

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name TARGA RESOURCES CORP.		2 Issuer's employer identification number (EIN) 20-3701075	
3 Name of contact for additional information INVESTOR RELATIONS	4 Telephone No. of contact 713-584-1133	5 Email address of contact InvestorRelations@targaresources.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 1000 LOUISIANA STREET, SUITE 4300		7 City, town, or post office, state, and Zip code of contact HOUSTON, TX 77002	
8 Date of action 05/13/16 and 05/16/16		9 Classification and description SERIES A PREFERRED STOCK and COMMON STOCK	
10 CUSIP number 87612G101	11 Serial number(s)	12 Ticker symbol TRGP	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Targa Resources Corp. paid quarterly cash distributions on May 13, 2016 and May 16, 2016 to preferred and common shareholders respectively for the 1st Quarter 2016. At this time, based on reasonable assumptions, Targa Resources Corp. expects: 1) 0% of the cash distribution to preferred shareholders to be a non-taxable return of capital and, 2) 88% of the cash distribution to common shareholders to be a non-taxable return of capital.**

Pursuant to the applicable Treasury Regulations under Section 6045B, if this assumption turns out to be incorrect, Targa Resources Corp. will file a corrected form 8937 within 45 days of such determination.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **Targa Resources Corp. paid a cash distribution of \$3.9583 per TRC Series A preferred share on May 13, 2016. Also, Targa Resources Corp. paid a cash distribution of \$.91 per common share on May 16, 2016. At this time, based on reasonable assumptions, Targa Resources Corp. expects: 1) 0% of the cash distribution to preferred shareholders to be a non-taxable return of capital to the extent of a preferred shareholder's tax basis in each Series A preferred share and, 2) 88% of the cash distribution to common shareholders to be a non-taxable return of capital to the extent of a common shareholder's tax basis in each common share. Any cash distribution exceeding a shareholder's tax basis in preferred or common shares is taxable as capital gain.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **The calculation of the change in basis relates to Targa Resources Corp's estimate of current earnings and profits for tax year 2016 and the reasonable assumptions related thereto.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **Sections 301(c) and 316(a) of the Internal Revenue Code.**

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ **N/A**

Multiple horizontal lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **NONE**

Multiple horizontal lines for providing other information necessary to implement the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶

John D. Thompson

Date ▶

7/26/16

Print your name ▶ **JOHN D. THOMPSON**

Title ▶ **VICE PRESIDENT - TAX**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	