term value

Strong Execution Sustains Current and Long-Term Value
Strong execution of business priorities combined with a disciplined growth strategy generate unitholder and shareholder value in the near-term, over the long-term and position Targa for the future
4

2014 Finishing with Challenges that Continue in 2015
5
Beginning in Q4, significant drop and significant uncertainty in commodity prices impacting producers
and therefore impacting
Targa and other midstream companies
Difficulty for producers to predict, plan and adjust to lower, uncertain prices

and therefore difficulty for Targa and other midstream companies

Likely continued uncertainties associated with prices, future activity levels and future volume levels

Resulting need for flexibility, cost control and capital expenditure efficiency

Today s Discussion
6
2014 has been a good year
From an industry standpoint, 2014 is finishing with challenges that will continue in 2015
Targa is well positioned to handle the challenges
(that includes position after Atlas close)

7
Targa Leverage and Liquidity
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 YTD through September 2014, raised net proceeds of $257 million from equity issuances under at-the-market (ATM) program Target compliance leverage ratio 3x - 4x Debt/EBITDA

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
(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)

8
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

Well Positioned for 2014 and Beyond
Targa prior to Targa/Atlas Close
Positioning with close of
Targa/Atlas Transaction
An even stronger
footprint in active basins
Additional NGL
opportunities
Growth prospects
better than stand alone
Maintaining pro forma
2015 distribution and
dividend growth with
1.0-1.2 times coverage
under
$3.75/$60/$0.60 pricing
and related volume
expectations
$4.00/$80/$0.80 pricing
and related volume
expectations
Expect close Q1 2015
Press Release 12/10/14

Management Perspectives on Targa/Atlas Transaction
9
Received HSR clearance; expected timing first quarter 2015
Although we are in a different commodity price world
this is still a strategic and
value creating transaction
Long-term view of businesses being acquired and asset fit
Sharing general principles and governing thoughts for combination

Commodity Price Performance Since Targa/Atlas Announcement
Crude Oil
Natural Gas
Ethane
Propane
Normal Butane
Iso-Butane
Natural Gasoline

Mont Belvieu NGL Components ($/Gallon)
10
Note: Pricing data through December 1, 2014

11
Attractive Positions in Active Basins
(1) Source: Baker Hughes Incorporated, as of October 20, 2014

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 - $1,400 Million
2014E Capital
Expenditures ($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
12
Increased Size and Scale Enhance Credit Profile
Targa
Atlas
Pro Forma Targa
*As disclosed at time of announcement
(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)

*
*
*
*
*
*

13
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

Increased Size and Scale

General Principals and Governing Thoughts for the Combination
14
The overall philosophy in preparing for closing of the Atlas Mergers is to keep
both organizations in place and motivated to continue to execute
Continue execution of Targa and APL business strategies and growth plans without disruption
Retain a talented midstream G&P organization with different geographic locations
Manage
the

acquired
businesses
through
Tulsa
and
through
a
Tulsa
leadership
team
Minimize the potential burdens and distractions for the Targa team in connection with the merger
Our goal is to keep all the talent we can across companies and locations
The APL leadership team in Tulsa has agreed to remain in place
Pat McDonie reporting to Mike Heim
Trey Karlovich reporting to Matt Meloy
Jack Wygle reporting to Jeff McParland
Jerry Shrader reporting to Paul Chung
Both organizations are short people and fully loaded managing and executing business growth and business performance
Obviously, some corporate and technical functions will need to coordinate to establish common policies and philosophies
But
please
note
that
coordination
is
not
the
same
as
integration
or
consolidation

Conclusions
15
Once the Targa/Atlas Mergers close, Targa will be a larger, more diversified midstream company
About 40% larger in enterprise value and headcount
One of larger, more diversified MLPs
Great presence in more producing basins with more potential Y-grade supply
Stronger position to continue to grow; stronger position to withstand cycles

Investment grade sooner
Targa is well positioned to handle the challenges associated with
commodity prices
(that includes position after Atlas close)
What questions or suggestions do you have today?